September 07, 2023

Scrip Code- 534597
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

RTNINDIA
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (East),
Mumbai-400 051

Sub: Annual Report of the Company for the Financial Year ended March 31, 2023.

Dear Sir/Madam,

In furtherance to our intimation dated 06th September, 2023 wherein the Company had informed that the 13th Annual General Meeting (AGM) of the Company is scheduled to be held on Friday, 29th September, 2023 at 04:00 P.M. (IST) through Video Conference/Other Audio Visual Means, we are submitting herewith the Annual Report of the Company including the Business Responsibility and Sustainability Report and the Notice of AGM for the financial year 2022-23, which is being sent only through electronic mode to the Members, holding equity shares of the Company as on September 01, 2023 and whose email address is registered with the Company/Depositories.

The Annual Report containing the Notice of AGM is also uploaded on the Company's website at www.rattanindia.com.

This is for your information and records.

Thanking you,

Yours faithfully,
For **RattanIndia Enterprises Limited**

RAJESH KUMAR ARORA
Digitally signed by RAJESH KUMAR ARORA
Date: 2023.09.07 19:11:28 +05'30'

Rajesh Arora
Company Secretary

Encl: a/a

RattanIndia Enterprises Limited

CIN: L74110DL2010PLC210263

Registered Office: 5th Floor, Tower-B, Worldmark-1, Aerocity, New Delhi-110037

Email: rel@rattanindia.com, Tel: 011-46611666, Fax: 011-46611777, Website: www.rattanindia.com

NOTICE

Notice is hereby given that the 13th Annual General Meeting (AGM) of the members of RattanIndia Enterprises Limited will be held on Friday, September 29, 2023 at 04:00 P.M. (IST) through Video Conferencing("VC") / Other Audio-Visual Means ("OAVM") to transact the following businesses.

The proceedings of the 13th AGM shall be deemed to be conducted at the Registered office of the Company at 5th Floor, Tower-B, Worldmark 1, Aerocity, New Delhi -110037, which shall be the deemed venue of the AGM.

ORDINARY BUSINESS:

Item no. 1

To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and auditors thereon.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended March 31, 2023, together with the reports of the Board of Directors and of the Auditors thereon be and are hereby received, considered and adopted."

Item no. 2

To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2023 and reports of the auditors thereon.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended March 31, 2023, together with the reports of the Auditors thereon be and are hereby received, considered and adopted."

Item no. 3

To appoint a Director in place of Mr. Rajesh Kumar (DIN: 03291545), who retires by rotation and being eligible, offers himself for re-appointment.

To consider and if thought fit, to pass 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. Rajesh Kumar (DIN: 03291545), 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:

Item no. 4

To appoint Mr. Rahul Gochhwal as President-Fintech Business, a related party and for holding the office of place of profit.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 188 of the Companies Act, 2013 read with Rule 15(3) of the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and other applicable provisions, if any, of the Companies Act, 2013 including statutory modification(s) or re- enactment thereof for the time being in force and as may be enacted from time to time and at the recommendation of Board, Audit Committee and Nomination & Remuneration Committee, the consent of Members be and is hereby accorded to appoint Mr. Rahul Gochhwal to hold an office or place of profit, as "President-Fintech Business" of the Company with effect from October 1, 2023, at the remuneration specified in the explanatory statement to this item, to be paid by Company, with the authority of the Board to alter and vary the terms and conditions of the said appointment including but not limited to designation and remuneration in such manner as may be decided by the Board from time to time at the recommendation of the Nomination & Remuneration Committee.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, any Director or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things, as may be considered necessary, proper or desirable in the said regard."

By Order of the Board of Directors
For **RattanIndia Enterprises Limited**

Place: New Delhi
Date: September 6, 2023

Sd/-
Rajesh Arora
Company Secretary
FCS - 4081

Registered Office:
5th Floor, Tower-B, Worldmark-1,
Aerocity, New Delhi-110037
CIN: L74110DL2010PLC210263
Email: rel@rattanindia.com
Phone No: 011 – 46611666

NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') vide its general circular no. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020 read with other relevant circulars, including General Circular No. 10/2021 dated June 23, 2021, General Circular no.20/2021 dated December 8, 2021, General Circular no.3/2022 dated May 5, 2022 and General Circular no.11/2022 dated December 28, 2022 has permitted the holding of the AGM through Video Conferencing ('VC')/Other Audio Visual means ('OAVM'), without the physical presence of the members at a common venue. In compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') SEBI Circular and MCA Circulars, the AGM of the Company is being held through Video Conferencing ('VC').

2. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ('the Act'), relating to the Special Business to be transacted at this Annual General Meeting ('AGM') is annexed.

3. Since this AGM will be held through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), (a) Members will not be able to appoint proxies for the meeting, and (b) Attendance Slip & Route Map are not annexed to this Notice. The Route Map is not required to be annexed to this Notice.

4. Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.

5. In terms of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Resolutions for consideration at this AGM will be transacted through remote e-voting (i.e. facility to cast vote prior to the AGM) and also e-voting during the AGM, for which purpose the Board of Directors of the Company ('the Board') have engaged the services of Registrar and Transfer Agent of the Company, KFin Technologies Limited ("KFintech" or "RTA"). The Board of Directors has appointed Mr. Sanjay Khandelwal (Membership No. FCS 5945) of S. Khandelwal & Co., Practicing Company Secretary, as the Scrutinizer to scrutinize the remote e-voting process and voting during the AGM, in a fair and transparent manner.

6. Remote e-voting will commence at 10:00 A.M. on Tuesday, September 26, 2023 and will end at 5:00 P.M. on Thursday, September 28, 2023, then remote e-voting will be blocked.

7. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on Friday, September 22, 2023 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or e-voting during the AGM. Those who are not Members on the cut-off date should accordingly treat this Notice as for information purpose only. The Register of Member and Share Transfer Book of the Company shall remain closed from Saturday, September 23, 2023 to Friday, September 29, 2023 (both days inclusive) for the purpose of AGM.

8. In conformity with the applicable regulatory requirements, the Notice of this AGM and the Report and Accounts 2023 are being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories.

9. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website www.rattanindia.com and the websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of the Registrar and Transfer Agent of the Company, KFin Technologies Limited ("RTA") at https:// evoting.kfintech.com.

10. Members who hold shares in the certificate form or who have not registered their e-mail addresses with the Company or with the Depositories and wish to receive the AGM Notice and the Report and Accounts 2023, or participate in the AGM, or cast their votes through remote e-voting or e-voting during the meeting, are required to register their e-mail addresses with the Company's RTA, KFin Technologies Limited at einward.ris@kfintech.com.

11. As per Regulation 40 of SEBI Listing Regulations, as amended, and vide SEBI Notification No. SEBI/ LAD-NRO/ GN/2018/24 dated June 8, 2018 and further amendment through Notification No. SEBI/ LAD-NRO/GN/2018/49 dated November 30, 2018,

securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of requests received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of members with respect to their portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact Company's RTA, KFin Technologies Limited for assistance in this regard.

12. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit these details to their Depository Participants in case the shares are held by them in electronic form, and to the RTA, KFin Technologies Limited, in case the shares are held in physical form.

13. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

    Step 1 : Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

    Step 2 : Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

    Step 3 : Access to join virtual meetings(e-AGM) of the Company on KFin system to participate e-AGM and vote at the AGM.

Details on Step 1 are mentioned below:

I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	**1. User already registered for IDeAS facility:** I. Visit URL: https://eservices.nsdl.com II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. 2. **User not registered for IDeAS e-Services** I. To register click on link : https://eservices.nsdl.com II. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in points 1 3. **Alternatively by directly accessing the e-Voting website of NSDL** I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon "Login" which is available under 'Shareholder/Member' section. III. 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. IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech. V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.

Individual Shareholders holding securities in demat mode with CDSL	**1. Existing user who have opted for Easi / Easiest** I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. V. Click on e-Voting service provider name to cast your vote. 2. **User not registered for Easi/Easiest** I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields. III. Follow the steps given in point 1 3. **Alternatively, by directly accessing the e-Voting website of CDSL** I. Visit URL: www.cdslindia.com II. Provide your demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP, i.e **KFintech** where the e- Voting is in progress.
Individual Shareholder login through their demat accounts / Website of Depository Participant	I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. II. Once logged-in, you will be able to see e-Voting option.Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. III. Click on options available against company name or e-Voting service provider – **Kfintech** and you will be redirected to e-Voting website of **KFintech** for casting your vote during the remote e-Voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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 : 022 - 4886 7000 and 022 - 2499 7000
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 toll free no. 1800 22 55 33

Details on Step 2 are mentioned below:

II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

i. Launch internet browser by typing the URL: https://evoting.kfintech.com/

ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 7694, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.

iii. After entering these details appropriately, click on "LOGIN".

iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

v. You need to login again with the new credentials.

vi. On successful login, the system will prompt you to select the "EVEN" i.e.,'"7694 - AGM" and click on "Submit"

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.

ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

x. You may then cast your vote by selecting an appropriate option and click on "Submit".

xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id sanjay@csskc.in with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_Even No."

(B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

Procedure for Registration of email and Mobile: securities in physical mode

Physical shareholders are hereby notified that based ion SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16th, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link: https://ris.kfintech.com/clientservices/isc/default.aspx

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or

b) Through hard copies which are self-attested, which can be shared on the address below; or

Name	KFIN Technologies Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

c) Through electronic mode with e-sign by following the link: https://ris.kfintech.com/clientservices/isc/default.aspx#

Detailed FAQ can be found on the link: https://ris.kfintech.com/faq.html

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Details on Step 3 are mentioned below:

III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.

i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFintech. Members may access the same at https://emeetings.kfintech.com/ by using the e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. 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 above.

ii. Facility for joining AGM though VC/ OAVM shall open atleast 30 minutes before the commencement of the Meeting.

iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.

iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members 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.

v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id. Questions /queries received by the Company till September 27, 2023 shall only be considered and responded during the AGM.

vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.

vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

viii. Facility of joining the AGM through VC / OAVM shall be available for atleast 2000 members on first come first served basis.

ix. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

OTHER INSTRUCTIONS

I. Speaker Registration: The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit https://emeetings.kfintech.com and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will be opened from September 25, 2023 to September 27, 2023. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.

II. Post your Question: The Members who wish to post their questions prior to the meeting can do the same by visiting https://emeetings.kfintech.com. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will be opened from September 25, 2023 to September 27, 2023.

III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of https://evoting.kfintech.com (KFintech Website) or contact Ms. C Shobha Anand, at evoting@kfintech.com or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.

IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, September 22, 2023, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

V. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:

  i. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of https://evoting.kfintech.com/ , the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

  ii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.

VI. The Results of voting will be declared within two working days from the conclusion of the AGM and the Resolutions will be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes. The declared Results, along with the Scrutinizer's Report, will be available forthwith on the Company's corporate website www.rattanindia.com and on the website of RTA, such Results will also be forwarded to the National Stock Exchange of India Limited and BSE Limited, where the Company's shares are listed.

EXPLANATORY STATEMENT

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") sets out all material facts relating to the business mentioned at Item No. 4 of the accompanying Notice dated September 6, 2023:

Item no. 4

Appointment of Mr. Rahul Gochhwal as President – Fintech Business, a related party and for holding the office of place of profit

The Board of Directors of the Company based on the recommendation of Nomination and Remuneration Committee and Audit Committee considered the appointment of Mr. Rahul Gochhwal, who is a relative of Ms. Anjali Nashier, Director of the Company, as President-Fintech Business and the remuneration proposed to be paid to Mr. Gochhwal exceeds INR 2,50,000/- (Rupees Two Lac Fifty Thousand) per month approval of the members/shareholders of the Company is the pre-requisite for his appointment and for occupying the place of profit as defined under Section 188 (1) (f) of the Companies Act, 2013 read with Rule 15(3) of Companies (Meetings of Board and its Powers) Rules, 2015.

Mr. Rahul Gochhwal is an alumnus of IIM Calcutta and Punjab Engg. College (PEC), Chandigarh. He has over 20 years of business experience both as an entrepreneur and a professional. Mr. Gochhwal founded Trupay- Country's first Payment Platform to provide UPI and Bharat QR based payment solutions. In his previous professional stints, Mr. Gochhwal has worked in Infosys, Indiabulls Group and Unitech in various leadership positions.

The position would carry the remuneration as described below:

Fixed Pay	Performance Linked Incentive	Cost to the Company
₹ 1,06,27,500	₹ 35,42,496	₹ 1,41,69,996

Leave Travel Concession: Reimbursement of to and for travel expenses, once every year for self and family, for travelling to any place within India or overseas, subject to a maximum of 25% of the Basic Salary.

Annual Increment: Upto 30% per annum, depending upon annual performance/appraisal.

Annual leaves and gratuity: as per the standard rules of the appointee company, which would be a replication of the standard rules applicable in the Company.

ESOPs/Sweat Equity: Will be eligible for ESOPs/Sweat Equity upto 5% of the issued and subscribed equity share capital of Neotec Enterprises Limited and Neotec Insurance Brokers Limited, wholly owned subsidiary companies, carrying Fintech and Insurance Businesses.

Other terms and conditions: as per standard rules applicable in the appointee company, which would be a replication of the standard rules applicable in the Company.

The payment of remuneration shall not commence earlier than October 1, 2023.

The Board thinks that for such an onerous position and responsibility, the remuneration package as described above would be commensurate compensation. The same may be taken to be description of the Monetary value, of his contract of employment with the Company.

Accordingly, approval of the members of the Company is sought in this regard, in terms of the resolution set out at item no. 4 of the notice and the same is recommended for approval.

Except Mrs. Anjali Nashier, Director or her relatives, none of the other director or key managerial personnel of the Company and /or their relatives are or may be deemed to be concerned or interested financially or otherwise in the resolution.

By Order of the Board of Directors
For **RattanIndia Enterprises Limited**

Sd/-
Rajesh Arora
Company Secretary
FCS - 4081

Place: New Delhi
Date: September 6, 2023

Registered Office:
5th Floor, Tower-B, Worldmark-1,
Aerocity, New Delhi-110037
CIN: L74110DL2010PLC210263
Email: rel@rattanindia.com
Phone No: 011 – 46611666

MARCHING AHEAD

RattanIndia Enterprises Limited

Annual Report

2022-23

Contents

Cautionary statement

Information in this Management Discussion and Analysis Report highlighting your Company's objectives, forecasts, estimates, and expectations may be deemed forward-looking statements under applicable laws and regulations, and actual results may differ from those expressed or indicated herein. Your Company is not obligated to publicly amend, update, or alter any forward-looking statements due to new information, developments, or events.

India.

A land of relentless growth that keeps pace with the visions of the future.

A nation that's at the cusp of a dynamic boom in opportunities & development.

A country that is about to rise to unforeseen heights.

A name that is looked upon as a beacon of global economic hope.

The potential is undeniable. The progress is inevitable.

India is pacing forward faster than ever before. And we're here, ready to March Ahead with it!

Chairman &
Business Chairperson's Message

"AT REL, WE HAVE CAREFULLY CHOSEN TO BE IN NEW-AGE BUSINESS SPACES THAT ARE AND WILL CONTINUE TO SURGE WITH THE RESURGENCE OF OUR NATION."

Rajiv Rattan
Chairman

Anjali Rattan Nashier
Business Chairperson

Dear Shareholders,

It is a privilege to share my thoughts through this narrative as RattanIndia Enterprises Limited (REL) reported another excellent performance; I am filled with gratitude and a sense of accomplishment.

Our journey was fashioned by the evolving global and Indian economic landscapes, and I would like to reflect upon them as we celebrate our success.

Global issues put forth multiple waves of volatility and uncertainty that triggered significant risks to India's macroeconomic stability and progress. But a resolute India deftly overcame the prevailing headwinds. Our excellent economic progress is a compelling watermark to the nation's resilience and adaptability as we emerged one of the fastest-growing economies in FY23.

At REL, we bettered our financial numbers, further strengthened our brands, and continued to pursue value-accretive growth opportunities. Our revenue from operations scaled to ₹41,238 million in FY23. Continuous upheavals notwithstanding, we recorded strong performances across all our business segments.

In our e-commerce vertical, our 'Cocoblu' division registered a topline to reach ₹4,079 crore and reported a Net Profit of ₹47 crore. In our 'Neobrands' segment, we launched three brand stores on Amazon featuring trendy casual wear, denim wear and athleisure products.

Our e-mobility vertical delivered splendid numbers. Sales volumes upped by about 34% while the topline scaled by more than 50%. These numbers showcase the winds of change in favour of e-mobility. We continued to widen our presence in new cities which generated interesting footfall. To up the ante, we recently launched a limited edition stealth black RV400 electric motorcycle, which will strengthen our position in the market.

The fintech vertical witnessed more than 1.7 million people visited their portal in FY23. We disbursed 7,300 loans cumulating more than ₹300 crore. Also, we issued 3,700+ credit cards. Additionally, we widened our service basket, we also initiated our insurance piece for which we partnered with multiple insurance companies, NBFCs, banks and other fintech companies in India.

It was a very satisfying year for our drones segment. In FY23, NeoSky, through its subsidiary Throttle Aerospace Systems Private Limited (TAS) launched four new models with enhanced capability. It also received drone Remote Pilot Training Organisation (RPTO) license. This is important as it opens a flanking revenue vertical which is expected to become a sizeable revenue and profitability spinner over the coming years – considering that India would need about 100,000 drone pilots over the next few years. TAS is one of selected few companies that has qualified for Government of India (Production Linked Incentive scheme) in July' 2022 for the period of three year starting FY22.

Moreover, we reported an impressive growth in business profitability despite elevated inflation and escalating interest rates, which was particularly heartening.

Our Adjusted EBITDA* at consolidated level improved to ₹538 million in FY23. I believe this is the satisfying outcome of our growing brand awareness and acceptability by the end consumers.

As we advance, we will remain steadfast in continuing to grow our brand acceptance by rejuvenating our offering under each brand with customer-relevant and value-generating products.

**Adjusted EBITDA = EBITDA excluding unrealised / realised gain / loss on investment and derecognition of investment in associates.*

I am positive about our prospects over the coming years. My optimism is reinforced by my belief that India has transformed into one of the greatest countries in the world.

The last decade was the decade that will be etched in history as the golden period in India's journey as we are an economy that is surging above the rest against all odds. We are a nation that is traversing fast to occupy the global podium. I count myself extremely lucky to be witnessing and contributing to the resurgence of our nation.

India is a name reverberating across the world as an economic power that is coming of age and creating unlimited opportunities for business enterprises that aspire to scale new peaks and the ambition to delve into the new. Because business spaces have widened significantly in this new India, business models and processes have altered considerably with the technology tsunami sweeping across India Inc.

At REL, we have carefully chosen to be in new-age business spaces that are and will continue to surge with the resurgence of our nation. Moreover, within these spaces, we have created a niche that positions us out of the clutter. Case in point: We are India's first and No. 1 E-2W bike. Featuring among the first movers in our business spaces, we hope to make the most of the mushrooming opportunities in these sectors over the next decade.

We have drawn up a comprehensive strategic roadmap for every business vertical. We are determined to introduce new products that will ensure our preeminent position. Consistent with that objective, we will undertake our planned investments to enhance our capacities and capabilities to deliver products and solutions aligned with evolving market dynamics.

I am very confident that under the tutelage of the senior leadership, every business team will leave no stone unturned to ensure that we meet our immediate- and medium-term operational and financial goals. It will allow us to deliver superior value to all our stakeholders and make a meaningful contribution to India's march onto the global center stage.

The journey has been enjoyable so far, and I look forward to an even more exciting time in the context of India's Marathon story.

Before I close, I take the opportunity to thank all our stakeholders – the Government and its departments, our customers, investors, regulators, lenders, suppliers and advisors – for their continued support.

I sincerely thank REL's exceptionally talented and hardworking team, who is relentlessly pursuing our ambition of elevating our flight into a new orbit. I look forward to your continued support.

Warm regards

Sd	Sd
Rajiv Rattan	**Anjali Rattan Nashier**
Chairman	*Business Chairperson*

MANAGEMENT DISCUSSION & ANALYSIS

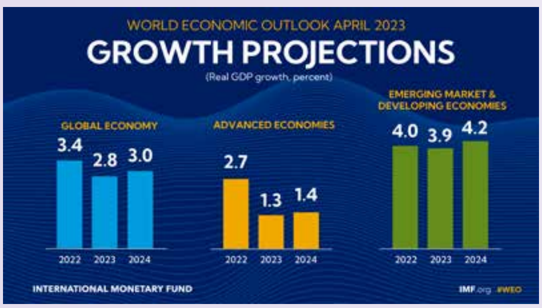
An economic overview

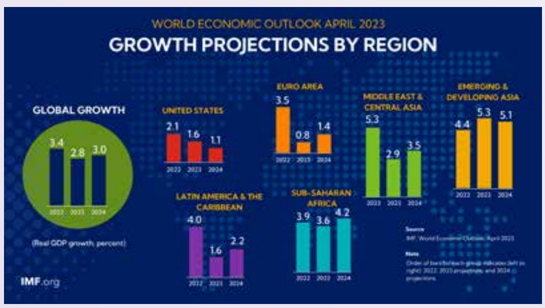
World economy: The world economy witnessed a significant recovery in 2022 from macroeconomic, environmental, and humanitarian crises and registered a healthy growth of 3.4%, as reported by IMF in its April 2023 version of the World Economic Outlook. Emerging Asian economies seemed to have performed better last year compared to developed economies of Europe, Latin America, and the US, which registered rather feeble growth. Reopening dynamics and lesser inflationary pressure were the key reasons for the Asian economies to perform better than other countries.

In 2022, housing, bank lending, and the industrial sector pulled down the growth matrices. However, it is offset by a robust recovery in other segments, notably in-service sector activities and strong labor markets. Further, amidst global geopolitical and economic tensions, global trade hit a record high of US$ 32 trillion, despite negative growth during the last quarter. Manufacturing declined overall, while trade in sustainable products increased during the year's second half.

Global agencies suggested continuous trade stagnation in the first half of 2023, although the outlook is expected to turn positive during the second half. But new incoming data in the first half of 2023 surpassed expectations and are forcing agencies towards an upward revision for 2023 for many economies.

