CAMPUS
CAMPUS ACTIVEWEAR LTD.
Formerly known as :
Campus Activewear Pvt. Ltd.
CIN - L74120DL2008PLC183629

25th October, 2022

To,

BSE Limited Corporate Relationship Department 1st Floor, New Trading Ring, Rotunda Building, P. J. Towers, Dalal Street, Mumbai – 400 001 **SCRIP CODE: 543523**	National Stock Exchange of India Ltd. Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 **SYMBOL: CAMPUS**

Sub:- Annual Report for FY 2021-22 along with Notice of the 14th Annual General Meeting, Book Closure and E-voting Intimation

Dear Sir,

Pursuant to Regulation 30, 34 and 44 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), we hereby notify as under:

1. The 14th Annual General Meeting (AGM) of the Company will be held on Friday, 18th November 2022 at 11:00 A.M. (IST) through video conferencing/ Other Audio Visual Means in accordance with relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India ('Circulars').

2. In terms of the said Circulars, the AGM Notice and the Annual Report 2021-22 (as enclosed) have been sent to all the members of the Company whose email addresses are registered with the Company / RTA/Depository Participant(s). AGM Notice may be referred for detailed instructions on registering email addresses(s) and voting/ attendance for the AGM.

3. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, 12th November 2022 to Friday, 18th November 2022 (both days inclusive) for the purpose of 14th Annual General Meeting.

4. The Company is providing the facility to vote by electronic means (remote e-voting as well as e-voting at the AGM) on all resolutions as set out in the AGM notice to those members, who are holding shares either in physical or in electronic form as on the cut-off date i.e. Friday, 11th November, 2022. The remote e-voting will commence from 9.00 AM (IST) on Tuesday, 15th November, 2022 and end at 5:00 PM (IST) on Thursday, 17th November, 2022.

Thanking you

For CAMPUS ACTIVEWEAR LIMITED

ARCHANA MAINI
Digitally signed by ARCHANA MAINI
Date: 2022.10.25 17:28:00 +05'30'

Archana Maini
General Counsel & Company Secretary
Membership No. A16092

Encl: As above

CAMPUS®

INDIA'S LARGEST SPORTS AND ATHLEISURE FOOTWEAR BRAND

Campus Activewear Limited
Annual Report 2021-22

Research and design expertise | Vertically integrated manufacturing| Omnichannel distribution network | Indigenised supply chain

CONTENTS

QUICK FACTS

#1
Sports & Athleisure (S&A) Footwear Brand in India during FY 21

~17%
Market Share in Branded S&A Footwear Market during FY 21

19.27Mn
Pairs sold in FY 22

20,000+
Retailers across 650+ cities and 28 states

30.47%
Return on Capital Employed in FY 22

THE CAMPUS LOGO "BOLT" IS A SINGLE UNIT OF JOINT CURVES

The bolt represents the commitment behind the relentless pursuit of people who never want to give up and constantly push themselves to reach greater heights.

We, at Campus, are here to inspire everyone to take the next step towards better performance, every single day.

INDIA'S LARGEST SPORTS AND ATHLEISURE FOOTWEAR BRAND

This is our annual report which presents an overview of our financial and operational performance for FY 22. It showcases our overarching strategy to delight our customers and deliver around their evolving aspirations. Despite the pandemic-induced sales and supply chain disruptions, the year gone by saw us achieve an impressive performance. This is the result of the foundation that we have created and the skills that we have nurtured.

We have steadily enhanced our core capabilities in step with changing lifestyles and aspirations of India's predominantly young population. We offer them an array of choices across styles, colour palettes, price points and an attractive product value proposition, who rely on our creativity and innovation in their journey through life.

On the strength of our research and design expertise, vertically integrated manufacturing capabilities, omnichannel distribution network and indigenised supply chain, we have built India's largest sports and athleisure footwear brand in terms of both value and volume. Based on the foundation that we have created, we will continue to strengthen our business to elevate to a higher trajectory of growth and value creation.

We are on the right track and making decisive moves to deliver value to our stakeholders responsibly.

BRINGING GLOBAL DESIGNS TO INDIAN STREETS

We are the fastest-growing sports and athleisure footwear brand, synonymous with athleisure fashion and offering a diverse product portfolio for the entire family.

In terms of value and volume in fiscal 2021, we are India's largest sports and athleisure footwear brand. We launched 'CAMPUS' in 2005-06 as a Company that specialises in athleisure and sports footwear with a lifestyle-oriented focus. The rise of athleisure shows just how much a sports product can be leveraged as a fashion item. We offer myriad choices in terms of fashion, colour, pricing, and a compelling product value proposition to enhance experiences and delight our diverse cross section of customers.

Our committed Research and Development (R&D) team is dedicated to bringing global designs and technologies to Indian streets. We concentrate on trends that appeal to Gen Z and Millennials and are constantly coming up with new and creative designs at affordable prices that appeal to the younger generation. For those who enjoy being stylish and are always on the move, Campus has emerged as a coveted brand.

Redefining athleisure fashion across the country

650+ Cities

Our Vision

To encourage free, creative and confident self-expression and raise shoe consciousness.

Our Mission

To emerge as the most preferred sports and athleisure brand in India while becoming an integral part of daily active lifestyle of every Indian.

Core Values

- **Creativity**
  We make our own little mark in the universe.
- **Agility**
  We learn and adapt fast, we approach problem with solution.
- **Massively enterprising**
  We think outside the box and expect the unexpected.
- **Positivity**
  We are optimistic and see the best even in difficult situations.
- **Unrelenting customer-centricity**
  We hold high integrity, ethics and ownership.
- **Success**
  We are driven and responsible, together we symbolise success.

KEY MILESTONES

2005-06
The inception of 'Campus' brand

2012
Reached the milestone of ₹1,000 Mn revenue

2018
Reached the milestone of ₹5,000 Mn revenue

TPG group and QRG enterprises on-boarded as investors

2020
Backward integration with upper manufacturing facility at Haridwar

Successful launch of ₹3,000+ MRP shoes

2021
Backward integration with the sole manufacturing facility at Ganaur

Reached the milestone of ₹7,000 Mn revenue

₹1,000 Mn revenue in D2C segment

2022
Crossed 100 EBO stores

Revenue contribution from D2C channel crossed 37%

Got listed on 9th May, 2022 in NSE and BSE

CAMPUS GENOME

OUR KEY LEVERS TO MAXIMISE BUSINESS GROWTH

Superior product innovation and design capabilities

Incorporating latest designs, customised for the Indian market, to deliver distinct products through its innovative capacities.

Vertically integrated manufacturing ecosystem

Installed assembly capacity of 28.80 Mn pairs each year is made possible through a combination of internal production and outsourcing and a dedication to product quality.

Omnichannel customer experience

Our omnichannel presence helps us serve our customers better and expand our geographic reach.

Innovative marketing capabilities

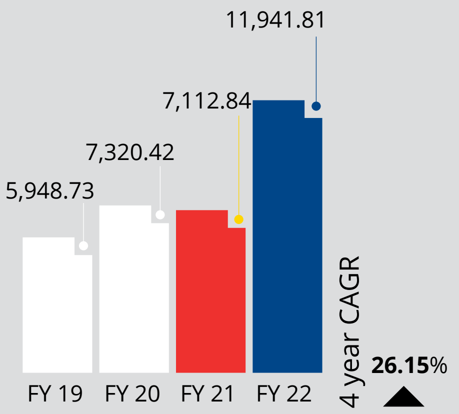
Moved from standalone trade-led marketing to consumer-focused marketing to help consumers discover our brand and product offerings and boost brand acceptance.

Digitising sales process

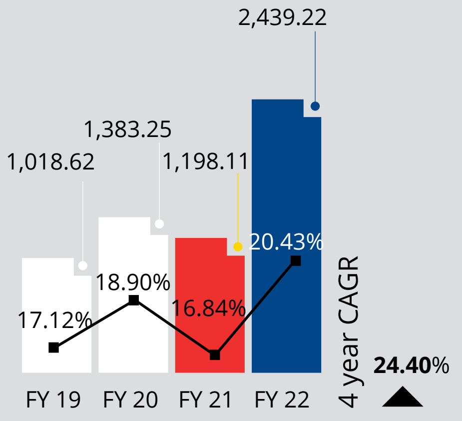
Our digitised operations help to optimise the sales and delivery functions efficiently.

PERFORMANCE SCORECARD

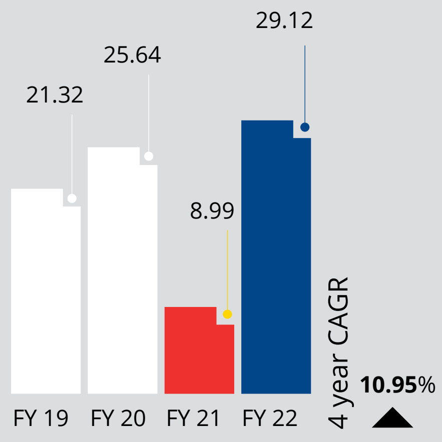
Revenue from operations (₹ In mn)



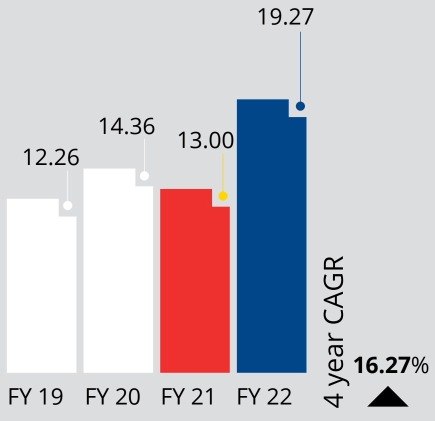
EBITDA (₹ In mn)



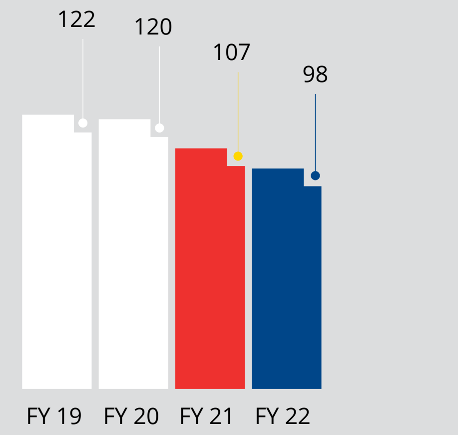
ROE (In %)



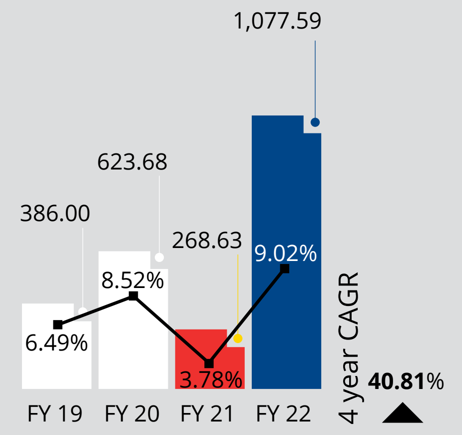
Volumes (In mn)



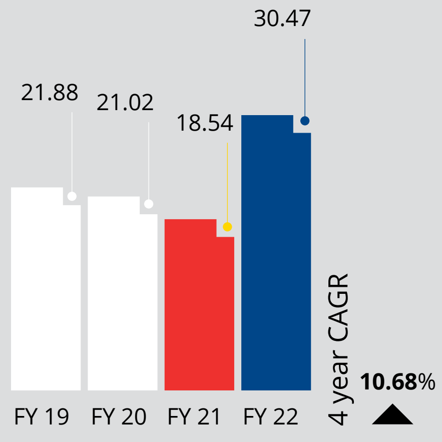
Cash conversion days (In days)



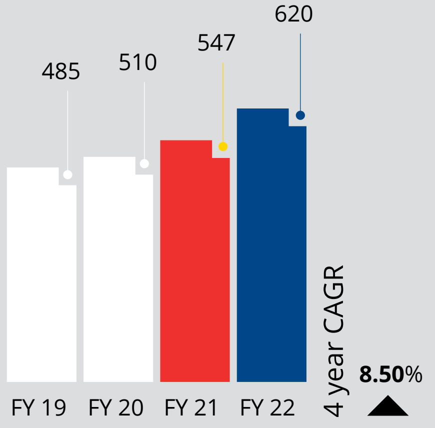
PAT (₹ In mn)



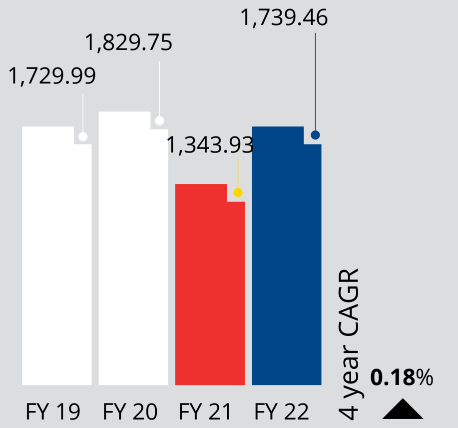
ROCE (In %)



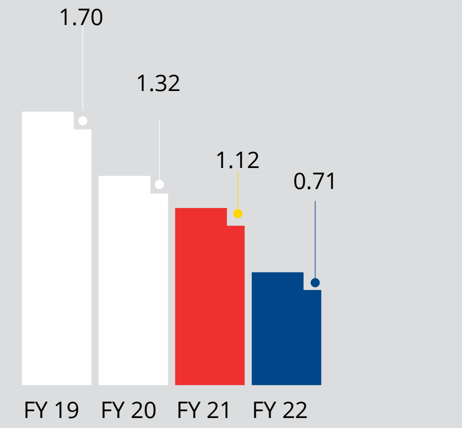
Average selling price (In ₹)



Net debt (₹ In mn)



Net debt/ EBITDA (In Times)



CHAIRMAN'S COMMUNIQUÉ

Even when we were a very small player in the industry, we had successfully instilled the culture of innovation in terms of product design, distribution, marketing and branding. We wanted to think afresh, try bold new ideas and grab more eyeballs, especially from the young generation of India.

Namaskar,

The journey of Campus that began in the financial year 2005-06 (FY 06) has crossed many grand milestones to become India's most preferred footwear brand. From a very modest beginning, we have created India's fastest growing sports and athleisure footwear brand, and I must convey my deepest appreciation to each and every member of the Campus family, who have made this possible.

Even when we were a very small player in the industry, we had successfully instilled the culture of innovation in terms of product design, distribution, marketing and branding. We wanted to think afresh, try bold new ideas and grab more eyeballs, especially from the young generation of India.

In FY 20 and FY 21 we undertook two strategically important backward integration initiatives. The Upper manufacturing facility at Haridwar and Sole manufacturing facility at Ganaur proved to be very important steps in our growth journey. We also ramped up our capabilities in product innovation and design to launch premium products at higher price points. We hired the best talent and provided them relevant training. These time-critical investments and strategies that we made came to fruition in FY 22.

Our performance in FY 22 reflects the resilience of our business model and its inherent flexibility to scale up rapidly and gain market share. This was further vindicated by the encouraging response that we received when Campus Activewear was listed.

On behalf of the Board, and all other members of the management, I convey my gratitude to all our investors and shareholders for keeping their faith in our vision. It is the culmination of years of hard work and dedication. Our internal strengths curated over the years across product design, supply chain and distribution are difficult to replicate. This is primarily the reason that we are quickly gaining market share.

To offer you a proper perspective, between FY 19 and FY 22, we have over 2,100 active styles and launched over 2,500 new designs supported by an integrated manufacturing ecosystem, strong brand recognition, consumer-oriented marketing strategy and a robust omnichannel platform.

The world has entered the era where data is considered to be the lifeline of all business decisions. At Campus, we remain cognisant of evolving consumer demands, latest fashion trends and price movements across categories by continuous monitoring of sales and customer data. In addition, the digitisation of sales process has enabled faster speed to market, better merchandising, and greater efficiency in design, manufacturing and sale.

All our processes from product conceptualisation to product launch is typically managed within 120-180 days. Our strategic blend of in-house capacity and backward integration is enabling flexibility in design, quality control, cost optimisation and timing to market. Our approach is to think fast and act smart to remain ahead of the curve and strengthen the reputation of our product brands.

Way forward

With mobility restrictions lifted across India, reopening of schools, colleges, other educational institutions and offices and normalcy in social interactions, the demand scenario is improving gradually. Besides, India's per capita footwear consumption is also lower as compared to that of USA, UK, Japan, Germany, Brazil and China, which provides our sector a huge long-term headroom for growth.

Campus Activewear's market share is now over 17% in the branded S&A footwear sector, and we are committed to retain and grow our market share, revenue and margins aggressively. In addition, we are also foraying into casual footwear segment.

We have lined up an appropriate capex plan of ₹ 1,000-1,500 million for the next 12-18 months to support our growth ambition. Over the last five years, we have sustained our position in the market and have reported a revenue growth CAGR of 24%. We will continue to strengthen that further. Our ROCE for FY 22 was approximately 30%, which ranks among the best in the industry, which will improve further as we move on to the next course of our journey.

With the encouragement and support of all our customers, employees, business partners, investors, shareholders and the larger stakeholder fraternity, we are confident of amplifying value for a young nation on the move.

Warm Regards,

HK Agarwal
Chairman and Managing Director

CEO'S COMMUNIQUÉ

I am extremely happy that during the fiscal, we have sold the highest ever volume in the history of Campus at 19.27 million pairs, while also achieving the highest ever average selling price for the Company at ₹620 per pair in FY 22.

Dear All,

The year 2022 is a landmark year for us at Campus Activewear. In May 2022 we were listed on India's Stock Exchanges after a hugely successful IPO. I would like to express my deepest gratitude to all our esteemed investors and shareholders for making Campus Activewear one of the most oversubscribed IPOs of the year. We also appreciate and deeply acknowledge the role of all our customers and stakeholders for making Campus one of India's leading sports and athleisure footwear brands.

Before I share our financial and operational performance for the financial year 2021-22 (FY 22), I would like to present the broad macro perspective. The preceding two years have seen significant volatility and uncertainty owing to a large number of factors – ranging from pandemic-induced disruptions, geopolitical crisis in Europe and rising inflation owing to increasing energy and food prices.

Despite considerable headwinds, with the support of all our customers and stakeholders and the grit and tenacity of Team Campus, we have been able to accomplish a sterling performance in FY 22. All our distribution channels, product categories, and financial performance have demonstrated robust growth, both in terms of volume and value.

I am extremely happy that during the fiscal, we have sold the highest ever volume in the history of Campus at 19.27 million pairs, while also achieving the highest ever average selling price for the Company at ₹620 per pair in FY 22.

We registered our highest full year revenue, highest EBITDA and highest PAT both in amount and in percentage in FY 22. Our revenue from operations increased by 67.89% year-on-year to ₹11,941.81 million in FY 22. Our full year EBITDA stood at ₹2,439.22 million as compared to ₹1,198.11 million in FY 21 demonstrating 103.59% year-on-year growth. EBITDA margins stood at 20.43% in FY 22 vis-à-vis 16.84% in FY 21. Net profit for FY 22 stood at ₹1,077.59 million with a PAT margin of 9.02% as against the PAT of ₹268.63 million in FY 21, which had a PAT margin of 3.78%.

While our trade distribution channels have demonstrated resilience with 39% growth, our Direct-to-Consumer (D2C) is on a robust growth trajectory, demonstrating more than 150% year-on-year growth in FY 22. Through our strong performance in a challenging operating environment, we have shown the strength and efficacy of our business model.

India, as we all know, is predominantly a young country with half of the population below the age of 25. Our country's young population is particularly contributing to the consumption of S&A footwear. This is because they have more exposure to media and technology, which makes them naturally pre-disposed to adopting new trends. We see this as a huge opportunity for branded products and organised retail players like us. Therefore, we are concentrating on trends that appeal to Gen Z and Millennials. We are constantly coming up with new and creative designs at affordable prices that appeal to the younger generation.

It was only over a decade ago when we embarked upon a journey to build a brand that puts innovation, affordability and customer experience at the heart of everything we do. Over the years, we have established our strong presence in India with almost every young citizen of India aware of our brands.

We are the market leader in the S&A footwear market of India, growing faster than the market among all of our peers with almost 2X to 3X the volume of our next largest competitor. In the last 10 years, we have grown at 27% with a very strong track record.

Given the fact that the overall Indian S&A market is under-penetrated, we are leveraging our internal strengths (product design, supply chain, distribution and marketing) curated for years to grow our market share.

We are continuously innovating to delight new-age discerning consumers, while being cognizant of the affordability metrics and solving for the accessibility or distribution-linked challenges. Our USP lies in the fact that we have been able to launch global designs, trends in colour palettes adapted as per local tastes to the Indian markets in the fastest lead time possible. This has been made possible by virtue of our highly trained research and design set- up, our vertically integrated manufacturing ecosystem, and our integrated and indigenised supply chain. Our robust omnichannel platform supports both trade distribution and D2C. We are looking at further accentuating it.

We will continue to leverage our brand salience and leadership position with enhanced focus on different categories of footwear for women, children and kids. We will steadily extend into new territories by deepening our presence in western and southern regions of India. We will also keep sustained focus on 'premiumisation' across our product segments and further diversify our product portfolio via extension into allied categories.

Our success, over the years, reflects the hard work and efforts of our team. I would like to thank each and every member of Team Campus for their dedication and efforts. I am also thankful to our end consumers, our channel partners and our passionate team, which deliver value for our customers and all other stakeholders.

We will continue to do everything we can to remain worthy of the trust of our stakeholders.

Regards,

Nikhil Aggarwal
Chief Executive Officer

STAYING A STEP AHEAD WITH OUR STRATEGIC PRIORITIES

Leveraging market position

Profit from the expansion of the Indian sports and athleisure sector with an emphasis on women, children, and youth by leveraging our brand reputation and the ability to meet customer expectations. From fiscal 2019 to fiscal 2021, we were the fastest-growing Indian scaled sports and athleisure brand in India. Our dominant position in this quickly-expanding market gives us the chance to benefit from the market expansion and grow our operations.

Increased health consciousness, increased disposable income, expanding demand for women's shoes, and low footwear penetration are all favourable aspects that allow us to continue solidifying our leadership position in the industry.

Targeted product development

To help consumers transition from the unbranded to the branded category of sports and athleisure footwear, we have introduced a number of new styles in the entry-level category. In order to attract new clients and improve customer experience, we continue to increase the number of launches in the premium sports and athleisure categories. With our omnichannel approach, it has helped to improve the share of these categories through direct-to-consumer sales. To fulfil demand throughout the summer and rainy seasons, we also want to increase the variety of styles in the open footwear category.

Building strong digital infrastructure

Implementation of Enterprise resource planning (ERP), distribution management system (DMS), field force management, E-commerce order management (OMS), Point of Sales (PoS), retailer engagement application and QR codes enable us to achieve operational excellence.

Our ability to plan our marketing and sales activity depends on the data generated by these systems, which helps in understanding consumer patterns, inventory positions, and sales positions. These digital platforms provide us a better understanding of consumer preferences, which help us develop products, enable market testing, and quickly scale up the business. We are able to manage our distributor and retailer relationships while maintaining a stronger product focus, thanks to our digitising efforts.

Expanding our footprint

We want to improve and broaden our omnichannel experience, including our trade distribution network, our presence at exclusive brand outlets (EBOs), and our online sales. A large portion of North and East India is covered by our current trade distribution network. We intend to expand the number of EBOs and franchisees we have in order to strengthen our position in a few key areas of India. Our network coverage across India is anticipated to significantly grow as a result of these measures. Additionally, we want to expand the size of our internal sales staff.

Backward integration for sustainable business

For many of the raw materials and components used in the production of our goods, we rely on a network of suppliers and manufacturers. We added more assembly lines for shoes throughout the reporting period and increased our ability to produce uppers and soles.

We are evaluating options to further backward integrate other aspects of our manufacturing process. We are also looking at acquisitions and assess potential deals depending on whether they will enable us to lessen our reliance on the supply chain, especially third-party vendors and suppliers, assure quality control, provide us with opportunities for cost optimisation, and safeguard our intellectual property. We are certain that our operational and management teams' extensive experience will allow us to identify, structure and execute the acquisition.

Targeted acquisitions of products and brands

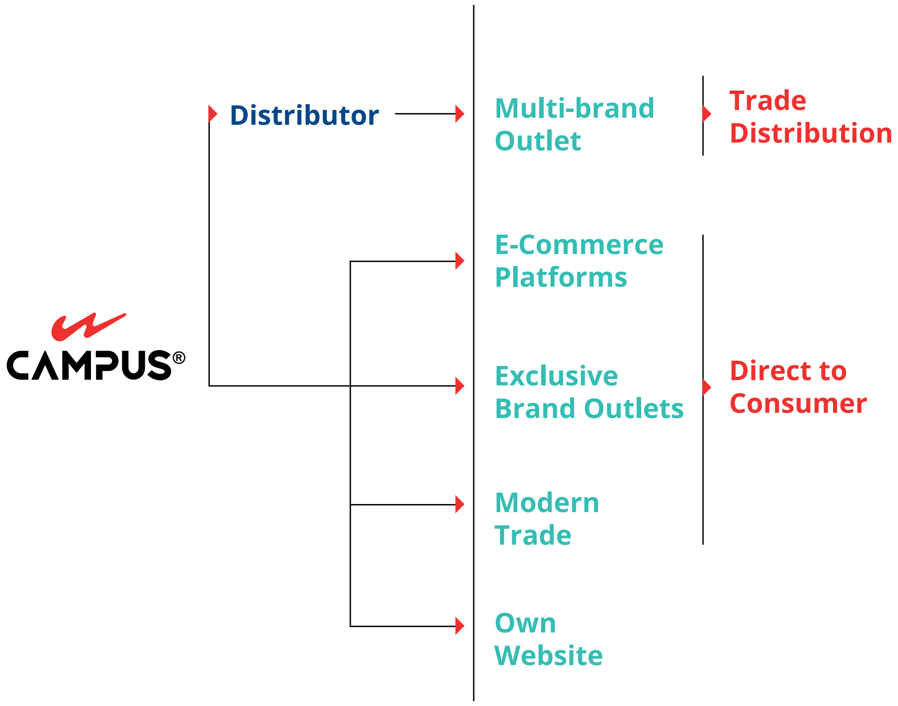
We periodically assess opportunities for our inorganic growth. We keep looking for opportunities to expand and enhance our product line-ups and supplementary goods in the sports and athleisure categories. To provide our customers with unique options, we are also planning to expand our portfolio of brands through acquisitions. Although, we are yet to set precise goals, we do plan to periodically assess these prospects.

LEVERAGING OMNICHANNEL PRESENCE FOR SEAMLESS SHOPPING

To promote sales of our shoes and boost volume of sales in the premium category, we have established an expansive 'omnichannel experience' with a pan-India distribution network that is spread across trade distribution and direct-to-consumer channels.

Our 'omnichannel experience' integrates several retail channels — both online and brick-and-mortar ones, to offer consumers a seamless shopping experience. Our customers can visit any channel to discover more about our brand and products, make choices, and purchase products through their preferred channel.

The omnichannel strategy enables us to provide a comprehensive experience to our customers throughout the purchase cycle. Our omnichannel experience is media agnostic and involves both online and physical interactions, resulting in an improved process of finding, evaluating, and purchasing products.



Our D2C channel has greatly augmented our trade distribution route to broaden our reach throughout India and sustain relationships with consumers at all stages of their journey.

Trade distribution channel

We directly service and complete orders from retailers across India through our distributors. All of our distributors have established partnerships through agreements, with our trade distribution channel having a diverse geographical sales mix.

425+
Distributors

20,000+
Retailers

150+
Internal sales force

Expansive online presence

In addition to our own ecommerce website, we also have a significant online presence on other e-commerce platforms like Flipkart, Myntra, Udaan, and Fynd. We can connect with customers cutting across states and union territories through these platforms. In order to create demand for premium products, we also focus on 'special sale days' and 'new design releases' on online channels. Our D2C online platform operations generated revenues that increased at a CAGR of 184.80% in FY 19-22.

Both the percentage of e-commerce in total footwear retail and the revenue generated by brands through e-commerce has been on the rise.

Enhancing offline visibility

In our EBO channel, we operate through both 'Franchise-opened, Franchise-operated' (FOFO) and 'Company-opened, Company-operated' (COCO) formats. We have introduced our EBOs across the country with the goal of 'premiumising' our offerings and providing our end consumers with a standardised and elevated experience. Our EBOs help the consumers experience our extensive range and interact with our brand. Our EBOs also provide our distributors in the trade distribution channel the ability to gauge consumer demand for our premium-category products, which in turn improves their offtake.

66
COCOs

41
FOFOs

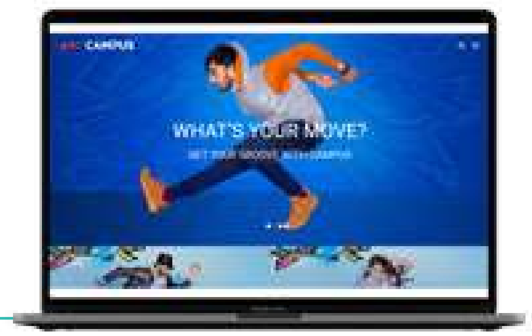
107
EBOs

In addition, we have a number of counters at Large Format Stores (LFS), which can be found at various locations across India.

800+
Counters in LFS

Direct-to-consumer channel

Online and offline channels constitute our direct-to-consumer channel. EBOs and LFS are part of our offline D2C channel, while ecommerce platforms are part of our online channels.



CREATING A FORMIDABLE BRAND IDENTITY

Marketing initiatives

We use marketing channels to inform and influence our target audience. We have been able to drive effective marketing for our brand and products with the aid of a combination of above-the-line and below-the-line activities employing OOH, Print media , social media and other digital advertising.

We launched our latest collection inspired by global designs that cater to the young Indian audience and their global aspirations. In line with our mission to inspire young Indians to be part of the ongoing trend and stand out from the crowd, we launched the 'What's Your Move' campaign in which 'Tutting' a dance form was used as a creative device to showcase our aspirational designs.

The ad showcases people on the streets, at home and on the move with these shoes, however with a spin, wearing them on their hands while tutting.

We create stylish yet innovative billboards that highlight the benefits of our products

₹744.60 mn
Spent on advertising in FY 22

₹211.07 mn
Spent on digital advertising in FY 22

We release distinctive packaging in accordance with unique drops and thematic launches, delighting our customers with superior experience.

We interact with emerging micro-influencers more frequently as they help us boost our relatability quotient.

To further make our brand narrative compelling, we leveraged topical events and used emphatic storytelling which emphasised friendship, sharing and joy of festivals. Through our tactical ad campaigns, we kept the spirit of the festival season alive even during the Covid-19 pandemic and lockdowns. We created ads on the occasion of major festivals including Ganesh Chaturthi, Christmas, Diwali and so on. We also celebrated topical events like Valentine's Day, Women's Day, Dance Day and so on to further enhance our consumer engagement through social media. We also partnered with celebrities to launch products and open new stores in different parts of the country. Further, advertisements on Aajtak, Zee News and CNBC helped to promote the brand.

Merchandising

Our shoes leave a lasting impression in the retail locations where we are present. We continue to make investments in sales staff training and display updates. We make significant investments into our item displays at the point of sale. This comprises a large selection of permanent and movable product displays, brand and product signage and graphics, as well as a wide range of visual elements to improve the 'shop in shop' experience at our counters.

66
COCOs

20,000+
Retail touch-points

CREATING A FORMIDABLE BRAND IDENTITY (CONTD.)

Digital presence

We run initiatives to introduce our physical customer base to the convenience of online shopping. We enter into agreements with the operators of multiple e-commerce channels and the listing and sale of our items through these channels are governed by the terms of the agreements. For the sale of our products through these channels, we have various arrangements ranging from fixed fees, revenue shares, and other cost-sharing arrangements. We sell through online platforms including Fynd, Nykaa, Myntra, and Flipkart.

32.92%
Revenue derived from online channel in FY 22

12
E-commerce platforms present

5.56mn+
Pairs sold online in FY 22

We continuously analyse consumer demand trends, design and colour preferences, reactions to new designs, and price movements across categories. A faster time to market, better merchandising, and more efficiency in design, manufacturing, and sales have all been made possible by the digitisation of the sales process.

DELIVERING EXCELLENCE AT SCALE

Robust manufacturing capacity

In our manufacturing sites in Dehradun and Baddi, footwear assembly lines have been set up where we largely assemble shoes utilising the 'stuck on' and 'direct injection' methods. In case of 'stuck on' method, we glue the upper part and the sole together whereas in the 'direct injection' procedure, the shoe soles are moulded onto shoe without being stitched. To meet the required standards, these procedures combine human skill and mechanisation.
Our capacity to manufacture a significant portion of our footwear soles internally, enables a quicker turnaround from raw material to finished product.

28.80 mn per annum
Assembly capacity

24.00 mn per annum
Third-party uppers capacity

4.80 mn per annum
In-house uppers production capacity

18.00 mn per annum
Third-party sole capacity

10.80 mn per annum
In-house sole production capacity

60-90 days
Manufacturing lead time
(industry average: 90-120 days)

Facility	Description	Installed capacity (Million pairs / annum)	Capacity utilisation (%)
Dehradun facility	Assembly of Footwear	11.70	81.71%
Baddi facility - I	Assembly of Footwear	7.00	60.44%
Baddi facility - II	Assembly of Footwear • Manufacturing lead time of 60-90 days • Final assembly managed 100% inhouse to manage cost, time to market, and quality	10.10	74.69%
Haridwar facility	Footwear uppers • 90% of domestic raw material sourcing • Exclusive ancillary network	4.80	76.52%
Ganaur facility	Footwear sole • Ability to manufacture 37.50% sole inhouse with faster turn-around and IP protection • Sole ancillary supplier network in India	10.80	65.97%

Enhancing our capacity

At our factories in Dehradun and Baddi, we have installed new assembly lines for shoes. Additionally, we have increased the manufacturing capacity at our soles and uppers facilities in Ganaur and Haridwar, respectively. This has given us the ability to demonstrate our control over the manufacturing process, manage costs, and reduce the time it takes to launch new products. Additionally, we intend to develop our manufacturing capabilities over time and are in search for acquiring land and building production facilities.

37.50%
Soles manufactured in-house

16.67%
Uppers manufactured in-house

Assembly process

Strobeling → Counter moulding → Seat lasting → Gauge marking → Adhesive application → Sole spotting → Sole pressing → Pad printing → Final quality check → Barcode

DELIVERING EXCELLENCE AT SCALE (CONTD.)

Design capabilities

Our diversified range of products has received praise for performance, quality, and innovation across the nation. By using an agile, fashion-forward, and segmented approach to curate our product lines, we deliver fresh, unique offerings for the Indian market. Typically, all processes from product conception to launch are managed within 120–180 days.

Flagship collection
Spring – Summer Collection (Feb / Mar) and Autumn – Winter Collection (Aug / Sept)

Design fast track
Quick Design, Development and Production outside the normal go-to-market process

In-season replenishment
Allows capturing any demand upside and cater with certain high velocity styles

Never out of stock
Core replenishment of products ensure evergreen models are always in stock and continuously replenished.

Our internal design and product development team creates our innovative and fashionable product portfolio that reinforce our brand image. Design is one of our significant strengths and using our yearly operational plan as a guide, we create a comprehensive design brief. We process it in accordance with the yearly design cycle. To make sure that our portfolio successfully transitions from conceptualisation to commercialisation, we have integrated our procedures across the whole value chain, from design prototypes to distribution and retail.

50
Designers

2,100
Active styles

2,500+
New designs launched between FY 19 and FY 22

Design laboratory

Design and visual tools that enable 2D footwear design and predict the cost of production are available in our design and product development lab. We also have a variety of tools for decorating footwear with different colours, patterns, and templates. We launched numerous unique features, including shock absorption and reflect technologies in our products, across price ranges.

Design process*

Material/Mould development/ Concept designing → Range brief → 2D and specimen creation → Pattern cutting → Upper treatment → Upper stitching → Lasting → Final sample → Review and order confirmation

*The complete product cycle from conceptualization to launch is managed within 120 to 180 days.

Quality control and process safety

Our Company prioritises product quality control. To ensure superior products we follow good production and documentation procedures. Numerous inspection and testing methods are carried out by our dedicated quality control staff. To maintain consistency throughout all batches of our products, including semi-finished and final goods, we also conduct routine product inspections and sample testing.

55+
Quality control staff

We have also developed stringent control measures for our raw material suppliers. The materials we acquire from our approved list of suppliers must also adhere to our internal standards, which are created to meet the demands of our diverse customers.

COMMITTED TO OUR SOCIAL RESPONSIBILITY

Corporate Social Responsibility has been an essential part of our Company's culture. We have taken conscious efforts to include communities in the vicinity of our operations in its growth path, and we have been lauded by our stakeholders for our efforts, which motivates us to do better. Our CSR initiatives in FY 22 are primarily focused on healthcare in the backdrop of the COVID-19 pandemic.

Healthcare

We conducted several programmes in the year including vaccination camps, patient transfer, sample collection, home assistance and many more. We collaborated with Prayas society and assisted in their Asptal movement.

Asptal movement by Paryas Society

Asptal was founded by Paryas as an initiative to bring last-mile medical services to Himachal Pradesh's outlying regions. The three Mobile Medical Units (MMUs) that were first used to provide primary healthcare have graduated to 32 MMUs. The programme has now expanded to Nalagarh in Solan, and Joginder Nagar in Mandi and strengthened its position in Dehra through a dedicated team stationed in the town.

1,350
Panchayats reached by Asptal

6,000+
Villages reached by Asptal

We assisted smooth transfer of patients who were serious and needed urgent attention from specialists from AIIMS Bilaspur to RH Bilaspur, CH Tauni Devi and CH Sujanpur to Medical College Hamirpur and Tanda (IFT).

COVID relief initiatives

To ensure maximum people get access to vaccination, we initiated the home vaccination drives. We also collected COVID samples when the cases were surging to help ease the stress on the healthcare system. We also provided home assistance to home-isolated COVID patients to ensure their speedy recovery. Nalagarh in Solan, and Joginder Nagar in Mandi and strengthened its position in Dehra through a dedicated team stationed in the town.

Other healthcare initiatives

Due to rapid changes in weather, Himachal Pradesh faced extreme heat waves and rains risking the health of its population. We ensured primary healthcare in the region by conducting medical camps. We launched a youth volunteer initiative to get young people involved in healthcare and help drive change in Dr Radhakrishnan Government Medical College in Hamirpur, Himachal Pradesh.

BOARD OF DIRECTORS

Mr. Hari Krishan Agarwal

Chairman and Managing Director

He is the founder of Campus and has spearheaded the company since three decades. Mr Agarwal is the Chairman and Managing Director of Campus. He transformed Campus into a modern, youth-centric , agile and innovative company. The foundation of his success is strengthened by his firm belief in 4 pillars—technology, innovation, research and development, and the same can be observed in Campus's evolution. Under his stewardship, Campus has developed the imagination of millions of youngsters with stylish designs across the country.

Mr. Nikhil Aggarwal

Whole-time Director and Chief Executive Officer

He is the Whole-time Director and CEO at Campus. With over 14 years of experience in the footwear manufacturing and trading sector, he is playing an instrumental role in making Campus the largest sports and athleisure footwear brand in India. With a B.Sc. degree in Industrial Engineering from Purdue University, Mr. Nikhil is effectively channelizing his skills and knowledge to help Campus achieve its objectives. In 2007, he attended the Summer School Programme at the London School of Economics. He succesfully underwent the TPG-INSEAD C-Suite Workshop Programme and Leading The Effective Sales Force INSEAD Executive Education Programme held at INSEAD, Singapore.

Mr. Anil Rai Gupta

Non-Executive Non-Independent Director

He is a Non-Executive Non-Independent Director on the Board of Campus. He is a Chairman & Managing Director of Havells India Limited. He joined Havells in 1992, under the mentorship of his father, Late Shri Qimat Rai Gupta. He has graduated in Economics from Sri Ram College of Commerce, Delhi University and his MBA from Wake Forest University (WKU), North Carolina. He has also been deemed with the honorary Degree of Doctorate by his alma mater (WKU). He spearheaded Havells' transformation into a modern, tech-savvy, nimble and innovative company.

Mr. Ankur Nand Thadani

Non-Executive Non-Independent Director

He is a Non-Independent Non-Executive Director on the Board of Campus. He holds a Bachelor's degree in Electronics and Telecommunication Engineering from the University of Mumbai, Maharashtra. He is a Partner with TPG Growth and RISE Funds, and co-heads the India office & leads healthcare, climate and consumer investing for the firm in India and south Asia region. He currently serves on the boards of API Holdings, Stelis Biopharma, Steriscience Specialties, Asia Healthcare Holdings, TATA Passengers Electric Mobility Ltd., Fourth Partner Energy and Solara Active Pharma

Mr. Anil Kumar Chanana

Non-Executive Independent Director

He is an Non-Executive Independent Director on the Board of Campus. He is an independent business consultant in strategy and finance with 40+ years of experience. He is currently serving on the boards of both publicly listed and private companies as independent director and chair of the audit committee. He also serves as operating advisor to private equity firm/s and Boards of companies engaged in diverse industries. He previously served as the Chief Financial Officer of HCL Technologies Limited ("HCLTech") and worked closely with the Board and its committees in formulating and executing strategic priorities. An associate member of the Institute of Chartered Accountants of India, he holds a bachelor's degree in Commerce from the University of Delhi and has completed the financial management program at the Graduate School of Business, Stanford University.

Mrs. Madhumita Ganguli

Non-Executive Independent Director

She is a Non-Executive Independent Director on the Board of Campus. She is a Law Graduate from University of Delhi and a Housing Finance veteran with over 4 decades of experience at HDFC Limited. Currently, serving as Member of Executive Management and All India Retail Operations Head at HDFC Ltd. She is responsible for meeting Retail Lending Budgets, Monitoring Productivity, Reviewing & Analysing Product Performance . Her contributions include steering the Business Process Re-engineering program at HDFC Limited for Retail Loans, which helped the Corporation to accentuate its competitive edge by introducing technology in the underwriting process. She is also Member of various committees like Audit, Risk, Fraud, CSR and Complaints on the Board of various Companies.

Mr. Nitin Savara

Non-Executive Independent Director

He is a Non-Executive Independent Director on the board of Campus. He has a Bachelors of Commerce degree from the University of Delhi , is an associate member of the Institute of Chartered Accountants of India and holds a Bachelor of Laws degree. He has around 19 years of experience in accountancy and advisory services and was associated as a partner at Ernst & Young LLP and BMR Advisors LLP. Mr Savara was the Deputy CFO of Zomato Limited from November 15, 2021 to September 5, 2022.

Mr. Jai Kumar Garg

Non-Executive Independent Director

He is a Non-Executive Independent Director on the Board of Campus. He is an associate member of the Institute of Chartered Accountants of India, a certified associate of the Indian Institute of Bankers and an honorary fellow of the Indian Institute of Banking and Finance. He has previously served as the Executive Director of UCO Bank and as the Managing Director and Chief Executive Officer of Corporation Bank. He has handled functions including overseeing banking operations, credit management, finance, and risk management. He holds a Bachelor of Commerce degree from Kurukshetra University.

CORPORATE INFORMATION

Board of Directors

Mr. Hari Krishan Agarwal
Chairman and Managing Director

Mr. Nikhil Aggarwal
Whole-time Director and CEO

Mr. Anil Rai Gupta
Non-Executive Non-Independent Director

Mr. Ankur Nand Thadani
Non-Executive Non-Independent Director

Mr. Anil Kumar Chanana
Non-Executive Independent Director

Mrs. Madhumita Ganguli
Non-Executive Independent Director

Mr. Jai Kumar Garg
Non-Executive Independent Director

Mr. Nitin Savara
Non-Executive Independent Director

Chief Financial Officer

Mr. Raman Chawla

General Counsel and Company Secretary (Compliance Officer)

Ms. Archana Maini

Corporate Identification Number

L74120DL2008PLC183629

Registered and Corporate Office Address:

Registered Office
D-1 Udyog Nagar, Main Rohtak Road,
New Delhi- 110041
Tel No. +91-11-43272500

Corporate Office
DLF Cyberpark, Block B, First Floor, Sector- 20,
Udyog Vihar, Phase III, Gurugram-122016
Tel No. +0124-6936100

Website:
www.campusactivewear.com

Statutory Auditors

M/s B S R & Associates LLP
Chartered Accountants

Internal Auditors

M/s P.C. Bindal & Co. (Appointed for FY 2021-22)
Chartered Accountants

Ernst and Young LLP (Appointed for FY 2022-23)

Secretarial Auditors

M/s. Pooja Anand & Associates
Company Secretaries

Registrar & Transfer Agent

Link Intime India Private Limited
Noble Heights, 1st Floor, Plot No. NH 2,LSC
C-1 Block, Near Savitri Market, Janakpuri New Delhi- 110058
Telephone: +91-11- 49411000
E-mail: vinay.kumar@linkintime.co.in
Website: www.linkintime.co.in

Bankers/Lenders

HDFC Bank Limited
Axis Bank Limited
ICICI Bank Limited
CTBC Bank Co. Ltd.

Management Discussion and Analysis

Indian Economic Overview

In FY 2021-22, economies worldwide manifested signs of recovery, despite repeated spikes in COVID-19 caseloads due to the emergence of new variants. Governments globally, embarked on massive vaccination programmes for local populations as fiscal policies and reforms continued to strengthen economic recovery.

Central banks across the world also injected additional liquidity into their economies through various monetary measures to support vulnerable populations and businesses.

In times of crisis, the Indian economy has proven to be extremely resilient. Due to the remarkable agility shown by the Indian government in handling the crisis, the country is projected to be one of the fastest growing economies, despite the multiple headwinds.

The recovery is also significantly aided by constant investments and continued government support through beneficial policies and initiatives, such as the Make in India project and the PLI plan (Production linked incentive scheme).

However, rising energy prices, supply chain disruptions and adverse currency movements and geopolitical tensions are expected to drive inflation higher.

Despite differences in how various sectors operate, the country is well-positioned to meet its year-end targets. This is due to an increase in government revenue and subsequent increases in government spending, particularly on infrastructure development. Because such reforms are important to the Indian government, it is aggressively implementing supply-side measures such as sector deregulation and the elimination of retroactive taxes. This novel strategy fosters economic growth.

Outlook

Global growth is expected to fall to 3.3 percent by 2023, according to the medium-term forecast. In 2022, inflation is expected to be 5.7 percent in advanced countries and 8.7 percent in emerging and developing markets due to rising commodity prices caused by the war and increasing pricing pressures.

The situation in Ukraine has resulted in an expensive humanitarian tragedy that must be resolved calmly. Along with international efforts to address the humanitarian crisis, steps need to be taken to prevent further economic fragmentation, maintain global liquidity, manage financial distress, and combat climate change.

Indian Footwear Retail Industry Overview

According to projections made by Technopak, India's domestic footwear retail industry, valued at ₹72,000 crores in FY 2020, would increase at a CAGR of 8% to reach ₹1,05,000 crore by FY 2025. Over the period from FY2015 to FY2020, the Indian footwear sector expanded at a CAGR of almost 9%. India is one of the world's top producers and consumers of footwear, and over 2 million people depend on this industry for employment. Presently, men's footwear holds about 48 percent share of this market, but women's footwear will expand faster than men's, accounting for a nearly equal proportion by value in FY 2025 compared to men's footwear, which currently holds a 41 percent share. Sports and athleisure are among the fastest-growing areas, even though casual is the largest category, accounting for over 67 percent of the entire market in FY 2020.

The retail footwear market in India shrank by almost 33% due to the reduced demand in FY 2021 brought on by the COVID-19-related travel restrictions. However, a quick recovery is anticipated as the growth momentum picks up, with the category forecast to increase at a CAGR of almost 22% between FY 2021 and FY 2025.

Exclusive brand outlets (EBOs), large format stores (LFS), and e-commerce, which together make up organised footwear retail, contributed a share of 30% by value and 13% by volume (number of pairs) to the overall footwear retail market in FY20, supporting the higher output of premium goods through organised channels. In the next five years, organised retail is anticipated to increase at a pace of 13 percent, which is much faster than the total category's growth rate. Compared to other lifestyle categories, the footwear category is characterised by a rather significant brand play. By FY25, it is anticipated that the branded segment would have a proportion of the market equal to that of the unbranded sector, with a value growth rate of 11% over the next five years.

Segmentation of Footwear Retail Market in India

Segmentation by Customer Demographic

Men's goods have historically dominated the footwear sector in India, accounting for more than 50% of the retail footwear market by value until FY 2015. The men's sector has been

[1] https://openknowledge.worldbank.org/bitstream/handle/10986/37224/Global-Economic-Prospects-June-2022-Global-Outlook.pdf

[2] https://www.imf.org/en/Publications/WEO/Issues/2022/04/19/world-economic-outlook-april-2022

increasing more slowly than the women's and children's segments, which will make up 40% and 10% of the market in FY 2020, respectively.

The valuation of the women's section is set to take over that of the men's segment by FY 2025. The rise of the women's market will be fueled by an increase in the proportion of working women and the discretionary income of women.

Segmentation of Usage

Formals, casual, sports and athleisure, and outdoor segments make up the broad categories of the Indian footwear retail industry. Sports and athleisure are:

- The fastest-growing sectors,
- Steadily increasing its market share even though casual remains the largest segment,
- Accounting for over 67 percent of the entire market in FY 2020.

Most retail categories have taken on significant importance, including food and grocery, clothes and accessories, footwear, electronics, health, fitness, and wellness. Sports and athleisure footwear is predicted to double in value from FY 2020's ₹11,000 crore to FY 2025's ₹22,000 crore, expanding at a CAGR of 15% between FY 2020 and FY 2025. Footwear is following the same trend.

Retail Channels

With a 30% penetration of organised retailing, the retail footwear business is one of the most structured segments. Along with LFSs and other sizable MBOs, the EBOs of the top brands essentially define organised retail. E-commerce has quickly established itself in the market and is now a significant factor in the expansion of organised footwear retail. Value brands and increased EBO penetration in tier II, tier III, and lower towns across the nation will further contribute to the growth of the organised format.

Geographical Segmentation

Given that this category is primarily discretionary, urban India accounts for 67% of the value of the Indian footwear market. Leading national and international brands to predominate in the top 8 cities (metro and tier II cities), which account for 40% of the urban footwear market. The urban footwear market in tier II and below cities makes up around 35% of the total, and it is predicted to increase further as EBO and online retail penetration rise in these areas. Cities in Tier I, Tier II, and below are expected to increase, creating new chances for shops to thrive.

Growth Drivers

Growing niches and sub-segments for different occasions

The number of pairs of shoes possessed per person has grown, particularly in metropolitan areas, as customers want numerous pairs of shoes to match various outfits and events. Casuals and flats are chosen for daily wear since as they are pocket-friendly and comfortable. Office workers wear professional shoes. For outdoor gatherings or parties, dress shoes are preferred, such as high heels and glittery shoes for women and classy loafers or moccasins for men. For an active lifestyle, sports and athleisure footwear are necessary.

Formal vs Casual and Open vs Closed footwear

Covid has altered customer purchasing habits across all market sectors, including FMCG, personal care, clothes, and footwear. The demand for sports and athleisure footwear has increased as customers' attention has turned to their health and fitness. Under the heading of sports footwear, running shoes also emerged as one of the most popular search terms. A transition from formal to informal sports footwear is also seen in the emergence of walking and running shoes. With a small proportion in the men's and children's categories, open footwear continues to rule the women's casual and formal footwear markets. Open shoes generally have a lower realisation than closed shoes, which have a greater realisation.

Footwear evolved from utility product to fashion statement

Footwear evolved from utility products to fashion statements. Footwear has grown from just being a necessity as a cover and protection for the feet to an essential part of the fashion outfit. Along with clothing, footwear and accessories have become integral to creating a complete look. This trend, in turn, is continuously driving growth in volume as well as the average selling price of the footwear. Sneakers became style items and statements of identity style and youth culture that came together to form the foundations of what we now understand as sneaker culture.

Women segment to rise with rise in women workforce

The demand for women's footwear has increased dramatically as the number of women working has increased, owing to rising family earnings and increased number of celebrations.

Women's footwear market share increased from approximately 37% in FY 2015 to approximately 41% in FY 2020, and it is expected to grow at a rate of 9%, outpacing overall category growth to account for approximately 44% of the global footwear market in FY 2025. Women's footwear has more niches than men's footwear, which necessitates a wider range of styles.

Premiumisation

In India, the industry's average selling price has risen due to 'premiumisation' over the last ten years. Due to a shift in customer preference toward more expensive goods, the mass sector (under ₹500), which accounted for 56 percent of the overall footwear retail market in FY 2015, is expected to drop to 51 % by FY 2025. The average selling price of a pair of footwear has increased at a rate of around 5% CAGR, rising from ₹220 per pair in FY 2015 to ₹275 per pair in FY 2020 and expected to reach ₹345 per pair by FY 2025. Consumers are more brand-conscious, there are more domestic and foreign brands and private labels, income levels are rising, and there has been a significant increase in the desire for high-quality footwear.

Company Overview

Campus Activewear is one of India's leading sports and athleisure footwear brand offering various products that addresses the needs of each family member. The Company offers multiple choices across styles, color palettes, price points and an attractive product value proposition. In terms of value and volume in fiscal 2021, the Company is India's largest sports and athleisure footwear brand. 'CAMPUS' was launched in 2006 as a Company that specialises in athleisure and sports footwear with a lifestyle-oriented focus.

Operational highlights

During the year under review, the Company's sales volume registered at 19.27 million pairs as against 13.00 million pairs in FY21, thereby generating 48.15% YoY (year on year) volume growth. This has been the highest ever volume in the history of the Company. The aggregate ASP stood at ₹620 per pair versus ₹547 per pair in FY21 which was also the highest ever average selling price for the Company.

It's trade distribution channels have registered 39% growth, its Direct-to-Consumer (D2C) registered more than 150% year on year growth in FY 2022.

Financial highlights (Consolidated)

(All amounts are in ₹ Million except otherwise stated)

Particulars	FY 2021-22	FY 2020-21	YoY Change (in %)
Revenue[1]	11,941.81	7,112.84	67.89
EBITDA[2]	2,439.22	1,198.11	103.59
PAT	1,077.59	268.63	301.14
Net worth[3]	4,275.87	3126.35	36.77

Key Financial Ratios (Consolidated)

Ratios	FY 2021-22	FY 2020-21
Current Ratio (in times)	1.59	1.45
Debt Equity Ratio (in times)	0.41	0.43
Debtors Turnover (no. of days)[4]	40	69
Inventory Turnover (no. of days)[4]	86	96
Interest Coverage Ratio (in times)[5]	12.43	6.98
Operating Profit Margin (in %)[6]	15.77	11.71
Net Profit Margin (in %)[7]	9.08	3.78
Return on Net Worth (in %)[8]	25.38	8.60

Notes:

1. Revenue represents revenue from operations.
2. EBITDA is calculated as follows: Profit after tax + tax expense + finance costs+ depreciation and amortization expense.
3. Net Worth means the equity attributable to owners of the Company.
4. For conversion of ratio into days, 365 has been divided by ratio.
5. Interest coverage ratio is calculated as ratio of EBIDTA / Finance costs.
6. Operating profit has been calculated as PBT + Finance cost- Other Income. Further, Revenue from Operations has been considered for calculation of Operating profit margin.
7. Net Profit Margin- Net profit after tax divided by Sale of goods (Net Sales).
8. Net profit after tax attributable to Owners of the Company has been considered for calculating return on Net Worth.
9. MG Udyog Private Limited ceased to be the subsidiary of the Company effective from 24th September, 2021.

Financial highlights (Standalone)

(All amounts are in ₹ Million except otherwise stated)

Particulars	FY 2021-22	FY 2020-21	YoY Change (in %)
Revenue[1]	11,941.81	7,112.84	67.89
EBITDA[2]	2,443.70	1,193.00	104.84
PAT	1,085.38	268.74	303.88
Net worth[3]	4,275.87	3,126.35	36.77

Key Financial Ratios (Standalone)

Ratios	FY 2021-22	FY 2020-21
Current Ratio (in times)	1.59	1.46
Debt Equity Ratio (in times)	0.41	0.43
Debtors Turnover (no. of days)[4]	40	69
Inventory Turnover (no. of days)[4]	86	96
Interest Coverage Ratio (in times)[5]	12.46	6.95
Operating Profit Margin (in %)[6]	15.82	11.72
Net Profit Margin (in %)[7]	9.14	3.78
Return on Net Worth (in %)[8]	25.38	8.60

Notes:

1. Revenue represents revenue from operations.
2. EBITDA is calculated as follows: Profit after tax + tax expense + finance costs+ depreciation and amortization expense.
3. Net Worth means the equity attributable to owners of the Company.
4. For conversion of ratio into days, 365 has been divided by ratio.
5. Interest coverage ratio is calculated as ratio of EBIDTA / Finance costs.
6. Operating profit has been calculated as PBT + Finance cost- Other Income. Further, Revenue from Operations has been considered for calculation of Operating profit margin.
7. Net Profit Margin- Net profit after tax divided by Sale of goods (Net Sales).
8. Net profit after tax attributable to Owners of the Company has been considered for calculating return on Net Worth.

Opportunities

India's footwear consumption is increasing and ranks third in the world. Because of favourable government policies and frameworks, footwear demand is expected to rise even further. Increased disposable income and the rise of fashion-conscious consumers are also contributing to the significant growth. The Company also has a competitive advantage over their foreign competitors due to a plentiful supply of raw materials and a reasonably priced labour force.

The Company anticipates a favourable growth environment due to technological advancements, improvements in retail, and the government of India recognising the footwear industry as a priority area. Some additional opportunities are listed below:

- Increased footwear adoption as a result of versatility in usage and the growth of sub-segments such as sports and athleisure, outdoor, and so on.
- Growing numbers of middle-class and working people lead to customers having more discretionary income and spending more on lifestyle products, which causes a switch from unbranded to branded items and raises the segment's average selling price.
- The rise of the women's footwear industry is being driven by an increase in the number of working women.
- Increasing urbanisation, with a greater emphasis on branded footwear and organised retail.
- With the emergence of online platforms, there is now greater accessibility and variety.
- Increased focus on sports and activities like marathons and adventure trips has resulted in a rise in sales of athletic and athleisure footwear.

Threats

The dynamic global economic environment may have a direct impact on the Company's and the footwear industry's performance. The disruption of the supply chain caused by a pandemic-like situation may cause raw material prices and overhead costs to rise, reducing the Company's competitive advantage in the market.

Attrition in the workforce, counterfeit products, innovation and new product development, rapidly changing consumer preferences, and data breaches are a few significant concerns that could have an impact on the Company's overall performance. Other potential threat faced by the Company is mentioned below:

- Presence of multinational corporations in the domestic market may result in strong competition from other countries.
- Upgrading shoe quality to meet more stringent international requirements.
- Ability to stay relevant with the constantly evolving fashion trends.
- Low level of technological modernisation and advancement
- Inadequate supply of high-quality footwear components

Risk and concerns

To analyse and address the key risk that might have impact on Company operations, the Board has formed a Risk Management Committee. The Terms of Reference of Risk Management Committee is mentioned in the Corporate Governance Report which is a part of this Annual Report.

The Company has formulated (Internal and External) Risk factors considering the risk impacting the business. The same are mentioned in detail in the Red Herring Prospectus (RHP).

Material developments in Human Resources / Industrial Relations front, including number of people employed.

Human capital is the key resource of the Company and crucial to business sustainability and growth. During the year, the Company had supported employees families adversely affected by Covid, not only by providing them the medical support but also the financial aid during the 2nd wave of Covid.

During the year, the Company had launched ESOP Plans — Special Grant 2021 and Vision Pool 2021 to attract, retain and motivate Senior and Critical Employees working with the Company and its subsidiaries, by enabling them to have greater involvement in the existing and future plans of the Company and providing them with an opportunity to share the future growth and profitability of the Company. The Company views Options as long-term incentive tools that would enable the Employees not only to become co-owners, but also to create wealth out of such ownership in future. The Company had also undertook strategic initiatives for structured job evaluation, career development for high potential managers.

The number of employees stood at 782 as on 31st March, 2022.

Internal Control Systems and thier adequacy

The Company has an adequate system of internal financial controls commensurate with its size and scale of operations, procedures and policies, ensuring orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records ,and timely preparation of reliable financial information.

Internal Audit Reports are discussed in the Audit Committee meetings to review adequacy and effectiveness of the Company's internal control environment and necessary action are taken to strengthen the control, in the required areas of business operations. The process is in place to monitor the implementation of audit recommendations, including those relating to strengthening of the Company's risk management systems.

Based on the assessment carried out by the Management and the evaluation of the results of the assessment, the Board of Directors are of the opinion that the Company has adequate Internal Controls system that is operating effectively.

There were no instances of fraud which necessitates reporting of material misstatement to the Company's operations.

Disclaimer

Certain statements in the MDA section concerning future prospects may be forward-looking statements which involve a number of underlying identified / non identified risks and uncertainties that could cause actual results to differ materially. In addition to the foregoing changes in the macro-environment, a global pandemic like COVID-19 may pose an unforeseen, unprecedented, unascertainable and constantly evolving risk(s), inter-alia, to the Company and the environment in which it operates. The results of these assumptions made, relying on available internal and external information, are the basis for determining certain facts and figures stated in the report. Since the factors underlying these assumptions are subject to change over time, the estimates on which they are based are also subject to change accordingly. These forward-looking statements represent only the Company's current intentions, beliefs or expectations, and any forward-looking statement speaks only as of the date on which it was made. The Company assumes no obligation to revise or update any forward-looking statements, whether as a result of new information, future events, or otherwise.

Board's Report

To
The Members
Campus Activewear Limited
(Formerly known as Campus Activewear Private Limited)

The Board of Directors hereby submits the 14th Board's Report ("Report") of the business and operations of Campus Activewear Limited ("the Company" or "Campus") together with the Revised Audited Financial Statements (both Standalone and Consolidated), for the financial year ended 31st March, 2022.

1. Financial Performance and Highlights

Key highlights of the financial performance of the Company for the financial year 2021-22 are provided below:

(All amounts are in ₹ millions except otherwise stated)

Particulars	Standalone*		Consolidated*	
	2021-22	2020-21	2021-22	2020-21
Revenue from Operations	11,941.81	7,112.84	11,941.81	7,112.84
Other Income	23.96	37.34	23.96	37.96
EBITDA	2,443.70	1,193.00	2,439.22	1,198.11
Depreciation and amortization expenses	530.41	322.20	531.79	327.07
Profit before tax	**1,717.09**	**699.20**	**1,711.24**	**699.45**
Less: Tax Expenses	(631.71)	(430.46)	(633.65)	(430.82)
Profit for the year (PAT)	**1,085.38**	**268.74**	**1,077.59**	**268.63**
Other comprehensive income for the year, net of tax	5.79	7.47	6.21	10.00
Total comprehensive income for the year, net of tax	**1,091.17**	**276.21**	**1,083.80**	**278.63**

*the above figures are as per the revised Financial Statements as approved by the Board of Directors in its meeting held on 23rd September, 2022

The Revised Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2022, have been prepared in accordance with the Indian Accounting Standards (Ind AS) as notified by the Ministry of Corporate Affairs and as amended from time to time.

2. State of Company's Affairs

Campus Activewear Limited is engaged in the business of manufacturing of footwear. During the financial year under report, the Company achieved total income of ₹11,965.77 million as compared to ₹7,150.80 million in the previous year on consolidation basis. Net profit (after tax) for the year is ₹1,077.59 million as compared to net profit (after tax) of ₹268.63 million in the previous year on consolidation basis.

FY22 Financial Highlights on consolidation basis

- FY22 sales volume registered at 19.27 million pairs as against 13.00 million pairs in FY21, thereby generating 48.15% year on year volume growth
- FY22 aggregate ASP stood at ₹620 per pair versus ₹547 per pair in FY21, thereby resulting in 13.33% YoY ASP growth
- Revenue from operations increased by 67.89% YoY to ₹11,941.81 mm in FY22 despite Covid-19 related adverse impact witnessed from April – May 2021 and Jan – Feb 2022.
- FY22 Full year EBITDA stood at ₹2,439.22 mm as compared to ₹1,198.11 mm in FY21, demonstrating 103.59% YoY growth. FY22 EBITDA margin stood at 20.43% vs. 16.84% in FY21
- Net Profit during the year FY22 stood at ₹1,077.59 mm (PAT margin: 9.02%) as against PAT of ₹268.63 mm in FY21 (PAT margin: 3.78%).

Balance Sheet Highlights

- The Company's Debtors Turnover ratio improved to 40 days in FY22 from 69 days in FY21 and Inventory turnover ratio improved to 86 days in FY22 from 96 days in FY21.
- The Company's return ratios i.e. ROCE improved from 18.54% in FY21 to 30.47% in FY22 and similarly ROE is also improved from 8.99% in FY21 to 29.12% in FY22.

Campus Activewear achieved its highest ever revenue in a financial year, growing by 67.89% YoY at ₹11,941.81 mn, despite multiple disruptions caused by the second wave of

COVID-19, Omicron variant scare and a hike in GST rates. The Company continues to reap benefits from its strategic blend of in-house capability and backward integration enabling flexibility in design, quality control, cost control and timing to market. Campus Activewear's design team is well-equipped to identify emerging international fashion footwear trend and customize it, thereby bringing customer delight to the Indian market. The Company has launched more than 600 styles in FY22 with different features such as shock absorption and reflects technology across different price categories. Campus Activewear's 'Never Out Of Stock' proposition ensures core replenishment products of the product portfolio focusing on creating a strong base of bestsellers.

3. Dividend

Pursuant to Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), the Board had approved and adopted a Dividend Distribution Policy on 10th December, 2021. The policy specifies various considerations based on which the Board may recommend or declare Dividend, Company's dividend track record, usage of retained earnings for corporate actions, etc. The Dividend Distribution Policy is available on the Company's website at www.campusactivewear.com.

The Board does not recommend dividend on the Equity Shares of the Company for the financial year 2021-22.

4. Reserves and Surplus/ Other Equity

During the financial year 2021-22, the Company has not transferred any amount to General Reserves. Further, the details of amount transferred to other reserves, if any, form part of the Revised Standalone and Consolidated Financial Statements provided as part of this Annual Report.

5. Particulars of Loans, Guarantees or Investments under Section 186 of the Companies Act, 2013

The Company has not given any loans, guarantees or provided any security in connection with a loan to any Body Corporate or person as per Section 186 of the Companies Act, 2013 during the period under report.

6. Management Discussion and Analysis Report

Management Discussion and Analysis Report for the Financial year 2021-22 as stipulated under SEBI Listing Regulations forms as an integral part of this Annual Report as covered in the head 'Management Discussion and Analysis' ("MDA").

The MDA Report provides a consolidated perspective of economic, geographical and environmental aspects material to the Company's strategy and its ability to create and sustain value to its key stakeholders and includes aspects of reporting as required by Regulation 34 and Schedule V of the SEBI Listing Regulations.

7. Material changes and commitments, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the Report

A. With the approval of shareholders, in the duly convened Extra Ordinary General Meeting held on 9th November, 2021, an application was filed to Registrar of Companies, New Delhi and Haryana, for the conversion of the Company from Private Limited to Public Limited Company and the same was approved by the Registrar of Companies, Delhi and Haryana dated 22nd November, 2021 and also taken on record by the Registrar of Companies. Accordingly, the status of Company was changed from Private Limited to Public Limited with effect from 22nd November, 2021.

In the Extra Ordinary General Meeting held on 9th November, 2021, the sub-division of 1 (one) Equity share having face value of ₹10/- (rupees ten) each fully paid up into 2 (two) Equity shares having face value of ₹5/- (rupees five) each fully paid was also approved by the shareholders.

Thereafter, the Company has made an Initial Public Offer ("hereinafter referred as IPO") of 4,79,50,000 (four crores seventy nine lakhs and fifty thousand) Equity Shares of face value of ₹5/- (rupees five) each of the Company, at a price of ₹292/- (rupees two hundred and ninety two) per equity share. IPO opened on 26th April, 2022 and closed on 28th April, 2022 and the Equity Shares of the Company got listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (collectively referred as "Stock Exchanges") with effect from 9th day of May, 2022 pursuant to the IPO of the Company by way of an Offer for Sale.

Since, the Offer of Equity Shares was only by way of Offer for Sale, hence Regulation 41 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 is not applicable to the Company.

B. Pursuant to the Campus Activewear Limited Employee Stock Option Plan 2021 (Pre-IPO ESOP Plan of the Company), out of the total 8,54,028 Grants issued (Pre IPO) to the Eligible Employees under the said Plan, 2,86,338 Options were vested on the 1st Anniversary from the date of grant and thereafter 2,86,338 equity shares of ₹5/- each fully paid up were issued and allotted by the Board of Directors to the employees in its meeting held on 19th July, 2022 who exercised their rights within the Exercise period under the said Plan. The summary is as follows:

Plan	Options Granted	Options Vested	Shares Issued and Allotted
Campus Activewear Limited Employee Stock Option Plan 2021	8,54,028	2,86,338	2,86,338

The Company has received In-principle approval for the listing of the above mentioned Equity shares allotted to the employees from the National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") and have also received the Trading and Listing approval effective from 1st August, 2022.

Post Allotment, the issued and paid-up Equity Share Capital of the Company was increased from ₹1,52,16,30,020/- comprising of 30,43,26,004 equity shares of ₹5/- each fully paid-up to ₹1,52,30,61,710/- comprising of 30,46,12,342 equity shares of ₹5/- each fully paid up.

C. The Company had filed a Scheme of Arrangement ("Scheme") under Sections 230 and 232, read with Section 66 and other applicable provisions, of the Companies Act, 2013, before the Hon'ble National Company Law Tribunal, New Delhi on 25th March, 2021.

Pursuant to the Scheme, Campus AI Private Limited ("CAIPL"), wholly-owned Subsidiary of the Company, was proposed to be amalgamated with the Company. The Scheme was approved by the Board of Directors on 11th November, 2020. The rationale for the proposed Scheme was to realise the benefits of greater business synergies and reduced administrative and other costs, since CAIPL and the Company are engaged in similar business services.

Hon'ble National Company Law Tribunal, New Delhi Bench in its hearing dated 11th August, 2022, pronounced the order, approving the Scheme. The Scheme is effective from the appointed date i.e. 1st April, 2020.

The appointed date is the date with effect from which the Scheme shall be deemed to have become operative and the entire business and undertaking of CAIPL, together with its assets, rights, benefits, interests, licenses, contracts, investments, intellectual property, liabilities, transferred employees, funds and obligations, is proposed to stand transferred to and vested in the Company. Since CAIPL is a wholly-owned subsidiary of the Company, no new shares will be issued pursuant to the Scheme.

Post approval of the Scheme, the Board of Directors in its meeting held on 23rd September, 2022 approved the Revised Audited (Standalone and Consolidated) Financial Statements of the Company for the Financial Year ended 31st March, 2022, after taking into the effect of the Scheme.

8. Change in the nature of business

There was no change in the nature of business of the Company during the financial year ended 31st March, 2022.

9. Internal Financial Control Systems and their adequacy

The Company has an adequate system of internal financial controls commensurate with its size and scale of operations, procedures and policies, ensuring orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records and timely preparation of reliable financial information.

Internal Audit Reports are discussed in the Audit Committee meetings to review adequacy and effectiveness of the Company's internal control environment and necessary action are taken to strengthen the control in the required areas of business operations. The process is in place to monitor the implementation of audit recommendations, including those relating to strengthening of the Company's risk management systems.

Based on the assessment carried out by the Management and the evaluation of the results of the assessment, the Board of Directors are of the opinion that the Company has adequate Internal Financial Controls system that is operating effectively as on 31st March, 2022.

There were no instances of fraud which necessitates reporting of material misstatement to the Company's operations.

10. Deposits

During the financial year 2021-22, the Company has not accepted any deposit within the meaning of Section 73 and 74 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014.

11. Auditors

A) Statutory Auditors

The members of the Company, at their 10th Annual General Meeting (AGM) held on 24th September, 2018, had appointed M/s. B S R & Associates, LLP Chartered Accountants (Firm Registration No. 116231W/W-100024) as Statutory Auditors of the Company to hold office from the conclusion of 10th AGM till the conclusion of the 15th AGM of the Company.

The Statutory Auditors have confirmed that they satisfy the independence criteria required under the Companies Act, 2013 and the Code of Ethics issued by the Institute of Chartered Accountants of India and also confirmed that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors.

The Reports given by the Statutory Auditors on the Revised Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2022, form part of this Annual Report. There are no observations (including any qualification, reservation, adverse remark or disclaimer) of the Auditors in the Audit Report. Further, the notes to accounts referred to in the Auditors' Report are self-explanatory. The Auditors of the Company have not reported any fraud in terms of the second proviso to Section 143(12) of the Act.

B) Cost Auditors

The Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act and Rules framed thereunder with respect to the Company's nature of business.

C) Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with corresponding rules made thereunder as amended from time to time. M/s. Pooja Anand & Associates, Company Secretaries (Firm Registeration Number: P2003DE054000) were re-appointed as Secretarial Auditors of the Company to conduct Secretarial Audit of the Company for the financial year ended 31st March, 2022.

The Secretarial Audit Report for the financial year ended 31st March, 2022 as submitted by Secretarial Auditor in Form MR-3 is annexed to this Report as **Annexure I**.

There are no observations (including any qualification, reservation, adverse remark or disclaimer) of the Secretarial Auditors in their Secretarial Audit Report that requires to call for any explanation from the Directors.

Secretarial Compliance Report

Secretarial Compliance Report for the financial year ended 31st March, 2022 on compliance of all applicable SEBI Listing Regulations and circulars/guidelines issued thereunder, was obtained from M/s Pooja Anand & Associates, Secretarial Auditors, and submitted to both the stock exchanges. There are no observations, reservations or qualifications in that report. The Secretarial Compliance Report for the financial year ended 31st March, 2022 is available on the website of the Company at www.campusactivewear.com.

D) Internal Auditors

M/s P.C. Bindal & Co., Chartered Accountants, was appointed as the Internal Auditor of the Company for the Financial year ended 31st March, 2022 and the report given by the Internal Auditor has been reviewed by the Audit Committee from time to time.

On the recommendation of the Audit Committee, the Board of Directors at its meeting held on 30th May, 2022 had approved the appointment of Ernst & Young LLP (EY) as the Internal Auditor of the Company for the financial year ending 31st March, 2023.

13. Directors and Key Managerial Personnel

(i) Composition

As on 31st March, 2022, the Board consisted of optimum combination of Executive & Non-Executive Directors including one Woman Independent Director. Mr. Hari Krishan Agarwal is a Chairman and Managing Director of the Company. The Board of Directors as on 31st March, 2022 are as follows:

Sl. No.	Name of the Director	Designation	Category
1	Mr. Hari Krishan Agarwal	Chairman and Managing Director	Executive, Non-Independent
2	Mr. Nikhil Aggarwal	Whole-time Director and CEO	Executive, Non-Independent
3	Mr. Anil Rai Gupta	Director	Non-Executive, Non-Independent
4	Mr. Ankur Nand Thadani	Director	Non-Executive, Non-Independent
5	Mr. Anil Kumar Chanana	Director	Non-Executive, Independent
6	Mrs. Madhumita Ganguli	Director	Non-Executive, Independent
7	Mr. Jai Kumar Garg	Director	Non-Executive, Independent
8	Mr. Nitin Savara	Director	Non-Executive, Independent

(ii) Changes in Directors

Details of changes in the composition of Board of Directors of the Company, during the financial year under review, are as under:

A. Appointment

- Mr. Ankur Nand Thadani (DIN: 03566737) was appointed as the Non-Executive Non-Independent Director of the Company effective from 24th September, 2021.
- Mrs. Madhumita Ganguli (DIN: 00676830), Mr. Nirmal Kumar Minda (DIN: 00014942) and Mr. Anil Kumar Chanana (DIN: 00466197) were appointed as the Non-executive Independent Directors of the Company for the first term of 5 (five) consecutive financial years by the shareholders of the Company effective from 24th September, 2021.
- Mr. Nitin Savara (DIN: 09398370) was appointed as the Non-Executive Independent Director, for the first term of 5 (five) consecutive financial years by the shareholders of the Company effective from 17th November, 2021.
- Mr. Hari Krishan Agarwal (DIN: 00172467) was appointed as the Chairman and Managing Director of the Company for a term of 3 years effective from 10th December, 2021 till 1st December, 2024 whose office shall not liable to retire by rotation, by the shareholders of the Company in its Extra Ordinary General meeting held on 10th December, 2021.
- Mr. Nikhil Aggarwal (DIN: 01877186) was appointed as the Whole-time Director and CEO of the Company for a term of 3 years effective from 10th December, 2021 till 1st December, 2024 whose office shall liable to retire by rotation, by the shareholders of the Company in its Extra Ordinary General meeting held on 10th December, 2021.
- Mr. Jai Kumar Garg (DIN: 07434619) was appointed as the Non-executive Independent Director of the Company, for the first term of 5 (five) consecutive financial years by the shareholders of the Company, effective from 18th December, 2021.

B. Change in designation

The designation and category of Mr. Anil Rai Gupta has been changed from Nominee Director to Non-Executive Non-Independent Director of the Company with effect from 14th December 2021.

C. Resignation

- Mrs. Vinod Aggarwal has resigned and ceased to be a Director of the Company with effect from 24th September, 2021.
- Mr. Puneet Bhatia has resigned as the Non-Executive Director and Mr. Nirmal Kumar Minda resigned as the Non-Executive Independent Director of the Company, with effect from 11th December 2021.

The Board of Directors places on record their appreciation for the immense contributions by all the outgoing Directors in the growth of the Company.

D. Changes in Key Managerial Personnel

During the period under review, Ms. Dimple Mirchandani resigned and ceased to be a Company Secretary of the Company from closing business hours of 25th September, 2021 and Ms. Archana Maini was appointed as the General Counsel and Company Secretary and designated as Key Managerial Personnel of the Company with effect from 26th September, 2021.

As on 31st March, 2022, Mr. Hari Krishan Agarwal, Chairman and Managing Director, Mr. Nikhil Aggarwal, Whole-time Director and CEO, Mr. Raman Chawla, Chief Financial Officer and Ms. Archana Maini, General Counsel and Company Secretary, are the Key Managerial Personnel of the Company.

Further, Pursuant to the provisions of Section 152 of the Companies Act, 2013 and other applicable provisions made thereunder, Mr. Nikhil Aggarwal, Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. On the basis of recommendation by Nomination and Remuneration committee, the Board recommends his re-appointment.

Brief details of the Director being recommended for re-appointment as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Clause 1.2.5 of the Secretarial Standards on General Meetings (SS-2) have been furnished in the Notice dated 23rd September, 2022 convening the 14th Annual General Meeting.

(iii) Declaration by Independent Director(s)

The Independent Directors have submitted their declaration of Independence, stating that:

a. they continue to fulfill the criteria of independence as required pursuant to Section 149(6) read with Schedule IV of the Companies Act, 2013 and Regulation 16 and 25 of the SEBI Listing Regulations 2015; and

b. there has been no change in the circumstances affecting their status as Independent Director of the Company.

The Independent Directors have also confirmed that they have complied with the Company's Code of

Conduct. In terms of Section 150 of the Act and rules framed thereunder, the Independent Directors have also confirmed their registration (including renewal of applicable tenure) and compliance of the online proficiency self-assessment test (unless exempted) with the Indian Institute of Corporate Affairs (IICA).

The Board opined and confirmed, in terms of Rule 8 of the Companies (Accounts) Rules, 2014, that the Independent Directors are persons of high repute, integrity and possess the relevant expertise and experience in their respective fields.

14. Number of meetings of the Board of Directors

The Board met 12 (twelve) times during the Financial Year 2021-22. The details of which forms part of the Corporate Governance Report, forming part of this Annual Report.

The intervening gap between the two consecutive Board meetings was within the prescribed period of 120 days as specified under the provisions of Section 173 of the Companies Act 2013 and SEBI Listing Regulations.

15. Board Committees

The Board had constituted following Committees:-

a. Audit Committee
b. Stakeholder's Relationship Committee
c. Nomination and Remuneration Committee (also designated as Compensation Committee)
d. Corporate Social Responsibility Committee
e. Initial Public Offer Committee
f. Risk Management Committee
g. Internal Complaints Committee
h. Finance Committee

The composition of the Committees of the Board and the details regarding meetings of the Committees constituted by the Board are set out in the Corporate Governance Report, which forms part of this Annual Report.

16. Vigil mechanism/ Whistle Blower Policy

The Company is committed to maintain an ethical workplace that facilitates the reporting of potential violations of the Company's policies and the applicable laws. To promote the highest ethical standards, the Company encourages its employees who have concern(s) about any actual or potential violation of the legal & regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc. any claim of theft or fraud, and any claim of retaliation for providing information to or otherwise assisting the Audit Committee, to come forward and express his/her concern(s) without fear of punishment or unfair treatment.

Pursuant to the provisions of Companies Act, 2013 and SEBI Listing Regulations, the Company has established a robust Vigil Mechanism for Directors and Employees to report to the management instances of unethical behaviour, actual or suspected, fraud or violation of the Company's Code of Conduct. The Whistle Blower Policy/Vigil Mechanism provides that the Company investigates in such incidents, when reported, in an impartial manner and shall take appropriate action as and when required to do so.

The Policy also provides the mechanism for employee(s) to raise their concerns that could have grave impact on the operations, performance, value and the reputation of the Company and also provide for the direct access to the Chairman of the Audit Committee in appropriate or exceptional cases. The Whistle Blower Policy/ Vigil Mechanism Policy is available on the website of the Company at www.campusactivewear.com.

17. Nomination and Remuneration Policy of Directors, Key Managerial Personnel and other employees of the Company

As per the provisions of Section 178(3) of the Companies Act, 2013, on the recommendation of the Nomination & Remuneration Committee of the Company, the Board of Directors had approved a Policy which lays down a framework in relation to appointment and remuneration of Directors, Key Managerial Personnel and the other employees and their remuneration.

The Policy broadly lays down the guiding principles, philosophy and the basis for payment of remuneration to Directors, Key Managerial Personnel and other employees. The policy also provides the criteria for determining qualifications, positive attributes and Independence of Director and criteria for appointment of Key Managerial Personnel / Senior Management while making selection of the candidates. Pursuant to Section 134(3) of the Companies Act, 2013,the Nomination and Remuneration Policy of the Company is available on the website of the Company at www.campusactivewear.com.

18. Corporate Social Responsibility (CSR)

In terms of the provisions of Section 135 of the Companies Act 2013, read with Companies (Corporate Social Responsibility Policy) Rules,2014, and amendment thereof, the Board has constituted a Corporate Social Responsibility ("CSR") Committee. The composition of the CSR Committee is provided in the Corporate Governance Report, which forms part of this Annual Report. The Company discharges its Corporate Social Responsibility obligations through publicly registered Implementing Agencies towards supporting projects as prescribed under Schedule VII of the Companies Act, 2013, in line with the Corporate Social Responsibility Policy of the Company.

The Board of Directors has approved the CSR Policy of the Company as formulated and recommended by the CSR Committee, which is available on the website of the

Company at www.campusactivewear.com Further, the Annual Report on CSR activities, for the Financial Year 2021-22, in the prescribed format, as required under Sections 134 and 135 of the Act read with Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 (as amended) and Rule 9 of the Companies (Accounts) Rules, 2014, is annexed as **Annexure-II** to this Report.

19. Particulars of Contracts or Arrangements with Related Parties as per Section 188 of the Companies Act, 2013

All the transactions entered into with related parties as defined under the Companies Act, 2013 and SEBI Listing Regulations 2015 during the financial year ended 31st March, 2022 were in the ordinary course of business and on arm's length basis. As per the provisions of Section 177 of the Companies Act, 2013 and the Rules made thereunder read with Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had obtained the necessary prior approvals of the Audit Committee for all the related party transactions. Further, there were no Material Related Party Transactions with Promoters, Directors or Key Management Personnel during the year under review.

None of the transactions with any of the related parties were in conflict with the interest of the Company rather, they synchronize and synergise with the Company's operations. The Related Party Transactions are available in Note No. 39 of the Revised Standalone Financial Statements for the financial year ended 31st March, 2022.

The Company has framed a Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions in accordance with SEBI Listing Regulations 2015 and Companies Act, 2013 as amended from time to time. The Policy intends to ensure that proper reporting; approval and disclosure processes are in place for all transactions between the Company and related parties. The policy is available on the website of the Company at www.campusactivewear.com and the Details of Related Party Transactions are annexed as per Form AOC-2 in **Annexure-III** to this report.

20. Share Capital

Authorized Share Capital

During the FY 2021-22, pursuant to the approval granted by the members of the Company in its Extra-Ordinary General Meeting ("EGM") held on 9th November, 2021, 1 (one) equity share of the Company with a face value of ₹10/- (rupees ten) each was sub-divided into 2 (two) Equity Shares having face value of ₹5/- (rupees five) each. Pursuant to the corporate action initiated by the Company in this regard, the sub-division of equity shares was effective from 23rd November, 2021.

The Authorised Share Capital of the Company, as on 31st March, 2022 was ₹4,537,000,000/- divided into 907,400,000 equity shares having face value of ₹5/- each after taking into effect the Order passed by the Hon'ble NCLT on 11th August, 2022 approving the Scheme of Arrangement.

Issued, Subscribed, Paid-up Share Capital

The issued and paid-up share Capital of the Company as on 31st March, 2022 was ₹1,521,630,020/- divided into 304,326,004 Equity shares having face value of ₹5/- each fully paid-up.

Further, the Board of Directors in its meeting held on 19th July, 2022, has allotted 2,86,338 equity shares under the Campus Activewear Limited Employee Stock Option Plan 2021 to the eligible employees of the Company and therefore post allotment the issued and paid-up equity share capital of the Company was increased from ₹1,521,630,020/- divided into 304,326,004 equity shares having face value of ₹5/- each fully paid-up to ₹1,52,30,61,710/- divided into 30,46,12,342 equity shares having face value of ₹5/- each fully paid up.

21. Credit Rating

The Company has not issued any debt instruments or non-convertible securities. However, in May, 2021, it has received Long Term Issuer Ratings of 'IND A+' from India Ratings and Research with a Stable outlook. In July, 2022, India Ratings and Research has revised Company's Outlook to Positive from Stable while affirming the Long-Term Issuer Rating at 'IND A+.

Whereas in May, 2021 CRISIL rating on the Long-Term Bank Facilities of the Company was CRISIL A with Positive outlook, which was upgraded in July, 2022, on the Long Term Bank Facilities to 'CRISIL A+' and Stable outlook and reaffirmed the 'CRISIL A1' rating on the short-term facility. The credit ratings information is available on the website of the Company at www.campusactivewear.com.

22. Conservation of Energy, Research and Development, Technology Absorption, Foreign Exchange Earnings and Outgo

In compliance with the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, a statement containing information on Conservation of Energy, Research and Development, Technology Absorption, foreign exchange earnings and outgo of the Company, in the prescribed format is annexed as **Annexure-IV**.

23. Annual Return

The Annual Return of the Company as on 31st March, 2022 in Form MGT-7 in accordance with Section 92(3) and Section 134(3)(9) of the Companies Act, 2013 as amended from time to time and the Companies (Management and Administration Rules) 2014, is available at the website of the Company and can be accessed at https://www.campusactivewear.com/sites/default/files/2022-10/MGT-7%20FINAL%20WEBSITE.pdf.

24. Significant/material orders passed by the regulators

During the year under report, the Company has not received any significant/material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of the Company and its operations in future except the Order passed by Hon'ble National Company Law Tribunal approving the Scheme of Arrangement. The details regarding the said order are mentioned under the head of 'Material changes occurred after the closure of the Financial year till the date of this Report' of this Report.

25. Particulars of remuneration of Directors/KMP/Employees

The information required to be disclosed in the Director's Report pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is set out in **Annexure-V** to this Report.

26. Corporate Governance Report

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements set out by Securities and Exchange Board of India. The Report on Corporate Governance as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms an integral part of this Annual Report. The requisite Certificate from M/s. Pooja Anand and Associates, Company Secretaries confirming compliance of conditions of Corporate Governance is also annexed to the Corporate Governance Report.

27. Directors' Responsibility Statement

Pursuant to Section 134(3) (c) and 134(5) of the Companies Act, 2013, the Directors confirm that:

a. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

b. the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;

c. the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d. the Directors had prepared the annual accounts on a going concern basis;

e. the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and

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

28. Risk Management Framework

Pursuant to Section 134(3)(n) of the Act and Regulation 17(9) of SEBI Listing Regulations, the Company has formulated and adopted the Risk Management Framework. A robust risk management framework is framed to anticipate, identify, measure, manage, mitigate, monitor and report the risk and uncertainties that may have an impact to achieve the business objective of the Company. The Company recognizes these risks which need to be managed and mitigated to protect the interest of the stakeholders, to achieve business objectives and enable sustainable growth. The risk management framework is aimed at effectively mitigating the Company's various business and operational risks, through strategic actions. The Company believes that managing risks helps in maximizing returns.

An extensive program of internal audits and regular reviews by the Audit Committee is carried out to ensure compliance with the best practices.

29. Disclosure under the sexual harassment of women at workplace (Prevention, Prohibition And Redressal) Act, 2013

The Company has always believed in providing a safe and harassment free workplace for every individual working in the Company premises through various interventions and practices. The Company always endeavours to create and provide an environment that is free from discrimination and harassment.

The Company has in place robust policy on prevention, prohibition and redressal of complaints relating to sexual harassment at workplace which is applicable to the Company as per the provisions of Sexual Harassment of Women at Workplace (Prevention, prohibition and Redressal) Act, 2013 ('POSH Act'). The Company has complied with the provisions relating to the constitution of Internal Complaints Committee under the Sexual

Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the financial year under report, the Company has not received any complaint pertaining to sexual harassment.

30. Subsidiaries/Associates/Joint ventures companies

A. Name of the Companies and Details of their contribution to the overall performance of the Company

The Company had approved and filed a Scheme of Arrangement between Campus AI Private Limited ("Transferor Company") and Campus Activewear Private Limited ("Transferee Company/Company") and their respective shareholders and creditors, under Sections 230 and 232, read with Section 66 and other applicable provisions of the Companies Act, 2013, before the Hon'ble National Company Law Tribunal (NCLT), New Delhi on 25th March, 2021. Post conversion of the Company from Private Limited to Public Limited Company, the same was intimated to the Hon'ble National Company Law Tribunal (NCLT), New Delhi.

Thereafter, Hon'ble National Company Law Tribunal, New Delhi Bench ("NCLT") in its hearing dated 11th August 2022, pronounced the order, approving the Scheme of Arrangement and the same was uploaded on 16th August, 2022 on the website of NCLT.

The Scheme is effective from the appointed Date i.e. 1st April, 2020. Post Approval of the aforementioned Order, Campus AI Private Limited is amalgamated with the Company effective from 1st April, 2020.

Therefore, there is no Subsidiary or Associate or Joint Venture Company of the Company as on 31st March, 2022.

B. Companies which have become or ceased to be its Subsidiaries, Joint Ventures or Associate Companies during the year

During the financial year 2021-22, M G Udyog Private Limited ceased to be the subsidiary of the Company effective from 24th September, 2021.

31. Consolidated Financial Statement

The Revised Consolidated Financial Statements of the Company & its subsidiary companies, for the year ended 31st March, 2022, prepared in accordance with Accounting Standard (IND AS-110) "Consolidated Financial Statements" prescribed by the Institute of Chartered Accountants of India, form part of this Annual Report.

Since as on 31st March, 2022, the Company had no subsidiary, Associate on Joint Venture Company there is no requirement of statement in Form AOC-I as per Section 129 of the Companies Act, 2013.

32. Formal Annual Evaluation of the Performance of the Board, its Committees and of Individual Directors

The Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") contain provisions for the evaluation of the performance of:

(i) the Board as a whole,

(ii) the individual Directors (including independent Directors and Chairperson) and

(iii) various Committees of the Board.

The Board of Directors have carried out an Annual Evaluation of its own performance, Board Committees and Individual Directors pursuant to requirements of the provisions of Section 178 of the Companies Act, 2013 and Regulation 17(10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The key objectives of conducting the Board Evaluation process were to ensure that the Board and various Committees of the Board have appropriate composition and they have been functioning collectively to achieve common business goals of the Company. Similarly, the key objectives of conducting performance evaluation of the Directors through individual assessment and peer assessment were to ascertain if the Directors actively participate in the Board / Committee Meetings and contribute to achieve the common business goals of the Company.

The evaluation was carried out by way of internal assessments done based on the factors prescribed under the Policy adopted by the Company and the SEBI prescribed Guidance Note on Board Evaluation. Consequently, the Company is required to disclose the manner of formal annual evaluation.

Performance evaluation of the Board and Committees

The performance of the Board was evaluated by the Board Members after considering inputs from all the Directors primarily on:

a) The Board has appropriate expertise and experience to meet the best interests of the Company.

b) The composition of the Board and its committees is appropriate with right combination of knowledge, skills and domain expertise to maximize performance in light of future strategy.

c) The Board has adherence to good corporate governance practices.

d) The Board meets on the regular basis and the frequency of such meetings is adequate for the Board to undertake its duties in accordance with Statutory guidelines.

e) Agenda of the meetings are circulated well before the meeting.

f) The Board is abreast with latest developments in the regulatory environment, industry and the market.

g) The minutes of the meeting are properly recorded, circulated and approved by all the Directors.

The Board evaluated the performance of the Committees on the following parameters:

a) The mandate, composition and working procedures of committees is clearly defined and disclosed.

b) The Committee fulfills its functions as assigned by the Board and applicable laws.

c) The Meeting Agenda and related background papers are concise and provide information of appropriate quality and detail.

d) The Committees are given adequate independence to discuss and to give recommendations to the Board.

e) The minutes of the meetings are clear, accurate, consistent, completely reviewed in subsequent Board meeting.

Performance Evaluation of Individual Directors

The performance evaluation of the Individual Directors were carried out by the Board and other Individual Directors without the attendance of the Director being evaluated, considering aspects such as:

a) The Directors understand governance, regulatory, financial, fiduciary and ethical requirements of the Board.

b) Director actively and successfully refreshes his/ her knowledge and skills, up-to-date with the latest developments in areas such as corporate governance framework, financial reporting and industry and market conditions.

c) Independent Directors are independent from the entity and other Directors and management and there is no conflict of interest.

d) Independent Directors fulfill the Independence criteria as specified in the Companies Act, 2013 and SEBI Listing Regulations 2015 and observe their independence from the management.

Performance Evaluation of Chairman

a) Display of effective leadership qualities and skill;

b) Implementation of observations/ recommendations of Board Members;

c) Constructive relationships and communication with the Board;

d) Ability to bring convergence in case of divergent views and conflict of interest situation tabled at Board Meetings;

The evaluation brought to notice that the sharing of information with the Board, its timeliness, the drafting of agenda notes and the content thereof as well as the drafting of the minutes were found to be satisfactory. Therefore, the outcome of the performance evaluation for the period under report, was satisfactory and reflects how well the Directors, Board and committees are carrying their respective activities.

The Independent Directors in its separate meeting held on 10th August, 2022 without the attendance of non-Independent Directors and members of management, reviewed -

(a) the performance of Non-independent Directors and the Board of Directors as a whole;

(b) the performance of the Chairperson of the Company, taking into account the views of executive Directors and non-executive Directors;

(c) assess the quality, quantity and timeliness of flow of information between the Company management and the Board of Directors that is necessary for the Board of Directors to effectively and reasonably perform their duties.

After completion of internal evaluation process, the Board at its meeting held on 12th August, 2022 also discussed the Performance Evaluation of the Board, its committees and individual Directors. The Performance Evaluation of the Independent Directors of the Company was done by the Board, excluding the Independent Director being evaluated. Further, the Board, excluding the Independent Director being evaluated, also carried out evaluation of fulfillment of the independence criteria as specified in the SEBI Listing Regulations by the Independent Directors of the Company and their independence from the management of the Company. The Board expressed its satisfaction with the evaluation process and results thereof.

33. Employee's Stock Option Plan

During the period under review, the Company had in place 4 (four) Employee Benefit Plans (Pre-IPO Schemes/ ESOP Schemes), namely, Campus Activewear Limited Employee Stock Option Plan 2018 (ESOP 2018), Campus Activewear Limited Employee Stock Option Plan 2021 (ESOP 2021), Campus Activewear Limited Employee Stock Option Plan 2021 – Special Grant (Special Grant 2021) and Campus Activewear Limited Employee Stock Option Plan 2021 – Vision Pool (Vision Pool 2021).

The Company with the objective to promote the culture of employee ownership and as well as to attract, retain, motivate and incentivize senior and critical talents, formulated Employee Benefit Plans for the employees and Directors of the Company and its subsidiary Company. The Company views Employee Stock Options as long term incentive tools that would enable the employees not only to become co-owners, but also to create wealth out of such ownership in future.

During the period under report, the Board has approved the amendments made to the ESOP Plan 2021 in its meeting held on 24th September, 2021 and by the shareholders in its Annual General Meeting held on 24th September, 2021 pertaining to the acceleration of the Unvested Options granted to the employees under ESOP 2021. The Shareholders had approved in their Extra Ordinary General meeting held on 18th December 2021 introduction of the ESOP Schemes namely Special Grant 2021 and Vision Pool 2021 for the benefit of the employees of the Company and its subsidiary Company.

The Equity shares of the Company were listed on BSE Limited and National Stock Exchange of India Limited effective from 9th May, 2022. The Board has approved the changes which were required as per regulatory requirements under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 in ESOP Plan 2021, Special Grant 2021 and Vision Pool 2021.

The Board of Directors, on the recommendations of the Nomination and Remuneration Committee has approved the Variation in terms of the Vision Pool 2021, which is in the best interests of the employees. The matter has been placed in the Notice convening the 14th AGM of the Company for the approval of the shareholders by way of special resolution, as per Regulation 6 and 7 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

As per Regulation 12 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the Company has also placed the matter for the Ratification of the aforementioned Pre-IPO Schemes, for the approval of the shareholders of the Company in the Notice dated 23rd September, 2022 of the forthcoming 14th AGM. The Pre-IPO Schemes are in conformity with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

The Certificate from M/s. Pooja Anand and Associates, Company Secretaries, Secretarial Auditors of the Company certifying that the Pre-IPO ESOP Schemes of the Company are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and the Resolutions passed by the shareholders of the Company, will be available electronically for inspection by the members during the AGM.

The Disclosures pursuant to SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, in respect of Pre-IPO ESOP Schemes as at 31st March, 2022, is available on the website of the Company and can be accessed at https://www.campusactivewear.com/sites/default/files/2022-10/ESOP%20Disclosure_1.pdf.

34. CEO and CFO Certificate

CEO and CFO Certificate as prescribed under Schedule II Part B of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to the Corporate Governance Report forming part of this Annual Report.

35. Compliance with Secretarial Standards

The Company has duly followed the applicable Secretarial standards, relating to Meeting of the Board of Directors (SS-1) and General Meeting (SS-2), issued by the Institute of Company Secretaries of India (ICSI).

36. Other Disclosures

A. During the financial year 2021-22, the Company has not made any application and no such proceeding is pending under the Insolvency and Bankruptcy code, 2016.

B. There were no instances where the Company required the valuation for one time settlement or while taking the loan from the Banks or Financial institutions.

C. The Company has not issued shares with differential voting rights and sweat equity shares during the year under review.

37. Acknowledgement

The Board of Directors acknowledges the continued co-operation, assistance and support that the Company has received from various Government Departments, Banks/ Financial Institutions and Shareholders. The Board also places on record its appreciation for the sincere services rendered by employees of the Company at all levels and the support and co-operation extended by the valued business associates and the continuous patronage of the customers of the Company.

For and on Behalf of the Board
For Campus Activewear Limited
(Formerly known as Campus Activewear Private Limited)

Hari Krishan Agarwal
Chairman and Managing Director
DIN:00172467

Date: 23rd September, 2022
Place: New Delhi

Annexure - I

Form No. MR-3
Secretarial Audit Report

FOR THE FINANCIAL YEAR ENDED 31st March, 2022

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

To,
The Members,
Campus Activewear Limited
(Formerly known as Campus Activewear Private Limited)
CIN: L74120DL2008PLC183629
D-1, Udyog Nagar, Main Rohtak Road,
New Delhi- 110041

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Campus Activewear Limited** (Formerly known as Campus Activewear Private Limited) (hereinafter called the Company/Campus). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2022 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2022 (period under review) according to the provisions of:

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

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

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

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Applicable only to the extent of Foreign Direct Investment)

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

(a) *Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) *Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(c) *Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(d) *Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

(e) *Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (up to 12th August, 2021) and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (with effect from 13th August, 2021);

(f) *Securities and Exchange Board of India (Registrar to an Issue and share Transfer Agents) Regulations, 1993;

(g) *Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;

(h) *Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

(i) *Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021;

(j) *Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

***Not applicable, as the Company was not listed during the period under review.**

(vi) The Other laws, as informed and certified by Management of the Company which are specifically applicable to the Company based on the sectors/Industry are:

a. Consumer Protection Act, 2019

b. The Legal Metrology Act, 2009 and the Legal Metrology (Packaged Commodities) Rules, 2011

c. The Factories Act, 1948

d. Bureau of Indian Standards Act, 2016 and the Footwear made from Leather and other materials (Quality Control) Order, 2020

e. Environment (Protection) Act, 1986 ("EPA") and the Environment Protection Rules, 1986; Water (Prevention and Control of Pollution) Act, 1974; Air (Prevention and Control of Pollution) Act, 1981; The Noise Pollution (regulation and control) Rules, 2000

f. Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016

g. The Public Liability Insurance Act, 1991 and Public Liability Insurance Rules, 1991

h. The Employees State Insurance Act, 1948

i. The Payment of Gratuity Act, 1972

j. The Payment of Bonus Act, 1965

k. The Indian Contract Act, 1872

l. Trade Marks Act, 1999

m. Designs Act, 2000

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India on meetings of the Board of Directors and General Meetings.

(ii) The Listing Agreements entered with Stock Exchange (Not applicable to the Company during the period under review as the Company has obtained the listing approval from BSE Limited vide notice no. 20220506-34 and from National Stock Exchange of India Ltd. vide circular reference no. 0545/2022 w.e.f. 9th May, 2022).

During the year under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. However, we have not examined compliance by the Company with applicable financial laws, like direct and indirect tax laws, since the same have been subject to review by statutory financial audit and other designated professionals.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Director(s), Non-Executive Directors and Independent Directors, to the extent applicable during the period under review. The changes in the composition of the Board of Directors and its committees that took place during the period under review were carried out in compliance with the provisions of the Act.

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

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board of Directors were unanimous, and no dissenting views have been recorded.

We further report that as informed to us, 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.

We further report that during the audit period, except for the below event, there was no event / action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.

a. The Shareholders at their Annual General Meeting held on 24th September, 2021, have approved:

   i) Amendment in terms of Campus Activewear Private Limited Employee Stock Plan 2021

b. With the approval of shareholders, in their duly convened Extra Ordinary General Meeting held on 09th November, 2021:

   i) One equity share of the Company having face value of ₹10/- each was sub-Divided into two Equity Shares having face value of ₹5/- each.

   ii) An application was filed to Registrar of Companies, Delhi and Haryana, for the conversion of the Company from Private Limited to Public Limited Company, which was approved and taken on record by the Registrar of Companies, Delhi and Haryana dated 22/11/2021. Accordingly, the status of Company was changed from Private Limited to Public Limited with effect from 22/11/2021.

   iii) the Company has amended its Memorandum and Article of Association, consequent upon the conversion.

c. The Board of Directors of the Company in its meeting held on 29th October, 2021 has approved the allotment of 2,91,438 equity shares under Employees Stock Option Plan, 2018.

d. The Shareholders at their Extra Ordinary General Meeting held on 10th December, 2021, have approved:

- The amendment of the Articles of Association.
- The authorisation to the Board of Directors of the Company to mortgage/create charge on immovable and/or movable properties of the Company, both present and future, for securing loan upto ₹500 crores (Rupees Five Hundred Crores only) or the aggregate of the paid up capital, free reserves and securities premium of the Company, whichever is higher, in terms of Section 180(1)(a) of the Companies Act, 2013.
- The authorisation to the Board of Directors of the Company to borrow the money along with the money already borrowed by the Company in excess of its paid up capital and free reserve and securities premium i.e. Up to 500 Crores (Rupees Five Hundred Crores only) or the aggregate of the paid up capital, free reserves and securities premium of the Company, whichever is higher, in terms of Section 180(1) (c) of the Companies Act, 2013.
- The authorisation to the Board of Directors of the Company to give loans, provide guarantee/security, make investments in addition to the loans and investments so far made in and the amount for which guarantees or securities have so far been provided for a sum not exceeding 500 crores (Rupees Five Hundred Crores only) over and above the limit of 60% of the paid up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is higher, in terms of Section 186 of the Companies Act, 2013.
- Increase in the limit of Investment by Non Resident Indian and Overseas Citizen of India, in accordance with Foreign Exchange Management (Non-Debt Instruments) Rules 2019 form 10% to 24% of the paid up equity share capital of the Company.

e. The Shareholders at their Extra Ordinary General Meeting held on 18th December, 2021, have approved:

- Campus Activewear Limited Employee Stock Option Plan 2021-Special Grant
- Campus Activewear Limited Employee Stock Option Plan 2021-Vision Pool

f. The Company has made an Initial Public Offer ("hereinafter referred as IPO") of 4,79,50,000 equity Shares of face value of ₹5/-each of the Company, at a price of ₹292/- per equity share and pursuant to IPO of the Company by way of an Offer for Sale, the equity shares of the Company got listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") with effect from 09th day of May, 2022.

g. The scheme of arrangement (Scheme) under sections 230 and 232, read with section 66 and other applicable provisions, of the Companies Act, 2013, before the National Company Law Tribunal (NCLT), New Delhi, was filed on 25th March, 2021, for merger of Campus AI Private Limited, wholly owned Subsidiary Company, with the Company. The appointed date for the Scheme is 1st April, 2020, or such other date as may be approved by the NCLT, New Delhi. The Scheme is pending for approval of the NCLT, New Delhi, as on the date of singing of this report.

For Pooja Anand & Associates
Company Secretaries
Firm Registration No. P2003DE054000
PR No. : 1391/2021

sd/-
Mukul Tyagi
Partner
M. No.: F9973
CP No.: 16631
UDIN: F009973D000768357

Date: 9th August, 2022
Place: New Delhi

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

Annexure- A

To,
The Members,
Campus Activewear Limited
(Formerly known as Campus Activewear Private Limited)

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company. Further, we have not examined compliance by the Company with applicable financial laws, like direct and indirect tax laws, since the same have been subject to review by statutory financial audit and other designated professionals.
4. Wherever required, we have obtained the Management's representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of the procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Pooja Anand & Associates
Company Secretaries
Firm Registration No. P2003DE054000
PR No. : 1391/2021

sd/-
Mukul Tyagi
Partner
M. No.: F9973
CP No.: 16631
UDIN: F009973D000768357

Date: 9th August, 2022
Place: New Delhi

Annexure - II

Annual Report on CSR Activities

[Pursuant to Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended]

1. A brief outline of the Company's CSR policy:

The Board of Directors in its meeting held on 5th April, 2019 constituted CSR Committee and further reconstituted the same on 9th February, 2021 and on 17th November, 2021. In pursuance of Section 135 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 and Schedule VII of the Companies Act, 2013, the Company framed CSR Policy as a part of good corporate philanthropy, which strives to design its CSR initiatives in line with the priorities of the Government and needs of the local community. CSR projects will be aligned with the requirements of Schedule VII of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof as applicable from time to time.

The Board of Directors have approved the revised CSR Policy in the Board Meeting held on 9th February, 2021, as formulated and recommended by the CSR Committee, which is available on the website of the Company at www.campusactivewear.com.

2. The Composition of the CSR Committee -

The CSR committee is formed in accordance with the provisions of Section 135 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 and accordingly its constitution comprises of following eminent and professional members who conceptualizes, structures and directs the implementation of CSR activities:

The constitution of the CSR Committee and attendance of the members at its meetings is as under:

Sr. No.	Name	Category	Designation	No. of Meetings Held	No. of Meetings Attended
1.	Mrs. Madhumita Ganguli#	Non-Executive Independent Director	Chairperson	2	1
2.	Mr. Nikhil Aggarwal*	Whole-time Director and CEO	Member	2	2
3.	Mr. Hari Krishan Agarwal**	Chairman and Managing Director	Member	2	1
4.	Mr. Anil Rai Gupta#	Non-Executive Non- Independent Director	Member	2	Nil

*Ceased as Chairman of the Committee w.e.f. 17th November, 2021 and continued as the member of the Committee

**Ceased as Member of the Committee w.e.f.17th November, 2021

#Appointed as Chairperson/Member of the Committee w.e.f 17th November, 2021.

3. Provide the web-link where Composition of CSR Committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company.-

CSR Committee: https://www.campusactivewear.com/sites/default/files/2022-06/CampusCSR_0.pdf

CSR Policy: https://www.campusactivewear.com/sites/default/files/2022-10/CSR%20POLICY.pdf

CSR Projects: https://www.campusactivewear.com/sites/default/files/2022-10/CSR%20PROJECTS.pdf

4. Provide the executive summary along with web-link(s) of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8, if applicable

Not Applicable for Financial year 2021-22

5. (a) Average net profit of the Company as per sub-section (5) of section 135 :- ₹ 840.98 million

(b) Two percent of average net profit of the Company as per sub-section (5) of section 135:- ₹ 16.87 mn

(c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil

(d) Amount required to be set off for the financial year, if any:-Nil

(e) Total CSR obligation for the financial year (b+c-d) :- ₹ 16.87 mn

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project)- ₹ 16.87 mn

(b) Amount spent in Administrative Overheads: Nil

(c) Amount spent in Impact Assessment, if applicable: Not Applicable

(d) Total amount spent for the Financial Year [(a)+(b)+(c)]= ₹ 16.87 mn

(e) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year (in ₹)	Amount Unspent (Amount in ₹)				
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
₹ 16.87 mn	Nil	Nil	Nil	Nil	Nil

(f) Excess amount for set-off, if any:

Sl. No.	Particular	(Amount in ₹ million)
1	2	3
(i)	Two percent of average net profit of the Company as per sub-section (5) of section 135	16.87
(ii)	Total amount spent for the Financial Year	16.87
(iii)	Excess amount spent for the financial year [(ii)-(i)]	Nil
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil

7. Details of Unspent Corporate Social Responsibility amount for the preceding three financial years: Nil

Sl. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under sub-section (6) of Section 135 (in ₹)	Balance Amount in unspent CSR Account under sub-section (6) of Section 135 (in ₹)	Amount spent in the Financial Year (in ₹)	Amount transferred to a Fund specified under Schedule VII as per second provision to sub-section (5) of Section 135, if any			Amount remaining to be spent in succeeding financial years (in ₹)	Deficiency if any
					Name of the Fund	Amount (in ₹)	Date of transfer		
NIL									

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No

Yes ________ No ___✓___

If yes, enter the number of Capital assets created/acquired – Not Applicable

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sl No.	Short particulars of the property or assets (including complete address and location of the property]	Pincode of the property or asset(s)	Date of Creation	Amount of CSR amount spent	Details of entity/Authority/beneficiary of the registered owner		
(1)	(2)	(3)	(4)	(5)	6		
					CSR Registration Number, if applicable	Name	Registered Address
	Not Applicable						

9. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per section 135(5): Not Applicable

Note: The figures mentioned in the Report are as per the Revised Audited Financial Statements for the year ended 31st March, 2022.

sd/-
Hari Krishan Agarwal
Chairman and Managing Director
DIN: 00172467

sd/-
Madhumita Ganguli
Chairperson, CSR Committee
DIN: 00676830

Date: 23rd September, 2022
Place: New Delhi

Annexure - III

FORM NO. AOC-2

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

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

1) Details of contracts or arrangements or transactions not at arm's length basis- Nil

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

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

(Amount in Millions)

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board, if any:	Amount paid as advances, if any:
M G Udyog Private Limited (Common Control)	Job Work	FY 2021-22	60.66	12/04/2021	-
Prerna Aggarwal (relative of KMP)	Remuneration paid	FY 2021-22	6.45	24/09/2021	-
Kabeer Textiles Private Limited (Entity with joint control or significant influence over entity)	Security Deposit paid	FY 2021-22	0.60	29/10/2021	-
	Rent Paid	FY 2021-22	2.01	29/10/2021	-

For and on Behalf of the Board
For Campus Activewear Limited
(Formerly known as Campus Activewear Private Limited)

sd/-
Hari Krishan Agarwal
Chairman and Managing Director
DIN:00172467

Date: 23rd September, 2022
Place: New Delhi

Annexure - IV

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

Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014

A. Conservation of energy

(i) The steps taken or impact on conservation of energy

a) The Company has started the following initiatives at plants for energy conservation which has led to restrict the impact of increase in the cost of energy thereby reducing the cost of production of goods;

- Replaced conventional lights to LED lights to reduce electricity consumption, installed VFDs for compressor across plants.
- Water conservation initiatives at the manufacturing factories are driven through Sewage Treatment Plants (STP), rainwater harvesting tanks for water treatment/ reuse- thereby potentially reducing water consumption and wastage.
- Environmental KPI being observed regularly on monthly basis to track continuous improvements and necessary steps/initiatives are decided basis result.
- The Company also continuously encourages its employees to save the natural resources wherever possible through campaigning.
- The Company has also deployed a Maintenance Team to observe the unnecessary power consumption and take an immediate action to cure such act.

b) The Company has started following initiatives at its retail outlets for energy conservation which has led to substantial saving of its annual energy and maintenance cost:-

- Reduced energy consumption through inverter air conditioner in new Retail outlets.
- Training imparted to Retail outlet staff regarding awareness on energy saving.
- All Retail locations are using LED lights to reduce electricity consumption

(ii) The steps taken by the Company for utilising alternate sources of energy:

- A 1MW Solar PV Panel was installed at our Ganaur plant by Amplus Solar (a Petronas group Company) and has been operational since Jan'22

(iii) The capital investment on energy conservation equipment: Not Applicable

B. Technology absorption

i) Efforts made toward the Technology absorption

- Introduced New blowing agent for EVA Compound (ADCL- 5grade) for quality improvement.
- Waste Management initiatives taken at various Plants.

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

- Better Quality of products
- Cost saving
- Waste Reduction

iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):

a. The details of technology imported : Technology for Sole Plant, knitting line and conveyor/Moulding lines

b. The year of import : 2019-2022

c. Whether the technology been fully absorbed: yes

d. If not fully absorbed, areas where absorption has not taken place and the reasons thereof; and : Not Applicable

e. The expenditure incurred on Research and Development : ₹ 43.86 mn

C. Foreign exchange earnings and Outgo

(₹ in Millions)

Plan	2021-22
Total Foreign Exchange Earned	1.84
Total Foreign Exchange used	633.91

Annexure - V

A. DETAILS PURSUANT TO THE PROVISIONS OF SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:

Sl. No.	Prescribed Requirement	Particulars
1	Ratio of the remuneration of each Director to the median remuneration of employees of the Company for the financial year	1. Mr. Hari Krishan Agarwal, Chairman and Managing Director = 154.30:1 2. Mr. Nikhil Aggarwal, Whole-time Director and CEO = 51.10:1
2	Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive officer, Company Secretary, manager, if any, in the financial year	1. Mr. Hari Krishan Agarwal, Chairman and Managing Director = 5% 2. Mr. Nikhil Aggarwal, Whole-time Director and CEO = 17% 3. Mr. Raman Chawla, CFO = (10%)* 4. Ms. Dimple Mirchandani, Company Secretary** = 14% 5. Ms. Archana Maini, General Counsel & Company Secretary# = Nil
3	Percentage increase in the median remuneration of employees in the financial year	19%
4	Number of permanent employees on the rolls of Company	782
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 justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	Average increase in remuneration of Managerial Personnel = 7.2% Average increase in remuneration of employees other than Managerial Personnel = 18.2%
6	Affirmation that the remuneration is as per the remuneration policy of the Company	It is hereby affirmed that the remuneration paid to Directors, Key Managerial Personnel and other Employees is as per the Nomination and Remuneration Policy of the Company.

*Change in variable pay

**Company Secretary of the Company uptil the closing of business hours of 25th September, 2022

Appointed as General Counsel and Company Secretary of the Company effective from 26th September, 2022

B. STATEMENT SHOWING PARTICULARS OF EMPLOYEES PURSUANT TO THE PROVISIONS OF SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Statement showing the names of the top ten employees in terms of remuneration drawn and the name of every employee, who-

(i) if employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than one crore and two lakh rupees;

Employee Name	Designation	Remuneration Received	Nature of Emp	DOJ	Education/ Exp	Last Emp	Age	% of Equity Shares	Relationship with Director
Mr. Hari Krishan Agarwal	Chairman and Managing Director	54.22 millions	Permanent	01-09-2017	37 years of experience in the footwear industry in India.	NA	66	60.35%	Father of Mr. Nikhil Aggarwal, Whole-time Director and CEO

Employee Name	Designation	Remuneration Received	Nature of Emp	DOJ	Education/ Exp	Last Emp	Age	% of Equity Shares	Relationship with Director
Mr. Nikhil Aggarwal	Whole-time Director and CEO	19.74 millions	Permanent	01-01-2017	Bachelor of science in Industrial Engineering from Purdue University. 14 years of experience in footwear industry	NA	37	13.56%	Son of Mr. Hari Krishan Agarwal
Mr. Piyush Singh	Chief Strategy Officer	10.74 millions	Permanent	24-02-2018	BE/MBA/CFA – Level 2	EY	38	0.14%	NA
Mr. Raman Chawla	Chief Financial Officer	13.23 millions	Permanent	03-10-2018	Chartered Accountant	Beam Global India	51	0.18%	NA
Mr. Raghu Narayanan	Country Head SCM	12.34 millions	Permanent	23-03-2021	BT IIT Madras	Amazon	41	Nil	NA

(ii) if employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than eight lakh and fifty thousand rupees per month;

None

(iii) if employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing Director or whole-time Director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the Company –

None

Note:

1. Gross Remuneration includes salary, allowances, contribution towards P.F. and perquisites and excludes the ESOPs realized during the financial year 2021-22.

For and on Behalf of the Board
For **Campus Activewear Limited**
(Formerly known as Campus Activewear Private Limited)

sd/-
Hari Krishan Agarwal
Chairman and Managing Director
DIN:00172467

Date: 23rd September, 2022
Place: New Delhi

Corporate Governance Report

The Corporate Governance Report prepared in compliance to the requirements of Regulation 34(3) read with Section C of Schedule V to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereto ("SEBI Listing Regulations"), for the financial year ended 31st March, 2022 is presented below:

1. Campus Activewear Limited's (Formerly Known as Campus Activewear Private Limited) (hereinafter Referred to as "the Company"/ "Campus") Philosophy on Code of Governance

The Company's philosophy on the Code of Governance is based on the belief that effective Corporate Governance practices constitute a strong foundation on which successful enterprises are built to last. The Company's ideology on Corporate Governance is not mere compliance of laws, rules and regulations, but also the application of best management practices and adherence to the highest ethical principles in all its dealings, to achieve the objects of the Company, enhance stakeholders value and discharge its social responsibility. The Company is committed to practice good governance as a way of working rather than merely a regulatory and legal compulsion.

The Company is committed towards enhancing the stakeholders' value and therefore has adopted various appropriate structures and reporting systems. Good Corporate Governance is indispensable to resilient and vibrant capital markets and is, therefore, an important instrument of Investor Protection. The Company lays great emphasis on a corporate culture of conscience, integrity, fairness, transparency, accountability and responsibility for efficient and ethical conduct of its business.

The Company adheres to Compliance requirements of "SEBI Listing Regulations" as regard to Corporate Governance.

Governance Structure

The Company implemented a governance structure with defined roles and responsibilities of every systemic constituent. The Company's shareholders appoint the Board of Directors, who, in turn govern the Company. The Board has constituted various Committees to discharge responsibilities effectively. The Company Secretary of the Company acts as the Secretary to all the Committees. The Chairman provides strategic direction and guidance to the Board. The Chief Executive Officer and a group of senior executives are individually empowered for day-to-day operations with roles and responsibilities assigned by the Board.

2. Board of Directors

The Board of Directors is the apex body constituted by the shareholders for overseeing the Company's overall functioning. The Board provides and evaluates the Company's strategic direction, management policies and their effectiveness and ensures that the shareholders' long term interests are being served.

The Board of Directors consists of eminent persons with wide knowledge and experience in different fields including technical, commercial, finance, business administration etc., which not only bring wide range of expertise, but also impart desired level of independence to the Board and helps healthy deliberations at the Board meetings to decide on various matters of the Company.

2.1 Composition of the Board of Directors

The Board of Directors of the Company comprised an optimum combination of professionalism, knowledge and experience, which enables it to discharge its responsibilities and provide effective leadership to fulfil its long-term vision and ensure the highest governance standards.

Further, the Board of Directors of the Company oversees the conduct of business activities by management and serves to ensure the implementation of Company's policies in an effective and efficient manner.

As on 31st March, 2022, the Board of the Company comprised 8 (Eight) members out of whom two are Executive Directors, two are Non-Executive Directors Non- Independent , four are Non-Executive Independent Directors including one Woman Independent Director.

None of the Directors on the Board hold Directorships in more than ten public Companies and none of the Directors on the Board is a member of more than ten committees or act as chairperson of more than five Committees across all the listed companies in which he/ she is a Director.

The Company is in compliance with the provisions regarding Board, its composition and committees under provisions of the Companies Act, 2013 (the Act) and SEBI Listing Regulations.

2.1 A. Details regarding the category of Directors, attendance of Directors at Board Meetings and the last Annual general meeting (AGM), number of other directorships and Committee positions held by them in companies are given below:

Name of the Director	Category	No. of Board Meetings attended (against total 12 Board meetings held during financial year 2021-22)	Attendance at the last AGM held on 24th September, 2021	No. of Directorship in public Limited Companies (including Campus Activewear Limited (As on 31st March, 2022)	No. of Committee positions held in Public Companies (As on 31st March, 2022)	
					Member	Chairman
Mr. Hari Krishan Agarwal[1] DIN: 00172467	Chairman and Managing Director	12	YES	1	NIL	NIL
Mr. Nikhil Aggarwal[2] DIN: 01877186	Whole-time Director and CEO	12	YES	1	1	NIL
Mr. Anil Rai Gupta[3] DIN: 00011892	Non- Executive, Non-Independent Director	5	YES	4	1	1
Mr. Ankur Nand Thadani[4] DIN: 03566737	Non- Executive, Non-Independent Director	8	NA	6	3	1
Mr. Anil Kumar Chanana[4] DIN: 00466197	Non-Executive, Independent Director	9	NA	5	6	5
Mrs. Madhumita Ganguli[4] DIN: 00676830	Non-Executive, Independent Director	9	NA	6	1	NIL
Mr. Jai Kumar Garg[5] DIN: 07434619	Non-Executive, Independent Director	4	NA	1	1	NIL
Mr. Nitin Savara[6] DIN: 09398370	Non-Executive, Independent Director	6	NA	1	1	NIL
Mr. Puneet Bhatia[7] DIN: 00143973	Nominee Director	6	YES	NA	NA	NA
Mr. Nirmal Kumar Minda[4&7] DIN: 00014942	Non-Executive, Independent Director	4	NA	NA	NA	NA
Mrs. Vinod Aggarwal[8] DIN: 00441055	Director	3	YES	NA	NA	NA

1 Appointed as Chairman and Managing Director effective from 10th December, 2021

2 Appointed as Whole-time Director and CEO effective from 10th December, 2021

3 Change in designation and category from Nominee Director to Non-Executive Non-Independent Director of the Company effective from 14th December, 2021

4 Appointed effective from 24th September, 2021

5 Appointed effective from 18th December, 2021

6 Appointed effective from 17th November, 2021

7 Resigned effective from 11th December, 2021

8 Resigned effective from 24th September, 2021

NOTES:

- As mentioned in the above table Directorship does not include, Directorship of Private Limited Companies, Foreign Companies and companies under section 8 of the Companies Act, 2013. Chairmanship/ Membership of Board committees include only Audit Committee and Stakeholders' Relationship Committee.
- As on 31st March, 2022, none of the Non- Executive Directors hold any shares in the Company. The Company has not issued any convertible instrument.

2.1.B. Name of the other Listed entities where the person is a Director and the category of directorship as on 31st March, 2022

Sl. No.	Name of Director	Name of Listed Entity in which Director	Category of Directorship
1	Mr. Hari Krishan Agarwal	Nil	Nil
2	Mr. Nikhil Aggarwal	Nil	Nil
3	Mr. Anil Rai Gupta	1. Havells India Limited	Chairman and Managing Director
4	Mr. Ankur Nand Thadani	1. Solara Active Pharma Sciences Limited	Director
5	Mr. Anil Kumar Chanana	1. DFM Foods Limited	Independent Director
6	Mrs. Madhumita Ganguli	1. Indraprastha Medical Corporation Limited 2. CL Educate Limited	Independent Director Independent Director
7	Mr. Nitin Savara	Nil	Nil
8	Mr. Jai Kumar Garg	Nil	Nil

2.2. Meetings and Attendance of Directors

During the financial year 2021-22, 12 (Twelve) Board Meetings were held on 12th April, 2021, 15th July, 2021, 24th September, 2021, 29th October, 2021, 9th November, 2021, 17th November, 2021, 10th December, 2021, 14th December, 2021, 21st December, 2021, 23rd December, 2021, 24th December, 2021 and 26th March, 2022. The maximum interval between the two Board Meetings did not exceed 120 days as prescribed under the Act and Regulation 17 (2) of the SEBI Listing Regulations.

2.3. Disclosure of relationships between Directors inter-se

A. Mr. Hari Krishan Agarwal and Mr. Nikhil Aggarwal are the Promoters of the Company.

B. None of the Directors of the Company is related inter-se, except Mr. Hari Krishan Agarwal and Mr. Nikhil Aggarwal who are relatives in terms of Section 2(77) of the Companies Act, 2013 read with Rule 4 of the Companies (Specification of definitions details) Rules, 2014.

2.4. Details of Familiarization Programmes imparted to Independent Directors

The Independent Directors are provided with necessary documents, information and policies to enable them to familiarize with the Company's procedures and practices. Periodic presentations are made at the Board and Committee meetings on business and performance updates of the Company, business strategy and risks involved.

Quarterly updates in the Board Meetings regarding the relevant statutory, regulatory changes are regularly circulated to the Directors. Site visits to various plant locations are part of the familiarization programme for the Independent Directors to enable them to understand and acquaint with the operations of the Company.

The details of such familiarisation programmes for Independent Directors are put up on the Company's website and can be accessed at https://www.campusactivewear.com/sites/default/files/2022-06/Familiarization%20Programme%20for%20Independent%20Director.pdf

2.5. Skills/ Expertise/Competence of the Board of Directors including the areas as identified by the Board in the context of the Company's business:

The Company's Board comprises of qualified members who have requisite skills, competencies and expertise to discharge their duties as Company's Directors and make effective contribution. The Nomination and Remuneration Policy of Directors, Key Managerial Personnel's and other employees of the Company sets out the criteria for determining the qualifications and expertise of the Director in order to have a diverse and competent Board.

Area	Particulars
Strategic Planning and Analysis	Appreciation of long-term trends, strategic choices and experience in guiding and leading management teams to make decisions in uncertain environments.
Diversity	Diversity of thought, experience, knowledge, perspective, gender and culture brought to the Board by individual members. Varied mix of strategic perspectives, geographical focus with knowledge and understanding of key geographies.
Wide management and leadership experience	Strong management and leadership experience, including in areas of business development, strategic planning and mergers and acquisitions, ideally with major public companies with successful multinational operations in manufacturing, international business and academic administration.
Functional, managerial and marketing experience	Knowledge and skills in accounting and finance, business judgment, general management practices and processes, crisis response and management, industry knowledge, macro-economic perspectives, human resources, international markets, sales and marketing, and risk management.
Personal values	Personal characteristics matching the Company's values, such as integrity, accountability, and high performance standards.
Financial	Knowledge and skills in accounting, finance, treasury management, oversight for risk management and internal controls, understanding of capital allocation, funding and financial reporting processes.
Corporate Governance	Experience in developing and implementing good corporate governance practices, maintaining Board and management accountability, managing stakeholders' interests and Company's responsibilities towards customers, employees, suppliers, regulatory bodies, and the communities in which it operates. Experience in Boards and committees of other companies.

The following matrix setting out the skills/expertise/competencies in the context of business of the Company currently available with the Board is as follows:

Sl. No.	Name of the Director	Skills/Expertise/Competencies						
		Strategic Planning and Analysis	Diversity	Wide management and leadership experience	Functional, managerial and marketing experience	Personal values	Financial	Corporate Governance
1.	Mr. Hari Krishan Agarwal	Yes	Yes	Yes	Yes	Yes	Yes	Yes
2.	Mr. Nikhil Aggarwal	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3.	Mr. Anil Kumar Chanana	Yes	Yes	Yes	Yes	Yes	Yes	Yes
4.	Mrs. Madhumita Ganguli	Yes	Yes	Yes	Yes	Yes	Yes	Yes
5.	Mr. Jai Kumar Garg	Yes	Yes	Yes	Yes	Yes	Yes	Yes
6.	Mr. Nitin Savara	Yes	Yes	Yes	Yes	Yes	Yes	Yes
7.	Mr. Anil Rai Gupta	Yes	Yes	Yes	Yes	Yes	Yes	Yes
8.	Mr. Ankur Nand Thadani	Yes	Yes	Yes	Yes	Yes	Yes	Yes

2.6. Confirmation that in the opinion of the Board, the Independent Directors fulfill the conditions specified in SEBI Listing Regulations 2015 and are Independent of the Management

Based on the declaration submitted by the Independent Directors of the Company provided at the first meeting of the Board in which Independent Director participates as a Director and thereafter at the first meeting of the Board in every financial year, the Board hereby certify that all the Independent Directors appointed by the Company fulfils the conditions specified in SEBI Listing Regulations and are independent of the management.

2.7. Detailed reasons for the Resignation of an Independent Director who resigns before the expiry of his/her tenure along with a confirmation by such Director that there are no other material reasons

During the financial year 2021-22, Mr. Nirmal Kumar Minda resigned as the Non-Executive Independent Director of the Company, effective from 11th December, 2021 before the expiry of his tenure due to his personal reasons.

2.8. Separate Meeting of Independent Directors

In terms of the provisions of Regulation 25 of the SEBI Listing Regulations and Schedule IV of the Companies Act 2013, the Independent Directors of the Company shall meet at least once in a financial year, without the attendance of Non-independent Directors and members of the management.

During the Financial year 2021-22, the Independent Directors met separately on 24th March, 2022 and thereafter met on 10th August, 2022, whereat, inter alia, the following items were discussed:

- Review the performance of non-independent Directors and the Board of Directors as a whole.
- Review the performance of the chairman of the Company, taking into account the views of Executive Directors and Non-executive Directors.
- Assessment of the quality, quantity and timeliness of flow of information between the Company Management and the Board of Directors that is necessary for the Board of Directors to effectively and reasonably perform their duties.

2.9. CODE OF CONDUCT

The Board of Directors have laid down a Code of Conduct for all the Board Members, and Senior Management Personnel of the Company. The Code of Conduct has also been posted on the website of the Company at www.campusactivewear.com

All Board members and Senior Management Personnel have affirmed compliance with the Code of Conduct. A declaration to this effect, duly signed by the Whole-time Director and CEO, forms part of this Report as **Annexure-I**.

2.10. CEO and CFO Certificate

CEO and CFO Certificate as prescribed under Schedule II Part B of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed as **Annexure -II** to this Report.

2.11. Compliance Certificate from Practicing Company Secretaries

Compliance Certificate regarding compliance of conditions of Corporate Governance from M/s Pooja Anand & Associates, Company Secretaries, pursuant to Schedule V of the SEBI Listing Regulations, affirming compliance of Corporate Governance during FY 2021-22, is provided in **Annexure-III** to this Report.

3. BOARD COMMITTEES

3.1. Audit Committee

A. Composition, Meetings of the Committee and Attendance

The Board of Directors have constituted the Audit Committee in its meeting held on 17th November, 2021 and the same is in conformance with the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations 2015, which comprises of three Directors with two Independent Directors forming majority. All the members of the Committee have adequate knowledge of financial and accounting matters. The Company Secretary acts as the Secretary to the said Committee.

During the Financial Year 2021-22, 3 (Three) Audit Committee meetings were held on 9th December, 2021, 14th December, 2021 and 24th March, 2022. The maximum gap between the two meetings did not exceed 120 days as prescribed under Regulation 18 of the SEBI Listing Regulations 2015.

The Constitution of the Audit Committee and attendance of the members at its Meetings are as follows:

Sr. No.	Name	Category	Designation	No. of Meetings Held	No. of Meetings Attended
1.	Mr. Anil Kumar Chanana	Non-Executive Independent Director	Chairman	3	3
2.	Mr. Nitin Savara	Non-Executive Independent Director	Member	3	3
3.	Mr. Ankur Nand Thadani	Non-Executive Non-Independent Director	Member	3	2

B. Terms of Reference

The terms of reference of Audit Committee are in accordance with the governing provisions of the Companies Act, 2013 and SEBI Listing Regulations 2015. The role of the Audit Committee includes the following:

i. oversight of financial reporting process and the disclosure of financial information relating to the Company (Campus Activewear Limited) to ensure that the financial statements are correct, sufficient and credible

ii. recommendation for appointment, re-appointment, replacement, remuneration and terms of appointment of auditors of the Company and the fixation of the audit fee

iii. approval of payment to statutory auditors for any other services rendered by the statutory auditors

iv. formulation of a policy on related party transactions, which shall include materiality of related party transactions

v. reviewing, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approvals given

vi. examining and reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

   a. Matters required to be included in the Director's responsibility statement to be included in the Board's report in terms of Clause (c) of sub-section 3 of section 134 of the Companies Act, 2013

   b. Changes, if any, in accounting policies and practices and reasons for the same

   c. Major accounting entries involving estimates based on the exercise of judgment by management

   d. Significant adjustments made in the financial statements arising out of audit findings

   e. Compliance with listing and other legal requirements relating to financial statements

   f. Disclosure of any related party transactions; and

   g. Modified opinion(s) in the draft audit report.

vii. reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval

viii. reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board of Directors of the Company (the Board or Board of Directors) to take up steps in this matter

ix. reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process

x. approval of any subsequent modification of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company, subject to the conditions as may be prescribed.

   Explanation: The term "related party transactions" shall have the same meaning as prescribed in SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act, 2013.

xi. scrutiny of inter-corporate loans and investments

xii. valuation of undertakings or assets of the Company, wherever it is necessary

xiii. evaluation of internal financial controls and risk management systems

xiv. reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems

xv. reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit

xvi. discussion with internal auditors of any significant findings and follow up there on

xvii. reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board

xviii. discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern

xix. recommending to the Board of Directors the appointment and removal of the external auditor, fixation of audit fees and approval for payment for any other services

xx. looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors

xxi. reviewing the functioning of the whistle blower mechanism

xxii. monitoring the end use of funds raised through public offers and related matters

xxiii. overseeing the vigil mechanism established by the Company, with the chairman of the Audit Committee directly hearing grievances of victimization of employees and Directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases

xxiv. approval of appointment of chief financial officer (i.e., the whole-time finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate

xxv. reviewing the utilization of loans and/or advances from/investment by the holding Company in the subsidiary exceeding ₹ 1,000,000,000 or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments existing

xxvi. consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders; and

xxvii. carrying out any other functions required to be carried out by the Audit Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

The Audit Committee shall mandatorily review the following information:

a. Management discussion and analysis of financial condition and results of operations

b. Statement of significant related party transactions (as defined by the Audit Committee), submitted by Management

c. Management letters / letters of internal control weaknesses issued by the statutory auditors

d. Internal audit reports relating to internal control weaknesses

e. The appointment, removal and terms of remuneration of the chief internal auditor; and

f. Statement of deviations in terms of the SEBI Listing Regulations

(i) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) where the Equity Shares are proposed to be listed in terms of the SEBI Listing Regulations; and

(ii) annual statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice in terms of the SEBI Listing Regulations.

g. Review the financial statements, in particular, the investments made by any unlisted subsidiary.