Interestingly, inflation seemed to peak in 2022, but in 2023 it seems to be waning very slowly, provoking/insinuating further monetary tightening. Therefore, the likelihood of slower growth is very high in the second half of 2023 and the first half of 2024. However, emerging Asian economies will continue to drive growth amidst the certainty of a persistent slowdown in most advanced economies.





Indian economy: India's GDP print in the last quarter of FY2022-23 indicated significant economic growth as it reached 6.1%, lifting the total annual growth to 7.2%, according to the data released by NSO (National Statistical Office) on 31st May 2023. The uptick was driven by good performance in the agriculture, manufacturing, mining, and construction sectors which catapulted the economy to a whopping US$ 3.3 trillion.

Growth in the March quarter reflects a steady/consistent expansion and an overall economic strength. Case in point, GVA (Gross Value Added) has risen 7% in the 2022-23 fiscal and manufacturing jumped in the final quarter of FY23 to 4.5% after six months of contraction. However, overall consumption remained tepid for an entire year. The mining sector experienced an acceleration of 4.3% last financial year against 2.3% in 2021-22. The services sector grew by 9.5%. Trade, hotel, transport, communication, and broadcasting services have shown an annual growth of 14% in FY23.

India faced high inflation in 2022-23 due to global geopolitical turmoil triggered by the Russia-Ukraine war. CPI (Consumer Price Index), which measures retail inflation of goods & services in the economy covering 260 commodities, rose highest in April to 7.79% but came down to a much more comfortable level of 5.66% in March 2023. The average inflation for the whole year remains at 6.7% in FY23.

Commodity prices remained high throughout the financial year. But raw material prices dipped sequentially during the fourth quarter of FY23, resulting in better operating margins in almost all sectors. However, experts suggest that the commodity prices will likely remain stable but range bound in FY24.

The total gross GST collection for 2022-23 stood at ₹18.10 lakh crore, while the average gross monthly collection for the entire year was ₹1.51 lakh crore. The GST revenues clocked 13% growth on a y-o-y basis.

The fuel prices remain stable in the financial year ending March 2023.

The year saw the consumption of major fuels–diesel, petrol, and LPG – that broke/surpassed all previous records. Traditionally, petroleum product consumption is considered a measure of crude oil demand. It is also a proxy for tracking industrial activity and domestic consumption trends.

Outlook: The Indian economy seems better placed amid global recession fears and further interest hikes. July 2023 data suggests high-frequency indicators like manufacturing data, capex by state and central Government, and a recent uptick in tax receipts (direct & indirect). As a net importer of crude oil, diminished prices are likely to have a ripple effect on the Indian economy this financial year, potentially improving corporate margins.

However, escalation in global tension and domestic weather threats like El Nino can potentially thwart the growth momentum, negatively impacting food inflation and consumption demand. The recent rise in vegetable prices is also worth monitoring.

India's Digital Economy

India is rapidly progressing to emerge as a global leader in the digital economy, which has grown by leaps and bounds in the last few years. Digital initiatives by the Government, Digital India programs, the rise of online payment systems, government initiatives and general people's eagerness to adapt to the digital economy are some of the factors for this upsurge.

Digital transformation is the new norm in most of the industries. Further, with usage ranging from communication, learning, automation, transportation, and logistics to banking, R&D, social media connectivity, shopping, and entertainment, the goal of making India a US$ 1 trillion digital economy seems reasonably achievable in the near future.

Within nine years, the number of digital transactions in India has increased 100 times from a mere 127 crore in 2013-14 to 12,735 crore transactions in 2022-23 (as on Mar 23, 2022). India's internet users are expected to grow from 75.9 crore to 90 crore by 2025. In the last decade, the digital economy's contribution to India's GDP went from 5% in 2014 to 9% in April 2023, aiming for an even greater contribution to the tune of ~20% by 2025-26.

India's explosive growth of the digital economy is poised to serve as a significant enabler in economic growth. Compared to developed countries, India's pace of digitalisation has been significantly fast in recent years. Further, with the advent of 5G and the setting up of semiconductor industries in India, the digital economy is expected to accelerate even further in the next few years.

Growth drivers

The digital economy significantly impacts the country's economy and society, where private and public sectors are fueling its growth. It has created jobs, boosted productivity, and enabled common people to access services and opportunities easily and affordably. The growth of the digital economy further led to the emergence of several new business models, such as e-commerce, digital payments, online education and many more.

Growing population and Aadhar: India is the world's most populous (142.02 crore) country with rising income and a substantial young population. Most of this population is biometrically registered and connected through a single biometric digital identity platform called Aadhar, a key component in our digital infrastructure. Apart from being inherently unique, it also plays an essential role in digital governance in India. For example, it ensures that government benefits reach directly to the intended beneficiaries. Further, the Indian population is known for their adaptability and eagerness to learn. As a result, the nation is rapidly adopting this new digital technology, thus driving growth in the Indian economy.

An era of high technology and startups: India is experiencing a golden technological development age. And with a growing number of tech talents trained in world-class institutions, several tech startups and established players are investing in the sector. Further, with various cutting-edge technologies like 5G, AI, blockchain, augmented reality, virtual reality, machine learning, deep learning, robotics, natural language processing, etc., in play, India has become a global hub for tech startups. Case in point, India has over 27,000 active tech startups, with 1,300 starting just in 2022. India's startup ecosystem is one of the fastest-growing in the world, with several unicorns emerging in recent years.

Policy reforms: The Digital India framework serves as a guiding principle in the digital economy, focusing on industry transformation to promote growth. Coupled with the Digital India program, the Make in India initiative, which promotes (indigenous/local) manufacturing within the country, is promoting the production of digital devices in India. One of the other significant initiatives is that the BharatNet project aims to connect villages in India with high-speed broadband by 2023. This rural connectivity will play a pivotal role in scaling the digital economy in the country in a penetrative manner Case in point, the Digital Saksharta Abhiyan (DISHA) program launched in 2016 aims to make at least one member of every household digitally literate. The recent budget 2023 also emphasised the importance of digital in the Indian economy while putting adequate importance on 5G labs, AI centers of excellence, and right skilling.

Changes in the nature of business: The Indian industry has been undergoing changes/shifts in recent years, with a growing number of organisations adopting digital technologies and an equally large number of business entities registering in the GST digital platform. In June 2022, more than 11.9 million entities registered on the portal. Further, the multiplying number of smartphones, affordable data plans by telecom companies, and increasing internet penetration have enabled more people to access digital services. This has created a large market for digital services, including e-commerce, digital payments, fintech, and online entertainment.

Our business

PRESENCE. PERFORMANCE. PROSPECTS.

With reviving domestic demand, increasing capacity utilisation by the manufacturing sector, and easing input cost pressures, the corporate sector draws funds for productive purposes. Against this backdrop, multiple industry segments such as drones, electric vehicles, e-commerce and fintech businesses are soaring, which in turn are helping India to become a US$ 5 trillion economy. Besides being utterly eco-friendly, these sunrise sectors provide flexibility, scalability, decent profit margin, and significant enough room for growth for the Company in the future.


2:55
App Store
wefin
Free Credit Score
Check Now
Personal Loans
Two Wheeler Loans
Credit Cards
Home Loans
REVOLT

cocoblu
neobrands

Business vertical 1

E-COMMERCE

Overview: In recent years, India is witnessing an explosion in internet and smartphone usage, and this fast-growing number of internet subscriptions and high data consumption are bridging the digital divide. Driven by these factors, rising income, and the 'Digital India' initiative, the E-commerce sector is stirring the pot in the Indian business space. The mobility restriction during the pandemic also boosted this sector's enormous growth.

Indian E-commerce sector is characterised by several segments of businesses such as business-to-business (B2B), consumer-to-business (C2B), direct-to-consumer (D2C) and consumer-to-consumer (C2C). Among these, B2B and D2C have seen immense growth in the last few years. Another type of E-commerce is also in vogue today, for example, 'Social E-commerce,' which is E-commerce via social media.

Before 2022, the Indian E-commerce segment was dominated by two major players. But 2022 saw some significant changes, with several giant conglomerates, startups and state-backed ONDC all ready to throw their hat in the ring. Against this backdrop, E-commerce players are re-strategising to tap the next set of internet users from the hinterlands.

In the last three financial years, E-commerce sales jumped by a staggering 140% in India. But, despite a relatively slow momentum in the last fiscal, the e-tailing market is 2.5x today compared to the pre-Covid level, and it is performing much better than the overall retail market, still subdued because of inflation. The same three financial years also witnessed a significant increase in the E-commerce customer base, where most users belong to non-metro areas.

The FY23 growth pattern suggests that the monthly user base is larger than ever. The monthly shopper base (MTU) stood at 65 million in the same financial year, which is 31% of the annual e-tailing shopper base – it was 23% of the pre-pandemic era. It proves the fact that the consumer base for Indian E-commerce is growing, and they shop online more frequently across a wide range of categories.

India's future in E-commerce appears considerably promising. Technology-based invoice financing embedded 'pay-later' option has already gained traction in recent years. And with aggregator platforms available for payment, leveraging the power of data and technology to gain customer insights and create compelling, personalised experiences will be crucial for all E-commerce companies. Further, proactive government initiatives to build the enabling infrastructure and transform logistics coupled with embedded finance and credit will give the sector a well-deserved boost and faster growth in the coming years.

Growth drivers

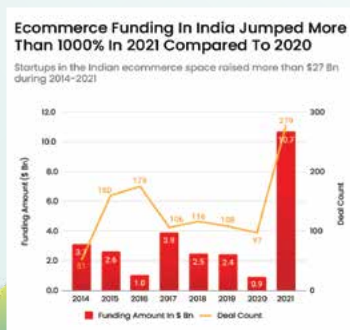
- Government initiatives like Startup India, Digital India, Skill India and Innovation Fund are contributing to the growth of E-commerce in India. Also, the Government itself launched an E-commerce platform for the farming community so that people can sell agro products online.

- Rising internet penetration facilitated by rapid advancements in technology such as 4G & 5G and affordable data tariffs by companies are driving the growth of E-commerce in India. Further, the Government policy of pushing the internet in the remotest corners of the nation India will work as means to tap the huge rural market for E-commerce companies. Coupled with internet penetration, the increasing rate of smartphone adoption is also propelling the growth in E-commerce in India.

- The emergence of new-age delivery systems such as next-day delivery, on-day delivery, and return delivery are fueling the growth of E-commerce sectors in India. Additionally, high-quality of customer services, bulk handling capabilities of delivery companies have proved to be extremely beneficial for E-commerce companies, thereby driving growth.

- New-age payment solutions like UPI, ePOS and other digital payment platforms are unlocking considerable potential in the E-commerce market. With physical cash exchanging hands, the transactions were difficult and time-consuming earlier. But with these online payment systems facilitating the transfer, purchasing goods has become extremely convenient and easy for every party involved.

Opportunities: Being the third-largest retail market globally, India has the third-highest number of e-retail shoppers (behind China and the US). The number of online shoppers in India is anticipated to touch about 50 crore in 2030 from 19 crore in 2021. India's internet user base is expected to swell from 759 million users to 900 million users by 2025. These factors are likely to drive exponential growth in the Indian E-commerce market.



Overview of our business

1) Cocoblu

Housed in 26,000 sq. ft. office space in Bangalore, Cocoblu Retail Limited is a company engaged in the E-commerce business since its incorporation in 2021. Today it is a direct beneficiary of India's booming online retail business space.

It is a wholly-owned (100% holding) subsidiary of RattanIndia Enterprises Limited. The Company has partnered with several big and small brands in India to bring them on Cocoblu's leading online retail platform. Cocoblu is committed to scaling up local MSMEs and helping their brand to tap the vast opportunity of the Indian E-commerce market.

By the end of the last financial year, Cocoblu has tied up with ~136 Amazon Fulfilment Centers, enabling it to deliver across ~100% of the PIN codes in the country. We delivered more than 19,000 PIN codes across India. Last fiscal more than 880 top brands signed up with Cocoblu offering some of the best-in-class items for customers. The efforts have made the Company one of the most sought-after brands on Amazon, where we are awarded an overall 4.5-star review rating.

The Company is leveraging big data, analytics, and machine language to understand the customers' purchasing behavior. It helps Cocoblu tailor their marketing directly to customer preferences and create new products that satisfy the customer's needs. The Company also uses robust processes to build on the best-in-class technology in managing retail details for a better user experience.

In FY23, Cocoblu shipped 1.5 crore shoes and an equal number of wireless accessories across pin codes in India. The Company also delivered 2.1 crore books, 3.03 crore apparel, 89 lakhs of office stationery and 9.5 lakhs of musical instruments in the same financial year. As a result, Cocoblu's revenue reached ₹4,079 crore, and PAT touched ₹47 crore while EBITDA stood at ₹93 crore in the same time period.

2) Neobrands

Through its wholly-owned subsidiary Neobrands, REL engages in the fast-growing B2B online fashion apparel business. Neobrands houses brands across multiple fashion categories, such as fashion, denim, athleisure and performance wear, and sells them online through E-commerce platforms. However, in the first phase, it will likely sell all the brands through a D2C route.

In FY23, Neobrands launched House of Brands (D2C) across multiple fashion categories, including casual wear, athleisure and denim, all launched in the Company's brand stores on Amazon. Neobrands has also initiated a pilot program for selling apparel, shoes and handbags on Amazon.com to serve the US, Canadian and Mexican markets.

Our competitive advantages

Excellent management: An experienced, talented and aptly qualified management team with experience running operations in several E-commerce and retail companies and who are supported by experts with rich experience in scaling up brands.

Technological edge: With embedded technology, fully integrated systems and the capability to analyze customer behavior and predict trends, Cocoblu is always a step ahead of its competitors. The Company also possesses a robust inventory management system, an excellent supply chain network and dedicated software applications for customer fulfillment.

Engagement in long-tail categories: Cocoblu specialises in selling long-tail product categories. Long-tail products typically contain a head containing a few dominant products and a long tail spanning many rarely sold products. But the amount from the sale of these rarely sold products usually exceeds the main product's value.

Our business strategy going forward

Cocoblu has been built on a solid foundation with all the right ingredients for success. The Company is very well placed to capitalise the emerging themes and gamut of opportunities present in the Indian e-commerce space. While emphasising on unit economics, it plans to systematically deploy the right resources to elevate the momentum with an objective of widening the addressable opportunity size.

There are abundant opportunities available in e-commerce that can be harnessed at an appropriate time by REL. Some of them include:

- Partnering vendors in their growth journey
- Digital co-branding
- Other online marketplaces
- Licensing foreign brands
- Private Labels

REL's endeavour is to tap possibilities in the e-commerce space by leveraging its expertise in new age business and native knowledge of Cocoblu team. Deep expertise comes from Cocoblu's passionate team of almost 230+ e-com natives, who are adept with big data technology and well-versed with product category dynamics In doing so, the philosophy of driving business will remain unaltered. We will focus relentlessly towards achieving rapid scalability with limited investments, with a customer experience backward approach to achieve market leadership position.

Business vertical 2

ELECTRIC VEHICLES

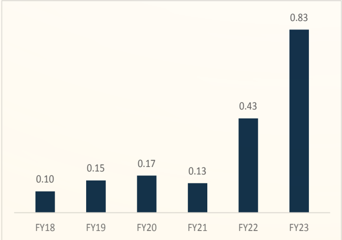
Market: India represents the fourth largest automobile market in the world and the second largest two wheeler market with ~20 mn units. India, a rapidly growing economy, is fast becoming a manufacturing hub for many industries, such as electric vehicles. In this sector, India aims to achieve 100% local production of EVs under its 'Make in India' initiative.

Overall, the penetration of EVs has increased to 5.12% of the total vehicle sales in FY23. This can be compared to the ambitious targets set by Government of India at 30% EV penetration by 2030. In FY23, EV sales witnessed massive growth on account of favorable government's policies for EVs supporting reduction in upfront cost and expansion of charging infrastructure, rising fuel prices, and shifting consumer preferences.

The E2W sales in India has increased over the years and has witnessed significant growth in FY23. E2W sales in FY23 grew by 188% compared to the previous year. The CAGR of E2W during the period FY19 to FY23 stood at 92%.

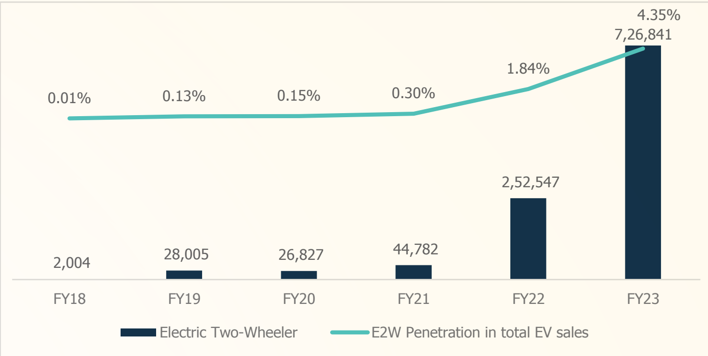
The E2W sales continued to soar in FY23 which can be attributed to the shift in customer preference from petrol two-wheelers to electric ones due to competitive prices (owing to government subsidies and technological developments), lower running costs, low maintenance charges, growing sensitivity towards the environment.

Chart 65: EV sales (in million units)



Source: Center for Energy Finance, CareEdge Research

Sales units of E2Ws and Penetration of E2W in overall two -wheeler volumes



Source: Center for Energy Finance, CareEdge Research

Opportunities

There is a growing thrust on the adoption of electric vehicles (EVs) across the globe amid increasing carbon emissions which have serious repercussions including global warming. The Indian government is aligned with taking steps to decarbonise the economy with a push towards electrification of mobility. As India is significantly dependent on crude oil imports and various cities in India are facing pollution menace, the Indian government has also acknowledged the need to promote EVs. The Government's initiatives along with growing concerns for environment & energy security, rapid advancements in technologies for powertrain electrification, and innovative newer business models are driving the sales of EVs.

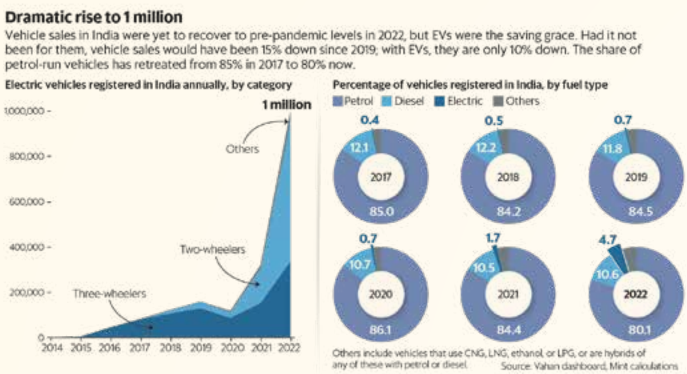
Mentioned below are some of the key points that will lead to faster adoption of EVs and present significant growth opportunities:

- According to the Department of Energy (DOE), in an EV, about 59-62 percent of the electrical energy from the grid goes to turning the wheels, whereas gas combustion vehicles only convert about 17-21 percent of energy from burning fuel into moving the car. This means that an electric vehicle is roughly three times as efficient as an ICE vehicle. Needing less energy to power your car also helps bring down the cost.
- In almost every aspect, electric vehicles are technologically superior to ICE vehicles. Electric vehicles are simpler - a battery plus motor and controller is all that's replacing the entire engine and its related systems in ICE vehicles. ICE technology is extremely complex, if one considers the enormous number of parts operating in sync with each other.
- The proactive measures taken by the Government, as well as the State Government to accelerate EV transition, development of local manufacturing of batteries, and increasing affordability of the vehicles, augur well for the sector which is anticipated to see long-term growth in the future. The overall outlook for E2W in India is positive, and the country is well on its way towards achieving a sustainable and eco-friendly transportation ecosystem.

In the Union Budget 2023-24, the government has allocated INR 35,000 crore to achieve the energy transition, energy security and net zero objectives, which will help the EV industry to work alongside in addressing the issues related to Climate Crisis. The government of India has also planned to achieve 100% e-mobility by 2030 in smart cities and this opens a huge market for EVs.

Electric Bikes: In the dynamic landscape of India's two-wheeler market, where the electric scooter revolution has been stealing the spotlight, the presence of motorcycles, which constitute over 65% of the annual two-wheeler market in India, has been overlooked. Electric bikes are perfect for micro-mobility solutions.

Additionally, the burgeoning interest in sustainable transportation alternatives among consumers, combined with the increasing availability of affordable Electric bikes, is expected to drive further growth in the coming years. Advances in battery technology and the increasing availability and use of battery swapping stations have also contributed to the demand. Strategic agreements between manufacturers, service providers, and charging companies are building alliances which will accelerate the penetration.



Overview of business

REL acquired a 100% stake in the Revolt brand in January 2023, and the entire supply chain has been overhauled. We have expanded the existing distribution network from a limited reach to an elaborated pan-India system. We have engaged our customers meaningfully with our new digital approach using AI-enabled data analytics.

Due to our efforts on the manufacturing front, we have achieved 100% localisation through our state-of-the-art technology and doubled the factory output. The brand's customer-centricity is improved with prompt services and quality spares. AI-enabled data have also brought enormous upgrades to the technical features of the bike.