3.2. Nomination & Remuneration Committee

A. Composition, Meetings of the Committee and Attendance

The Board of Directors has renamed the existing Remuneration Committee of the Company as Nomination & Remuneration Committee and re-constituted the Nomination & Remuneration Committee in its meeting held on 17th November, 2021 and thereafter again re-constituted the same in its meeting held on 10th December, 2021 and the same is in conformance with the requirements of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI Listing Regulations 2015, which comprises of three Non-Executive Independent Directors. The Company Secretary acts as the Secretary to the Nomination & Remuneration Committee.

During the Financial Year 2021-22, 6 (Six) Nomination & Remuneration Committee Meetings were held on 10th June, 2021, 9th December, 2021, 11th December, 2021, 14th December, 2021, 19th December, 2021 and 24th March, 2022.

The constitution of the Nomination and Remuneration Committee and attendance of the members at its meetings are as follows:

Sr. No.	Name	Category	Designation	No. of Meetings Held	No. of Meetings Attended
1.	Mr. Nitin Savara$	Non- Executive Independent Director	Chairman	6	5
2.	Mrs. Madhumita Ganguli$	Non- Executive Independent Director	Member	6	5
3.	Mr. Ankur Nand Thadani$	Non- Executive Non- Independent Director	Member	6	3
4	Mr. Anil Rai Gupta#	Non- Executive Non- Independent Director	Member	6	1

Sr. No.	Name	Category	Designation	No. of Meetings Held	No. of Meetings Attended
5	Mr. Hari Krishan Agarwal*	Chairman and Managing Director	Chairman	6	1
6	Mr. Nikhil Aggarwal*	Whole-time Director and CEO	Member	6	1
7	Ms. Ambika Wadhwa*	Head HR	Member	6	1
8	Mr. Raman Chawla*	Chief Financial Officer	Member	6	1
9	Mr. Mayank Bajpai*	Representative- TPG group	Member	6	1
10	Mr. Piyush Singh*	Chief Strategy Officer	Member	6	1

$ Appointed as the Chairman/Member of the Committee w.e.f 17th November, 2021.
# Appointed as the member of the committee w.e.f 17th November, 2021 and ceased to be the member of the Committee w.e.f. 10th December, 2021
* Ceased as the Chairman/member of the Committee w.e.f. 17th November, 2021

B. Terms of Reference:

The terms of reference of the Nomination and Remuneration Committee, inter alia, includes the following:

(1) Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board of Directors of the Company (the Board or Board of Directors) a policy relating to the remuneration of the Directors, key managerial personnel and other employees (Remuneration Policy).

The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:

(i) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully

(ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

(iii) remuneration to Directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short- and long-term performance objectives appropriate to the working of the Company and its goals.

(2) For every appointment of an independent Director, evaluating the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, preparing a description of the role and capabilities required of an independent Director. The person recommended to the Board for appointment as an independent Director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Nomination and Remuneration Committee may: (a) use the services of an external agencies, if required; (b) consider candidates from a wide range of backgrounds, having due regard to diversity; and (c) consider the time commitments of the candidates

(3) Formulation of criteria for evaluation of independent Directors and the Board

(4) Devising a policy on Board diversity

(5) Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and carrying out evaluation of every Director's performance (including independent Director)

(6) Deciding 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

(7) Determining the Company's policy on specific remuneration packages for executive Directors including pension rights and any compensation payment, and determining remuneration packages of such Directors

(8) Recommending to the Board, all remuneration, in whatever form, payable to senior management and other staff, as deemed necessary

(9) Carrying out any other functions required to be carried out by the Nomination and Remuneration Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time

(10) Reviewing and approving the Company's compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws

(11) Perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, if applicable

(12) Frame suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, and

(13) Perform such other activities as may be delegated by the Board or specified/ provided under the Companies Act, 2013 to the extent notified and effective, as amended or by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended or by any other applicable law or regulatory authority.

C. Performance evaluation criteria for Independent Directors

As per the provisions of Section 178 of the Companies Act, 2013 and Regulation 17 of the SEBI Listing Regulations 2015, the Nomination and Remuneration Committee and Board of Directors of the Company has approved the Evaluation Policy of the Company for evaluation of performance of Board, its Committees and individual Directors including Independent Directors.

The said Policy provides certain parameters like professional qualification and appropriate experience in various fields like marketing, finance, risk management, communication with other Board members, effective participation, compliance with code of conduct, exercise his/her own judgement and views openly which is in compliance with applicable laws. The performance evaluation of the Independent Directors includes the fulfillment of the independence criteria as specified and independence from the management, their performance and how constructively they contribute in Boards' deliberations etc. The brief about the performance evaluation carried out for the financial year 2021-22 is provided in the Board's Report of this Annual Report.

3.3. Stakeholders' Relationship Committee:

A. Composition, Meetings of the Committee and Attendance

The Board of Directors have constituted the Stakeholders' Relationship Committee in its meeting held on 17th November, 2021 and the same is in conformance with the requirements of Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI Listing Regulations 2015. The Committee comprises of three members including one Independent Director and the Chairman is a Non-executive Non-Independent Director. The Company Secretary acts as the secretary to the said Committee.

During the Financial Year 2021-22, 1 (One) Stakeholders' Relationship Committee meeting was held on 26th March, 2022.

The composition of the Stakeholders' Relationship Committee and attendance of the members at its meeting are as follows:

Sr. No.	Name	Category	Designation	No. of Meetings Held	No. of Meetings Attended
1.	Mr. Ankur Nand Thadani	Non-Executive Non- Independent Director	Chairman	1	1
2.	Mr. Nikhil Aggarwal	Whole-time Director and CEO	Member	1	1
3.	Mr. Jai Kumar Garg	Non-Executive Independent Director	Member	1	1

B. Name and designation of Compliance Officer

Ms. Archana Maini, General Counsel and Company Secretary is the Compliance Officer of the Company.

C. Terms of Reference:

(1) Resolving the grievances of the security holders of the Company including complaints related to transfer of shares or debentures, including non-receipt of share or debenture certificates and review of cases for refusal of transfer / transmission of shares and debentures, non-receipt of annual report or balance sheet, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings etc. and assisting with quarterly reporting of such complaints

(2) Review of measures taken for effective exercise of voting rights by shareholders

(3) Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities

(4) Giving effect to all transfer/transmission of shares and debentures, dematerialisation of shares and rematerialisation of shares, split and issue of duplicate/consolidated share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time

(5) Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the registrar and

share transfer agent of the Company and to recommend measures for overall improvement in the quality of investor services

(6) Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company; and

(7) Carrying out such other functions as may be specified by the Board from time to time or specified/provided under the Companies Act or SEBI Listing Regulations, or by any other regulatory authority.

D. Shareholder Grievance Redressal

Shareholder's Complaint Received	Opening Balance	Received	Not Solved	Pending
NIL	NIL	NIL	NIL	NIL

3.4. Risk Management Committee

A. Composition, Meetings of the Committee and Attendance

The Board of Directors has constituted the Risk Management Committee in its meeting held on 17th November, 2021 and the same is in conformance with the requirements of Regulation 21 of the SEBI Listing Regulations 2015, which comprises of five members with three Board members including one Independent Director. The Company Secretary acts as the secretary to the said committee.

During the Financial Year 2021-22, 1 (One) Risk Management Committee Meeting was held on 26th March, 2022.

The constitution of the Risk Management Committee and attendance of the members at its meetings is as under:

Sr. No.	Name	Category	Designation	No. of Meetings Held	No. of Meetings Attended
1.	Mr. Anil Kumar Chanana	Non-Executive Independent Director	Chairperson	1	1
2.	Mr. Nitin Savara	Non-Executive Independent Director	Member	1	1
3.	Mr. Nikhil Aggarwal	Whole-time Director and CEO	Member	1	1
4.	Mr. Raman Chawla	Chief Financial Officer	Member	1	1
5.	Mr. Piyush Singh	Chief Strategy Officer	Member	1	1

B. Terms of Reference:

The terms of reference of the Risk Management Committee is as under:

i. Frame a detailed risk management plan and policy, which shall include a framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, or any other risk as may be determined by the committee; (b) measures for risk mitigation including systems and processes for internal control of identified risks; (c) business continuity plan.

ii. Oversee implementation / monitoring of risk management plan and policy, including evaluating the adequacy of risk management systems.

iii. Validate the process of risk management. and ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company.

iv. Validate the procedure for risk minimisation.

v. Periodically review and evaluate the risk management policy and practices with respect to risk assessment and risk management processes at least once in two years, including by considering the changing industry dynamics and evolving complexity.

vi. Continually obtain reasonable assurance from management that all known and emerging risks have been identified and mitigated or managed, and to keep the Board of Directors informed about the nature and content of its discussions, recommendations and actions to be taken.

vii. Review of development and implementation of a risk management policy including identification therein of element of risk.

viii. Review of cyber security and related risks.

ix. Carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification as may be applicable, and to coordinate its activities with other committees in instances where there is any overlap with the activities of such committees as per the framework laid down by the Board.

x. The appointment, removal and terms of remuneration of the chief risk officer, if any, shall be subject to review by the Risk Management Committee.

3.5. Corporate Social Responsibility (CSR) Committee:

A. Composition, Meetings of the Committee and Attendance

The Board of Directors in its meeting held on 5th April, 2019 constituted CSR Committee and further reconstituted the same on 9th February, 2021 and thereafter on 17th November, 2021 in conformance with the requirements of Section 135 of the Companies Act, 2013, which comprises of three Directors including one Independent Director. The Company Secretary acts as the secretary to the said committee.

During the Financial Year 2021-22, 2 (Two) CSR Committee Meetings were held on 13th August, 2021 and 26th March, 2022.

The constitution of the CSR Committee and attendance of the members at its meetings is as under:

Sr. No.	Name	Category	Designation	No. of Meetings Held	No. of Meetings Attended
1.	Mrs. Madhumita Ganguli#	Non-Executive Independent Director	Chairperson	2	1
2.	Mr. Nikhil Aggarwal*	Whole-time Director and CEO	Member	2	2
3.	Mr. Hari Krishan Agarwal**	Chairman and Managing Director	Member	2	1
4.	Mr. Anil Rai Gupta#	Non-Executive Non- Independent Director	Member	2	Nil

*Ceased as Chairman of the Committee w.e.f. 17th November, 2021 and continued as the member of the Committee

**Ceased as Member of the Committee w.e.f.17th November, 2021

#Appointed as Chairperson/Member of the Committee w.e.f 17th November, 2021.

B. Terms of Reference:

The terms of reference of the CSR Committee is as under:

(a) formulate and recommend to the Board, a "corporate social responsibility policy" which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013 and the rules made there under, as amended, monitor the implementation of the same from time to time, and make any revisions therein as and when decided by the Board

(b) identify corporate social responsibility policy partners and corporate social responsibility policy programmes

(c) review and recommend the amount of expenditure to be incurred on the activities referred to in clause (a) and the distribution of the same to various corporate social responsibility programs undertaken by the Company

(d) delegate responsibilities to the corporate social responsibility team and supervise proper execution of all delegated responsibilities

(e) review and monitor the implementation of corporate social responsibility programmes and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programme

(f) any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the Board or as may be directed by the Board, from time to time, and

(g) exercise such other powers as may be conferred upon the Corporate Social Responsibility Committee in terms of the provisions of Section 135 of the Companies Act.

3.6. Finance Committee

A. Composition, Meetings of the Committee and Attendance

The Board of Directors has constituted the Finance Committee in its meeting held on 30th May, 2022 to expedite the day to day affairs of the Company which are in routine nature. The committee functions within the approved framework and on the directions of the Board of Directors. The Company Secretary shall act as secretary to the Committee.

The composition of the Finance Committee is as follows:

Sr. No.	Name	Category	Designation
1.	Mr. Hari Krishan Agarwal	Chairman and Managing Director	Chairman
2.	Mr. Nikhil Aggarwal	Whole-time Director and CEO	Member
3.	Mr. Raman Chawla	Chief Financial Officer	Member
4.	Mr. Piyush Singh	Chief Strategy Officer	Member

B. Terms of Reference:

The terms of reference of the Finance Committee as authorised by the Board of Directors of the Company are as under:

1. To open and operate any bank account like imprest account; current account; CC account; working capital account, deposit account.
2. Change in signatory for the operation of the said bank accounts.
3. Authorized to accept, sign or execute the sanctions letters or any other agreement or document with any Bank or financial Institution and to do all other acts deeds in relation to availing Bank borrowings/Credit Facility (Fund Based/Non Fund Based)/Channel Financing Facilities or any other banking facilities upto a sum of ₹350 crore subject to the ceiling as prescribed by the Companies Act, 2013
4. For Issuing commercial papers within the above limit of ₹350 crores and execution of documents
5. To authorize any person to appear and to sign any paper or document in relation to any legal matter including authority to appoint advocate etc.
6. To authorize any person to appear and to apply & sign any document under Sales Tax Act, Vat Act; Central Excise, GST; Pollution Acts, Industrial Act, Provident Fund Act, Employee State Insurance Act or any other state or Central Act or to represent the Company in any of the Government or Semi Government Department.
7. To create security or provide guarantee in relation to availing Bank borrowings/Credit Facility (Fund Based/Non Fund Based)/Channel Financing Facilities or any other banking facilities

3.7. Internal Complaints Committee

A. Composition of the Committee

The Board of Directors have re-constituted the Internal Complaints Committee in its meeting held on 10th December, 2021 pursuant to the provisions of Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013 to provide safety and protection to the women employees of the Company.

The constitution of the Committee as on 31st March, 2022 is as follows:

Sr. No.	Name	Category	Designation
1.	Ms. Ambika Wadhwa	Country Head HR	Presiding Officer
2.	Mr. Piyush Singh	Chief Strategy Officer	Member
3.	Ms. Prerna Aggarwal	Chief Marketing Officer	Member
4.	Ms. Archana Maini	General Counsel and Company Secretary	Member
5.	Ms. Vijaya Sampath	External Member	Member

3.8. IPO Committee

A. Composition, Meetings of the Committee and Attendance

The Board had constituted an IPO Committee in its meeting held on 17th November, 2021 and was authorised on behalf of the Board to carry out such deeds and actions as may be required for the IPO, including negotiating, finalizing and executing all such documentation and agreements as may be necessary and appropriate.

During the Financial Year 2021-22, 1 (One) IPO Committee Meeting was held on 24th December, 2021.

The constitution of the IPO Committee and attendance of the members at its meetings is as under:

Sr. No.	Name	Category	Designation	No. of Meetings Held	No. of Meetings Attended
1.	Mr. Nikhil Aggarwal	Whole-time Director and CEO	Chairman	1	1
2.	Mr. Ankur Nand Thadani	Non Executive Non Independent Director	Member	1	1
3.	Mr. Nitin Savara	Non-Executive Independent Director	Member	1	1

The Company got listed its Equity shares on National Stock Exchange of India Limited and BSE Limited, w.e.f 9th May, 2022.

B. Terms of Reference:

(1) To decide, negotiate and finalise the pricing, the terms of the offer of the equity shares having face value of Rs.5 of the Company ("Equity Shares") and all other related matters, in consultation with the Book Running Lead Manager[s] appointed in relation to the Issue ("BRLMs").

(2) taking on record the number of Equity Shares sought to be issued, and/or reservation on a competitive basis, and/or any rounding off in the event of any oversubscription and/or any discount to be offered to retail individual bidders or eligible employees participating in the Offer and all the terms and conditions of the Offer, including without limitation timing, opening and closing dates of the Offer, price band, allocation/allotment to eligible persons pursuant to the Offer, including any anchor investors, and to accept any amendments, modifications, variations or alterations thereto.

(3) to appoint, instruct and enter into agreements with the BRLMs, and in consultation with BRLMs appoint and enter into agreements with intermediaries, co-managers, underwriters, syndicate members, brokers, escrow collection bankers, auditors, independent chartered accountants, refund bankers, registrar, grading agency, industry expert, legal counsels, depositories, custodians, credit rating agencies, printers, advertising agency(ies), and any other agencies or persons (including any successors or replacements thereof) whose appointment is required in relation to the Offer and to negotiate and finalize the terms of their appointment, including but not limited to execution of the mandate letters and offer agreement with the BRLMs, and the underwriting agreement with the underwriters, and to terminate agreements or arrangements with such intermediaries.

(4) to make any alteration, addition or variation in relation to the Offer, in consultation with the BRLMs or SEBI or such other authorities as may be required.

(5) to finalise, settle, approve, adopt and arrange for submission of the draft red herring prospectus ("DRHP"), the red herring prospectus ("RHP"), the prospectus ("Prospectus"), the preliminary and final international wrap and any amendments, modifications, supplements, notices, clarifications, reply to observations, addenda or corrigenda thereto, to any appropriate government and regulatory authorities, respective stock exchanges where the Equity Shares are proposed to be listed ("Stock Exchanges"), the Registrar of Companies, Delhi & Haryana at New Delhi ("Registrar of Companies").

(6) to invite the existing shareholders of the Company to participate in the Offer to offer for sale Equity Shares held by them at the same price as in the Offer.

(7) to take all actions as may be necessary and authorised in connection with the offer for sale and to approve and take on record the approval of the selling shareholder(s) for offering their Equity Shares in the offer for sale and the transfer of Equity Shares in the offer for sale and the quantum in terms of the [number of

Equity Shares/amount] offered by the selling shareholder(s) in the offer for sale, and to allow revision of the offer for sale portion in case any selling shareholder(s) decides to revise it, in accordance with applicable laws.

(8) to issue advertisements in such newspapers and other media as it may deem fit and proper, in consultation with the relevant intermediaries appointed for the Offer in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI (ICDR) Regulations"), Companies Act, 2013, as amended and other applicable laws.

(9) to decide the total number of Equity Shares to be reserved for allocation to eligible categories of investors, if any, and on permitting existing shareholders to sell any Equity Shares held by them.

(10) to open with the bankers to the Offer such accounts as may be required by the regulations issued by SEBI, including to open separate escrow accounts as the escrow account to receive application monies from anchor investors/underwriters in respect of the bid amounts, a bank account as the refund account for handling refunds in relation to the Offer and in respect of which a refund, if any will be made, and an account with the bankers to the Offer to receive application monies in relation to the Offer in terms of Section 40(3) of the Companies Act, 2013, as amended, and to authorise one or more officers of the Company to execute all documents or deeds as may be necessary in this regard.

(11) to do all such deeds and acts as may be required to dematerialise the Equity Shares and to sign and/or modify, as the case may be, agreements and/or such other documents as may be required with the Central Depository Services (India) Limited, National Securities Depository Limited, registrar and transfer agents and such other agencies, as may be required in this connection, with power to authorise one or more officers of the Company to execute all or any such documents.

(12) to negotiate, finalise, sign, execute and deliver or arrange the delivery of the offer agreement, syndicate agreement, cash escrow and sponsor bank agreement, underwriting agreement, agreements with the registrar to the Offer and the advertising agency(ies) and all other agreements, documents, deeds, memorandum of understanding and other instruments whatsoever, and any notices, supplements, addenda and corrigenda thereto, with the registrar to the Offer, legal advisors, auditors, Stock Exchanges, BRLMs and other agencies/ intermediaries in connection with Offer with the power to authorize one or more officers of the Company to execute all or any of the aforesaid documents.

(13) to make any applications, seek clarifications, obtain approvals and seek exemptions, if necessary, from the Stock Exchange, the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), Registrar of Companies and such other statutory and governmental authorities in connection with the Offer, as required by applicable law, and to accept, on behalf of the Board, such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, exemptions, permissions and sanctions as may be required, and wherever necessary, incorporate such modifications / amendments as may be required in the DRHP, RHP and the Prospectus.

(14) to make in-principle and final applications for listing and trading of the Equity Shares on one or more stock exchanges, to execute and to deliver or arrange the delivery of the necessary documentation to the Stock Exchanges and to take all such other actions as may be necessary in connection with obtaining such listing.

(15) to determine and finalize, in consultation with the BRLMs, the bid opening and bid closing dates (including bid opening and bid closing dates for anchor investors), the floor price/the price band for the Offer (including the anchor investor offer price) and minimum bid lot for the purpose of bidding, any revision to the price band and the final Offer price after bid closure, and to finalize the basis of allotment and to credit Equity Shares to the demat accounts of the successful allottees in accordance with applicable laws, and undertake other matters in connection with or incidental to the Offer, including determining the anchor investor portion, in accordance with the SEBI (ICDR) Regulations.

(16) to issue receipts/allotment advice/confirmation of allocation notes either in physical or electronic mode representing the underlying Equity Shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more stock exchange(s), with power to authorise one or more officers of the Company to sign all or any of the aforementioned documents.

(17) to approve the code of conduct, suitable insider trading policy, whistle blower/vigil mechanism policy, risk management policy and other corporate governance requirements considered necessary by the Board or the IPO Committee or as required under applicable law.

(18) to seek, if required, the consent and waivers of the parties with whom the Company has entered into various commercial and other agreements such as Company's lenders and/or lenders to the subsidiaries of the Company, if applicable, joint venture partners, industry data provider, all concerned governmental and regulatory authorities in India or outside India, and any other consents that may be required in connection with the Offer in accordance with the applicable laws.

(19) to determine the price at which the Equity Shares are allocated/transferred to investors in the Offer in accordance with applicable regulations in consultation with the BRLMs and/or any other advisors, and determine the discount, if any, proposed to be offered to eligible categories of investors.

(20) to settle all questions, difficulties or doubts that may arise in relation to the Offer, as it may in its absolute discretion deem fit.

(21) to do all acts and deeds, and execute all documents, agreements, forms, certificates, undertakings, letters and instruments as may be necessary for the purpose of or in connection with the Offer.

(22) to authorize and approve the incurring of expenditure and payment of fees, commissions, brokerage, expenses and remuneration in connection with the Offer.

(23) to withdraw the DRHP or RHP or to decide not to proceed with the Offer at any stage, if deemed necessary, in consultation with the BRLMs and in accordance with the SEBI ICDR Regulations and applicable laws.

(24) to submit undertaking/certificates or provide clarifications to the SEBI, Registrar of Companies and the relevant stock exchange(s) where the Equity Shares are to be listed; and

(25) to authorize and empower officers of the Company (each, an "Authorized Officer(s)"), for and on behalf of the Company, to execute and deliver, on a several basis, any agreements and arrangements as well as amendments or supplements thereto that the Authorized Officer(s) consider necessary, appropriate or advisable, in connection with the Offer, including, without limitation, engagement letter(s), memoranda of understanding, the listing agreement(s) with the stock exchange(s), the registrar's agreement and memorandum of understanding, the depositories' agreements, the offer agreement with the BRLMs (and other entities as appropriate), the underwriting agreement, the syndicate agreement with the BRLMs and syndicate members, the cash escrow and sponsor bank agreement, confirmation of allocation notes, allotment advice, placement agents, registrar to the Offer, bankers to the Company, managers, underwriters, escrow agents, accountants, auditors, legal counsel, depositories, advertising agency(ies),syndicate members, brokers, escrow collection bankers, auditors, and all such persons or agencies as may be involved in or concerned with the Offer, if any, and to make payments to or remunerate by way of fees, commission, brokerage or the like or reimburse expenses incurred in connection with the Offer by the BRLMs and to do or cause to be done any and all such acts or things that the Authorized Officer(s) may deem necessary, appropriate or desirable in order to carry out the purpose and intent of the foregoing resolutions for the Offer; and any such agreements or documents so executed and delivered and acts and things done by any such Authorized Officer(s) shall be conclusive evidence of the authority of the Authorized Officer and the Company in so doing.

4. Remuneration of Directors

(i) All pecuniary relationship or transactions of the Non-Executive Directors vis-à-vis the Company:

There is no pecuniary relationship or transactions made with the Non-executive, Non-Independent Director(s) of the Company. However the Company paid Sitting Fee and Commission to the Independent Directors as given in the below mentioned table.

(ii) Criteria of making payments to Non-Executive Directors:

The criteria for making payments to Non-executive Directors is available on the website of the Company i.e. www.campusactivewear.com under 'Investor Relations' section.

(iii) Disclosures with respect to Remuneration/Sitting Fee paid

a) Details of remuneration/sitting fee paid to Directors during the Financial Year 2021-22 are given below:

(₹ in Millions)

Sr. No.	Name and Designation	Sitting Fee (A)	Salary (B)	Perquisites (C)	Commission (D)	Total (A+B+C+D)
1.	Mr. Hari Krishan Agarwal (Chairman and Managing Director)	-	44.78	-	9.45*	54.22
2.	Mr. Nikhil Aggarwal (Whole-time Director and CEO)	-	14.83	-	4.91*	19.74
3	Mr. Anil Kumar Chanana (Non-Executive, Independent Director)	1.30	-	-	0.50	1.80
4	Mrs. Madhumita Ganguli (Non-Executive, Independent Director)	1.50	-	-	0.50	2.00
5	Mr. Jai Kumar Garg (Non-Executive, Independent Director)	0.50	-	-	0.50	1.00
6	Mr. Nitin Savara (Non-Executive, Independent Director)	1.60	-	-	0.50	2.10
7	#Mrs. Vinod Aggarwal (Director)	-	6.05	--	-	6.05
8	#Mr. Nirmal Kumar Minda (Non-Executive, Independent Director)	0.40	-	-	-	0.40

Notes:

1. # Mrs. Vinod Aggarwal and Mr. Nirmal Kumar Minda had resigned w.e.f 24th September, 2021 and 11th December, 2021, respectively.
2. Sitting Fees represents payment to the Non-executive Independent Directors for attending Meetings of the Board and Committees thereof held during the tenure of office of Director.
3. As per the amendment to the Income Tax Act, 1961, Income Tax at Source was deducted.
4. *Includes incentive for the period 1st April, 2021 to 9th December, 2021.

b) Service Contract, Severance Fees and Notice Period of the Executive Directors:

The appointment/re-appointment of the Executive Directors is governed by the resolutions recommended by the Nomination and Remuneration Committee and approved by the Board and the Shareholders of the Company, as the case may be, which cover the terms and conditions of such appointment read with the service rules of the Company. A separate Service Contract is entered into by the Company with Executive Directors. No notice period or severance fees is paid or payable to any Director.

c) No Stock Options issued at a discount as well as the period over which accrued and over which exercisable.

5. General Body Meetings

A. Location and time, where last three Annual General Meetings held and Special resolution passed there at:

Day, Date and time of AGM	Venue	Details of Special Resolution passed
Friday, 24th September, 2021 at 12:30 PM	Through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") at D-1, Udyog Nagar, Main Rohtak Road, New Delhi-110041	1. Amendment of Employee Stock Option Plan 2021
Wednesday, 11th November, 2020 at 4:45 PM	Through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") at D-1, Udyog Nagar, Main Rohtak Road, New Delhi-110041	Nil
Friday, 27th September, 2019 at 12:00 Noon	D-1, Udyog Nagar, Main Rohtak Road, New Delhi-110041	1. Increase in Authorised Share Capital

B. Details of the special resolution passed last year through postal ballot and details of voting pattern

There is no special resolution passed last year through Postal Ballot.

C. Details of the special resolution proposed to be conducted through postal ballot and procedure for postal ballot:

During the financial year 2021-22 and to the date of this report there is no special resolution proposed to be conducted through Postal Ballot.

6. Means of Communication

A. Quarterly Results :

Prior intimation of the Board Meetings to consider and approve Unaudited / Audited Financial Results of the Company are given to the Stock Exchanges and also disseminated on the website of the Company at www.campusactivewear.com. After the aforesaid Financial Results are approved by the Board, the same are intimated to the Stock Exchanges in compliance of the SEBI Listing Regulations.

B. Newspapers wherein results normally published:

The Financial Results are normally published in Economic Times (English Edition) and Navbharat Times (Hindi Edition) for the quarter and year ended on 31st March, 2022 were published in Mint (English Edition) and Hindustan (Hindi Edition).

C. Website, where displayed:

The financial results were promptly submitted to the Stock Exchanges for display on their respective websites and are also available on the Company's website at www.campusactivewear.com under the 'Investor Relations' section.

D. Official news releases:

The Company regularly publishes an information update on its financial results and also displays official news releases in the Investor Relations section on its website at www.campusactivewear.com.

E. Presentations made to institutional investors or to the analysts:

The Company holds analysts calls in each quarter, to apprise and make public the information relating to the Company's working and future outlook. The presentations on financial results to analysts or institutional investors are placed on the Company's website at www.campusactivewear.com.

7. General Shareholder Information

A. Annual General Meeting- day, date, time and Venue

14th Annual General Meeting
Day: Friday
Date: 18th November, 2022
Time : 11:00 AM IST
Venue: Through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM").
Registered Office: D-1, Udyog Nagar, Main Rohtak Road, New Delhi-110041

B. Financial Year:

The Financial Year of the Company starts from 1st April, of a year and ends on 31st March, of the following year.

C. Dividend Payment Date:

During the financial year 2021-22, the Company has not declared any dividend.

D. The name and address of each stock exchange(s) at which the listed entity's securities are listed);

The Equity Shares of the Company got listed w.e.f 9th May, 2022 at:

National Stock Exchange of India Limited (NSE)	BSE Limited (BSE)
"Exchange Plaza", 5th Floor, Plot No. C-1, Block G, Bandra- Kurla Complex, Bandra (E), Mumbai – 400 051	Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001

E. Stock Code

NSE	BSE	ISIN
CAMPUS	543523	INE278Y01022

F. Market Price Data: Since the Equity shares of the Company were listed on BSE Limited & National Stock Exchange of India Limited w.e.f 9th May, 2022, the monthly high & low prices and volumes of the equity shares of the Company at NSE and BSE during the Financial year 2021-22 are Not Applicable.

G. Performance in comparison to broad-based indices such as BSE sensex, CRISIL Index etc; is

Not Applicable, as the Equity shares of the Company were listed on BSE Limited & National Stock Exchange of India Limited w.e.f 9th May, 2022.

H. In case the securities are suspended from trading, the Directors Report shall explain the reason thereof:

Not applicable.

I. Registrar to an issue and share transfer agents:

Name	Link Intime India Private Limited
Address	Noble Heights, 1st Floor, Plot No. NH2, LSC C-1 Block, Near Savitri Market, Janakpuri New Delhi- 110058
Telephone No.	+91-11- 49411000
E-mail Address	vinay.kumar@linkintime.co.in
Website	www.linkintime.co.in

J. Share transfer system:

Trading in equity shares of the Company through recognised Stock Exchanges can be done only in dematerialised form.

In case of request for dematerialisation of shares, confirmation of dematerialisation is sent to the respective depository i.e. National Securities Depository Limited (NSDL) or Central Depository Services (India) Limited (CDSL), expeditiously.

K. Distribution of Shareholding:
***Shareholding by category as on 31st March, 2022:**

Category of Shareholders	Number of shareholders	No. of Shares	% of Shareholding
Promoters and Promoter Group			
Individuals	4	22,58,33,904	74.21
Bodies Corporate/Trusts	2	1,21,75,100	4.00
Public			
Foreign Companies	1	5,23,07,692	17.19
Indian Companies	2	1,22,66,492	4.03
Individuals	7	17,42,816	0.57
Total	**16**	**30,43,26,004**	**100**

*Pre-IPO Shareholding Pattern, as the Company obtained the listing approval from BSE Limited and National Stock Exchange of India Limited w.e.f 9th May, 2022.

L. Dematerialization of shares and liquidity:

The Equity shares of the Company got listed w.e.f 9th May, 2022 and the trading in Equity Shares of the Company is permitted only in dematerialised form. The Company's Equity Shares are amongst the most liquid and actively traded shares on the Stock Exchanges.

M. Outstanding global depository receipts or American depository receipts or warrant Or any convertible instruments, conversion date and likely impact on equity:

As on 31st March, 2022, there are no GDRs/ ADRs/ Warrants outstanding.

N. Commodity price risk or foreign exchange risk and hedging activities:

The Company has in place Risk Management framework in order to mitigate foreign exchange risk. When required forward contracts are also used to cover these exposures.

O. Plant locations:

There are five Plants located at:-

1. Dehradun, Himachal Pradesh
2. Baddi Unit I, Himachal Pradesh
3. Baddi Unit II, Himachal Pradesh
4. Haridwar
5. Ganaur

P. Address for correspondence.

Name of the Company	Campus Activewear Limited (Formerly known as Campus Activewear Private Limited)
Name and Designation of the Contact Person	Ms. Archana Maini General Counsel and Company Secretary
Address	D-1, Udyog Nagar, Main Rohtak Road New Delhi-110041
Telephone No.	+91-11-43272500
E-mail Address	investors@campusshoes.com

Q. List of all credit ratings obtained along with any revisions thereto during the relevant financial year:

The Company has not issued any debt instruments or non-convertible securities. However, in May, 2021, it has received long term issuer ratings of IND A+ from India Ratings and Research with a Stable outlook. In July, 2022, India Ratings and Research has revised Company's Outlook to Positive from Stable while affirming the Long-Term Issuer Rating at 'IND A+.

Whereas in May, 2021 CRISIL rating on the long-term bank facilities of the Company was CRISIL A with Positive outlook, which was upgraded in July, 2022, on the long term bank facilities to CRISIL A+ and Stable outlook and reaffirmed the 'CRISIL A1' rating on the short-term facility.

Further, the details on credit ratings are available on the website of the Company at www.campusactivewear.com under the Investor Relations Section.

R. Annual Fee

a. **Payment of Listing Fee:** The annual listing fee for the financial year 2022-23 has been paid by the Company to both the stock exchanges within stipulated time.

b. **Payment of Depository Fee:** Annual Custody fee for the financial year 2022-23 has been paid by the Company to Central Depository Services Limited (CDSL) and National Securities Depository Limited (NSDL) within the stipulated time.

8. OTHER DISCLOSURES

a) Disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large:

During the Financial Year 2021-22, there was no materially significant Related Party Transactions with the Company's Directors, Promoters, the KMPs, management or their relatives that may have potential conflict with the interests of the Company at large. All related party transactions entered into during the year were on arm's length basis, in the ordinary course of business and were in compliance with the applicable provisions of the Companies Act, 2013 and SEBI Listing Regulations 2015.

Members may refer to the disclosure of transactions with related parties in accordance with IND AS -24 as given in Note No. 39 on Accounts of the Revised Standalone Financial Statement for the financial year ended 31st March, 2022.

b) Details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the Board or any statutory authority, on any matter related to capital markets, during the last three years:

The Company has not been penalized, nor have the stock exchanges, or the Board or any statutory authority imposed any strictures, during the last three years, on any matter relating to capital markets.

Further, the Equity shares of the Company were listed on BSE Limited & National Stock Exchange of India Limited w.e.f 9th May, 2022.

c) Details of establishment of vigil mechanism, Whistle Blower Policy and affirmation that no personnel has been denied access to the Audit Committee:

The Company has established a Vigil Mechanism/Whistle Blower Policy pursuant to the provisions of Section 177 of the Companies Act, 2013 and rules made thereunder as amended from time to time and Regulation 22 of the SEBI Listing Regulations for its Directors and Employees to report the genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. During the year under report, no Director or Employee has been denied access to the Audit Committee.

The Vigil Mechanism / Whistle Blower Policy is available on the website of the Company i.e. www.campusactivewear.com

d) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:

The Company has fully complied with the mandatory requirements of SEBI Listing Regulations, to the extent applicable.

e) Web link where policy for determining 'material' subsidiaries is disclosed:

The Policy for determining 'material' subsidiaries is available on the website of the Company under "Codes and Policies" in the Investor Relations section and can be accessed at https://www.campusactivewear.com/sites/default/files/2022-10/Policy%20for%20Determining%20Material%20Subsidiaries%20Final.pdf

f) Web link where policy on dealing with related party transactions:

The Policy on dealing with Related Party Transactions is available on the website of the Company under "Codes and Policies" in the Investor Relations section and can be accessed at https://www.campusactivewear.com/sites/default/files/2022-08/Policy%20on%20Related%20Party%20Transactions.pdf

g) Disclosure of commodity price risks and commodity hedging activities:

The Company has in place Risk Management framework in order to mitigate foreign exchange risk. When required forward contracts are also used to cover these exposures.

h) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A).

The Company has not raised funds through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) of SEBI Listing Regulations.

i) Certificate from the Company Secretary in practice that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.

On the basis of written representations/ declaration received from the Directors, as on 31st March, 2022, M/s. Pooja Anand & Associates, Company Secretaries, have issued a Certificate confirming that none of the Directors on Board of the Company has been debarred or disqualified from being appointed or continuing as Director of Companies by SEBI/ Ministry of Corporate Affairs (MCA)or any such authority is annexed as **Annexure-IV**.

j) **Where the Board had not accepted any recommendation of any committee of the Board which is mandatorily required, in the relevant financial year, the same to be disclosed along with reasons thereof:**

During the financial year 2021-22, there was no case that the Board had not accepted any recommendation of any Committee of the Board which is mandatorily required. Hence, no disclosure is required in this regard.

k) **Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/ network entity of which the statutory auditor is a part.**

Details relating to fees paid to the Statutory Auditors are given under the Note No. 34 of the Revised Consolidated Financial Statements for the financial year ended 31st March, 2022, which is a part of this Annual Report.

l) **Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

a. number of complaints filed during the financial year : NIL

b. number of complaints disposed off during the financial year : NIL

c. number of complaints pending as on end of the financial year: NIL

m) **Disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/ companies in which Directors are interested by name and amount':** Refer Note No. 39 of the Revised Standalone Financial Statements for the year ended 31st March, 2022.

n) **The Company has complied with the requirements of Corporate Governance Report as mentioned in sub paras (2) to (10) of Schedule V of the SEBI Listing Regulations 2015, to the extend as applicable to the Company.**

9. Compliance of the Discretionary Requirements

(a) **The Board:** As the Chairman of the Company is an Executive Chairman, hence the provision on entitlement of Chairperson's office at the expense of the Company in case of a Non-Executive Chairperson is not applicable.

(b) **Shareholder's Rights:** The Company uploads its Quarterly, half yearly and Annual Results, shareholding information, statutory communications to stock exchanges, press releases and presentations on its website i.e. www.campusactivewear.com which is accessible to all. The Results are also reported to Stock Exchanges and published in National newspapers in English and Hindi newspapers having wide circulation.

(c) **Modified opinion(s) in audit report:** The Company already has a regime of un-qualified financial statements. The Auditors have issued an unmodified opinion on the Financial Statements of the Company.

(d) **Separate posts of Chairperson and CEO:** Presently, Mr. Hari Krishan Agarwal is the Chairman and Managing Director and Mr. Nikhil Aggarwal is the Whole-time Director and CEO of the Company.

(e) **Reporting of Internal Auditor:** The Internal Auditors of the Company directly reports to the Audit Committee.

10. DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/UNCLAIMED SUSPENSE ACCOUNT:

The Company does not have any shares in the demat suspense account or unclaimed suspense account as on 31st March, 2022 and the following details as mentioned below:

(a) aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year;	NIL
(b) number of shareholders who approached listed entity for transfer of shares from suspense account during the year;	NIL
(c) number of shareholders to whom shares were transferred from suspense account during the year;	NIL
(d) aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year;	NIL
(e) that the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.	NIL

For and on Behalf of the Board
For **Campus Activewear Limited**
(Formerly known as Campus Activewear Private Limited)

sd/-
Hari Krishan Agarwal
Chairman and Managing Director
DIN: 00172467

Date: 23rd September, 2022
Place: New Delhi

Annexure I

DECLARATION PURSUANT TO CLAUSE D OF SCHEDULE V OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

I hereby confirm that all the Board Members and Senior Management Personnel of the Company have affirmed compliance with the Company's Code of Conduct for the financial year ended 31st March, 2022.

For and on Behalf of the Board
For **Campus Activewear Limited**
(Formerly known as Campus Activewear Pvt Ltd)

sd/-
Nikhil Aggarwal
Whole-time Director and CEO
DIN: 01877186

Date : 12th August, 2022
Place: New Delhi

Annexure II

Chief Executive Officer (CEO)/ Chief Financial Officer (CFO) certification

[Pursuant to Regulation 17(8) and Part B of Schedule II of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015

To
The Board Of Directors
Campus Activewear Limited
D-1, Udyog Nagar, Main Rohtak Road, New Delhi - 110041

We, Nikhil Aggarwal, Whole-time Director and CEO and Raman Chawla, Chief Financial Officer of Campus Activewear Limited ("the Company" or "Campus"), to the best of our knowledge and belief hereby certify that:

A. We have reviewed the Standalone and Consolidated financial statements and the cash flow statement for the financial year ended 31st March, 2022 and based on our knowledge and belief certify that:

   1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and

   2) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year ended on 31st March, 2022 which are fraudulent, illegal or violative of the Company's code of conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

D. We have indicated to the auditors and the Audit Committee: of the Board, wherever applicable:

   1) Significant changes in internal control over financial reporting during the year;

   2) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

   3) Instances of significant fraud of which we have become aware and the involvement therein, if any, of management or an employee having a significant role in the Company's internal control system over financial reporting.

	sd/-	**sd/-**
	Nikhil Aggarwal	**Raman Chawla**
Date: 23rd September, 2022	Whole-time Director and CEO	Chief Financial Officer
Place: New Delhi	DIN: 01877186	M.No. 092737

Annexure III

Corporate Governance Compliance Certificate

[Pursuant to Regulation 34(3) and Schedule V Para E of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

To
The Members
Campus Activewear Limited
(Formerly known as Campus Activewear Private Limited)

1. We have examined all the relevant records of Campus Activewear Limited ("the Company" or "Campus") CIN: L74120DL2008PLC183629 and having registered office at D-1, Udyog Nagar, Main Rohtak Road, New Delhi-110041, for the purpose of certifying compliance of the conditions of the Corporate Governance under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including amendment thereof ("SEBI Listing Regulations"), to the extent applicable, for the financial year ended 31st March, 2022. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of certification.

2. The compliance of conditions of corporate governance is the responsibility of the Management. Our examination was limited to the procedure and implementation process adopted by the Company for ensuring the compliance of the conditions of the corporate governance.

3. This certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

4. In our opinion and to the best of our information and according to our examination of the relevant records and the explanations given to us, and the representations made by the management, we certify that the Company has complied with the mandatory conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on 31st March, 2022, to the extent applicable, as the Company has obtained the listing approval from BSE Limited vide notice no. 20220506-34 and from National Stock Exchange of India Ltd. vide circular reference no. 0545/2022 both dated 6th May, 2022, w.e.f 9th May, 2022.

For Pooja Anand & Associates
Company Secretaries
Firm Registration No. P2003DE054000
PR No. : 1391/2021

sd/-
Mukul Tyagi
Partner
(FCS: 9973 , C.P. No. 16631)
UDIN : F009973D000768522

Date : 09th August, 2022
Place: New Delhi

Annexure IV

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,
The Members of Campus Activewear Limited
(Formerly known as Campus Activewear Private Limited)
D-1, Udyog Nagar, Main Rohtak Road, New Delhi-110041

We have examined the relevant registers, records, forms, returns and disclosures received from Campus Activewear Limited ("hereinafter called the Company") CIN: L74120DL2008PLC183629 and having registered office at D-1, Udyog Nagar, Main Rohtak Road, New Delhi-110041 produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10 (i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers. We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2022 has been debarred or disqualified from being appointed or continuing as Director of the Company, by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sl. No.	Name of Directors	DIN	Date of Original Appointment
1	Mr. Hari Krishan Agarwal	00172467	01/03/2017
2	Mr. Nikhil Aggarwal	01877186	24/09/2008
3	Mr. Anil Kumar Chanana	00466197	24/09/2021
4	Mrs. Madhumita Ganguli	00676830	24/09/2021
5	Mr. Anil Rai wGupta	00011892	04/09/2017
6	Mr. Ankur Nand Thadani	03566737	24/09/2021
7	Mr. Jai Kumar Garg	07434619	18/12/2021
8	Mr. Nitin Savara	09398370	17/11/2021

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 an opinion on these based on our verification of the record available and provided by the Company. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Pooja Anand & Associates
Company Secretaries
Firm Registration No. P2003DE054000
PR No. : 1391/2021

sd/-
Mukul Tyagi
Partner
(FCS: 9973 , C.P. No. 16631)
UDIN : F009973D000768533

Date : 09th August, 2022
Place: New Delhi

Independent Auditor's Report

To
The Members of
Campus Activewear Limited
(formerly known as Campus Activewear Private Limited)

Report on the Audit of the Revised Standalone Financial Statements

Opinion

We have audited the revised standalone financial statements of Campus Activewear Limited (formerly known as Campus Activewear Private Limited) (the "Company") which comprise the revised standalone balance sheet as at 31st March 2022, and the revised standalone statement of profit and loss (including other comprehensive income), revised standalone statement of changes in equity and revised standalone statement of cash flows for the year then ended, and notes to the revised standalone financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid revised standalone financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2022, and its profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Emphasis of Matter

We draw attention to note 2(a) and 51 of the revised standalone financial statements which describes the basis of preparation and Scheme of Arrangement ('the Scheme') respectively. As explained in detail therein, these revised standalone financial statements for the year ended 31st March, 2022 have been prepared pursuant to the Scheme for merger of its wholly owned subsidiary Campus AI Private Limited ("the transferor Company"), with the Company, from the specified retrospective appointed date i.e. 1st April, 2020. National Company Law Tribunal (NCLT), New Delhi Bench sanctioned the Scheme and pronounced its order on 11th August 2022, certified copy of which was received by the Company on 1st September, 2022.

As per the requirements of Appendix C to Ind AS 103 "Business Combination", the merger has been given effect to as if it has occurred from the beginning of the preceding period i.e. 1st April, 2020 in the revised standalone financial statements. Pursuant to the Scheme, all the assets, liabilities, reserves and surplus of the transferor Company have been transferred to and vested in the Company with effect from the appointed date at their carrying values and the financial information in the revised standalone financial statements has been restated from 1st April, 2020 as per requirements of Appendix C to Ind AS 103. The consequential impact of the merger on the current and deferred tax has been recognised in the profit or loss for the year ended 31st March, 2022. Further, as per the approved Scheme, securities premium of the Transferee Company has been adjusted with the debit balance of Capital Reserve.

We issued a separate auditor's report dated 30th May, 2022 on earlier standalone financial statements to the members of the Company. The aforesaid petition having been approved subsequently, the Company has now prepared revised standalone financial statements incorporating the impact of the Scheme. In accordance with the provisions of Standard on Auditing 560 (Revised) 'Subsequent Events' issued by The Institute of Chartered Accountants of India, our audit procedures, in so far as they relate to the revision to the earlier standalone financial statements, have been carried out solely on this matter and no additional procedures have been carried out for any other events occurring after 30th May, 2022 (being the date of our earlier audit report on the earlier standalone financial statements). Our earlier audit report dated 30th May, 2022 on the earlier standalone financial statements is superseded by this report on the revised standalone financial statements.

Our opinion is not modified in respect of this matter.

Key Audit Matter

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

Key audit matter	
See Note 2(b)(x) and 25 to revised standalone financial statements	
The key audit matter	**How the matter was addressed in our audit**
Revenue Recognition – fraud risk Revenue from sale of goods is recognised when control in goods is transferred to the customer and is measured net of discounts, price concessions and incentives. Standards on Auditing presume that there is a fraud risk with regard to revenue recognition. We have identified this as a key audit matter since there is a risk of revenue being overstated because of fraud, resulting from the pressure the Company may feel to achieve performance targets.	In view of the significance of the matter we applied the following audit procedures in this area, amongst others to obtain sufficient and appropriate audit evidence: a) We assessed the appropriateness of the revenue recognition accounting policies by comparing with applicable accounting standards. b) We evaluated the design, implementation and operating effectiveness of key internal controls over recognition of revenue for a sample of transactions (using random sampling). c) We performed substantive testing by selecting samples (using statistical sampling) of revenue transactions recorded during the year by testing the underlying documents which included sales invoices, shipping documents and proof of deliveries to assess whether these are recognised in the appropriate period in which control is transferred. d) We carried out analytical procedures on revenue recognised during the year to identify unusual variances. e) We tested, on a sample basis, (using random sampling) specific revenue transactions recorded before and after the financial year end date to assess is recognised in the financial period in which control is transferred. f) We tested journal entries on revenue recognised during the year, revenue selected considering specified risk-based criteria, to identify unusual items.

Other Information

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the revised standalone financial statements and our auditor's report thereon.

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

In connection with our audit of the revised standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the revised standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's and Board of Directors' Responsibilities for the Revised standalone Financial Statements

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

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

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

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

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

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

- Identify and assess the risks of material misstatement of the revised standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to revised financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.

- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of revised standalone financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the revised standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the revised standalone financial statements, including the disclosures, and whether the revised standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report on Other Legal and Regulatory Requirements

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

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

a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

c. The revised standalone balance sheet, the revised standalone statement of profit and loss (including other comprehensive income), the revised standalone statement of changes in equity and the revised standalone statement of cash flows dealt with by this Report are in agreement with the books of account.

d. In our opinion, the aforesaid revised standalone financial statements comply with the Ind AS specified under Section 133 of the Act.

e. On the basis of the written representations received from the directors as on 31st March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 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 revised financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

a. The Company does not have any pending litigations which would impact its financial position.

b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

d (i) The management has represented that, to the best of it's knowledge and belief, as disclosed in the Note 49(g) to the revised standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or

- provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(ii) The management has represented that, to the best of it's knowledge and belief, as disclosed in the Note 49(h) to the revised standalone financial statements, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:

a. directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or

b. provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(iii) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) above contain any material misstatement.

e. The Company has neither declared nor paid any dividend during the year.

C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

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

For **B S R & Associates LLP**
Chartered Accountants
Firm's Registration No.:116231W/W-100024

Ashwin Bakshi
Partner
Membership No.: 506777
ICAI UDIN:22506777AUCZZO8454

Place: New Delhi
Date: 23 September 2022

Annexure A to the Independent Auditor's Report on the Revised standalone Financial Statements of Campus Activewear Limited (formerly known as Campus Activewear Private Limited) for the year ended 31st March, 2022

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

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

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

(i) (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified in a phased manner over a period of three years. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. As informed to us, no material discrepancies noticed on such verification.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee) disclosed in the revised standalone financial statements are held in the name of the Company, except for the following which are not held in the name of the Company:

Description of property	Gross carrying value (₹ Millions)	Held in the name of	Whether promoter, director or their relative or employee	Period held- indicate range, where appropriate	Reason for not being held in the name of the Company. Also indicate if in dispute
Land- Baddi Building-Baddi	35.95 99.29	Campus AI Private Limited	NA	1st April, 2020	Properties are in the name of Campus AI Private Limited which got merged into Campus Activewear Limited (formerly known as Campus Activewear Private Limited). Refer Note 52 of revised standalone financial statement.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(ii) (a) The inventory, except goods-in-transit and stocks lying with third parties, has been physically verified by the management during the year. For stocks lying with third parties at the year-end, written confirmations have been obtained and for goods-in-transit subsequent evidence of receipts/ deliveries has been linked with inventory records. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks or financial institutions are in agreement with the books of account of the Company. The Company has not been granted any working capital limits from financial institutions.

(iii) According to the information and explanations given to us and on the basis of our examination of the records of the

Company, the Company has not made any investments, provided guarantee or security or advances in the nature of loans, secured or unsecured to companies, firms, limited liability partnership or any other parties during the year. The Company has not granted any loans, secured or unsecured to any companies, firms, limited liability partnership during the year. The Company has granted loans to its employees during the year, in respect of which the requisite information is as below.

(a) (A) Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has not provided any guarantee or security or loans or advances in the nature of loans, secured or unsecured to its subsidiaries.

(B) Based on the audit procedures carried out by us and as per the information and explanations given to us, the Company has provided loans to parties other than subsidiary:

Particulars	**Loans to employees (₹ millions)**
Aggregate amount during the year	23.33
Balance outstanding as at balance sheet date	6.89

(b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the terms and conditions of the grant of loans to employees and guarantees provided are, prima facie, not prejudicial to the interest of the Company.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given to employees, which are interest free, the repayment of principal has been stipulated and the repayments have been regular. Further, the Company has not given any advance in the nature of loan to any party during the year.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given. Further, the Company has not given any advances in the nature of loans to any party during the year.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan or advance in the nature of loan granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties.

(f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, 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.

(iv) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not given any loans or security as specified under Section 185 and 186 of the Companies Act, 2013 ("the Act"). In respect of the investments made and guarantees provided by the Company, in our opinion the provisions of Section 186 of the Act have been complied with.

(v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.

(vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act for the products manufactured by it. Accordingly, clause 3(vi) of the Order is not applicable.

(vii) (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Service Tax ('GST'), Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues have generally been regularly deposited with the appropriate authorities, though there have been slight delays in a few cases of GST, Provident Fund, Employees State Insurance and Income-Tax.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues were in arrears as at 31st March, 2022 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no statutory dues relating to Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues, which have not been deposited with the appropriate authorities on account of any dispute.

(viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

(ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans and borrowing or in the payment of interest thereon to banks or financial institutions during the year. Further, the Company did not have any outstanding loans or borrowings from any other lender during the year.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.

(c) According to the information and explanations given to us by the management, the Company has not obtained any term loans during the year. Accordingly, clause 3(ix)(c) of the Order is not applicable.

(d) According to the information and explanations given to us and on an overall examination of the revised balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) According to the information and explanations given to us and on an overall examination of the revised standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries as defined under the Act.

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries (as defined under the Act). (as defined under the Act).

(x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) Accordingly, clause 3(x)(a) of the Order is not applicable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.

(xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the course of the audit.

(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.

(xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.

(xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the revised standalone financial statements as required by the applicable accounting standards.

(xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

(b) We have considered the internal audit reports of the Company issued till date for the period under audit.

(xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.

(xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.

(b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.

(d) According to the information and explanations provided to us, there is no core investment Company within the Group (as per the provisions of the Core

Investment Companies (Reserve Bank) Directions, 2016). Accordingly, clause 3(xvi)(d) of the Order is not applicable. We have not, however, separately evaluated whether the information provided by the management is accurate and complete.

(xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the revised standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of revised balance sheet as and when they fall due within a period of one year from the revised 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) The requirements as stipulated by the provisions of Section 135 are not applicable to the Company. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For **B S R & Associates LLP**
Chartered Accountants
Firm's Registration No.:116231W/W-100024

Ashwin Bakshi
Partner
Membership No.: 506777
ICAI UDIN:22506777AUCZZO8454

Place: New Delhi
Date: 23 September 2022

Annexure B to the Independent Auditor's Report on the revised standalone financial statements of Campus Activewear Limited (formerly known as Campus Activewear Private Limited) for the year ended 31st March, 2022

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

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

Opinion

We have audited the internal financial controls with reference to revised standalone financial statements of Campus Activewear Limited (formerly known as Campus Activewear Private Limited) ("the Company") as of 31st March, 2022 in conjunction with our audit of the revised standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to revised standalone financial statements and such internal financial controls were operating effectively as at 31st March, 2022, based on the internal financial controls with reference to revised standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Emphasis of Matter

We draw attention to note 2(a) and 52 of the revised standalone financial statements which describes the basis of preparation and Scheme of Arrangement ('the Scheme') respectively. As explained in detail therein, these revised standalone financial statements for the year ended 31st March, 2022 have been prepared pursuant to the Scheme for merger of its wholly owned subsidiary Campus AI Private Limited ("the transferor Company"), with the Company, from the specified retrospective appointed date i.e. 1st April, 2020. National Company Law Tribunal (NCLT), New Delhi Bench sanctioned the Scheme and pronounced its order on 11st August, 2022, certified copy of which was received by the Company on 1st September, 2022.

As per the requirements of Appendix C to Ind AS 103 "Business Combination", the merger has been given effect to as if it has occurred from the beginning of the preceding period i.e. 1st April, 2020 in the revised standalone financial statements.

We issued a report dated 30 May 2022 on internal financial controls with reference to the earlier standalone financial statements to the members of the Company. The aforesaid petition having been approved subsequently, the Company has now prepared revised standalone financial statements incorporating the impact of the Scheme. In accordance with the provisions of Standard on Auditing 560 (Revised) 'Subsequent Events' issued by The Institute of Chartered Accountants of India, our audit procedures, in so far as they relate to the internal financial controls, have been carried out solely on this matter and no additional procedures have been carried out for any other events occurring after 30th May, 2022 (being the date of our earlier report on internal financial controls with reference to the earlier standalone financial statements). Our earlier report dated 30th May, 2022 on the internal financial controls with reference to the earlier standalone financial statements is superseded by this report on the internal financial controls with reference to the revised standalone financial statements.

Our opinion is not modified in respect of this matter.

Management's and Board of Directors' Responsibilities for Internal Financial Controls

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

Auditor's Responsibility

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

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

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

Meaning of Internal Financial Controls with Reference to Financial Statements

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

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

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

For **B S R & Associates LLP**
Chartered Accountants
Firm's Registration No.:116231W/W-100024

Ashwin Bakshi
Partner
Membership No.: 506777
ICAI UDIN:22506777AUCZZO8454

Place: New Delhi
Date: 23rd September 2022

Revised Standalone Balance Sheet

as at 31st March, 2022
(All amounts are in INR millions except per share data or as otherwise stated)

	Notes	As at 31st March, 2022	As at 31st March, 2021
ASSETS			
Non-current assets			
Property, plant and equipment	3	2,004.81	2,046.50
Capital work-in-progress	4	24.65	2.50
Right-of-use assets	5	1,208.10	490.84
Intangible assets	6	8.59	8.78
Financial assets	7		
Other financial assets		85.48	42.55
Deferred tax assets (net)	8	149.87	369.13
Income tax assets (net)	9	68.62	25.97
Other non-current assets	10	6.40	1.54
Total non-current assets		**3,556.52**	**2,987.81**
Current assets			
Inventories	11	3,542.82	2,024.96
Financial assets			
Trade receivables	12	1,336.80	981.98
Cash and cash equivalents	13	3.48	10.37
Loans	14	6.77	3.99
Other financial assets	15	173.67	4.28
Other current assets	16	982.39	805.08
Total current assets		**6,045.93**	**3,830.66**
Total assets		**9,602.45**	**6,818.47**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	17	1,521.63	1,518.71
Other equity	18	2,754.24	1,607.64
Total equity		**4,275.87**	**3,126.35**
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	19	451.70	664.37
Lease liabilities	5	1,020.65	351.93
Provisions	20	50.90	46.32
Total non-current liabilities		**1,523.25**	**1,062.62**
Current liabilities			
Financial liabilities			
Borrowings	19	1,291.24	691.61
Lease liabilities	5	126.28	64.51
Trade payables	21		
Total outstanding dues of micro enterprises and small enterprises		134.55	86.68
Total outstanding dues of creditors other than micro enterprises and small enterprises		1,830.96	1,613.69
Other financial liabilities	22	200.77	83.77
Other current liabilities	23	142.61	48.40
Provisions	20	6.19	3.95
Income tax liabilities (net)	24	70.73	36.89
Total current liabilities		**3,803.33**	**2,629.50**
Total liabilities		**5,326.58**	**3,692.12**
Total equity and liabilities		**9,602.45**	**6,818.47**
Summary of significant accounting policies	2		

The accompanying notes are an integral part of these Revised Standalone Financial Statements.
As per our report of even date attached

For **B S R & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 116231W/W-100024

Ashwin Bakshi
Partner
Membership Number: 506777

Place: New Delhi
Date: 23rd September, 2022

For and on behalf of the Board of Directors of
Campus Activewear Limited
(formerly known as Campus Activewear Private Limited)

Hari Krishan Agarwal
Chairman and Managing Director
DIN : 00172467

Place: New Delhi
Date: 23 September 2022

Nikhil Aggarwal
Whole-time Director and Chief Executive Officer
DIN : 01877186

Place: Mumbai
Date: 23 September 2022

Raman Chawla
Chief Financial Officer

Place: Chandigarh
Date: 23rd September, 2022

Archana Maini
General Counsel and Company Secretary
Membership No.: A16092

Place: New Delhi
Date: 23rd September, 2022

Revised Standalone Statement of Profit and Loss

for the year ended 31st March, 2022

(All amounts are in INR millions except per share data or as otherwise stated)

	Notes	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Income			
Revenue from operations	25	11,941.81	7,112.84
Other income	26	23.96	37.34
Total income (I)		**11,965.77**	**7,150.18**
Expenses			
Cost of materials consumed	27	6,780.63	4,126.98
Purchases of stock-in-trade	28	204.87	37.82
Changes in inventories of finished goods, stock-in-trade and work-in-progress	29	(953.75)	(299.74)
Employee benefits expense	30	657.19	505.98
Finance costs	31	196.20	171.59
Depreciation and amortisation expense	32	530.41	322.20
Other expenses	33	2,833.13	1,586.15
Total expenses (II)		**10,248.68**	**6,450.98**
Profit before tax		**1,717.09**	**699.20**
Tax expense:			
Current tax			
Current tax (charge)	8	(472.51)	(208.65)
Tax adjustments in respect of earlier year		58.11	-
Deferred tax			
Deferred tax credit/ (charge)		30.54	(221.81)
Deferred Tax in respect of earlier year		(247.85)	-
Total tax expenses (III)		**(631.71)**	**(430.46)**
Profit after tax (A)		**1,085.38**	**268.74**
Other comprehensive income			
Items that will not be reclassified subsequently to profit or loss			
Remeasurement of defined benefit plans	34	7.74	11.23
Income tax relating to remeasurement of defined benefit plans	34	(1.95)	(3.76)
Other comprehensive income for the year, net of tax (B)		**5.79**	**7.47**
Total comprehensive income for the year (A + B)		**1,091.17**	**276.21**
Earnings per equity share (face value of ₹5 each)	35		
Basic (₹)		3.57	0.88
Diluted (₹)		3.57	0.88
Summary of significant accounting policies	2		

The accompanying notes are an integral part of these Revised Standalone Financial Statements.

As per our report of even date attached

For **B S R & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 116231W/W-100024

Ashwin Bakshi
Partner
Membership Number: 506777

Place: New Delhi
Date: 23rd September, 2022

For and on behalf of the Board of Directors of
Campus Activewear Limited
(formerly known as Campus Activewear Private Limited)

Hari Krishan Agarwal
Chairman and Managing Director
DIN : 00172467

Place: New Delhi
Date: 23 September 2022

Nikhil Aggarwal
Whole-time Director and
Chief Executive Officer
DIN : 01877186

Place: Mumbai
Date: 23 September 2022

Raman Chawla
Chief Financial Officer

Place: Chandigarh
Date: 23rd September, 2022

Archana Maini
General Counsel and Company Secretary
Membership No.: A16092

Place: New Delhi
Date: 23rd September, 2022

Revised Standalone Statement of Cash Flow

for the year ended 31st March, 2022

(All amounts are in INR millions except per share data or as otherwise stated)

		For the year ended 31st March, 2022	For the year ended 31st March, 2021
A.	**Cash flows from/ (used) in operating activities**		
	Profit before tax	1,717.09	699.20
	Adjustments:		
	Depreciation and amortisation expense	530.41	322.20
	Finance costs	196.20	171.59
	Finance income	(2.47)	(10.63)
	Trade receivables written off	0.02	1.10
	Allowance for expected credit loss	25.33	62.84
	Advances written off	0.36	2.21
	Property, plant and equipment written off	7.48	-
	Liabilities/ provisions no longer required written back	-	0.13
	Loss / (gain) on sale of property, plant and equipment (net)	9.34	(1.31)
	Gain on termination on lease	(0.99)	-
	Advance from customers written back	(0.06)	(0.45)
	Provision / creditors written back	(3.98)	(8.60)
	Share based payment expenses	26.50	2.69
	Provision for inventory	3.80	14.01
	Operating profit before changes in assets and liabilities	**2,509.03**	**1,254.98**
	Adjustments for changes in assets and liabilities		
	(Increase) in inventories	(1,521.66)	(339.86)
	(Increase)/ decrease in trade receivables	(380.11)	397.69
	(Increase) in other assets	(177.67)	(244.45)
	(Increase)/ decrease in loans	(2.78)	3.26
	(Increase)/ decrease in other financial assets	(226.09)	0.99
	(Increase) in other non-current assets	(3.40)	-
	Increase in trade payables	269.12	487.31
	Increase/ (decrease) in provisions	14.56	(6.78)
	Increase in other current financial liabilities	38.18	8.60
	Increase/ (decrease) in other current liabilities	94.22	(61.94)
	Cash generated from operating activities	**613.40**	**1,499.80**
	Less: Income tax paid (net of refunds)	(434.72)	(252.48)
	Net cash generated from operating activities (A)	**178.68**	**1,247.32**
B.	**Cash flows from/ (used) in investing activities**		
	Purchase of property, plant and equipment including capital-work-in-progress, intangible assets, capital advances and capital creditors	(342.77)	(554.04)
	Proceeds from sale of property, plant and equipment	15.48	5.68
	(Investments) / repayments in bank deposits (having original maturity of more than three months)	(16.00)	449.35
	Finance income	2.47	10.63
	Net cash used in investing activities (B)	**(340.82)**	**(88.38)**
C.	**Cash flows from/ (used) in financing activities**		
	Proceeds from non-current borrowings (including current maturities)	-	256.34
	Repayment of non-current borrowings (including current maturities)	(256.12)	(150.94)
	Repayment of current borrowings	(18,767.22)	(15,928.96)
	Proceeds from current borrowings	19,410.30	14,746.91
	Proceeds from share allotment under employee stock options	31.84	-
	Principal payment of lease liabilities (Refer note 5)	(89.72)	(46.55)
	Interest paid on lease liabilities (Refer note 5)	(53.32)	(30.38)
	Interest paid other than on lease liabilities	(120.51)	(140.40)
	Net cash generated from/ (used in) financing activities (C)	**155.25**	**(1,293.98)**
	Net decrease in cash and cash equivalents (A+B+C)	**(6.89)**	**(135.04)**
	Cash and cash equivalents at the beginning of the year	**10.37**	**145.41**
	Cash and cash equivalents at the end of the year	**3.48**	**10.37**

Notes to statement of cash flows :

(i) Components of cash and cash equivalents:

Particulars	As at 31st March, 2022	As at 31st March, 2021
Cash on hand	1.91	0.74
Balance with banks:		
- In current account	1.57	9.63
	3.48	**10.37**

Revised Standalone Statement of Cash Flow

for the year ended 31st March, 2022

(All amounts are in INR millions except per share data or as otherwise stated)

(ii) Change in liabilities arising from financing activities

	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Opening balance		
Term loans (including current maturities)	921.38	815.98
Current borrowings	434.60	1,616.65
Cash flows		
Repayment of term loans	(256.12)	(150.94)
Proceeds from term loans	-	256.34
Repayment of current borrowings	(18,767.22)	(15,928.96)
Proceeds from current borrowings	19,410.30	14,746.91
Net cash flow changes	**386.96**	**(1,076.65)**
Closing balance		
Term loans (including current maturities)	665.26	921.38
Current borrowings	1,077.68	434.60
The following is the movement in lease liabilities		
Opening balance	416.44	323.01
Additions	834.96	158.30
Interest accrued on lease liabilities (Refer note 5)	53.32	30.38
Principal payment of lease liabilities (Refer note 5)	(89.72)	(46.55)
Interest paid on lease liabilities (Refer note 5)	(53.32)	(30.38)
Deletions	(14.75)	(18.32)
Closing balance	**1,146.93**	**416.44**

Cash flow from operating activities for the year ended 31st March, 2022 is after considering corporate social responsibility expenditure of ₹16.87 million (31st March, 2021: ₹11.34 million)

The revised standalone statement of cash flows has been prepared in accordance with the 'Indirect method' as set out in the Ind AS 7 on "Statement of Cash flows".

The accompanying notes are an integral part of these Revised Standalone Financial Statements.

As per our report of even date attached

For **B S R & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 116231W/W-100024

Ashwin Bakshi
Partner
Membership Number: 506777

Place: New Delhi
Date: 23rd September, 2022

For and on behalf of the Board of Directors of
Campus Activewear Limited
(formerly known as Campus Activewear Private Limited)

Hari Krishan Agarwal
Chairman and Managing Director
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Place: New Delhi
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Whole-time Director and
Chief Executive Officer
DIN : 01877186

Place: Mumbai
Date: 23 September 2022

Raman Chawla
Chief Financial Officer

Place: Chandigarh
Date: 23rd September, 2022

Archana Maini
General Counsel and Company Secretary
Membership No.: A16092

Place: New Delhi
Date: 23rd September, 2022

Revised Standalone Statement of Changes in Equity

for the year ended 31st March, 2022
(All amounts are in INR millions except per share data or as otherwise stated)

(a) Equity share capital (refer note 17)

	As at 31st March, 2022	As at 31st March, 2021
Balance at the beginning of the year	**1,518.71**	**1,518.71**
Shares issued during the year	2.92	-
Outstanding at the end of the year	**1,521.63**	**1,518.71**

(b) Other equity (refer note 18)

	Reserves and Surplus				Other comprehensive income	Total
	Retained earnings	Securities premium	Capital reserve	Share options outstanding account		
Balance as at 1st April, 2020	**1,295.19**	**1,587.36**	**(1,567.86)**	**10.87**	**-**	**1,325.56**
Adjustment on account of merger (refer note 51)	3.18	-	-	-	-	3.18
Transfer to security premium (refer note 51)	-	(1,567.86)	1,567.86	-	-	-
Revised balance as at 1st April, 2020	**1,298.37**	**19.50**	**-**	**10.87**	**-**	**1,328.74**
Profit for the year	268.74	-	-	-	-	268.74
Other comprehensive income for the year	-	-	-	-	7.47	7.47
Total comprehensive income for the year	**268.74**	**-**	**-**	**-**	**7.47**	**276.21**
Transfer to retained earnings	7.47	-	-	-	(7.47)	-
Addition during the year	-	-	-	2.69	-	2.69
Share options lapsed during the year	3.44	-	-	(3.44)	-	-
Balance as at 31st March, 2021	**1,578.02**	**19.50**	**-**	**10.12**	**-**	**1,607.64**
Profit for the year	1,085.38	-	-	-	-	1,085.38
Other comprehensive income for the year	-	-	-	-	5.79	5.79
Total comprehensive income for the year	**1,085.38**	**-**	**-**	**-**	**5.79**	**1,091.17**
Transfer to retained earnings	5.79	-	-	-	(5.79)	-
Addition during the year	-	-	-	26.50	-	26.50
Share options lapsed during the year	2.48	-	-	(2.48)	-	-
Issue of equity shares for cash (under employee stock options scheme)	-	37.43	-	(8.50)	-	28.93
Balance as at 31st March, 2022	**2,671.67**	**56.93**	**-**	**25.64**	**-**	**2,754.24**

As per our report of even date attached

For **B S R & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 116231W/W-100024

Ashwin Bakshi
Partner
Membership Number: 506777

Place: New Delhi
Date: 23 September 2022

For and on behalf of the Board of Directors of
Campus Activewear Limited
(formerly known as Campus Activewear Private Limited)

Hari Krishan Agarwal
Chairman and Managing Director
DIN : 00172467

Place: New Delhi
Date: 23 September 2022

Nikhil Aggarwal
Whole-time Director and
Chief Executive Officer
DIN : 01877186

Place: Mumbai
Date: 23 September 2022

Raman Chawla
Chief Financial Officer

Place: Chandigarh
Date: 23 September 2022

Archana Maini
General Counsel and Company Secretary
Membership No.: A16092

Place: New Delhi
Date: 23 September 2022

Notes to Revised Standalone Financial Statements

for the year ended 31st March, 2022

(All amounts are in INR millions except per share data or as otherwise stated)

1. Corporate information

Campus Activewear Limited (formerly known as Campus Activewear Private Limited) is a public limited Company domiciled in India (hereinafter referred as "Company" or "CAL") with its registered office situated at D-1, Udyog Nagar, main Rohtak Road, New Delhi- 110041. It was incorporated on 24 September 2008 under the Companies Act, 1956 vide Corporate Identification Number (CIN) L74120DL2008PLC183629.

The Company is primarily engaged in the business of manufacturing and trading of footwear and accessories through its retail and wholesale network.

The Company was converted into a public limited Company under the Companies Act, 2013 on 22 November 2021 and consequently, the name was changed to Campus Activewear Limited.

2 (a) Basis of preparation

A. Statement of compliance

These revised standalone financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Companies Act, 2013 ('the Act') and other relevant provisions of the Act.

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

The revised standalone financial statements are authorised for issue by the Board of Directors of the Company at their meeting held on 23 September 2022. The earlier standalone financial statements of the Company for the year ended 31st March, 2022 were first approved by the Board of Directors on 30 May 2022 without giving effect to the Scheme of Arrangement (the 'Scheme') for merger of its wholly owned subsidiary with the Company since the application seeking approval of the Scheme was pending before the NCLT. The earlier standalone financial statements of the Company are being revised pursuant to approval of the Scheme, the details of which are stated in note 51.

The accounting policies are applied consistently to all the periods presented in the revised standalone financial statements.

B. Basis of measurement

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

(a) Certain financial assets and liabilities	Fair value
(b) Net defined benefit (asset)/ liability	Fair value of plan assets less present value of defined benefit obligations

C. Use of estimates and judgements

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

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognized in the revised standalone financial statements is included in the following notes: -

- Lease classification. – refer 2(b)(viii) and Note 5
- Revenue recognition – refer 2(b)(x)

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties made in applying accounting policies that have the most significant effects on the amounts recognized in the revised standalone financial statements is included in the following notes:

- Impairment test of non-financial assets: key assumptions underlying recoverable amounts (refer 2(b)(vi))
- Measurement of defined benefit obligations: key actuarial assumptions (refer note 37)
- Recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources (refer 2(b)(xii))
- Impairment of financial assets (refer 2(b)(ii))

Notes to Revised Standalone Financial Statements

for the year ended 31st March, 2022
(All amounts are in INR millions except per share data or as otherwise stated)

- Estimation of current tax expense and recognition of deferred tax assets (refer 2(b)(xvi))
- Share based payment expense. (refer note 30 and note 38)

D. Measurement of fair values

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

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

The principal or the most advantageous market is accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

The finance department of the Company performs the valuations of financial assets and liabilities required for financial reporting purposes, including level 3 fair values. This team reports directly to the Chief Financial Officer. Discussions of valuation processes and results are held between the Chief Financial Officer and the finance team at least once every year in line with the Company's reporting periods.

Changes in level 2 and 3 fair values are analysed at the end of each reporting period.

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

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

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

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

Further information about the assumptions made in measuring fair values is included in Note 41 – Financial instruments – Fair values and risk management.

2 (b) Significant accounting policies

The accounting policies set out below have been applied consistently to the periods presented in these revised standalone financial statements.

(i) Foreign currency transactions:

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

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Exchange differences are recognised in profit or loss, except exchange differences arising from the translation of the following items which are recognised in OCI:

- equity investments at fair value through OCI (FVTOCI);
- qualifying cash flow hedges to the extent that the hedges are effective.

(ii) Financial instruments:

A financial instrument is any contract that gives rise to a financial asset of one Company and a financial liability or equity instrument of another Company.

Notes to Revised Standalone Financial Statements

for the year ended 31st March, 2022
(All amounts are in INR millions except per share data or as otherwise stated)

Recognition and initial measurement

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

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

Classification and subsequent measurement and gain and losses

Financial assets

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

- Amortised cost
- FVTOCI – debt investment
- FVTOCI – equity investment or
- FVTPL

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

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVTOCI if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVTOCI – equity investment). This election is made on an investment-by-investment basis.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

All financial assets not classified as measured at amortised cost or FVTOCI as described above are measured at FVTPL. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVTOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Subsequent measurement

Financial assets at amortised cost are subsequently measured at amortised cost using the effective interest method. Interest income is recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

Financial assets at FVTPL are subsequently measured at fair value. Net gains and/or losses, including any interest income are recognised in the profit or loss.

Impairment of financial assets:

The Company applies expected credit loss (ECL) model for measurement and recognition of loss allowance on the following:

i. Financial assets measured at amortized cost
ii. Financial assets measured at fair value through profit and loss (FVTPL)
iii. Financial assets measured at fair value through other comprehensive income (FVTOCI)

In case of trade receivables, the Company follows a simplified approach wherein an amount equal to lifetime ECL is measured and recognized as loss allowance.

In case of other assets (listed as ii and iii above), the Company determines if there has been a significant increase in credit risk of the financial asset since initial recognition. If the credit risk of such assets has not increased significantly, an amount equal to 12-month ECL is measured and recognized as loss allowance. However, if credit risk has increased significantly, an amount equal to lifetime ECL is measured and recognized as loss allowance.

Notes to Revised Standalone Financial Statements

for the year ended 31st March, 2022
(All amounts are in INR millions except per share data or as otherwise stated)

Subsequently, if the credit quality of the financial asset improves such that there is no longer a significant increase in credit risk since initial recognition, the Company reverts to recognizing impairment loss allowance based on 12-month ECL.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial asset. 12-month ECL are a portion of the lifetime ECL which result from default events that are possible within 12 months from the reporting date.

ECL are measured in a manner that they reflect unbiased and probability weighted amounts determined by a range of outcomes, taking into account the time value of money and other reasonable information available as a result of past events, current conditions and forecasts of future economic conditions.

As a practical expedient, the Company uses a provision matrix to measure lifetime ECL on its portfolio of trade receivables. The provision matrix is prepared based on historically observed default rates over the expected life of trade receivables and is adjusted for forward-looking estimates. At each reporting date, the historically observed default rates and changes in the forward-looking estimates are updated.

Financial liabilities: Classification, subsequent measurement and gains and losses

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

Derecognition

Financial assets

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

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

Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

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

Offsetting

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

(iii) Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/non-current classification.

An asset is treated as current when it is:

(a) expected to be realised in, or is intended to be sold or consumed in Company's normal operating cycle;

Notes to Revised Standalone Financial Statements

for the year ended 31st March, 2022

(All amounts are in INR millions except per share data or as otherwise stated)

(b) held primarily for the purpose of being traded;

(c) expected to be realised within 12 months after the reporting date; or

(d) cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

All other assets are classified as non-current.

A liability is current when:

(a) it is expected to be settled in Company's normal operating cycle;

(b) it is held primarily for the purpose of being traded;

(c) it is due to be settled within 12 months after the reporting date; or

(d) the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Operating cycle

Operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. The Company has identified twelve months as its operating cycle.

(iv) Property, plant and equipment

Recognition and measurement

Freehold land is carried at historical cost. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Property, plant and equipment is stated at cost net of accumulated depreciation and impairment loss, if any.

Subsequent costs are included in the assets carrying amount or recognised as a separate asset, as appropriate, only when it is probable of future economic benefits.

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

Property, plant and equipment which are not ready for intended use as on date of reporting period, are disclosed as Capital work in progress.

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

Depreciation

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives using the written down value method and is generally recognised in the statement of profit and loss. Freehold land is not depreciated.

The estimated useful lives of items of property, plant and equipment are as follows:-

Asset Category	Useful lives estimated by the management	Useful lives as per Schedule II of Companies Act, 2013
Buildings	30 years	30 years
Plant and machinery	15 years	15 years
Plant and machinery (Moulds)	3 years	15 years
Computers	3 years	3 years
Office equipment	5 years	5 years
Furniture and fixtures	10 years	10 years
Vehicles	8 years	8 years
Electric installations	10 years	10 years

Notes to Revised Standalone Financial Statements

for the year ended 31st March, 2022
(All amounts are in INR millions except per share data or as otherwise stated)

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate. In case of a revision, the unamortised depreciable amount is charged over the revised remaining useful life.

Leasehold improvements are amortised over the lower of lease period or estimated useful life, on straight line basis from the date that they are available for use.

The useful lives have been determined based on internal and technical evaluation done by management and are in line with the estimated useful lives, to the extent prescribed by the Schedule II to the Companies Act, 2013, in order to reflect the technological obsolescence and actual usage of the asset.

(v) Other intangible assets

Intangible assets that are acquired by the Company are measured initially at cost. After initial recognition, an intangible asset is carried at its cost less any accumulated amortization and any accumulated impairment loss.

Subsequent expenditure is capitalised only when it increases the future economic benefits from the specific asset to which it relates.

Intangible assets are amortised in the Statement of Profit and Loss over their estimated useful lives, from the date that they are available for use based on the expected pattern of consumption of economic benefits of the asset. Accordingly, at present, these are being amortised on straight line basis. Intangible assets are amortised over the best estimate of the respective useful lives as under: -

(a) Trademarks: Amortised over the period of 10 years.

(b) Software: Amortised over the period of 5 years.

Amortisation method, useful lives and residual values are reviewed at the end of each financial year and adjusted if appropriate.

An intangible asset is derecognized on disposal or when no future economic benefits are expected from its use and disposal.

Losses arising from retirement and gains or losses arising from disposal of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss.

Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

(vi) Impairment

Impairment of non-financial assets

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

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

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

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

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

(vii) Borrowing costs

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs, if any) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are

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recognised as an expense in the period in which they are incurred.

(viii) Leases

The Company's lease asset classes primarily consist of leases for land and buildings taken for warehouses, retail stores and factories. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

(i) the contract involves the use of an identified asset,

(ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease; and

(iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases.

For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities include these options when it is reasonably certain that they will be exercised. The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs.

They are subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases.

In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments.

(ix) Inventories

Inventories are valued at the lower of cost and net realisable value. Cost is computed on First in First out ("FIFO") basis.

Raw materials: Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition.

Finished goods (manufactured) and work in progress: Cost includes cost of direct materials and labour and a proportion of fixed manufacturing overheads based on the normal operating capacity. Cost is determined on a FIFO basis.

Finished goods (traded): Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on FIFO basis.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

Inventories in transit are valued at the lower of cost and net realisable value.

Appropriate adjustments are made to the carrying value of damaged, slow moving and obsolete inventories based on management's current best estimate.

(x) Revenue recognition

The Company has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised.

Revenue is recognised upon transfer of control of promised goods or services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those products or services.

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Revenue from the sale of goods is recognised at the point in time when control is transferred to the customer which coincides with the performance obligation under the contract with the customer.

Revenue is measured based on the transaction price, which is the consideration, adjusted for discounts, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers. Invoices are usually payable based on the credit terms agreed with customers which vary up to 90 days.

Use of significant judgments in revenue recognition: -

judgement is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as volume discounts, price concessions and incentives. The transaction price is also adjusted for the effects of the time value of money if the contract includes a significant financing component. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognized will not occur and is reassessed at the end of each reporting period. The Company allocates the elements of variable considerations to all the performance obligations of the contract unless there is observable evidence that it pertains to one or more distinct performance obligations.

Management fees are recognized on an accrual basis as and when the services are rendered in accordance with the terms of the underlying contract.

Claims lodged with insurance companies are accounted for on an accrual basis, to the extent these are measurable and the ultimate collection is reasonably certain.

Assets and liabilities arising from right to return

The Company has contracts with certain customers which entitles them the unconditional right to return.

Right to return assets

A right of return gives an entity a contractual right to recover the goods from a customer (return asset), if the customer exercises its option to return the goods and obtain a refund. The asset is measured at the carrying amount of the inventory, less any expected costs to recover the goods, including any potential decreases in the value of the returned goods.

Refund liabilities

A refund liability is the obligation to refund part or all of the consideration received (or receivable) from the customer. The Company has therefore recognised refund liabilities in respect of customer's right to return. The liability is measured at the amount the Company ultimately expects it will have to return to the customer. The Company updates its estimate of refund liabilities (and the corresponding change in the transaction price) at the end of each reporting period.

The Company has presented its right to return assets and refund liabilities as required under Ind AS 115 in the revised standalone financial statements.

(xi) Government grants

Government grants are recognized where there is reasonable assurance that the grant will be received and all the attached conditions will be complied with. When the grant relates to an expense item, it is recognized as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is netted off with the respective asset.

(xii) Provisions (other than employee benefits)

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

Decommissioning liability

Decommissioning costs are provided at the present value of expected costs to settle the obligation using estimated cash flows and are recognised as part of the cost of the particular asset. The cash flows are discounted at a current pre-tax rate that reflects the risks specific to the decommissioning liability. The unwinding of the discount is expensed as incurred and recognised in the statement of profit and loss as a finance cost. The estimated future costs of decommissioning are reviewed annually and

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adjusted as appropriate. Changes in the estimated future costs or in the discount rate applied are added to or deducted from the cost of the asset.

Contingencies

Provision in respect of loss contingencies relating to claims, litigation, assessment, fines, penalties, etc. are recognized when it is probable that a liability has been incurred, and the amount can be estimated reliably.

(xiii) Operating segments

Operating segments are defined as components of an entity where discrete financial information is evaluated regularly by the chief operating decision market ("CODM") in deciding allocation of resources and in assessing performance. The Board of Director's is its CODM. The Company's CODM reviews financial information presented on a consolidated basis for the purposes of making operating decisions, allocating resources, and evaluating financial performance. As such, the Company has determined that it operates in one operating and reportable segment.

(xiv) Employee benefits

Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid e.g., under short-term cash bonus and compensated absence, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

Share-based payment transactions

The grant date fair value of equity settled share- based payment awards granted to employees is recognised as an employee expense, with a corresponding increase in equity, over the period that the employees unconditionally become entitled to the awards. The amount recognised as expense is based on the estimate of the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognised as an expense is based on the number of awards that do meet the related service and non-market conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

In case of equity-settled share-based payment transactions, where the Company grants stock options to the employees of its subsidiaries, the transactions are accounted by increasing the cost of investment in subsidiary with a corresponding credit in the equity.

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions to a separate entity and has no obligation to pay any further amounts. The Company makes specified monthly contributions towards employee provident fund and employee's state insurance corporation which is a defined contribution plan. The Company's contribution is recognized as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company's gratuity benefit scheme is a defined benefit plan. The Company's net obligation in respect of a defined benefit plan is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. The fair value of plan assets is reduced from the gross obligation under the defined benefit plans, to recognise the obligation on net basis. The calculation of the Company's obligation is performed annually by a qualified actuary using the projected unit credit method.

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

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When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in profit or loss. The Company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

Termination benefits

Termination benefits, in the nature of voluntary retirement benefits or termination benefits arising from restructuring, are recognised in the Statement of Profit and Loss. The Company recognises termination benefits at the earlier of the following dates:

(a) when the Company can no longer withdraw the offer of those benefits; or

(b) when the Company recognises costs for a restructuring that is within the scope of Ind AS 37: Provisions, Contingent Liabilities and Contingent Assets and involves the payment of termination benefits.

Benefits falling due more than 12 months after the end of the reporting period are discounted to their present value.

(xv) Investment in Subsidiaries

Investments in Subsidiaries are carried at cost less accumulated impairment losses. if any. Where an indication of impairment exists. the carrying amount of the investment is assessed and written doom immediately to its recoverable amount. On disposal of investments in subsidiaries the difference between net disposal proceeds and the carrying amounts are recognized in the Statement of Profit and Loss.

(xvi) Income taxes

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

Current tax

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

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

Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that affects neither accounting nor taxable profit or loss at the time of the transaction;

- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax is recognized based on the expected manner of realization or settlement of the carrying amount of assets and liabilities using tax rates enacted, or substantially enacted by the end of the reporting period.

Deferred tax assets are recognized only to the extent that is probable that future taxable profits will be available against which the assets can be utilized. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefits will be realized.

(xvii) Earnings per share

Basic earnings per share is calculated by dividing the net profit for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average numbers of equity shares outstanding during the year are adjusted for events such as bonus issue and share split. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to

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equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares. The dilutive potential equity shares are deemed to be converted as of the beginning of the period, unless they have been issued at a later date.

(xviii) Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

(xix) Cash flow statement

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

(xx) Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the standalone financial statements.

(xxi) Business Combination

Business Combinations - Entities under common control

Business combinations involving entities that are controlled by the group are accounted for using the pooling of interest methods as follows: -

(i) The assets and liabilities of the combining entities are reflected at their carrying amounts.

(ii) No adjustments are made to reflect fair values, or recognise any new assets or liabilities. Adjustments are only made to harmonise accounting policies.

(iii) The financial information in the standalone Financial Statements in respect of prior periods is restated as if the business combination had occurred from the beginning of the preceding period in the standalone Financial Statements, irrespective of the actual date of the combination. However, where the business combination had occurred after that date, the prior period information is restated only from that date.

(iv) The balance of the retained earnings appearing in the Financial Statements of the Company is aggregated with the corresponding balance appearing in the financial statements of the transferee. The identity of the reserves is preserved and the reserves of the transferor become the reserves of the transferee.

(v) The difference, if any, between the amounts recorded as share capital issued plus any additional consideration in the form of cash or other assets and the amount of share capital of the transferor is transferred to capital reserve and is presented separately from other capital reserves.

(xxii) Recent Accounting Pronouncements

On 23 March 2022, the Ministry of Corporate Affairs (MCA) through a notification, issued certain amendments and annual improvements to Ind AS. These amendments are applicable for accounting periods beginning on or after April 1, 2022. Key amendments are mentioned below:

1. **Ind AS 16 Property, Plant and Equipment –** Amendment to Ind AS 16 clarifies that any excess of net sale proceeds of items produced over the cost of testing, shall not be recognised in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant and equipment. The application of this amendment is not expected to have a material impact on the Company's financial statements.

2. **Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets –** Amendment to Ind AS 37 provides specific guidance on the nature of costs to be included while computing cost of fulfilling contracts to determine whether a certain contract is onerous or not. Guidance added in Ind AS 37 is as below:

   The cost of fulfilling a contract comprises the costs that relate directly to the contract. Costs that relate directly to a contract consist of both-

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(a) the incremental costs of fulfilling that contract— for example, direct labour and materials; and

(b) an allocation of other costs that relate directly to fulfilling contracts— for example, an allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling that contract among others.

The application of this amendment is not expected to have a material impact on the Company's financial statements.

3. **Ind AS 103 Business Combination –** Amendments to Ind AS 103 has added reference to revised Conceptual Framework for Financial Reporting under Indian Accounting Standards and Ind AS 37 for application of provisions related to contingent liabilities and assets in case of business combination. The application of this amendment is not expected to have a material impact on the Company's financial statements.

4. **Ind AS 109 Financial Instruments –** Amendment to Ind AS 109 clarifies that while performing the '10 per cent' test for derecognition of financial liabilities, borrower includes only fees paid or received between borrower and lender, including fees paid or received by either the borrower or lender on the other's behalf. The application of this amendment is not expected to have a material impact on the Company's financial statements.

5. **Ind AS 101 First-time Adoption of Indian Accounting Standards –** Amendment to Ind AS 109 clarifies that where a subsidiary adopts Ind AS later than its parent entity and applies Ind AS 101. D16(a), it is permitted to measure cumulative translation differences for all foreign operations at amounts included in CFS of parent's date of transition. This amendment is not applicable to the Company.

6. **Ind AS 41 Agriculture –** Amendment to Ind AS 41 aligns the fair value measurement requirement in Ind AS 41 with those in Ind AS 113, Fair Value Measurement. This amendment is not applicable to the Company.

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3 Property, plant and equipment

Particulars	Freehold land	Leasehold improvements	Buildings	Vehicles	Plant and machinery	Computers	Office equipment	Furniture and fixtures	Electrical installations	Total
Gross block										
Balance as at 1st April, 2020	**190.82**	**31.92**	**423.36**	**39.50**	**736.01**	**27.88**	**43.91**	**65.40**	**48.59**	**1,607.39**
Additions	-	7.05	450.50	-	525.57	6.19	7.62	16.76	42.07	1,055.76
Deletions	-	-	-	0.54	4.94	-	-	-	-	5.48
Balance as at 31st March, 2021	**190.82**	**38.97**	**873.86**	**38.96**	**1,256.64**	**34.07**	**51.53**	**82.16**	**90.66**	**2,657.67**
Additions	-	12.63	-	-	278.63	14.46	17.90	51.32	9.68	384.62
Deletions /adjustment	-	1.79	-	0.03	53.84	5.31	6.27	7.90	2.06	77.20
Balance as at 31st March, 2022	**190.82**	**49.81**	**873.86**	**38.93**	**1,481.43**	**43.22**	**63.16**	**125.58**	**98.28**	**2,965.09**
Accumulated depreciation										
Balance as at 1st April, 2020	**-**	**7.22**	**68.06**	**20.82**	**182.32**	**19.87**	**22.95**	**25.63**	**18.62**	**365.49**
For the year	-	3.33	48.78	5.64	148.42	5.78	10.26	11.35	12.14	245.70
Deletions	-	-	-	-	0.01	0.01	-	-	-	0.02
Balance as at 31st March, 2021	**-**	**10.55**	**116.84**	**26.46**	**330.73**	**25.64**	**33.21**	**36.98**	**30.76**	**611.17**
For the year	-	4.59	73.71	3.86	258.72	8.63	10.82	17.93	15.75	394.01
Deletions /adjustment	-	1.42	0.54	0.26	26.20	4.76	4.86	5.69	1.17	44.90
Balance as at 31st March, 2022	**-**	**13.72**	**190.01**	**30.06**	**563.25**	**29.51**	**39.17**	**49.22**	**45.34**	**960.28**
Net block										
As at 31st March, 2021	**190.82**	**28.42**	**757.02**	**12.50**	**925.91**	**8.43**	**18.32**	**45.18**	**59.90**	**2,046.50**
As at 31st March, 2022	**190.82**	**36.09**	**683.85**	**8.87**	**918.18**	**13.71**	**23.99**	**76.36**	**52.94**	**2,004.81**

All the title deeds of Immovable properties are held in the name of Company, expect as mentioned below:

Relevant line item in the Balance sheet	Description of item of property	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter/ director or employee of promoter/ director	Property held since which date	Reason for not being held in the name of the Company	Gross carrying value as at 31-Mar-2022	Gross carrying value as at 31-Mar-2021
Property, plant and equipment	Building-Baddi	Campus AI Private Limited	No	01-Apr-20	Factory building is acquired by the Company on account of Merger and is in name of erstwhile Company. (refer note 51)	99.29	99.29

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4 Capital work-in-progress

	Land and buildings	Plant and machinery	Furniture and fixtures	Electrical installations	Office equipment	Computers	Leasehold improvements	Interest capitalised	Total
Gross block									
Balance as at 1st April, 2020	**170.87**	**155.16**	**4.03**	**17.78**	**0.57**	**0.15**	**-**	**3.49**	**352.05**
Additions	81.50	172.13	6.66	17.28	1.08	1.40	0.46	23.93	304.44
Capitalisations	252.37	326.87	9.57	34.95	1.31	1.50	-	27.42	653.99
Balance as at 31st March, 2021	**-**	**0.42**	**1.12**	**0.11**	**0.34**	**0.05**	**0.46**	**-**	**2.50**
Additions	5.60	38.95	10.25	-	8.28	-	19.48	-	82.56
Capitalisations	-	27.74	11.37	0.11	8.62	0.05	12.52	-	60.41
Balance as at 31st March, 2022	**5.60**	**11.63**	**-**	**-**	**-**	**-**	**7.42**	**-**	**24.65**

Capital work-in-progress ageing schedule

	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
As at 31st March, 2022					
- Projects in progress					
Project 1*	7.42	-	-	-	7.42
Project 2#	5.60	-	-	-	5.60
- Others	11.63	-	-	-	11.63
- Projects temporarily suspended	-	-	-	-	-
Total	**24.65**	**-**	**-**	**-**	**24.65**
As at 31st March, 2021					
- Projects in progress - others	2.50	-	-	-	2.50
- Projects temporarily suspended	-	-	-	-	-
Total	**2.50**	**-**	**-**	**-**	**2.50**

* Represents expenditure on development / fit-out work of interiors at new leased office at Gurugram location.

Represents majorly the work in progress for extension of factory bulding at Baddi location.

Notes:

1. The Company does not have any Capital work-in-progress which is overdue or has exceeded its cost compared to its original plan and hence Capital work-in-progress completion schedule is not applicable.
2. At 31st March, 2022, capitalised borrowing cost related to factory under construction amounted to ₹ Nil million (31st March, 2021: ₹23.93 million) at the rate of Nil % p.a. (31st March, 2021: 8.20% to 8.50% p.a.), which has been apportioned between the assets while capitalising.

Refer note 36 for capital commitments.

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5 Right-of-use assets and lease liabilities

Company as lessee

Information about leases for which the Company is a lessee is presented below:

Right-of-use assets (ROU assets)	Leasehold land	Land and building	Total
Gross block			
Balance as at 1st April, 2020	**107.57**	**356.16**	**463.73**
Addition for new leases	-	161.32	**161.32**
Deletions*	-	(20.39)	**(20.39)**
Balance as at 31st March, 2021	**107.57**	**497.09**	**604.66**
Addition for new leases	-	864.73	**864.73**
Deletions*	-	(21.26)	**(21.26)**
Balance as at 31st March, 2022	**107.57**	**1,340.56**	**1,448.13**
Accumulated amortisation			
Balance as at 1st April, 2020	**2.44**	**45.23**	**47.67**
Amortisation charge for the year	1.23	68.02	**69.25**
Deletions	-	(3.10)	**(3.10)**
Balance as at 31st March, 2021	**3.67**	**110.15**	**113.82**
Amortisation charge for the year	1.22	132.14	**133.36**
Deletions	-	(7.15)	**(7.15)**
Balance as at 31st March, 2022	**4.89**	**235.14**	**240.03**
Net Block			
As at 31st March, 2021	**103.90**	**386.94**	**490.84**
As at 31st March, 2022	**102.68**	**1,105.42**	**1,208.10**

Following is the movement in lease liabilities:

Lease liabilities

	As at 31st March, 2022	As at 31st March, 2021
Opening balance	416.44	323.01
Addition for new leases	834.96	158.30
Interest on lease liabilities	53.32	30.38
Payment of lease liabilities	(143.04)	(76.93)
Deletions*	(14.75)	(18.32)
Closing balance	**1,146.93**	**416.44**

*It includes the impact of modification.

Refer note 41 for details regarding the contractual maturities of lease liabilities.

Lease liabilities included in the revised standalone financial statements:-

	As at 31st March, 2022	As at 31st March, 2021
Current	126.28	64.51
Non-current	1,020.65	351.93
	1,146.93	**416.44**

Notes to Revised Standalone Financial Statements

for the year ended 31st March, 2022

(All amounts are in INR millions except per share data or as otherwise stated)

5 Right-of-use assets and lease liabilities (Contd..)

Following are the amounts recognised in the revised standalone statement of profit and loss:

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Amortisation expense of right-of-use assets	133.36	69.25
Interest on lease liabilities	53.32	30.38
Gain on termination of lease contracts	(0.99)	(1.33)
Rent concession on lease liabilities	(10.69)	(10.91)
Total amount recognised in the revised standalone statement of profit and loss	**175.00**	**87.39**

The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis:

Particulars	As at 31st March, 2022	As at 31st March, 2021
Not later than one year	219.22	98.98
Later than one year and not later than five years	805.49	299.27
Later than five years	550.52	166.40
Total	**1,575.23**	**564.65**

Refer note 41 for information about liquidity risk of financial liabilities.

Notes to Revised Standalone Financial Statements

for the year ended 31st March, 2022

(All amounts are in INR millions except per share data or as otherwise stated)

5 Right-of-use assets and lease liabilities (Contd..)

All the title deeds of Immovable properties are held in the name of Company, expect as mentioned below:

Relevant line item in the Balance sheet	Description of item of property	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter/ director or employee of promoter/ director	Property held since which date	Reason for not being held in the name of the Company	Gross carrying value as at 31-Mar-2022	Gross carrying value as at 31-Mar-2021
Right-of-use assets	Leasehold Land- Baddi	Campus AI Private Limited	No	01-Apr-20	Land is acquired by the Company on account of Merger. Land is in name of erstwhile Company. (refer note 51)	35.95	35.95

Notes:

- The Company incurred ₹15.32 million (31st March, 2021: ₹12.48 million) towards expenses relating to short-term leases and leases of low-value assets.
- The Company's leases mainly comprise of land, retail stores, office and warehousing facilities.

The Company has applied practical expedient in Indian Accounting Standard (Ind AS 116) notified vide Companies (Indian Accounting Standards) Amendment Rules, 2020 by Ministry of Corporate Affairs ('MCA') on 24 July 2020 to all rent concessions received as a direct consequence of COVID-19 pandemic. Accordingly, the Company recognized an amount of ₹10.69 million (31st March, 2021: 10.91 million) as other income.

Notes to Revised Standalone Financial Statements

for the year ended 31st March, 2022
(All amounts are in INR millions except per share data or as otherwise stated)

6 Intangible assets

	Trademarks	Software	Total
Gross block			
Balance as at 1st April, 2020	**1.01**	**21.38**	**22.39**
Additions	-	1.71	**1.71**
Balance as at 31st March, 2021	**1.01**	**23.09**	**24.10**
Additions	0.24	2.61	**2.85**
Deletions	-	4.40	**4.40**
Balance as at 31st March, 2022	**1.25**	**21.30**	**22.55**
Accumulated amortisation			
Balance as at 1st April, 2020	**0.19**	**7.88**	**8.07**
For the year	0.10	7.15	**7.25**
Balance as at 31st March, 2021	**0.29**	**15.03**	**15.32**
For the year	0.11	2.93	**3.04**
Deletions	-	4.40	**4.40**
Balance as at 31st March, 2022	**0.40**	**13.56**	**13.96**
Net block			
As at 31st March, 2021	**0.72**	**8.06**	**8.78**
As at 31st March, 2022	**0.85**	**7.74**	**8.59**

7 Non-current financial assets

	As at 31st March, 2022	As at 31st March, 2021
Other financial assets		
(unsecured, considered good unless otherwise stated)		
Amortised cost		
Bank deposits with remaining maturity of more than 12 months*	31.24	15.24
Security deposits	54.24	27.31
	85.48	**42.55**

*Fixed deposits pledged with Sales tax department ₹0.23 million (31st March, 2021: ₹0.23 million) and remaining amount is lying with bank as margin money against non fund based limit issued by bank.

Refer note 41 for information about credit risk and market risk of financial assets.

8 Deferred tax assets

A. Movement in deferred tax balances

	As at 1st April, 2020	Recognized in statement of profit and loss	Recognized in other comprehensive income	As at 31st March, 2021
Deferred tax assets/ (liabilities)				
Property, plant and equipment, Intangible assets and Right of use asset	203.85	(262.22)	-	(58.37)
Tax losses carried forward	14.79	(14.79)	-	-
MAT Credit	178.05	(5.29)	-	172.76
Provision for employee benefits	28.12	(4.23)	(3.76)	20.13
Allowance for expected credit loss and credit impaired trade receivables	31.09	22.44	-	53.53
Provision for inventory	9.97	5.23	-	15.20
Impact of lease liabilities	90.93	20.19	-	111.12
Deferred tax on intra group profit elimination	23.97	22.61	-	46.58
Other temporary differences	13.93	(5.75)	-	8.18
	594.70	**(221.81)**	**(3.76)**	**369.13**

Notes to Revised Standalone Financial Statements

for the year ended 31st March, 2022
(All amounts are in INR millions except per share data or as otherwise stated)

8 Deferred tax assets (Contd..)

	As at 1 April 2021	Recognized in statement of profit and loss	Recognized in other comprehensive income	As at 31st March, 2022
Deferred tax assets/ (liabilities)				
Property, plant and equipment, Intangible assets and Right of use asset	(58.37)	(149.29)	-	(207.66)
MAT Credit	172.76	(172.76)	-	-
Provision for employee benefits	20.13	(1.29)	(1.95)	16.89
Allowance for expected credit loss and credit impaired trade receivables	53.53	(18.24)	-	35.29
Provision for inventory	15.20	(6.70)	-	8.50
Impact of lease liabilities	111.12	177.54	-	288.66
Deferred tax on intra group profit elimination	46.58	(46.58)	-	-
Other temporary differences	8.18	0.01	-	8.19
Total	**369.13**	**(217.31)**	**(1.95)**	**149.87**

Total carry forwarded losses have been utilised till 31st March, 2021.

B. Amounts recognised in profit or loss

	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Current tax expense		
Current year	(472.51)	(208.00)
Tax adjustments in respect of earlier year	58.11	(0.65)
	(414.40)	**(208.65)**
Deferred tax expense		
Change in recognised temporary differences	30.54	(221.81)
Deferred tax relating to earlier year	(247.85)	-
	(217.31)	**(221.81)**
Total tax expense	**(631.71)**	**(430.46)**

C. Amounts recognised in other comprehensive income

Items that will not be reclassified subsequently to profit or loss

	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Remeasurements of defined benefit liability		
Before tax	7.74	11.23
Tax (charge)	(1.95)	(3.76)
Net of tax	**5.79**	**7.47**

D. Reconciliation of effective tax rate

	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Profit before tax from continuing operations	1,717.09	699.20
Rate	25.17%	34.94%
Tax using the Company's domestic tax rate	432.16	244.33
Tax effect of:		
Non-deductible expenses	10.05	8.72
Tax impact on intra group profit elimination	-	(6.63)

Notes to Revised Standalone Financial Statements

for the year ended 31st March, 2022
(All amounts are in INR millions except per share data or as otherwise stated)

8 Deferred tax assets (Contd..)

	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Effect of change in tax rate#	-	(63.55)
Derecognition of deferred tax on goodwill*	-	247.17
Tax adjustment for earlier years	189.74	0.72
Other adjustments	(0.24)	(0.30)
As per Statement of Profit and loss	**631.71**	**430.46**

	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Reconciliation of effective tax rate (in %)		
Rate	25.17%	34.94%
Tax effect of:		
Non-deductible expenses	0.59%	1.25%
Tax impact on intra group profit elimination	-	(0.95)%
Effect of change in tax rate #	-	(9.09)%
Derecognition of deferred tax on goodwill*	-	35.35%
Tax adjustment for earlier years	11.05%	0.10%
Other adjustments	(0.01)%	(0.04)%
	36.79%	**61.56%**

*Pursuant to amendment by Finance Act, 2021 dated 28 March 2021, goodwill had been held as non-tax deductible asset effective 1 April, 2021. Consequently, the Company had derecognised the deferred tax assets on goodwill as on 31st March, 2021 amounting to ₹247.17 million, thereby impacting profit after tax for the year.

As per the section 115BAA of Income-tax Act, 1961, the income-tax payable in respect of the total income of a person, being a domestic Company, for any previous year relevant to the assessment year beginning on or after the 1st April, 2020, shall, at the option of such person, be computed at the rate of twenty-two per cent, if the conditions contained in sub-section (2) are satisfied. The Company expects to avail the benefit of this lower income tax rate once it has utilized its carry forward losses and depreciation. Accordingly, as per para 51 of Ind AS 12, while computing deferred tax assets/ liabilities, the Company had considered the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

9 Income tax assets (net)

	As at 31st March, 2022	As at 31st March, 2021
Advance tax [Net of provision for income tax - ₹156.54 million (31st March, 2021: ₹46.36 million)	68.62	25.97
	68.62	**25.97**

10 Other non-current assets

(unsecured, considered good unless otherwise stated)

	As at 31st March, 2022	As at 31st March, 2021
Capital advances	3.00	1.54
Prepaid expenses	3.40	-
	6.40	**1.54**

Notes to Revised Standalone Financial Statements

for the year ended 31st March, 2022
(All amounts are in INR millions except per share data or as otherwise stated)

11 Inventories

(valued at lower of cost and net realisable value)

	As at 31st March, 2022	As at 31st March, 2021
Raw materials *	1,285.87	732.72
Work in progress	514.86	343.25
Finished goods #	1,703.79	938.92
Packing material	72.08	54.02
Less: Provision for inventory	(33.78)	(43.95)
	3,542.82	**2,024.96**
Carrying amount of inventories pledged as security for borrowings	**3,542.82**	**2,024.96**

*Includes goods in transit raw material ₹65.58 million (31st March, 2021: ₹25.80 million).

The Company has recorded provision of ₹16.61 million on raw material during the year ended 31st March, 2022 (31st March, 2021: ₹19.47 million), ₹1.19 million on work in progress (31st March, 2021: ₹1.43 million) and ₹15.98 million on finished goods (31st March, 2021: ₹23.05 million) on account of slow moving and non moving inventory.

Finished goods include both Stock in trade and manufactured goods, as both are stocked together.

12 Trade receivables

	As at 31st March, 2022	As at 31st March, 2021
Trade receivables considered good- secured	-	-
Trade receivables- considered good unsecured	1,446.20	1,101.38
Trade receivables which have significant increase in credit risk	-	-
Trade receivables- credit impaired	30.77	39.98
	1,476.97	**1,141.36**
Less: Allowance for expected credit loss	(109.40)	(119.40)
Less: Allowance for credit impaired trade receivables	(30.77)	(39.98)
	1,336.80	**981.98**

Refer note 41 for information about credit risk and market risk of trade receivables.

Trade receivables ageing schedule

As at 31st March, 2022

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed trade receivables – considered good	834.80	471.52	65.44	68.07	6.37	-	1,446.20
(ii) Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivables – credit impaired	-	0.46	1.27	11.59	10.56	6.89	30.77
(iv) Disputed trade receivables considered good	-	-	-	-	-	-	-
(v) Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed trade receivables – credit impaired	-	-	-	-	-	-	-
Total (A)	**834.80**	**471.98**	**66.71**	**79.66**	**16.93**	**6.89**	**1,476.97**

Notes to Revised Standalone Financial Statements

for the year ended 31st March, 2022
(All amounts are in INR millions except per share data or as otherwise stated)

12 Trade receivables (Contd..)

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Less: Allowance for expected credit loss							109.40
Less: Allowance for credit impaired trade receivables							30.77
Total (B)							**140.17**
Total [(A) - (B)]							**1,336.80**

As at 31st March, 2021

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed trade receivables – considered good	589.07	342.63	95.69	73.99	-	-	1,101.38
(ii) Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivables – credit impaired	-	7.44	3.72	14.22	12.18	2.42	39.98
(iv) Disputed trade receivables considered good	-	-	-	-	-	-	-
(v) Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed trade receivables – credit impaired	-	-	-	-	-	-	-
Total (A)	**589.07**	**350.07**	**99.41**	**88.21**	**12.18**	**2.42**	**1,141.36**
Less: Allowance for expected credit loss							119.40
Less: Allowance for credit impaired trade receivables							39.98
Total (B)							**159.38**
Total [(A) - (B)]							**981.98**

13 Cash and cash equivalents

	As at 31st March, 2022	As at 31st March, 2021
Cash on hand	1.91	0.74
Balance with banks:		
- In current account	1.57	9.63
Total	**3.48**	**10.37**

Refer note 41 for information about credit risk and market risk of financial assets.

Notes to Revised Standalone Financial Statements

for the year ended 31st March, 2022

(All amounts are in INR millions except per share data or as otherwise stated)

14 Loans

(unsecured, considered good unless otherwise stated)

	As at 31st March, 2022	As at 31st March, 2021
Loans to employees	6.77	3.99
Total	**6.77**	**3.99**
Sub-classification of loans:		
Loan receivables considered good- Secured	-	-
Loan receivables considered good- Unsecured	6.77	3.99
Loan receivables which have significant increase in credit risk	-	-
Loan receivables- credit impaired	-	-

Refer note 41 for information about credit risk and market risk of financial assets.

15 Other financial assets

(unsecured, considered good unless otherwise stated)

	As at 31st March, 2022	As at 31st March, 2021
Other receivables*	173.67	4.28
Total	**173.67**	**4.28**

*It includes expenses incurred in relation to IPO that are recoverable by the Company from the selling shareholders. (refer note 52).

Refer note 41 for information about credit risk and market risk of financial assets.

16 Other current assets

	As at 31st March, 2022	As at 31st March, 2021
Advances to suppliers	39.61	26.47
Balance with government authorities	896.09	768.05
Prepaid expenses	29.42	10.56
Right to recover returned goods	17.27	-
Total	**982.39**	**805.08**

17 Share capital

	As at 31st March, 2022	As at 31st March, 2021
Authorised equity share capital		
907,400,000 equity shares of ₹5 each (31st March, 2021: 453,700,000) equity shares of ₹10 each)^	4,537.00	4,537.00
	4,537.00	**4,537.00**
Issued, subscribed and fully paid-up		
304,326,004 equity shares of ₹5 each (31st March, 2021: 151,871,564 equity shares of ₹10 each)^	1,521.63	1,518.71
	1,521.63	**1,518.71**

Notes to Revised Standalone Financial Statements

for the year ended 31st March, 2022
(All amounts are in INR millions except per share data or as otherwise stated)

17 Share capital (Contd..)

Rights, preferences and restrictions attached to equity shares

(a) The Company has only one class of equity shares having par value of ₹5 per share. Each holder of equity shares is entitled to one vote per share.^

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

Employee stock options

Terms attached to stock options granted to employees are disclosed in note 38 regrading share-based payments.

Reconciliation of number of equity shares outstanding at the beginning and end of the year:

	No. of Shares	Amount
Outstanding as at 1st April, 2020	**15,18,71,564**	**1,518.71**
Shares issued during the year	-	-
Outstanding as at 31st March, 2021	**15,18,71,564**	**1,518.71**
Shares issued during the year	2,91,438	2.92
Adjustment for sub-division of equity shares	15,21,63,002	-
Outstanding as at 31st March, 2022	**30,43,26,004**	**1,521.63**

Details of shareholders holding more than 5% shares in the Company:
Equity Shares of INR & each fully paid upheld by (refer note 48)

		As at 31st March, 2022	As at 31st March, 2021
-Hari Krishan Agarwal	**No. of shares**	18,36,75,892	9,86,88,000
	Percentage	60.35%	64.98%
-Nikhil Aggarwal	**No. of shares**	4,12,67,004	2,06,33,502
	Percentage	13.56%	13.59%
-TPG Growth III SF PTE. Limited	**No. of shares**	5,23,07,692	2,61,53,846
	Percentage	17.19%	17.22%

Shares reserved for issue under options		As at 31st March, 2022	As at 31st March, 2021
Under employee stock option scheme (refer note 38)^	**No. of shares**	23,49,237	2,91,438
	Amount	11.75	2.91

Aggregate number of shares issued for consideration other than cash during the period of five years immediately preceding the reporting date:-

During the five year ended 31st March, 2022 :-

Bonus issues:-

'The shareholders of the Company at its general meeting held on 27 September 2019 approved the allotment of bonus shares in the ratio of 1:1541 as on the record date of 27 September 2019 to each of the equity shareholders of the Company. Subsequently, 149,987,071 Bonus Shares of 10 each amounting to ₹1,499.87 Million, were allotted on 26 October 2019 in the ratio of 1:1541 to the eligible equity shareholders.^

Shares reserved for issue under options :-

Information relating to the Company's share based payment plans, including details of options issued, exercised and lapsed during the financial year and options outstanding at the end of the reporting year, is set out in note 38.

Notes to Revised Standalone Financial Statements

for the year ended 31st March, 2022
(All amounts are in INR millions except per share data or as otherwise stated)

17 Share capital (Contd..)

Details of equity shares held by promoters

As at 31st March, 2022

Promoter's Name	No. of shares at the beginning of the year	Change during the year*	No. of shares at the end of the year	% of Total Shares	% Change during the year
-Hari Krishan Agarwal	9,86,88,000	8,49,87,892	18,36,75,892	60.35%	-4.63%
-Nikhil Aggarwal	2,06,33,502	2,06,33,502	4,12,67,004	13.56%	-0.03%
	11,93,21,502	**10,56,21,394**	**22,49,42,896**	**73.91%**	**-4.66%**

*Includes impact of sub division of equity shares

As at 31st March, 2021

Promoter's Name	No. of shares at the beginning of the year	Change during the year*	No. of shares at the end of the year	% of Total Shares	% Change during the year
-Hari Krishan Agarwal	9,86,88,000	-	9,86,88,000	64.98%	-
-Nikhil Aggarwal	2,06,33,502	-	2,06,33,502	13.59%	-
	11,93,21,502	**-**	**11,93,21,502**	**78.57%**	**-**

^The Board of Directors and shareholders of the Company at their meeting held on 9 November 2021, have approved stock split of one equity share having face value of ₹10 each into two equity shares having face value of ₹5 each.

18 Other equity

	As at 31st March, 2022	As at 31st March, 2021
Retained earnings	2,671.67	1,578.02
Securities premium	56.93	19.50
Share options outstanding account	25.64	10.12
	2,754.24	**1,607.64**

	As at 31st March, 2022	As at 31st March, 2021
Retained earnings		
Balance at the beginning of the year	1,578.02	1,295.19
Adjustment due to merger (refer note 51)	-	3.18
Add: Profit for the year	1,085.38	268.74
Add: Transfer from other comprehensive income	5.79	7.47
Share options lapsed during the year	2.48	3.44
Balance at the end of the year	**2,671.67**	**1,578.02**
Securities premium		
Balance at the beginning of the year	19.50	1,587.36
Transfer from capital reserve (refer note 51)	-	(1,567.86)
Add: Premium on equity shares issued during the year	37.43	-
Balance at the end of the year	**56.93**	**19.50**
Other comprehensive income		
Balance at the beginning of the year	-	-
Add: Addition during the year	5.79	7.47
Less: Transfer to retained earnings	(5.79)	(7.47)
Balance at the end of the year	**-**	**-**

Notes to Revised Standalone Financial Statements

for the year ended 31st March, 2022
(All amounts are in INR millions except per share data or as otherwise stated)

18 Other equity (Contd..)

	As at 31st March, 2022	As at 31st March, 2021
Capital reserve		
Balance at the beginning of the year	-	(1,567.86)
Transfer to security premium (refer note 51)	-	1,567.86
Balance at the end of the year	**-**	**-**
Share options outstanding account		
Balance at the beginning of the year	10.12	10.87
Add: Addition during the year	26.50	2.69
Less: Share options lapsed during the year	(2.48)	(3.44)
Less: Shares issued during the year	(8.50)	-
Balance at the end of the year	**25.64**	**10.12**

Nature and purpose of other reserves

(a). Retained earnings is the profit accumulated as on Balance Sheet date.

(b). Securities premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

(c). Refer note 51 for adjustment of debit balance of capital reserve with security premium.

(d). Share options outstanding account represents employee stock options granted to employee as per employee stock options scheme.

19 Borrowings

	As at 31st March, 2022	As at 31st March, 2021
Non-current borrowings		
Term loans (Secured)		
From Banks	-	-
HDFC Bank Limited (refer note -(i))	313.32	475.74
Axis Bank Limited (refer note -(ii))	351.94	445.64
Less: Current maturities of above long term borrowings	(213.56)	(257.01)
	451.70	**664.37**
Current borrowings		
Cash credit (Secured)		
HDFC Bank Limited (refer note -(i))	201.73	113.93
Axis Bank Limited (refer note -(ii))	0.50	1.21
Working capital demand loan (Secured)		
HDFC Bank Limited (refer note -(i))	500.00	-
Axis Bank Limited (refer note -(ii))	250.00	250.00
Bill discounting (Unsecured)		
ICICI Bank Limited (refer note -(iv))	125.45	-
Channel financing (Secured)-(iii)	-	69.46
Current maturities of long term borrowings	213.56	257.01
	1,291.24	**691.61**

Notes to Revised Standalone Financial Statements

for the year ended 31st March, 2022
(All amounts are in INR millions except per share data or as otherwise stated)

19 Borrowings (Contd..)

The Company's exposure to currency and liquidity risk related to financial liabilities is disclosed in note 41.

Notes

(i) Term loans, cash credit and working capital demand loan from HDFC bank are secured by:-

1. Movable fixed assets - Exclusive charge on all movable fixed assets (present and future, excluding Ganuar, Sonipat Unit & other movable fixed assets as excluding specifically charged to any lender).

   Only for Ganaur, Sonipat unit, Axis bank will have exclusive charge on movable fixed assets.

2. Stock and book debt- First Pari passu charge on all current assets (present and future)

3. Factory land and building: Exclusive charge on properties:-

   (i) Plot C-9, Dehradun

   (ii) Plot C-10 Dehradun

   (iii) Plot no 61, Baddi

4. Factory land and building: Exclusive charge on (1) Factory land and building at plot no 39-40, Sector-8A, IIE BHEL, Haridwar, Uttarakhand, (2) Property bearing No J-17, Udyog Nagar, Rohtak Road, New Delhi - 110041.

(iii) Cash Credit, working capital demand loan from Axis Bank are secured by:-

Primary- First Pari passu charge on the current assets of the Company, present and future.

Collateral- Extension of charge over property including equitable mortgage on project land and building and moveable fixed assets of the Sonipat facility located at Village Panchi Gujran, Tehsil Ganaur, District Sonipat.

Term loan from Axis bank is secured by exclusive charge on the land and building, plant and machinery and other moveable fixed assets of the Ganaur, Sonipat property.

(iv) The Company has entered into guarantee agreement with Axis Bank Limited wherein the CAL has guaranteed the repayment of the amounts due by the authorised dealers to the bank under two schemes.

Scheme 1: Post completion of six months of Scheme 2, the authorised dealer will be on boarded on Scheme 1, with the followings criteria:

Authorised dealers having a limit requirement of minimum of ₹2.5 million and maximum of ₹30 million.

Authorised dealers should have a vintage of more that 3 years with CAL and 5 years in same line of business.

Authorised dealers with a minimum dependency of 50% on CAL.

Authorised dealers who have profitability (profit after tax) record for the last two years.

Authorised dealers not appearing in the Company's defaulter list and not having legal dispute with CAL and Campus AI Private Limited (CAIPL) in the past since inception of dealership with CAL/CAIPL in the past.

Authorised dealers not appearing in the defaulters' lists checked by the bank.

CAL will provide First Loss Deficiency Guarantee to the extent of 30% of scheme limit i.e. ₹150 million, to be replenished annually.

Scheme 2: Scheme will be valid from date of first disbursement till a period of six months and will be utilised to take over existing program of CAL from Yes Bank. The authorised dealers to satisfy the following criteria:

Authorised dealers having a limit requirement of minimum of ₹2.5 million and maximum of ₹30 million.

Authorised dealers should have a vintage of more that 3 years with CAL and 5 years in same line of business.

Authorised dealers with a minimum dependency of 50% on CAL.

Authorised dealers who have profitability (profit after tax) record for the last two years.

Authorised dealers not appearing in the defaulters' lists checked by the bank.

CAL will provide First Loss Deficiency Guarantee to the extent of 50% of scheme limit i.e. ₹250 million.

Notes to Revised Standalone Financial Statements

for the year ended 31st March, 2022

(All amounts are in INR millions except per share data or as otherwise stated)

19 Borrowings (Contd..)

(iv) The Company has entered into an arrangement of bill discounting facility with ICICI Bank Limited for the purpose of providing revolving line of credit to the vendor(s) for discounting the bills of exchange drawn by the vendors and accepted by the Company towards the goods or services received. The overall limit of this facility is restricted to ₹250 million.

(v) Terms and repayment schedule

Terms and conditions of outstanding borrowings are as follows:

Particulars	Currency	No. of remaining instalments as on	Nominal interest rate (p.a.)	Year of maturity	As at 31st March, 2022	As at 31st March, 2021
Secured bank loan- HDFC	INR	9	7.60%-8.05%	2024-25	29.17	42.10
Secured bank loan- HDFC	INR	9	7.60%-8.05%	2024-25	44.88	64.77
Secured bank loan- HDFC	INR	9	7.60%-8.10%	2024-25	71.56	103.27
Secured bank loan- HDFC	INR	9	7.60%-8.05%	2024-25	42.98	62.03
Secured bank loan- Axis Bank	INR	15	7.75%	2025-26	351.94	445.64
Secured bank loan- HDFC	INR	9	7.60%-8.10%	2024-25	12.40	17.90
Secured bank loan- HDFC	INR	15	7.45%-8.20%	2025-26	112.32	142.22
Secured bank loan- HDFC	INR	-	8.65%	Immediate	-	43.45

(vi) The Company has filed quarterly returns/statement of current assets with banks and these are in agreement with books of accounts for the year ended 31st March, 2022 and year ended 31st March, 2021.

20 Provisions

	As at 31st March, 2022	As at 31st March, 2021
Non-current		
Provision for employee benefits (refer note 37)		
- Gratuity	47.92	46.32
Other Provision		
- Provision for decommissioning (refer note below)	2.98	-
	50.90	**46.32**
Current		
Provision for employee benefits (refer note 37)		
- Gratuity	6.19	3.95
	6.19	**3.95**

Movement in other provision

Decommissioning liability

Particulars	As at 31st March, 2022	As at 31st March, 2021
Opening balance	-	-
Provision made during the year	2.96	-
Provision utilised during the year	-	-
Unwinding of discount	0.02	-
Closing balance	**2.98**	**-**

Decommissioning liability

A provision has been recognised for decommissioning costs associated with a lease taken for its Gurugram office. The Company is obliged to restore the leased premised in a condition in which it was originally handed over to the Company.

Notes to Revised Standalone Financial Statements

for the year ended 31st March, 2022

(All amounts are in INR millions except per share data or as otherwise stated)

21 Trade payables

	As at 31st March, 2022	As at 31st March, 2021
Trade payables		
- Total outstanding dues of micro enterprises and small enterprises*	134.55	86.68
- Total outstanding dues of creditors other than micro enterprises and small enterprises	1,830.96	1,613.69
	1,965.51	**1,700.37**

* The disclosure in respect of the amounts payable to enterprises covered by Micro, Small and Medium Enterprises Development Act, 2006 (Act) have been made in the Revised Standalone Financial Statements based on information received and available with the Company.

The Company has accrued an interest amount of ₹16.35 million (31st March, 2021: ₹5.49 million) on delayed payment to micro and small enterprises (also refer note 44).

The Company's exposure to currency and liquidity risk related to trade payable is disclosed in note 41.

Trade payables ageing schedule

As at 31st March, 2022

Particulars	Outstanding for following periods from due date of payment						
	Unbilled	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	102.00	32.49	0.06	-	-	134.55
(ii) Others	77.93	1,415.38	335.76	1.43	0.38	0.08	1,830.96
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
Total	**77.93**	**1,517.38**	**368.25**	**1.49**	**0.38**	**0.08**	**1,965.51**

As at 31st March, 2021

Particulars	Outstanding for following periods from due date of payment						
	Unbilled	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	86.17	0.51	-	-	-	86.68
(ii) Others	44.53	1,521.97	45.51	0.50	1.08	0.10	1,613.69
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
Total	**44.53**	**1,608.14**	**46.02**	**0.50**	**1.08**	**0.10**	**1,700.37**

22 Other current financial liabilities

	As at 31st March, 2022	As at 31st March, 2021
Employee benefit payable	68.86	71.43
Payable for capital goods	71.42	3.46
Other payables	57.44	5.49
Interest accrued but not due on borrowings	3.05	3.39
	200.77	**83.77**

The Company exposure to currency and liquidity risk related to financial liabilities is disclosed in note 41.

Notes to Revised Standalone Financial Statements

for the year ended 31st March, 2022
(All amounts are in INR millions except per share data or as otherwise stated)

23 Other current liabilities

	As at 31st March, 2022	As at 31st March, 2021
Statutory dues		
TDS	25.38	12.79
Goods and services tax	35.48	0.72
PF payable	3.02	3.23
ESI payable	0.14	0.23
Others	0.82	1.07
Government grant	2.87	2.87
Contract liability	36.23	27.49
Refund liabilities	38.67	-
	142.61	**48.40**

24 Income tax liabilities (net)

	As at 31st March, 2022	As at 31st March, 2021
Provision for Income tax [Net of advance tax of ₹411.69 million; 31st March, 2021: ₹131.39 million]	70.73	36.89
	70.73	**36.89**

25 Revenue from operations

	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Sale of goods	11,869.94	7,100.82
	11,869.94	**7,100.82**
Other operating revenue		
Scrap sales	37.42	12.02
License fee	5.40	-
Others	29.05	-
	71.87	**12.02**
Total revenue from operations	**11,941.81**	**7,112.84**

(a) Disaggregation of revenue

The Company has performed a disaggregated analysis of revenues considering the nature, amount, timing and uncertainty of revenues. This includes disclosure of revenues by geography and timing of recognition.

For details of revenue by geography refer Note 43

Performance obligation

Revenues are recognised at a point in time when control of the goods passes to the customer, upon delivery of the goods.

	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Revenue by time		
Revenue recognised at point in time	11,869.94	7,100.82
Total	**11,869.94**	**7,100.82**

Notes to Revised Standalone Financial Statements

for the year ended 31st March, 2022

(All amounts are in INR millions except per share data or as otherwise stated)

25 Revenue from operations (Contd..)

(b) Revenue recognised in relation to contract liabilities

Ind AS 115 also requires disclosure of 'revenue recognised in the reporting year that was included in the contract liability balance at the beginning of the year' same has been disclosed as below:

Revenue recognised in the reporting year that was included in the contract liability balance at the beginning of the year	27.49	87.76
(c) Contract balances		
Trade receivables	1,336.80	981.98
Contract liabilities	36.23	27.49

Contract liabilities primarily relate to advance consideration received from customers against supply of goods and services which is recognised as revenue at a point of time.

Trade receivables are net of expected credit loss and loss allowance on credit impaired assets. The detail is as given below:-

Provision for expected credit loss	109.40	119.40
Provision for loss allowance on credit impaired assets	30.77	39.98
(d) Reconciliation of Revenue from sale of goods with the contracted price		
Contracted price	12,699.94	7,826.53
Less: Trade discounts, volume rebates etc.	(786.11)	(725.71)
Less: Refund liabilities	(43.89)	-
Sale of products	**11,869.94**	**7,100.82**
(e) Movement of unearned revenue		
Balance at the beginning of the year	-	33.02
Revenue recognised during the year	-	(33.02)
Balance at the end of the year	**-**	**-**

26 Other income

	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Liabilities / provisions no longer required written back	3.94	8.43
Gain on sale of property, plant and equipment (net)	-	1.31
Net gain on foreign currency transactions and translation	0.03	3.90
Interest income from financial assets measured at amortised cost		
- on unwinding of security deposits at amortised cost	1.39	-
- on bank deposits	1.08	10.63
Miscellaneous income	17.52	13.07
	23.96	**37.34**

27 Cost of materials consumed

Raw material and packing material purchases*	7,351.84	4,167.10
Add-Inventories at the beginning of the year	786.74	746.62
Less-Inventories at the end of the year	(1,357.95)	(786.74)
	6,780.63	**4,126.98**

* Includes job work and contractor charges for manufacturing process of intermediate products ₹1,255.64 million (31st March, 2021: INR 770.03 million)

Notes to Revised Standalone Financial Statements

for the year ended 31st March, 2022
(All amounts are in INR millions except per share data or as otherwise stated)

28 Purchases of stock-in-trade

Purchases of finished goods	201.91	36.87
Purchases of retail accessories	2.96	0.95
	204.87	**37.82**

29 Changes in inventories of finished goods, stock-in-trade and work-in-progress

Inventories at the beginning of the year		
-Finished goods*	938.92	661.03
-Work-in-progress	343.25	321.40
Inventories at the end of the year		
-Finished goods*	(1,703.79)	(938.92)
-Work-in-progress	(514.86)	(343.25)
-Right to recover returned goods	(17.27)	-
(Increase) in inventories	**(953.75)**	**(299.74)**

* Finished goods include both Stock in trade and manufactured goods, as both are stocked together.

30 Employee benefits expense

Salaries, wages and bonus	564.26	446.90
Contribution to provident and other funds (refer note 37)	18.88	18.38
Gratuity (refer note 37)	16.50	21.62
Share based payment expenses (equity settled) (refer note 38)	26.50	2.69
Staff welfare	31.05	16.39
	657.19	**505.98**

31 Finance costs

Interest on		
- borrowings*	120.29	130.46
- delayed payment of income tax	11.51	6.94
- lease liabilities	53.32	30.38
- micro and small enterprises	10.86	2.89
- unwinding of discount on provisions	0.02	-
Other costs		
Bank processing fees	0.20	0.92
	196.20	**171.59**

*At 31st March, 2022, capitalised borrowing costs related to factory under construction amounting to ₹ Nil million (31st March, 2021: ₹23.93 million) at the rate of Nil % p.a. (31st March, 2021: 8.20 % to 8.50 % p.a.), which has been apportioned between the assets while capitalising.

Notes to Revised Standalone Financial Statements

for the year ended 31st March, 2022
(All amounts are in INR millions except per share data or as otherwise stated)

32 Depreciation and amortisation expense

	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Depreciation on property, plant and equipment	394.01	245.70
Amortisation on intangible assets	3.04	7.25
Amortisation of right-of-use assets	133.36	69.25
	530.41	**322.20**

33 Other expenses

Advertising and sales promotion	744.60	329.38
Contractor charges	668.52	430.83
Freight outwards	546.82	296.72
Legal and professional*	51.52	50.88
Power and fuel	173.62	89.97
Travelling and conveyance	42.62	29.34
Rent (refer Note 5)**	15.32	12.48
Trade receivables written off #	0.02	1.10
Consumables	37.00	23.94
Advances written off	0.26	2.21
Property, plant and equipment written off	7.48	-
Loss on sale of property, plant and equipment (net)	9.34	-
Repairs and maintenance		
Plant and machinery	19.11	17.11
Buildings	3.56	2.76
Others	20.47	12.90
Provision for inventory^	3.80	14.01
Allowance for expected credit loss	25.33	62.84
Security expenses	36.82	27.51
Corporate social responsibility expenses (refer note 40)	16.87	11.34
Rates and taxes	11.12	5.10
Commission	284.59	87.47
Director's sitting and commission fees	7.30	-
Miscellaneous expenses	107.04	78.26
	2,833.13	**1,586.15**

** includes amount of short term leases and low value lease assets.

During the year ended 31st March, 2022, the Company has utilised opening provision for writing off of trade receivables amounting to ₹44.53 million (31st March, 2021: ₹ Nil).

^ During the year ended 31March 2022, the Company has utilised opening provision for writing off of obsolete inventory amounting to ₹13.98 million (31st March, 2021: ₹ Nil).

***Payment to auditors (included in legal and professional expenses above)**

Auditor ***	6.00	5.00
For other services	-	0.30
For reimbursement of expenses	0.55	0.19
	6.55	**5.49**

***It excludes fees paid to statutory auditor of ₹32.47 million (31st March, 2021: Nil) and reimbursement of expenses amounting ₹3.56 million (31st March, 2021: Nil) for IPO related expenses which are recoverable by the Company from the selling shareholders in proportion to the shares offered to the public in offering"&" (refer note 52).

Notes to Revised Standalone Financial Statements

for the year ended 31st March, 2022

(All amounts are in INR millions except per share data or as otherwise stated)

34 Other comprehensive income

Re-measurement gains on defined benefit plans	7.74	11.23
Tax effect on above	(1.95)	(3.76)
	5.79	**7.47**

35 Earnings per share (EPS)

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

Diluted EPS are calculated by dividing the profit for the year attributable to the equity holders by weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Profit attributable to equity shareholders	1,085.38	268.74
Weighted average number of equity shares of ₹5 each (refer note 1 below)	30,39,89,054	30,37,43,128
EPS - Basic (₹)	3.57	0.88
Weighted average number of equity shares of ₹5 each (refer note 1 below)	30,39,89,054	30,37,43,128
Add: Share options outstanding account (refer note 2 below)	-	-
Weighted average number of equity shares (to be considered for dilutive EPS)	**30,39,89,054**	**30,37,43,128**
EPS - Diluted (₹)	3.57	0.88

Notes:

1. The earnings per share reflects the impact of sub-division of 1 equity share having face value of ₹10 each into 2 equity shares having face value of ₹5 each (refer note 48).