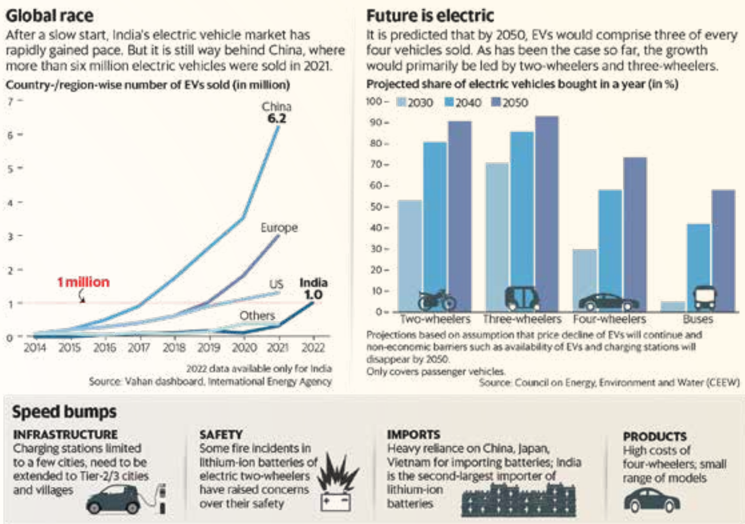
Our Competitive advantages

- First-mover advantage in the electric bike segment
- India's most advanced next-generation AI-enabled electric bike that doesn't require any special charging infrastructure
- Cutting-edge manufacturing technology, with the majority of the components sourced locally
- Pan India presence with 65 stores spread across 59 cities and more new stores in the pipeline
- Excellent pre-purchase and after-sales service making full use of advanced digital tools

Our business strategies going forward Revolt is well capitalised to gain a stronger hold in the automobile industry as the EV space starts to gather steam in the coming years. While the EV two wheeler space is currently at a nascent stage globally, Revolt enjoys the first mover advantage as it continues to be the leading EV motorcycle in India for the last six years.

Considering the abundant opportunities in the EV sector, here are some of the most crucial aspects of our strategy:

- Expansion of product portfolio by adding new products across different price points – catering to a wider segment of population
- Expansion of network in India and start exports to various international markets to increase the reach.
- Continuous investment in R&D to improve quality, reduce cost and launch new products at a faster pace.
- Adoption of best-in-class practices to maintain optimal consumer satisfaction
- Ensure commercial sustainability and profitability of all stakeholders involved.


Global race
After a slow start, India's electric vehicle market has rapidly gained pace. But it is still way behind China, where more than six million electric vehicles were sold in 2021.
Country-/region-wise number of EVs sold (in million)
China 6.2
Europe
US
India 1.0
Others
1 million
2014 2015 2016 2017 2018 2019 2020 2021 2022
2022 data available only for India
Source: Vahan dashboard, International Energy Agency
Future is electric
It is predicted that by 2050, EVs would comprise three of every four vehicles sold. As has been the case so far, the growth would primarily be led by two-wheelers and three-wheelers.
Projected share of electric vehicles bought in a year (in %)
2030 2040 2050
Two-wheelers Three-wheelers Four-wheelers Buses
Projections based on assumption that price decline of EVs will continue and non-economic barriers such as availability of EVs and charging stations will disappear by 2050.
Only covers passenger vehicles.
Source: Council on Energy, Environment and Water (CEEW)
Speed bumps
INFRASTRUCTURE
Charging stations limited to a few cities, need to be extended to Tier-2/3 cities and villages
SAFETY
Some fire incidents in lithium-ion batteries of electric two-wheelers have raised concerns over their safety
IMPORTS
Heavy reliance on China, Japan, Vietnam for importing batteries; India is the second-largest importer of lithium-ion batteries
PRODUCTS
High costs of four-wheelers; small range of models


REVOLT
RV400

Business vertical 3

FINTECH

Key Highlights

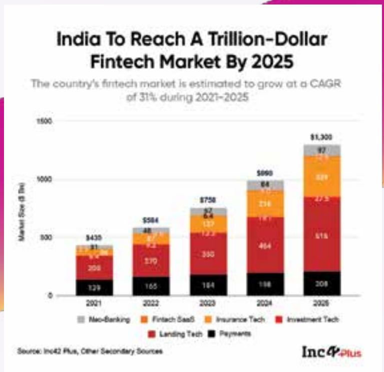
US$ 2.1 Tn Estimated Fintech market opportunity by 2030	**63 Mn** Total number of SMBs in India
US$ 2.8 bn Total funding into B2B Lending start-ups (2014-2022)	**US$ 4.8 bn** Total funding into Fintech Sector in 2022

Overview: The COVID-19 lockdowns and mobility restrictions positively impacted the overall fintech market in India. Naturally, people depended more on online payment methods, e-commerce which grew exponentially during 2020 and 2021. However, this trend continued even after the pandemic because people realised the ease of online financial transactions over physical methods.

Today, with India becoming a hub for many Fintech startups, the Indian fintech industry has shown enormous growth and potential over the past few years. Some of the biggest companies in India today started as fintech startups. Many renowned foreign investors are actively investing in many such potential/promising startups. Also, several Government initiatives to promote the digitisation of financial systems and a cashless economy have helped consumers to shift towards digital alternatives for financial transactions and services.

'Digital India' has fueled fintech growth by providing digital infrastructure and services to all citizens. An estimated 80% of the banking activities at top banks in India operate on digital platforms. Numerous companies, in partnership with fintech firms, have launched innovation labs to develop contemporary solutions. The RBI assists finance startups with financial support to develop technology solutions. Also, the Government has approved new banking licenses and increased the FDI limit in the insurance sector.

All these factors led India to host more than 2,100 fintech entities making it the world's third-largest provider of fintech services. Newly founded startups in the past five years comprise 67% of the total fintech companies in India.



Growth drivers

- The Government remains extremely supportive of the fintech industry with the introduction of policies like Unified Payment Interface (UPI), Digital India and PMJDY (Pradhan Mantri Jan Dhan Yojana) initiatives promoting digital payments and financial inclusion.
- Fintech companies are partnering with traditional financial institutions thereby expanding their reach and capability while offering new products and services.
- Fintech organisations are taking into fold the previously neglected and poorest section of the populace. Furthermore, unlike traditional banks, they are very active in rural areas of the country where access to the banking system is limited.
- The growth of E-commerce in India has created opportunities for fintech companies offering payment solutions and financial services for online shoppers.
- With the growing middle class and increasing disposable income in the country fintech companies are interested to tap into the market by offering services such as wealth management, digital investment platforms, and robo-advisory services for the Indian market.

Opportunities: Fintech companies can bring unprecedented change in how people bank in India by providing quick, easy and affordable financial services not only to the marginal people but also to the resident of tier 2 and 3 cities and remote villages, which are still neglected by our traditional banking system.

Powered by rapid advancement in technology, deeper penetration of smartphones even in distant areas of the country and affordable internet connectivity, the fintech sector is playing a defining role in increasing financial inclusion and offering an equitable opportunity for the economic upliftment of the people of India.

In last few years, digital lending has witnessed significant growth in India. Open banking has emerged as a sunrise trend in the fintech industry, where banks and other financial institutions open their APIs (Application Programming Interfaces) to third-party developers. Also, AI, ML and Blockchain are expected to play a significant role in future growth and can transform the industry with secure, transparent, cost-effective, and efficient transactions.

BNPL of Buy Now Pay Later is another emerging trend in the Indian fintech industry. Because of the symbiotic link with E-commerce, BNPL is deemed the future of fintech. BNPL is very popular among GenZ consumers, young millennials and first-time borrowers because of the simplicity of access to credit and also, this particular demographic is ignored by our conventional banking system.

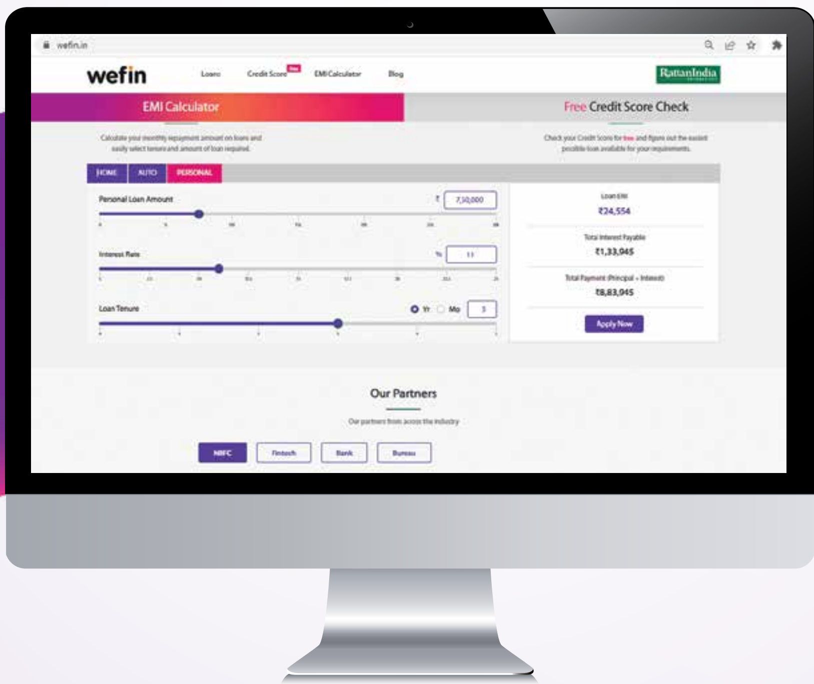
Overview of our business

Neotec Enterprises is a wholly-owned subsidiary of REL, and it operates in the fast-growing digital lending sector through its digital aggregator platform, 'Win.' Neotec works in partnership with leading banks & NBFCs in India. It offers a wide bouquet of services, including personal loans, 2W loans, credit cards and business loans, making it a one-stop shop for all lending products.

- The insurance sales business kickstarted in REL with subsidiary Neotec Insurance Brokers.
- Partnered with multiple insurance companies in the country.
- Disbursed 7,300+ loans in FY23 with a value of ₹300+ crore.
- The number of credit cards issued in FY23 is 3,700+.

Our competitive advantages

30+	34	1,440	1.7 mn	3,54,000	1,86,000	13
Relationships with financial institutions	Association with OEMs	Two wheeler models	Number of visitors on the website/app	Number of registered customers	Number of credit score checks	Banks integrated with our system for real-time banking



1. With the 'wefin' app or website, Neotec facilitates paperless authentication and onboarding against a heavy paperwork scenario for traditional lending. It expedites the whole process, and with instant loan approval, customers can enjoy a seamless and user-friendly borrowing experience.

2. As a bank/NBFC agnostic digital platform, customers can choose from several loan products offered by several companies and compare them live. It makes choosing a particular product easy based on the customer's preference and need.

3. Neotec's ability to offer personalised loan products gives the Company a strategic advantage over its market peers, which results in a high conversion ratio and satisfied customers.

4. With an integrated system and web aggregation at the core, it is easy to scale up the business quickly without any hassle.

Our business strategy going forward

In recent years, India has witnessed a remarkable and rapid transformation in its financial sector, largely driven Jan-Dhan- Aadhaar- Mobile (JAM) trinity. This has been further supplemented by the emergence of India stack comprising of Aadhaar, UPI, e-NACH, Account Aggregator and Aadhaar based eSign ecosystem. This digitization has significantly impacted various aspects of the country's financial ecosystem, bringing about improved accessibility, efficiency, and inclusivity.

The fusion of technology and finance has not only reshaped the way financial services are delivered but has also paved the way for financial empowerment, especially among underserved and unbanked populations. While Aadhaar based eKYC has solved the identity layer (eKYC), Account Aggregator is transforming way consent based authentic financial data is being shared by individuals which is enabling financial institutions to make machine led real time credit decisions.

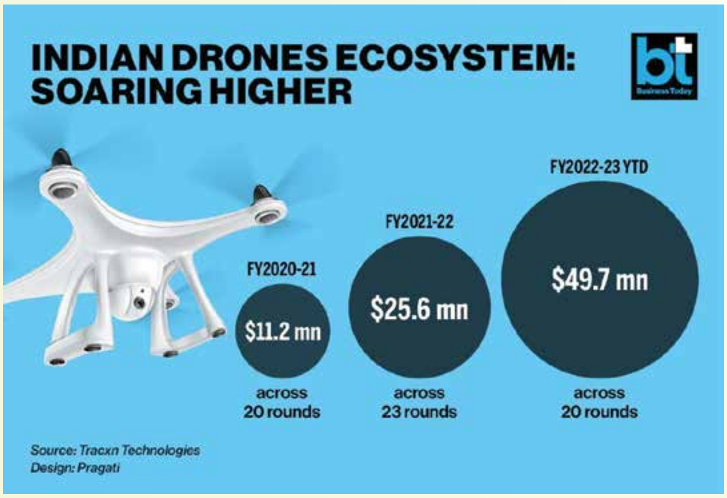
Credit auto-repayments are driven by eNACH and UPI based e-mandates. Aadhaar based eSign has enabled paperless, legally tenable and transparent e-contracts between individuals and financial institution. This entire ecosystem is driving the digital sourcing, underwriting and delivery of credit digitally.

Wefin is leveraging data analytics, machine learning, and artificial intelligence for sourcing and assessing creditworthiness of customers. Wefin has partnered with Banks and other financial institutions to enable this digital distribution of credit and insurance products without partaking any credit risk.

NEOSKY

Business vertical 4

DRONES



Overview: Unmanned Aerial Vehicles (UHV) or commonly known as drones, are used in many application areas, including defense, construction, filmmaking, surveillance, healthcare, E-commerce, delivery and many more. The Indian drone industry is soaring high in recent years and is expected to go even higher in the next few years. India's drone sector achieved a growth of 60% in 2022. The Government wants to make it a US$ 1 billion industry by 2025 and has taken measures to achieve the goal.

Thus, several startups and companies are currently developing drones and identifying several applications for them. Large corporations are also heavily investing in the drone ecosystem. But cybersecurity issues are one of the significant constraints, and thus, the Government has imposed regulatory restrictions on drone possession and imports.

The Indian drone market is poised to grow from around ₹75,000 crore by CY25 to ₹1,94,000 crore by CY28.

Growth drivers

- The Directorate General of Civil Aviation (DGCA) released two sets of regulations for drones in 2018. These regulations aimed to create a framework for the safe and controlled operation of drones in India.
- The Drone Rules, 2021 were framed to simplify and ease the process of the adoption of drones.
- The Digital Sky platform was launched by the Indian government to facilitate the online registration and approval process for drone operators and pilots.
- Kisan Drones – The scheme was to promote the use of drones in agriculture and make drone technology affordable to the farmers and other stakeholders of this sector.
- The Government is encouraging the ecosystem of setting up more DGCA-approved remote pilot training orgnisations, to cater the future demand of certified drone pilots.
- The Government's Startup India initiative aimed to provide various benefits to startups, including those in the drone sector. Startups could avail tax benefits, fast-track patent applications, and access to funding through government schemes.
- The Indian government implemented liberal policies and initiatives for the drone industry, including Drone Shakti – a PLI scheme, increased air space, and others that have proven to be very encouraging and collectively support the market's growth. The Government has allocated ₹120 crore for the PLI scheme to incentivise drone manufacturing in India.
- The increasing array of drone applications in multiple industries is propelling the growth of the entire drone ecosystem, including drone repair and overhaul, drone maintenance, drone platform services, and training and education.

Opportunities

1. Several types of drones are used these days. These drones need both hardware, software and several components to operate. Naturally, unmatched manufacturing opportunities exist for all these materials.
2. The commercial UAV market is experiencing exponential growth, becoming widely utilised in many application areas. These applications include site inspections, surveillance, monitoring & capture, and real-time data transmission.
3. Further, there are anti-drone systems in the defense, specifically in the areas of sensors, phased array radar, Radio Frequency (RF) sensors, electro-optical and infra-red (EO/IR) systems, navigational satellite jammer systems, RF jammer and laser-directed energy weapon (Laser-DEW) systems. In addition, there is scope for border security, counter-insurgency and crime control, and anti-terrorism applications.
4. Another big opportunity area in the drone industry is the novel idea of drone-as-a-service. Most companies may opt for this service because an enterprise-level drone might be exceedingly expensive. This is anticipated to boost the growth in the drone industry as well, as most of the time; drones are found to be reducing enterprise expenditures.
5. India needs around 100,000 drone pilots in the next few years. The Government's Pradhan Mantri Kaushal Vikas Yojana 4.0 aims to upskill Indian youth with industry-relevant knowledge to enhance their employability; this scheme also includes drones (Budget FY23-24).

Overview of our business

NeoSky India Limited, a leading name in the Indian drone industry, is a wholly-owned subsidiary of REL. It aims to provide 360-degree service to its clients via Drone-as-a-product and Drone-as-a-service portfolios.

NeoSky received a Drone pilot training license (RPTO – Remote Pilot Training Organisation) from DGCA (Directorate General of Civil Aviation) in the 2022-23 financial year. The first such center will be launched in Bangalore, with batches starting from June 2023.

NeoSky India Limited-owned subsidiary, Throttle Aerospace Systems Private Limited (TAS)), is one of selected few companies that has qualified for Government of India (Production Linked Incentive scheme) in July' 2022 for the period of three year starting FY22.

Neosky's subsidiary, TAS has recently launched two new products, namely, L40 (Cargo drone with a capacity of 40kg), targeting defense, healthcare, paramilitary and E-commerce industries. The Company also launched TACT XL (Surveillance drone with a 90-minute endurance), which is an improvement over its TALV-TACT product category in terms of endurance. The targeted application areas for this product are paramilitary, police & security and defense.

Our competitive advantages

- Our innovative team and management possess the right mix of experience and technological know-how in product design, embedded systems, aeronautics, AI, ML, computer vision, marketing & SaaS.
- Due to its excellent team, R&D and competent manufacturing ability, the Company can offer comprehensive services - from design and manufacturing to marketing to its customers. It sets us apart from the rest of the pack and puts us on a stellar growth trajectory.
- A subsidiary of NeoSky, TAS is India's first drone manufacturer approved by DGCA for civil drones and military authority for military drones.

Our business strategy going forward

India aims to be the global drone hub by the year 2030. Drone market in India is likely to grow from ₹2,900 crore in 2020 to ₹2,95,000 crore by 2030, 100x growth in this decade. Drones is a sunrise industry, with a massive push from the Government of India (GOI) to liberalise drone usage in India.

GOI has taken multiple steps in the last few years to ensure mass adoption of drones, this includes liberalised drone rules-2021, launching Digital Sky platform, banning drone imports into India, Drone shakti, introducing Production Linked Incentives (PLI) for drone manufacturers and many more. Drone exports are expected to grow from ₹4,300 crore in the year 2025 to ₹47,000 crore by 2030. Exports as a % of the industry are likely to see a massive jump from just 5% in 2025 to 16% in 2030.

Neosky is the drone's business arm and wholly owned subsidiary of REL. The Company is leading the way as a strong full-line player in the industry, having its presence across Drones-as-a-Product and Drones-as-a-Service.

The Company aims to be a market leader in the Indian drone industry and has ambitions to explore markets beyond India. The Company is building a strong presence across Consumer, Commercial, Defence drones along with Drone services and Pilot training. A team of company's subject matter & technical experts are currently working on a miniature drone for the consumer drone market. The Company has also built upon the Rattan group's strong foundations in the infrastructure space and entered the drone services market which covers categories like land mapping, infrastructure inspection, surveillance, logistics and agriculture.

The Company acquired Throttle Aerospace Systems (TAS), a 7-year-old company and a leading commercial and defence drone manufacturer in India. TAS has India's first DGCA approved drone and has license to make drones for Ministry of Defence (MoD). TAS also qualified for GOI's PLI scheme. We have the industry-best products in Surveillance. TACT is a military grade drone with 10x zoom and thermal capabilities and Nimble-i is the industry's most affordable surveillance drone. DOPO is a powerhouse which can map over 5 Sq. kms of land in a single day, it can also support industrial inspection, agriculture.

The Company have the best delivery drones in the market which can carry payloads of over 20kg and the Company has also performed BVLOS (Beyond Visual Line of Sight) for drone delivery. We launched an innovative, Made-in-India Anti-Drone – the defender. Defender can lock, track and hunt down the rogue drones which are entering unauthorised spaces.

The Company has also ventured into drone pilot training to upskill the Indian youth and provide employment. Efforts are underway to harness the best intellectual talent and technologies in order to deliver scalable products and platforms towards this end.

The strong linkages to parent will be an added advantage to the Company to get the benefits of synergies within group companies and sharing of knowledge and expertise in various operational and financial aspects.

The identification of challenges and issues faced by Drone customers and providing the products catering to their needs are the key growth and sales drivers for the Company. The combination of retail and institutional customer base will be an advantage to diversify the revenue stream of the Company. The vast offerings of the Company products to different categories of customer base will be pivotal to the Company's growth aspects. The Company is working towards the right price discovery and optimal mix of drone models and features to address various customer segments and applications. The objective of the Company is to provide quality & reliable products and innovative drones that meet or exceed customer expectations. The Company is putting its efforts to get quality and other accreditation applicable to its products and services, which will boost the confidence of customers in the Company's product quality.

Government procurement, especially in the defence sector, has opened a new window for drone sector, which may play a substantial role in revenue earning capacity of the Company and can boost the revenue in manifolds. The Company has either already registered or started the process of getting itself registered at various online platforms including registration for government bidding.

The Company has also invested a decent amount in R&D activities to enhance the current technological capabilities of the Company products as well as to broaden the product portfolio. The Company encourages a culture of innovation within the Company, fostering creative thinking and idea generation. The Company conducts regular market assessments to identify new opportunities and adjust strategies accordingly.

The Company is working towards establishing more efficient manufacturing processes to ensure high-quality products are delivered on time. The Company is developing a multi-channel sales strategy which includes direct sales, partnerships, collaborations, government bidding and online platforms. The idea is to approach the prospective customers, expand the market reach and increase the visibility of the Company products by conducting seminars, demonstrating the products, registration on various online platforms, campaign through social media platforms and sales through distributorship business model. The Company regularly attends various drone seminars/exhibitions which highlight the unique features and benefits of company drones. It helps the Company in creating brand value and differentiation from other competitors.

The post-sales support is equally important to build strong customer relationships and repeated orders. The Company gathers feedback from past and existing customers system which gives important insights to refine company products and enhance the user experience.

Adherence to the regulatory compliances is amongst most important part for any organisation efficient operations. The Company directionally ensures strict adherence to all relevant regulations and safety standards applicable to the drone industry.

The Company has an effective system to monitor financial performance closely and make informed decisions to optimise resource allocation. The Company understands the significance of human capital and continuously works towards building a skilled and motivated team by hiring top talent and fostering professional growth. All the employees are encouraged to attend various training programs to keep team up to date with industry advancements.

The management periodically reviews the potential risks, both internal and external, and develops mitigation strategies.