2. For the year ended 31st March, 2022, 2,349,237 options (31st March, 2021: 291,438) are not considered in calculation of weighted average number of equity shares for calculation of diluted earnings per share, as their impact is anti- dilutive.

36 Contingent liabilities, contingent assets and commitments

A. Commitments

Estimated amount of contracts remaining to be executed on capital account (net of advances) and not provided for ₹61.67 million (31st March, 2021: ₹26.68 million)

B. Contingent liabilities

Other money for which the Company is contingently liable -

a. The Company had imported plant and machinery in 2015-16 under EPCG scheme. An export obligation ('EO') amounting to ₹23.87 million (31st March, 2021: ₹23.87 million) was placed on the Company which was to be fulfilled in a period of 8 years from the date of Inspection of Licence. Duty saved under EPCG Scheme amounting to ₹3.98 million (31st March, 2021: ₹3.98 million).

b. Pursuant to judgement by the Honourable Supreme Court dated 28 February 2019, it was held that basic wages, for the purpose of provident fund, to include special allowances which are common for all employees. However, there is uncertainty with respect to the applicability of the judgement and period from which the same applies.

   Owing to the aforesaid uncertainty and pending clarification from the authorities in this regard, the Company has not recognised any provision till F.Y. 2018-2019. Further, management also believes that the impact of the same on the Company will not be material.

Notes to Revised Standalone Financial Statements

for the year ended 31st March, 2022

(All amounts are in INR millions except per share data or as otherwise stated)

37 Employee benefits

The Company contributes to the following post-employment defined benefit plans in India.

(i) Defined contribution plans:

The Company makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards provident fund and employee state insurance (ESI) which are defined contribution plans. The Company has no obligations other than to make the specified contributions. The contributions are charged to the statement of profit and loss as they accrue.

	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Contribution to provident fund and ESI	18.88	18.38

(ii) Defined benefit plan:

Gratuity

The Company operates a post-employment defined benefit plan for Gratuity. This plan entitles an employee to receive 15 day's salary for each year of completed service at the time of retirement/exit. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognize each period of service as giving rise to additional employee benefit entitlement and measures each unit separately to build up the final obligation.

The most recent actuarial valuation of the present value of the defined benefit obligation for gratuity was carried out as at 31st March, 2022. The present value of the defined benefit obligations and the related current service cost and past service cost, were measured using the Projected Unit Credit Method.

A. Based on the actuarial valuation obtained in this respect, the following table sets out the status of the gratuity plan and the amounts recognised in the Company's financial information as at reporting date:

	As at 31st March, 2022	As at 31st March, 2021
Net defined benefit liability		
Provision for gratuity	54.11	50.27
Total employee benefit liabilities	**54.11**	**50.27**
Non-current	47.92	46.32
Current	6.19	3.95

B. Movement in net defined benefit/ (asset) liability

The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit/ (asset) liability and its components:

	For the year ended 31st March, 2022	For the year ended 31st March, 2021
	Net defined benefit (asset)/ liability	Net defined benefit (asset)/ liability
(a) Balance as at beginning of year	50.27	51.37
(b) Included in profit or loss		
Current service cost*	13.11	13.13
Interest cost (income)	3.39	3.52
Total (b)	**16.50**	**16.65**

Notes to Revised Standalone Financial Statements

for the year ended 31st March, 2022
(All amounts are in INR millions except per share data or as otherwise stated)

37 Employee benefits (Contd..)

	For the year ended 31st March, 2022 Net defined benefit (asset)/ liability	For the year ended 31st March, 2021 Net defined benefit (asset)/ liability
(c) Included in OCI		
Remeasurements loss (gain)		
– Actuarial loss (gain) arising from:		
- financial assumptions	(1.06)	0.88
- demographic assumptions	(5.65)	(5.80)
- experience adjustment	(1.03)	(6.31)
Total (c)	**(7.74)**	**(11.23)**
(d) Other		
Benefits paid	(4.92)	(6.52)
Total (d)	**(4.92)**	**(6.52)**
Balance as at the end of year	**54.11**	**50.27**

*Does not include amount of ₹ Nil million (31st March, 2021: ₹4.95 million) paid to employees for which the Companey has recorded actual liabilities in its books of accounts.

C. Actuarial assumptions

a) Economic assumptions

The principal assumptions are the discount rate and salary growth rate. The discount rate is based upon the market yields available on government bonds at the accounting date with a term that matches that of liabilities. Salary increase rate takes into account inflation, seniority, promotion and other relevant factors on long term basis. Valuation assumptions are as follows which have been selected by the Company.

	As at 31st March, 2022	As at 31st March, 2021
Discount rate (p.a.)	6.90%	6.75%
Expected rate of future salary increase (p.a.)	10.00%	10.00%

b) Demographic assumptions

	As at 31st March, 2022	As at 31st March, 2021
i) Retirement age (years)	58.00	58.00
ii) Mortality rates	100%	100%
iii) Withdrawal (rate of employee turnover)		
Up to 30 years	10.00%	5.00%
31-44 years	10.00%	5.00%
Above 44 years	10.00%	5.00%

D. Sensitivity analysis

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

Notes to Revised Standalone Financial Statements

for the year ended 31st March, 2022

(All amounts are in INR millions except per share data or as otherwise stated)

37 Employee benefits (Contd..)

	As at 31st March, 2022	As at 31st March, 2021
Discount rate (1% movement)		
Liability due to Increase	(4.08)	(5.47)
Liability due to decrease	4.68	6.59
Expected rate of future salary increase (1% movement)		
Liability due to increase	4.04	5.77
Liability due to decrease	(3.64)	(4.99)

Sensitivities due to mortality and withdrawals are not material and hence impact of change not calculated.

E. Expected maturity analysis of the defined benefit plans in future years

	As at 31st March, 2022	As at 31st March, 2021
Duration of defined benefit payments		
0-1 year	6.19	3.94
2 to 5 years	21.01	12.11
6 to 10 years	24.51	19.27
More than 10 years	56.65	103.45
Total	**108.36**	**138.77**

The weighted average duration of the defined benefit plan obligation at the end of the reporting period is 8 years (31st March, 2021: 12 years).

F. Characteristics of gratuity plan

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such the Company is exposed to various risks as follow :-

A. Market volatility

B. Changes in inflation

C. Changes in interest rates

D. Rising longevity

E. Changing economic environment

F. Regulatory changes

(iii) Compensated absences

Movement of compensated absences

	As at 31st March, 2022	As at 31st March, 2021
Opening	-	3.25
Arising during the year	-	-
Utilised	-	(3.25)
Closing	**-**	**-**

Notes to Revised Standalone Financial Statements

for the year ended 31st March, 2022
(All amounts are in INR millions except per share data or as otherwise stated)

38 Share-based payments

Description of share-base payment arrangements

As at 31st March, 2022, the Company has the following share-based payment arrangements:

Share option plans (equity settled)

The Company established share option plans that entitle employees to purchase shares in the Company. Under this plan, holders of vested options are entitled to purchase shares at fair value price of shares at respective date of grant of options. The key terms and conditions related to the grants under this plan are as follows; all options are to be equity settled by the delivery of shares.

I. Details of the ESOP	Campus Activewear Private Limited- Employee Stock Option Plan 2018)	Scheme-2 (Campus Activewear Private Limited- Employee Stock Option Plan 2021)						
Date of Shareholder's approval	9 November 2018	19 March 2021	19 March 2021	19 March 2021	19 March 2021	19 March 2021	19 March 2021	19 March 2021
Grant date	9 November 2018	11 June 2021	11 June 2021	11 June 2021	25 September 2021	19 December 2021	19 December 2021	19 December 2021
Total number of Option(s) granted	2,013	1,85,713	85,171	75,448	80,682	83,688	4,75,733	10,39,760
Granted to	Employees	Employees	Employees	Employees	Employees	Employees	Employees	Employees
Method of settlement	Equity	Equity	Equity	Equity	Equity	Equity	Equity	Equity
Vesting schedule								
1st anniversary from the date of grant	50% of Options granted	25% of Options granted		100% of Options granted	25% of Options granted	100% of Options granted		25% of Options granted
2nd anniversary from the date of grant	25% of Options granted	25% of Options granted		-	25% of Options granted	-		25% of Options granted
3rd anniversary from the date of grant	25% of Options granted	25% of Options granted		-	25% of Options granted	-		25% of Options granted
4th anniversary from the date of grant	-	25% of Options granted		-	25% of Options granted	-		25% of Options granted
Vesting conditions								
Continued employment as on date of vesting	50% of the options to be vested on respective anniversary from grant date	50% of the options to be vested on respective anniversary from grant date						
Achieving performance criteria on date of vesting	50% of the options to be vested on respective anniversary from grant date	50% of the options to be vested on respective anniversary from grant date						
Performance vesting conditions	Continued employment as on relevant date of vesting; and achievement of performance criteria communicated prior to vesting date.	Continued employment as on relevant date of vesting; and achievement of performance criteria communicated prior to vesting date.						

Notes to Revised Standalone Financial Statements

for the year ended 31st March, 2022
(All amounts are in INR millions except per share data or as otherwise stated)

38 Share-based payments (Contd..)

Measurement of fair values

The fair value of options and the inputs used in the measurement of the grant-date fair values of the equity-settled share based payment plans are as follows:

Particulars	Campus Activewear Private Limited- Employee Stock Option Plan 2018)	Scheme-2 (Campus Activewear Private Limited- Employee Stock Option Plan 2021)						
Option valuation method	Black Scholes Model	Black Scholes Model	Black Scholes Model	Black Scholes Model	Black Scholes Model	Black Scholes Model	Black Scholes Model	Black Scholes Model
Fair value at grant date (refer note (i) & (ii) below)	₹169,613	₹157.21	₹157.21	₹157.21	₹160.32	₹206.48	₹206.48	₹206.48
Exercise price at grant date (refer note (i) & (ii) below)	₹168,500	₹164.24	₹223.10	₹164.24	₹223.10	₹197.16	₹197.16	₹197.16
Expected volatility	29.00%	40.95%	40.95%	35.60%	40.33%	38.20%	38.20%	44.95%
Expected life*	2.38 years	3.5 years	3.5 years	1 year	3.5 years	1 year	1 year	3.5 years
Expected dividends	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Risk-free interest rate	7.98%	6.24%	6.24%	6.24%	6.18%	6.40%	6.40%	6.40%

Reconciliation of outstanding share options

The number and the weighted-average exercise prices of share options under the share options plan are as follows:

Particulars	Campus Activewear Private Limited- Employee Stock Option Plan 2018)	Scheme-2 (Campus Activewear Private Limited- Employee Stock Option Plan 2021)						
Outstanding at beginning of the year	2,91,438	-	-	-	-	-	-	-
Granted during the year	-	1,85,713	85,171	75,448	80,682	83,688	4,75,733	10,39,760
Adjustment for sub-division of equity shares (refer note (ii) below)	-	1,85,713	85,171	75,448	80,682	-	-	-
Lapsed during the year	-	-	-	-	-	83,688	10,140	10,144
Exercised during the year	(2,91,438)	-	-	-	-	-	-	-
Outstanding at end of the year	-	3,71,426	1,70,342	1,50,896	1,61,364	-	4,65,593	10,29,616
Exercisable at end of the year	-	-	-	-	-	-	-	-

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for the year ended 31st March, 2022

(All amounts are in INR millions except per share data or as otherwise stated)

38 Share-based payments (Contd..)

Weighted average exercise price	Campus Activewear Private Limited- Employee Stock Option Plan 2018)	Scheme-2 (Campus Activewear Private Limited- Employee Stock Option Plan 2021)							
Outstanding at beginning of the year (refer note (i) below)	₹109.27	-	-	-	-	-	-	-
Granted during the year	-	₹164.24	₹223.10	₹164.24	₹223.10	₹197.16	₹197.16	₹197.16
Adjustment for sub-division of equity shares (refer note (ii) below)	-	₹82.12	₹111.55	₹82.12	₹111.55	-	-	-
Lapsed during the year	-	-	-	-	-	₹197.16	₹197.16	₹197.16
Exercised during the year	₹109.27	-	-	-	-	-	-	-
Outstanding at end of the year	-	₹82.12	₹111.55	₹82.12	₹111.55	₹197.16	₹197.16	₹197.16
Exercisable at end of the year	-	-	-	-	-	-	-	-
Weighted average remaining contractual life of options (in years)	Nil	2.80	2.80	0.20	3.05	Nil	0.72	3.26

*The expected life of the share options is based on historical data and current expectations is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of options is indicative of future trends, which may not necessarily be the actual outcome.

Description of share-base payment arrangements

As at 31st March, 2021, the Company has the following share-based payment arrangements:

Share option plans (equity settled)

The Company established share option plans that entitle employees to purchase shares in the Company. Under this plan, holders of vested options are entitled to purchase shares at fair value price of shares at respective date of grant of options. The key terms and conditions related to the grants under this plan are as follows; all options are to be equity settled by the delivery of shares.

I. Details of the ESOP	Campus Activewear Private Limited- Employee Stock Option Plan 2018)	Scheme-2 (Campus Activewear Private Limited- Employee Stock Option Plan 2021)						
Date of Shareholder's approval	9 November 2008	-	-	-	-	-	-	-
Grant date	9 November 2018	-	-	-	-	-	-	-
Total number of Option(s) granted	2,013	-	-	-	-	-	-	-
Granted to	Employees	-	-	-	-	-	-	-
Method of settlement	Equity	-	-	-	-	-	-	-
Vesting schedule and conditions								
1st anniversary from the date of grant	50% of Options granted	-	-	-	-	-	-	-
2nd anniversary from the date of grant	25% of Options granted	-	-	-	-	-	-	-
3rd anniversary from the date of grant	25% of Options granted	-	-	-	-	-	-	-
4th anniversary from the date of grant	-	-	-	-	-	-	-	-

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for the year ended 31st March, 2022

(All amounts are in INR millions except per share data or as otherwise stated)

38 Share-based payments (Contd..)

I. Details of the ESOP	Campus Activewear Private Limited- Employee Stock Option Plan 2018)	Scheme-2 (Campus Activewear Private Limited- Employee Stock Option Plan 2021)						
Continued employment as on date of vesting	50% of the options to be vested on respective anniversary from grant date	-	-	-	-	-	-	-
Achieving performance criteria on date of vesting	50% of the options to be vested on respective anniversary from grant date	-	-	-	-	-	-	-
Performance vesting conditions	Continued employment as on relevant date of vesting; and achievement of performance criteria communicated prior to vesting date.	-	-	-	-	-	-	-

Measurement of fair values

The fair value of options and the inputs used in the measurement of the grant-date fair values of the equity-settled share based payment plans are as follows:

Particulars	Campus Activewear Private Limited- Employee Stock Option Plan 2018)	Scheme-2 (Campus Activewear Private Limited- Employee Stock Option Plan 2021)						
Option valuation method	Black Scholes Model	-	-	-	-	-	-	-
Fair value at grant date (refer note (i) below)	₹169,613	-	-	-	-	-	-	-
Exercise price at grant date (refer note (i) below)	₹168,500	-	-	-	-	-	-	-
Expected volatility	29.00%	-	-	-	-	-	-	-
Expected life	2.38 years	-	-	-	-	-	-	-
Expected dividends	0.00%	-	-	-	-	-	-	-
Risk-free interest rate	7.98%	-	-	-	-	-	-	-

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for the year ended 31st March, 2022

(All amounts are in INR millions except per share data or as otherwise stated)

38 Share-based payments (Contd..)

Reconciliation of outstanding share options

The number and the weighted-average exercise prices of share options under the share options plan are as follows:

Number of options	Campus Activewear Private Limited- Employee Stock Option Plan 2018)	Scheme-2 (Campus Activewear Private Limited- Employee Stock Option Plan 2021)						
Outstanding at beginning of the year	11,59,600	-	-	-	-	-	-	-
Granted during the year	-	-	-	-	-	-	-	-
Adjustment for sub-division of equity shares	-	-	-	-	-	-	-	-
Lapsed during the year	(8,68,162)	-	-	-	-	-	-	-
Exercised during the year	-	-	-	-	-	-	-	-
Outstanding at end of the year	2,91,438	-	-	-	-	-	-	-
Exercisable at end of the year	1,45,719	-	-	-	-	-	-	-

Weighted average exercise price	Campus Activewear Private Limited- Employee Stock Option Plan 2018)	Scheme-2 (Campus Activewear Private Limited- Employee Stock Option Plan 2021)						
Outstanding at beginning of the year	₹109.27	-	-	-	-	-	-	-
Granted during the year	-	-	-	-	-	-	-	-
Adjustment for sub-division of equity shares	-	-	-	-	-	-	-	-
Lapsed during the year	₹109.27	-	-	-	-	-	-	-
Exercised during the year	-	-	-	-	-	-	-	-
Outstanding at end of the year	₹109.27	-	-	-	-	-	-	-
Exercisable at end of the year	₹109.27	-	-	-	-	-	-	-
Weighted average remaining contractual life of options (in years)	0.6	-	-	-	-	-	-	-

Notes:

(i) The Company has issued bonus shares to the shareholders of the Company accordingly there is an increase in number of shares to be issued to the option holders.

(ii) The Board of Directors and shareholders of the Company at their meeting held on 9 November 2021, have approved stock split of one equity share having face value of ₹10 each into two equity shares having face value of ₹5 each.

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for the year ended 31st March, 2022

(All amounts are in INR millions except per share data or as otherwise stated)

39 Related parties

A. Related parties and their relationships

Related parties where control exists

Subsidiary Company (through control as defined under Ind AS 110 'Consolidated Financial Statements')	M G Udyog Private Limited (till 24 September 2021)

Related parties with whom transactions have taken place during the year:

Name	Relation
Kabeer Textiles Private Limited	KMP's significant influence
Prerna Aggarwal	KMP's relative

Key Managerial Personnel (KMP)

Name	Relation
Nikhil Aggarwal	Whole-time Director and Chief Executive officer
Hari Krishan Agarwal	Chairman and Managing Director
Vinod Aggarwal	Director (till 24 September 2021)
Nitin Savara	Independent Director (w.e.f. 17 November 2021)
Madhumita Ganguli	Independent Director (w.e.f. 24 September 2021)
Anil Kumar Chanana	Independent Director (w.e.f. 24 September 2021)
Nirmal Kumar Minda	Independent Director (w.e.f. 24 September 2021 till 11 December 2021)
Jai Kumar Garg	Independent Director (w.e.f. 18 December 2021)

B. Transactions with the above in the ordinary course of business

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Job work		
M G Udyog Private Limited	60.66	121.01
Remuneration paid to KMP		
Hari Krishan Agarwal	54.22	48.50
Nikhil Aggarwal	19.74	13.92
Vinod Aggarwal	6.05	12.00
Sitting fee paid to independent directors		
Nitin Savara	1.60	-
Madhumita Ganguli	1.50	-
Anil Kumar Chanana	1.30	-
Nirmal Kumar Minda	0.40	-
Jai Kumar Garg	0.50	-
Commission paid to independent directors		
Nitin Savara	0.50	-
Madhumita Ganguli	0.50	-
Anil Kumar Chanana	0.50	-
Jai Kumar Garg	0.50	-

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(All amounts are in INR millions except per share data or as otherwise stated)

39 Related parties (Contd..)

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Remuneration paid to relatives of KMP		
Prerna Aggarwal	6.45	2.40
Security deposit paid		
Kabeer Textiles Private Limited	0.60	-
Rent paid		
Kabeer Textiles Private Limited	2.01	-

Employee benefits*		For the year ended 31st March, 2022	For the year ended 31st March, 2021
Key Managerial Personnel	Short term employee benefits	80.01	74.42
	Post employment benefits	-	-
	Other long term benefits	-	-
	Termination benefits	-	-
	Share-based payment	-	-

*Does not include post-employment benefits based on actuarial valuation as this is done for the Company as a whole.

C. Related party balances as at the year end:

Nature of the Balance	Related party	As at 31st March, 2022	As at 31st March, 2021
Other current assets	M G Udyog Private Limited	-	15.72
Other current financial liabilities	Hari Krishan Agarwal	9.45	7.99
	Nikhil Aggarwal	4.91	2.04
	Vinod Aggarwal	-	0.66
	Prerna Aggarwal	1.16	0.15
	Nitin Savara	0.50	-
	Madhumita Ganguli	0.50	-
	Anil Kumar Chanana	0.50	-
	Jai Kumar Garg	0.50	-
Other current financial assets*	Kabeer Textiles Private Limited	0.60	-

*It does not include amount incurred in relation to IPO that is recoverable by the Company from the selling shareholders. (refer note 52).

40 Corporate Social Responsibility

As per Section 135 of the Companies Act, 2013, a Company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on Corporate social responsibility (CSR) activities. A CSR Committee has been formed by the Company as per the Act. The CSR Committee and Board had approved the projects with specific outlay on the activities as specified in Schedule VII of the act, in pursuant of the CSR policy.

	For the year ended 31st March, 2022	For the year ended 31st March, 2021
a) Gross amount required to be spent by the Company during the year	16.87	9.81
b) Amount spent during the year on (in cash):		
(i) Construction / Acquisition of any asset	-	-
(ii) On purpose other than (i) above	16.87	11.34

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for the year ended 31st March, 2022

(All amounts are in INR millions except per share data or as otherwise stated)

40 Corporate Social Responsibility (Contd..)

	For the year ended 31st March, 2022	For the year ended 31st March, 2021
c) Excess/ (Shortfall) at the end of the year	-	1.53
d) Total of previous years shortfall	-	-
e) Details of related party transactions	NA	NA
f) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately	NA	NA
g) Reason for shortfall: Not Applicable		
h) Nature of CSR Activities:		
i) Donation to PM CARES Fund		
ii) Eradicating poverty		
iii) Creating health infrastructure for Covid care		

41 Financial instruments – Fair values and risk management

I. Fair value measurements

Accounting classifications and fair values

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

Financial assets	Notes	Level of fair value	Carrying value	
			As at 31st March, 2022	As at 31st March, 2021
Financial assets not measured at fair value				
Loans	(b)		6.77	3.99
Trade receivables	(b)		1,336.80	981.98
Cash and cash equivalents	(b)		3.48	10.37
Other current financial assets	(b)		173.67	4.28
Other non current financial assets	(c)		85.48	42.55
			1,606.20	**1,043.17**
Financial liabilities not measured at fair value				
Non-current borrowings	(a)	2	451.70	664.37
Current borrowings	(a)	2	1,291.24	691.61
Trade payables	(b)		1,965.51	1,700.37
Lease liabilities (current and non-current)	(a)		1,146.93	416.44
Other current financial liabilities	(b)		200.77	83.77
			5,056.15	**3,556.56**

Notes to Revised Standalone Financial Statements

for the year ended 31st March, 2022
(All amounts are in INR millions except per share data or as otherwise stated)

41 Financial instruments – Fair values and risk management (Contd..)

Financial assets	Notes	Level of fair value	Fair value As at 31st March, 2022	Fair value As at 31st March, 2021
Financial assets not measured at fair value				
Loans	(b)		-	-
Trade receivables	(b)		-	-
Cash and cash equivalents	(b)		-	-
Other current financial assets	(b)		-	-
Other non current financial assets	(c)		85.48	42.55
			85.48	**42.55**
Financial liabilities not measured at fair value				
Non-current borrowings	(a)	2	451.70	664.37
Current borrowings	(a)	2	1,291.24	691.61
Trade payables	(b)		-	-
Lease liabilities (current and non-current)	(a)		1,146.93	416.44
Other current financial liabilities	(b)		-	-
			2,889.87	**1,772.42**

(a) The Company's borrowings have fair values that approximate to their carrying amounts as they are based on the net present value of the anticipated future cash flows using rates currently available for debts on similar terms, credit risk and remaining maturities.

(b) The carrying amount of loans, trade receivables, cash and cash equivalents, bank balances other than those included in cash and cash equivalents, other current financial assets, trade payable and other current financial liabilities approximates the fair values, due to their short term nature.

(c) The carrying value of non-current financial assets approximate the fair values as on the reporting date, as these are carried at amortised cost and are based on the net present value of the anticipated future cash flows using applicable discount rate.

(d) The carrying value of lease liabilities approximates the fair values as on the reporting date, as these are carried at amortised cost and are based on the net present value of the anticipated future cash flows using applicable discount rate.

There are no transfer between Level 1, Level 2 and Level 3 during the year ended 31st March, 2022 and 31st March, 2021.

II. Financial risk management

Risk Management Framework

The Company's Board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework and also responsible for developing and monitoring the Company's risk management policy.

The Company's risk management policies are established to identify and analyse the risk faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations. The Board of directors with top management oversee the formulation and implementation of the risk management framework. The risks are identified at business unit level and mitigation plans are identified, deliberated and reviewed at appropriate forums.

Notes to Revised Standalone Financial Statements

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(All amounts are in INR millions except per share data or as otherwise stated)

41 Financial instruments – Fair values and risk management (Contd..)

The Company has exposure to the following risks arising from financial instruments:

- Credit risk;
- Liquidity risk; and
- Market risk

i. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counter party to a financial instrument fails to meet its contractual obligations resulting in a financial loss to the Company. Credit risk arises principally from trade receivables, loans, advances, cash and cash equivalents and deposits with banks. The carrying amounts of financial assets represent the maximum credit risk exposure.

Trade receivables

The Company exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customers operate.

The management has established a credit policy under which each new customer is analysed individually for creditworthiness before the standard payments and delivery terms and conditions are offered. The average credit period provided to customers varies from 0 to 90 days. For new customers, in addition to feedback from retail traders, they start doing the business with Company on advance payment terms. Post a business for 3 months and a successful payment track record, the customers are then converted to business with standard credit terms.

An impairment analysis is performed for all the customers at each reporting date on an individual basis. According to the analysis done, the Company establishes an allowance for impairment that represents its expected credit losses in respect of trade and other receivables. The management uses a simplified approach for the purpose of computation of expected credit loss for trade receivables. An impairment analysis is performed at each reporting date.

Interest rate risk

Currently the Company's borrowings are within acceptable risk levels, as determined by the management, hence the Company has not taken any swaps to hedge the interest rate risk.

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

	As at 31st March, 2022	As at 31st March, 2021
Variable rate borrowings	867.49	1,036.52
Fixed rate borrowings	750.00	250.00

Interest rate sensitivity

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

Particulars	Effect on profit before tax	
	As at 31st March, 2022	As at 31st March, 2021
Increase by 50 basis point	4.34	5.18
Decrease by 50 basis point	(4.34)	(5.18)

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(All amounts are in INR millions except per share data or as otherwise stated)

41 Financial instruments – Fair values and risk management (Contd..)

Cash and cash equivalents and deposits with banks

Cash and cash equivalents of the Company are held with banks which have high credit rating. The Company considers that its cash and cash equivalents have low credit risk based on the external credit ratings of the counter parties.

Security deposits

The Company has furnished security deposits to its lessors for obtaining the premises on lease and warehouses for storage of goods. The Company considers that its deposits have low credit risk or negligible risk of default as the parties are well established entities and have strong capacity to meet the obligations. Also, where Company expects that there is an uncertainty in the recovery of deposit, it provides for suitable impairment on the same.

	As at 31st March, 2022	As at 31st March, 2021
Financial assets for which loss allowance is measured using Lifetime Expected Credit Losses		
Trade receivables (refer note 12)	1,476.97	1,141.36

During the year, trade receivable with a contractual amount of ₹44.53 million were written off (31st March, 2021: ₹1.1 million) and the Company does not expect to receive future cash flows or recoveries from collection of receivables previously written off. Company's management also pursues all legal options for recovery of dues, wherever necessary, based on its internal assessment.

The Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and adjusted for forward looking information. The expected credit loss allowance is based on the ageing of the days the receivables are due and the rates as per Company policy.

For trade receivables balance from related parties, there are no indications at the year end for default in payments. Accordingly, the Company does not anticipate risk of recovery and expected credit loss in respect thereof.

Additionally, the Company has also considered risk on account of delays and defaults due to COVID-19 in arriving at expected credit loss.

Reconciliation of loss allowance provision – Trade receivables

Particulars	As at 31st March, 2022	As at 31st March, 2021
Opening balance	159.38	96.54
Changes in loss allowance	(19.21)	62.84
Closing balance	**140.17**	**159.38**

ii. Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company’s approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company’s reputation.

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the cash flow generated from operations to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, Company treasury maintains flexibility in funding by maintaining availability under committed credit lines.

Management monitors rolling forecasts of the Company’s liquidity position (comprising the undrawn borrowing facilities) and cash and cash equivalents on the basis of expected cash flows. This is generally carried out in accordance with practice and limits set by the Company . In addition, the Company’s liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

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(All amounts are in INR millions except per share data or as otherwise stated)

41 Financial instruments – Fair values and risk management (Contd..)

Particulars	Carrying amounts as at 31st March, 2022	Contractual cash flows			
		Total	0-1 years	Between 1 - 5 years	More than 5 year
Non-derivative financial liabilities					
Non-current borrowings	451.70	504.30	-	504.30	-
Current borrowings (including current maturities of non-current borrowings)	1,291.24	1,340.80	1,340.80	-	-
Lease liabilities (Current and non-current)	1,146.93	1,575.23	219.22	805.49	550.52
Other financial liabilities (Other than lease liabilities)	200.77	200.77	200.77	-	-
Trade payables	1,965.51	1,965.51	1,965.51	-	-
Total	**5,056.15**	**5,586.61**	**3,726.30**	**1,309.79**	**550.52**

Particulars	Carrying amounts as at 31st March, 2021	Contractual cash flows			
		Total	0-1 years	Between 1 - 5 years	More than 5 year
Non-derivative financial liabilities					
Non-current borrowings	664.37	795.43	-	795.43	-
Current borrowings (including current maturities of non-current borrowings)	691.61	699.25	699.25	-	-
Lease liabilities (Current and non-current)	416.44	564.65	98.98	299.27	166.40
Other financial liabilities (Other than lease liabilities)	83.77	83.77	83.77	-	-
Trade payables	1,700.37	1,700.37	1,700.37	-	-
Total	**3,556.56**	**3,843.47**	**2,582.37**	**1,094.70**	**166.40**

iii. Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates – will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

The Company's business activities are exposed to a variety of market risks, namely:

- Currency risk;
- Commodity risk

Currency risk

The Company is exposed to foreign currency risk to the extent that there is a mismatch between the currencies in which sales and purchases are denominated and the functional currency of the Company, hence exposure to exchange rate fluctuations arises. The risk is that the functional currency value of cash flows will vary as a result of movements in exchange rates. The functional currency of the Company is INR and the currency in which these transactions are primarily denominated is USD and CNY.

For assets and liabilities denominated in foreign currencies, the Company's policy is to ensure that its net exposure is kept to an acceptable level by buying or selling foreign currencies at spot rates when necessary to address short-term imbalances.

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41 Financial instruments – Fair values and risk management (Contd..)

Particulars of unhedged foreign currency exposure are as follows-

Particulars	Currency	As at 31st March, 2022	As at 31st March, 2021
Amount in Foreign currency			
Trade payables	USD	1.02	0.24
	CNY	-	0.16
Trade receivables	USD	-	0.02
Amount in INR			
Trade payables	USD	77.11	17.66
	CNY	-	1.76
Trade receivables	USD	-	1.14

Currency sensitivity

A reasonably possible strengthening/ (weakening) of the INR against all other currencies at reporting date would have affected the measurement of financial instruments denominated in a foreign currency and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant.

Profit/(Loss)	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Strengthening		
USD (1% movement)	0.77	0.17
CNY (1% movement)	-	0.02
Weakening		
USD (1% movement)	(0.77)	(0.17)
CNY (1% movement)	-	(0.02)

Commodity Risk

Exposure of the Company to Commodity and Commodity Risks faced by the Company throughout the year.

Commodities form a major part of the raw materials required for Company's products portfolio and hence commodity price risk is one of the important market risk for the Company. The Company is exposed to the risk of changes in commodity prices in relation to its purchase of raw materials. The Company's price arrangements with its suppliers are typically linked to the spot prices of such raw materials, and any increase in the spot prices may result in an increase in the price of such raw materials procured from its suppliers.

The Company has adequate risk assessment and minimization system in place including for Commodities. The risk is hedged through additional and strategic buying from time to time. Further, the Company typically pass on some portion of the change in the raw material price to the customers

Purchases sensitivity analysis

A reasonably possible change of 1% in prices of purchases during the year, would have increased (decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables remain constant

Notes to Revised Standalone Financial Statements

for the year ended 31st March, 2022

(All amounts are in INR millions except per share data or as otherwise stated)

41 Financial instruments – Fair values and risk management (Contd..)

Particulars	Equity-net of tax		Effect on profit before tax	
	As at 31st March, 2022	As at 31st March, 2021	As at 31st March, 2022	As at 31st March, 2021
Increase by 1%	(40.75)	(22.79)	(62.63)	(35.03)
Decrease by 1%	40.75	22.79	62.63	35.03

42 Capital management

The Company's policy is to maintain a strong capital base so as to maintain investor and creditor to sustain future development of the business. Management monitors the return on capital on a yearly basis as well as the level of dividends to ordinary shareholders which is given based on approved dividend policy.

The Board of directors seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position."

Refer note 45 for information on ratios.

43 Segment reporting

Segment information is presented in respect of the Company's key operating segments. The operating segments are based on the Company's management and internal reporting structure.

Operating segments

The Company has identified the business as single operating segment i.e. Footwear and Accessories. Accordingly, there is only one Reportable Segment for the Company which is "Footwear and Accessories", hence no specific disclosures have been made.

(a) Information about geographical areas

Major sales of the Company are made to customers which are domiciled in India.

	As at 31st March, 2022	As at 31st March, 2021
Revenue based on sales of products attributable to external customers		
Within India	11,868.23	7,100.82
Outside India	1.71	-
Total	**11,869.94**	**7,100.82**

The Company does not receive 10% or more of its revenues from transactions with any single external customer during any reporting year.

(b) The non-current assets of the Company are located in the country of domicile i.e. India. Hence no specific disclosures have been made.

44 Details of dues to micro enterprises and small enterprises as defined under MSMED Act, 2006

Particulars	As at 31st March, 2022	As at 31st March, 2021
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of year reported in Current Trade Payables		
Principal amount unpaid	134.55	86.68
Interest due	16.35	5.49
The amount of interest paid by the buyer in terms of section 16, of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during the year		

Notes to Revised Standalone Financial Statements

for the year ended 31st March, 2022
(All amounts are in INR millions except per share data or as otherwise stated)

44 Details of dues to micro enterprises and small enterprises as defined under MSMED Act, 2006 (Contd..)

Particulars	As at 31st March, 2022	As at 31st March, 2021
Payment made beyond the Appointed Date	-	-
Interest Paid beyond the Appointed Date	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006.	-	-
The amount of interest accrued and remaining unpaid at the end of the year; and	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006	-	-

45 Ratio Analysis

a. Current ratio = Current assets divided by current liabilities

Particulars	31st March, 2022	31st March, 2021
Current assets	6,045.93	3,830.66
Current liabilities	3,803.33	2,629.50
Ratio	1.59	1.46
% Change from previous year	**9.12%**	

Reason for change more than 25%:NA

b. Debt equity ratio = Total debt divided by total shareholder's equity

Particulars	31st March, 2022	31st March, 2021
Total debt (excluding lease liabilities)	1,742.94	1,355.98
Total equity (excluding Non-controlling interests)	4,275.87	3,126.35
Ratio	0.41	0.43
% Change from previous year	**(6.02%)**	

Reason for change more than 25%: NA

c. Debt service coverage ratio = Earnings available for debt services divided by total interest and principal repayments

Particulars	31st March, 2022	31st March, 2021
Profit after tax	1,085.38	268.74
Add: Non cash operating expenses and finance cost		
- Depreciation and other non cash operating expenses	591.72	403.74
- Finance costs	173.61	160.84
Earnings available for debt service	**1,850.71**	**833.32**
Interest on borrowings and lease liabilities	173.61	160.84
Principal repayments and lease payments	345.84	197.49
Total interest and principal repayments	**519.45**	**358.33**
Ratio	3.56	2.33
% Change from previous year	**53.20%**	

Notes to Revised Standalone Financial Statements

for the year ended 31st March, 2022

(All amounts are in INR millions except per share data or as otherwise stated)

45 Ratio Analysis (Contd..)

Reason for change more than 25%:

The ratio has increased from 2.33 in March 2021 to 3.56 in March 2022 mainly due to increase in profit available for debt service from ₹268.74 million for the year ended 31st March, 2021 to ₹1,085.38 million for the year ended 31st March, 2022.

d. Return on equity ratio / return on investment ratio = Net profit after tax divided by average shareholder's equity

Particulars	31st March, 2022	31st March, 2021
Net profit after tax	1,085.38	268.74
Average shareholder's equity (excluding Non-controlling interests)	3,701.11	2,986.90
Ratio (in %)	29.33%	9.00%
% Change from previous year	**225.94%**	

Reason for change more than 25%:

The ratio has increased from 9.00% in March 2021 to 29.33% in March 2022 mainly due to increase in profit from ₹268.74 million for the year ended 31st March, 2021 to ₹1,085.38 million for the year ended 31st March, 2022.

e. Inventory turnover ratio = Net Sales divided by average inventory

Particulars	31st March, 2022	31 March 2021
Sale of goods (Net sales)	11,869.94	7,100.82
Average inventory	2,783.89	1,862.04
Ratio	4.26	3.81
% Change from previous year	**11.81%**	

Reason for change more than 25%: NA

f. Trade receivables turnover ratio = Net sales divided by average trade receivables

Particulars	31st March, 2022	31 March 2021
Sale of goods (Net sales)	11,869.94	7,100.82
Average trade receivables	1,309.17	1,340.53
Ratio	9.07	5.30
% Change from previous year	**71.17%**	

Reason for change more than 25%:

The ratio has increased from 5.30 in March 2021 to 9.07 in March 2022 because there is a reduction in credit period and accordingly, the Company has made quicker recoveries even though the sales have increased during the year.

g. Trade payables turnover ratio = Net purchases divided by average trade payables

Particulars	31st March, 2022	31 March 2021
Net purchases	7,556.71	4,204.92
Average trade payables	1,832.94	1,464.40
Ratio	4.12	2.87
% Change from previous year	**43.58%**	

Reason for change more than 25%:

The ratio has increased from 2.87 in March 2021 to 4.12 in March 2022 mainly because increase in trade payables is lower as compared to increase in purchases during the year which is due to the payments made to trade payables during the year.

Notes to Revised Standalone Financial Statements

for the year ended 31st March, 2022
(All amounts are in INR millions except per share data or as otherwise stated)

45 Ratio Analysis (Contd..)

h. Net capital turnover ratio = Net sales divided by working capital

Particulars	31st March, 2022	31 March 2021
Sale of goods (Net sales)	11,869.94	7,100.82
Working capital	2,242.60	1,201.16
Ratio	5.29	5.91
% Change from previous year	**(10.47%)**	

Reason for change more than 25%: NA

i. Net profit ratio = Net profit after tax divided by Net sales

Particulars	31st March, 2022	31 March 2021
Net profit after tax	1,085.38	268.74
Sale of goods (Net sales)	11,869.94	7,100.82
Ratio	0.09	0.04
% Change from previous year	**141.61%**	

Reason for change more than 25%:

The ratio has increased from 0.04 in March 2021 to 0.09 in March 2022 mainly due to improved performance during the year.

j. Return on capital employed = Earnings before interest and taxes (EBIT) divided by capital employed

Particulars	31st March, 2022	31 March 2021
Profit before tax	1,717.09	699.20
Add: Finance costs (represents interest on borrowings)	120.29	130.46
EBIT	**1,837.38**	**829.66**
Tangible net worth (Total assets - total liabilities - intangible assets)	4,267.28	3,117.57
Total debt (excluding lease liabilities)	1,742.94	1,355.98
Capital employed	**6,010.22**	**4,473.55**
Ratio	0.31	0.19
% Change from previous year	**64.84%**	

Reason for change more than 25%:

The ratio has increased from 0.19 in March 2021 to 0.31 in March 2022 mainly due to improved performance during the year.

46 During the Financial Year 2020-21, the Company's financials got impacted due to COVID-19 declared as pandemic by world health organization (WHO). The Company had suspended operations in all the units during lockdown period to comply with COVID 19 related restrictions imposed by the Central and State governments. These restrictions though imposed to fight against COVID-19 had also impacted the normal business by way of interruption in store operations, disrupted supply chain, extended credit period etc.

However, the Company worked on plans to step up the distribution, increase marketing spends and partly offset the business impact by increasing the Online channel sales. The Company has maintained throughout lockdowns and subsequently a good cash position and has been able to meet its financial liabilities without utilizing moratorium.

Management believes that Company will continue its journey of profitable growth that will be driven by the strong fundamentals of operating model and continued focus on long term business plan.

47 On 9 February 2021, the Company had received approval from shareholders for re-classification of authorised share capital from redeemable preference shares amounting ₹1,530 million to equity share capital in Extra-ordinary General Meeting.

Notes to Revised Standalone Financial Statements

for the year ended 31st March, 2022

(All amounts are in INR millions except per share data or as otherwise stated)

48 The Board of Directors and shareholders of the Company at their meeting held on 9 November 2021, have approved stock split of one equity share having face value of ₹10 each into two equity shares having face value of ₹5 each.

The impact of above mentioned stock split has been considered retrospectively for the purpose of calculation of basic and diluted earnings per share for previous year.

49 Other notes:

a. No proceeding has been initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

b. There are no transactions to report on Crypto Currency or Virtual Currency.

c. The Company has not been declared as wilful defaulter by any bank or financial Institution or other lender.

d. The Company has not entered into any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

e. There are no transaction which has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

f. There are no charges or satisfaction yet to be registered with ROC beyond the statutory period.

g. There are no funds which have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:

   i. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or

   ii. provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

h. There are no funds which have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:

   i. directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or

   ii. provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.

i. The Company (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CIC as part of the Company.

50 Reclassification

Pursuant to amendment in Schedule III to the Companies Act, 2013, effective from 1 April 2021, the Company has modified the classification of certain assets and liabilities. Comparative amounts in the notes to the Revised Standalone Financial Statements were reclassified for consistency.

Particulars	Original	Reclassified	Difference
Non-current assets (Financial assets)			
Loans	27.29	-	27.29
Other financial assets	15.24	42.53	(27.29)
Current liability			
Borrowings	434.60	691.61	(257.01)
Other financial liabilities	340.11	83.10	257.01

Notes to Revised Standalone Financial Statements

for the year ended 31st March, 2022
(All amounts are in INR millions except per share data or as otherwise stated)

51 Scheme Of Merger

The Board of Directors of the Company at its meeting held on 11 November 2020 had approved the Scheme of Arrangement (the 'Scheme') for merger of its wholly owned subsidiary (transferor Company) with the Company (transferee Company) and adjustment of securities premium of the Transferee Company with the debit balance of Capital Reserve. Application seeking approval of the Scheme was subsequently filed with Hon'ble National Company Law Tribunal (NCLT), New Delhi Bench on 25 March 2021. The earlier standalone financial statements of the Company for the year ended 31st March, 2022 were approved by the Board of Directors at its meeting held on 30 May 2022 without giving effect to the Scheme since the petition was pending before the NCLT.

NCLT, New Delhi Bench sanctioned the Scheme and pronounced its order on 11 August 2022, certified copy of which was received by the Company on 1 September 2022. As per the Order, it needs to be filed with ROC within 30 days from receipt of certified copy of it.

Accordingly, to give effect to the Scheme from the appointed date i.e. 1st April, 2020, the Company has revised the earlier approved standalone financial statements for the year ended 31st March, 2022.

Pursuant to the Scheme, all the assets, liabilities, reserves and surplus of the transferor Company have been transferred to and vested in the Company with effect from the appointed date i.e. 1st April, 2020 at their carrying values.

The revision to the earlier standalone financial statements have been carried out solely for the impact of above referred Scheme and no additional adjustments have been incorporated for any other events occurring after 30 May 2022 (being the date when the standalone financial statements were first approved by the Board of Directors of the Company).

The details of the Company and the merger of the transferor Company with the Company are as below:

Name of the transferor Company	**Campus AI Private limited**
General nature of business	Manufacturing and trading of footwear and accessories
Appointed date of the Scheme	1st April, 2020
Description and number of shares issued	Nil
% of Company's equity shares exchanged	Nil

Pursuant to the Scheme the merger has been accounted for as per the applicable accounting principles prescribed under relevant Indian Accounting Standards.

(a) Accounting treatment

(i) The Transferee Company has recorded all the assets, liabilities and reserves of the Transferor Company vested in it pursuant to this Scheme, at their book values and in the same form as appearing in the books of the Transferor Company as on the Appointed Date, by applying the principles as set out in Appendix C of IND AS 103 'Business Combinations' and prescribed under Companies (Indian Accounting Standards) Rules, 2015 issued by the Institute of Chartered Accountants of India

(ii) The revised standalone financial statements of the Transferee Company reflect the financial position on the basis of consistent accounting policies.

(iii) Any loans, advances or other obligations (including but not limited to any guarantees, letters of credit, letters of comfort or any other instrument or arrangement which may give rise to a contingent liability in whatever form) that are due between the Transferor Company and the Transferee Company, if any, ipso facto, stand discharged and come to end and the same is eliminated by giving appropriate elimination effect in the books of account and records of the Transferee Company.

Notes to Revised Standalone Financial Statements

for the year ended 31st March, 2022

(All amounts are in INR millions except per share data or as otherwise stated)

51 Scheme Of Merger (Contd..)

(iv) Investments in shares of the Transferor Company held by the Transferee Company have been adjusted against Share Capital of the Transferor Company and the difference, between cost of investment of the Transferor Company in the books of the Transferee Company has been adjusted against balance of reserves and surplus of the Transferee Company post-merger.

The identity of the reserves has been preserved and appear in the Revised Standalone financial statements of the Transferee Company in the same form in which they appeared in the financial statements of the Transferor Company.

(v) Upon the Scheme becoming effective the Transferee Company had passed the following accounting entries for adjustment of securities premium with the debit balance of Capital Reserve:

a. The debit balance in the Capital Reserve ₹1,567.87 Million (after giving effect of above accounting) in the books of the Transferee Company as on Effective Date i.e. 1st April, 2020 has been adjusted/ set-off against the credit balance of Securities Premium.

b. This part of the Scheme does not involve reduction in the Issued, Subscribed, Paid-Up Share Capital of the Transferee Company and any payment of the Paid-Up share capital to the shareholders of the Transferee Company nor does it result in extinguishment of any liability or diminution. There is no outflow of/ payout of funds from the Transferee Company and hence, the interest of the shareholders / creditors is not adversely affected.

(a) The book value of assets and liabilities taken over in accordance with the terms of the scheme at the following summarised values:

Particulars	Amount
ASSETS	
Non-current assets	
Property, plant and equipment	175.63
Right-of-use assets	34.24
Financial assets	
Loans	0.79
Deferred tax assets (net)	9.71
Other non-current assets	0.63
Total non-current assets	**221.00**
Current assets	
Inventories	245.08
Financial assets	
Trade receivables	288.80
Cash and cash equivalents	1.17
Loans	4.44
Other current financial assets	1.10
Other current assets	139.06
Total current assets	**679.65**
Total assets (A)	**900.65**
Non-current liabilities	
Provisions	3.81
Total non-current liabilities	**3.81**
Current liabilities	
Financial liabilities	
Borrowings	243.03
Trade payables (refer note below)	
Total outstanding dues of micro enterprises and small enterprises	-
Total outstanding dues of creditors other than micro and small enterprises	452.48
Other current financial liabilities	123.89
Other current liabilities	7.95

Notes to Revised Standalone Financial Statements

for the year ended 31st March, 2022
(All amounts are in INR millions except per share data or as otherwise stated)

51 Scheme Of Merger (Contd..)

Particulars	Amount
Provisions	0.02
Current tax liabilities (net)	18.24
Total current liabilities	**845.61**
Total liabilities (B)	**849.42**
Total net identifiable assets acquired C = (A-B)	51.23
Carrying amount of investments in transferor Company cancelled (D)	1.99
Excess of net assets over investment (E) = (C-D)	49.24
Elimination of Intra group profit (F) (refer note below)	(70.03)
Impact of deferred tax on Intra group profit as at 1st April, 2020 (G)	23.97
Net impact transferred to retained earnings (E + F +G)	**3.18**

Notes :

(a) Pursuant to the Order, the difference between the book value of the assets and liabilities and reserves transferred to the Company and the Carrying amount of investments in transferor Company cancelled being ₹49.24 million has been credited to the other equity of the the Company.

(b) Trade Payable includes ₹204.91 million payable to Transferee Company which will be eliminated by the receivables in the Transferor Company.

(c) Unrealied Profit of ₹70.03 on stock unsold as at 1st April, 2020 which was puchased by one entity from other has been debited in other equity.

(d) As the appointed date of the Scheme is 1st April, 2020, the previous year's numbers ie. for the year ended 31 March 2021 have been revised to include the financial information of the Transferor Company.

(e) The authorised share capital of the Transferee Company, automatically stands increased, by clubbing the authorised share capital of the Transferor Company which is ₹2.00 million divided into 400,000 equity shares of ₹5 each (31 March 2021: ₹2.00 million divided into 200,000 equity shares of ₹10 each)

(f) Further, pursuant to the approval of the Scheme from the specified retrospective appointed date of 1st April, 2020, a revised return of income for the year ended 31 March 2021 after taking into consideration the overriding effect of the provision in the Scheme would be filed by the Company. The impact of such revised return on the current and deferred tax has been recognised in the profit or loss for the year ended 31st March, 2022.

Notes to Revised Standalone Financial Statements

for the year ended 31st March, 2022
(All amounts are in INR millions except per share data or as otherwise stated)

52 Events after the reporting period

Subsequent to the year end, the Company completed its Initial Public Offering (IPO) of its equity shares which have been listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) with effect from 9 May 2022.

As per our report of even date attached

For **B S R & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 116231W/W-100024

Ashwin Bakshi
Partner
Membership Number: 506777

Place: New Delhi
Date: 23 September 2022

For and on behalf of the Board of Directors of
Campus Activewear Limited
(formerly known as Campus Activewear Private Limited)

Hari Krishan Agarwal
Chairman and Managing Director
DIN : 00172467

Place: New Delhi
Date: 23 September 2022

Nikhil Aggarwal
Whole-time Director and
Chief Executive Officer
DIN : 01877186

Place: Mumbai
Date: 23 September 2022

Raman Chawla
Chief Financial Officer

Place: Chandigarh
Date: 23 September 2022

Archana Maini
General Counsel and Company Secretary
Membership No.: A16092

Place: New Delhi
Date: 23 September 2022

Revised Consolidated Financial Statements

Independent Auditor's Report

To
The Members of
Campus Activewear Limited
(formerly known as Campus Activewear Private Limited)

Report on the Audit of the Revised Consolidated Financial Statements

Opinion

We have audited the revised consolidated financial statements of Campus Activewear Limited (formerly known as Campus Activewear Private Limited) (hereinafter referred to as the "Holding Company") and its subsidiary which was a subsidiary till 24 September 2021 (Holding Company and its subsidiary together referred to as "the Group"), which comprise the revised consolidated balance sheet as at 31 March 2022, and the revised consolidated statement of profit and loss (including other comprehensive income), revised consolidated statement of changes in equity and revised consolidated statement of cash flows for the year then ended, and notes to the revised consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the revised consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid revised consolidated financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2022, of its consolidated profit and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

Basis for Opinion

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

Emphasis of Matter

We draw attention to note 2(a) and 53 of the revised consolidated financial statements which describes the basis of preparation and Scheme of Arrangement ('the Scheme') respectively. As explained in detail therein, these revised consolidated financial statements for the year ended 31 March 2022 have been prepared pursuant 'to the Scheme' for merger of its wholly owned subsidiary Campus AI Private Limited ("the transferor Company"), with the Company, from the specified retrospective appointed date i.e. 1 April 2020. National Company Law Tribunal (NCLT), New Delhi Bench sanctioned the Scheme and pronounced its order on 11 August 2022 which, certified copy of which was received by the Company on 1 September 2022.

The revision to the earlier consolidated financial statements have been carried out solely for the consequential impact of the merger on the current and deferred tax which has been recognised in the profit or loss for the year ended 31 March 2022. Further, as per the approved Scheme, securities premium of the Transferee Company has been adjusted with the debit balance of Capital Reserve.

We issued a separate auditor's report dated 30 May 2022 on earlier consolidated financial statements to the members of the Company. The aforesaid petition having been approved subsequently, the Group has now prepared revised consolidated financial statements incorporating the impact of the Scheme.

In accordance with the provisions of Standard on Auditing 560 (Revised) 'Subsequent Events' issued by The Institute of Chartered Accountants of India, our audit procedures, in so far as they relate to the revision to the earlier consolidated financial statements, have been carried out solely on this matter and no additional procedures have been carried out for any other events occurring after 30 May 2022 (being the date of our earlier audit report on the earlier consolidated financial statements). Our earlier audit report dated 30 May 2022 on the earlier consolidated financial statements is superseded by this report on the revised consolidated financial statements.

Our opinion is not modified in respect of this matter.

Key Audit Matter

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

Key audit matter

See Note 2(b)(x) and 26 to revised consolidated financial statements

The key audit matter	How the matter was addressed in our audit
Revenue Recognition – fraud risk Revenue from sale of goods is recognised when control in goods is transferred to the customer and is measured net of discounts, price concessions and incentives. Standards on Auditing presume that there is a fraud risk with regard to revenue recognition. We have identified this as a key audit matter since there is a risk of revenue being overstated because of fraud, resulting from the pressure the Company may feel to achieve performance targets.	In view of the significance of the matter we applied the following audit procedures in this area, amongst others to obtain sufficient and appropriate audit evidence: a) We assessed the appropriateness of the revenue recognition accounting policies by comparing with applicable accounting standards. b) We evaluated the design, implementation and operating effectiveness of key internal controls over recognition of revenue for a sample of transactions (using random sampling). c) We performed substantive testing by selecting samples (using statistical sampling) of revenue transactions recorded during the year by testing the underlying documents which included sales invoices, shipping documents and proof of deliveries to assess whether these are recognised in the appropriate period in which control is transferred. d) We carried out analytical procedures on revenue recognised during the year to identify unusual variances. e) We tested, on a sample basis, (using random sampling) specific revenue transactions recorded before and after the financial year end date to assess revenue is recognised in the financial period in which control is transferred. f) We tested journal entries on revenue recognised during the year, selected considering specified risk- based criteria to identify unusual items.

Other Information

The Holding Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's annual report, but does not include the revised consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the revised consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the revised consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's and Board of Directors' Responsibilities for the Revised Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these revised consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit/ loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of 'the Group' in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Management and Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each Company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the revised consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the revised consolidated financial statements by the Management and Board of Directors of the Holding Company, as aforesaid.

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

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of each Company.

Auditor's Responsibilities for the Audit of the Revised Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the revised consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these revised consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the revised consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to revised financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.

- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of revised consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the revised consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the revised consolidated financial statements, including the disclosures, and whether the revised consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance of the Holding Company and such other entity included in the revised consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

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

Report on Other Legal and Regulatory Requirements

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

2 A. As required by Section 143(3) of the Act, we report, to the extent applicable, that:

   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid revised consolidated financial statements.

   b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid revised consolidated financial statements have been kept so far as it appears from our examination of those books.

   c. The revised consolidated balance sheet, the revised consolidated statement of profit and loss (including other comprehensive income), the revised consolidated statement of changes in equity and the revised consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the revised consolidated financial statements.

d. In our opinion, the aforesaid revised consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.

e. On the basis of the written representations received from the directors of the Holding Company as on 31 March 2022 taken on record by the Board of Directors of the Holding Company, none of the directors of the Holding Company are disqualified as on 31 March 2022 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 revised financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

a. There were no pending litigations as at 31 March 2022 which would impact the consolidated financial position of the Group.

b. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended 31 March 2022.

c. There are no amounts which are required to be transferred to the Investor Education and Protection Fund by the Holding Company or its subsidiary Company incorporated in India during the year ended 31 March 2022.

d (i) The management has represented that, to the best of it's knowledge and belief, as disclosed in the Note 51(g) to the revised consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or its subsidiary Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or its subsidiary Company ("Ultimate Beneficiaries") or
- provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(ii) The management has represented that, to the best of it's knowledge and belief, as disclosed in the Note 51(h) to the revised consolidated financial statements, no funds have been received by the Holding Company or its subsidiary Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or its subsidiary Company shall:

- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or
- provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(iii) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) above contain any material misstatement.

e. The Holding Company and its subsidiary Company incorporated in India have neither declared nor paid any dividend during the year.

C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

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

For **B S R & Associates LLP**
Chartered Accountants
Firm's Registration No.:116231W/W-100024

Ashwin Bakshi
Partner
Membership No.: 506777
ICAI UDIN:22506777AUCTXD3011

Place: New Delhi
Date: 23 September 2022

Annexure A to the Independent Auditor's Report on the Revised consolidated Financial Statements of Campus Activewear Limited (formerly known as Campus Activewear Private Limited) for the year ended 31 March 2022

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

(xxi) In our opinion and according to the information and explanations given to us, there are no qualifications or adverse remarks by the auditors in the Companies (Auditor's Report) Order, 2020 reports of the companies incorporated in India and included in the revised consolidated financial statements.

For **B S R & Associates LLP**
Chartered Accountants
Firm's Registration No.:116231W/W-100024

Ashwin Bakshi
Partner
Membership No.: 506777
ICAI UDIN:22506777AUCTXD3011

Place: New Delhi
Date: 23 September 2022

Annexure B to the Independent Auditor's Report on the revised consolidated financial statements of Campus Activewear Limited (formerly known as Campus Activewear Private Limited) for the year ended 31st March, 2022

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

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

Opinion

In conjunction with our audit of the revised consolidated financial statements of Campus Activewear Limited (formerly known as Campus Activewear Private Limited) (hereinafter referred to as "the Holding Company") as of and for the year ended 31 March 2022, we have audited the internal financial controls with reference to revised consolidated financial statements of the Holding Company, as of that date.

In our opinion, the Holding Company, has, in all material respects, adequate internal financial controls with reference to revised consolidated financial statements and such internal financial controls were operating effectively as at 31 March 2022, based on the internal financial controls with reference to revised consolidated financial statements criteria established by such Company considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Emphasis of Matter

We draw attention to note 2(a) and 53 of the revised consolidated financial statements which describes the basis of preparation and Scheme of Arrangement ('the Scheme') respectively. As explained in detail therein, these revised consolidated financial statements for the year ended 31 March 2022 have been prepared pursuant 'to the Scheme' for merger of its wholly owned subsidiary Campus AI Private Limited ("the transferor Company"), with the Company, from the specified retrospective appointed date i.e. 1 April 2020. National Company Law Tribunal (NCLT), New Delhi Bench sanctioned the Scheme and pronounced its order on 11 August 2022 which, certified copy of which was received by the Company on 1 September 2022.

We issued a separate report dated 30 May 2022 on internal financial controls with reference to the earlier consolidated financial statements to the members of the Company. The aforesaid petition having been approved subsequently, the Group has now prepared revised consolidated financial statements incorporating the impact of the Scheme. In accordance with the provisions of Standard on Auditing 560 (Revised) 'Subsequent Events' issued by The Institute of Chartered Accountants of India, our audit procedures, in so far as they relate to the internal financial controls, have been carried out solely on this matter and no additional procedures have been carried out for any other events occurring after 30 May 2022 (being the date of our earlier report on internal financial controls with reference to the earlier consolidated financial statements). Our earlier report dated 30 May 2022 on the internal financial controls with reference to earlier consolidated financial statements is superseded by this report on the internal financial controls with reference to revised consolidated financial statements.

Our opinion is not modified in respect of this matter.

Management's and Board of Directors' Responsibilities for Internal Financial Controls

The Holding Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to revised consolidated financial statements criteria established by the holding Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the holding 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.

Auditor's Responsibility

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

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

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

Meaning of Internal Financial Controls with Reference to Financial Statements

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

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

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

For **B S R & Associates LLP**
Chartered Accountants
Firm's Registration No.:116231W/W-100024

Ashwin Bakshi
Partner
Membership No.: 506777
ICAI UDIN:22506777AUCTXD3011

Place: New Delhi
Date: 23 September 2022

Revised Consolidated Balance Sheet

as at 31st March, 2022
(All amounts are in ₹ millions except per share data or as otherwise stated)

	Notes	As at 31-03-2022	As at 31-03-2021
ASSETS			
Non-current assets			
Property, Plant and Equipment	3	2,004.81	2,062.18
Capital work-in-progress	4	24.65	2.50
Right-of-use assets	5	1,208.10	490.88
Intangible assets	6	8.59	8.78
Financial assets	7		
Other financial assets		85.48	43.08
Deferred tax assets (net)	8	149.87	373.33
Income tax assets (net)	9	68.62	27.62
Other non-current assets	10	6.40	7.59
Total non-current assets		**3,556.52**	**3,015.96**
Current assets			
Inventories	11	3,542.82	2,024.96
Financial assets			
Trade receivables	12	1,336.80	981.98
Cash and cash equivalents	13	3.48	12.05
Loans	14	6.77	4.89
Other financial assets	15	173.67	4.28
Other current assets	16	982.39	803.41
Total current assets		**6,045.93**	**3,831.57**
Total assets		**9,602.45**	**6,847.53**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	17	1,521.63	1,518.71
Other equity	18	2,754.24	1,607.64
Equity attributable to owners of the Company		**4,275.87**	**3,126.35**
Non-controlling interests	19	–	3.61
Total equity		**4,275.87**	**3,129.96**
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	20	451.70	664.37
Lease liabilities	5	1,020.65	351.93
Provisions	21	50.90	57.29
Total non-current liabilities		**1,523.25**	**1,073.59**
Current liabilities			
Financial liabilities			
Borrowings	20	1,291.24	691.61
Lease liabilities	5	126.28	64.51
Trade payables	22		
Total outstanding dues of micro enterprises and small enterprises		134.55	86.68
Total outstanding dues of creditors other than micro enterprises and small enterprises		1,830.96	1,621.95
Other financial liabilities	23	200.77	88.52
Other current liabilities	24	142.61	49.08
Provisions	21	6.19	4.73
Income tax liabilities (net)	25	70.73	36.90
Total current liabilities		**3,803.33**	**2,643.98**
Total liabilities		**5,326.58**	**3,717.57**
Total equity and liabilities		**9,602.45**	**6,847.53**
Summary of significant accounting policies	2		

The accompanying notes are an integral part of these Revised Consolidated Financial Statements.
As per our report of even date attached

For **B S R & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 116231W/W-100024

Ashwin Bakshi
Partner
Membership Number: 506777

Place: New Delhi
Date: 23 September 2022

For and on behalf of the Board of Directors of
Campus Activewear Limited
(formerly known as Campus Activewear Private Limited)

Hari Krishan Agarwal
Chairman and Managing Director
DIN : 00172467

Place: New Delhi
Date: 23 September 2022

Nikhil Aggarwal
Whole-time Director and Chief Executive officer
DIN : 01877186

Place: Mumbai
Date: 23 September 2022

Raman Chawla
Chief Financial Officer

Place: Chandigarh
Date: 23 September 2022

Archana Maini
General Counsel and Company Secretary
Membership No.: A16092

Place: New Delhi
Date: 23 September 2022

Revised Consolidated Statement of Profit and Loss

for the year ended 31st March, 2022
(All amounts are in ₹ millions except per share data or as otherwise stated)

(₹ in million)

	Notes	For the year ended 31-03-2022	For the year ended 31-03-2021
Income			
Revenue from operations	26	11,941.81	7,112.84
Other income	27	23.96	37.96
Total income (I)		**11,965.77**	**7,150.80**
Expenses			
Cost of materials consumed	28	6,722.37	4,005.97
Purchases of stock-in-trade	29	204.87	37.82
Changes in inventories of finished goods, stock-in-trade and work-in-progress	30	(953.75)	(299.74)
Employee benefits expense	31	678.58	551.83
Finance costs	32	196.19	171.59
Depreciation and amortisation expense	33	531.79	327.07
Other expenses	34	2,874.48	1,656.81
Total expenses (II)		**10,254.53**	**6,451.35**
Profit before tax		**1,711.24**	**699.45**
Tax expense:			
Current tax			
Current tax (charge)	8	(480.47)	(210.13)
Tax adjustments in respect of earlier year		58.11	–
Deferred tax			
Deferred tax credit/ (charge)		36.56	(220.69)
Deferred Tax in respect of earlier year		(247.85)	–
Total tax expenses (III)		**(633.65)**	**(430.82)**
Profit after tax (A)		**1,077.59**	**268.63**
Other comprehensive income			
Items that will not be reclassified subsequently to profit or loss			
Remeasurement of defined benefit plans	35	8.38	14.61
Income tax relating to remeasurement of defined benefit plans	35	(2.17)	(4.61)
Other comprehensive income for the year, net of tax (B)		**6.21**	**10.00**
Total comprehensive income for the year (A + B)		**1,083.80**	**278.63**
Profit attributable to:			
Owners of the Company		1,085.38	268.74
Non-controlling interests		(7.79)	(0.11)
Other comprehensive income attributable to:			
Owners of the Company		5.79	7.47
Non-controlling interests		0.42	2.53
Total comprehensive income attributable to:			
Owners of the Company		1,091.17	276.21
Non-controlling interests		(7.37)	2.42
Earnings per equity share (face value of H 5 each)	36		
Basic (₹)		3.57	0.88
Diluted (₹)		3.57	0.88
Summary of significant accounting policies	2		

The accompanying notes are an integral part of these Revised Consolidated Financial Statements.