Human resources

The Company takes immense pride in the commitment, competence and dedication of its employees in the respective areas of their expertise. The Company has a structured induction process at all locations for employees at all levels and a standardised and flexible system to further upgrade the necessary skills of the workforce. Moreover, objective appraisal systems based on key result areas are in place for all the staff, including our senior management. The Company is committed to nurture the skills of its people and retain its top talent through its comprehensive Learning and Development initiatives. This is part of our human resource function and is essential in supporting the organisation's growth.

Internal control systems

Your Company has an internal control system suitable to the characteristic and scale of its operations and efficiently and efficiently addresses all aspects of the business and functional departments.

The framework encompasses a compliance management team with established policies, norms, and procedures, as well as applicable statutes, rules, and regulations, alongside an inbuilt system of checks and balances to ensure that appropriate and prompt corrective actions are taken in the event of any discrepancies from the defined standards and parameters.

Internal control systems are examined regularly for effectiveness and deliverability so that any necessary precautions to reinforce them can be undertaken in response to changing company requirements. Your Company reviews its systems, procedures, and controls, consistently comparing and aligning them with industry standards.

Details of significant changes in financial ratios

During the Year under review, there were the following changes in Key Financial Ratios on Consolidated basis:

Ratio	Formula	31 March 2023	31 March 2022	Variance	Reason for Variance
Trade receivables turnover ratio	Revenue/ Average trade receivables	164.21	8.36	1864%	Increase in average trade receivables in current year.
Trade payable turnover ratio	Purchase of services and other expenses/ Average trade payables	12.47	1.02	1122%	Increase in average trade payables in current year.
Net capital turnover ratio	Revenue/ Working capital	(23.34)	0.41	-5800%	Increase in revenue and decrease working capital in the current year.
Inventory turnover ratio	Cost of goods sold/ Average inventory	6.20	0.24	2483%	Subsidiary has full year of commercial operations during current year whereas in the previous year operations started in February 2022
Return on capital employed (ROCE)	Earnings before interest and tax/ Capital employed	-15.57%	67.88%	-83%	Decrease in EBIT during the year.
Current ratio	Current assets/ Current liabilities	0.90	1.20	-25%	Increase due to Borrowing in current year.
Debt - equity ratio	Total debt*/ Shareholder's equity	2.29	0.17	1231%	Increased due to ICD taken
Debt service coverage ratio	Earnings available for debt service/ Debt service	(4.19)	6.40	-165%	Decrease in EBIDTA during the year.
Return on equity (ROE)	Net profits/ (loss) after taxes/ Average shareholder's equity	-51.62%	141.41%	-193%	Current year loss from fair valuation of Investment-Unrealized in RPL.
Net Profit ratio	Net profit/ (loss)/ Revenue	-6.94%	3958.15%	-3965%	Decrease in profits during the year although revenue has been increased
Interest Coverage ratio	EBIT/ Interest expense	(0.22)	0.00	-21.05%	NA
Operating profit ratio	Adjusted EBITDA**/ Net sales	1.30%	4.04%	-2.74%	NA

* Total debts excluding lease liabilities

** Adjusted EBITDA = EBITDA excluding unrealised/realised gain/loss on investment and derecognition of investment in associates

Corporate Information

Board of Directors

Mr. Rajiv Rattan - Non Executive Chairman
Mrs. Anjali Nashier - Business Chairperson
Mr. Jeevagan Narayana Swami Nadar - Independent Director
Mr. Sanjiv Chhikara - Independent Director
Mrs. Neha Poonia (upto November 10, 2022) - Independent Director
Mrs. Pritika Poonia (w.e.f. November 10, 2022) - Independent Director
Mr. Rajesh Kumar - Wholetime Director

Company Secretary

Mr. Rajesh Arora

Chief Financial Officer

Mr. Vinu Saini

Statutory Auditors

Walker Chandiok & Co LLP,
Chartered Accountants,
Firm Registration No.: 001076N/N500013
21st Floor, DLF Square Jacaranda Marg,
DLF Phase II, Gurugram-122002

Secretarial Auditors

S. Khandelwal & Co.
Company Secretaries
E-7/12, Malviya Nagar,
New Delhi – 110017

Internal Auditor

Sharma Gopal & Company

Registrar and Transfer Agent

KFin Technologies Limited
Karvy Selenium Tower-B,
Plot No. 31 & 32,
Financial District, Gachibowli,
Nanakramguda, Serilingampally,
Hyderabad – 500032, Telangana

Registered Office

5th Floor, Tower-B, Worldmark 1,
Aerocity, New Delhi-110037
Website: www.rattanindia.com
CIN: L74110DL2010PLC210263
Email ID: rel@rattanindia.com

Bankers

HDFC Bank Limited
State Bank of India

Board's Report

Dear Shareholders,

Your Directors present to you the Thirteenth Annual Report and the Audited Statement of Accounts of the Company for year ended March 31, 2023

Financial Results

(₹ in million)

	Standalone		Consolidated	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Revenue				
Revenue from operations	40.42	26.00	41,237.90	139.93
Other income	21.85	475.94	144.21	5,789.95
	62.27	**501.94**	**41,382.11**	**5,929.88**
Expenses				
Cost of raw materials consumed	-	-	941.99	-
Purchase of stock-in-trade	-	-	43,667.82	474.39
Changes in inventories of finished goods, stock in trade and work-in-progress	-	-	(10,218.50)	(383.68)
Employee benefits expense	38.50	29.07	738.60	64.39
Finance costs	214.02	15.04	492.58	18.22
Depreciation and amortisation expense	22.77	6.35	98.82	12.68
Other expenses	2,587.29	20.24	8,267.55	69.86
	2,862.58	**70.70**	**43,988.86**	**255.85**
(Loss)/ Profit before share of loss in Associate	**(2,800.31)**	**431.24**	**(2,606.75)**	**5,674.03**
Share of loss in associate	-	-	(126.70)	(133.36)
(Loss)/ profit before tax	**(2,800.31)**	**431.24**	**(2,733.45)**	**5,540.67**
Tax expense				
Current tax expense	-	-	149.64	-
Deferred tax expense / (credit)	-	2.03	(22.09)	2.03
(Loss)/ profit after tax	**(2,800.31)**	**429.21**	**(2,861.00)**	**5,538.64**
Other comprehensive income				
Items that will not be reclassified to profit and loss	-	-	-	-
Re-measurement of post-employment benefit obligations	(0.19)	(1.09)	2.84	(1.46)
Income tax relating to items that will not be reclassified to profit or loss	-	-	(0.01)	-
Other comprehensive income for the year	**(0.19)**	**(1.09)**	**2.83**	**(1.46)**
Total comprehensive (loss)/ income for the year	**(2,800.50)**	**428.12**	**(2,858.17)**	**5,537.18**
(Loss)/ Income for the period attributable to:				
Equity holders of the Company	(2,800.31)	429.21	(2,845.66)	5,538.64
Non-controlling interest	-	-	(15.34)	-
	(2,800.31)	**429.21**	**(2,861.00)**	**5,538.64**
Other comprehensive Income attributable to				
Equity holders of the Company	(0.19)	(1.09)	2.74	(1.46)
Non-controlling interest	-	-	0.09	-
	(0.19)	**(1.09)**	**2.83**	**(1.46)**
Total comprehensive (loss)/ Income for the year attributable to:				
Equity holders of the Company	(2,800.50)	428.12	(2,842.92)	5,537.18
Non-controlling interest	-	-	(15.25)	-
	(2,800.50)	**428.12**	**(2,858.17)**	**5,537.18**
Earnings per equity share (Face Value of ₹ 2 each)				
Basic (₹)	(2.03)	0.31	(2.07)	4.01
Diluted (₹)	(2.03)	0.31	(2.07)	4.01

TRANSFER TO RESERVE

In view of the losses incurred during the financial year ended March 31, 2023, it has not been possible to transfer any amount to general reserve.

BUSINESS REVIEW

During the year under review, the Company has incurred net loss of ₹ (2,800.50) Million.

The Company is into the business of manpower/human resource supply and consultancy, payroll management services, technology business and other related activities.

Company's criteria for selecting the new-age businesses are low capital expenditure requirement, low debt, clean tech, non-polluting industries (ESG compliant), rapidly scalable, direct to consumer engagement, profitable from beginning, etc. In light with the stated objective, the Company through its subsidiaries, has forayed into businesses like e-commerce, fintech, drones and electric vehicles, details of which can be referred to in the Chairman's Message and Management Discussion and Analysis report.

CHANGE IN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

During the Financial Year 2022-23, an amendment in the object clause of Memorandum of Association of the Company to include an object of providing services of planning, marketing, securing, developing infra-structuring activity was approved by Shareholders through Postal Ballot, result of which was declared on August 3, 2022 and registered by Registrar of Companies, Delhi on August 12, 2022.

DIRECTORS/ KEY MANAGERIAL PERSONNEL (KMP) DETAILS

In terms of the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, Mr. Rajesh Kumar (DIN: 03291545), would be retiring as a director by rotation and being eligible for re-appointment, has offered himself for the same.

During the financial year, Mrs. Neha Poonia (DIN: 07965751) resigned as Non-Executive Independent Woman Director of the Company w.e.f. November 10, 2022, due to personal reasons and Mrs. Pritika Poonia (DIN: 06715564) was appointed as Non-Executive Independent Woman Director w.e.f. November 10, 2022 by the Board, and her appointment was approved by the shareholders in the EGM held on February 7, 2023.

Mr. Rajiv Rattan (DIN: 00010849) due to his appointment as Executive Chairman of RattanIndia Power Limited, had re-transited from the position of Executive Chairman to Non-Executive Chairman of the Company w.e.f. October 29, 2022.

Mr. Amit Jain (PAN: AEUPJ9311H) ceased to be the Chief Financial Officer of the Company w.e.f. April 2, 2022 and Mr. Amit Jain (PAN: AFKPJ7410C) was appointed as Chief Financial Officer of the Company w.e.f. April 2, 2022.

Post closure of the financial year, Mr. Amit Jain (PAN: AFKPJ7410C) ceased to be the Chief Financial Officer of the Company w.e.f. May 19, 2023 and Mr. Vinu Saini (PAN: AFSPB8478G) was appointed as the Chief Financial Officer of the Company w.e.f. May 20, 2023.

Post Closure of Financial Year, Mr. Rajesh Kumar (DIN: 03291545) was appointed as an Executive Director on the board of the Company effective April 1, 2023, as approved by the shareholders in the EGM held on February 7, 2023.

The matter as to re-appointment of Mr. Rajesh Kumar, as a director of the Company liable to retire by rotation has been included in the Notice convening the Annual General Meeting of the Company for the financial year 2022-23, for the approval of the members of the Company and his detailed profile is given in the Corporate Governance Report forming part of the Annual Report.

During the year under review, no Non-Executive Directors (NEDs) of the Company had any pecuniary relationship or transactions with the Company.

Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel of the Company are: Mr. Rajesh Kumar, Whole Time Director, Mr. Vinu Saini, Chief Financial Officer, and Mr. Rajesh Arora, Company Secretary.

Details of the various committees along with the meetings held during the financial year 2022-23, are given in the "Report on the Corporate Governance" of the Annual Report.

As required under Regulation 34(3) read with Schedule V Para C (10)(i) of LODR, Certificate from the Mr. Sanjay Khandelwal Practicing Company Secretary that none of the Company's Directors have been debarred or disqualified from being appointed or continuing as directors of Companies, is enclosed as an Annexure to the Corporate Governance Report.

DECLARATIONS FROM INDEPENDENT DIRECTORS

In terms of Section 149 of the Act, Mr. Sanjiv Chhikara, Mr. Jeevagan Narayana Swami Nadar and Mrs. Pritika

Poonia were the Independent Directors of the Company as on March 31, 2023 and are also as on date. The Company has received declarations from the Independent Directors to the effect that (a) they fulfill the criteria for independence as laid down under Section 149(6) of the Companies Act, 2013 and the rules framed thereunder, read with Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended upto date ("Listing Regulations") (b) that they have got themselves registered in the data bank for Independent Directors being maintained by the Indian Institute of Corporate Affairs (IICA), of the Ministry of Corporate Affairs, Government of India and their names are included in the data bank maintained by IICA (c) they are not aware of any circumstance or situation, existing or anticipated, which may impact or impair their ability to discharge duties (d) that they have complied with the Code for Independent Director prescribed in Schedule IV to the Companies Act, 2013 which forms a part of the Company's Code of Conduct for Directors and Senior Management Personnel, to which as well, they affirm their compliance.

As required under Regulation 25(7) of SEBI (LODR) Regulations, the Company has programmes for Familiarisation for the Independent Directors about the nature of the Industry, Business model, roles, rights and responsibilities of Independent Directors and other relevant information. As required under Regulation 46(2)(i) of SEBI (LODR) Regulations the details of the Familiarisation Programme for Independent Directors are available at the Company's website at the web-link https://rattanindia.com/wp-content/uploads/2022/08/4-FAMILIARIZATION-PROGRAMME-FOR-INDEPENDENT-DIRECTORS-1.pdf

COMPANY'S POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS

The Company's Policy for the appointment of Directors and Key and Senior Managerial Personnel and their Remuneration policy can be accessed on the Company's website at the web-link https://rattanindia.com/wp-content/uploads/2022/09/REL-SUCCESSION-POLICY-FOR-APPOINTMENTS-TO-THE-BOARD-AND-SENIOR.pdf

In seeking to select individuals for induction as directors on the Board of Directors of the Company, the criteria such as qualifications, positive attributes, independence as set out in the aforementioned policy, are strictly adhered to. Additionally, the knowledge, experience and expertise of the incumbent and their relevance to the Company, are other aspects covered by the policy, which are considered.

Remuneration packages for directors, key and senior management personnel, are drawn up in consonance with the tenets as laid down in the Remuneration Policy Depending upon the nature, quantum, importance and intricacies of the responsibilities and functions being discharged as also the standards prevailing in the industry the concerned individuals get the best possible remuneration packages permissible under the applicable laws, so that the Company gets to retain the best of quality and talent.

ANNUAL EVALUATION OF PERFORMANCE OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

The annual evaluation process of the Board of Directors, individual Directors and Committees was conducted in accordance with the provisions of the Act and the Listing Regulations. The Board evaluated its performance after seeking inputs from all the Directors based on criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the Board after seeking inputs from the committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings, etc. The above criteria are broadly based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on January 5, 2017.

Pursuant to Schedule II, Part D of Listing Regulations, the Nomination and Remuneration Committee has laid down evaluation criteria for performance evaluation of Independent Directors, which is based on attendance, expertise and contribution brought in by the Independent Director at the Board and Committee Meetings, which shall be taken into account at the time of appointment of Independent Director.

The performance of the Independent Directors was reviewed and evaluated by the entire Board and in such exercise, the director concerned whose performance was being evaluated, did not participated.

Pursuant to Section 134(3)(p) of the Companies Act, 2013, and Regulation 25(4) of Listing Regulations, Independent Directors have evaluated the quality, quantity and timeliness of the flow of information between the Management and the Board Performance of the Board as a whole and its Members and other required matters.

The performance of Non – Executive Directors (NEDs), the Board as a whole and the Chairman of the Company was evaluated by Independent Directors, taking into account the views of the Executive Director and NEDs.

The Board and the Nomination and Remuneration Committee reviewed the performance of individual directors on the basis of criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

MEETINGS OF THE BOARD OF DIRECTORS

During the year under review 7 meetings of the Board of Directors of the Company were held. The details as to the dates of such meetings and the attendance of various directors of the Company thereat, have been provided in the Corporate Governance Report.

Additionally, a meeting of the Independent directors of the Company was held on February 10, 2023, with the participation of all Independent Directors of the Company at the meeting.

CORPORATE SOCIAL RESPONSIBILITY

In compliance with the requirements of the Companies Act, 2013, the Company has in place, a well-defined and well structured, Corporate Social Responsibility Policy (CSR Policy) as drawn up by the Corporate Social Responsibility Committee ("CSR Committee") and approved by the Board.

The CSR Committee of the Company as on March 31, 2023, consists of three directors namely Mr. Sanjiv Chhikara, Independent Director, who is the Chairman of the Committee, Mrs. Pritika Poonia, Independent Director and Mr. Rajesh Kumar, Non-Independent Director. The Committee has been formed with the objective of implementing and monitoring the CSR Policy of the Company under the control and supervision of the Board of Directors.

The CSR Policy of the Company lays down the various causes to which the Company would be making its CSR contribution, towards effectuation of the policy. The Company was not statutorily required to make any contributions towards CSR, during the year under review, as there has been an average net loss. The CSR Policy of the Company has been uploaded on the website of the Company and is available at the link https://rattanindia.com/wp-content/uploads/2022/09/Corporate-Social-Responsibility-Policy_IIPL.pdf. The Annual report on CSR forms a part of the Directors Report and is annexed hereto as **Annexure-A**.

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

In due compliance with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 188 of the Companies Act, 2013 and the Rule 6A and Rule 15 of the Companies (Meetings of Board And its Powers) Rules, 2014, as amended upto date, a well formulated and meticulously framed policy has been in place in the Company which is followed in letter and spirit. The policy is uploaded on the website of the Company at the weblink: https://rattanindia.com/wp-content/uploads/2022/08/POLICY-ON-MATERIALITY-OF-RELATED-PARTY-TRANSACTIONS-AND-DEALING-WITH-RELATED-PARTY-TRANSACTIONS.pdf

During the year under review all the related party transactions entered into by the Company were with the prior approval of the Audit Committee. All such transactions were at an arm's length basis and in the ordinary course of business of the Company and details of such transactions, forms a part of the financial statements of the Company for the financial year 2022-23, which forms part of the Annual Report. Certain transactions, which were repetitive in nature, were approved through omnibus route.

There were no material transactions of the Company with any of its related parties without the consent of the shareholders.

The details of such transactions form a part of the financial statements of the Company for the financial year 2022-23, which forms part of the Annual Report.

LOANS AND ADVANCES IN THE NATURE OF LOANS TO FIRMS/COMPANIES IN WHICH DIRECTORS ARE INTERESTED BY NAME AND AMOUNT

Please refer notes to the financial statement, for details of the loans, pursuant to and in terms of the provisions of Schedule V Para C clause (10)(m) of the Listing Regulation, which are in the nature of loans and advances to firms/companies in which directors are interested.

INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY

The Company has in place internal financial controls commensurate with the nature and size of business operations. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorized use or losses, executing transactions with proper authorization and ensuring compliance of corporate policies. Internal Auditor along with external firms of Chartered Accountants carry out Audits. Further, Cost Auditors, the Secretarial Auditors and the Statutory Auditors are also responsible for checks during the course of their respective audits. The Audit Committee reviews Audit Reports submitted by the internal Auditors. Suggestions for improvement are considered and the Audit Committee follows up the implementation of corrective actions. The

Committee also meets the Company's statutory auditors to ascertain, inter alia, their views on the adequacy of internal control systems in the Company and keeps the Board of Directors informed of its major observations from time to time.

Your Directors are of the view that there are adequate policies and procedures in place in the Company so as to ensure:

(1) the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

RISK MANAGEMENT

In compliance with Regulation 21(2) of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 as amended upto date, pursuant to the recent amendment in such regulations notified by SEBI on May 5, 2021, a Risk Management Committee was constituted by the Board of Directors on June 18, 2021 comprising of Mr. Rajiv Rattan - a Non-Independent Director as the Chairman, Mr. Rajesh Kumar, a Non-Independent Director, Mr. Jeevagan Narayana Swami Nadar, Independent Director and Mr. Ashok Sharma as the other member, to oversee implementation of the Risk Management Policy in force in the Company, and monitor and evaluate risks, basis appropriate methodology, processes and systems.

The Risk Management Policy in force and application in the Company, has been drawn up based on a detailed assessment of the operational risks, risks associated with related business in India, in general and the business of the Company in particular.

The Risk management Policy also covers the risks related to the Company assets and property, the risks which the employees of the Company may get exposed to, the risks arising out of non -compliance if any, with the provisions of and requirements laid down under various applicable statutes, Foreign Exchange related risks, risks which could emanate from business competition, contractual risks etc. Management Discussion and Analysis Report which forms part of the Annual Report identifies key risks, which can affect the performance of the Company.

The policy has been uploaded on the website of the Company and can be accessed at the web link https://rattanindia.com/ril/announcements/reg-21_risk-management-policy/

PUBLIC DEPOSITS

During the year under review your company has not accepted any public deposits within the meaning of Section 73 of the Companies Act, 2013 read with rules framed thereunder.

DETAILS OF LOANS/GUARANTEES & SECURITIES / INVESTMENTS MADE BY THE COMPANY

Full particulars of the loans given, guarantees extended or securities provided and the investments made by the Company in various bodies corporate in terms of the provisions of Section 186 of the Companies Act, 2013 and the rules framed thereunder and have been adequately described in the notes to Financial Statements. The same are in consonance the provisions of the aforesaid section.

CONSOLIDATED FINANCIAL STATEMENTS

In compliance with the requirements of Section 129(3) of the Companies Act, 2013 read with rules framed thereunder and pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

(a) Consolidated financial statements of the Company and its subsidiaries for the financial year ended March 31, 2023 were prepared, for being presented to the shareholders for approval along with the standalone financial statements of the Company for the said financial year.

(b) a separate statement containing the salient features of financial statements of the subsidiaries in the stipulated form AOC-1 is also being annexed to the financial statements, as a part of the Annual Report.

Further, pursuant to provisions of Section 136 of the Companies Act, 2013, the financial statements of the Company, consolidated financial statements along with relevant documents and separate audited financial statements in respect of subsidiaries, are available on the Company's website at https://rattanindia.com/ril/audited-financial-statements-of-subsidiaries/.

DIVIDEND

No dividend has been recommended for the financial year 2022-2023. The "Dividend Distribution Policy" formulated in terms of and pursuant to the Regulation 43A of the Listing Regulations, forms part of the Annual Report, is available on the website of the Company: https://rattanindia.com/wp-content/uploads/2022/08/Dividend-Distribution-Policy-RattanIndia-Enterprises-Limited.pdf

DETAILS OF SIGNIFICANT CHANGES

For Changes in the key financial ratio, please refer to para 49 at page no. 155 of the Standalone Financials of the Company.

MATERIAL CHANGE AND FINANCIAL COMMITMENT

Apart from the information provided/disclosures made elsewhere in the Board Report including Annexures thereof, there are no material changes and commitments affecting the financial position of the Company, occurred between the end of the Financial year of the Company i.e. March 31, 2023 till date of this Report, except the following:

A. Acquisition of business of RattanIndia Technologies Private Limited by the Company:

   (a) The Company has agreed to enter into Business Transfer Agreement with RattanIndia Technologies Private Limited ("RTPL") on June 01,2023 to purchase its Technology Business, as a going concern, on slump sale basis. The business function of RattanIndia Technologies Pvt Ltd has been providing services to the Company's subsidiaries to develop their technology platforms.

   (b) The acquisition of technology business of RTPL by the Company is a related party transaction and is on arm's length basis.

   (c) The Company's acquisition of RattanIndia Technologies Private Limited's business will enable internal development of new capabilities that may take too long or be costly over a period of time. Technology acquisition can enable to create valuable knowledge-based resources and improve strategic flexibility to reduce costs and development time.

B. The Company has executed a deed of an unconditional and irrevocable guarantee in respect of any amount payable on account of a claim made against RattanIndia Power Limited ("RPL"), in relation of following identified liabilities, on occurrence of certain identified event of defaults:

   a. Any claim made by any of the erstwhile lenders against RPL

   b. Any claim in relation to phase – II of the Project of RPL and

   c. Any contingent liability of RPL in excess of ₹5 crore in any FY.

C. The Company has pledged 9,40,83,932 equity shares of RattanIndia Power Limited and kept under NDU 70,13,70,786 equity shares held by the Company in RPL to secure :

   (a) The Debentures Secured obligation of an amount of ₹1025/- crore,

   (b) Rupee term Loan facility of amount ₹100/- crore and,

   (c) Working Capital secured obligation of ₹250/- crore,

   aggregating to ₹1375/- crore.

SHARE CAPITAL

There was no change in the paid-up equity share capital of the Company during the Financial Year 2022-23.

The paid-up equity share capital of the Company is ₹2,764,539,184 (Rupees Two Hundred Seventy-Six Crores Forty-Five Lakh Thirty-Nine Thousand One Hundred Eighty-Four) divided into 1,382,269,592 (One Hundred Thirty-Eight Crore Twenty-Two Lakh Sixty-Nine Thousand Five Hundred Ninety-Two) equity shares of ₹2/- each.

HUMAN RESOURCES

Your Company believes that a progressive organisation can attain its full potential by developing and maintaining a cordial work culture that promotes happiness at workplace. Our constant endeavors are on sustaining an engaged and skilled workforce that is capable of delivering on the commitments to our stakeholders in order for us to remain 'future ready' structurally, financially and culturally.

Your Company continued the people framework of 6 levels – Culture, Capability, Capacity, Compassion, Collaboration and Contribution to meet dynamic business requirements towards building a high performing and caring organization. Our human capital has played a pivotal role in shaping what the Company is today.

EMPLOYEE HEALTH & SAFETY

Your Company is consciously committed to health and safety of all employees and other stakeholders. Your Company employs a pro-active and pre-emptive approach to occupational health and safety and is committed to actively drive the agenda through the length and breadth of the organisation. Consequently, 100% of your employees are trained on various aspects of Occupational Health and Safety management system. Your company maintains and continually improve management systems to eliminate hazards, reduce health & safety risks to all our stakeholders.

DISCLOSURE PURSUANT TO SECTION 197(14) OF THE COMPANIES ACT, 2013

The Company doesn't have any holding company. The executive director does not receive any remuneration or commission from the subsidiary company.

ANNUAL RETURN

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return as on March 31, 2023 is available on the Company's website on https://rattanindia.com/ril/annual-return-section-92-of-companies-act-2013/.

The e-form MGT-7 shall be filed with the MCA within the due date upon the completion of the 13th Annual General Meeting of the Company as required under Section 92 of the Companies Act, 2013 and the Rules made thereunder.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

As on March 31, 2023, your Company had eight Indian subsidiary companies namely Cocoblu Retail Limited, Neosky India Limited, Neotec Enterprises Limited, Neotec Insurance Brokers Limited, RattanIndia Investment Manager Private Limited, Revolt Intellicorp Private Limited (Revolt), Neobrands Limited and Throttle Aerospace Systems Private Limited (Subsidiary of Neosky India Limited) and one Foreign Subsidiary Neorise Technologies – FZCO.

During the financial year:

a. Neosky India Limited, a wholly owned subsidiary of the Company in Throttle Aerospace Systems Private Limited ("TAS") acquired 60% equity stake on a fully diluted basis in TAS and subsequent to the said investment, TAS became a step-down subsidiary of the Company.

b. The Company had acquired 66.16% of the equity share capital of Revolt, resulting in an increase in the Company's stake in Revolt from 33.84% to 100%. Consequent to this acquisition, Revolt became a wholly owned subsidiary of the Company.

c. The Company acquired 100% equity share capital of Neobrands Limited, making it a wholly owned subsidiary of the Company.

The Company neither has any associate company nor is it in joint venture with any other entity.

In accordance with Section 129(3) of the Act, the Company has prepared Consolidated Financial Statements incorporating the Financial Statements of all Subsidiaries, which form part of the Annual Report.

A report on the performance and financial position of each of the subsidiaries has been provided in Form AOC-1 as per Section 129(2) of the Companies Act, 2013 (the Act).

Further, pursuant to the provisions of Section 136 of the Act, the audited financial statements including consolidated financial statements along with relevant documents of the Company and audited financial statements of the subsidiaries are available on the website of the Company www.rattanindia.com

The Company's Policy on material subsidiaries may be accessed on the Company's website at the web-link: https://rattanindia.com/wp-content/uploads/2022/08/policy-on-material-subsidiaries.pdf

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

The statement containing the top ten employees and the employees drawing remuneration in excess of limit prescribed under Section 197(12) of the Companies Act, 2013 (Act) read with Rule 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of the report. However, in terms of the proviso to Section 136(1) of the Act, the Report and Accounts are being sent to the Members and others entitled thereto, excluding the said information on employees' particulars. The said statement is also available for inspection at the Registered Office of the Company during business hours on working days of the Company up to the date of the ensuing Annual General Meeting. Any Member interested in obtaining a copy of the same may write to the Company Secretary.

The information required under 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 attached as an **Annexure-B**, to this Report.

VIGIL MECHANISM

Pursuant to Section 177(9) of the Act and Regulation 22 of SEBI (LODR) Regulations, 2015, Company has established a vigil mechanism and has a whistle blower policy. The policy provides the mechanism for the receipt, retention, and treatment of complaints and to protect the confidentiality and anonymity of the stakeholders. The Vigil Mechanism provides a mechanism for employees of the Company to approach the Chairman of the Audit Committee for redressal. No person has been denied access to the Chairman of the Audit Committee.

The Whistle Blower Policy is available on the website of the Company https://rattanindia.com/wp-content/uploads/2022/08/whistle-bLower-policy-vigil-mechanism-rel.pdf

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (BRSR)

The Regulation 34(2)(f) of the Listing Regulations mandate the inclusion of the Business Responsibility & Sustainability Report (BRSR), covering disclosures on the company's performance on Environment, Social and Governance parameters for the financial year 2022-23. BRSR includes reporting on the nine principles of the National Voluntary Guidelines on social, environmental and economic responsibilities of business as framed by MCA. In compliance with the said regulation, we have integrated BRSR disclosures into our Annual Report as **Annexure-C**.

GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions pertaining to or developments/happenings in respect of such matters, during the year under review:

1. Issue of equity shares with differential rights as to dividend, voting or otherwise.
2. Issue of shares (including sweat equity shares) to employees of the Company under any scheme including the stock option schemes in force in the Company.
3. Passing of Material orders by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
4. Corporate insolvency resolution process initiated or pending of any insolvency proceedings under the insolvency and bankruptcy code, 2016 (IBC)

EMPLOYEE STOCK OPTIONS

During the financial year, the shareholders of the company accorded their approval for institution of "RattanIndia Employee Stock Option Plan 2022" through postal ballot, the results of which was declared on August 03, 2022. There has been no grant of options during the Financial Year and till the date of issuance of this report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management's Discussion and Analysis Report, as required in terms of the provisions of Regulation 34(2) (e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is presented in a separate section forming part of the Annual Report.

CORPORATE GOVERNANCE REPORT

Pursuant to the applicable regulation of SEBI (LODR) Regulations, 2015 read with Schedule V thereto, a detailed report on Corporate Governance is included in the Annual Report. A Practicing Company Secretary's Certificate certifying the Company's compliance with the requirements of Listing regulations as set out in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is attached to the Report.

STATUTORY AUDITORS & AUDITORS' REPORT

M/s Walker Chandiok & Co LLP, Chartered Accountants (Registration no.: 001076N/N500013), Statutory Auditors of the Company, were in compliance with the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit And Auditors) Rules, 2014, appointed in the 10th Annual General Meeting held on September 30, 2020, as the Statutory Auditors of the Company to hold office as such for a term of five years, from the financial year 2020-21 to 2024-25 and continue to hold office as such.

The Auditors' Report does not contain any qualification, reservation or adverse remark.

No fraud has been reported by the Statutory Auditor, details of which are required to be disclosed u/s 143(12) of the Act.

The Notes on financial statement referred to in the Auditors' Report are self–explanatory and do not call for any further comments.

AUDIT COMMITTEE

The Audit Committee as on March 31, 2023 comprised of four members namely, Mr. Jeevagan Narayana Swami Nadar who is also the Chairman of the Committee, Mrs. Pritika Poonia, Mr. Sanjiv Chhikara, Independent Directors and Mr. Rajiv Rattan, a non-independent director. All the recommendations made by the Audit Committee, as to various matters during the year under review, were accepted by the Board. A detailed description of the Audit Committee and its scope of responsibility and powers and the number of Audit Committee meetings held during the year under review is set out in the Corporate Governance Report, which forms a part of the Annual Report.

COST AUDITORS

The Company was not required to maintain cost records as specified under Section 148(1) of the Companies Act, 2013.

SECRETARIAL AUDITOR & SECRETARIAL AUDIT REPORT

The Board had appointed M/s S. Khandelwal & Co, Practicing Company Secretaries, to conduct a Secretarial Audit for the financial year 2022-23 pursuant to Section 204 of the Companies Act, 2013. The Secretarial Audit Reports of the Company and its material subsidiary i.e. Cocoblu Retail Limited, for the financial year ended March 31, 2023, are annexed as **Annexure-D** and **Annexure D(a)** to this Report. The Secretarial Audit Reports does not contain any reservation, qualification, or adverse remark.

Pursuant to Regulation 24(A) of SEBI Listing Regulations, the Company has obtained the annual secretarial compliance report from M/s S. Khandelwal & Co, Practicing Company Secretaries. The Secretarial Compliance Report also does not contain any qualification, reservation, adverse remark or any disclaimer.

COMPLIANCE WITH SECRETARIAL STANDARDS

The Company has proper system in place to ensure compliance with the provisions of all Secretarial Standards issued by the Institute of Company Secretaries of India and that system is adequate and operating effectively.

DIRECTORS' RESPONSIBILITY STATEMENT

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

1. in the preparation of the annual accounts for the year ended March 31, 2023, the applicable accounting standards had been followed and there were no material departures from the same;

2. the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2023 and the losses of the Company for the year ended on that date;

3. the Directors had taken proper and sufficient care for 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;

4. the Directors had prepared the Annual Accounts of the Company on a 'going concern' basis;

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

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

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, the work performed by the internal, statutory, and secretarial auditors and the reviews from management and audit committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during FY 2022-2023.

PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT AT WORKPLACE

Pursuant to the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules made thereunder, your Company has constituted an Internal Complaints Committee to consider and resolve all sexual harassment complaints. Your Company has framed a policy on Sexual Harassment of Women to ensure a free and fair enquiry process on complaints received from the women employee about Sexual Harassment, also ensuring complete anonymity and confidentiality of information. During the year under review, there were no cases received/ filed pursuant to the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

LISTING WITH STOCK EXCHANGES

The shares of the Company continue to remain listed with BSE Limited and National Stock Exchange Limited. The Annual Listing fee payable to the said stock exchanges for the financial year 2023-2024, has been duly paid.

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

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under the Act, are provided in **Annexure – E** to this Report.

DETAILS OF DIFFERENCE BETWEEN AMOUNT OF VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND VALUATION DONE WHILE TAKING LOAN FROM BANKS/FIs ALONG WITH REASONS THEREOF

There was no one time settlement done during the financial year 2022-23.

GREEN INITIATIVES

This year too, Annual Report and the notice of the 13th Annual General meeting of the Company are being sent to all members electronically, at their registered e-mail ids as made available to the Company or its Registrar and Transfer Agent, KFin Technologies Limited.

The e-voting facility is being provided to the members to enable them to cast their votes electronically on all resolutions sent forth in the notice, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014. The instructions for e-voting are provided in the notice.

Furthermore, in compliance with the conditions and the related procedure laid down in the MCA Circulars, the meeting and the voting thereat shall take place in the manner so laid down.

ACKNOWLEDGEMENT

Your directors take the opportunity to express their sincere gratitude to the Investors and to bankers of the Company, the governmental authorities, the employees of the Company and other persons and entities associated with the Company, for their continued assistance and support. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and workers.

For and on behalf of the Board of Directors

Sd/-
Rajiv Rattan
Chairman
DIN: 00010849

Place: New Delhi
Date: 09.08.2023

Annexure - A

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FOR THE FINANCIAL YEAR 2022-2023

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

   To discharge its corporate social responsibility, the Company has in place a well-defined and well detailed Corporate Social Responsibility Policy ('CSR Policy') in compliance with the requirements of the Companies Act, 2013.

   The CSR Policy encompasses a wide range of areas and committed to ensure wellbeing of the communities in the vicinity of its business operations through CSR initiatives and once the financial position of the Company permits, the Policy shall be effectuated with full gusto.

2. **The Composition of the CSR Committee as on March 31, 2023:**

Sl. No	Name of Director	Designation/Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Sanjiv Chhikara	Chairman/ Independent Director	Nil	Nil
2	Mrs. Pritika Poonia	Member/Independent Director	Nil	Nil
3	Mr. Rajesh Kumar	Member/ Non- Independent Director	Nil	Nil

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:** https://rattanindia.com/ril/corporate-social-responsibility-policy/

4. **Provide the executive summary along with weblink of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable :** Not Applicable

5. (a) **Average net profit of the Company as per Section 135(5):** The Company has, at an average, been at a loss, for the last three financial years

   (b) **Two percent of average net profit of the Company as per section 135(5):** The Company has, at an average, been at a loss, for the last three financial years

   (c) **Surplus arising out of the CSR projects or programmes or activities of the previous financial years:** Not Applicable

   (d) **Amount required to be set off for the financial year, if any :** Not Applicable

   (e) **Total CSR obligation for the financial year (a+b-c) :** Not Applicable

6. (a) Amount spent on CSR projects (both Ongoing Project and other than Ongoing Projects): Not Applicable.

   (b) Amount spent in Administrative Overheads.

   (c) Amount spent on impact Assessment, if applicable

   (d) Total amount spent for the Financial Year {(a)+(b)+(c)}

   (e) CSR amount spent or unspent for the financial year

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

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

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

7. Details of Unspent Corporate Social Responsibility amount for the preceding three financial years : Not Applicable

Sl. No	Preceding Financial Year	Amount transferred to Unspent CSR account under section 135 (6) (in ₹)	Balance Amount Unspent CSR Account under subsection (6) of section 135 (in ₹)	Amount Spent in the Financial Year (in ₹)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to subsection (5) of section 135, if any		Amount remaining to be spent in succeeding Financial Years (in ₹)	Deficiency, if any
					Amount (in ₹)	Date of Transfer		

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

If Yes, enter the number of Capital assets created/ acquired: **Not Applicable**

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 asset(s) [including complete address and location of the property	Pin code of the property or asset(s)		
		Date of creation	Amount of CSR amount spent	Details of entity/ Authority/beneficiary of the registered owner
		Not Applicable		

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/Municipal Corporation/ Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per subsection (5) ofsection 135.: Not applicable

Sd/-
Rajesh Kumar
(Whole time Director)
DIN: 03291545

Sd/-
Sanjiv Chhikara
(Chairman CSR Committee)
DIN: 06966429

Annexure - B

DISCLOSURES ON MANAGERIAL REMUNERATION

(The Companies Appointment and Remuneration of Managerial Personnel) Rules, 2014

Details of remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

(i) the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2022-23;

Not Applicable, as none of the Directors of the Company has drawn any remuneration from the Company during the FY 2022-23.

(ii) the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2022-23;

S. No.	Designation	% increase in remuneration
	-	-

(iii) the percentage increase in the median remuneration of employees in the financial year 2022-2023;

Particulars	Amounts	% age of Increments
Apr 22 Median	79,279	-
Mar 23 Median	83,334	5.11%

(iv) the number of permanent employees on the rolls of the Company;

17 permanent employees of the Company as on March 31, 2023.

(v) 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;

Percentile Increments (Other than Managerial Remuneration)	Percentile Increments (Managerial Remuneration)
1.22%	0.00%

(vi) affirmation that the remuneration is as per the remuneration policy;

The remuneration to Directors, KMP's and other employees of the Company is as per the Remuneration policy of the Company.

Annexure - C

Business Responsibility & Sustainability Reporting (BRSR)

SECTION A: GENERAL DISCLOSURES

I. Details of the listed entity

1	Corporate Identity Number (CIN) of the Listed Entity	L74110DL2010PLC210263
2	Name of the Listed Entity	RattanIndia Enterprises Limited
3	Year of incorporation	2010
4	Registered office address	5th Floor, Tower-B, Worldmark 1, Aerocity, New Delhi-110037
5	Corporate address	5th Floor, Tower-B, Worldmark 1, Aerocity, New Delhi-110037
6	E-mail	rel@rattanindia.com
7	Telephone	011- 46611666
8	Website	www.rattanindia.com
9	Financial year for which reporting is being done	1 April 2022 to 31 March 2023
10	Name of the Stock Exchange(s) where shares are listed	BSE Limited and National Stock Exchange of India Limited
11	Paid-up Capital	₹2,76,45,39,184 divided into 1,38,22,69,592 fully paid-up equity shares of ₹2 each
12	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report.	Mr. Rajesh Arora, Company Secretary 011-46611666 rel@rattanindia.com
13	Reporting boundary Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).	The disclosures under this report is on Standalone basis.

II. Products/Services

14. Details of business activities (accounting for 90% of the turnover):

SI.	Description of main activity	Description of business activity	% of Turnover of the entity (FY 22-23)
1	Support service to Organizations	Other support services to organizations	100

15. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

SI.	Product/Service	NIC Code	% of total Turnover contributed
1	Human resources provision and management of human resources functions	78300	100

III. Operations

16. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	-	1	1
International	-	-	-

17. Markets served by the entity:

a. Number of locations

Locations	Number
National (No. of States)	Pan-India
International (No. of Countries)	-

b. **What is the contribution of exports as a percentage of the total turnover of the entity?**

NIL

c. **A brief on types of customers**

The Company serves various customers including corporates, urban population, rural population and government.

IV. Employees

18. Details as at the end of Financial Year:

a. **Employees and workers (including differently abled)**

Sl.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
	EMPLOYEES					
1	Permanent (D)	12	11	91.67	1	8.34
2	Other than Permanent (E)	6	5	83.34	1	16.67
3	**Total employees (D + E)**	**18**	**16**	**88.88**	**2**	**11.11**
	WORKERS					
4	Permanent (F)	0	0	0	0	0
5	Other than Permanent (G)	1	1	100%	0	0
6	**Total workers (F + G)**	**1**	**1**	**100%**	**0**	**0**

b. **Differently abled Employees and Workers**

Sl.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
	DIFFERENTLY ABLED EMPLOYEES					
1	Permanent (D)	0	0	0	0	0
2	Other than Permanent (E)	0	0	0	0	0
3	**Total differently abled employees (D + E)**	**0**	**0**	**0**	**0**	**0**
	DIFFERENTLY ABLED WORKERS					
4	Permanent (F)	0	0	0	0	0
5	Other than Permanent (G)	0	0	0	0	0
6	**Total differently abled workers (F + G)**	**0**	**0**	**0**	**0**	**0**

19. Participation/Inclusion/Representation of women:

Particulars	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	6	2	33.33
Key Management Personnel	2	0	0.00

20. Turnover rate for permanent employees and workers:

(in %)

Particulars	FY 2022-23			FY 2021-22			FY 2020-21		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	12	3	93.75	6	0	66.67	1	0	50
Permanent Workers		0			0			0	

V. Holding, Subsidiary and Associate Companies (including joint ventures)

21. (a) Names of holding / subsidiary / associate companies / joint ventures as on 31 March 2023:

Sl.	Name of the holding/subsidiary/ associate companies/joint ventures (A)	Indicate whether holding / subsidiary/ associate / joint venture	% of shares held by listed entity (directly or indirectly)
1	Neotec Enterprises Limited	Subsidiary	100
2	NeoSky India Limited	Subsidiary	100
3	Cocoblu Retail Limited	Subsidiary	100
4	RattanIndia Investment Manager Private Limited	Subsidiary	100
5	Neotec Insurance Brokers Limited	Subsidiary	100
6	Revolt Intellicorp Private Limited	Subsidiary	100
7	Throttle Aerospace Systems Private Limited (Subsidiary of Neosky India Limited)	Step down Subsidiary	60
8	Neobrands Limited	Subsidiary	100
9	Neorise Technologies – FZCO	Foreign Subsidiary	100

(b) Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)

No

VI. CSR Details

22. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: Yes

(ii) Turnover (In ₹): 40.42 Million for FY 2022-23

(iii) Net worth (In ₹): 4349.26 Million as on 31 March 2023

VII. Transparency and Disclosures Compliances

23. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	FY 2022-23			FY 2021-22		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	No	0	0	-	0	0	-
Investors* (other than shareholders)	No	0	0	-	0	0	-
Shareholders	Yes (https://rattanindia.com/ril/investor-contacts/)	2	0	-	0	0	-
Employees and workers	No	0	0	-	0	0	-
Customers	No	0	0	-	0	0	-
Value Chain Partners	No	0	0	-	0	0	-

24. Overview of the entity's material responsible business conduct issues:

The material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications are given below:

Sl.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Business ethics and culture	Risk	Unethical behaviour may lead to non-compliances and adverse impact, financial or otherwise.	Training and mandatory affirmation to the code of business conduct and ethics.	Negative - Non-compliance with Code of Conduct may result in penalties and loss of brand reputation.