As per our report of even date attached

For **B S R & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 116231W/W-100024

Ashwin Bakshi
Partner
Membership Number: 506777

Place: New Delhi
Date: 23 September 2022

For and on behalf of the Board of Directors of
Campus Activewear Limited
(formerly known as Campus Activewear Private Limited)

Hari Krishan Agarwal
Chairman and Managing Director
DIN : 00172467

Place: New Delhi
Date: 23 September 2022

Nikhil Aggarwal
Whole-time Director and Chief Executive officer
DIN : 01877186

Place: Mumbai
Date: 23 September 2022

Raman Chawla
Chief Financial Officer

Place: Chandigarh
Date: 23 September 2022

Archana Maini
General Counsel and Company Secretary
Membership No.: A16092

Place: New Delhi
Date: 23 September 2022

Revised Consolidated Statement of Cash Flow

for the year ended 31st March, 2022
(All amounts are in ₹ millions except per share data or as otherwise stated)

(₹ in million)

	For the year ended 31-03-2022	For the year ended 31-03-2021
A. Cash flows from/ (used) in operating activities		
Profit before tax	1,711.24	699.45
Adjustments:		
Depreciation and amortisation expense	531.79	327.07
Finance costs	196.19	171.59
Finance income	(2.47)	(10.63)
Trade receivables written off	–	1.10
Allowance for expected credit loss	25.33	62.84
Advances written off	0.36	2.21
Property, plant and equipment written off	7.48	–
Liabilities/ provisions no longer required written back	–	0.13
Loss / (gain) on sale of property, plant and equipment (net)	9.34	(1.31)
Gain on termination on lease	(0.99)	–
Advance from customers written back	(0.06)	(0.45)
Provision / creditors written back	(3.98)	(8.60)
Share based payment expenses	26.50	2.69
Provision for inventory	3.80	14.01
Operating profit before changes in assets and liabilities	**2,504.53**	**1,260.10**
Adjustments for changes in assets and liabilities		
(Increase) in inventories	(1,521.66)	(339.86)
(Increase)/ decrease in trade receivables	(384.83)	373.10
(Increase) in other assets	(202.51)	(253.77)
(Increase)/ decrease in loans	(1.88)	3.33
(Increase)/ decrease in other financial assets	(226.73)	2.01
Decrease/ (increase) in other non-current assets	2.65	(6.05)
Increase in trade payables	296.04	513.37
Increase/ (decrease) in provisions	16.17	(3.93)
Increase in other current financial liabilities	33.43	8.91
Increase/ (decrease) in other current liabilities	98.99	(61.93)
Cash generated from operating activities	**614.20**	**1,495.28**
Less: Income tax paid (net of refunds)	(435.86)	(252.22)
Net cash generated from operating activities (A)	**178.34**	**1,243.06**
B. Cash flows from/ (used) in investing activities		
Purchase of property, plant and equipment including capital-work-in-progress, intangible assets, capital advances and capital creditors	(358.12)	(555.57)
Proceeds from sale of property, plant and equipment	30.31	5.68
(Investments) / repayments in bank deposits (having original maturity of more than three months)	(16.00)	449.35
Finance income	2.47	10.63
Net cash used in investing activities (B)	**(341.34)**	**(89.91)**
C. Cash flows from/ (used) in financing activities		
Proceeds from non-current borrowings (including current maturities)	–	256.34
Repayment of non-current borrowings (including current maturities)	(256.12)	(150.94)
Repayment of current borrowings	(18,767.22)	(15,928.96)
Proceeds from current borrowings	19,410.30	14,746.91
Proceeds from share allotment under employee stock options	31.84	–
Principal payment of lease liabilities (Refer note 5)	(89.72)	(46.55)
Interest paid on lease liabilities (Refer note 5)	(53.32)	(30.38)
Interest paid other than on lease liabilities	(120.51)	(140.40)
Net cash generated from/ (used in) financing activities (C)	**155.25**	**(1,293.98)**
Net decrease in cash and cash equivalents (A+B+C)	**(7.75)**	**(140.83)**
Cash and cash equivalents at the beginning of the year	**12.05**	**152.88**
Adjustment of cash and cash equivalents of entity over which control was lost	(0.82)	–
Cash and cash equivalents at the end of the year	**3.48**	**12.05**

Revised Consolidated Statement of Cash Flow

for the year ended 31st March, 2022
(All amounts are in ₹ millions except per share data or as otherwise stated)

Notes to statement of cash flows :

(i) Components of cash and cash equivalents:

(₹ in million)

Particulars	As at 31-03-2022	As at 31-03-2021
Cash on hand	1.91	0.94
Balance with banks:		
– In current account	1.57	11.11
	3.48	**12.05**

(ii) Change in liabilities arising from financing activities

(₹ in million)

Particulars	For the year ended 31-03-2022	For the year ended 31-03-2021
Opening balance		
Term loans (including current maturities)	921.38	815.98
Current borrowings	434.60	1,616.65
Cash flows		
Repayment of term loans	(256.12)	(150.94)
Proceeds from term loans	–	256.34
Repayment of current borrowings	(18,767.22)	(15,928.96)
Proceeds from current borrowings	19,410.30	14,746.91
Net cash flow changes	**386.96**	**(1,076.65)**
Closing balance		
Term loans (including current maturities)	665.26	921.38
Current borrowings	1,077.68	434.60
The following is the movement in lease liabilities		
Opening balance	416.44	323.01
Additions	834.96	158.30
Interest accrued on lease liabilities (Refer note 5)	53.32	30.38
Principal payment of lease liabilities (Refer note 5)	(89.72)	(46.55)
Interest paid on lease liabilities (Refer note 5)	(53.32)	(30.38)
Deletions	(14.75)	(18.32)
Closing balance	**1,146.93**	**416.44**

Cash flow from operating activities for the year ended 31 March 2022 is after considering corporate social responsibility expenditure of ₹ 16.87 million (31 March 2021: ₹ 11.34 million)

The Revised Consolidated statement of cash flows has been prepared in accordance with the 'Indirect method' as set out in the Ind AS 7 on "Statement of Cash flows".

The accompanying notes are an integral part of these Revised Consolidated Financial Statements.

As per our report of even date attached

For **B S R & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 116231W/W-100024

Ashwin Bakshi
Partner
Membership Number: 506777

Place: New Delhi
Date: 23 September 2022

For and on behalf of the Board of Directors of
Campus Activewear Limited
(formerly known as Campus Activewear Private Limited)

Hari Krishan Agarwal
Chairman and Managing Director
DIN : 00172467

Place: New Delhi
Date: 23 September 2022

Nikhil Aggarwal
Whole-time Director and Chief Executive officer
DIN : 01877186

Place: Mumbai
Date: 23 September 2022

Raman Chawla
Chief Financial Officer

Place: Chandigarh
Date: 23 September 2022

Archana Maini
General Counsel and Company Secretary
Membership No.: A16092

Place: New Delhi
Date: 23 September 2022

Revised Consolidated Statement of Changes in Equity

for the year ended 31st March, 2022
(All amounts are in ₹ millions except per share data or as otherwise stated)

(a) Equity share capital (refer note 17)

	As at 31-03-2022	As at 31-03-2021
Balance at the beginning of the year	**1,518.71**	**1,518.71**
Shares issued during the year	2.92	–
Outstanding at the end of the year	**1,521.63**	**1,518.71**

(b) Other equity (refer note 18)

	Reserves and Surplus				Other comprehensive income	Total attributable to owners of the Group	Attributable to Non-controlling interest	Total
	Retained earnings	Securities premium	Capital reserve	Share options outstanding account				
Balance as at 1 April 2020	1,298.37	1,587.36	(1,567.86)	10.87	–	1,328.74	1.19	1,329.93
Transfer to security premium (refer note 53)	–	(1,567.86)	1,567.86	–	–	–	–	–
Revised balance as at 1 April 2020	**1,298.37**	**19.50**	**–**	**10.87**	**–**	**1,328.74**	**1.19**	**1,329.93**
Profit for the year	268.74	–	–	–	–	268.74	(0.11)	268.63
Other comprehensive income for the year	–	–	–	–	7.47	7.47	2.53	10.00
Total comprehensive income for the year	**268.74**	**–**	**–**	**–**	**7.47**	**276.21**	**2.42**	**278.63**
Transfer to retained earnings	7.47	–	–	–	(7.47)	–	–	–
Addition during the year	–	–	–	2.69	–	2.69	–	2.69
Share options lapsed during the year	3.44	–	–	(3.44)	–	–	–	–
Balance as at 31 March 2021	**1,578.02**	**19.50**	**–**	**10.12**	**–**	**1,607.64**	**3.61**	**1,611.25**
Profit for the year	1,085.38	–	–	–	–	1,085.38	(7.79)	1,077.59
Other comprehensive income for the year	–	–	–	–	5.79	5.79	0.42	6.21
Total comprehensive income for the year	**1,085.38**	**–**	**–**	**–**	**5.79**	**1,091.17**	**(7.37)**	**1,083.80**
Transfer to retained earnings	5.79	–	–	–	(5.79)	–	–	–
Addition during the year	–	–	–	26.50	–	26.50	–	26.50
Share options lapsed during the year	2.48	–	–	(2.48)	–	–	–	–
Issue of equity shares for cash (under employee stock options scheme)	–	37.43	–	(8.50)	–	28.93	–	28.93
Cessation of control over subsidiary	–	–	–	–	–	–	3.76	3.76
Balance as at 31 March 2022	**2,671.67**	**56.93**	**–**	**25.64**	**–**	**2,754.24**	**–**	**2,754.24**

As per our report of even date attached

For **B S R & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 116231W/W-100024

Ashwin Bakshi
Partner
Membership Number: 506777

Place: New Delhi
Date: 23 September 2022

For and on behalf of the Board of Directors of
Campus Activewear Limited
(formerly known as Campus Activewear Private Limited)

Hari Krishan Agarwal
Chairman and Managing Director
DIN : 00172467

Place: New Delhi
Date: 23 September 2022

Nikhil Aggarwal
Whole-time Director and Chief Executive officer
DIN : 01877186

Place: Mumbai
Date: 23 September 2022

Raman Chawla
Chief Financial Officer

Place: Chandigarh
Date: 23 September 2022

Archana Maini
General Counsel and Company Secretary
Membership No.: A16092

Place: New Delhi
Date: 23 September 2022

Notes to Revised Consolidated Financial Statements

for the year ended 31st March, 2022
(All amounts are in ₹ millions except per share data or as otherwise stated)

1. Corporate information

Campus Activewear Limited (formerly known as Campus Activewear Private Limited) is a public limited Company domiciled in India (hereinafter referred as "Company" or "CAL"or "Holding Company") with its registered office situated at D-1, Udyog Nagar, main Rohtak Road, New Delhi- 110041. It was incorporated on 24 September 2008 under the Companies Act, 1956 vide Corporate Identification Number (CIN) L74120DL2008PLC183629.

The revised consolidated financial statements comprise of Financial Statements of Campus Activewear Private Limited (the Company) and its subsidiaries (collectively, "the Group").

The Group is primarily engaged in the business of manufacturing and trading of footwear and accessories through its retail and wholesale network.

The Company was converted into a public limited Company under the Companies Act, 2013 on 22 November 2021 and consequently, the name was changed to Campus Activewear Limited.

2 (a) Basis of preparation

A. Statement of compliance

These revised consolidated financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Companies Act, 2013 ('the Act') and other relevant provisions of the Act.

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

These revised consolidated financial statements are authorised for issue by the Board of Directors of the Company at their meeting held on 23 September 2022. The earlier consolidated financial statements of the Group for the year ended 31 March 2022 were first approved by the Board of Directors on 30 May 2022 without giving effect to the Scheme of Arrangement (the 'Scheme') for merger of its wholly owned subsidiary with the Company since the application seeking approval of the Scheme was pending before the NCLT. The earlier consolidated financial statements of the Group are being revised pursuant to approval of the Scheme, the details of which are stated in note 53.

The accounting policies are applied consistently to all the periods presented in the revised consolidated financial statements.

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

B. Basis of measurement

The revised consolidated financial statements have been prepared on the historical cost basis except for the following items:

(a)	Certain financial assets and liabilities (including derivatives instruments)	Fair value
(b)	Net defined benefit (asset)/ liability	Fair value of plan assets less present value of defined benefit obligations

C. Basis of consolidation

The revised consolidated financial statements comprise the financial statements of the Company and its subsidiary as at 31 March 2022. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the revised consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Notes to Revised Consolidated Financial Statements

for the year ended 31st March, 2022
(All amounts are in ₹ millions except per share data or as otherwise stated)

Revised consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the revised consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's Financial Statements in preparing the revised consolidated financial Statements to ensure conformity with the Group's accounting policies.

The revised consolidated financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent Company, i.e., year ended on 31 March.

Consolidation procedure

(a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the revised consolidated financial information at the acquisition date.

(b) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary.

(c) Eliminate in full intra group assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group (profits or losses resulting from intra group transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intra group transactions.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- Derecognises the assets (including goodwill) and liabilities of the subsidiary
- Derecognises the carrying amount of any non-controlling interests
- Derecognises the cumulative translation differences recorded in equity
- Recognises the fair value of the consideration received
- Recognises the fair value of any investment retained
- Recognises any surplus or deficit in profit or loss
- Reclassifies the parent's share of components previously recognised in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities.

D. Use of estimates and judgements

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

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognized in the revised consolidated financial statements is included in the following notes: -

- Lease classification. – refer 2(b)(viii) and Note 5
- Revenue recognition – refer 2(b)(x)

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties made in applying accounting policies that have the most significant effects on the amounts recognized in the revised consolidated financial statements is included in the following notes:

- Impairment test of non-financial assets: key assumptions underlying recoverable amounts (refer 2(b)(vi))
- Measurement of defined benefit obligations: key actuarial assumptions (refer note 39)
- Recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources (refer 2(b)(xii))
- Impairment of financial assets (refer 2(b)(ii))

Notes to Revised Consolidated Financial Statements

for the year ended 31st March, 2022

(All amounts are in ₹ millions except per share data or as otherwise stated)

- Estimation of current tax expense and recognition of deferred tax assets (refer 2(b)(xv))
- Share based payment expense. (refer note 31 and note 40)

E. Measurement of fair values

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

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

The principal or the most advantageous market is accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

The finance department of the Group performs the valuations of financial assets and liabilities required for financial reporting purposes, including level 3 fair values. This team reports directly to the Chief Financial Officer. Discussions of valuation processes and results are held between the Chief Financial Officer and the finance team at least once every year in line with the Group's reporting periods.

Changes in level 2 and 3 fair values are analysed at the end of each reporting period.

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

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

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

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

Further information about the assumptions made in measuring fair values is included in Note 43– Financial instruments – Fair values and risk management.

2 (b) Significant accounting policies

The accounting policies set out below have been applied consistently to the periods presented in these revised consolidated financial statements.

(i) Foreign currency transactions:

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

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Exchange differences are recognised in profit or loss, except exchange differences arising from the translation of the following items which are recognised in OCI:

- equity investments at fair value through OCI (FVTOCI);
- qualifying cash flow hedges to the extent that the hedges are effective.

(ii) Financial instruments:

A financial instrument is any contract that gives rise to a financial asset of one Company and a financial liability or equity instrument of another Company.

Notes to Revised Consolidated Financial Statements

for the year ended 31st March, 2022
(All amounts are in ₹ millions except per share data or as otherwise stated)

Recognition and initial measurement

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

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

Classification and subsequent measurement and gain and losses

Financial assets

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

- Amortised cost
- FVTOCI – debt investment
- FVTOCI – equity investment or
- FVTPL

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

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVTOCI if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVTOCI – equity investment). This election is made on an investment-by-investment basis.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

All financial assets not classified as measured at amortised cost or FVTOCI as described above are measured at FVTPL. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVTOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Subsequent measurement

Financial assets at amortised cost are subsequently measured at amortised cost using the effective interest method. Interest income is recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

Financial assets at FVTPL are subsequently measured at fair value. Net gains and/or losses, including any interest income are recognised in the profit or loss.

Impairment of financial assets:

The Group applies expected credit loss (ECL) model for measurement and recognition of loss allowance on the following:

i Financial assets measured at amortized cost

ii. Financial assets measured at fair value through profit and loss (FVTPL)

iii. Financial assets measured at fair value through other comprehensive income (FVTOCI)

In case of trade receivables, the Group follows a simplified approach wherein an amount equal to lifetime ECL is measured and recognized as loss allowance.

In case of other assets (listed as ii and iii above), the Group determines if there has been a significant increase in credit risk of the financial asset since initial recognition. If the credit risk of such assets has not increased significantly, an amount equal to 12-month ECL is measured and recognized as loss allowance. However, if credit risk has increased significantly, an amount equal to lifetime ECL is measured and recognized as loss allowance.

Notes to Revised Consolidated Financial Statements

for the year ended 31st March, 2022
(All amounts are in ₹ millions except per share data or as otherwise stated)

Subsequently, if the credit quality of the financial asset improves such that there is no longer a significant increase in credit risk since initial recognition, the Group reverts to recognizing impairment loss allowance based on 12-month ECL.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial asset. 12-month ECL are a portion of the lifetime ECL which result from default events that are possible within 12 months from the reporting date.

ECL are measured in a manner that they reflect unbiased and probability weighted amounts determined by a range of outcomes, taking into account the time value of money and other reasonable information available as a result of past events, current conditions and forecasts of future economic conditions.

As a practical expedient, the Group uses a provision matrix to measure lifetime ECL on its portfolio of trade receivables. The provision matrix is prepared based on historically observed default rates over the expected life of trade receivables and is adjusted for forward-looking estimates. At each reporting date, the historically observed default rates and changes in the forward-looking estimates are updated.

Financial liabilities: Classification, subsequent measurement and gains and losses

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

Derecognition

Financial assets

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

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

Financial liabilities

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

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

Offsetting

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

(iii) Current versus non-current classification

The Group presents assets and liabilities in the balance sheet based on current/non-current classification.

An asset is treated as current when it is:

(a) expected to be realised in, or is intended to be sold or consumed in Group's normal operating cycle;

(b) held primarily for the purpose of being traded;

(c) expected to be realised within 12 months after the reporting date; or

(d) cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Notes to Revised Consolidated Financial Statements

for the year ended 31st March, 2022
(All amounts are in ₹ millions except per share data or as otherwise stated)

All other assets are classified as non-current.

A liability is current when:

(a) it is expected to be settled in Group's normal operating cycle;

(b) it is held primarily for the purpose of being traded;

(c) it is due to be settled within 12 months after the reporting date; or

(d) the Group does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Operating cycle

Operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. The Group has identified twelve months as its operating cycle.

(iv) Property, plant and equipment

Recognition and measurement

Freehold land is carried at historical cost. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Property, plant and equipment is stated at cost net of accumulated depreciation and impairment loss, if any.

Subsequent costs are included in the assets carrying amount or recognised as a separate asset, as appropriate, only when it is probable of future economic benefits.

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

Property, plant and equipment which are not ready for intended use as on date of reporting period, are disclosed as Capital work in progress.

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

Depreciation

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives using the written down value method and is generally recognised in the statement of profit and loss. Freehold land is not depreciated.

The estimated useful lives of items of property, plant and equipment are as follows:-

Asset Category	Useful lives estimated by the management	Useful lives as per Schedule II of Companies Act, 2013
Buildings	30 years	30 years
Plant and machinery	15 years	15 years
Plant and machinery (Moulds)	3 years	15 years
Computers	3 years	3 years
Office equipment	5 years	5 years
Furniture and fixtures	10 years	10 years
Vehicles	8 years	8 years
Electric installations	10 years	10 years

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate. In case of a revision, the unamortised depreciable amount is charged over the revised remaining useful life.

Leasehold improvements are amortised over the lower of lease period or estimated useful life, on straight line basis from the date that they are available for use.

The useful lives have been determined based on internal and technical evaluation done by management and are in line with the estimated useful lives, to the extent prescribed by the Schedule II to the Companies Act, 2013, in order to reflect the technological obsolescence and actual usage of the asset.

(v) Other intangible assets

Intangible assets that are acquired by the Group are measured initially at cost. After initial recognition, an intangible asset is carried at its cost less any accumulated amortization and any accumulated impairment loss.

Subsequent expenditure is capitalised only when it increases the future economic benefits from the specific asset to which it relates.

Intangible assets are amortised in the Statement of Profit and Loss over their estimated useful lives, from the date that they are available for use based on the expected pattern of consumption of economic benefits of the asset. Accordingly, at present, these are being amortised on straight line basis. Intangible assets are amortised over the best estimate of the respective useful lives as under: -

Notes to Revised Consolidated Financial Statements

for the year ended 31st March, 2022
(All amounts are in ₹ millions except per share data or as otherwise stated)

(a) Trademarks: Amortised over the period of 10 years.

(b) Software: Amortised over the period of 5 years.

Amortisation method, useful lives and residual values are reviewed at the end of each financial year and adjusted if appropriate.

An intangible asset is derecognized on disposal or when no future economic benefits are expected from its use and disposal.

Losses arising from retirement and gains or losses arising from disposal of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss.

Internally generated intangibles, excluding recognized development costs, are not recognized and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred

(vi) Impairment

Impairment of non-financial assets

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

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

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

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

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

(vii) Borrowing costs

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs, if any) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are recognized as part of the cost of that asset. Other borrowing costs are recognized as an expense in the period in which they are incurred.

(viii) Leases

The Group's lease asset classes primarily consist of leases for land and buildings taken for warehouses, retail stores and factories. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

(i) the contract involves the use of an identified asset,

(ii) The Group has substantially all of the economic benefits from use of the asset through the period of the lease; and

(iii) the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases.

For these short-term and low value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities include these options when it is

Notes to Revised Consolidated Financial Statements

for the year ended 31st March, 2022

(All amounts are in ₹ millions except per share data or as otherwise stated)

reasonably certain that they will be exercised. The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs.

They are subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases.

In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments.

(ix) Inventories

Inventories are valued at the lower of cost and net realisable value. Cost is computed on First in First out ("FIFO") basis.

Raw materials: Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition.

Finished goods (manufactured) and work in progress: Cost includes cost of direct materials and labour and a proportion of fixed manufacturing overheads based on the normal operating capacity. Cost is determined on a FIFO basis.

Finished goods (traded): Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on FIFO basis.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

Inventories in transit are valued at the lower of cost and net realisable value.

Appropriate adjustments are made to the carrying value of damaged, slow moving and obsolete inventories based on management's current best estimate.

(x) Revenue recognition

The Group has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised.

Revenue is recognised upon transfer of control of promised goods or services to customers in an amount that reflects the consideration which the Group expects to receive in exchange for those products or services.

Revenue from the sale of goods is recognised at the point in time when control is transferred to the customer which coincides with the performance obligation under the contract with the customer.

Revenue is measured based on the transaction price, which is the consideration, adjusted for discounts, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers. Invoices are usually payable based on the credit terms agreed with customers which vary up to 90 days.

Use of significant judgments in revenue recognition: -

Judgment is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as volume discounts, price concessions and incentives. The transaction price is also adjusted for the effects of the time value of money if the contract includes a significant financing component. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognized will not occur and is reassessed at the end of each reporting period. The Group allocates the elements of variable considerations to all the performance obligations of the contract unless there is observable evidence that it pertains to one or more distinct performance obligations.

Management fees are recognized on an accrual basis as and when the services are rendered in accordance with the terms of the underlying contract.

Claims lodged with insurance companies are accounted for on an accrual basis, to the extent these are measurable and the ultimate collection is reasonably certain.

Assets and liabilities arising from right to return

The Group has contracts with certain customers which entitles them the unconditional right to return.

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Right to return assets

A right of return gives an entity a contractual right to recover the goods from a customer (return asset), if the customer exercises its option to return the goods and obtain a refund. The asset is measured at the carrying amount of the inventory, less any expected costs to recover the goods, including any potential decreases in the value of the returned goods.

Refund liabilities

A refund liability is the obligation to refund part or all of the consideration received (or receivable) from the customer. The Group has therefore recognised refund liabilities in respect of customer's right to return. The liability is measured at the amount the Group ultimately expects it will have to return to the customer. The Group updates its estimate of refund liabilities (and the corresponding change in the transaction price) at the end of each reporting period.

The Group has presented its right to return assets and refund liabilities as required under Ind AS 115 in the revised consolidated financial statements.

(xi) Government grants

Government grants are recognized where there is reasonable assurance that the grant will be received and all the attached conditions will be complied with. When the grant relates to an expense item, it is recognized as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is netted off with the respective asset.

(xii) Provisions (other than employee benefits)

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

Decommissioning liability

Decommissioning costs are provided at the present value of expected costs to settle the obligation using estimated cash flows and are recognised as part of the cost of the particular asset. The cash flows are discounted at a current pre-tax rate that reflects the risks specific to the decommissioning liability. The unwinding of the discount is expensed as incurred and recognised in the statement of profit and loss as a finance cost. The estimated future costs of decommissioning are reviewed annually and adjusted as appropriate. Changes in the estimated future costs or in the discount rate applied are added to or deducted from the cost of the asset.

Contingencies

Provision in respect of loss contingencies relating to claims, litigation, assessment, fines, penalties, etc. are recognized when it is probable that a liability has been incurred, and the amount can be estimated reliably.

(xiii) Operating segments

Operating segments are defined as components of an entity where discrete financial information is evaluated regularly by the chief operating decision market ("CODM") in deciding allocation of resources and in assessing performance. The Board of Director's is its CODM. The Group's CODM reviews financial information presented on a consolidated basis for the purposes of making operating decisions, allocating resources, and evaluating financial performance. As such, the Group has determined that it operates in one operating and reportable segment.

(xiv) Employee benefits

Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid e.g., under short-term cash bonus and compensated absence, if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

Share-based payment transactions

The grant date fair value of equity settled share-based payment awards granted to employees of the Group is recognised as an employee expense, with a corresponding increase in equity, over the period that the employees unconditionally become entitled to the awards. The amount recognised as expense is based on the estimate of the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognised as an expense is based on the number of

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awards that do meet the related service and non-market conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions to a separate entity and has no obligation to pay any further amounts. The Group makes specified monthly contributions towards employee provident fund and employee's state insurance corporation which is a defined contribution plan. The Group's contribution is recognized as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Group's gratuity benefit scheme is a defined benefit plan. The Group's net obligation in respect of a defined benefit plan is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. The fair value of plan assets is reduced from the gross obligation under the defined benefit plans, to recognise the obligation on net basis. The calculation of the Group's obligation is performed annually by a qualified actuary using the projected unit credit method.

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

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in profit or loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

Termination benefits

Termination benefits, in the nature of voluntary retirement benefits or termination benefits arising from restructuring, are recognised in the Statement of Profit and Loss. The Group recognises termination benefits at the earlier of the following dates:

(a) when the Group can no longer withdraw the offer of those benefits; or

(b) when the Group recognises costs for a restructuring that is within the scope of Ind AS 37: Provisions, Contingent Liabilities and Contingent Assets and involves the payment of termination benefits.

Benefits falling due more than 12 months after the end of the reporting period are discounted to their present value.

(xv) Income taxes

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

Current tax

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

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

Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for:

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- temporary differences arising on the initial recognition of assets or liabilities in a transaction that affects neither accounting nor taxable profit or loss at the time of the transaction;
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax is recognized based on the expected manner of realization or settlement of the carrying amount of assets and liabilities using tax rates enacted, or substantially enacted by the end of the reporting period.

Deferred tax assets are recognized only to the extent that is probable that future taxable profits will be available against which the assets can be utilized. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefits will be realized.

(xvi) Earnings per share

Basic earnings per share is calculated by dividing the net profit for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average numbers of equity shares outstanding during the year are adjusted for events such as bonus issue and share split. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares. The dilutive potential equity shares are deemed to be converted as of the beginning of the period, unless they have been issued at a later date.

(xvii) Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

(xviii) Cash flow statement

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

(xix) Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Group does not recognize a contingent liability but discloses its existence in the consolidated financial statements.

(xx) Business Combination

Business Combinations - Entities under common control

Business combinations involving entities that are controlled by the group are accounted for using the pooling of interest methods as follows: -

(i) The assets and liabilities of the combining entities are reflected at their carrying amounts.

(ii) No adjustments are made to reflect fair values, or recognise any new assets or liabilities. Adjustments are only made to harmonise accounting policies.

(iii) The financial information in the consolidated Financial Statements in respect of prior periods is restated as if the business combination had occurred from the beginning of the preceding period in the consolidated financial Statements, irrespective of the actual date of the combination. However, where the business combination had occurred after that date, the prior period information is restated only from that date.

(iv) The balance of the retained earnings appearing in the Financial Statements of the Company is aggregated with the corresponding balance appearing in the financial statements of the transferee. The identity of the reserves is preserved and the reserves of the transferor become the reserves of the transferee.

(v) The difference, if any, between the amounts recorded as share capital issued plus any additional consideration in the form of cash or other assets and the amount of share capital of the transferor is transferred to capital reserve and is presented separately from other capital reserves.

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(xxi) Recent Accounting Pronouncements

On 23 March 2022, the Ministry of Corporate Affairs (MCA) through a notification, issued certain amendments and annual improvements to Ind AS. These amendments are applicable for accounting periods beginning on or after April 1, 2022. Key amendments are mentioned below:

1. **Ind AS 16 Property, Plant and Equipment –** Amendment to Ind AS 16 clarifies that any excess of net sale proceeds of items produced over the cost of testing, shall not be recognised in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant and equipment. The application of this amendment is not expected to have a material impact on the Group's financial statements.

2. **Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets –** Amendment to Ind AS 37 provides specific guidance on the nature of costs to be included while computing cost of fulfilling contracts to determine whether a certain contract is onerous or not. Guidance added in Ind AS 37 is as below:

   The cost of fulfilling a contract comprises the costs that relate directly to the contract. Costs that relate directly to a contract consist of both-

   (a) the incremental costs of fulfilling that contract— for example, direct labour and materials; and

   (b) an allocation of other costs that relate directly to fulfilling contracts— for example, an allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling that contract among others.

   The application of this amendment is not expected to have a material impact on the Group's financial statements.

3. **Ind AS 103 Business Combination –** Amendments to Ind AS 103 has added reference to revised Conceptual Framework for Financial Reporting under Indian Accounting Standards and Ind AS 37 for application of provisions related to contingent liabilities and assets in case of business combination. The application of this amendment is not expected to have a material impact on the Group's financial statements.

4. **Ind AS 109 Financial Instruments –** Amendment to Ind AS 109 clarifies that while performing the '10 per cent' test for derecognition of financial liabilities, borrower includes only fees paid or received between borrower and lender, including fees paid or received by either the borrower or lender on the other's behalf. The application of this amendment is not expected to have a material impact on the Group's financial statements.

5. **Ind AS 101 First-time Adoption of Indian Accounting Standards –** Amendment to Ind AS 109 clarifies that where a subsidiary adopts Ind AS later than its parent entity and applies Ind AS 101. D16(a), it is permitted to measure cumulative translation differences for all foreign operations at amounts included in CFS of parent's date of transition. This amendment is not applicable to the Group.

6. **Ind AS 41 Agriculture –** Amendment to Ind AS 41 aligns the fair value measurement requirement in Ind AS 41 with those in Ind AS 113, Fair Value Measurement. This amendment is not applicable to the Group.

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3 Property, plant and equipment

Particulars	Freehold land	Leasehold improvements	Buildings	Vehicles	Plant and machinery	Computers	Office equipment	Furniture and fixtures	Electrical installations	Total
Gross block										
Balance as at 1 April 2020	**190.82**	**31.92**	**429.84**	**39.50**	**754.98**	**28.01**	**44.61**	**66.91**	**48.96**	**1,635.55**
Additions	–	7.05	450.50	–	526.02	6.19	7.62	16.82	42.07	1,056.27
Deletions	–	–	–	0.54	4.94	–	–	–	–	5.48
Balance as at 31 March 2021	**190.82**	**38.97**	**880.34**	**38.96**	**1,276.06**	**34.20**	**52.23**	**83.73**	**91.03**	**2,686.34**
Additions	–	12.63	–	–	278.70	14.46	18.36	51.32	9.68	385.15
Deletions /adjustment*	–	1.79	6.48	0.03	73.34	5.44	7.43	9.48	2.43	106.42
Balance as at 31 March 2022	**190.82**	**49.81**	**873.86**	**38.93**	**1,481.42**	**43.22**	**63.16**	**125.57**	**98.28**	**2,965.07**
Accumulated depreciation										
Balance as at 1 April 2020	**–**	**7.22**	**69.72**	**20.82**	**187.64**	**19.98**	**23.42**	**25.97**	**18.84**	**373.61**
For the year	–	3.33	49.48	5.64	151.86	5.79	10.45	11.75	12.27	250.57
Deletions	–	–	–	–	0.01	0.01	–	–	–	0.02
Balance as at 31 March 2021	**–**	**10.55**	**119.20**	**26.46**	**339.49**	**25.76**	**33.87**	**37.72**	**31.11**	**624.16**
For the year	–	4.59	73.90	3.86	259.69	8.63	10.93	18.04	15.75	395.39
Deletions /adjustment*	–	1.42	3.09	0.26	35.94	4.88	5.63	6.55	1.52	59.29
Balance as at 31 March 2022	**–**	**13.72**	**190.01**	**30.06**	**563.24**	**29.51**	**39.17**	**49.21**	**45.34**	**960.26**
Net block										
As at 31 March 2021	**190.82**	**28.42**	**761.14**	**12.50**	**936.57**	**8.44**	**18.36**	**46.01**	**59.92**	**2,062.18**
As at 31 March 2022	**190.82**	**36.09**	**683.85**	**8.87**	**918.18**	**13.71**	**23.99**	**76.36**	**52.94**	**2,004.81**

All the title deeds of Immovable properties are held in the name of Company, expect as mentioned below:

Relevant line item in the Balance sheet	Description of item of property	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter/director or employee of promoter/ director	Property held since which date	Reason for not being held in the name of the Company	Gross carrying value as at 31-Mar-2022	Gross carrying value as at 31-Mar-2021
Property, plant and equipment	Building-Baddi	Campus AI Private Limited	No	01-Apr-20	Factory building is acquired by the Company on account of Merger and is in the name of erstwhile Company. (refer note 53)	99.29	99.29

* Includes deletion of assets on account of cessation of control over subsidiary on 24 September 2021.

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4 Capital work-in-progress

	Land and buildings	Plant and machinery	Furniture and fixtures	Electrical installa-tions	Office equip-ment	Computers	Leasehold improve-ments	Interest capitalised	Total
Gross block									
Balance as at 1 April 2020	**170.87**	**155.16**	**4.03**	**17.78**	**0.57**	**0.15**	**–**	**3.49**	**352.05**
Additions	81.50	172.13	6.66	17.28	1.08	1.40	0.46	23.93	304.44
Capitalisations	252.37	326.87	9.57	34.95	1.31	1.50	–	27.42	653.99
Balance as at 31 March 2021	**–**	**0.42**	**1.12**	**0.11**	**0.34**	**0.05**	**0.46**	**–**	**2.50**
Additions	5.60	38.95	10.25	–	8.28	–	19.48	–	82.56
Capitalisations	–	27.74	11.37	0.11	8.62	0.05	12.52	–	60.41
Balance as at 31 March 2022	**5.60**	**11.63**	**–**	**–**	**–**	**–**	**7.42**	**–**	**24.65**

Capital work-in-progress ageing schedule

	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
As at 31 March 2022					
– Projects in progress					
Project 1*	7.42	–	–	–	7.42
Project 2#	5.60	–	–	–	5.60
– Others	11.63	–	–	–	11.63
– Projects temporarily suspended	–	–	–	–	–
Total	**24.65**	**–**	**–**	**–**	**24.65**
As at 31 March 2021					
– Projects in progress - others	2.50	–	–	–	2.50
– Projects temporarily suspended	–	–	–	–	–
Total	**2.50**	**–**	**–**	**–**	**2.50**

* Represents expenditure on development / fit-out work of interiors at new leased office at Gurugram location.

Represents majorly the work in progress for extension of factory bulding at Baddi location.

Notes:

1. The Group does not have any Capital work-in-progress which is overdue or has exceeded its cost compared to its original plan and hence Capital work-in-progress completion schedule is not applicable.

2. At 31 March 2022, capitalised borrowing cost related to factory under construction amounted to ₹ Nil million (31 March 2021: ₹ 23.93 million) at the rate of Nil % p.a. (31 March 2021: 8.20% to 8.50% p.a.), which has been apportioned between the assets while capitalising.

   Refer note 37 for capital commitments.

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5 Right-of-use assets and lease liabilities

Group as lessee

Information about leases for which the Group is a lessee is presented below:

Right-of-use assets (ROU assets)	Leasehold land	Land and building	Total
Gross block			
Balance as at 1 April 2020	**107.64**	**356.16**	**463.80**
Addition for new leases	–	161.32	161.32
Deletions*	–	(20.39)	(20.39)
Balance as at 31 March 2021	**107.64**	**497.09**	**604.73**
Addition for new leases	–	864.73	864.73
Deletions*	(0.07)	(21.26)	(21.33)
Balance as at 31 March 2022	**107.57**	**1,340.56**	**1,448.13**
Accumulated amortisation			
Balance as at 1 April 2020	**2.47**	**45.23**	**47.70**
Amortisation charge for the year	1.23	68.02	69.25
Deletions	–	(3.10)	(3.10)
Balance as at 31 March 2021	**3.70**	**110.15**	**113.85**
Amortisation charge for the year	1.22	132.14	133.36
Deletions	(0.03)	(7.15)	(7.18)
Balance as at 31 March 2022	**4.89**	**235.14**	**240.03**
Net Block			
As at 31 March 2021	**103.94**	**386.94**	**490.88**
As at 31 March 2022	**102.68**	**1,105.42**	**1,208.10**

Following is the movement in lease liabilities:

(₹ in million)

Lease liabilities	As at 31-03-2022	As at 31-03-2021
Opening balance	416.44	323.01
Addition for new leases	834.96	158.30
Interest on lease liabilities	53.32	30.38
Payment of lease liabilities	(143.04)	(76.93)
Deletions*	(14.75)	(18.32)
Closing balance	**1,146.93**	**416.44**

*It includes the impact of modification.

Refer note 43 for details regarding the contractual maturities of lease liabilities.

Lease liabilities included in the revised consolidated financial statements:-

(₹ in million)

	As at 31-03-2022	As at 31-03-2021
Current	126.28	64.51
Non-current	1,020.65	351.93
	1,146.93	**416.44**

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5 Right-of-use assets and lease liabilities (Contd..)

Following are the amounts recognised in the revised consolidated statement of profit and loss:

Particulars	For the year ended 31-03-2022	For the year ended 31-03-2021
Amortisation expense of right-of-use assets	133.36	69.25
Interest on lease liabilities	53.32	30.38
Gain on termination of lease contracts	(0.99)	(1.33)
Rent concession on lease liabilities	(10.69)	(10.91)
Total amount recognised in the revised consolidated statement of profit and loss	**175.00**	**87.39**

The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis:

Particulars	As at 31-03-2022	As at 31-03-2021
Not later than one year	219.22	98.98
Later than one year and not later than five years	805.49	299.27
Later than five years	550.52	166.40
Total	**1,575.23**	**564.65**

All the title deeds of Immovable properties are held in the name of Company, expect as mentioned below:

Relevant line item in the Balance sheet	Description of item of property	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter/director or employee of promoter/ director	Property held since which date	Reason for not being held in the name of the Company	Gross carrying value as at 31-Mar-2022	Gross carrying value as at 31-Mar-2021
Right-of-use assets	Leasehold Land- Baddi	Campus AI Private Limited	No	01-Apr-20	Land is acquired by the Company on account of Merger and is in name of erstwhile Company. (refer note 53)	35.95	35.95

Refer note 43 for information about liquidity risk of financial liabilities.

Notes:

- The Group incurred ₹ 15.32 million (31 March 2021: ₹ 12.48 million) towards expenses relating to short-term leases and leases of low-value assets.
- The Group's leases mainly comprise of land, retail stores, office and warehousing facilities.

The Group has applied practical expedient in Indian Accounting Standard (Ind AS 116) notified vide Companies (Indian Accounting Standards) Amendment Rules, 2020 by Ministry of Corporate Affairs ('MCA') on 24 July 2020 to all rent concessions received as a direct consequence of COVID-19 pandemic. Accordingly, the Group recognized an amount of ₹ 10.69 million (31 March 2021: 10.91 million) as other income.

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6 Intangible assets

	Trademarks	Software	Total
Gross block			
Balance as at 1 April 2020	**1.01**	**21.38**	**22.39**
Additions	–	1.71	1.71
Balance as at 31 March 2021	**1.01**	**23.09**	**24.10**
Additions	0.24	2.61	2.85
Deletions	–	4.40	4.40
Balance as at 31 March 2022	**1.25**	**21.30**	**22.55**
Accumulated amortisation			
Balance as at 1 April 2020	**0.19**	**7.88**	**8.07**
For the year	0.10	7.15	7.25
Balance as at 31 March 2021	**0.29**	**15.03**	**15.32**
For the year	0.11	2.93	3.04
Deletions	–	4.40	4.40
Balance as at 31 March 2022	**0.40**	**13.56**	**13.96**
Net block			
As at 31 March 2021	**0.72**	**8.06**	**8.78**
As at 31 March 2022	**0.85**	**7.74**	**8.59**

7 Non-current financial assets

	As at 31-03-2022	As at 31-03-2021
Other financial assets		
(unsecured, considered good unless otherwise stated)		
Amortised cost		
Bank deposits with remaining maturity of more than 12 months*	31.24	15.24
Security deposits	54.24	27.84
	85.48	**43.08**

*Fixed deposits pledged with Sales tax department ₹ 0.23 million (31 March 2021: ₹ 0.23 million) and remaining amount is lying with bank as margin money against non fund based limit issued by bank.

Refer note 43 for information about credit risk and market risk of financial assets.

8 Deferred tax assets

A. Movement in deferred tax balances

	As at 1 April 2020	Recognized in statement of profit and loss	Recognized in other comprehensive income	As at 31 March 2021
Deferred tax assets/ (liabilities)				
Property, plant and equipment, Intangible assets and Right of use asset	204.06	(261.72)	–	(57.66)
Tax losses carried forward	14.79	(14.79)	–	–
MAT Credit	178.05	(5.29)	–	172.76
Provision for employee benefits	31.84	(3.61)	(4.61)	23.62
Allowance for expected credit loss and credit impaired trade receivables	31.09	22.44	–	53.53
Provision for inventory	9.97	5.23	–	15.20
Impact of lease liabilities	90.93	20.19	–	111.12
Deferred tax on intra group profit elimination	23.97	22.61	–	46.58
Other temporary differences	13.93	(5.75)	–	8.18
	598.63	**(220.69)**	**(4.61)**	**373.33**

Notes to Revised Consolidated Financial Statements

for the year ended 31st March, 2022
(All amounts are in ₹ millions except per share data or as otherwise stated)

8 Deferred tax assets (Contd..)

	As at 1 April 2021	Recognized in statement of profit and loss	Recognized in other comprehensive income	As at 31 March 2022
Deferred tax assets/ (liabilities)				
Property, plant and equipment, Intangible assets and Right of use asset	(57.66)	(128.47)	–	(186.13)
MAT Credit	172.76	(172.76)	–	–
Provision for employee benefits	23.62	(16.09)	(2.17)	5.36
Allowance for expected credit loss and credit impaired trade receivables	53.53	(18.24)	–	35.29
Provision for inventory	15.20	(6.70)	–	8.50
Impact of lease liabilities	111.12	177.54	–	288.66
Deferred tax on intra group profit elimination	46.58	(46.58)	–	–
Other temporary differences	8.18	0.01	–	8.19
Total	**373.33**	**(211.29)**	**(2.17)**	**159.87**
Impact on account of cessation of subsidiary				
– Property, plant and equipment, Intangible assets and Right of use asset				(21.53)
– Provision for employee benefits				11.53
Total				**149.87**

Total carry forwarded losses have been utilised till 31 March 2021.

B. Amounts recognised in profit or loss

Particulars	For the year ended 31-03-2022	For the year ended 31-03-2021
Current tax expense		
Current year	(480.47)	(209.55)
Tax adjustments in respect of earlier year	58.11	(0.58)
	(422.36)	**(210.13)**
Deferred tax expense		
Change in recognised temporary differences	36.56	(220.69)
Deferred tax relating to earlier year	(247.85)	–
	(211.29)	**(220.69)**
Total tax expense	**(633.65)**	**(430.82)**

C. Amounts recognised in other comprehensive income

Items that will not be reclassified subsequently to profit or loss

Particulars	For the year ended 31-03-2022	For the year ended 31-03-2021
Remeasurements of defined benefit liability		
Before tax	8.38	14.61
Tax (charge)	(2.17)	(4.61)
Net of tax	**6.21**	**10.00**

Notes to Revised Consolidated Financial Statements

for the year ended 31st March, 2022
(All amounts are in ₹ millions except per share data or as otherwise stated)

8 Deferred tax assets (Contd..)

D. Reconciliation of effective tax rate

	For the year ended 31-03-2022	For the year ended 31-03-2021
Profit before tax from continuing operations	1,711.24	699.45
Rate	25.17%	34.94%
Tax using the Group's domestic tax rate	430.68	244.42
Tax effect of:		
Non-deductible expenses	10.05	8.93
Effect of change in tax rate#	26.83	(23.11)
Derecognition of deferred tax on goodwill*	–	247.17
Deferred tax on intra group profit elimination	–	(46.58)
Tax adjustment for earlier years	166.31	(0.58)
Other adjustments	(0.22)	0.57
As per Statement of Profit and loss	**633.65**	**430.82**

Reconciliation of effective tax rate (in %)

	For the year ended 31-03-2022	For the year ended 31-03-2021
Rate	25.17%	34.94%
Tax effect of:		
Non-deductible expenses	0.59%	1.28%
Effect of change in tax rate#	1.57%	(3.30)%
Derecognition of deferred tax on goodwill*	–	35.34%
Deferred tax on intra group profit elimination	–	(6.66)%
Tax adjustment for earlier years	9.72%	(0.08)%
Other adjustments	(0.01)%	0.08%
	37.03%	**61.59%**

*Pursuant to amendment by Finance Act, 2021 dated 28 March 2021, goodwill had been held as non-tax deductible asset effective 1 April, 2021. Consequently, the Group had derecognised the deferred tax assets on goodwill as on 31 March 2021 amounting to ₹ 247.17 million, thereby impacting profit after tax for the year.

As per the section 115BAA of Income-tax Act, 1961, the income-tax payable in respect of the total income of a person, being a domestic Company, for any previous year relevant to the assessment year beginning on or after the 1 April 2020, shall, at the option of such person, be computed at the rate of twenty-two per cent, if the conditions contained in sub-section (2) are satisfied. The Company expects to avail the benefit of this lower income tax rate once it has utilized its carry forward losses and depreciation. Accordingly, as per para 51 of Ind AS 12, while computing deferred tax assets/ liabilities, the Company had considered the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

9 Income tax assets (net)

	As at 31-03-2022	As at 31-03-2021
Advance tax [Net of provision for income tax - ₹ 156.54 million (31 March 2021: ₹ 47.92 million)	68.62	27.62
	68.62	**27.62**

Notes to Revised Consolidated Financial Statements

for the year ended 31st March, 2022
(All amounts are in ₹ millions except per share data or as otherwise stated)

10 Other non-current assets

(unsecured, considered good unless otherwise stated)

	As at 31-03-2022	As at 31-03-2021
Capital advances	3.00	1.54
Prepaid expenses	3.40	–
Balance with government authorities	–	6.05
	6.40	**7.59**

11 Inventories

(valued at lower of cost and net realisable value)

	As at 31-03-2022	As at 31-03-2021
Raw materials *	1,285.87	732.72
Work in progress	514.86	343.25
Finished goods #	1,703.79	938.92
Packing material	72.08	54.02
Less: Provision for inventory	(33.78)	(43.95)
	3,542.82	**2,024.96**
Carrying amount of inventories pledged as security for borrowings	**3,542.82**	**2,024.96**

*Includes goods in transit raw material ₹ 65.58 million (31 March 2021: ₹ 25.80 million).

The Group has recorded provision of ₹ 16.61 million on raw material during the year ended 31 March 2022 (31 March 2021: ₹ 19.47 million), ₹ 1.19 million on work in progress (31 March 2021: ₹ 1.43 million) and ₹ 15.98 million on finished goods (31 March 2021: ₹ 23.05 million) on account of slow moving and non moving inventory.

Finished goods include both Stock in trade and manufactured goods, as both are stocked together.

12 Trade receivables

	As at 31-03-2022	As at 31-03-2021
Trade receivables considered good- secured	–	–
Trade receivables- considered good unsecured	1,446.20	1,101.38
Trade receivables which have significant increase in credit risk	–	–
Trade receivables- credit impaired	30.77	39.98
	1,476.97	**1,141.36**
Less: Allowance for expected credit loss	(109.40)	(119.40)
Less: Allowance for credit impaired trade receivables	(30.77)	(39.98)
	1,336.80	**981.98**

Refer note 43 for information about credit risk and market risk of trade receivables.

Notes to Revised Consolidated Financial Statements

for the year ended 31st March, 2022
(All amounts are in ₹ millions except per share data or as otherwise stated)

12 Trade receivables (Contd..)

Trade receivables ageing schedule

As at 31 March 2022	Outstanding for following periods from due date of payment						
Particulars	**Not Due**	**Less than 6 months**	**6 months - 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
(i) Undisputed trade receivables – considered good	834.80	471.52	65.44	68.07	6.37	–	1,446.20
(ii) Undisputed trade receivables – which have significant increase in credit risk	–	–	–	–	–	–	-
(iii) Undisputed trade receivables – credit impaired	–	0.46	1.27	11.59	10.56	6.89	30.77
(iv) Disputed trade receivables considered good	–	–	–	–	–	–	-
(v) Disputed trade receivables - which have significant increase in credit risk	–	–	–	–	–	–	-
(vi) Disputed trade receivables – credit impaired	–	–	–	–	–	–	–
Total (A)	**834.80**	**471.98**	**66.71**	**79.66**	**16.93**	**6.89**	**1,476.97**
Less: Allowance for expected credit loss							109.40
Less: Allowance for credit impaired trade receivables							30.77
Total (B)							**140.17**
Total [(A) - (B)]							**1,336.80**

As at 31 March 2021	Outstanding for following periods from due date of payment						
Particulars	**Not Due**	**Less than 6 months**	**6 months - 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
(i) Undisputed trade receivables – considered good	589.07	342.63	95.69	73.99	–	–	1,101.38
(ii) Undisputed trade receivables – which have significant increase in credit risk	–	–	–	–	–	–	-
(iii) Undisputed trade receivables – credit impaired	–	7.44	3.72	14.22	12.18	2.42	39.98
(iv) Disputed trade receivables considered good	–	–	–	–	–	–	-
(v) Disputed trade receivables - which have significant increase in credit risk	–	–	–	–	–	–	-
(vi) Disputed trade receivables – credit impaired	–	–	–	–	–	–	–
Total (A)	**589.07**	**350.07**	**99.41**	**88.21**	**12.18**	**2.42**	**1,141.36**
Less: Allowance for expected credit loss							119.40
Less: Allowance for credit impaired trade receivables							39.98
Total (B)							**159.38**
Total [(A) - (B)]							**981.98**

13 Cash and cash equivalents

	As at 31-03-2022	As at 31-03-2021
Cash on hand	1.91	0.94
Balance with banks:		
– In current account	1.57	11.11
Total	**3.48**	**12.05**

Refer note 43 for information about credit risk and market risk of financial assets.

Notes to Revised Consolidated Financial Statements

for the year ended 31st March, 2022
(All amounts are in ₹ millions except per share data or as otherwise stated)

14 Loans

(unsecured, considered good unless otherwise stated)

	As at 31-03-2022	As at 31-03-2021
Loans to employees	6.77	4.89
Total	**6.77**	**4.89**
Sub-classification of loans:		
Loan receivables considered good- Secured	–	–
Loan receivables considered good- Unsecured	6.77	4.89
Loan receivables which have significant increase in credit risk	–	–
Loan receivables- credit impaired	–	–

Refer note 43 for information about credit risk and market risk of financial assets.

15 Other financial assets

(unsecured, considered good unless otherwise stated)

	As at 31-03-2022	As at 31-03-2021
Other receivables*	173.67	4.28
Total	**173.67**	**4.28**

*It includes expenses incurred in relation to IPO that are recoverable by the Group from the selling shareholders. (refer note 54).

Refer note 43 for information about credit risk and market risk of financial assets.

16 Other current assets

	As at 31-03-2022	As at 31-03-2021
Advances to suppliers	39.61	10.74
Balance with government authorities	896.09	782.07
Prepaid expenses	29.42	10.60
Right to recover returned goods	17.27	–
Total	**982.39**	**803.41**

17 Share capital

	As at 31-03-2022	As at 31-03-2021
Authorised equity share capital		
907,400,000 equity shares of ₹ 5 each (31 March 2021: 453,700,000) equity shares of ₹ 10 each)^	4,537.00	4,537.00
	4,537.00	**4,537.00**
Issued, subscribed and fully paid-up		
304,326,004 equity shares of ₹ 5 each (31 March 2021: 151,871,564 equity shares of ₹ 10 each)^	1,521.63	1,518.71
	1,521.63	**1,518.71**

Rights, preferences and restrictions attached to equity shares

(a) The Company has only one class of equity shares having par value of ₹ 5 per share. Each holder of equity shares is entitled to one vote per share.^

Notes to Revised Consolidated Financial Statements

for the year ended 31st March, 2022
(All amounts are in ₹ millions except per share data or as otherwise stated)

17 Share capital (Contd..)

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

Employee stock options

Terms attached to stock options granted to employees are disclosed in note 40 regrading share-based payments.

Reconciliation of number of equity shares outstanding at the beginning and end of the year:

	No. of Shares	Amount
Outstanding as at 1 April 2020	15,18,71,564	1,518.71
Shares issued during the year	–	–
Outstanding as at 31 March 2021	**15,18,71,564**	**1,518.71**
Shares issued during the year	2,91,438	2.92
Adjustment for sub-division of equity shares	15,21,63,002	–
Outstanding as at 31 March 2022	**30,43,26,004**	**1,521.63**

Details of shareholders holding more than 5% shares in the Company:

Equity shares of ₹ 5 each fully paid up held by (refer note 50)^

		As at 31-03-2022	As at 31-03-2021
– Hari Krishan Agarwal	**No. of shares**	18,36,75,892	9,86,88,000
	Percentage	60.35%	64.98%
– Nikhil Aggarwal	**No. of shares**	4,12,67,004	2,06,33,502
	Percentage	13.56%	13.59%
– TPG Growth III SF PTE. Limited	**No. of shares**	5,23,07,692	2,61,53,846
	Percentage	17.19%	17.22%

Shares reserved for issue under options:

		As at 31-03-2022	As at 31-03-2021
Under employee stock option scheme (refer note 40)^	**No. of shares**	23,49,237	2,91,438
	Amount	11.75	2.91

Aggregate number of shares issued for consideration other than cash during the period of five years immediately preceding the reporting date:-

During the five year ended 31 March 2022 :-

Bonus issues:-

The shareholders of the Company at its general meeting held on 27 September 2019 approved the allotment of bonus shares in the ratio of 1:1541 as on the record date of 27 September 2019 to each of the equity shareholders of the Company. Subsequently, 149,987,071 Bonus Shares of 10 each amounting to ₹ 1,499.87 Million, were allotted on 26 October 2019 in the ratio of 1:1541 to the eligible equity shareholders.^

Shares reserved for issue under options :-

Information relating to the Group's share based payment plans, including details of options issued, exercised and lapsed during the financial year and options outstanding at the end of the reporting year, is set out in note 40.

Notes to Revised Consolidated Financial Statements

for the year ended 31st March, 2022
(All amounts are in ₹ millions except per share data or as otherwise stated)

17 Share capital (Contd..)

Details of equity shares held by promoters

As at 31 March 2022

Promoter's Name	No. of shares at the beginning of the year	Change during the year*	No. of shares at the end of the year	% of Total Shares	% Change during the year
– Hari Krishan Agarwal	9,86,88,000	8,49,87,892	18,36,75,892	60.35%	-4.63%
– Nikhil Aggarwal	2,06,33,502	2,06,33,502	4,12,67,004	13.56%	-0.03%
	11,93,21,502	**10,56,21,394**	**22,49,42,896**	**73.91%**	**-4.66%**

*Includes impact of sub division of equity shares

As at 31 March 2021

Promoter's Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total Shares	% Change during the year
– Hari Krishan Agarwal	9,86,88,000	–	9,86,88,000	64.98%	–
– Nikhil Aggarwal	2,06,33,502	–	2,06,33,502	13.59%	–
	11,93,21,502	**–**	**11,93,21,502**	**78.57%**	**–**

^The Board of Directors and shareholders of the Company at their meeting held on 9 November 2021, have approved stock split of one equity share having face value of ₹ 10 each into two equity shares having face value of ₹ 5 each.

18 Other equity

	As at 31-03-2022	As at 31-03-2021
Retained earnings	2,671.67	1,578.02
Securities premium	56.93	19.50
Share options outstanding account	25.64	10.12
	2,754.24	**1,607.64**

	As at 31-03-2022	As at 31-03-2021
Retained earnings		
Balance at the beginning of the year	1,578.02	1,298.37
Add: Profit for the year	1,085.38	268.74
Add: Transfer from other comprehensive income	5.79	7.47
Share options lapsed during the year	2.48	3.44
Balance at the end of the year	**2,671.67**	**1,578.02**
Securities premium		
Balance at the beginning of the year	19.50	1,587.36
Transfer from capital reserve (refer note 53)		(1,567.86)
Add: Premium on equity shares issued during the year	37.43	–
Balance at the end of the year	**56.93**	**19.50**
Other comprehensive income		
Balance at the beginning of the year	–	–
Add: Addition during the year	5.79	7.47
Less: Transfer to retained earnings	(5.79)	(7.47)
Balance at the end of the year	**–**	**–**
Capital reserve		
Balance at the beginning of the year	–	(1,567.86)
Transfer to security premium (refer note 53)		1,567.86
Balance at the end of the year	**–**	**–**

Notes to Revised Consolidated Financial Statements

for the year ended 31st March, 2022
(All amounts are in ₹ millions except per share data or as otherwise stated)

18 Other equity (Contd..)

	As at 31-03-2022	As at 31-03-2021
Share options outstanding account		
Balance at the beginning of the year	10.12	10.87
Add: Addition during the year	26.50	2.69
Less: Share options lapsed during the year	(2.48)	(3.44)
Less: Shares issued during the year	(8.50)	–
Balance at the end of the year	**25.64**	**10.12**

Nature and purpose of other reserves

(a) Retained earnings is the profit accumulated as on Balance Sheet date.

(b) Securities premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

(c) Refer note 53 for adjustment of debit balance of capital reserve with security premium.

(d) Share options outstanding account represents employee stock options granted to employee as per employee stock options scheme.

19 Non-controlling interests

	As at 31-03-2022	As at 31-03-2021
Opening balance	3.61	1.19
Share of profit/ (loss) for the year	(7.37)	2.42
Adjustment	3.76*	–
Balance at the end of the year	**–**	**3.61**

*Includes impact on account of loss of control over subsidiary

20 Borrowings

	As at 31-03-2022	As at 31-03-2021
Non-current borrowings		
Term loans (Secured)		
From Banks	–	–
HDFC Bank Limited (refer note -(i))	313.32	475.74
Axis Bank Limited (refer note -(ii))	351.94	445.64
Less: Current maturities of above long term borrowings	(213.56)	(257.01)
	451.70	**664.37**
Current borrowings		
Cash credit (Secured)		
HDFC Bank Limited (refer note -(i))	201.73	113.93
Axis Bank Limited (refer note -(ii))	0.50	1.21
Working capital demand loan (Secured)		
HDFC Bank Limited (refer note -(i))	500.00	–
Axis Bank Limited (refer note -(ii))	250.00	250.00
Bill discounting (Unsecured)		
ICICI Bank Limited (refer note -(iv))	125.45	–
Channel financing (Secured)-(iii)	–	69.46
Current maturities of long term borrowings	213.56	257.01
	1,291.24	**691.61**

The Group's exposure to currency and liquidity risk related to financial liabilities is disclosed in note 43.

Notes to Revised Consolidated Financial Statements

for the year ended 31st March, 2022
(All amounts are in ₹ millions except per share data or as otherwise stated)

20 Borrowings (Contd..)

Notes

(i) Term loans, cash credit and working capital demand loan from HDFC bank are secured by:-

1. Movable fixed assets - Exclusive charge on all movable fixed assets (present and future, excluding Ganuar, Sonipat Unit & other movable fixed assets as excluding specifically charged to any lender).

   Only for Ganaur, Sonipat unit, Axis bank will have exclusive charge on movable fixed assets.

2. Stock and book debt- First Pari passu charge on all current assets (present and future)

3. Factory land and building: Exclusive charge on properties:-

   (i) Plot C-9, Dehradun

   (ii) Plot C-10 Dehradun

   (iii) Plot no 61, Baddi

4. Factory land and building: Exclusive charge on (1) Factory land and building at plot no 39-40, Sector-8A, IIE BHEL, Haridwar, Uttarakhand, (2) Property bearing No J-17, Udyog Nagar, Rohtak Road, New Delhi - 110041.

(ii) Cash Credit, working capital demand loan from Axis Bank are secured by:-

Primary- First Pari passu charge on the current assets of the Holding Company, present and future.

Collateral- Extension of charge over property including equitable mortgage on project land and building and moveable fixed assets of the Sonipat facility located at Village Panchi Gujran, Tehsil Ganaur, District Sonipat.

Term loan from Axis bank is secured by exclusive charge on the land and building, plant and machinery and other moveable fixed assets of the Ganaur, Sonipat property.

(iii) The Holding Company has entered into guarantee agreement with Axis Bank Limited wherein the CAL has guaranteed the repayment of the amounts due by the authorised dealers to the bank under two schemes.

Scheme 1: Post completion of six months of Scheme 2, the authorised dealer will be on boarded on Scheme 1, with the followings criteria:

Authorised dealers having a limit requirement of minimum of ₹ 2.5 million and maximum of ₹ 30 million.

Authorised dealers should have a vintage of more that 3 years with CAL and 5 years in same line of business.

Authorised dealers with a minimum dependency of 50% on CAL.

Authorised dealers who have profitability (profit after tax) record for the last two years.

Authorised dealers not appearing in the Company's defaulter list and not having legal dispute with CAL and Campus AI Private Limited (CAIPL) in the past since inception of dealership with CAL/CAIPL in the past.

Authorised dealers not appearing in the defaulters' lists checked by the bank.

CAL will provide First Loss Deficiency Guarantee to the extent of 30% of scheme limit i.e. ₹ 150 million, to be replenished annually.

Scheme 2: Scheme will be valid from date of first disbursement till a period of six months and will be utilised to take over existing program of CAL from Yes Bank. The authorised dealers to satisfy the following criteria:

Authorised dealers having a limit requirement of minimum of ₹ 2.5 million and maximum of ₹ 30 million.

Authorised dealers should have a vintage of more that 3 years with CAL and 5 years in same line of business.

Authorised dealers with a minimum dependency of 50% on CAL.

Authorised dealers who have profitability (profit after tax) record for the last two years.

Authorised dealers not appearing in the defaulters' lists checked by the bank.

CAL will provide First Loss Deficiency Guarantee to the extent of 50% of scheme limit i.e. ₹ 250 million.

Notes to Revised Consolidated Financial Statements

for the year ended 31st March, 2022
(All amounts are in ₹ millions except per share data or as otherwise stated)

20 Borrowings (Contd..)

(iv) The Holding Company has entered into an arrangement of bill discounting facility with ICICI Bank Limited for the purpose of providing revolving line of credit to the vendor(s) for discounting the bills of exchange drawn by the vendors and accepted by the Holding Company towards the goods or services received. The overall limit of this facility is restricted to ₹ 250 million.

(v) **Terms and repayment schedule**

Terms and conditions of outstanding borrowings are as follows:

Particulars	Currency	No. of remaining instalments as on 31 March 2022	Nominal interest rate (p.a.)	Year of maturity	As at 31 March 2022	As at 31 March 2021
Secured bank loan- HDFC	₹	9	7.60%-8.05%	2024-25	29.17	42.10
Secured bank loan- HDFC	₹	9	7.60%-8.05%	2024-25	44.88	64.77
Secured bank loan- HDFC	₹	9	7.60%-8.10%	2024-25	71.56	103.27
Secured bank loan- HDFC	₹	9	7.60%-8.05%	2024-25	42.98	62.03
Secured bank loan- Axis Bank	₹	15	7.75%	2025-26	351.94	445.64
Secured bank loan- HDFC	₹	9	7.60%-8.10%	2024-25	12.40	17.90
Secured bank loan- HDFC	₹	15	7.45%-8.20%	2025-26	112.32	142.22
Secured bank loan- HDFC	₹	–	8.65%	Immediate	–	43.45

(vi) The Group has filed quarterly returns/statement of current assets with banks and these are in agreement with books of accounts for the year ended 31 March, 2022 and year ended 31 March, 2021.

21 Provisions

	As at 31-03-2022	As at 31-03-2021
Non-current		
Provision for employee benefits (refer note 39)		
– Gratuity	47.92	57.29
Other Provision		
– Provision for decommissioning (refer note below)	2.98	–
	50.90	**57.29**
Current		
Provision for employee benefits (refer note 39)		
– Gratuity	6.19	4.73
	6.19	**4.73**

Movement in other provision

Decommissioning liability

Particulars	As at 31-03-2022	As at 31-03-2021
Opening balance	–	–
Provision made during the year	2.96	–
Provision utilised during the year	–	–
Unwinding of discount	0.02	–
Closing balance	**2.98**	**–**

Decommissioning liability

A provision has been recognised for decommissioning costs associated with a lease taken for its Gurugram office. The Group is obliged to restore the leased premised in a condition in which it was originally handed over to the Group.

Notes to Revised Consolidated Financial Statements

for the year ended 31st March, 2022
(All amounts are in ₹ millions except per share data or as otherwise stated)

22 Trade payables

	As at 31-03-2022	As at 31-03-2021
Trade payables		
– Total outstanding dues of micro enterprises and small enterprises*	134.55	86.68
– Total outstanding dues of creditors other than micro enterprises and small enterprises	1,830.96	1,621.95
	1,965.51	**1,708.63**

* The disclosure in respect of the amounts payable to enterprises covered by Micro, Small and Medium Enterprises Development Act, 2006 (Act) have been made in the Revised Consolidated Financial Statements based on information received and available with the Group.

The Group has accrued an interest amount of ₹ 16.35 million (31 March, 2021: ₹ 5.49 million) on delayed payment to micro and small enterprises (also refer note 46).

The Group's exposure to currency and liquidity risk related to trade payable is disclosed in note 43.

Trade payables ageing schedule

As at 31 March 2022	Outstanding for following periods from due date of payment						
Particulars	Unbilled	Not Due	<1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	–	102.00	32.49	0.06	–	–	134.55
(ii) Others	77.93	1,415.38	335.76	1.43	0.38	0.08	1,830.96
(iii) Disputed dues - MSME	–	–	–	–	–	–	–
(iv) Disputed dues - Others	–	–	–	–	–	–	–
Total	**77.93**	**1,517.38**	**368.25**	**1.49**	**0.38**	**0.08**	**1,965.51**

As at 31 March 2021	Outstanding for following periods from due date of payment						
Particulars	Unbilled	Not Due	<1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	–	86.17	0.51	–	–	–	86.68
(ii) Others	44.54	1,529.26	46.26	0.54	1.09	0.26	1,621.95
(iii) Disputed dues - MSME	–	–	–	–	–	–	–
(iv) Disputed dues - Others	–	–	–	–	–	–	–
Total	**44.54**	**1,615.43**	**46.77**	**0.54**	**1.09**	**0.26**	**1,708.63**

23 Other current financial liabilities

	As at 31-03-2022	As at 31-03-2021
Employee benefit payable	68.86	76.18
Payable for capital goods	71.42	3.46
Other payables	57.44	5.49
Interest accrued but not due on borrowings	3.05	3.39
	200.77	**88.52**

The Group exposure to currency and liquidity risk related to financial liabilities is disclosed in note 43.

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24 Other current liabilities

	As at 31-03-2022	As at 31-03-2021
Statutory dues		
TDS	25.38	12.91
Goods and services tax	35.48	0.72
PF payable	3.02	3.70
ESI payable	0.14	0.32
Others	0.82	1.07
Government grant	2.87	2.87
Contract liability	36.23	27.49
Refund liabilities	38.67	–
	142.61	**49.08**

25 Income tax liabilities (net)

	As at 31-03-2022	As at 31-03-2021
Provision for Income tax [Net of advance tax of ₹ 411.69 million; 31 March 2021: ₹ 206.94 million]	70.73	36.90
	70.73	**36.90**

26 Revenue from operations

	For the year ended 31-03-2022	For the year ended 31-03-2021
Sale of goods	11,869.94	7,100.82
	11,869.94	**7,100.82**
Other operating revenue		
Scrap sales	37.42	12.02
License fee	5.40	–
Others	29.05	–
	71.87	**12.02**
Total revenue from operations	**11,941.81**	**7,112.84**

(a) Disaggregation of revenue

The Group has performed a disaggregated analysis of revenues considering the nature, amount, timing and uncertainty of revenues. This includes disclosure of revenues by geography and timing of recognition.

For details of revenue by geography refer Note 45

Performance obligation

Revenues are recognised at a point in time when control of the goods passes to the customer, upon delivery of the goods.

	For the year ended 31-03-2022	For the year ended 31-03-2021
Revenue by time		
Revenue recognised at point in time	11,869.94	7,100.82
Total	**11,869.94**	**7,100.82**

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26 Revenue from operations (Contd..)