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

National Guidelines for Responsible Business Conduct (NGRBC) issued by the Ministry of Corporate Affairs advocates nine principles as given below:

Sl.	Principle Description
P1	Businesses should conduct and govern themselves with integrity and in a manner that is Ethical, Transparent and Accountable.
P2	Businesses should provide goods and services in a manner that is sustainable and safe.
P3	Businesses should respect and promote the well-being of all employees, including those in their value chains.
P4	Businesses should respect the interests of and be responsive to all its stakeholders.
P5	Businesses should respect and promote human rights.
P6	Businesses should respect and make efforts to protect and restore the environment.
P7	Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.
P8	Businesses should promote inclusive growth and equitable development.
P9	Businesses should engage with and provide value to their consumers in a responsible manner.

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and management processes									
1 a. Whether your entity's policy / policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes								
b. Has the policy been approved by the Board? (Yes/No)	Yes, the policies mandated under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are approved by the Board and other applicable policies are approved by the Functional Heads of the Company, as appropriate.								
c. Web Link of the Policies, if available	Policies are displayed on the website of the Company at the weblink: www.rattanindia.com in the relevant sections.								
2. Whether the entity has translated the policy into procedures. (Yes / No)	Yes								
3. Do the enlisted policies extend to your value chain partners? (Yes/ No)	Yes								
4. Name of the national and international codes/certifications/ labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by the Company and mapped to each principle.	All the policies are firmly rooted with the NGRBC Principles which align with internationally recognized standards such as ISO 9000, 14000 and 45001, UNGC principles, ILO principles and United Nations Sustainable Development Goals (SDGs).								

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	Towards the effectuation of various programmes and initiatives in pursuit of the policy of promoting equitable growth and Development, the Company has also been coming to the aid of the local population by providing assistance and succor in various other forms such provision of medical aid, contribution towards religious ceremonies of locals etc.								
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.									
Governance, leadership and oversight									
7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)	Please refer Chairman's message forming part of Annual Report.								
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy / policies	Board of Directors is the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).								
9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	No. The Board is responsible for the decision making.								

10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was undertaken by Director/ Committee of the Board/ Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	Y	Y	Y	Y	Y	Y	Y	Y	Y	Policies are reviewed yearly and at such intervals as may be required.								
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	Y	Y	Y	Y	Y	Y	Y	Y	Y	Compliance checks are conducted quarterly to ensure that the Company is in compliance with all the applicable laws and regulations.								

	P1	P2	P3	P4	P5	P6	P7	P8	P9
11. Has the entity carried out independent assessment/evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	Yes, the Company has robust review mechanisms and internal audit processes to monitor the implementation of key policies. The internal audits and assessments are conducted by the independent firms and major concerns are reported to the Audit Committee.								

12. If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:

Not Applicable

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

Principle 1: Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

ESSENTIAL INDICATORS

1. **Percentage coverage by training and awareness programmes on any of the principles during the financial year:**

Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	% of persons in respective category covered by the awareness programmes
Board of Directors Key Managerial Personnel	Business & Regulatory updates including developments in the global environment, industry scenarios, key operational matters and sustainability initiatives are placed and discussed at various Meetings of Board of Directors.		100%
Employees other than BoD and KMPs	2	- Code of Business Conduct - Anti-Sexual Harassment Policy	80%
Workers	N.A.	N.A.	N.A.

2. **Details of fines/penalties/punishment/award/compounding fees/settlement amount paid in proceedings (by the entity or by directors/KMPs) with regulators/law enforcement agencies/ judicial institutions, in the financial year:**

	Monetary				
Particulars	**NGRBC Principle**	**Name of the regulatory/ enforcement agencies/ judicial institutions**	**Amount (In ₹)**	**Brief of the Case**	**Has an appeal been preferred? (Yes/No)**
Penalty/ Fine	During FY 2022-23, there were no fines/penalties/punishment/ award/ compounding fees/ settlements as specified under Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.				
Settlement					
Compounding fee					

3. **Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed:**

   Not Applicable

4. **Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web link to the policy:**

   The Company's Code of Business Conduct contains stringent provisions to prevent corruption/ bribery and is applicable to all the directors, employees and others associated with the business of the Company. The principles of business conduct are strongly embedded into working environment of the Company.

5. **Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:**

Particulars	FY 2022-23	FY 2021-22
Directors	Nil	Nil
KMPs		
Employees		
Workers		

6. **Details of complaints with regard to conflict of interest:**

Particulars	FY 2022-23		FY 2021-22	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	Nil	-	Nil	-
Number of complaints received in relation to issues of Conflict of Interest of the KMPs				

7. **Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest:**

   Not Applicable.

Principle 2: Businesses should provide goods and services in a manner that is sustainable and safe

ESSENTIAL INDICATORS

1. **Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of products and processes to total R&D and capex investments made by the entity, respectively:**

Particulars	FY 2022-23	FY 2021-22	Details of improvements in environmental and social impacts
R&D	Nil	Nil	-
Capex	Nil	Nil	-

2. a. **Does the entity have procedures in place for sustainable sourcing? (Yes/No):**

   No

   b. **If yes, what percentage of inputs were sourced sustainably?**

   Not Applicable

3. **Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste:**

   Not Applicable

4. **Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same:**

   Not Applicable

Principle 3: Businesses should respect and promote the well-being of all employees, including those in their value chains

ESSENTIAL INDICATORS

1. a. **Details of measures for the well-being of employees:**

Category	Total (A)	% of employees covered by									
		Health insurance*		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent employees											
Male	17	17	100	15	88.24	NA	0	0	0	0	0
Female	2	2	100	2	100	0	0	NA	0	0	0
Total	**19**	**19**	**100**	**17**	**89.47**	**0**	**0**	**0**	**0**	**0**	**0**
Other than Permanent employees											
Male	0	0	0	0	0	NA	0	0	0	0	0
Female	0	0	0	0	0	0	0	NA	0	0	0
Total	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**

b. Details of measures for the well-being of workers:

Category	Total (A)	% of employees covered by									
		Health insurance*		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent workers											
Male	0	0	0	0	0	NA	0	0	0	0	0
Female	0	0	0	0	0	0	0	NA	0	0	0
Total	**0**	**0**	**0**	**0**	**0**	**NA**	**0**	**NA**	**0**	**0**	**0**
Other than Permanent workers											
Male	0	0	0	0	0	NA	0	0	0	0	0
Female	0	0	0	0	0	0	0	NA	0	0	0
Total	**0**	**0**	**0**	**0**	**0**	**NA**	**0**	**NA**	**0**	**0**	**0**

2. Details of retirement benefits:

Benefits	FY 2022-23			FY 2021-22		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total Employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	74	0	Y	7	0	Y
Gratuity	100	100	NA	0	0	NA
ESI	0	0	NA	0	0	NA
Others – please specify	NA	NA	NA	NA	NA	NA

3. Accessibility of workplaces:

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Yes, The Company's premises/offices are accessible to Persons with Disabilities (PwDs), as per the requirements of the Rights of Persons with Disabilities Act, 2016. The Company provides Wheelchair and Evacuation chair at its premises/ offices.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy:

The Company is an equal opportunity employer and it hires employees on the basis of merit and does not discriminate on the basis of race, sexual orientation, colour, religion, physical disability etc.

5. Return to work and Retention rates of permanent employees and workers that took parental leave:

Gender	Permanent employees		Permanent workers	
	Return to work rate (%)	Retention rate (%)	Return to work rate (%)	Retention rate (%)
Male	N.A.	N.A.	N.A.	N.A.
Female	N.A.	N.A.	N.A.	N.A.
Total	**N.A.**	**N.A.**	**N.A.**	**N.A.**

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and workers?

Particulars	Yes/No (If Yes, then give details of the mechanism in brief)	(Brief details of the mechanism)
Permanent Workers	No	Not Applicable
Other than Permanent Workers		
Permanent Employees	Yes	The Company has a policy on Whistle-blower mechanism and Prevention of Sexual Harassment at Workplace (POSH) to provide a work environment that ensures every person at the workplace is treated with respect and dignity and is afforded equal treatment. Issues relating to sexual harassment are dealt with as per the Company's POSH Policy, the Company's POSH Policy is gender neutral.
Other than Permanent Employees		

7. Membership of employees and workers in association(s) or Unions recognised by the listed entity:

Category	FY 2022-23			FY 2021-22		
	Total employees/ workers in respective category (A)	No. of employees/ workers in respective category, who are part of association(s) or Union (B)	% (B/A)	Total employees/ workers in respective category (C)	No. of employees/ workers in respective category, who are part of association(s) or Union (D)	% (D/C)
Total Permanent Employees						
- Male	NA	NA		NA	NA	
- Female	NA	NA		NA	NA	
Total Permanent Workers						
- Male	NA	NA		NA	NA	
- Female	NA	NA		NA	NA	

8. Details of training given to employees and workers:

Category	FY 2022-23					FY 2021-22				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees*										
Male	15	14	93.33	13	86.66	12	9	75	11	91.66
Female	2	2	100	2	100	2	1	50	2	100
Total	**17**	**16**	**94.12**	**15**	**88.24**	**14**	**10**	**71.43**	**13**	**92.86**
Workers										
Male	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Female	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Total	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**

9. **Details of performance and career development reviews of employees and worker:**

Category	FY 2022-23			FY 2021-22		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
Employees*						
Male	15	15	100	12	12	100
Female	2	2	100	2	2	100
Total	**17**	**17**	**100**	**14**	**14**	**100**
Workers	Not Applicable					
Male						
Female						
Total						

10. **Health and safety management system:**

a. **Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, what is the coverage of such a system?**

Not Applicable

b. **What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?**

Not Applicable

c. **Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks.**

Not Applicable

d. **Do the employees/ workers of the entity have access to non-occupational medical and healthcare services?**

Not Applicable

11. **Details of safety related incidents are given below:**

Safety Incident/Number	Category	FY 2022-23	FY 2021-22
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	N.A.	N.A.
	Workers	N.A.	N.A.
Total recordable work-related injuries	Employees	N.A.	N.A.
	Workers	N.A.	N.A.
No. of fatalities	Employees	N.A.	N.A.
	Workers	N.A.	N.A.
High consequence work-related injury or ill-health (excluding fatalities)	Employees	N.A.	N.A.
	Workers	N.A.	N.A.

12. **Describe the measures taken by the entity to ensure a safe and healthy workplace:**

The Company has taken the following initiatives to ensure a safe and healthy workplace:

1. Fire Safety Mockdrills
2. Environmental Monitoring, Monitoring and Measurement of workplace for Noise, Heat, Ventilation, Air and Water Sampling as per scheduled program.
3. Compliance Management System
4. Management reviews with Senior Management

13. Number of complaints on the following made by employees and workers:

Particulars	FY 2022-23			FY 2021-22		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	-	-	N.A.	-	-	N.A.
Health & Safety	-	-	N.A.	-	-	N.A.

14. Assessments for the year:

Particulars	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100%
Working Conditions	100%

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions:

All activities and operations performed in the office are reviewed periodically and if there is any near Miss and/or Injury incident then adequate control measures are implemented for performing the respective activities.

Principle 4: Businesses should respect the interests of and be responsive to all its stakeholders

ESSENTIAL INDICATORS

1. Describe the processes for identifying key stakeholder groups of the entity:

Key stakeholders, both internal and external, are identified based on

a. the impact that they have on the value Company creates and

b. the impact of the Company's business operations on the stakeholders.

These include employees, shareholders, consumers, investors, communities, suppliers, and vendors. Various communication channels have been established to allow open discussions and understanding of the issues that are critical to their respective interests. This enables a Company to create shared value and make a positive contribution to build a sustainable society.

2. List of stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group:

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/ No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly/ others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Employees	No	Trainings, awareness sessions on physical, mental, financial and social well- being, townhalls and development conversations	Regularly	The purpose is to have an inclusive and overall development of employees, obtaining valuable feedback and sharing the strategy & vision of the Company with the employees.
Suppliers	No	Supplier meets, reviews and audits.	Regularly	The scope includes capacity and capability building, competitive pricing, value chain efficiencies, sustainability and adherence to Company's standards and policies.
Investors / Shareholders	No	Annual report, press releases, stock exchange communications, investors' presentations, investors' meet, newspaper publications, general meetings and website disclosures.	Regularly	Communications made to the investors of the Company majorly includes updates on the financial performance, business growth, future plans, key organizational changes and investor service related information.

Principle 5: Businesses should respect and promote human rights

ESSENTIAL INDICATORS

1. **Details of Employees and workers who have been provided training on human rights issues and policy(ies) of the entity are given below:**

Category	FY 2022-23			FY 2021-22		
	Total (A)	No. of employees/ workers covered (B)	% (B/A)	Total (C)	No. of employees/ workers covered (D)	% (D/C)
Employees						
Permanent	15	14	93.33	12	9	75
Other than permanent	2	2	100	2	1	50
Total employees	**17**	**16**	**94.12**	**14**	**10**	**71.43**
Workers						
Permanent	0	0	0	0	0	0
Other than permanent	0	0	0	0	0	0
Total workers	**0**	**0**	**0**	**0**	**0**	**0**

2. **Details of minimum wages paid to employees and workers are given below:**

Category	FY 2022-23					FY 2021-22				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Permanent	18	0	0	18	100	13	0	0	13	100
Male	16	0	0	16	100	11	0	0	11	100
Female	2	0	0	2	100	2	0	0	2	100
Other than permanent	0	0	0	0	0	0	0	0	0	0
Male	0	0	0	0	0	0	0	0	0	0
Female	0	0	0	0	0	0	0	0	0	0
Total employees	**18**	**0**	**0**	**18**	**100**	**13**	**0**	**0**	**13**	**100**
Workers										
Permanent	0	0	0	0	0	0	0	0	0	0
Male	0	0	0	0	0	0	0	0	0	0
Female	0	0	0	0	0	0	0	0	0	0
Other than permanent	1	1	100	0	0	1	1	100	0	0
Male	1	1	100	0	0	1	1	100	0	0
Female	0	0	0	0	0	1	0	0	0	0
Total workers	**1**	**1**	**100**	**0**	**0**	**1**	**1**	**100**	**0**	**0**

3. **Details of remuneration/salary/wages are given below:**

Particulars	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD)*	-	-	-	-
Key Managerial Personnel (KMP)**	2	17,594,386	-	-
Employees other than BoD, KMPs and Workers	13	6,807,682	2	1,288,831
Workers	-	-	-	-

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes. The Company has a Human Rights Policy in place to address issues related to human rights. The policy extends to all internal and external stakeholders which includes employees, vendors, contractors and business partners. Various management committees and committees of the Board reviews and addresses human rights issues.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues:

Respecting and upholding human rights and values is deeply integrated into the Company's culture, ways of working and value system over the years. The human rights concerns/grievances can be reported to the Direct Manager, or the Compliance Officer. Further, the Company's policies provides for various mechanisms to effectively redress grievances relating to human rights. Under these policies, the Company has established web portal, e-mail IDs and contact details for handling the complaints.

The Company has policy on Prevention of Sexual Harassment at Workplace ("POSH") and Code of Conduct which include stringent SOPs for human rights grievance redressal with respect to sexual harassment and ethical practices.

6. Number of Complaints on the following made by employees and workers:

Particulars	FY 2022-23			FY 2021-22		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	0	0	-	0	0	-
Discrimination at workplace	0	0	-	0	0	-
Child Labour	0	0	-	0	0	-
Forced Labour/Involuntary Labour	0	0	-	0	0	-
Wages	0	0	-	0	0	-
Other human rights related issues	0	0	-	0	0	-

7. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases:

The Company believes in providing equal opportunity and has zero tolerance towards any kind of discrimination on the basis of age, gender, religion or other factors. The Code of Business Conduct and Anti Sexual Harassment Policy of the Company provides adequate mechanisms for redressal of complaints of harassment without fear or threat of reprisals in any form or manner to all employees irrespective of their gender and sexuality.

The Whistle Blower Policy provides vigil mechanism for Directors and Employees to voice their concerns in a responsible and effective manner regarding unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct and dealing with Insider Trading and Unpublished Price Sensitive Information. It also provides adequate safeguards against victimization of Directors and Employees who avail the mechanism.

8. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

Yes, the Company has a policy on zero child labour, zero tolerance for discrimation at workplace and other human rights violations which extends to supply chain as well.

9. Assessments of the year:

Particulars	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)*
Child labour	100%
Forced/involuntary labour	100%
Sexual harassment	100%
Discrimination at workplace	100%
Wages	100%
Others – please specify	-

* Assessments were done by the Company.

10. **Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above:**

    The Company did not find any significant risks or concerns arising from the assessments conducted. Further, the Company's statutory and internal auditors' observations of the audits carried out at the office is placed before the Audit Committee on quarterly basis.

Principle 6: Businesses should respect and make efforts to protect and restore the environment

ESSENTIAL INDICATORS

1. a. **Details of total energy consumption (in Joules or multiples) and energy intensity are given below:**

Parameter	FY 2022-23	FY 2021-22
Total electricity consumption (A) (in GJ)	51309	191100
Total fuel consumption (B) (in GJ)	0	0
Energy consumption through other sources (C) (in GJ)	8210	7254
Total energy consumption (A+B+C) (in GJ)	59519	198354
Energy intensity per rupee of turnover (Total energy consumption/ turnover in rupees)	-	-
Energy intensity (GJ/Metric tonnes of production)	-	-

Note: GJ= Gigajoules.

b. **Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency:**

No

2. **Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.**

   Not Applicable

3. a. **The disclosures related to water are given below:**

Parameter	FY 2022-23	FY 2021-22
Water withdrawal by source (in kilolitres)		
(i) Surface water	0	0
(ii) Groundwater (in kilolitres)	0	0
(iii) Third party water (Municipal water supplies, tankers, supplies from industrial estate) (in kilolitres)	16.27	138.94
(iv) Seawater / desalinated water	0	0
(v) Others	0	0
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	**16.27**	**138.94**
Total volume of water consumption (in kilolitres)	**16.27**	**138.94**
Water intensity per rupee of turnover (Water consumed / turnover)	N.A.	N.A.
Water intensity (KL/Metric tonnes of production)	-	-

b. **Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency:**

No

4. **Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation:**

   Not Applicable

5. Air emissions (other than GHG emissions) by the entity:

Not Applicable

6. a. The details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity are given below:

Parameter	Unit	FY 2022-23	FY 2021-22
Total Scope 1 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	N.A.	N.A.
Total Scope 2 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	N.A.	N.A.
Total Scope 1 and Scope 2 emissions per rupee of turnover		N.A.	N.A.
Total Scope 1 and Scope 2 emission intensity (Metric tonnes of production)		N.A.	N.A.

b. Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency:

No

7. Does the entity have any project related to reducing Greenhouse Gas emission? If Yes, then provide details:

Not Applicable

8. a. The details related to waste management by the entity are given below:

Parameter	UOM	FY 2022-23	FY 2021-22
Total Waste generated (in metric tonnes)			
Plastic waste (A)		N.A.	N.A.
E-waste (B)		N.A.	N.A.
Bio-medical waste (C)		N.A.	N.A.
Construction and demolition waste (D)		N.A.	N.A.
Battery waste (E)		N.A.	N.A.
Radioactive waste (F)		N.A.	N.A.
Other Hazardous Waste (G):		N.A.	N.A.
Waste Oil		N.A.	N.A.
Waste Oil Cotton		N.A.	N.A.
DG Filters		N.A.	N.A.
Hazardous Waste Containers		N.A.	N.A.
Other Non-hazardous waste generated (Rejected product waste, paper waste, cardboard, metal, PPE, wood, rubber) (H)		N.A.	N.A.
Total (A+B + C + D + E + F + G + H)		N.A.	N.A.
		N.A.	N.A.
Category of waste (in metric tonnes)		N.A.	N.A.
(i) Recycled		N.A.	N.A.
		N.A.	N.A.
(ii) Re-used		N.A.	N.A.
(iii) Other recovery operations		N.A.	N.A.
Total		N.A.	N.A.
		N.A.	N.A.
Category of waste (in metric tonnes)			
(i) Incineration		N.A.	N.A.
		N.A.	N.A.
(ii) Landfilling		N.A.	N.A.
(iii) Other disposal operations		N.A.	N.A.
Total		**N.A.**	**N.A.**

b. **Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency:**

No

9. **Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your Company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes:**

Not Applicable

10. **If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:**

The entity doesn't have office in ecologically sensitive areas.

11. **Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:** Not Applicable

12. **Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment Protection Act and rules thereunder (Y/N). If not, provide details of all such non-compliances:**

Yes, your Company is compliant with the applicable environmental law/ regulations/ guidelines in India.

PRINCIPLE 7 Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

ESSENTIAL INDICATORS

1. **Number of affiliations with trade and industry chambers/ associations and list of top 10 trade and industry chambers/ associations (determined based on the total members of such a body) the entity is a member of/ affiliated to:**

Sl.	Name of the trade and industry chambers/associations	Reach of trade and industry chambers/ associations (State/National)
	N.A.	

2. **Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities:**

Not Applicable

PRINCIPLE 8 Businesses should promote inclusive growth and equitable development

ESSENTIAL INDICATORS

1. **Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year:**

Not Applicable

2. **Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:**

Not Applicable

3. **Describe the mechanisms to receive and redress grievances of the community:**

Not Applicable

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

(in %)

Particulars	FY 2022-23	FY 2021-22
Directly sourced from MSMEs/ small producers	N.A	N.A
Sourced directly from within the district and neighbouring districts	N.A	N.A

PRINCIPLE 9 Businesses should engage with and provide value to their consumers in a responsible manner

ESSENTIAL INDICATORS

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback:

Any query/complaints are received directly on Company's e-mail id.