(b) Revenue recognised in relation to contract liabilities

Ind AS 115 also requires disclosure of 'revenue recognised in the reporting year that was included in the contract liability balance at the beginning of the year' same has been disclosed as below:

Revenue recognised in the reporting year that was included in the contract liability balance at the beginning of the year	27.49	87.76
(c) Contract balances		
Trade receivables	1,336.80	981.98
Contract liabilities	36.23	27.49
Contract liabilities primarily relate to advance consideration received from customers against supply of goods and services which is recognised as revenue at a point of time.		
Trade receivables are net of expected credit loss and loss allowance on credit impaired assets. The detail is as given below:-		
Provision for expected credit loss	109.40	119.40
Provision for loss allowance on credit impaired assets	30.77	39.98
(d) Reconciliation of Revenue from sale of goods with the contracted price		
Contracted price	12,699.94	7,826.53
Less: Trade discounts, volume rebates etc.	(786.11)	(725.71)
Less: Refund liabilities	(43.89)	–
Sale of products	**11,869.94**	**7,100.82**
(e) Movement of unearned revenue		
Balance at the beginning of the year	–	33.02
Revenue recognised during the year	–	(33.02)
Balance at the end of the year	**–**	**–**

27 Other income

Liabilities / provisions no longer required written back	3.94	8.92
Gain on sale of property, plant and equipment (net)	–	1.31
Net gain on foreign currency transactions and translation	0.03	3.90
Interest income from financial assets measured at amortised cost		
– on unwinding of security deposits at amortised cost	1.39	–
– on bank deposits	1.08	10.63
Miscellaneous income	17.52	13.20
	23.96	**37.96**

28 Cost of materials consumed

Raw material and packing material purchases*	7,293.58	4,046.09
Add-Inventories at the beginning of the year	786.74	746.62
Less-Inventories at the end of the year	(1,357.95)	(786.74)
	6,722.37	**4,005.97**

* Includes job work and contractor charges for manufacturing process of intermediate products ₹ 1,196.84 million (31 March 2021: ₹ 643.16 million)

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for the year ended 31st March, 2022
(All amounts are in ₹ millions except per share data or as otherwise stated)

29 Purchases of stock-in-trade

Particulars	For the year ended 31-03-2022	For the year ended 31-03-2021
Purchases of finished goods	201.91	36.87
Purchases of retail accessories	2.96	0.95
	204.87	**37.82**

30 Changes in inventories of finished goods, stock-in-trade and work-in-progress

Particulars	For the year ended 31-03-2022	For the year ended 31-03-2021
Inventories at the beginning of the year		
– Finished goods*	938.92	661.03
– Work-in-progress	343.25	321.40
Inventories at the end of the year		
– Finished goods*	(1,703.79)	(938.92)
– Work-in-progress	(514.86)	(343.25)
– Right to recover returned goods	(17.27)	–
(Increase) in inventories	**(953.75)**	**(299.74)**

* Finished goods include both Stock in trade and manufactured goods, as both are stocked together.

31 Employee benefits expense

Particulars	For the year ended 31-03-2022	For the year ended 31-03-2021
Salaries, wages and bonus	581.91	484.01
Contribution to provident and other funds (refer note 39)	20.42	21.56
Gratuity (refer note 39)	18.11	25.49
Share based payment expenses (equity settled) (refer note 40)	26.50	2.69
Staff welfare	31.64	18.08
	678.58	**551.83**

32 Finance costs

Interest on		
– borrowings*	120.29	130.46
– delayed payment of income tax	11.50	6.94
– lease liabilities	53.32	30.38
– micro and small enterprises	10.86	2.89
– unwinding of discount on provisions	0.02	–
Other costs		
Bank processing fees	0.20	0.92
	196.19	**171.59**

*At 31 March 2022, capitalised borrowing costs related to factory under construction amounting to ₹ Nil million (31 March 2021: ₹ 23.93 million) at the rate of Nil % p.a. (31 March 2021: 8.20% to 8.50% p.a.), which has been apportioned between the assets while capitalising.

Notes to Revised Consolidated Financial Statements

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33 Depreciation and amortisation expense

Depreciation on property, plant and equipment	395.39	250.57
Amortisation on intangible assets	3.04	7.25
Amortisation of right-of-use assets	133.36	69.25
	531.79	**327.07**

34 Other expenses

Advertising and sales promotion	744.60	329.38
Contractor charges	696.65	478.79
Freight outwards	546.91	296.84
Legal and professional*	51.75	51.99
Power and fuel	179.52	100.49
Travelling and conveyance	42.69	29.46
Rent (refer Note 5)**	15.32	12.48
Trade receivables written off #	–	1.10
Consumables	37.00	23.98
Advances written off	0.26	2.21
Property, plant and equipment written off	7.48	–
Loss on sale of property, plant and equipment (net)	9.34	–
Repairs and maintenance		
Plant and machinery	20.12	19.06
Buildings	5.70	3.84
Others	21.20	14.40
Provision for inventory^	3.80	14.01
Allowance for expected credit loss	25.33	62.84
Security expenses	39.19	32.39
Corporate social responsibility expenses (refer note 42)	16.87	11.34
Rates and taxes	11.29	5.28
Commission	284.59	87.47
Director's sitting and commission fees	7.30	–
Miscellaneous expenses	107.57	79.46
	2,874.48	**1,656.81**

** includes amount of short term leases and low value lease assets.

During the year ended 31 March 2022, the Group has utilised opening provision for writing off of trade receivables amounting to ₹ 44.53 million (31 March 2021: ₹ Nil).

^ During the year ended 31 March 2022, the Group has utilised opening provision for writing off of obsolete inventory amounting to ₹ 13.98 million (31 March 2021: ₹ Nil).

***Payment to auditors (included in legal and professional expenses above)**

Auditor ***	6.00	5.50
For other services	–	0.30
For reimbursement of expenses	0.55	0.19
	6.55	**5.99**

***It excludes fees paid to statutory auditor of ₹ 32.47 million (31 March 2021: Nil) and reimbursement of expenses amounting ₹ 3.56 million (31 March 2021: Nil) for IPO related expenses which are recoverable by the Group from the selling shareholders in proportion to the shares offered to the public in offering (refer note).

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35 Other comprehensive income

Re-measurement gains on defined benefit plans	8.38	14.61
Tax effect on above	(2.17)	(4.61)
	6.21	**10.00**

36 Earnings per share (EPS)

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

Diluted EPS are calculated by dividing the profit for the year attributable to the equity holders by weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

	For the year ended 31-03-2022	For the year ended 31-03-2021
Profit attributable to equity shareholders	1,085.38	268.74
Weighted average number of equity shares of ₹ 5 each (refer note 1 below)	30,39,89,054	30,37,43,128
EPS - Basic (₹)	3.57	0.88
Weighted average number of equity shares of ₹ 5 each (refer note 1 below)	30,39,89,054	30,37,43,128
Add: Share options outstanding account (refer note 2 below)	–	–
Weighted average number of equity shares (to be considered for dilutive EPS)	**30,39,89,054**	**30,37,43,128**
EPS - Diluted (₹)	3.57	0.88

Notes:

1. The earnings per share reflects the impact of sub-division of 1 equity share having face value of ₹ 10 each into 2 equity shares having face value of ₹ 5 each (refer note 50).

2. For the year ended 31 March 2022, 2,349,237 options (31 March 2021: 291,438) are not considered in calculation of weighted average number of equity shares for calculation of diluted earnings per share, as their impact is anti- dilutive.

37 Contingent liabilities, contingent assets and commitments

A. Commitments

Estimated amount of contracts remaining to be executed on capital account (net of advances) and not provided for ₹ 61.67 million (31 March 2021: ₹ 26.68 million)

B. Contingent liabilities

Other money for which the Group is contingently liable -

a. The Group had imported plant and machinery in 2015-16 under EPCG scheme. An export obligation ('EO') amounting to ₹ 23.87 million (31 March 2021: ₹ 23.87 million) was placed on the Group which was to be fulfilled in a period of 8 years from the date of Inspection of Licence. Duty saved under EPCG Scheme amounting to ₹ 3.98 million (31 March 2021: ₹ 3.98 million).

b. Pursuant to judgement by the Honourable Supreme Court dated 28 February 2019, it was held that basic wages, for the purpose of provident fund, to include special allowances which are common for all employees. However, there is uncertainty with respect to the applicability of the judgement and period from which the same applies.

Owing to the aforesaid uncertainty and pending clarification from the authorities in this regard, the Group has not recognised any provision till F.Y. 2018-2019. Further, management also believes that the impact of the same on the Group will not be material.

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38 Additional information, as required under Schedule III to the Companies Act, 2013, "General Instructions for the preparation of consolidated financial statements".

31 March 2022	Net assets i.e. total assets minus total liabilities		Share in profit/ loss		Share in other comprehensive income		Share in total comprehensive income	
Name of Entity	**As % of consolidated net assets**	**Amount**	**As % of consolidated Net profit/ (loss)**	**Amount**	**As % of consolidated other comprehensive income**	**Amount**	**As % of consolidated total comprehensive income**	**Amount**
Parent								
Campus Activewear Limited (formerly known as Campus Activewear Private Limited)	100.00%	4,275.87	100.72%	1,085.38	93.24%	5.79	100.68%	1,091.17
Subsidiary								
MG Udyog Private Limited	–	–	(0.72%)	(7.79)	6.76%	0.42	(0.68%)	(7.37)
Consolidation adjustments	–	–	–	–	–	–	–	–
Total	**100.00.%**	**4,275.87**	**100.00%**	**1,077.59**	**100.00%**	**6.21**	**100.00%**	**1,083.80**

31 March 2021	Net assets i.e. total assets minus total liabilities		Share in profit/ loss		Share in other comprehensive income		Share in total comprehensive income	
Name of Entity	**As % of consolidated net assets**	**Amount**	**As % of consolidated Net profit/ (loss)**	**Amount**	**As % of consolidated other comprehensive income**	**Amount**	**As % of consolidated total comprehensive income**	**Amount**
Parent								
Campus Activewear Limited (formerly known as Campus Activewear Private Limited)	99.88%	3,126.35	100.04%	268.74	74.70%	7.47	99.13%	276.21
Subsidiary								
MG Udyog Private Limited	0.12%	3.61	(0.04%)	(0.11)	25.30%	2.53	0.87%	2.42
Consolidation adjustments	–	–	–	–	–	–	–	–
Total	**100.00.%**	**3,129.96**	**100.00%**	**268.63**	**100.00%**	**10.00**	**100.00%**	**278.63**

39 Employee benefits

The Group contributes to the following post-employment defined benefit plans in India.

(i) Defined contribution plans:

The Group makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards provident fund and employee state insurance (ESI) which are defined contribution plans. The Group has no obligations other than to make the specified contributions. The contributions are charged to the statement of profit and loss as they accrue.

	For the year ended 31-03-2022	For the year ended 31-03-2021
Contribution to provident fund and ESI	20.42	21.56

(ii) Defined benefit plan:

Gratuity

The Group operates a post-employment defined benefit plan for Gratuity. This plan entitles an employee to receive 15 day's salary for each year of completed service at the time of retirement/exit. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognize each period of service as giving rise to additional employee benefit entitlement and measures each unit separately to build up the final obligation.

Notes to Revised Consolidated Financial Statements

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39 Employee benefits (Contd..)

The most recent actuarial valuation of the present value of the defined benefit obligation for gratuity was carried out as at 31 March 2022. The present value of the defined benefit obligations and the related current service cost and past service cost, were measured using the Projected Unit Credit Method.

A. Based on the actuarial valuation obtained in this respect, the following table sets out the status of the gratuity plan and the amounts recognised in the Group's financial information as at reporting date:

	As at 31-03-2022	As at 31-03-2021
Net defined benefit liability		
Provision for gratuity	54.11	62.02
Total employee benefit liabilities	**54.11**	**62.02**
Non-current	47.92	57.29
Current	6.19	4.73

B. Movement in net defined benefit/ (asset) liability

The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit/ (asset) liability and its components:

	For the year ended 31-03-2022 Net defined benefit (asset)/ liability	For the year ended 31-03-2021 Net defined benefit (asset)/ liability
(a) Balance as at beginning of year	62.02	63.64
(b) Included in profit or loss		
Current service cost*	14.33	15.72
Interest cost (income)	3.78	4.36
Total (b)	**18.11**	**20.08**
(c) Included in OCI		
Remeasurements loss (gain)		
– Actuarial loss (gain) arising from:		
– financial assumptions	(0.41)	1.06
– demographic assumptions	(7.28)	(7.30)
– experience adjustment	(0.69)	(8.37)
Total (c)	**(8.38)**	**(14.61)**
(d) Other		
Benefits paid	(4.92)	(7.09)
Impact on account of cessation of control over subsidiary	(12.72)	–
Total (d)	**(17.64)**	**(7.09)**
Balance as at the end of year	**54.11**	**62.02**

*Does not include amount of ₹ Nil million (31 March 2021: ₹ 5.41 million) paid to employees for which the Group has recorded actual liabilities in its books of accounts.

C. Actuarial assumptions

a) Economic assumptions

The principal assumptions are the discount rate and salary growth rate. The discount rate is based upon the market yields available on government bonds at the accounting date with a term that matches that of liabilities. Salary increase rate takes into account inflation, seniority, promotion and other relevant factors on long term basis. Valuation assumptions are as follows which have been selected by the Group.

	As at 31-03-2022	As at 31-03-2021
Discount rate (p.a.)	6.90%	6.75%
Expected rate of future salary increase (p.a.)	10.00%	10.00%

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39 Employee benefits (Contd..)

b) Demographic assumptions

	As at 31-03-2022	As at 31-03-2021
i) Retirement age (years)	58.00	58.00
ii) Mortality rates	100%	100%
iii) Withdrawal (rate of employee turnover)		
Up to 30 years	10.00%	5.00%
31-44 years	10.00%	5.00%
Above 44 years	10.00%	5.00%

D. Sensitivity analysis

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

	As at 31-03-2022	As at 31-03-2021
Discount rate (1% movement)		
Liability due to Increase	(4.08)	(6.68)
Liability due to Decrease	4.68	8.05
Expected rate of future salary increase (1% movement)		
Liability due to Increase	4.04	7.16
Liability due to Decrease	(3.64)	(6.18)

Sensitivities due to mortality and withdrawals are not material and hence impact of change not calculated.

E. Expected maturity analysis of the defined benefit plans in future years

	As at 31-03-2022	As at 31-03-2021
Duration of defined benefit payments		
0-1 year	6.19	4.73
2 to 5 years	21.01	15.28
6 to 10 years	24.51	24.28
More than 10 years	56.65	125.14
Total	**108.36**	**169.43**

The weighted average duration of the defined benefit plan obligation at the end of the reporting period is 8 years (31 March 2021: 12 years).

F. Characteristics of gratuity plan

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such the Group is exposed to various risks as follow :-

A. Market volatility

B. Changes in inflation

C. Changes in interest rates

D. Rising longevity

E. Changing economic environment

F. Regulatory changes

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39 Employee benefits (Contd..)

(iii) Compensated absences

Movement of compensated absences	As at 31-03-2022	As at 31-03-2021
Opening	–	3.26
Arising during the year	–	–
Utilised	–	(3.26)
Closing	**–**	**–**

40 Share-based payments

Description of share-base payment arrangements

As at 31 March 2022, the Group has the following share-based payment arrangements:

Share option plans (equity settled)

The Group established share option plans that entitle employees to purchase shares in the Holding Company. Under this plan, holders of vested options are entitled to purchase shares at fair value price of shares at respective date of grant of options. The key terms and conditions related to the grants under this plan are as follows; all options are to be equity settled by the delivery of shares.

I. Details of the ESOP	Campus Activewear Private Limited- Employee Stock Option Plan 2018)	Scheme-2 (Campus Activewear Private Limited- Employee Stock Option Plan 2021)						
Date of Shareholder's approval	9 November 2018	19 March 2021	19 March 2021	19 March 2021	19 March 2021	19 March 2021	19 March 2021	19 March 2021
Grant date	9 November 2018	11 June 2021	11 June 2021	11 June 2021	25 September 2021	19 December 2021	19 December 2021	19 December 2021
Total number of Option(s) granted	2,013	1,85,713	85,171	75,448	80,682	83,688	4,75,733	10,39,760
Granted to	Employees	Employees	Employees	Employees	Employees	Employees	Employees	Employees
Method of settlement	Equity	Equity	Equity	Equity	Equity	Equity	Equity	Equity
Vesting schedule								
1st anniversary from the date of grant	50% of Options granted	25% of Options granted	100% of Options granted	25% of Options granted	100% of Options granted	25% of Options granted		
2nd anniversary from the date of grant	25% of Options granted	25% of Options granted	–	25% of Options granted	–	25% of Options granted		
3rd anniversary from the date of grant	25% of Options granted	25% of Options granted	–	25% of Options granted	–	25% of Options granted		
4th anniversary from the date of grant	–	25% of Options granted	–	25% of Options granted	–	25% of Options granted		
Vesting conditions								
Continued employment as on date of vesting	50% of the options to be vested on respective anniversary from grant date	50% of the options to be vested on respective anniversary from grant date						
Achieving performance criteria on date of vesting	50% of the options to be vested on respective anniversary from grant date	50% of the options to be vested on respective anniversary from grant date						
Performance vesting conditions	Continued employment as on relevant date of vesting; and achieve-ment of performance criteria communicated prior to vesting date.	Continued employment as on relevant date of vesting; and achieve-ment of performance criteria communicated prior to vesting date.						

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40 Share-based payments (Contd..)

Measurement of fair values .

The fair value of options and the inputs used in the measurement of the grant-date fair values of the equity-settled share based payment plans are as follows:

Particulars	Campus Activewear Private Limited- Employee Stock Option Plan 2018)	Scheme-2 (Campus Activewear Private Limited- Employee Stock Option Plan 2021)						
Option valuation method	Black Scholes Model	Black Scholes Model	Black Scholes Model	Black Scholes Model	Black Scholes Model	Black Scholes Model	Black Scholes Model	Black Scholes Model
Fair value at grant date (refer note (i) & (ii) below)	₹ 169,613	₹ 157.21	₹ 157.21	₹ 157.21	₹ 160.32	₹ 206.48	₹ 206.48	₹ 206.48
Exercise price at grant date (refer note (i) & (ii) below)	₹ 168,500	₹ 164.24	₹ 223.10	₹ 164.24	₹ 223.10	₹ 197.16	₹ 197.16	₹ 197.16
Expected volatility	29.00%	40.95%	40.95%	35.60%	40.33%	38.20%	38.20%	44.95%
Expected life*	2.38 years	3.5 years	3.5 years	1 year	3.5 years	1 year	1 year	3.5 years
Expected dividends	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Risk-free interest rate	7.98%	6.24%	6.24%	6.24%	6.18%	6.40%	6.40%	6.40%

Reconciliation of outstanding share options

The number and the weighted-average exercise prices of share options under the share options plan are as follows:

Particulars	Campus Activewear Private Limited- Employee Stock Option Plan 2018)	Scheme-2 (Campus Activewear Private Limited- Employee Stock Option Plan 2021)						
Outstanding at beginning of the year	2,91,438	–	–	–	–	–	–	–
Granted during the year	–	1,85,713	85,171	75,448	80,682	83,688	4,75,733	10,39,760
Adjustment for sub-division of equity shares (refer note (ii) below)	–	1,85,713	85,171	75,448	80,682	–	–	–
Lapsed during the year	–	–	–	–	–	83,688	10,140	10,144
Exercised during the year	(2,91,438)	–	–	–	–	–	–	–
Outstanding at end of the year	–	3,71,426	1,70,342	1,50,896	1,61,364	–	4,65,593	10,29,616
Exercisable at end of the year	–	–	–	–	–	–	–	–

Weighted average exercise price	Campus Activewear Private Limited- Employee Stock Option Plan 2018)	Scheme-2 (Campus Activewear Private Limited- Employee Stock Option Plan 2021)						
Outstanding at beginning of the year (refer note (i) below)	₹ 109.27	–	–	–	–	–	–	–
Granted during the year	–	₹ 164.24	₹ 223.10	₹ 164.24	₹ 223.10	₹ 197.16	₹ 197.16	₹ 197.16
Adjustment for sub-division of equity shares (refer note (ii) below)	–	₹ 82.12	₹ 111.55	₹ 82.12	₹ 111.55	–	–	–
Lapsed during the year	–	–	–	–	–	₹ 197.16	₹ 197.16	₹ 197.16
Exercised during the year	₹ 109.27	–	–	–	–	–	–	–
Outstanding at end of the year	–	₹ 82.12	₹ 111.55	₹ 82.12	₹ 111.55	₹ 197.16	₹ 197.16	₹ 197.16
Exercisable at end of the year	–	–	–	–	–	–	–	–
Weighted average remaining contractual life of options (in years)	Nil	2.80	2.80	0.20	3.05	Nil	0.72	3.26

*The expected life of the share options is based on historical data and current expectations is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of options is indicative of future trends, which may not necessarily be the actual outcome.

Description of share-base payment arrangements

As at 31 March 2021, the Group has the following share-based payment arrangements:

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40 Share-based payments (Contd..)

Share option plans (equity settled)

The Group established share option plans that entitle employees to purchase shares in the Holding Company. Under this plan, holders of vested options are entitled to purchase shares at fair value price of shares at respective date of grant of options. The key terms and conditions related to the grants under this plan are as follows; all options are to be equity settled by the delivery of shares.

I. Details of the ESOP	Campus Activewear Private Limited- Employee Stock Option Plan 2018)	Scheme-2 (Campus Activewear Private Limited- Employee Stock Option Plan 2021)						
Date of Shareholder's approval	9 November 2008	–	–	–	–	–	–	–
Grant date	9 November 2018	–	–	–	–	–	–	–
Total number of Option(s) granted	2,013	–	–	–	–	–	–	–
Granted to	Employees	–	–	–	–	–	–	–
Method of settlement	Equity	–	–	–	–	–	–	–
Vesting schedule and conditions								
1st anniversary from the date of grant	50% of Options granted	–	–	–	–	–	–	–
2nd anniversary from the date of grant	25% of Options granted	–	–	–	–	–	–	–
3rd anniversary from the date of grant	25% of Options granted	–	–	–	–	–	–	–
4th anniversary from the date of grant	–	–	–	–	–	–	–	–
Continued employment as on date of vesting	50% of the options to be vested on respective anniversary from grant date	–	–	–	–	–	–	–
Achieving performance criteria on date of vesting	50% of the options to be vested on respective anniversary from grant date	–	–	–	–	–	–	–
Performance vesting conditions	Continued employment as on relevant date of vesting; and achievement of performance criteria communicated prior to vesting date.	–	–	–	–	–	–	–

Measurement of fair values

The fair value of options and the inputs used in the measurement of the grant-date fair values of the equity-settled share based payment plans are as follows:

Particulars	Campus Activewear Private Limited- Employee Stock Option Plan 2018)	Scheme-2 (Campus Activewear Private Limited- Employee Stock Option Plan 2021)						
Option valuation method	Black Scholes Model	–	–	–	–	–	–	–
Fair value at grant date (refer note (i) below)	₹ 169,613	–	–	–	–	–	–	–
Exercise price at grant date (refer note (i) below)	₹ 168,500	–	–	–	–	–	–	–
Expected volatility	29.00%	–	–	–	–	–	–	–
Expected life	2.38 years	–	–	–	–	–	–	–
Expected dividends	0.00%	–	–	–	–	–	–	–
Risk-free interest rate	7.98%	–	–	–	–	–	–	–

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40 Share-based payments (Contd..)

Reconciliation of outstanding share options

The number and the weighted-average exercise prices of share options under the share options plan are as follows:

Number of options	Campus Activewear Private Limited- Employee Stock Option Plan 2018)	Scheme-2 (Campus Activewear Private Limited- Employee Stock Option Plan 2021)							
Outstanding at beginning of the year	11,59,600	–	–	–	–	–	–	–	–
Granted during the year	–	–	–	–	–	–	–	–	–
Adjustment for sub-division of equity shares	–	–	–	–	–	–	–	–	–
Lapsed during the year	(8,68,162)	–	–	–	–	–	–	–	–
Exercised during the year	–	–	–	–	–	–	–	–	–
Outstanding at end of the year	2,91,438	–	–	–	–	–	–	–	–
Exercisable at end of the year	**1,45,719**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**

Weighted average exercise price	Campus Activewear Private Limited- Employee Stock Option Plan 2018)	Scheme-2 (Campus Activewear Private Limited- Employee Stock Option Plan 2021)							
Outstanding at beginning of the year	₹ 109.27	–	–	–	–	–	–	–	–
Granted during the year	–	–	–	–	–	–	–	–	–
Adjustment for sub-division of equity shares	–	–	–	–	–	–	–	–	–
Lapsed during the year	₹ 109.27	–	–	–	–	–	–	–	–
Exercised during the year	–	–	–	–	–	–	–	–	–
Outstanding at end of the year	₹ 109.27	–	–	–	–	–	–	–	–
Exercisable at end of the year	**₹ 109.27**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**
Weighted average remaining contractual life of options (in years)	**0.6**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**

Notes:

(i) The Group has issued bonus shares to the shareholders of the Holding Company accordingly there is an increase in number of shares to be issued to the option holders.

(ii) The Board of Directors and shareholders of the Holding Company at their meeting held on 9 November 2021, have approved stock split of one equity share having face value of ₹ 10 each into two equity shares having face value of ₹ 5 each.

41 Related parties

A. Related parties and their relationships

Related parties where control exists

Subsidiary Company (through control as defined under Ind AS 110 'Consolidated Financial Statements')	M G Udyog Private Limited (till 24 September 2021)

Related parties with whom transactions have taken place during the year:

Name	Relation
Kabeer Textiles Private Limited	KMP's significant influence
Prerna Aggarwal	KMP's relative

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41 Related parties (Contd..)

Key Managerial Personnel (KMP)

Name	Relation
Nikhil Aggarwal	Whole-time Director and Chief Executive officer
Hari Krishan Agarwal	Chairman and Managing Director
Vinod Aggarwal	Director (till 24 September 2021)
Nitin Savara	Independent Director (w.e.f. 17 November 2021)
Madhumita Ganguli	Independent Director (w.e.f. 24 September 2021)
Anil Kumar Chanana	Independent Director (w.e.f. 24 September 2021)
Nirmal Kumar Minda	Independent Director (w.e.f. 24 September 2021 till 11 December 2021)
Jai Kumar Garg	Independent Director (w.e.f. 18 December 2021)

B. Transactions with the above in the ordinary course of business

Particulars	For the year ended 31-03-2022	For the year ended 31-03-2021
Remuneration paid to KMP		
Hari Krishan Agarwal	54.22	48.50
Nikhil Aggarwal	19.74	13.92
Vinod Aggarwal	6.05	12.00
Sitting fee paid to independent directors		
Nitin Savara	1.60	–
Madhumita Ganguli	1.50	–
Anil Kumar Chanana	1.30	–
Nirmal Kumar Minda	0.40	–
Jai Kumar Garg	0.50	–
Commission paid to independent directors		
Nitin Savara	0.50	–
Madhumita Ganguli	0.50	–
Anil Kumar Chanana	0.50	–
Jai Kumar Garg	0.50	–
Remuneration paid to relatives of KMP		
Prerna Aggarwal	6.45	2.40
Security deposit paid		
Kabeer Textiles Private Limited	0.60	–
Rent paid		
Kabeer Textiles Private Limited	2.01	–

Employee benefits*		For the year ended 31-03-2022	For the year ended 31-03-2021
Key Managerial Personnel	Short term employee benefits	80.01	74.42
	Post employment benefits	–	–
	Other long term benefits	–	–
	Termination benefits	–	–
	Share-based payment	–	–

*Does not include post-employment benefits based on actuarial valuation as this is done for the Group as a whole.

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41 Related parties (Contd..)

C. Related party balances as at the year end:

Nature of the Balance	Related party	As at 31-03-2022	As at 31-03-2021
Other current financial liabilities	Hari Krishan Agarwal	9.45	7.99
	Nikhil Aggarwal	4.91	2.04
	Vinod Aggarwal	–	0.66
	Prerna Aggarwal	1.16	0.15
	Nitin Savara	0.50	–
	Madhumita Ganguli	0.50	–
	Anil Kumar Chanana	0.50	–
	Jai Kumar Garg	0.50	–
Other current financial assets*	Kabeer Textiles Private Limited	0.60	–

*It does not include amount incurred in relation to IPO that is recoverable by the Holding Company from the selling shareholders. (refer note).

42 Corporate Social Responsibility

As per Section 135 of the Companies Act, 2013, a Company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on Corporate social responsibility (CSR) activities. A CSR Committee has been formed by the Group as per the Act. The CSR Committee and Board had approved the projects with specific outlay on the activities as specified in Schedule VII of the act, in pursuant of the CSR policy.

	For the year ended 31-03-2022	For the year ended 31-03-2021
a) Gross amount required to be spent by the Group during the year	16.87	9.81
b) Amount spent during the year on (in cash):		
(i) Construction / Acquisition of any asset	–	–
(ii) On purpose other than (i) above	16.87	11.34
c) Excess/ (Shortfall) at the end of the year	–	1.53
d) Total of previous years shortfall	–	–
e) Details of related party transactions	NA	NA
f) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately	NA	NA
g) Reason for shortfall: Not Applicable		
h) Nature of CSR Activities:		
i) Donation to PM CARES Fund		
ii) Eradicating poverty		
iii) Creating health infrastructure for Covid care		

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43 Financial instruments – Fair values and risk management

I. Fair value measurements

Accounting classifications and fair values

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

Financial assets	Notes	Level of fair value	Carrying value As at 31 March 2022	Carrying value As at 31 March 2021
Financial assets not measured at fair value				
Loans	(b)		6.77	4.89
Trade receivables	(b)		1,336.80	981.98
Cash and cash equivalents	(b)		3.48	12.05
Other current financial assets	(b)		173.67	4.28
Other non current financial assets	(c)		85.48	43.08
			1,606.20	**1,046.28**
Financial liabilities not measured at fair value				
Non-current borrowings	(a)	2	451.70	664.37
Current borrowings	(a)	2	1,291.24	691.61
Trade payables	(b)		1,965.51	1,708.63
Lease liabilities (current and non-current)	(a)		1,146.93	416.44
Other current financial liabilities	(b)		200.77	88.52
			5,056.15	**3,569.57**

Financial assets	Notes	Level of fair value	Fair value As at 31 March 2022	Fair value As at 31 March 2021
Financial assets not measured at fair value				
Loans	(b)		–	–
Trade receivables	(b)		–	–
Cash and cash equivalents	(b)		–	–
Other current financial assets	(b)		–	–
Other non current financial assets	(c)		85.48	43.08
			85.48	**43.08**
Financial liabilities not measured at fair value				
Non-current borrowings	(a)	2	451.70	664.37
Current borrowings	(a)	2	1,291.24	691.61
Trade payables	(b)		–	–
Lease liabilities (current and non-current)	(a)		1,146.93	416.44
Other current financial liabilities	(b)		–	–
			2,889.87	**1,772.42**

(a) The Group's borrowings have fair values that approximate to their carrying amounts as they are based on the net present value of the anticipated future cash flows using rates currently available for debts on similar terms, credit risk and remaining maturities.

(b) The carrying amount of loans, trade receivables, cash and cash equivalents, bank balances other than those included in cash and cash equivalents, other current financial assets, trade payable and other current financial liabilities approximates the fair values, due to their short term nature.

(c) The carrying value of non-current financial assets approximate the fair values as on the reporting date, as these are carried at amortised cost and are based on the net present value of the anticipated future cash flows using applicable discount rate.

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43 Financial instruments – Fair values and risk management (Contd..)

(d) The carrying value of lease liabilities approximates the fair values as on the reporting date, as these are carried at amortised cost and are based on the net present value of the anticipated future cash flows using applicable discount rate.

There are no transfer between Level 1, Level 2 and Level 3 during the year ended 31 March 2022 and 31 March 2021.

II. Financial risk management

Risk Management Framework

The Group's Board of directors has overall responsibility for the establishment and oversight of the Group's risk management framework and also responsible for developing and monitoring the Group's risk management policy.

The Group's risk management policies are established to identify and analyse the risk faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations. The Board of directors with top management oversee the formulation and implementation of the risk management framework. The risks are identified at business unit level and mitigation plans are identified, deliberated and reviewed at appropriate forums.

The Group has exposure to the following risks arising from financial instruments:

- Credit risk;
- Liquidity risk; and
- Market risk"

i. Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counter party to a financial instrument fails to meet its contractual obligations resulting in a financial loss to the Group. Credit risk arises principally from trade receivables, loans, advances, cash and cash equivalents and deposits with banks. The carrying amounts of financial assets represent the maximum credit risk exposure.

Trade receivables

The Group exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customers operate.

The management has established a credit policy under which each new customer is analysed individually for creditworthiness before the standard payments and delivery terms and conditions are offered. The average credit period provided to customers varies from 0 to 90 days. For new customers, in addition to feedback from retail traders, they start doing the business with Group on advance payment terms. Post a business for 3 months and a successful payment track record, the customers are then converted to business with standard credit terms.

An impairment analysis is performed for all the customers at each reporting date on an individual basis. According to the analysis done, the Group establishes an allowance for impairment that represents its expected credit losses in respect of trade and other receivables. The management uses a simplified approach for the purpose of computation of expected credit loss for trade receivables. An impairment analysis is performed at each reporting date. "

Interest rate risk

Currently the Group's borrowings are within acceptable risk levels, as determined by the management, hence the Group has not taken any swaps to hedge the interest rate risk.

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43 Financial instruments – Fair values and risk management (Contd..)

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk changes in market interest relates primarily to the Group's long term debt obligations with floating interest rates. The Group is carrying its borrowings primarily at variable rate.

	As at 31-03-2022	As at 31-03-2021
Variable rate borrowings	867.49	1,036.52
Fixed rate borrowings	750.00	250.00

Interest rate sensitivity

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

Particulars	Effect on profit before tax	
	As at 31-03-2022	As at 31-03-2021
Increase by 50 basis point	4.34	5.18
Decrease by 50 basis point	(4.34)	(5.18)

Cash and cash equivalents and deposits with banks

Cash and cash equivalents of the Group are held with banks which have high credit rating. The Group considers that its cash and cash equivalents have low credit risk based on the external credit ratings of the counter parties.

Security deposits

The Group has furnished security deposits to its lessors for obtaining the premises on lease and warehouses for storage of goods. The Group considers that its deposits have low credit risk or negligible risk of default as the parties are well established entities and have strong capacity to meet the obligations. Also, where Group expects that there is an uncertainty in the recovery of deposit, it provides for suitable impairment on the same.

Particulars	As at 31-03-2022	As at 31-03-2021
Financial assets for which loss allowance is measured using Lifetime Expected Credit Losses		
Trade receivables (refer note 12)	1,476.97	1,141.36

During the year, trade receivable with a contractual amount of ₹ 44.53 million were written off (31 March 2021: ₹ 1.1 million) and the Group does not expect to receive future cash flows or recoveries from collection of receivables previously written off. Group's management also pursues all legal options for recovery of dues, wherever necessary, based on its internal assessment.

The Group has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and adjusted for forward looking information. The expected credit loss allowance is based on the ageing of the days the receivables are due and the rates as per Group policy.

For trade receivables balance from related parties, there are no indications at the year end for default in payments. Accordingly, the Group does not anticipate risk of recovery and expected credit loss in respect thereof.

Additionally, the Group has also considered risk on account of delays and defaults due to COVID-19 in arriving at expected credit loss.

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43 Financial instruments – Fair values and risk management (Contd..)

Reconciliation of loss allowance provision – Trade receivables

Particulars	As at 31-03-2022	As at 31-03-2021
Opening balance	159.38	96.54
Changes in loss allowance	(19.21)	62.84
Closing balance	**140.17**	**159.38**

ii. Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Groups approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the cash flow generated from operations to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, Group treasury maintains flexibility in funding by maintaining availability under committed credit lines.

Management monitors rolling forecasts of the Groups liquidity position (comprising the undrawn borrowing facilities) and cash and cash equivalents on the basis of expected cash flows. This is generally carried out in accordance with practice and limits set by the Group . In addition, the Groups liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

Particulars	Carrying amounts as at 31 March 2022	Contractual cash flows			
		Total	0-1 years	Between 1-5 years	More than 5 year
Non-derivative financial liabilities					
Non-current borrowings	451.70	504.30	–	504.30	–
Current borrowings (including current maturities of non-current borrowings)	1,291.24	1,340.80	1,340.80	–	–
Lease liabilities (Current and non-current)	1,146.93	1,575.23	219.22	805.49	550.52
Other financial liabilities (Other than lease liabilities)	200.77	200.77	200.77	–	–
Trade payables	1,965.51	1,965.51	1,965.51	–	–
Total	**5,056.15**	**5,586.61**	**3,726.30**	**1,309.79**	**550.52**

Particulars	Carrying amounts as at 31 March 2021	Contractual cash flows			
		Total	0-1 years	Between 1-5 years	More than 5 year
Non-derivative financial liabilities					
Non-current borrowings	664.37	795.43	–	795.43	–
Current borrowings (including current maturities of non-current borrowings)	691.61	699.25	699.25	–	–
Lease liabilities (Current and non-current)	416.44	564.65	98.98	299.27	166.40
Other financial liabilities (Other than lease liabilities)	88.52	88.52	88.52	–	–
Trade payables	1,708.63	1,708.63	1,708.63	–	–
Total	**3,569.57**	**3,856.48**	**2,595.38**	**1,094.70**	**166.40**

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43 Financial instruments – Fair values and risk management (Contd..)

iii. Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates – will affect the Groups income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

The Group's business activities are exposed to a variety of market risks, namely:

- Currency risk;
- Commodity risk

Currency risk

The Group is exposed to foreign currency risk to the extent that there is a mismatch between the currencies in which sales and purchases are denominated and the functional currency of the Group, hence exposure to exchange rate fluctuations arises. The risk is that the functional currency value of cash flows will vary as a result of movements in exchange rates. The functional currency of the Group is ₹ and the currency in which these transactions are primarily denominated is USD and CNY.

For assets and liabilities denominated in foreign currencies, the Groups policy is to ensure that its net exposure is kept to an acceptable level by buying or selling foreign currencies at spot rates when necessary to address short-term imbalances.

Particulars of unhedged foreign currency exposure are as follows-

Particulars	Currency	As at 31-03-2022	As at 31-03-2021
Amount in Foreign currency			
Trade payables	USD	1.02	0.24
	CNY	–	0.16
Trade receivables	USD	–	0.02
Amount in ₹			
Trade payables	USD	77.11	17.66
	CNY	–	1.76
Trade receivables	USD	–	1.14

Currency sensitivity

A reasonably possible strengthening/ (weakening) of the ₹ against all other currencies at reporting date would have affected the measurement of financial instruments denominated in a foreign currency and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant.

	For the year ended 31-03-2022	For the year ended 31-03-2021
Profit/ (loss)		
Strengthening		
USD (1% movement)	0.77	0.17
CNY (1% movement)	–	0.02
Weakening	–	1.53
USD (1% movement)	(0.77)	(0.17)
CNY (1% movement)	–	(0.02)

Commodity Risk

Exposure of the Group to Commodity and Commodity Risks faced by the Group throughout the year.

Commodities form a major part of the raw materials required for Group's products portfolio and hence commodity price risk is one of the important market risk for the Group. The Group is exposed to the risk of changes in commodity

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43 Financial instruments – Fair values and risk management (Contd..)

prices in relation to its purchase of raw materials. The Group's price arrangements with its suppliers are typically linked to the spot prices of such raw materials, and any increase in the spot prices may result in an increase in the price of such raw materials procured from its suppliers.

The Group has adequate risk assessment and minimization system in place including for Commodities. The risk is hedged through additional and strategic buying from time to time. Further, the Group typically pass on some portion of the change in the raw material price to the customers

Purchases sensitivity analysis

A reasonably possible change of 1% in prices of purchases during the year, would have increased (decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables remain constant

Particulars	Equity-net of tax		Effect on profit before tax	
	As at 31-03-2022	As at 31-03-2021	As at 31-03-2022	As at 31-03-2021
Increase by 1%	(40.75)	(22.79)	(62.63)	(35.03)
Decrease by 1%	40.75	22.79	62.63	35.03

44 Capital management

The Group's policy is to maintain a strong capital base so as to maintain investor and creditor to sustain future development of the business. Management monitors the return on capital on a yearly basis as well as the level of dividends to ordinary shareholders which is given based on approved dividend policy.

The Board of directors seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position."

Refer note 47 for information on ratios.

45 Segment reporting

Segment information is presented in respect of the Group's key operating segments. The operating segments are based on the Group's management and internal reporting structure.

Operating segments

The Group has identified the business as single operating segment i.e. Footwear and Accessories. Accordingly, there is only one Reportable Segment for the Group which is "Footwear and Accessories", hence no specific disclosures have been made.

(a) Information about geographical areas

Major sales of the Group are made to customers which are domiciled in India.

Particulars	As at 31-03-2022	As at 31-03-2021
Revenue based on sales of products attributable to external customers		
Within India	11,868.23	7,100.82
Outside India	1.71	–
Total	**11,869.94**	**7,100.82**

The Group does not receive 10% or more of its revenues from transactions with any single external customer during any reporting year.

(b) The non-current assets of the Group are located in the country of domicile i.e. India. Hence no specific disclosures have been made.

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46 Details of dues to micro enterprises and small enterprises as defined under MSMED Act, 2006

Particulars	As at 31-03-2022	As at 31-03-2021
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of year reported in Current Trade Payables		
Principal amount unpaid	134.55	86.68
Interest due	16.35	5.49
The amount of interest paid by the buyer in terms of section 16, of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during the year		
Payment made beyond the Appointed Date	–	–
Interest Paid beyond the Appointed Date	–	–
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006.	–	–
The amount of interest accrued and remaining unpaid at the end of the year; and	–	–
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006	–	–

47 Ratio Analysis

a. Current ratio = Current assets divided by current liabilities

Particulars	31 March 2022	31 March 2021
Current assets	6,045.93	3,831.57
Current liabilities	3,803.33	2,643.98
Ratio	**1.59**	**1.45**
% Change from previous year	**9.69%**	

Reason for change more than 25%:NA

b. Debt equity ratio = Total debt divided by total shareholder's equity

Particulars	31 March 2022	31 March 2021
Total debt (excluding lease liabilities)	1,742.94	1,355.98
Total equity (excluding Non-controlling interests)	4,275.87	3,126.35
Ratio	**0.41**	**0.43**
% Change from previous year	**(6.02%)**	

Reason for change more than 25%: NA

c. Debt service coverage ratio = Earnings available for debt services divided by total interest and principal repayments

Particulars	31 March 2022	31 March 2021
Profit after tax	1,077.59	268.63
Add: Non cash operating expenses and finance cost		
–Depreciation and other non cash operating expenses	593.08	408.61
–Finance costs	173.61	160.84
Earnings available for debt service	**1,844.28**	**838.08**
Interest on borrowings and lease liabilities	173.61	160.84
Principal repayments and lease payments	345.84	197.49
Total interest and principal repayments	**519.45**	**358.33**
Ratio	**3.55**	**2.34**
% Change from previous year	**51.80%**	

Notes to Revised Consolidated Financial Statements

for the year ended 31st March, 2022
(All amounts are in ₹ millions except per share data or as otherwise stated)

47 Ratio Analysis (Contd..)

Reason for change more than 25%:

The ratio has increased from 2.34 in March 2021 to 3.55 in March 2022 mainly due to increase in profit available for debt service from ₹ 268.63 million for the year ended 31 March 2021 to ₹ 1,077.59 million for the year ended 31 March 2022.

d. Return on equity ratio / return on investment ratio = Net profit after tax divided by average shareholder's equity

Particulars	31 March 2022	31 March 2021
Net profit after tax	1,077.59	268.63
Average shareholder's equity (excluding Non-controlling interests)	3,701.11	2,986.90
Ratio (in %)	29.12%	8.99%
% Change from previous year	**223.73%**	

Reason for change more than 25%:

The ratio has increased from 8.99% in March 2021 to 29.12% in March 2022 mainly due to increase in profit from ₹ 268.63 million for the year ended 31 March 2021 to ₹ 1,077.59 million for the year ended 31 March 2022.

e. Inventory turnover ratio = Net Sales divided by average inventory

Particulars	31 March 2022	31 March 2021
Sale of goods (Net sales)	11,869.94	7,100.82
Average inventory	2,783.89	1,862.04
Ratio	4.26	3.81
% Change from previous year	**11.81%**	

Reason for change more than 25%: NA

f. Trade receivables turnover ratio = Net sales divided by average trade receivables

Particulars	31 March 2022	31 March 2021
Sale of goods (Net sales)	11,869.94	7,100.82
Average trade receivables	1,309.17	1,340.53
Ratio	9.07	5.30
% Change from previous year	**71.17%**	

Reason for change more than 25%:

The ratio has increased from 5.30 in March 2021 to 9.07 in March 2022 because there is a reduction in credit period and accordingly, the Group has made quicker recoveries even though the sales have increased during the year .

g. Trade payables turnover ratio = Net purchases divided by average trade payables

Particulars	31 March 2022	31 March 2021
Net purchases	7,498.45	4,083.91
Average trade payables	1,837.07	1,468.53
Ratio	4.08	2.78
% Change from previous year	**46.78%**	

Reason for change more than 25%:

The ratio has increased from 2.78 in March 2021 to 4.08 in March 2022 mainly because increase in trade payables is lower as compared to increase in purchases during the year which is due to the payments made to trade payables during the year.

Notes to Revised Consolidated Financial Statements

for the year ended 31st March, 2022

(All amounts are in ₹ millions except per share data or as otherwise stated)

47 Ratio Analysis (Contd..)

h. Net capital turnover ratio = Net sales divided by working capital

Particulars	31 March 2022	31 March 2021
Sale of goods (Net sales)	11,869.94	7,100.82
Working capital	2,242.60	1,187.59
Ratio	5.29	5.98
% Change from previous year	**(11.48%)**	

Reason for change more than 25%: NA

i. Net profit ratio = Net profit after tax divided by Net sales

Particulars	31 March 2022	31 March 2021
Net profit after tax	1,077.59	268.63
Sale of goods (Net sales)	11,869.94	7,100.82
Ratio	0.09	0.04
% Change from previous year	**139.97%**	

Reason for change more than 25%:

The ratio has increased from 0.04 in March 2021 to 0.09 in March 2022 mainly due to improved performance during the year.

j. Return on capital employed = Earnings before interest and taxes (EBIT) divided by capital employed

Particulars	31 March 2022	31 March 2021
Profit before tax	1,711.24	699.45
Add: Finance costs (represents interest on borrowings)	120.29	130.46
EBIT	**1,831.53**	**829.91**
Tangible net worth (Total assets - total liabilities - intangible assets)	4,267.28	3,121.18
Total debt (excluding lease liabilities)	1,742.94	1,355.98
Capital employed	**6,010.22**	**4,477.16**
Ratio	0.30	0.19
% Change from previous year	**64.40%**	

Reason for change more than 25%:

The ratio has increased from 0.19 in March 2021 to 0.30 in March 2022 mainly due to improved performance during the year.

48 During the FY 2020-21, the Group's financials got impacted due to COVID-19 declared as pandemic by world health organization (WHO). The Group had suspended operations in all the units during lockdown period to comply with COVID 19 related restrictions imposed by the Central and State governments. These restrictions though imposed to fight against COVID-19 had also impacted the normal business by way of interruption in store operations, disrupted supply chain, extended credit period etc.

However, the Group worked on plans to step up the distribution, increase marketing spends and partly offset the business impact by increasing the Online channel sales. The Group has maintained throughout lockdowns and subsequently a good cash position and has been able to meet its financial liabilities without utilizing moratorium.

Management believes that Group will continue its journey of profitable growth that will be driven by the strong fundamentals of operating model and continued focus on long term business plan. "

Notes to Revised Consolidated Financial Statements

for the year ended 31st March, 2022
(All amounts are in ₹ millions except per share data or as otherwise stated)

49 On 9 February 2021, the Holding Company had received approval from shareholders for re-classification of authorised share capital from redeemable preference shares amounting ₹ 1,530 million to equity share capital in Extra-ordinary General Meeting.

50 The Board of Directors and shareholders of the Holding Company at their meeting held on 9 November 2021, have approved stock split of one equity share having face value of ₹ 10 each into two equity shares having face value of ₹ 5 each.

The impact of above mentioned stock split has been considered retrospectively for the purpose of calculation of basic and diluted earnings per share for previous year.

51 Other notes:

a. No proceeding has been initiated or pending against the Group for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

b. There are no transactions to report on Crypto Currency or Virtual Currency.

c. The Group has not been declared as wilful defaulter by any bank or financial Institution or other lender.

d. The Group has not entered into any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

e. There are no transaction which has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

f. There are no charges or satisfaction yet to be registered with ROC beyond the statutory period.

g. There are no funds which have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by Group to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:

i. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Group or

ii. provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

h. There are no funds which have been received by the Group from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Group shall:

   i. directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or

   ii. provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.

i. The Group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CIC as part of the Group.

Notes to Revised Consolidated Financial Statements

for the year ended 31st March, 2022

(All amounts are in ₹ millions except per share data or as otherwise stated)

52 Reclassification

Pursuant to amendment in Schedule III to the Companies Act, 2013, effective from 1 April 2021, the Group has modified the classification of certain assets and liabilities. Comparative amounts in the notes to the revised consolidated financial statements were reclassified for consistency.

Particulars	Original	Reclassified	Difference
Non-current assets (Financial assets)			
Loans	27.84	–	27.84
Other financial assets	15.24	43.08	(27.84)
Current liability			
Borrowings	434.60	691.61	(257.01)
Other financial liabilities	345.53	88.52	257.01

53 Scheme Of Merger

The Board of Directors of the Company at its meeting held on 11 November 2020 had approved the Scheme of Arrangement (the 'Scheme') for merger of its wholly owned subsidiary (transferor Company) with the Company (transferee Company) and adjustment of securities premium of the Transferee Company with the debit balance of Capital Reserve. Application seeking approval of the Scheme was subsequently filed with Hon'ble National Company Law Tribunal (NCLT), New Delhi Bench on 25 March 2021. The earlier consolidated financial statements of the Group for the year ended 31 March 2022 were approved by the Board of Directors at its meeting held on 30 May 2022 without giving effect to the Scheme since the petition was pending before the NCLT.

NCLT, New Delhi Bench sanctioned the Scheme and pronounced its order on 11 August 2022, certified copy of which was received by the Company on 1 September 2022. As per the Order, it needs to be filed with ROC within 30 days from receipt of certified copy of it.

Accordingly, to give effect to the Scheme from the appointed date i.e. 1 April 2020, the Group has revised the earlier approved consolidated financial statements for the year ended 31 March 2022.

Pursuant to the Scheme, all the assets, liabilities, reserves and surplus of the transferor Company have been transferred to and vested in the Company with effect from the appointed date i.e. 1 April 2020 at their carrying values.

Upon the Scheme becoming effective the Transferee Company had passed the following accounting entries for adjustment of securities premium with the debit balance of Capital Reserve:

a. The debit balance in the Capital Reserve ₹ 1,567.87 Million (after giving effect of above accounting) in the books of the Transferee Company as on Effective Date i.e. 1 April 2020 has been adjusted/ set-off against the credit balance of Securities Premium.

b. This part of the Scheme does not involve reduction in the Issued, Subscribed, Paid-Up Share Capital of the Transferee Company and any payment of the Paid-Up share capital to the shareholders of the Transferee Company nor does it result in extinguishment of any liability or diminution. There is no outflow of/ payout of funds from the Transferee Company and hence, the interest of the shareholders / creditors is not adversely affected.

Further, pursuant to the approval of the Scheme from the specified retrospective appointed date of 1 April 2020, a revised return of income for the year ended 31 March 2021 after taking into consideration the overriding effect of the provision in the Scheme would be filed by the Company. The impact of such revised return on the current and deferred tax has been recognised in the profit or loss for the year ended 31 March 2022. The revision to the earlier consolidated financial statements have been carried out solely for the impact of such revised return on the current and deferred tax which has been recognised in the profit or loss for the year ended 31 March 2022 and no additional adjustments have been incorporated for any other events occurring after 30 May 2022 (being the date when the consolidated financial statements were first approved by the Board of Directors of the Company).

Notes to Revised Consolidated Financial Statements

for the year ended 31st March, 2022
(All amounts are in ₹ millions except per share data or as otherwise stated)

54 Events after the reporting period

Subsequent to the year end, the Holding Company completed its Initial Public Offering (IPO) of its equity shares which have been listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) with effect from 9 May 2022.

As per our report of even date attached

For **B S R & Associates LLP** Chartered Accountants ICAI Firm Registration Number: 116231W/W-100024	For and on behalf of the Board of Directors of **Campus Activewear Limited** (formerly known as Campus Activewear Private Limited)	
Ashwin Bakshi *Partner* Membership Number: 506777	**Hari Krishan Agarwal** *Chairman and Managing Director* DIN : 00172467 Place: New Delhi Date: 23 September 2022	**Nikhil Aggarwal** *Whole-time Director and Chief Executive Officer* DIN : 01877186 Place: Mumbai Date: 23 September 2022
	Raman Chawla Chief Financial Officer	**Archana Maini** General Counsel and Company Secretary Membership No.: A16092
Place: New Delhi Date: 23 September 2022	Place: Chandigarh Date: 23 September 2022	Place: New Delhi Date: 23 September 2022

Notice Convening 14th Annual General Meeting

NOTICE is hereby given that the 14th Annual General Meeting of the Members of **Campus Activewear Limited** (Formerly known as Campus Activewear Private Limited) (hereinafter referred as "the Company") will be held on **Friday, 18th November,2022 at 11:00 AM (IST)** through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Revised Audited (Standalone and Consolidated) Financial Statements of the Company for the Financial Year ended 31st March, 2022 together with the Reports of the Auditors and Board of Directors thereon and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT the Revised Audited (Standalone and Consolidated) Financial Statements of the Company for the Financial Year ended 31st March, 2022 together with the Reports of the Auditors and Board of Directors thereon as circulated to the members be and are hereby received, considered and adopted."

2. To consider the appointment of Director in place of Mr. Nikhil Aggarwal (DIN: 01877186), who retires by rotation and being eligible, offers himself for re-appointment and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Nikhil Aggarwal (DIN: 01877186), who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS

3. **Alteration of the Articles of Association of the Company**

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

   "RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and the rules and regulations made thereunder (including any statutory modifications(s) or re-enactment thereof for the time being in force) ("the Companies Act/ the Act"), the consent and approval of the members of the Company, be and is hereby accorded for substitution of the existing Clauses of the Articles of Association of the Company with the New Clauses and Addition of New Clauses as under:

Sl. No.	Existing Clause	Amended Clause
1.	The Articles of the Company comprises two parts, Part A and Part B, which shall be applicable in the following manner: (a) Until the issuance of the notice for commencement of trading of the Equity Shares of the Company by BSE Limited and/or the National Stock Exchange of India Limited pursuant to an Initial Public Offering of the Company ("**Listing Date**"), Part A and Part B shall, unless the context otherwise requires, co-exist with each other. Notwithstanding anything contained herein, in the event of any conflict between the provisions of Part A and Part B of these Articles, the provisions of Parts B of these Articles shall prevail. (b) On and from the Listing Date, Part B shall automatically terminate, be deleted and cease to have any force and effect, without any further action by the Company, the Board of Directors or by the Shareholders.	To Remove

Sl. No.	Existing Clause	Amended Clause
2	Clause 2 (p) "Equity Shares" or "Shares" shall mean equity shares of the Company having a par value of INR 10 (Rupees Ten) per equity share and one vote per share;	Clause 2 (p) "Equity Shares" or "Shares" shall mean equity shares of the Company having a par value of INR 5 (Rupees Five) per equity share and one vote per share;
3	NA	Insertion of Clause 85A- Rematerialisation of Shares 1. The Board or its Committee shall have the power to process to the request of Rematerialisation of Shares in case any request is received from the shareholder of the Company. The Board shall have the power to delegate the rematerialisation request process to any of its Committee or the Registrar & Share Transfer Agent of the Company, in accordance with the applicable laws.
4	**Clause 106** **Chairman of General Meeting** The Chairman (if any) of the Board of Directors shall be entitled to take the chair at every General Meeting, whether Annual or Extraordinary. If there is no such Chairman of the Board of Directors, or if at any meeting he is not present within fifteen minutes of the time appointed for holding such meeting or if he is unable or unwilling to take the chair, then the Vice Chairman of the Company so shall take the chair and preside the meeting. In the absence of the Vice Chairman as well, the Directors present may choose one of the Directors among themselves to preside the meeting.	**Clause 106** **Chairman of General Meeting** The Chairman (if any) of the Board of Directors shall be entitled to take the chair at every General Meeting, whether Annual or Extraordinary. If there is no such Chairman of the Board of Directors, or if at any meeting he is not present within fifteen minutes of the time appointed for holding such meeting or if he is unable to take the chair, then the Directors present may choose one of the Directors among themselves to preside over the meeting.
5	**Clause 107** **Business confined to election of Chairman or Vice Chairman whilst chair is vacant.** No business, except the election of a Chairman or Vice Chairman, shall be discussed at any General Meeting whilst the Chair is vacant.	**Clause 107** **Business confined to election of Chairman whilst chair is vacant.** No business, except the election of a Chairman, shall be discussed at any General Meeting whilst the Chair is vacant.
6	**Clause 110** **In what case poll taken without adjournment.** Any poll duly demanded on the election of Chairman or Vice Chairman of the meeting or any question of adjournment shall be taken at the meeting forthwith.	**Clause 110** **In what case poll taken without adjournment.** Any poll duly demanded on the election of Chairman of the meeting or any question of adjournment shall be taken at the meeting forthwith.
7	**Clause 111** **Demand for poll not to prevent transaction of other business.** The demand for a poll except on the question of the election of the Chairman or Vice Chairman and of an adjournment shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.	**Clause 111** **Demand for poll not to prevent transaction of other business.** The demand for a poll except on the question of the election of the Chairman and of an adjournment shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.
8	NA	Insertion of Clause 129A The subscriber to the Memorandum of Association (MOA), who are individuals shall be first directors of the Company

Sl. No.	Existing Clause	Amended Clause
9	Clause: 139 (a) Chairman or Vice Chairman The Directors may from time to time elect from among their members a Chairperson of the Board as well as a Vice Chairman of the Board and determine the period for which he is to hold office. If at any meeting of the Board, the Chairman is not present within five minutes after the time appointed for holding the same, to the Vice Chairman shall preside at the meeting and in the absence of the Vice Chairman as well, the Directors present may choose one of the Directors among themselves to preside the meeting.	Clause: 139 (a) Chairman The Directors may from time to time elect from among their members a Chairperson of the Board and determine the period for which he is to hold office. If at any meeting of the Board, the Chairman is not present within five minutes after the time appointed for holding the meeting, the Directors present may choose one of the Directors among themselves to chair the meeting.
10	Clause 140 Questions at Board meeting how decided. Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes and in the case of an equality of votes, the Chairman or the Vice Chairman, as the case may be will have a second or casting vote.	Clause 140 Questions at Board meeting how decided. Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes and in the case of an equality of votes, the Chairman, as the case may be will have a second or casting vote.
11	Clause: 149 (1) To acquire any property, rights etc. Subject to the provisions of the Act, to purchase or otherwise acquire any lands, buildings, machinery, premises, property, effects, assets, rights, creditors, royalties, business and goodwill of any person firm or company carrying on the business which this Company is authorised to carry on, in any part of India.	Clause: 149 (1) To acquire any property, rights etc. Subject to the provisions of the Act, to purchase or otherwise acquire any lands, buildings, machinery, premises, property, effects, assets, rights, creditors, royalties, business and goodwill of any person firm or company carrying on the business which this Company is authorised to carry on, in any part of India or abroad.
12	Clause: 150 (b) The Managing Director or Managing Directors or whole-time Director or whole-time Directors so appointed shall be liable to retire by rotation. A Managing Director or Whole-time Director who is appointed as Director immediately on the retirement by rotation shall continue to hold his office as Managing Director or Whole-time Director and such re-appointment as such Director shall not be deemed to constitute a break in his appointment as Managing Director or Whole-time Director.	Clause: 150 (b) The Chairman and Managing Director of the Company shall not be liable to retire by rotation. All other Whole-time Directors, Executive Directors and Non- Executive Directors excluding Independent Directors shall be liable to retire by rotation. A Whole-time Director who is appointed as Director immediately on the retirement by rotation shall continue to hold his office as Whole-time Director/Executive Director and such re-appointment of such Director shall not be deemed to constitute a break in his appointment as Whole-time Director.
13	NA	**Insertion of Clause 182** **GENERAL POWER** Where ever in the act, it has been provided that the company have any right, privilege or authority or that the company could carry out any transaction only if the company is so authorized by its articles, then and in that case this article authorizes and empowers the company to have such rights, privileges, or authorizations and to carry out such transaction as have been permitted by the act, without there being any specific article in that behalf herein provided.

RESOLVED FURTHER THAT Mr. Nikhil Aggarwal, Whole-time Director and CEO, Mr. Raman Chawla, Chief Financial Officer and Ms. Archana Maini, General Counsel and Company Secretary of the Company, be and are hereby severally authorized to issue certified true copies of this resolution to various authorities and to file necessary forms with the Registrar of Companies, New Delhi and to do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution."

4. **Ratification of Campus Activewear Limited Employee Stock Option Plan 2021 ('ESOP 2021') of the Company**

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) ("the Companies Act/ the Act"), Regulation 12 and all other applicable provisions, if any, of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"),the Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines/Circulars in that behalf and subject to other such approval(s), consent(s), permissions(s), and/or sanction(s) as may be necessary from the appropriate regulatory authority(ies)/ institution(s) and such conditions and modifications as may be prescribed/imposed by the appropriate regulatory authority(ies)/institution(s) while granting such approval(s), consent(s), permission(s) and /or sanction(s), the **Campus Activewear Limited Employee Stock Option Plan 2021 (ESOP 2021)** as originally approved by the shareholders of the Company on 19th March, 2021 and as amended on 24th September, 2021 prior to the Initial Public Offer of the Shares, be and is hereby ratified within the meaning of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021 and the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board which term shall be deemed to include the Nomination & Remuneration Committee of the Company (NRC) which also acts as the Compensation Committee constituted by the Board to exercise its powers, including the powers, conferred by this resolution) to create, offer, issue, re-issue, grant, transfer and allot at any time to or for the benefit of employees(s)/directors of the Company (as permitted under applicable laws) in terms of the ESOP 2021, equity shares on exercise of options, issue fresh options, re-issue options that may have lapsed/cancelled/ surrendered, already approved under ESOP 2021.

RESOLVED FURTHER THAT the Board or any Committee thereof as per powers delegated to it be and is hereby authorized to facilitate the allotment of the equity shares from ESOP 2021 upon exercise of options from time to time in accordance with the ESOP 2021 and the shares so allotted shall rank pari-passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Board or any committee thereof be and is hereby authorized, without prejudice to the generality of the above, but subject to the terms, as approved by the members, to implement, formulate, evolve, decide upon and bring into effect the ESOP 2021 on such terms and conditions as broadly contained in the explanatory statement and to make any further modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the ESOP 2021 (within the contours of the ESOP 2021), from time to time, including but not limited to, amendment(s) with respect to vesting conditions, period and schedule, exercise price, exercise period, performance/ eligibility criteria for grant/vesting or to suspend, withdraw, terminate or revise the ESOP 2021 in such manner as the Board or any committee authorized by the Board may determine.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, split or consolidation of shares, merger/amalgamation or sale of division/undertaking or other re-structuring etc. requisite adjustments (which may include adjustments to the number of options in ESOP 2021) shall be appropriately made, in a fair and reasonable manner in accordance with ESOP 2021.

RESOLVED FURTHER THAT Mr. Nikhil Aggarwal, Whole-time Director and CEO, Mr. Raman Chawla, Chief Financial Officer and Ms. Archana Maini, General Counsel and Company Secretary of the Company be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose including giving effect to the aforesaid resolution and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

5. **Ratification and Approval to Extend the Benefits of Campus Activewear Limited Employee Stock Option Plan 2021 ('ESOP 2021') to the employees of the subsidiary Company**

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force)("the Companies Act/ the Act"), Regulation 12 and all other applicable provisions, if any, of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"),the Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines/Circulars in that behalf and subject to such other approval(s),consent (s), permissions(s), and/or sanction(s) as may be necessary from the appropriate regulatory authority(ies)/ institution(s) and such conditions and modifications as may be prescribed/imposed by the appropriate regulatory authority(ies)/institution(s) while granting such approval(s), consent(s), permission(s) and /or sanction(s), the ratification, approval and consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board which term shall be deemed to include the Nomination & Remuneration Committee of the Company (NRC) which also acts as the Compensation Committee constituted by the Board to exercise its powers, including the powers, conferred by this resolution) to create, offer, issue, reissue, grant, transfer and allot at any time to or for the benefit of employees (as defined in ESOP 2021) of the erstwhile subsidiary Company i.e. Campus AI Private Limited (amalgamated with the Company vide NCLT order dated 11th August, 2022), existing and future subsidiary Company(ies) of the Company in terms of the ESOP 2021, equity shares on exercise of options, issue fresh options, re-issue options that may have lapsed/cancelled/surrendered, already approved under ESOP 2021.

RESOLVED FURTHER THAT the Board or any Committee thereof as per powers delegated to it be and is hereby authorized to facilitate the allotment of the equity shares from ESOP 2021 upon exercise of options from time to time in accordance with the ESOP 2021 and the shares so allotted shall rank pari-passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Board or any committee thereof be and is hereby authorized, without prejudice to the generality of the above, but subject to the terms, as approved by the members, to implement, formulate, evolve, decide upon and bring into effect the ESOP 2021 on such terms and conditions as broadly contained in the explanatory statement and to make any further modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the ESOP 2021 (within the contours of the ESOP 2021), from time to time, including but not limited to, amendment(s) with respect to vesting conditions, period and schedule, exercise price, exercise period, performance/ eligibility criteria for grant/vesting or to suspend, withdraw, terminate or revise the ESOP 2021 in such manner as the Board or any committee authorized by the Board may determine.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, split or consolidation of shares, merger/amalgamation or sale of division/undertaking or other re-structuring etc. requisite adjustments (which may include adjustments to the number of options in ESOP 2021) shall be appropriately made, in a fair and reasonable manner in accordance with ESOP 2021.

RESOLVED FURTHER THAT Mr. Nikhil Aggarwal, Whole-time Director and CEO, Mr. Raman Chawla, Chief Financial Officer and Ms. Archana Maini, General Counsel and Company Secretary of the Company be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose including giving effect to the aforesaid resolution and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

6. **Ratification of Campus Activewear Limited Employee Stock Option Plan 2021 - Special Grant ('Special Grant 2021')**

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) ("the Companies Act/ the Act"), Regulation 12 and all other applicable provisions, if any, of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"),the Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines/Circulars in that behalf and subject to such other approval(s),consent (s), permissions(s), and/or sanction(s) as may be necessary from the appropriate regulatory authority(ies)/institution(s) and such conditions and modifications as may be prescribed/ imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s), permission(s) and /or sanction(s), the **Campus Activewear Limited Employee Stock Option Plan 2021 - Special Grant ('Special Grant 2021')** as originally approved by the shareholders of the Company on 18th December, 2021 prior to the Initial Public Offer of the Shares, be and is hereby ratified within the meaning of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, and the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board which term shall be deemed to include the Nomination & Remuneration Committee of the Company (NRC) which also acts as the Compensation Committee constituted by the Board to exercise its powers, including the powers, conferred by this resolution) to create, offer, issue, re-issue, grant, transfer and allot at any time to or for the benefit of employees(s)/directors of the Company (as permitted under applicable laws) in terms of the Special Grant 2021, equity shares on exercise of options, issue fresh options, re-issue options that may have lapsed/ cancelled/surrendered, already approved under Special Grant 2021.

RESOLVED FURTHER THAT the Board or any committee thereof as per powers delegated to it be and is hereby authorized to facilitate the allotment of the equity shares from Special Grant 2021upon exercise of options from time to time in accordance with the Special Grant 2021and the shares so allotted shall rank pari-passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Board or any committee thereof be and is hereby authorized, without prejudice to the generality of the above, but subject to the terms, as approved by the members, to implement, formulate, evolve, decide upon and bring into effect the Special Grant 2021on such terms and conditions as broadly contained in the explanatory statement and to make any further modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the Special Grant 2021(within the contours of the Special Grant 2021), from time to time, including but not limited to, amendment{s) with respect to vesting conditions, period and schedule, exercise price, exercise period, performance/ eligibility criteria for grant/vesting or to suspend, withdraw, terminate or revise the Special Grant 2021 in such manner as the Board or any committee authorized by the Board may determine.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, split or consolidation of shares, merger/amalgamation or sale of division/undertaking or other re-structuring etc. requisite adjustments (which may include adjustments to the number of options in Special Grant 2021) shall be appropriately made, in a fair and reasonable manner in accordance with Special Grant 2021.