2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:

Particulars	As a percentage to total turnover
Environmental and social parameters relevant to the product	100%
Safe and responsible usage	
Recycling and/or safe disposal	

3. Number of consumer complaints in respect of the following:

Particulars	FY 2022-23		Remarks	FY 2021-22		Remarks
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy	0	0	-	0	0	-
Advertising	0	0	-	0	0	-
Cyber-security	0	0	-	0	0	-
Delivery of essential services	0	0	-	0	0	-
Restrictive Trade Practices	0	0	-	0	0	-
Unfair Trade Practices	0	0	-	0	0	-
Others*	0	0	-	0	0	-

4. Details of instances of product recalls on account of safety issues:

	Number	Reasons for recall
Voluntary recalls	0	NA
Forced recalls	0	NA

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy:

Yes, the Company respects the privacy of its employees, business partners and others who interact with the Company. This is reflected in the Company's policy and the issues are overseen by the Board Committees, as may be required. The weblink of the policy is https://rattanindia.com/wp-content/uploads/2022/09/REL-Risk-Management-Policy.pdf

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services:

There were no significant issues/ penalties/ regulatory actions relating to advertising, cyber security and data privacy during the year.

Annexure - D

FORM-MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2023

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

To,
The Members,
RATTANINDIA ENTERPRISES LIMITED
5th Floor, Tower-B, Worldmark 1, Aerocity
New Delhi -110037

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

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, 2023** complied with the statutory provisions listed here under 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 **RattanIndia Enterprises Limited** for the financial year ended on **31st March, 2023** 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;

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;

v. The Regulations prescribed under the Securities and Exchange Board of India Act,1992 ('SEBI Act') viz.:-
   a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations,2011;
   b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
   c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009(till November 9, 2018) and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (w.e.f. November 10, 2018);
   d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
   e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not Applicable during the period under audit)
   f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations,1993 regarding the Companies Act and dealing with client;
   g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (Not Applicable during the period under audit)

h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 (Not Applicable during the period under audit); and

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

vi. and other applicable laws like:

- **The Electricity Act, 2003**
- **National Tariff Policy**
- **The Trade Mark Act, 1999**
- **Taxation Laws**
- **Labour Laws and Social Security Laws** – such as Employees State Insurance Act, 1948; Payment of Gratuity Act, 1972; Contract Labour (Regulation and Abolition) Act, 1970; Maternity Benefit Act, 1961, The Equal Remuneration Act 1976; Employees Provident Funds And Miscellaneous Act, 1952
- **IT Related Laws** – Information Technology Act, 2000;
- **Miscellaneous Laws** – Sexual Harassment of Women at Workplace (Prevention, Prohibition and Regulation) Act, 2013

We have also examined compliance with the applicable clauses of Secretarial Standards issued by the Institute of Company Secretaries of Indiaw.r.t. meetings of the Board of Directors (SS - 1) and General Meeting (SS – 2).

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

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance 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.

All decisions of the Board and Committees were carried with requisite majority.

We further report that

i. An amendment in the object clause of Memorandum of Association of the Company to include an object of providing services of planning, marketing, securing, developing infra-structuring activity was approved by Shareholders through Postal Ballot, result of which was declared on August 3, 2022 and registered by Registrar of Companies, Delhi on August 12, 2022.

ii. Pursuant to the approval of the Board of Directors, the Company has provided Corporate Guarantee to various vendors/lenders of its wholly owned subsidiary namely Cocoblu Retail Limited.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. The Company has introduced compliance alert system for applicability of all applicable laws, rules, regulations and guidelines

For **S. Khandelwal & Co.**
Company Secretaries

Sd/-
Sanjay Khandelwal
Proprietor
Membership No. : FCS-5945
C P No.: 6128
UDIN: F005945E000708020

Place: New Delhi
Date: 31.07.2023

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

Annexure - A

To,
The Members,
RATTANINDIA ENTERPRISES LIMITED
5th Floor, Tower-B, Worldmark 1, Aerocity
New Delhi -110037

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.

4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of 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.

7. The maximum liability of our firm under the secretarial audit in respect of the aggregate of all claims shall not exceed the fee charged by us.

For **S. Khandelwal & Co.**
Company Secretaries

Sd/-
Sanjay Khandelwal
Proprietor
Membership No. : FCS-5945
C P No.: 6128
UDIN: F005945E000708020

Place: New Delhi
Date: 31.07.2023

Annexure - D(a)

FORM-MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2023

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

To,
The Members,
COCOBLU RETAIL LIMITED
5th Floor, Tower-B, Worldmark 1, Aerocity
New Delhi -110037

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

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, 2023** complied with the statutory provisions listed here under 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 **Cocoblu Retail Limited** for the financial year ended on **31st March, 2023** 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; **Not Applicable**

iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

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

v. The Regulations prescribed under the Securities and Exchange Board of India Act,1992 ('SEBI Act') viz.:- **Not Applicable**

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

   b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

   c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements)Regulations, 2009(till November 9, 2018) and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (w.e.f. November 10, 2018;

   d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

   e) The Securities and Exchange Board of India(Issue and Listing of Debt Securities) Regulations, 2008;

   f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations,1993 regarding the Companies Act and dealing with client;

   g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations,2009;

   h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998(till September 10, 2018) and Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 (w.e.f. September 11, 2018); and

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

vi. and other applicable laws like:

- **Taxation Laws**
- **Labour and Social Security Laws –** such as Employees State Insurance Act, 1948; Payment of Gratuity Act, 1972; Contract Labor (Regulation and Abolition) Act, 1970; Maternity Benefit Act, 1961, The Equal Remuneration Act 1976;Employees Provident Funds And Miscellaneous Act, 1952
- **IT Related Laws –** Information Technology Act, 2000;
- **Miscellaneous Laws –** Sexual Harassment of Women at Workplace (Prevention, Prohibition and Regulation) Act, 2013

We have also examined compliance with the applicable clauses of Secretarial Standards issued by the Institute of Company Secretaries of India w.r.t. meetings of the Board of Directors (SS - 1) and General Meeting (SS – 2).

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

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

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

All decisions of the Board and Committees were carried with requisite majority.

We further report that

i. The Authorised Share Capital of the Company was increased from ₹16,05,00,000/- divided into 1,60,50,000 Equity Shares of ₹10/- each to ₹35,05,00,000/- divided into 3,50,50,000 Equity Shares of ₹10/- each

ii. The Company has allotted 70,00,000 Equity Shares of ₹100/- each. (including premium of ₹90 per share) on 20th April, 2022, 70,00,000 Equity Shares of ₹100/- each. (including premium of ₹90 per share) on 30th May, 2022 and has allotted 50,00,000 Equity Shares of ₹100/- each. (Including premium of ₹90 per share) on 21st July, 2022

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. The Company has introduced compliance alert system for applicability of all applicable laws, rules, regulations and guidelines.

For **S. Khandelwal & Co.**
Company Secretaries

Sd/-
Sanjay Khandelwal
FCS-5945
C P No.: 6128
UDIN: F005945E000708350
Peer Review Cert. No – 2271/2022

Place: New Delhi
Date: 31.07.2023

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

Annexure - A

To,
The Members,
COCOBLU RETAIL LIMITED
5th Floor, Tower-B, Worldmark 1, Aerocity
New Delhi -110037

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.

4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of 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.

7. The maximum liability of our firm under the secretarial audit in respect of the aggregate of all claims shall not exceed the fee charged by us.

For **S. Khandelwal & Co.**
Company Secretaries

Sd/-
Sanjay Khandelwal
FCS-5945
C P No.: 6128

Place: New Delhi
Date: 31.07.2023

Annexure - E

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO

[Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014]

A. Conservation of Energy

The Company operations do not account for substantial energy consumption. However, the Company is taking all possible measures to conserve energy. As an ongoing process, the following measures are undertaken:

a. Implementation of viable energy saving proposals.

b. Installation of automatic power controllers to save maximum demand charges and energy.

c. Shutting of all the lights when not in use and use of LED lights.

d. Training front end operational personnel on opportunities of energy conservation.

e. Awareness and training sessions for maintenance personnel conducted by experts.

B. Technology Absorption

The nature of business being carried out by the Company entails use of effective information technology. The management keeps itself abreast of technological advancement in the industry and ensures continues and sustained efforts towards absorption of technology, adaptation as well as development of the same to meet the business needs and objectives.

The Company continuously encourages the introduction and use of latest available innovations in the field of information technology.

C. Foreign Exchange Earnings and Outgo

(₹ in Million)

Particulars	As on March 31, 2023	As on March 31, 2022
Earnings in Foreign Currency	-	-
Expenditure in Foreign Currency	0.18	-

Corporate Governance Report

1. THE COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company is committed to good Corporate Governance and its philosophy of Corporate Governance aims at establishing and practicing a system of good Corporate Governance which will assist the management in managing the Company's business in an efficient and transparent manner towards fulfilling the corporate objectives and meet the obligations and serve the interest of the stakeholders. The Company's endeavor has always been to maximize the long-term value to the shareholders of the Company.

2. BOARD OF DIRECTORS (BOARD)

(A) Composition and size of the Board

The Board of Directors in the Company has been constituted in a manner which ensures appropriate combination of Executive Directors and Non-executive Directors and having proper mix of non- independent and independent directors to ensure proper governance and management. The Board members have collective experience in diverse fields.

Currently, the Board of Directors (Board) consists of one executive director and five non-executive directors. The Independent Directors constitute fifty percent of the total Board composition with three out of six directors on the Board of the Company being independent.

The details of Directors, number of Directorships held by them in other companies as also the number of their Memberships and Chairpersonships on various Board Committees, as at 31.03.2023, are depicted in the table given below:

S. No.	Name of the Director	Category of Directorship	No. of Directorships in other Companies*	Category of Directorship and name of the other listed companies as on 31.03.2023	No. of Memberships/ Chairpersonships in Board Committees of various companies (including the Company)**	
					Member	Chairperson
1.	Mr. Rajiv Rattan (DIN: 00010849)#	Chairman, Non-Executive Director and Promoter	1	RattanIndia Power Limited - Executive Chairman and Director and Promoter	4	0
2.	Mr. Jeevagan Narayana Swami Nadar DIN: 02393291)	Non-Executive Independent Director	6	RattanIndia Power Limited - Independent Director	5	3
3.	Mr. Rajesh Kumar (DIN: 03291545)##	Non-Executive Director	1	-	1	0
4.	Mr. Sanjiv Chhikara (DIN: 06966429)	Non-Executive Independent Director	1	RattanIndia Power Limited - Independent Director	4	1
5.	Mrs. Pritika Poonia (DIN: 06715564)###	Non-Executive Independent Woman Director	1	RattanIndia Power Limited - Independent Woman Director	2	0
6.	Mrs. Anjali Nashier (DIN: 01942221)	Non-Executive Director	0	-	0	0

Mr. Rajiv Rattan (DIN: 00010849) re-transited from the position of Executive Chairman to Non-Executive Chairman of the Company w.e.f. October 29, 2022.

Post Closure of Financial Year Mr. Rajesh Kumar (DIN: 03291545) was appointed as an Executive Director of the Company w.e.f. April 01, 2023.

Mrs. Pritika Poonia was appointed as Non-Executive Independent Woman Director on November 10, 2022.

* Does not include directorships held in private limited companies, foreign companies, high value debt listed entities and the companies registered under Section 8 of the Companies Act, 2013.

** In terms of Regulation 26(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, only memberships/chairpersonships of the Audit Committees and Stakeholders' Relationship Committees in various public limited companies, have been considered.

None of the Directors on the Board held directorship in more than seven listed companies. Further, the Executive director of the Company, do not serve as an Independent director in any listed company as mentioned in Regulation 17A (2) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (SEBI Listing Regulations).

None of the directors on the Board is a member of more than ten committees or chairperson of more than five committees across all Public Limited companies in which he/ she is a director. In computing the said number only Audit Committee and Stakeholders Committee, have been considered. Further, none of the Independent Directors on the Board is serving as an Independent Director in more than seven listed companies or a whole-time director/MD in any listed entity.

Except Mr. Rajiv Rattan, who holds 17,70,000 equity shares and Mr. Rajesh Kumar who holds 3,120 equity shares in the Company, no other director holds any share/ convertible instruments in the Company.

None of the Non-executive Director had any pecuniary relationship with or entered any pecuniary transactions with the Company, during the financial year 2022-23.

Except Mr. Rajiv Rattan and Mrs. Anjali Nashier (wife of Mr. Rajiv Rattan), no other director is related to one another.

During the financial year, Mrs. Neha Poonia (DIN: 07965751) resigned as Non-Executive Independent Woman Director of the Company w.e.f. November 10, 2022, due to personal reasons and Mrs. Pritika Poonia (DIN: 06715564) was appointed as Non-Executive Independent Woman Director w.e.f. November 10, 2022. Mr. Rajiv Rattan (DIN: 00010849) due to his appointment as Executive Chairman of RattanIndia Power Limited, had re-transited from the position of Executive Chairman to Non-Executive Chairman of the Company w.e.f. October 29, 2022. Mr. Rajesh Kumar (DIN: 03291545) was appointed as an Executive Director on the board of the Company w.e.f. April 1, 2023. Mr. Amit Jain (PAN: AEUPJ9311H) ceased to be the Chief Financial Officer of the Company w.e.f. April 02, 2022 and Mr. Amit Jain (PAN: AFKPJ7410C) had been appointed as Chief Financial Officer of the Company w.e.f. April 02, 2022.

Post closure of the financial year, Mr. Amit Jain (PAN: AFKPJ7410C) resigned as a Chief Financial Officer of the Company w.e.f. May 19, 2023 and Mr. Vinu Balwant Saini (PAN: AFSPB8478G) was appointed as Chief Financial Officer of the Company w.e.f. May 20, 2023.

Woman Directors

The Company, in compliance of the provisions of Section 149 read with Rule 3 of the Companies (Appointment and Qualifications of Directors), 2014 and Regulation 17(1)(a) of SEBI (Listing Obligations and Disclosures Requirements), Regulations, 2015 has Non-executive Woman Director on the Board. Mrs. Pritika Poonia, Independent Woman Director who was appointed with effect from November 10, 2022 as an Additional Independent Woman Director, for a tenure of 5 years and subsequently her appointment was approved by the shareholders in the Extraordinary General Meeting held on February 07, 2023.

Independent Director

The Independent Directors of the Company have been appointed in terms of the requirements of the Act, the Listing Regulations and the Governance Guidelines for Board Effectiveness adopted by the Company.

Formal letters of appointment have been issued to the Independent Directors and the terms and conditions of their appointment are disclosed on the Company's website https://rattanindia.com/wp-content/uploads/2022/08/appointment-letter-and-terms-of-appointment-of-independent-directors.pdf

The Company has received declaration from the Independent Directors confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act read with Regulation 16(1)(b) of the Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstances or situations which exist or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

The Board is of the opinion that the Independent Directors fulfill the conditions specified in the Act and the Listing Regulations and that they are independent of the management.

In terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014, the Independent Directors have confirmed that they are registered in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs.

Separate meeting of Independent Directors

In compliance with the requirements set out in Schedule IV to the Companies Act, 2013 read with the SEBI (LODR) Regulations, 2015 and Secretarial Standard on Board Meeting (SS-1) a separate meeting of Independent Directors of the Company was held on February 10, 2023.

The Independent Directors, inter-alia, reviewed the performance of Non-Independent Directors, board as a whole and Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors.

(B) Details of Board meetings and the last Annual General Meeting (AGM) and attendance record of Directors thereat

During the Financial Year 2022-2023, the Board met 7 (Seven) times. The dates of the Board meetings were April 02, 2022, May 30, 2022, August 12, 2022, September 30, 2022, November 10, 2022, January 03, 2023, February 10, 2023. The gap between any two consecutive meetings held during the FY 2022-23 did not exceed 120 days.

The last Annual General Meeting of the Company was held on September 30, 2022.

A table depicting the attendance of Directors at various Board Meetings and Annual General Meeting held during the Financial Year 2022-23 is given below:

Sr. No.	Name of the Director	Meetings held during the tenure	No. of Board Meetings attended	Attendance at the last AGM
1.	Mr. Rajiv Rattan	7	7	Yes
2.	Mr. Jeevagan Narayana Swami Nadar	7	7	Yes
3.	Mr. Rajesh Kumar	7	7	Yes
4.	Mr. Sanjiv Chhikara	7	1	Yes
5.	Mrs. Neha Poonia*	5	5	Yes
6.	Mrs. Pritika Poonia**	2	2	NA
7.	Mrs. Anjali Nashier	7	4	Yes

*Mrs. Neha Poonia ceased to be an Independent Woman Director of the Company w.e.f. November 10, 2022.
**Mrs. Pritika Poonia appointed as an Independent Woman Director of the Company w.e.f. November 10, 2022.

Note: Agenda papers with detailed notes are circulated in advance at each meeting. Information as required in Part A of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been made available to the Board from time to time.

The Company periodically places Compliance Reports with respect to all applicable laws before the Board of Directors for its review.

The Board of Directors of the Company had accepted all recommendation of committees of the Board which are mandatorily required, during the Financial Year 2022-23.

(C) Code of Conduct

In order to adopt Corporate Governance practice in its true spirit, the Company has adopted a "Code of Conduct" for its employees including Managing/Executive Director and senior management. In addition, the Company has also adopted a Code of Conduct for its Non- Executive Directors, which includes duties of the Independent Directors as laid down in the Companies Act, 2013 (the "Act"). These codes are available on the website of the Company. Further, the Company's Corporate Governance philosophy has been strengthened through the "Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices".

(i) Code of Conduct and Ethics

The Company has laid down a Code of Conduct for all Board members and Senior Management Personnel of the Company, which also includes the duties and responsibilities of both Executive and Non-Executive directors as laid down under the Companies Act, 2013 and SEBI Regulations. The Code of Conduct is available on the website of the Company https://rattanindia.com/ril/code-of-conduct-senior-management/

None of the Non-Executive Directors has any other material pecuniary relationship or transactions with the Company, its Promoters or Directors, its Senior Management or its Subsidiaries.

All Board members and Senior Management Personnel have affirmed compliance with the Code of Conduct applicable to them, for the Financial Year 2022-23. A declaration signed by the Mr. Rajesh Kumar, Whole time Director of the Company, to this effect, appears at the end of this Report.

(ii) Code of Conduct for Prevention of Insider Trading

In accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, the Board of Directors of the Company has adopted Code of Conduct for prevention of Insider Trading and the Code of Corporate Disclosure Practices (Insider Trading Code).

All the Directors, Employees of the Company and their immediate relatives and other connected persons who could have access to the Unpublished Price Sensitive Information of the Company, are governed under this Insider Trading Code.

(D) Chart / Matrix of Skills / Expertise / Competence of the Board of Directors in context to Company's business and sector:

The Board is satisfied that the current composition reflects a mix of knowledge, skills, experience, diversity and independence. The Board provides leadership, strategic guidance, objective, and an independent view to the Company's management while discharging its fiduciary responsibilities, thereby ensuring that the management adheres to high standards of ethics, transparency and disclosure.

The Company requires skills/expertise/competencies in the areas of strategy, finance, leadership, accounting, economic, legal and regulatory matters and human resources, etc.

The Board has identified the following skills/expertise/competencies fundamental for the effective functioning of the Company which are currently available with the Board:

S. No	Name of the Director	Area of Expertise						
		Strategy	Finance	Leadership	Accounting	Economic	Legal and Regulatory Matters	Human Resources
1	Mr. Rajiv Rattan	✓	–	✓	–	✓	✓	–
2	Mr. Rajesh Kumar	✓	–	–	–	✓	✓	–
3	Mr. Jeevagan Narayana Swami Nadar	✓	✓	–	✓	✓	✓	–
4	Mr. Sanjiv Chhikara	✓	✓	–	✓	–	✓	–
5	Mrs. Pritika Poonia	✓	✓	✓	–	–	–	–
6	Mrs. Anjali Nashier	✓	–	✓	–	✓	✓	✓

3. FAMILIARISATION PROGRAMMES FOR INDEPENDENT DIRECTORS

With an aim to provide insights into the Company to enable the Independent Directors to understand its business in depth and contribute significantly, familiarization program has been designed for the Independent Directors.

The Company, on regular basis makes detailed presentations to the Board including Independent Directors, on the Company's operation and business plans, the nature of industry in which Company operates, and model of respective businesses.

In compliance with the requirement of Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Independent Directors of the Company are made aware of their role, responsibilities, and liabilities at the time of their appointment/reappointment through a formal letter of appointment which stipulates various terms and conditions of their engagement apart from clarifying their roles and responsibilities. Further, in line with the policy of the Company as framed in this regard and in compliance with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a familiarization exercise for Independent Directors of the Company was carried out during the financial year 2022-2023, as it had been carried out in the previous financial year.

As required under Regulation 25(7) and 46 of the Listing Regulations, the details of Familiarisation program imparted to the Independent Directors are available on the website of the Company and can be viewed at the weblink https://rattanindia.com/wp-content/uploads/2022/08/4-FAMILIARIZATION-PROGRAMME-FOR-INDEPENDENT-DIRECTORS-1.pdf

4. SENIOR MANAGEMENT

During the Financial Year 2022-2023, Mr. Rajesh Arora, Company Secretary and Mr. Amit Jain, Chief Financial Officer of the Company were the Senior management personnel of the Company. Post Closure of Financial Year Mr. Vinu Saini was appointed as the Chief Financial Officer (SMP) of the Company w.e.f. May 20, 2023 and Mr. Amit Jain resigned from the post on May 19, 2023.

5. COMMITTEES OF THE BOARD

The Board has various committees including Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee, Risk Management Committee and Corporate Social Responsibility (CSR) Committee which act in accordance with the terms of reference determined by the Board. Meetings of each of these Committees are convened by the respective Chairman. Matters requiring Board's attention/approval are placed before the Board. The role, the composition of these Committees including the number of meetings held during the financial year and the related attendance details are provided below:

(A) Audit Committee

The Audit Committee of the Company is constituted in compliance with provisions of Regulation 18 of SEBI Listing Regulations 2015 and Section 177 of the Companies Act 2013 and as on March 31, 2023 comprised of four members namely, Mr. Jeevagan Narayana Swami Nadar as the Chairperson and member, Mr. Rajiv Rattan, Mr. Sanjiv Chhikara and Mrs. Pritika Poonia as the other members. Mr. Jeevagan Narayana Swami Nadar, Mr. Sanjiv Chhikara and Mrs. Pritika Poonia are Non-Executive Independent Directors and Mr. Rajiv Rattan is Non-Executive Director. The Secretary of the Company also acts as Secretary of the Audit Committee.