RESOLVED FURTHER THAT Mr. Nikhil Aggarwal, Whole-Time Director and CEO, Mr. Raman Chawla, Chief Financial Officer and Ms. Archana Maini, General Counsel and Company Secretary of the Company, be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose including giving effect to the aforesaid resolution and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

7. **Ratification and Approval to Extend the Benefits of Campus Activewear Limited Employee Stock Option Plan 2021 - Special Grant ('Special Grant 2021') to the employees of the subsidiary Company**

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

"**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) ("the Companies Act/ the Act"), Regulation 12 and all other applicable provisions, if any, of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines/Circulars in that behalf and subject to such other approval(s),consent (s), permissions(s), and/or sanction(s) as any be necessary from the appropriate regulatory authority(ies)/ institution(s) and such conditions and modifications as may be prescribed/imposed by the appropriate regulatory authority(ies)/institution(s) while granting such approval(s), consent(s), permission(s) and /or sanction(s), the ratification, approval and consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board which term shall be deemed to include the Nomination & Remuneration Committee of the Company (NRC) which also acts as the Compensation Committee constituted by the Board to exercise its powers, including the powers, conferred by this resolution) to create, offer, issue, reissue, grant, transfer and allot at any time to or for the benefit of employees (as defined in Special Grant 2021) of the erstwhile subsidiary Company i.e. Campus AI Private Limited (amalgamated with the Company vide NCLT order dated 11th August, 2022), existing and future subsidiary Company(ies) of the Company in terms of the Special Grant 2021, equity shares on exercise of options, issue fresh options, re-issue options that may have lapsed/cancelled/surrendered, already approved under Special Grant 2021.

RESOLVED FURTHER THAT the Board or any committee thereof as per powers delegated to it, be and is hereby authorized to facilitate the allotment of the equity shares from Special Grant 2021upon exercise of options from time to time in accordance with the Special Grant 2021and the shares so allotted shall rank pari-passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Board or any committee thereof be and is hereby authorized, without prejudice to the generality of the above, but subject to the terms, as approved by the members, to implement, formulate, evolve, decide upon and bring into effect the Special Grant 2021on such terms and conditions as broadly contained in the explanatory statement and to make any further modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the Special Grant 2021 (within the contours of the Special Grant 2021), from time to time, including but not limited to, amendment(s) with respect to vesting conditions, period and schedule, exercise price, exercise period, performance/ eligibility criteria for grant/vesting or to suspend, withdraw, terminate or revise the Special Grant 2021 in such manner as the Board or any committee authorized by the Board may determine.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, split or consolidation of shares, merger/amalgamation or sale of division/undertaking or other re-structuring etc. requisite adjustments (which may include adjustments to the number of options in Special Grant 2021) shall be appropriately made, in a fair and reasonable manner in accordance with Special Grant 2021.

RESOLVED FURTHER THAT Mr. Nikhil Aggarwal, Whole-time Director and CEO, Mr. Raman Chawla, Chief Financial Officer and Ms. Archana Maini, General Counsel and Company Secretary of the Company be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose including giving effect to the aforesaid resolution and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

8. Approval of Variation in Terms of Campus Activewear Limited Employee Stock Option Plan 2021- Vision Pool

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof) ("Act"), Regulation 6, 7, 12 and all other applicable provisions, if any, of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations 2015'), the Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines/ Circulars in that behalf and subject further to such other approval(s),consent (s), permissions(s), and/or sanction(s) as may be necessary from the appropriate regulatory authority(ies)/institution(s) and such conditions and modifications as may be prescribed/imposed by the appropriate regulatory authority(ies)/institution(s) while granting such approval(s), consent(s), permission(s) and /or sanction(s) and as recommended by the Nomination & Remuneration Committee (Compensation Committee) and Board of Directors of the Company, the approval of the members be and is hereby accorded to adopt the Amended 'Campus Activewear Limited Employee Stock Option Plan 2021- Vision Pool' ("Vision Pool") as originally approved by the shareholders of the Company on 18th December, 2021 prior to the Initial Public Offer of the Shares and to vary/replace the terms under Clause 7.1 and 7.2 of the Vision Pool, as specified below:

7.1 The minimum Vesting Period for any Options Granted under this Plan shall be in accordance with the Regulations (i.e., currently a period of 1 year from the date of Grant).

Provided that in case where Options are Granted by the Company under the Plan in lieu of options held by an Employee under a similar Plan in another Company ("Transferor Company") which has merged, demerged or entered into an arrangement or amalgamated with the Company, the period during which the options Granted by the Transferor Company were held by him shall be adjusted against the minimum Vesting Period required under this clause.

Provided further that in the event of death or permanent incapacity of an Option Grantee, the minimum vesting period in accordance with the Regulations (i.e., currently a period of 1 year) shall not be applicable and in such instances, the options shall vest in terms of 8.2 (b) of this policy.

7.2 The Compensation Committee shall determine the Vesting schedule that shall apply to all Grants made under this Plan.

RESOLVED FURTHER THAT Mr. Nikhil Aggarwal, Whole-time Director and CEO, Mr. Raman Chawla, Chief Financial Officer and Ms. Archana Maini, General Counsel and Company Secretary of the Company be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose including giving effect to the aforesaid resolution and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

9. **Ratification of Campus Activewear Limited Employee Stock Option Plan 2021 - Vision Pool ('Vision Pool 2021')**

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) ("the Companies Act/ the Act"), Regulation 12 and all other applicable provisions, if any, of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"),the Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines/Circulars in that behalf and subject to such other approval(s),consent (s), permissions(s), and/or sanction(s) as may be necessary from the appropriate regulatory authority(ies)/institution(s) and such conditions and modifications as may be prescribed/ imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s), permission(s) and /or sanction(s), the **Campus Activewear Limited Employee Stock Option Plan 2021 - Vision Pool ('Vision Pool 2021')** as originally approved by the shareholders of the Company on 18th December, 2021 prior to the Initial Public Offer of the Shares, be and is hereby ratified within the meaning of Securities and Exchange Board of India (share based Employee Benefits and Sweat Equity) Regulations 2021, and the consent of the members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board which term shall be deemed to include the Nomination & Remuneration Committee of the Company (NRC) which also acts as the Compensation Committee constituted by the Board to exercise its powers, including the powers, conferred by this resolution) to create, offer, issue, reissue, grant, transfer and allot at any time to or for the benefit of employees(s)/directors of the Company (as permitted under applicable laws) in terms of the Vision Pool 2021, equity shares on exercise of options, issue fresh options, re-issue options that may have lapsed/ cancelled/surrendered, already approved under Vision Pool 2021.

RESOLVED FURTHER THAT the Board or any Committee thereof as per powers delegated to it, be and is hereby authorized to facilitate the allotment of the equity shares from Vision Pool 2021 upon exercise of options from time to time in accordance with the Vision Pool 2021 and the shares so allotted shall rank pari-passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Board or any committee thereof, be and is hereby authorized, without prejudice to the generality of the above, but subject to the terms, as approved by the members, to implement, formulate, evolve, decide upon and bring into effect the Vision Pool 2021on such terms and conditions as broadly contained in the explanatory statement and to make any further modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the Vision Pool 2021 (within the contours of the Vision Pool 2021), from time to time, including but not limited to, amendment(s) with respect to vesting conditions, period and schedule, exercise price, exercise period, performance/ eligibility criteria for grant/vesting or to suspend, withdraw, terminate or revise the Vision Pool 2021 in such manner as the Board or any committee authorized by the Board may determine.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, split or consolidation of shares, merger/amalgamation or sale of division/undertaking or other re-structuring etc. requisite adjustments (which may include adjustments to the number of options in Vision Pool 2021) shall be appropriately made, in a fair and reasonable manner in accordance with Vision Pool 2021.

RESOLVED FURTHER THAT Mr. Nikhil Aggarwal, Whole-time Director and CEO, Mr. Raman Chawla, Chief Financial Officer and Ms. Archana Maini, General Counsel and Company Secretary of the Company be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose including giving effect to the aforesaid resolution and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

10. **Ratification and Approval to Extend the Benefits of Campus Activewear Limited Employee Stock Option Plan 2021 - Vision Pool ('Vision Pool 2021') to the employees of the subsidiary Company**

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force)("the Companies Act/ the Act"), Regulation 12 and all other applicable provisions, if any, of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and SEBI (Listing

Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines/Circulars in that behalf and subject to such other approval(s), consent(s), permissions(s), and/or sanction(s) as any be necessary from the appropriate regulatory authority(ies)/institution(s) and such conditions and modifications as may be prescribed/ imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s), permission(s) and /or sanction(s), the ratification, approval and consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board which term shall be deemed to include the Nomination & Remuneration Committee of the Company (NRC) which also acts as the Compensation Committee constituted by the Board to exercise its powers, including the powers, conferred by this resolution) to create, offer, issue, reissue, grant, transfer and allot at any time to or for the benefit of employees (as defined in Vision Pool 2021) of the erstwhile subsidiary Company i.e. Campus AI Private Limited (amalgamated with the Company vide NCLT order dated 11th August, 2022), existing and future subsidiary Company(ies) of the Company in terms of the Vision Pool 2021, equity shares on exercise of options, issue fresh options, re-issue options that may have lapsed/cancelled/surrendered, already approved under Vision Pool 2021.

RESOLVED FURTHER THAT the Board or any committee thereof as per powers delegated to it, be and is hereby authorized to facilitate the allotment of the equity shares from Vision Pool 2021 upon exercise of options from time to time in accordance with the Vision Pool 2021 and the shares so allotted shall rank pari-passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Board or any committee threrof, be and is hereby authorized, without prejudice to the generality of the above, but subject to the terms, as approved by the members, to implement, formulate, evolve, decide upon and bring into effect the Vision Pool 2021on such terms and conditions as broadly contained in the explanatory statement and to make any further modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the Vision Pool 2021 (within the contours of the Vision Pool 2021), from time to time, including but not limited to, amendment(s) with respect to vesting conditions, period and schedule, exercise price, exercise period, performance/ eligibility criteria for grant/vesting or to suspend, withdraw, terminate or revise the Vision Pool 2021 in such manner as the Board or any committee authorized by the Board may determine.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, split or consolidation of shares, merger/amalgamation or sale of division/undertaking or other re-structuring etc. requisite adjustments (which may include adjustments to the number of options in Vision Pool 2021) shall be appropriately made, in a fair and reasonable manner in accordance with Vision Pool 2021.

RESOLVED FURTHER THAT Mr. Nikhil Aggarwal, Whole-time Director and CEO, Mr. Raman Chawla, Chief Financial Officer and Ms. Archana Maini, General Counsel and Company Secretary of the Company be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose including giving effect to the aforesaid resolution and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

By order of the Board
For **Campus Activewear Limited**
(Formerly known as Campus Activewear Private Limited)

sd/-
Archana Maini
General Counsel and Company Secretary
M. No. A16092

Date: 23rd September, 2022
Place: New Delhi
Regd. Office: D-1, Udyog Nagar
Main Rohtak Road, New Delhi-110041

Notes:

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 2/2022 dated May 05, 2022 read with General Circular Nos. 21/2021 dated December 14, 2021, 02/2021 dated January 13, 2021, 20/2020 dated May 05, 2020, 17/2020 dated April 13, 2020 and 14/2020 dated April 08, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Companies Act, 2013 ("the Act"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations 2015") and MCA Circulars, the Annual General Meeting (AGM) of Campus Activewear Limited (formerly known as Campus Activewear Private Limited) ("Company") is being held through VC / OAVM.

2. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020, issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

3. As the AGM shall be conducted through VC/OAVM, the facility for appointment of Proxy by a Member is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.

4. However, Institutional/Corporate Members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and cast their votes through e-voting. Institutional/Corporate Members are requested to send a certified true copy of the Board Resolution authorising its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, to the Scrutiniser at csmukultyagi@gmail.com with a copy marked to evoting@nsdl.co.in.

5. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and the rules made thereunder setting out the material facts and the reasons for each item of Special Business is annexed hereto along with the recommendation of the Board to the shareholders on each of the specific items, in terms of Regulation 17(11) of the SEBI Listing Regulations 2015.

   Information required pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with the applicable provisions of Secretarial Standard-2, in respect of the Directors seeking re-appointment, is provided at the end of this Notice as Annexure – A.

6. In compliance with the MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD2/CIRP/P/2022/62 dated May 13, 2022 (collectively referred to as "Circulars"), notice of the AGM along with the Annual Report for the financial year 2021-22 is being sent only through electronic mode to those members whose email addresses are registered with the Company and/or with Depository Participants (DPs). In case any member is desirous of obtaining physical copy of the Annual Report for the financial year 2021-22 and Notice of the 14th AGM of the Company, he/she may send a request to the Company by writing at investors@campusshoes.com or Link Intime India Private Limited ("Link Intime") at vinay.kumar@linkintime.co.in.

   Members may note that the Notice and the Annual Report for the financial year 2021-22 will also be available on the Company's website at www.campusactivewear.com, websites of the Stock Exchanges on which the equity shares of the Company are listed i.e. National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com), website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com and on the website of Registrar and Transfer Agent ("RTA") i.e. Link Intime at https://linkintime.co.in/.

7. **Process for registration of Email ID for obtaining Notice of the AGM along with the Annual Report:**

   Those persons who are Members of the Company as on Cut-off date for dispatch of AGM Notice along with the Annual Report i.e., 21st October, 2022 and who have not yet registered their e-mail ID with the Depository Participants ("DPs") (if shares held in electronic form)/ Company (if shares held in physical form) are requested to get their e-mail addresses registered to receive the Notice of the AGM along with the Annual Report for the financial year 2021-22 by completing the process as under:

   Members holding share(s) in physical mode: by writing to the company with details of folio number and attaching a self-attested copy of PAN Card at investors@campusshoes.com or to Link Intime India Private Limited at vinay.kumar@linkintime.co.in.

   Members holding share(s) in electronic mode: by registering / updating their e-mail ID in respect of demat holdings with the respective DPs by following the procedure prescribed by the DPs for receiving all communications from the Company electronically.

8. **Documents open for inspection:**

   (a) All the documents referred to in the accompanying Notice shall be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e., 18th November, 2022. Members seeking to inspect such documents can send an email to investors@campusshoes.com .

(b) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act and the Certificate from M/s Pooja Anand & Associates, Company Secretaries, Secretarial Auditors of the Company certifying that the ESOP Schemes of the Company are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, will be available electronically for inspection by the members during the AGM.

9. Instructions for Members for remote e-voting and e-voting during the AGM:

(a) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of SEBI Listing Regulations (as amended) and the applicable MCA Circulars, the Company is pleased to provide a facility to the Members to cast their votes using an electronic voting system from any place before the meeting ("remote e-voting") and during the meeting in respect of the resolutions proposed in this Notice.

(b) In order to increase the efficiency of the voting process and in terms with SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, demat account holders are being provided a single login credential, through their demat accounts/websites of Depositories/Depository Participants. Demat account holders would now be able to cast their vote without having to register again with the e-voting service providers, thereby facilitating seamless authentication and convenience of participating in the e-voting process.

(c) NSDL will be providing facility for voting through remote e-voting. The remote e-voting period will commence on Tuesday, 15th November, 2022 from 09:00 a.m. IST and end on 17th November, 2022 at 05:00 p.m. IST. The remote e-voting module shall be disabled by NSDL thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The Members who have casted their vote by remote e-voting prior to the AGM may also attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

(d) The Members, whose names appear in the Register of Members or in the Register of Beneficial Owners (in case of electronic shareholding) maintained by the depositories as on the cut-off date i.e., Friday, 11th November, 2022, are entitled to vote on the Resolutions set forth in this Notice. Voting Rights shall be reckoned on the paid-up value of equity shares registered in the name of the Members as on the cut- off date i.e., Friday, 11th November, 2022. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.

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

(e) 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 send through e-mail and holding shares as on the cut-off date i.e., Friday, 11th November, 2022, may obtain the login ID and password by sending a request at evoting@nsdl.co.in.

However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30.

(f) In case of Individual Shareholders holding securities in demat mode and who become a member of the Company after sending of the Notice and hold share(s) as on the cut-off date may follow steps mentioned below in Note 10 under "Login method for Remote e-voting and joining virtual AGM for individual shareholders holding securities in demat mode".

(g) The Register of Members and the Share Transfer books of the Company will remain closed from Saturday, 12th November, 2022 to Friday, 18th November, 2022 (both days inclusive) in connection with the Annual General Meeting.

10. Procedure for remote e-voting and e-voting during the AGM:

The detailed process and manner for accessing and participating in the 14th AGM through VC/OAVM facility and voting through electronic means including remote e-voting are explained herein below:

STEP 1: ACCESS TO NSDL E-VOTING SYSTEM

A) Login method for Remote 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.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL 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 & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider 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 & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available athttps://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 2. 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. 3. 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 & voting during the meeting.

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 CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for Remote e-Voting and joining virtual meeting for shareholders other than Individual shareholders.

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. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
4. 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.
5. 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***

6. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can user 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 the '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 in your mailbox from evoting.nsdl.com. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial 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.

7. 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.

   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on 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 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.

8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

9. Now, you will have to click on "Login" button.

10. 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.

A. 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 the printout of the votes cast by you by clicking on the print option on the confirmation page.

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 csmukultyagi@gmail.com with a copy marked to 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 e-voting website will be disabled upon five unsuccessful attempts to key in the correct 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 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 or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Soni Singh, Assistant Manager at evoting@nsdl.co.in

B. Process for those shareholders whose email IDs are not registered with the depositories for procuring USER ID and password and registration of e mail IDs for e-voting for the resolutions set out in this notice:

1. Members whose shares are held in physical mode are requested to 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 investors@campusshoes.com.

2. Members whose shares are held in demat mode, are requested to please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), 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 investors@campusshoes.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 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.

C. 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. 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 or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Soni Singh, Assistant Manager, NSDL at evoting@nsdl.co.in

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

A. The Company has engaged the services of NSDL e-voting system as the authorized agency for conducting of the AGM through VC/OAVM and providing e-voting facility during the AGM.

B. Members may note that the VC/OAVM facility, allows participation of at least 1,000 members on a first-come-first-served basis and shall open 30 minutes before the time scheduled for the AGM. However, the participation of members holding 2% or more shares, promoters, and Institutional Investors, directors, key managerial personnel, chairpersons of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Auditors are not restricted on first-come-first-serve basis.

C. 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 link" placed under **"Join meeting"** menu 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.

D. 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.

E. 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.

F. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

G. Members who need assistance before or during the AGM, 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 or can:

- Send a request at evoting@nsdl.co.in or use Toll Free No.: 1800 1020 990 or 1800 224 430; or
- Contact Soni Singh at the designated e-mail ID: evoting@nsdl.co.in.

12. Procedure to raise questions/seek clarifications with respect to Annual Report at the ensuing 14th AGM:

(a) Members are encouraged to express their views/ send their queries in advance mentioning ID, mobile no. at investors@campusshoes.com. Questions/ queries received by the Company till 05:00 p.m. (IST) on 16th November, 2022 shall only be considered and responded during the AGM.

(b) Members who would like to express their views/ ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at investors@campusshoes.com between Tuesday, 15th November, 2022 (9.00 a.m. IST) and Wednesday, 16th November, 2022 (5.00 p.m. IST). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM.

(c) The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM and avoid repetition of questions, as appropriate for smooth conduct of the AGM. All shareholders attending the AGM will have the option to post their comments / queries through a dedicated Chat box that will be available below the Meeting Screen.

13. Declaration of voting results:

(a) As per Rule 20 of the Companies (Management and Administration) Rules, 2014, the Board of Directors have appointed Mr. Mukul Tyagi (Membership No.

F9973), Partner, M/s Pooja Anand & Associates, Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting and e-voting process at AGM in a fair and transparent manner. The Scrutinizer has communicated his willingness to be appointed and will be available for the said purpose.

(b) The Scrutinizer, immediately after the conclusion of voting at the AGM, unblock the votes cast through e-voting (votes cast through remote e-voting and votes cast during the AGM) and shall, make a Consolidated scrutinizer's report of the votes cast in favour or against, if any, and submit the same to the Chairman of the meeting or a person authorized by him in writing, who shall countersign the same.

(c) The Results of the E-voting will be announced within statutory timelines of the conclusion of the meeting, by the Chairman of the meeting or a person authorized by him in writing. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM.

(d) The voting results along with the Scrutiniser's Report will be displayed at the Registered Office of the Company, communicated to the Stock Exchanges viz. BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com) and additionally be uploaded on the Company's website: www.campusactivewear.com and on the website of NSDL: https://www.evoting.nsdl.com/

Others:

14. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's RTA, Link Intime for assistance in this regard.

15. Non-resident Indian Members are requested to inform Registrar and Share Transfer Agent or the concerned Depository Participant immediately for the change in the residential status on return to India for permanent settlement and the particulars of the NRE account with a bank in India, if not furnished the details earlier

16. 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 a duly filled and signed Form No. ISR-4, the format of which is available on the Company's website at www.campusactivewear.com and on the website of Link Intime at https://linkintime.co.in/. Members are requested to note that any service request would only be processed after the folio is KYC Compliant.

17. In accordance with the provisions of Section 72 of the Act and SEBI circulars, the facility for nomination is available for the members of the Company 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 Form No. ISR-3 or Form No. SH-14, as the case may be. The said forms are available on the Company's website at www.campusactivewear.com.

    Members are requested to submit the said details to their respective DP, in case the shares are held by them in dematerialised form and to the Company/Link Intime, in case the shares are held by them in physical form.

By order of the Board
For **Campus Activewear Limited**
(Formerly known as Campus Activewear Private Limited)

sd/-
Archana Maini
General Counsel and Company Secretary
M. No. A16092

Date: 23rd September, 2022
Place: New Delhi

Regd. Office: D-1, Udyog Nagar
Main Rohtak Road, New Delhi-110041

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 SETTING OUT ALL THE MATERIAL FACTS RELATING TO SPECIAL BUSINESS:

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), sets out material facts relating to the business mentioned in the accompanying Notice of 14th Annual General Meeting (Notice of AGM/ Notice) dated 23rd September, 2022

ITEM NO. 3

As recommended by the Board of Directors of the Company, the shareholders of the Company in their Extra-Ordinary General Meeting held on 9th November, 2021 passed the Special Resolution for alteration of Articles of Association of the Company. According to which, Part B of the Articles of Association was to be automatically terminated, on and from the date the Company has listed on stock exchanges, and cease to have any force and effect, without any further action by the Company, the Board or the Shareholders.

The Equity Shares of the Company were listed on BSE Limited and National Stock Exchange of India Limited on 9th May, 2022 (date of listing) and therefore PART B of the Articles of Association of the Company stood automatically terminated and ceased to have any force and effect, effective from 9th May, 2022. Therefore, the Articles of Association of the Company contains the Clauses as specified in PART A.

In order to make few amendments/new additions in Articles of Association as fully described in the Special Resolution at Item No. 3 of this Notice, the Board in its meeting held on 30th May 2022 had approved the amendment in the Articles of Association pursuant to the applicable provisions of the Companies Act, 2013, read with the rules made thereunder, subject to the approval of the members of the Company at a General Meeting by way of a Special Resolution.

The Board recommends the resolution set out at Item No. 3 of the accompanying Notice for approval of the members by way of Special Resolution.

None of the Directors, Key Managerial personnel and relatives of Directors and/or key managerial personnel (as defined in the Companies Act, 2013) are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding in the Company.

Item No. 4 & 5

In order to reward and retain the employees of the Company and to create a sense of ownership and participation amongst them, the shareholders of the Company had in their meeting held on 19th March, 2021 approved Campus Activewear Limited Employee Stock Option Plan 2021 (hereinafter referred to as the "ESOP 2021"), duly amended on 24th September, 2021, prior to Initial Public Offer of the shares. Thereafter, the Board has approved the regulatory changes made in ESOP 2021.

In terms of Regulation 12(1) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, no Company shall make any fresh grant of employee stock options which involves allotment or transfer of shares to its employees under any scheme formulated prior to its Initial Public Offering ("IPO") and prior to the listing of its equity shares ("Pre- IPO Scheme") unless (i) such Pre IPO Scheme is in conformity with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; and (ii) such Pre IPO Scheme is ratified by its shareholders subsequent to the IPO.

Further, as per proviso to Regulations 12(1) of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the ratification under clause (ii) may be done any time prior to grant of new options or shares under such Pre - IPO Schemes.

Considering that the Company came out with an IPO of its equity shares and was listed on BSE Limited and National Stock Exchange of India Limited with effect from 9th May, 2022, the Company's Pre-IPO Scheme ESOP 2021 is required to be ratified by the Shareholders of the Company in terms of the Regulations 12(1) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, for making any fresh grants (including the benefits extended to the employees of the subsidiary Company) under ESOP 2021. Accordingly, the same is referred to the Shareholders for ratification in terms of Regulations, 12(1) and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. Further, ESOP 2021 is in conformity with Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and the Company has not granted any fresh grant of options to employees as on date after the IPO of the Company.

Further, Hon'ble National Company Law Tribunal, New Delhi Bench ("NCLT") in its hearing dated 11th August, 2022, pronounced the order, approving the Scheme of Arrangement between Campus AI Private Limited (erstwhile subsidiary Company) and Campus Activewear Limited and their respective shareholders and creditors, under sections 230 and 232, read with Section 66 and other applicable provisions of the Companies Act, 2013. The Scheme is effective from the appointed Date i.e. 1st April, 2020 and therefore, the benefits of ESOP Plan 2021 shall extend to the employees of the erstwhile subsidiary (Campus AI Private Limited) and employees of any future subsidiary of the Company.

Particulars as required under Section 62(1)(b) of the Companies Act, 2013 and all other applicable provisions, if any and Disclosures required under Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (as amended from time to time) are given below:

1. Brief description of the ESOP 2021:

The Scheme is called Campus Activewear Limited Employee Stock Option Plan 2021 (ESOP 2021). The objective of the ESOP 2021 is to attract, retain and motivate Senior and Critical Employees working with the Company, its Subsidiaries or its Holding Company, as the case may be, by way of rewarding their high performance and motivate them to contribute to the overall corporate growth and profitability. The Company views Options, as long-term incentive tools that would enable the Employees not only to become co-owners, but also to create wealth out of such ownership in future. After vesting of the option, the grantee has a right (but not an obligation) to exercise the vested employee stock options within exercise period and obtain equity shares of the Company, subject to payment of exercise price and tax obligations arising thereon. ESOP 2021is managed and administered under the direction of the Board by Nomination and Remuneration Committee (herein after referred as 'NRC/ Compensation Committee").

2. Total number of options to be granted under ESOP 2021:

A total of 30,40,856 options were available for being granted to the eligible employees of the Company under ESOP 2021. Each option when exercised would be converted into one fully paid up equity share of face value of ₹5/- each fully paid-up. Company has granted 8,54,028 Options to the eligible employees, prior to the IPO of the shares.

Pursuant to the Shareholders Resolution dated 9th November, 2021, approving the sub-division of 1 (one) Equity Share having face value of ₹10/- (ten) each fully paid up into 2 (two) Equity Shares having face value of ₹5/- (five) each fully paid up, the number of Options in the ESOP 2021 shall be 30,40,856 Options (15,20,428 equity shares before Stock Spilt).

Options expiring, lapsing or becoming un-exercisable due to any reason, would be available for being re-granted at a future date, subject to compliance with applicable laws.

3. Identification of classes of employees entitled to participate and be beneficiaries in ESOP 2021:

As per ESOP 2021, Employee means-

(i) An employee designated by the Company exclusively working in India or overseas, or

(ii) a Director of the Company whether whole-time or not, including a non-executive director who is not a Promoter or part of the Promoter Group but excluding Independent Director, or

(iii) an employee defined in Sub-clauses (i) and (ii) hereof of one or more Subsidiaries or of the Holding Company of the Company,

but does not include:

(a) an employee who is a Promoter or a person belonging to the Promoter Group,

(b) a Director who either by himself/ herself or through his/her relatives or through any Body Corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company; and

(c) an Independent Director of Subsidiaries or Holding Company of the Company within the meaning of the Companies Act.

4. Requirement of Vesting and period of Vesting:

Options granted under ESOP 2021 would vest not less than one year. The Options Granted under the ESOP 2021 shall Vest in accordance with the Vesting schedule as described/ specified under the Letter of Grant and in compliance with the applicable provisions of the law. Vesting of Options would be subject to continued employment and Achieving performance criteria as on date of Vesting as may be determined by the Compensation Committee of such Option Grantee with the Company.

5. Maximum period within which the options shall be vested:

Maximum period within which the options shall be vested is 4 (four) years from the date of grant of such options.

6. Exercise price or pricing formula:

The Exercise Price per Option shall be determined by the Compensation Committee at the time of Grant, provided the price shall not be lower than face value of a Share of the Company, subject to the accounting policies as specified in Clause 21 of ESOP 2021.

7. Exercise period and process of exercise:

Vested options (whether granted pre-Listing or post-Listing) can be exercised within the Exercise Window as determined at the sole discretion of the Compensation Committee during which Option Grantees may Exercise their Vested Options.

The Option Grantee may, at any time during the Exercise Period, and subject to fulfilment of conditions of the Grant and Vesting, Exercise the Options by submitting Exercise Application to the Company, to issue and allot him shares pursuant to the Vested Options.

8. Appraisal process for determining the eligibility of the employees to ESOP 2021:

The appraisal/assessment process will be determined by the Compensation Committee or by the Company, in terms of its HR Policies.

9. The maximum number of options to be offered and issued/granted per employee and in aggregate:

The maximum number of options that may be granted in aggregate is 30,40,856 options under ESOP 2021.

The maximum number of Options that may be Granted to each Employee shall vary depending upon the designation and the appraisal/ assessment process, however, shall not exceed 1% of the paid up capital at any given point of time per eligible Employee. However, the Compensation Committee reserves the right to decide the number of Options to be Granted and the maximum number of Options that can be Granted to each Employee within this ceiling.

10. The conditions under which option vested in employees may lapse:

Vested options may lapse under the following circumstances:

S. No.	Separations	Vested Options	Unvested Options
1.	**Resignation/ Termination** (other than due to Misconduct/ Fraud)	The Employee shall be entitled to Exercise all Vested Options for a period of 10 (ten) years from the date of their termination either upon occurrence of a Liquidity Event or when the Compensation Committee declares a Discretionary Exercise Window during the 10 year period. In the event the aforesaid period of 10 (ten) year expires and none of the aforementioned Exercise events occur within the said period, the Compensation Committee, in its sole discretion, shall have the power to extend the Exercise Period, during which the Employee may Exercise their Vested Options, failing which the Vested Options shall stand lapsed on expiry of the 10-year period.	All the Unvested Options on the effective date of resignation/ date of termination shall stand cancelled with effect from that date.
2.	**Termination due to Misconduct/ Fraud**	All Vested Options shall stand cancelled with effect from the date of the termination notice sent by the Company.	All Unvested Options shall stand cancelled with effect from the date of the termination notice sent by the Company.
3.	**Retirement**	The Employee shall be entitled to Exercise all Vested Options for a period of 10 (ten) years from the date of their retirement either upon occurrence of a Liquidity Event or when the Compensation Committee declares a Discretionary Exercise Window during the 10 year period. In the event the aforesaid period of 10 (ten) year expires and none of the aforementioned Exercise events occur within the said period, the Compensation Committee, in its sole discretion, shall have the power to extend the Exercise period, during which the Employee may Exercise their Vested Options, failing which the Vested Options shall stand lapsed on expiry of the 10-year period.	All Unvested Options as on date of Retirement shall stand cancelled as on the date of such Retirement unless otherwise determined by the Compensation Committee whose determination will be final and binding.

S. No.	Separations	Vested Options	Unvested Options
4.	**Death and Permanent Disability (Incapacity)**	The nominee/ legal heir(s) of the Employee shall be entitled to Exercise all Vested Options for a period of 10 (ten) years from the date of the relevant employees' death or Permanent Disability (Incapacity) either upon occurrence of a Liquidity Event or when the Compensation Committee declares a Discretionary Exercise Window during the 10 year period. In the event the aforesaid period of 10 (ten) year expires and none of the aforementioned Exercise events occur within the said period, the Compensation Committee, in its sole discretion, shall have the power to extend the Exercise period, during which the nominee/ legal heir(s) of the Employee may Exercise the Vested Options, failing which the Vested Options shall stand lapsed on expiry of the 10-year period.	All Unvested Options as on the date of death or such Permanent Disability (Incapacity) shall vest immediately on the date of such death or Permanent Disability.
5.	**Transfer or deputation to an Associate Company**	The Employee shall be entitled to Exercise all his Vested Options as per the terms of the Plan even after his transfer or deputation to an Associate Company.	All Unvested Options shall vest with the Employee as per the terms of the Plan even after his transfer or deputation to an Associate Company.
6.	**Transfer pursuant to merger, demerger or amalgamation**	The treatment of the Vested Options of an Employee who has been transferred pursuant to a merger, demerger or amalgamation shall be as per the scheme of amalgamation, merger or demerger, but shall not in any case be prejudicial to the interest of the Employee.	The treatment of the Unvested Options of an Employee who has been transferred pursuant to a merger, demerger or amalgamation shall be as per the scheme of amalgamation, merger or demerger, but shall not in any case be prejudicial to the interest of the Employee.
7.	**Abandonment of employment**	All the Vested Options shall stand cancelled. The date of cancellation of such Options shall be determined by the Compensation Committee which shall be final and binding.	All the Unvested Options shall stand cancelled. The date of cancellation of such Options shall be determined by the Compensation Committee which shall be final and binding.
8.	**Any other reasons apart from those set out above.**	The Compensation Committee in its sole discretion shall decide the treatment of Vested Options and such decision shall be final and binding.	The Compensation Committee in its sole discretion shall decide the treatment of the Options and such decision shall be final & binding.

In case Option Grantee is found in breach of the confidentiality Clause of ESOP 2021, the Company has undisputed right to terminate any agreement and all unexercised Options shall stand cancelled immediately.

11. The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee:

Separations	Vested Options	Unvested Options
Resignation/ Termination (other than due to Misconduct/ Fraud)	The Employee shall be entitled to Exercise all Vested Options for a period of 10 (ten) years from the date of their termination either upon occurrence of a Liquidity Event or when the Compensation Committee declares a Discretionary Exercise Window during the 10 year period. In the event the aforesaid period of 10 (ten) year expires and none of the aforementioned Exercise events occur within the said period, the Compensation Committee, in its sole discretion, shall have the power to extend the Exercise Period, during which the Employee may Exercise their Vested Options, failing which the Vested Options shall stand lapsed on expiry of the 10-year period.	All the Unvested Options on the effective date of resignation/ date of termination shall stand cancelled with effect from that date.

Separations	Vested Options	Unvested Options
Termination due to Misconduct/ Fraud	All Vested Options shall stand cancelled with effect from the date of the termination notice sent by the Company.	All Unvested Options shall stand cancelled with effect from the date of the termination notice sent by the Company.

12. **The Maximum quantum of benefits to be provided per employee under ESOP 2021:**

    Refer point no. 9.

13. **Whether the ESOP 2021 is to be implemented and administered directly by the Company or through a trust:**

    The ESOP 2021 is implemented and administered directly by the Company through Compensation Committee of the Board.

14. **Whether the ESOP 2021 involves new issue of shares by the Company or secondary acquisition by a trust or both.**

    The ESOP 2021 involves only new issue of equity shares by the Company. Presently no secondary acquisition is envisaged.

15. **The amount of loan to be provided for implementation of the ESOP 2021 by the Company to a trust, its tenure, utilization, repayment terms, etc. and maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the ESOP 2021:**

    Not applicable.

16. **Statement to the effect that the Company shall conform to the accounting policies specified in Regulation 15 of SEBI ESOP Regulations 2021 and Rule 12 of the Companies (Share Capital and Debenture) Rules, 2014:**

    The Company shall comply with the disclosure requirements and the accounting policies prescribed under Regulation 15 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and Rule 12 of the Companies (Share Capital and Debenture) Rules, 2014 or as may be prescribed by regulatory authorities from time to time.

17. **The method which the Company shall use to value its options:**

    The Company shall follow all Applicable Laws in relation to accounting related to options, including but not limited to the IND AS/ Guidance Note on Accounting for Employee Share-based Payments and/ or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India or any other appropriate authority, from time to time, including the disclosure requirements prescribed therein. The Company shall follow the requirement including disclosure requirements of the accounting standards prescribed by the central government in terms of Section 133 of the Companies Act 2013 including any guidance note on accounting for employee share based payments issued in this regard from time to time.

18. **Statement with regard to disclosure in director's report:**

    The Company confirms that in case it opts for expensing of share-based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it has used the fair value, shall be disclosed in the director's report and the impact of this difference on profits and on earning per share of the Company shall also be disclosed in the Director's Report.

19. **Period of lock-in:**

    The shares issued pursuant to exercise of options shall not be subject to any lock-in period.

20. **Terms & conditions for buyback, if any, of specified securities covered under these regulations:**

    The Compensation commitee shall, from time to time, formulate the detailed terms and conditions of the schemes which shall, inter alia, include the provisions with respect to the procedure for buy-back of specified securities, if to be undertaken at any time by the Company, and the applicable terms and conditions, including: (i) permissible sources of financing for buy-back; (ii) any minimum financial thresholds to be maintained by the Company as per its last financial statements; and (iii) limits upon quantum of specified securities that the Company may buyback in a financial year.

The copies of the related documents will be open for inspection by the members during working days through electronic mode upto the date of AGM.

The Board recommends the resolutions set out at Item Nos. 4 and 5 of the accompanying Notice for approval of the Members by way of Special Resolutions.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in this resolution, except to the extent of the stock options that are granted or may be granted to them under the ESOP 2021.

Item No. 6 & 7

In order to reward and retain the employees of the Company and to create a sense of ownership and participation amongst them, the shareholders of the Company had in their meeting held on 18th December, 2021 approved Campus Activewear Limited Employee Stock Option Plan 2021- Special Grant (hereinafter referred to as the "Special Grant 2021").

In terms of Regulation 12(1) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, no Company shall make any fresh grant of employee stock options which involves allotment or transfer of shares to its employees under any scheme formulated prior to its Initial Public Offering ("IPO") and prior to the listing of its equity shares ("Pre- IPO Scheme") unless (i) such Pre IPO Scheme is in conformity with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; and (ii) such Pre IPO Scheme is ratified by its shareholders subsequent to the IPO.

Further, as per proviso to Regulations 12(1) of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the ratification under clause (ii) may be done any time prior to grant of new options or shares under such Pre - IPO Schemes.

Considering that the Company came out with an IPO of its equity shares and was listed on BSE Limited and National Stock Exchange of India Limited with effect from 9th May, 2022, the Company's Pre-IPO ESOP Scheme Special Grant 2021 is required to be ratified by the Shareholders of the Company in terms of the Regulations 12(1) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, for making any fresh grants (including the benefits extended to the employees of the Subsidiary Company) under Special Grant 2021. Accordingly, the same is referred to the Shareholders for the ratification in terms of Regulation 12(1) and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. Further, Special Grant 2021 is in conformity with Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and the Company has not granted any fresh grant of options to employees as on date after the IPO of the Company.

Further, Hon'ble National Company Law Tribunal, New Delhi Bench ("NCLT") in its hearing dated 11th August, 2022, pronounced the order, approving the Scheme of Arrangement between Campus AI Private Limited (erstwhile subsidiary Company) and Campus Activewear Limited and their respective shareholders and creditors, under Sections 230 and 232, read with Section 66 and other applicable provisions of the Companies Act, 2013. The Scheme is effective from the appointed Date i.e. 1st April, 2020 and therefore, the benefits of ESOP Plan 2021 shall extend to the employees of the erstwhile subsidiary (Campus AI Private Limited) and employees of any future subsidiary of the Company.

Particulars as required under Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and Disclosures required under Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (as amended from time to time) are given below:

1. **Brief description of the Special Grant 2021:**

   The Scheme is called Campus Activewear Limited Employee Stock Option Plan 2021- Special Grant. The objective of the Special Grant 2021 is to compensate the Senior and Critical Employees working with the Company, its Subsidiaries or its Holding Company, as the case may be, by ensuring that such employees that have contributed to the growth of the Company and its pursuit of excellence also get the chance to participate in the escalation and prosperity of the Company. The Company views Options as long-term incentive tools that would enable the Employees not only to become co-owners, but also to create wealth out of such ownership in future. After vesting of the option, the grantee has a right (but not an obligation) to exercise the vested employee stock options within exercise period and obtain equity shares of the Company, subject to payment of exercise price and tax obligations arising thereon. Special Grant 2021 is managed and administered under the direction of the Board by Nomination and Remuneration Committee (herein after referred as "NRC/ Compensation Committee").

2. **Total number of options to be granted under Special Grant 2021:**

   A total of 6,00,000 (six lakhs) Options to the eligible Employees in one or more tranches, from time to time, which in aggregate exercisable into not more than 6,00,000 Shares of face value of ₹5 each fully paid up, with each such Option conferring a right upon the Employees to apply for one Share in the Company, in accordance with the terms and conditions of Plan.

   Options expiring, lapsing or becoming un-exercisable due to any reason, it would be available for being re-granted at a future date, subject to compliance with applicable laws.

3. **Identification of classes of employees entitled to participate and be beneficiaries in Special Grant 2021:**

   As per Special Grant 2021, Employee means-

   (i) an employee designated by the Company, exclusively working in India or overseas, or

   (ii) a Director of the Company, whether whole-time or not, including a non-executive director who is not a Promoter or part of the Promoter Group but excluding Independent Director; or

(iii) an employee defined in Sub-clauses (i) and (ii) hereof of one or more Subsidiaries or of the Holding Company,

but does not include:

(a) an employee who is a Promoter or a person belonging to the Promoter Group,

(b) a Director who either by himself/ herself or through his/her relatives or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company; and

(c) an Independent Director of the Company, Subsidiaries or Holding Company of the Company within the meaning of the Companies Act.

4. Requirement of Vesting and period of Vesting:

Options granted under Special Grant 2021 would vest not less than one year. The Options Granted under the Special Grant 2021 shall Vest in accordance with the Vesting schedule as described/ specified under the Letter of Grant and in compliance with the applicable provisions of the law. Vesting of Options would be subject to continued employment as on date of Vesting of such Option Grantee with the Company.

5. Maximum period within which the options shall be vested:

The maximum period of vesting will be determined by the Compensation Committee

6. Exercise price or pricing formula:

The Exercise Price per Option shall be as determined by the Compensation Committee at the time of Grant, provided the price shall not be lower than face value of a Share of the Company, subject to the accounting policies as specified in Clause 15 of Special Grant 2021.

7. Exercise period and process of exercise:

Vested options (whether granted pre-Listing or post-Listing) can be exercised within the Exercise Window as determined at the sole discretion of the Compensation Committee during which Option Grantees may Exercise their Vested Options.

The Option Grantee may, at any time during the Exercise Period, and subject to fulfillment of conditions of the Grant and Vesting, Exercise the Options by submitting Exercise Application to the Company, to issue and allot him Shares pursuant to the Vested Options.

8. Appraisal process for determining the eligibility of the employees to Special Grant 2021:

The options shall be granted to the employees in accordance with the eligibility criteria as may be determined by the Compensation Committee of the Company.

9. The maximum number of options to be offered and issued/granted per employee and in aggregate:

The maximum number of options that may be granted pursuant to this Special Grant 2021 shall not exceed 6,00,000 Options which are convertible into 6,00,000 Equity shares.

The maximum number of Options that may be Granted to each Employee shall vary depending upon the designation and the appraisal/ assessment process, however, shall not exceed 3,00,000 in number per eligible Employee. However, the Compensation Committee reserves the right to decide the number of Options to be Granted and the maximum number of Options that can be Granted to each Employee within this ceiling.

10. The conditions under which option vested in employees may lapse:

Vested options may lapse under the following circumstances:

S. No.	Separations	Vested Options	Unvested Options
1.	**Resignation/ Termination** (other than due to Misconduct/ Fraud)	The Employee shall be entitled to Exercise all Vested Options for a period of 1 (one) year from the date of their termination during the Exercise Period. In the event the aforesaid period of 1 (one) year expires and the Exercise Period is not notified by the Compensation Committee within the said 1 year period, the Compensation Committee, in its sole discretion, shall have the power to extend the Exercise Period, during which the Employee may Exercise their Vested Options.	All the Unvested Options on the effective date of resignation/ date of termination shall stand cancelled with effect from that date.

S. No.	Separations	Vested Options	Unvested Options
2.	**Termination due to Misconduct/ Fraud**	All Vested Options shall stand cancelled with effect from the date of the termination notice sent by the Company.	All Unvested Options shall stand cancelled with effect from the date of the termination notice sent by the Company.
3.	**Retirement**	The Employee shall be entitled to Exercise all Vested Options for a period of 1 (one) year from the date of their retirement during the Exercise Period. In the event the aforesaid period of 1 (one) year expires and the Exercise period is not notified by the Compensation Committee, the Compensation Committee, in its sole discretion, shall have the power to extend the Exercise period, during which the retired Employee may Exercise their Vested Options.	All Unvested Options as on date of Retirement shall stand cancelled as on the date of such Retirement unless otherwise determined by the Compensation Committee whose determination will be final and binding.
4.	**Death and Permanent Disability (Incapacity)**	The nominee/ legal heir(s) of the Employee shall be entitled to Exercise all Vested Options for a period of 1 (one) year from the date of the relevant employees' death or Permanent Disability (**Incapacity**) during the Exercise Period. In the event the aforesaid period of 1 (one) year expires and the Exercise period is not notified by the Compensation Committee, the Compensation Committee, in its sole discretion, shall have the power to extend the Exercise period, during which the nominee/ legal heir(s) of the Employee may Exercise the Vested Options.	All Unvested Options as on the date of death or such Permanent Disability shall vest immediately on the date of such death or Permanent Disability (Incapacity).
5.	**Transfer or deputation to an Associate Company**	The Employee shall be entitled to Exercise all his Vested Options as per the terms of the Plan even after his transfer or deputation to an Associate Company.	All Unvested Options shall vest with the Employee as per the terms of the Plan even after his transfer or deputation to an Associate Company.
6.	**Transfer pursuant to merger, demerger or amalgamation**	The treatment of the Vested Options of an Employee who has been transferred pursuant to a merger, demerger or amalgamation shall be as per the scheme of amalgamation, merger or demerger, but shall not in any case be prejudicial to the interest of the Employee.	The treatment of the Unvested Options of an Employee who has been transferred pursuant to a merger, demerger or amalgamation shall be as per the scheme of amalgamation, merger or demerger, but shall not in any case be prejudicial to the interest of the Employee.
7.	**Abandonment of employment**	All the Vested Options shall stand cancelled. The date of cancellation of such Options shall be determined by the Compensation Committee which shall be final and binding.	All the Unvested Options shall stand cancelled. The date of cancellation of such Options shall be determined by the Compensation Committee which shall be final and binding.
8.	**Any other reasons apart from those set out above.**	The Compensation Committee in its sole discretion shall decide the treatment of Vested Options and such decision shall be final and binding.	The Compensation Committee in its sole discretion shall decide the treatment of the Options and such decision shall be final & binding.

a) All unexercised Vested Options after expiry of 2 (two) years from the date of Vesting shall lapse without any further action from the Company.

b) In case Option Grantee is found in breach of the Confidentiality Clause of Special Grant 2021, the Company has undisputed right to terminate any agreement and all unexercised Options shall stand cancelled immediately.

11. The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee:

Separations	Vested Options	Unvested Options
Resignation/ Termination (other than due to Misconduct/ Fraud)	The Employee shall be entitled to Exercise all Vested Options for a period of 1 (one) year from the date of their termination during the Exercise Period. In the event the aforesaid period of 1 (one) year expires and the Exercise Period is not notified by the Compensation Committee within the said 1 year period, the Compensation Committee, in its sole discretion, shall have the power to extend the Exercise Period, during which the Employee may Exercise their Vested Options.	All the Unvested Options on the effective date of resignation/ date of termination shall stand cancelled with effect from that date.
Termination due to Misconduct/ Fraud	All Vested Options shall stand cancelled with effect from the date of the termination notice sent by the Company.	All Unvested Options shall stand cancelled with effect from the date of the termination notice sent by the Company.

12. The Maximum quantum of benefits to be provided per employee under Special Grant 2021:

Refer Point no. 9.

13. Whether the Special Grant 2021 is to be implemented and administered directly by the Company or through a trust:

The ESOP 2021 is implemented and administered directly by the Company through Compensation Committee of the Board.

14. Whether the Special Grant 2021 involves new issue of shares by the Company or secondary acquisition by a trust or both.

The Special Grant 2021 involves only new issue of equity shares by the Company. Presently no secondary acquisition is envisaged.

15. The amount of loan to be provided for implementation of the Special Grant 2021 by the Company to a trust, its tenure, utilization, repayment terms, etc. and maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the Special Grant 2021:

Not applicable.

16. Statement to the effect that the Company shall conform to the accounting policies specified in Regulation 15 of SEBI ESOP Regulations 2021 and Rule 12 of the Companies (Share Capital and Debenture) Rules, 2014:

The Company shall comply with the disclosure requirements and the accounting policies prescribed under Regulation 15 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and Rule 12 of the Companies (Share Capital and Debenture) Rules, 2014 or as may be prescribed by regulatory authorities from time to time.

17. The method which the Company shall use to value its options:

The Company shall follow all Applicable Laws in relation to accounting related to options, including but not limited to the IND AS/ Guidance Note on Accounting for Employee Share-based Payments and/ or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India or any other appropriate authority, from time to time, including the disclosure requirements prescribed therein. The Company shall follow the requirement including disclosure requirements of the accounting standards prescribed by the central government in terms of Section 133 of the Companies Act 2013 including any guidance note on accounting for employee share based payments issued in this regard from time to time.

18. Statement with regard to disclosure in director's report:

The Company confirms that in case it opts for expensing of share-based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it has used the fair value, shall be disclosed in the director's report and the impact of this difference on profits and on earning per share of the Company shall also be disclosed in the Director's Report.

19. Period of lock-in:

The shares issued pursuant to exercise of options shall not be subject to any lock-in period.

20. Terms & conditions for buyback, if any, of specified securities covered under these regulations:

The Compensation committee shall, from time to time, formulate the detailed terms and conditions of the schemes which shall, inter alia, include the provisions with respect to the procedure for buy-back of specified securities, if to be undertaken at any time by the Company, and the applicable terms and conditions, including: (i) permissible sources of financing for buy-back; (ii) any minimum financial thresholds to be maintained by the Company as per its last financial statements; and (iii) limits upon quantum of specified securities that the Company may buyback in a financial year.

The copies of the related documents will be open for inspection during woring days by the members through electronic mode upto the date of AGM.

The Board recommends the resolutions set out at Item Nos. 6 and 7 of the accompanying notice for approval of the Members by way of Special Resolutions.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in this resolution, except to the extent of the stock options that are granted or may be granted to them under the Special Grant 2021.

Item No. 8, 9 and 10

In order to reward and retain the employees of the Company and to create a sense of ownership and participation amongst them, the shareholders of the Company had in their meeting held on 18th December 2021 approved Campus Activewear Limited Employee Stock Option Plan 2021-Vision Pool (hereinafter referred to as the "Vision Pool 2021").

As per Clause 1.6 of the Vision Pool 2021, the Nomination and Remuneration Committee (designated as Compensation Committee) of the Company in its meeting held on 10th August, 2022 had approved the variation in terms of the Vision Pool 2021 and the Board of Directors also approved the said variation in its meeting held on 12th August 2022 and recommends the same to the shareholders of the Company for their approval. All the employees/grantees under Vision Pool 2021 are the beneficiaries to the aforesaid Variation. The Clauses 7.1 and 7.2 of Vision Pool 2021 are to be modified and the same forms part of the Special Resolution in the Item No. 8.

The Rationale behind the said Variation of the vesting period is to align the same with performance in a financial year and to create objectivity in performance evaluation and to protect the employees from bias and ambiguity, to ascertain eligibility and to ensure an open and fair process, basis the Key Performance Indicators (KPIs).

In terms of Regulation 12(1) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, no Company shall make any fresh grant of employee stock options which involves allotment or transfer of shares to its employees under any scheme formulated prior to its Initial Public Offering ("IPO") and prior to the listing of its equity shares ("Pre- IPO Scheme") unless (i) such Pre IPO Scheme is in conformity with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; and (ii) such Pre IPO Scheme is ratified by its shareholders subsequent to the IPO.

Further, as per proviso to Regulations 12(1) of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the ratification under clause (ii) may be done any time prior to grant of new options or shares under such Pre - IPO Schemes.

Considering that the Company came out with an IPO of its equity shares and got listed on BSE Limited and National Stock Exchange of India Limited with effect from 9th May, 2022, the Company's Pre-IPO ESOP Scheme Vision Pool 2021 is required to be ratified by the Shareholders of the Company in terms of the Regulations 12(1) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, for making any fresh grants (including the benefits extended to the employees of the subsidiary Company) under Vision Pool 2021. Accordingly, the same is referred to the Shareholders for their ratification in terms of Regulation 12(1) and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. Further, Vision Pool 2021 is in conformity with Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and the Company has not granted any fresh grant of options to employees as on date after the IPO of the Company.

Further, Hon'ble National Company Law Tribunal, New Delhi Bench ("NCLT") in its hearing dated 11th August 2022, pronounced the order, approving the Scheme of Arrangement between Campus AI Private Limited (erstwhile subsidiary Company) and Campus Activewear Limited and their respective shareholders and creditors, under Sections 230 and 232, read with Section 66 and other applicable provisions of the Companies Act, 2013. The Scheme is effective from the appointed Date i.e. 1st April, 2020 and therefore, the benefits of ESOP Plan 2021 shall extend to the employees of the erstwhile subsidiary (Campus AI Private Limited) and employees of any future subsidiary of the Company.

Particulars as required under Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and Disclosures required under Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (as amended from time to time) are given below:

1. **Brief description of the Vision Pool 2021:**

   The Scheme is called Campus Activewear Limited Employee Stock Option Plan 2021- Vision Pool. The objective of the Vision Pool 2021 is to attract, retain and motivate senior and critical employees working with the Company, its subsidiaries or its holding company, as the case may be enabling them to have a greater involvement in the existing and future plans of the Company and providing them with an opportunity to share the future growth and profitability of the Company. The Company views Options as long-term incentive tools that would enable the Employees not only to become co-owners, but also to create wealth out of such ownership in future. After vesting of the option, the grantee has a right (but not an obligation) to exercise the vested employee stock options within exercise period and obtain equity shares of the Company, subject to payment of exercise price and tax obligations arising thereon. Vision Pool 2021 is managed and administered under the direction of the Board by Nomination and Remuneration Committee (herein after referred as 'NRC/ Compensation Committee").

2. **Total number of options to be granted under Vision Pool 2021:**

   A total of 18,00,000 (Eighteen lakhs) Options to the eligible Employees in one or more tranches, from time to time, which in aggregate exercisable into not more than 18,00,000 Shares of face value of ₹5 each fully paid up, with each such Option conferring a right upon the Employees to apply for one Share in the Company, in accordance with the terms and conditions of Plan.

   Options expiring, lapsing or becoming un-exercisable due to any reason, would be available for being re-granted at a future date, subject to compliance with applicable laws.

3. **Identification of classes of employees entitled to participate and be beneficiaries in Vision Pool 2021:**

   As per Vision Pool 2021, Employee means-

   (i) an employee designated by the Company, exclusively working in India or overseas, or

   (ii) a Director of the Company, whether whole-time or not, including a non-executive director who is not a Promoter or part of the Promoter Group but excluding Independent Director; or

   (iii) an employee defined in Sub-clauses (i) and (ii) hereof of one or more Subsidiaries or of the Holding Company,

   but does not include:

   (a) an employee who is a Promoter or a person belonging to the Promoter Group, or

   (b) a Director who either by himself/ herself or through his/her relatives or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company; and

   (c) an Independent Director of the Company, Subsidiaries or Holding Company within the meaning of the Companies Act.

4. **Requirement of Vesting and period of Vesting:**

   The minimum Vesting Period for any Options Granted under this Plan shall be in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (i.e., currently a period of 1 year from the date of Grant). Vesting of Options would be subject to continued employment and Achieving performance criteria as on date of Vesting as may be determined by the Compensation Committee of such Option Grantee with the Company.

5. **Maximum period within which the options shall be vested:**

   The maximum vesting period will be determined by the Compensation Committee.

6. **Exercise price or pricing formula:**

   The Exercise Price per Option shall be as determined by the Compensation Committee of the Board at the time of Grant, provided the price shall not be lower than face value of a Share of the Company, subject to the accounting policies as specified in Clause 15 of Vision Pool 2021.

7. **Exercise period and process of exercise:**

   Vested options (whether granted pre-Listing or post-Listing) can be exercised within the Exercise Window as determined at the sole discretion of the Compensation Committee during which Option Grantees may Exercise their Vested Options.

   The Option Grantee may, at any time during the Exercise Period, and subject to fulfillment of conditions of the Grant and Vesting, Exercise the Options by submitting Exercise Application to the Company, to issue and allot him Shares pursuant to the Vested Options.

8. **Appraisal process for determining the eligibility of the employees to Vision Pool2021:**

   The appraisal/assessment process will be determined by the Compensation Committee or by the Company, in terms of its HR Policies.

9. The maximum number of options to be offered and issued/granted per employee and in aggregate:

The maximum number of options that may be granted pursuant to Vision Pool 2021 shall not exceed18,00,000 Options which are convertible into 18,00,000 Equity shares.

The maximum number of Options that may be Granted to each Employee shall vary depending upon the designation and the appraisal/ assessment process, however, shall not exceed 3,00,000 in number per eligible Employee. However, the Compensation Committee reserves the right to decide the number of Options to be Granted and the maximum number of Options that can be Granted to each Employee within this ceiling.

10. The conditions under which option vested in employees may lapse:

Vested options may lapse under the following circumstances:

S. No.	Separations	Vested Options	Unvested Options
1.	**Resignation/ Termination** (other than due to Misconduct/ Fraud)	The Employee shall be entitled to Exercise all Vested Options for a period of 1 (one) year from the date of their termination during the Exercise Period. In the event the aforesaid period of 1 (one) year expires and the Exercise Period is not notified by the Compensation Committee within the said 1 year period, the Compensation Committee, in its sole discretion, shall have the power to extend the Exercise Period, during which the Employee may Exercise their Vested Options.	All the Unvested Options on the effective date of resignation/ date of termination shall stand cancelled with effect from that date.
2.	**Termination due to Misconduct/ Fraud**	All Vested Options shall stand cancelled with effect from the date of the termination notice sent by the Company.	All Unvested Options shall stand cancelled with effect from the date of the termination notice sent by the Company.
3.	**Retirement**	The Employee shall be entitled to Exercise all Vested Options for a period of 1 (one) year from the date of their retirement during the Exercise Period . In the event the aforesaid period of 1 (one) year expires and the Exercise Period is not notified by the Compensation Committee, the Compensation Committee, in its sole discretion, shall have the power to extend the Exercise Period, during which the retired Employee may Exercise their Vested Options.	All Unvested Options as on date of Retirement shall stand cancelled as on the date of such Retirement unless otherwise determined by the Compensation Committee whose determination will be final and binding.
4.	**Death and Permanent Disability (Incapacity)**	The nominee/ legal heir(s) of the Employee shall be entitled to Exercise all Vested Options for a period of 1 (one) year from the date of the relevant employees' death or Permanent Disability (Incapacity) during the Exercise Period. In the event the aforesaid period of 1 (one) year expires and the Exercise Period is not notified by the Compensation Committee, the Compensation Committee, in its sole discretion, shall have the power to extend the Exercise Period, during which the nominee/ legal heir(s) of the Employee may Exercise the Vested Options.	All Unvested Options as on the date of death or such Permanent Disability shall vest immediately on the date of such death or Permanent Disability (Incapacity).
5.	**Transfer or deputation to an Associate Company**	The Employee shall be entitled to Exercise all his Vested Options as per the terms of the Plan even after his transfer or deputation to an Associate Company.	All Unvested Options shall vest with the Employee as per the terms of the Plan even after his transfer or deputation to an Associate Company.

S. No.	Separations	Vested Options	Unvested Options
6.	**Transfer pursuant to merger, demerger or amalgamation**	The treatment of the Vested Options of an Employee who has been transferred pursuant to a merger, demerger or amalgamation shall be as per the scheme of amalgamation, merger or demerger, but shall not in any case be prejudicial to the interest of the Employee.	The treatment of the Unvested Options of an Employee who has been transferred pursuant to a merger, demerger or amalgamation shall be as per the scheme of amalgamation, merger or demerger, but shall not in any case be prejudicial to the interest of the Employee.
7.	**Abandonment of employment**	All the Vested Options shall stand cancelled. The date of cancellation of such Options shall be determined by the Compensation Committee which shall be final and binding.	All the Unvested Options shall stand cancelled. The date of cancellation of such Options shall be determined by the Compensation Committee which shall be final and binding.
8.	**Any other reasons apart from those set out above.**	The Compensation Committee in its sole discretion shall decide the treatment of Vested Options and such decision shall be final and binding.	The Compensation Committee in its sole discretion shall decide the treatment of the Options and such decision shall be final & binding.

a) All unexercised Vested Options after expiry of 2 (two) years from the date of Vesting shall lapse without any further action from the Company.

b) In case Option Grantee is found in breach of the confidentiality Clause of Vision Pool 2021, the Company has undisputed right to terminate any agreement and all unexercised Options shall stand cancelled immediately.

11. The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee:

Separations	Vested Options	Unvested Options
Resignation/ Termination (other than due to Misconduct/ Fraud)	The Employee shall be entitled to Exercise all Vested Options for a period of 1 (one) year from the date of their termination during the Exercise Period. In the event the aforesaid period of 1 (one) year expires and the Exercise Period is not notified by the Compensation Committee within the said 1 year period, the Compensation Committee, in its sole discretion, shall have the power to extend the Exercise Period, during which the Employee may Exercise their Vested Options.	All the Unvested Options on the effective date of resignation/ date of termination shall stand cancelled with effect from that date.
Termination due to Misconduct/ Fraud	All Vested Options shall stand cancelled with effect from the date of the termination notice sent by the Company.	All Unvested Options shall stand cancelled with effect from the date of the termination notice sent by the Company.

12. The Maximum quantum of benefits to be provided per employee under Vision Pool 2021:

Refer point no. 9.

13. Whether the Vision Pool 2021 is to be implemented and administered directly by the Company or through a trust:

The Vision Pool 2021 is implemented and administered directly by the Company through Compensation Committee of the Board.

14. Whether the Vision Pool 2021 involves new issue of shares by the Company or secondary acquisition by a trust or both.

The Vision Pool 2021 involves only new issue of equity shares by the Company. Presently no secondary acquisition is envisaged.

15. The amount of loan to be provided for implementation of the Vision Pool2021by the Company to a trust, its tenure, utilization, repayment terms, etc. and maximum percentage of secondary acquisition

(subject to limits specified under the regulations) that can be made by the trust for the purposes of the Vision Pool 2021;

Not applicable.

16. Statement to the effect that the Company shall conform to the accounting policies specified in Regulation 15 of SEBI ESOP Regulations 2021 and Rule 12 of the Companies (Share Capital and Debenture) Rules, 2014:

The Company shall comply with the disclosure requirements and the accounting policies prescribed under Regulation 15 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and Rule 12 of the Companies (Share Capital and Debenture) Rules, 2014 or as may be prescribed by regulatory authorities from time to time.

17. The method which the Company shall use to value its options:

The Company shall follow all Applicable Laws in relation to accounting related to options, including but not limited to the IND AS/ Guidance Note on Accounting for Employee Share-based Payments and/ or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India or any other appropriate authority, from time to time, including the disclosure requirements prescribed therein. The Company shall follow the requirement including disclosure requirements of the accounting standards prescribed by the central government in terms of Section 133 of the Companies Act 2013 including any guidance note on accounting for employee share based payments issued in this regard from time to time.

18. Statement with regard to disclosure in director's report:

The Company confirms that in case it opts for expensing of share-based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it has used the fair value, shall be disclosed in the director's report and the impact of this difference on profits and on earning per share of the Company shall also be disclosed in the director's report.

19. Period of lock-in:

The shares issued pursuant to exercise of options shall not be subject to any lock-in period.

20. Terms & conditions for buyback, if any, of specified securities covered under these regulations:

The Compensation committee shall, from time to time, formulate the detailed terms and conditions of the schemes which shall, inter alia, include the provisions with respect to the procedure for buy-back of specified securities, if to be undertaken at any time by the Company, and the applicable terms and conditions, including: (i) permissible sources of financing for buy-back; (ii) any minimum financial thresholds to be maintained by the Company as per its last financial statements; and (iii) limits upon quantum of specified securities that the Company may buyback in a financial year.

The copies of the related documents will be open for inspection by the members during working days through electronic mode upto the date of AGM.

The Board recommends the resolutions set out at Item Nos. 8, 9 and 10 of the accompanying notice for approval of the Members by way of Special Resolutions.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in this resolution, except to the extent of the stock options that are granted or may be granted to them under the Vision Pool 2021.

By order of the Board
For **Campus Activewear Limited**
(Formerly known as Campus Activewear Private Limited)

sd/-
Archana Maini
General Counsel and Company Secretary
M. No. A16092

Date: 23rd September,2022
Place: New Delhi

Regd. Office: D-1, Udyog Nagar
Main Rohtak Road, New Delhi-110041

Annexure- A

Information pursuant to regulation 36(3) of the SEBI (LODR) Regulations, 2015 and pursuant to Clause 1.2.5 of the Secretarial Standards on General Meetings (SS-2)- Details of Director Retiring by Rotation in respect of Item No. 2.

Particulars	**Mr. Nikhil Aggarwal** (Whole-time Director and CEO)
Age	37 years
Qualification(s)	Bachelor of Science in Industrial Engineering from Purdue University
Experience	Approximately 14 years of experience in the footwear manufacturing and trading sector.
Expertise in Specific functional area/Brief Profile	Mr. Nikhil Aggarwal is the Whole-time Director and the CEO at Campus. With over 14 years of experience in the footwear manufacturing and trading sector, he is playing an instrumental role in making Campus the largest sports and athleisure footwear brand in India. With a B.Sc. degree in Industrial Engineering from Purdue University, Mr. Nikhil is effectively channelizing his skills and knowledge to help Campus achieve its objectives. In 2007, he attended the Summer School Programme at the London School of Economics. He succesfully underwent the TPG-INSEAD C-Suite Workshop Programme and Leading The Effective Sales Force INSEAD Executive Education Programme held at INSEAD, Singapore.
Terms & Conditions of re-appointment alongwith remuneration sought to be paid	Mr. Nikhil Aggarwal, retires by rotation and being eligible, offers himself for re-appointment
Remuneration Last Drawn	Refer Note No. 39 of Revised Standalone Financial Statement for the year ended at 31st March, 2022.
Date of first appointment on the Board	Since 24th September, 2008
Relationship with other Directors/ Manager/ Key Managerial Personnel of the Company	Mr. Nikhil Aggarwal is not related to any other Directors/ Manager/ Key Managerial Personnel of the Company except Mr. Hari Krishan Agarwal
Number of Board Meetings attended during the year	12 out of total 12 Board meetings held during the FY 2021-22
Other Directorships held in other Company (including listed entity, if any)	(1) Action Drilling Private Limited
Listed entities from which the person has resigned in the past years	None
Chairmanship/ Membership of the Committee of the Board of other Companies	Nil
Equity Shares held in the Company as on 31.03.2022	
• Number of Shares	4,12,67,004
• Percentage	13.56%

Notes

CAMPUS®

Campus Activewear Limited

Registered Office
D-1 Udyog Nagar, Main Rohtak Road,
New Delhi- 110041