All the members are financially literate and having expertise in the fields of finance, accounting, development, strategy and management.

In terms of Section 177 of the Companies Act, 2013 and Regulation 18 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, read with Part-C of Schedule II of the Regulations the role of Audit Committee, inter-alia includes the following:

- to review (a) the management discussion and analysis of financial condition and results of operations (b) statement of significant related party transactions submitted by management (c) the management letters / letters of internal control weaknesses, if any issued by the statutory auditors (d) the internal audit reports provided by the Internal Auditors of the Company and (e) statement of deviations. (f) the appointment, removal and terms of remuneration of the Internal Auditor.
- recommendation for appointment, remuneration and terms of appointment of statutory auditors.
- approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval.
- reviewing, with the management, the quarterly financial statements before submission to Board for approval.
- 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 fund 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 to take up steps in this matter.
- reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process.
- approval or any subsequent modification of transactions of the Company with related parties.
- scrutiny of inter-corporate loans and investments.
- valuation of undertakings or assets of the Company, wherever it is necessary.
- evaluation of internal financial controls and risk management systems.
- reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
- 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.
- discussion with internal auditors of any significant findings and follow up there on.
- 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.
- 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.

- to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non- payment of declared dividends) creditors, if any.
- to review the functioning of the whistle blower mechanism.
- approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate.
- reviewing the utilization of loans and/ or advances from/investment by the Company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances/ investments existing as on the date of coming into force of this provision
- consider and comment on rationale, cost-benefits and impacts of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders
- Carrying out any other function as is mentioned in the terms of reference of the audit committee.
- The Audit Committee is entrusted with the responsibility to supervise the Company's internal control and financial reporting process.

Meetings and Attendance during the year

During FY 2022-23, the Audit Committee met five times. The dates of the meetings being May 30,2022, August 12, 2022, November 10, 2022, January 03, 2023, February 10, 2023 and the gap between two consecutive meetings did not exceed one hundred twenty days.

The attendance record of the committee members to the meetings so held is depicted in the table given below:

Sr. No.	Name of the Member	Meetings held during the tenure	No. of Meetings attended
1.	Mr. Rajiv Rattan	5	5
2.	Mr. Jeevagan Narayana Swami Nadar	5	5
3.	Mrs. Pritika Poonia*	2	2
4.	Mrs. Neha Poonia**	3	3
5.	Mr. Sanjiv Chhikara	5	1

* Mrs. Pritika Poonia appointed as a member of the committee on November 10, 2022.

** Mrs. Neha Poonia ceased to be a member of the committee w.e.f. November 10, 2022.

The Finance Head and Auditors attended the meeting by Invitation.

The Chairman of the Audit Committee was present at the Twelfth Annual General Meeting of the Company held on September 30, 2022.

The Board of Directors of the Company had accepted all recommendations of the committee which are mandatorily required, during the Financial Year 2022-23.

(B) Nomination & Remuneration Committee

The Nomination & Remuneration Committee is constituted in compliance with the requirements of Regulation 19 of SEBI Listing Regulations and Section 178 of the Companies Act, 2013 and as on March 31, 2023 comprised of three Non-Executive Directors as its members namely Mr. Jeevagan Narayana Swami Nadar, as the Chairperson and member, Mr. Sanjiv Chhikara and Mr. Rajesh Kumar as the other two members. Mr. Jeevagan and Mr.Sanjiv Chhikara are Independent Directors.

Post closure of financial year, Mr. Rajiv Rattan was appointed as member of the Committee on April 1, 2023 in place of Mr. Rajesh Kumar who ceased to be member of the committee from the said date.

Terms of reference

The terms of reference of Nomination & Remuneration Committee, inter-alia, include:

- to recommend to the Board, compensation terms of the Executive Directors;
- formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- for appointment of Independent Director(s), evaluate the balance of skills, knowledge and experience on the board and on basis of such evaluation, prepare a description of the role and capabilities required of an Independent Director.
- formulation of the criteria for evaluation of performance of independence director and the board of directors.
- devising a policy on diversity of board of directors;
- 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 of directors their appointment and removal;

- 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 and other pertinent factors..
- Recommend to the board, all remuneration, in whatever form, payable to the senior management.

Meetings and Attendance during the year

During the FY 2022-23, the Nomination and Remuneration Committee met two times. The dates of the meetings being November 10, 2022 and January 03, 2023:-

The attendance record of the committee members to the meetings so held is depicted in the table given below:

Sr. No.	Name of the Director	Meetings held during the tenure	No. of Meetings attended
1.	Mr. Jeevagan Narayana Swami Nadar	2	2
2.	Mr. Sanjiv Chhikara	2	1
3.	Mr. Rajesh Kumar	2	2

The Chairman of the Nomination and Remuneration Committee was present at the Twelfth Annual General Meeting of the Company held on September 30, 2022.

Performance Evaluation

The Board had carried out an annual evaluation of its own performance and of its committees as well as the performance of each individual directors. Board Evaluation Criteria Feedback was sought based on the evaluation criteria approved by the NRC for evaluating the performance of the Board, its committees and individual directors. Evaluation is done on the following parameters.

1. The Board – Board Administration, Overall Board Effectiveness, Governance and Compliance, Member Effectiveness, Ethics, Chairman, Board Committees, Meeting through Video Conferencing, Miscellaneous.
2. Board committees – Committee Effectiveness Component including the frequency of the meetings, the chairperson of the Committee, the time allotted for agenda items, proper agenda papers and other required documents, healthy debates and discussions, action taken points from the previous committee meetings, information flow, recommendations to the Board, etc.
3. Executive Directors – Attendance at the meetings, engagement with fellow Board members, employees, strategy making, risk management, management of the company and its employees during the ongoing pandemic situation etc.
4. The Chairman – Leadership of the Board, promoting effective participation of all Board members in the decision making process, encouraging deliberations on important matters etc.
5. Independent Directors – Independence from the Company, exercising independent judgement in decision-making, contributing strongly to the objectivity of the Board's deliberations based on their external expertise, attendance at meetings etc.

The performance of Independent Directors was also evaluated by the entire Board and in such exercise, the director concerned whose performance was being evaluated didn't participate

The evaluation report was also discussed at the meeting of the Board of Directors. The Board deliberated over the suggestions and inputs to augment its own effectiveness and optimise the individual strengths of the directors. The directors were satisfied with the Company's standard of governance, its transparency, meeting practices and overall Board effectiveness. The suggestions given by the Independent Directors were duly incorporated.

Succession Planning: The NRC reviewed the succession planning of top leadership positions in the Company. While undertaking said review the leadership competencies required for orderly succession planning was considered by the NRC.

Remuneration Policy

The remuneration policy of the Company is designed to create a high-performance culture. It enables the Company to attract, retain and motivate employees to achieve results.

The Company's Nomination, Appointment and Remuneration Policy for Directors, Executive Directors and Senior Management Personnel is accessible on the Company's website at the https://rattanindia.com/ril/code-of-conduct-senior-management/

In terms of the provisions of Section 178(3) of the Act and Regulation 19(4) read with Part D of Schedule II to the SEBI Regulations, the Committee is responsible for inter alia formulating the criteria for determining qualification, positive attributes and independence of a Director. The Committee is also responsible for recommending to the Board a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees. The Board has adopted the Policy on Board Diversity & Director Attributes and Remuneration Policy for Directors, Key Managerial Personnel and other senior employees of the Company.

The company's remuneration policy is market-led and takes into account the competitive circumstances of the business so as to attract and retain quality talent and leverage performance significantly. However, while fixing the remuneration for its key managerial personnel and other senior management personnel, care is taken to ensure that the financial prudence is not compromised with and that a reasonable parity commensurate with the level of responsibility and quantum of work handled, is maintained between the remuneration of personnel at different hierarchical level.

Remuneration of Directors

(i) Remuneration of Executive Directors

Mr. Rajiv Rattan, Whole-time Director in the Company till October 29, 2022 (date of re-transition from Executive to Non-Executive) did not draw any remuneration from the Company. There was no other executive director on the Board of the Company during the Financial Year 2022-23.

(ii) Remuneration of Non-Executive Directors

Non-Executive Directors have not been paid any remuneration/sitting fees during the Financial Year 2022-23 and did not have any pecuniary relationship or transactions with the Company during the aforementioned Financial Year.

(C) Stakeholders Relationship Committee

The Stakeholders Relationship Committee of the Board is constituted in terms of Regulation 20 of SEBI Listing Regulations and Section 178 of the Companies Act, 2013 and as on March 31, 2023 comprised of Mr. Sanjiv Chhikara as the Chairperson and member, Mr. Rajiv Rattan and Mr. Rajesh Kumar as the other two members. Mr. Sanjiv Chhikara is Non- Executive Independent Director and Mr. Rajiv Rattan and Mr. Rajesh Kumar are Non- Executive Directors of the Company.

Terms of reference

The terms of reference of the Stakeholders Relationship Committee (SRC) covers the areas mentioned in Section 178 (5) of the Act and Regulation 20 read with Part D (B) of Schedule II to the Listing Regulations. The terms of reference of the Stakeholders Relationship Committee, inter-alia are as follows;

(a) Resolving the grievances of the security holders of the Company including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings etc.

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

(c) Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.

(d) 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.

The Committee in order to meaningfully serve the purpose of its creation and effectively discharge its responsibility works in close coordination with the Company Secretarial Department of the Company and the Registrar and Transfer Agent appointed by the Company. The emphasis is always on working in closely with each other so that not only the investor grievances are resolved meaningfully and in time, to their utmost satisfaction, but also that suitable measures are taken to prevent the possibility of recurrence of such grievances.

Meetings and Attendance during the year

During the FY 2022-23 the Stakeholders Relationship Committee met four times. The dates of the meetings being April 16, 2022, July 13, 2022, October 15, 2022 and January 11, 2023.

The attendance record of the committee members to the meetings so held is depicted in the table given below:

Sr. No.	Name of the Director	Meetings held during the tenure	No. of Meetings attended
1.	Mr. Rajiv Rattan	4	1
2.	Mr. Sanjiv Chhikara	4	4
3.	Mr. Rajesh Kumar	4	3

The Chairman of the Stakeholders Relationship Committee was present at the Twelfth Annual General Meeting of the Company held on September 30, 2022.

Name and designation of compliance officer

Mr. Rajesh Arora, Company Secretary is the Compliance Officer of the Company pursuant to Regulation 6(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Details of queries/complaints received and resolved

During FY 2022-23, 2 complaints were received, both pertaining to Non-receipt of Annual Report and the same were redressed to the satisfaction of the complainants and thus no complaint was pending at the end of the financial year.

(D) Risk Management Committee

The Risk Management committee has been constituted by the Board in compliance with the requirements of Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time. In compliance with Regulation 21, the committee comprises of majority of members being the board of Directors, including atleast one Independent Director. The composition of committee as on March 31, 2023 comprises Mr. Rajiv Rattan, Chairperson and Non- Executive Director, Mr. Rajesh Kumar, Member and Non-Executive director, Mr. Jeevagan Narayana Swami Nadar, Member and Independent Director and Mr. Ashok Sharma, Member of the committee.

Terms of reference

The terms of reference of Risk Management Committee are:

a. To formulate a detailed Risk Management Policy which include:

   1. Framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.

   2. Measures for risk mitigation including systems and processes for internal control of identified risks.

   3. Business continuity plan.

b. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

c. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

d. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

e. To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;

f. The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

Meetings and Attendance during the year

During the Financial Year ended 31st March 2023, the Committee met two times. The dates of the meetings were August 12, 2022 and January 23, 2023.

The attendance of the members of the Committee at the meetings held during the FY 2022-23 is depicted in the table given below:

Sr. No.	Name of the Member	Meetings held during the tenure	No. of Meetings attended
1.	Mr. Rajiv Rattan	2	2
2.	Mr. Rajesh Kumar	2	2
3.	Ms. Jeevagan Narayana Swami Nadar	2	2
4.	Mr. Ashok Sharma	2	1

(E) Corporate Social Responsibility (CSR) Committee

The Corporate Social Responsibility Committee (CSR Committee) of the Board was constituted in compliance with the requirements of Section 135 of the Companies Act, 2013 and as on March 31, 2023 comprised of Mr. Sanjiv Chhikara as the Chairperson and member, Mrs. Pritika Poonia and Mr. Rajesh Kumar as the other two members.

Mrs. Pritika Poonia was appointed as the member of the committee effective from November 10, 2022 in place of Mrs. Neha Poonia who ceased to be a member of the committee from the said date.

CSR Committee is primarily responsible for formulating and monitoring the implementation of the framework of Corporate Social Responsibility Policy and matters related to its overall governance.

Terms of reference

The terms of reference of the CSR Committee inter-alia, include:

- Formulate and recommend to the Board, a CSR Policy indicating the activity or activities to be undertaken by the Company as specified in Schedule VII to the Act.
- Recommend the amount to be spent on CSR activities.
- Monitor implementation and adherence to the CSR Policy of the Company from time to time.
- Such other activities as the Board of Directors determine as they may deem fit in line with CSR Policy.

The CSR Policy of the Company may be accessed on its website at the link: https://rattanindia.com/wp-content/uploads/2022/09/Corporate-Social-Responsibility-Policy_IIPL.pdf

Meetings and Attendance during the year

During the FY 2022-23, no meeting of the Corporate Social Responsibility Committee was held.

5. GENERAL BODY MEETINGS

A. Location and time of the last three Annual General Meetings (AGMs)

Annual General Meeting (AGM)	Year	Location	Date	Time
10th AGM	2019-2020	Through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”)	September 30, 2020	5:00 P.M.
11th AGM	2020-2021	Through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”)	September 21, 2021	5:00 P.M.
12th AGM	2021-2022	Through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”)	September 30, 2022	10:00 A.M.

B. Details of special resolutions passed in the previous three AGMs:

(I) In the Tenth AGM of the Company for the FY 2019-20 held on September 30, 2020, 5 special resolutions as briefly specified hereunder were passed:

(i) Alteration of the Objects Clause of the Memorandum of Association of the Company.

(ii) Change of the name of the Company.

(iii) Approval to the appointment and remuneration of Mr. Rajiv Rattan as an Executive Director and by virtue of the same, as the Executive Chairman.

(iv) Authorisation for a QIP Issue.

(v) Authorisation for the place of profit

(II) In the Eleventh AGM of the Company for the FY 2020-21 held on September 21, 2021, 3 special resolutions as briefly specified hereunder were passed:

(i) Enabling resolution under Sections 185 & 186 of the Companies Act, 2013.

(ii) Ratification to the Investment made by the Company in Revolt Intellicorp Private Limited

(iii) Alteration of the Object Clause of the Memorandum of Association of the Company

(III) In the Twelfth AGM of the Company for the FY 2021-22 held on September 30, 2022, no special resolution was passed.

C. During the financial year 2022-23, in pursuance of Section 110 of the Companies Act, 2013, the Company has conducted one Postal Ballot vide notice dated July 4, 2022, for seeking approval of the shareholders by way of Ordinary Resolutions, as under, result of which was declared on August 3, 2022:

Item No.	Particulars	% of votes polled on outstanding shares	% of votes in favour on votes polled	% of votes against on votes polled
1	Approval to the institution of Employees Stock Options Plan "RattanIndia Enterprises Limited Employee Stock Option Plan 2022"	82.6895	99.4147	0.5853
2	Approval to Grant of Employee Stock Options to the employees of a Group company including subsidiary company(ies) or associate company, if any, of the Company under RattanIndia Enterprises Limited Employee Stock Option Plan 2022	82.6895	99.4141	0.5859
3	Approval for grant of Employee Stock Options to the identified employee(s) during any one year, equal to or exceeding one percent of the issued capital of the Company at the time of grant of Employee Stock Options	82.6893	99.4144	0.5856
4	Approval of Trust Route for the implementation of RattanIndia Enterprises Limited Employee Stock Option Plan 2022	82.6894	99.4145	0.5855
5	Approval for Provision of Money by the Company for purchase of its own shares by the Trust / Trustees for the benefit of Employees under RattanIndia Enterprises Limited Employee Stock Option Plan 2022	82.6892	99.4149	0.5851
6	Alteration in the object Clause of the Memorandum of Association of the Company	82.6959	99.9968	0.0032
7	Approval to the Related Party Transaction with RattanIndia Power Limited	8.0204	93.9658	6.0342

Mr. Sanjay Khandelwal (Membership No. FCS 5945) of M/s. S. Khandelwal & Co., Practicing Company Secretary, was appointed as the Scrutinizer for the purpose of conducting and scrutinizing the postal ballot voting process in a fair and transparent manner.

The Company had followed-up all the applicable legal requirements as prescribed in the SEBI LODR Regulations and the Companies Act, 2013 and rules made thereunder, for conducting the aforesaid Postal Ballot which inter-alia included mailing / dispatch of Postal Ballot Notice to the shareholders, appointing scrutinizer to receive and scrutinize the completed postal ballot papers, publication of advertisement in the newspaper informing on postal ballot notice and its dispatch, opening / closing time for exercising e voting and timeline for declaration of postal ballot results.

Mr. Rajesh Arora, the Company Secretary of the Company was responsible for the entire Postal Ballot / e-voting process.

D. During the Financial Year 2022-23 an Extraordinary General Meeting was held on February 07, 2023 and following resolutions were passed:

(I) Appointment of Mrs. Pritika Poonia (DIN: 06715564) as an Independent Woman Director of the Company.

(II) Appointment of Mr. Rajesh Kumar (DIN: 03291545), Non-executive Director of the Company as a Whole-Time Director (Executive Director) & Key Managerial Personnel of the Company, for a period of five years, with effect from April 01, 2023.

(III) Approval to the Related Party Transactions seeking financial assistance from certain related parties.

6. DISCLOSURES

(i) Details on materially significant related party transactions

All Related Party Transactions are placed before the Audit Committee. Prior omnibus approval of the Audit Committee is obtained on a yearly basis for the transactions which are repetitive in nature. The actual transactions entered into pursuant to the omnibus approval so granted are placed at quarterly meetings of the Audit Committee.

The policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at the link: https://rattanindia.com/wp-content/uploads/2022/08/POLICY-ON-MATERIALITY-OF-RELATED-PARTY-TRANSACTIONS-AND-DEALING-WITH-RELATED-PARTY-TRANSACTIONS.pdf

(ii) Details of non-compliance, penalties etc. imposed by Stock Exchange, SEBI etc. on any matter related to capital markets, during the last three years

During FY 2020-21, the Company was non-compliant with Regulation 17 of LODR w.r.t. appointment of Independent Woman Director by April 1, 2020 as per Market Capitalization of the Company falling in top 1000 Companies list. Both the stock exchanges imposed penalty on the Company for the period of non-compliance upto July 29, 2020. Mrs. Neha Poonia was appointed as an Independent Woman Director on the Board of the Company w.e.f. July 30, 2020. The Company had made a representation to the exchanges seeking relief on the penalty imposed, as due to Covid pandemic situation prevailing at that time and the even on the efforts made by the Company, Independent Woman Director was not appointed. Both the stock exchanges i.e., NSE and BSE accepted the representation and the penalty was waived by them.

Except above there has been no instance of any non-compliance by the Company on any matter related to capital markets or any other statute and hence, no penalties or strictures were imposed on the Company by SEBI or the Stock Exchanges or any other statutory authorities on any such matters.

(iii) Whistle Blower Policy and affirmation that no personnel have been denied access to the Audit Committee

The Company has in place a highly effective Whistle Blower Policy which sets out the process and mechanism whereby employees at various levels in the organization can bring to the notice of the management any violations of the applicable laws, regulations as also any unethical or unprofessional conduct.

All such reports are taken up for consideration at appropriate intervals depending upon the gravity of the matter reported so that adequate rectifying measures can be initiated in the right earnest, at the appropriate levels.

Further, in order to encourage the employees to freely air their views and voice their concerns on various matters and to prevent any victimization of the employees, identity of the employees is kept strictly confidential.

It would be pertinent to mention here that the Audit Committee set by the Board, constitutes a vital component of the Whistle Blower Mechanism and instances of financial misconduct, if any, are reported to the Audit committee. No employee is denied having a direct access to the Chairman of the Audit Committee. The Policy on vigil mechanism/ Whistle Blower Policy may be accessed on the Company's website at the link: https://rattanindia.com/wp-content/uploads/2022/08/whistle-bLower-policy-vigil-mechanism-rel.pdf

(iv) As on March 31, 2023 there are nine subsidiary companies including one foreign subsidiary namely:

i. Neotec Enterprises Limited

ii. Neosky India Limited

iii. Cocoblu Retail Limited

iv. RattanIndia Investment Manager Private Limited

v. Neotec Insurance Brokers Limited

vi. Revolt Intellicorp Private Limited

vii. Throttle Aerospace Systems Private Limited (Subsidiary of Neosky India Limited)

viii. Neobrands Limited

ix. Neorise Technologies – FZCO (Foreign Subsidiary)

Material Subsidiary:

Cocoblu Retail Limited (Cocoblu) is the material subsidiary of the Company during the Financial Year 2022-23.

Details of Material Subsidiary:

a) Date of Incorporation: October 21, 2021

b) Place of Incorporation: New Delhi

c) Details of Statutory Auditor: Walker Chandiok & Co. LLP, Chartered Accountants (FRN: 001076N)

d) Date of appointment of Statutory Auditor: March 25, 2022

Policy for determining Material Subsidiary is available at the website of the Company https://rattanindia.com/wp-content/uploads/2022/08/policy-on-material-subsidiaries.pdf

(v) Details of compliance with mandatory requirements and adoption of the discretionary requirements

The Company has complied with all the mandatory requirements of the applicable/relevant regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 except for the non¬compliance as referred in 6(ii) above. The details of these compliances have been given in the relevant sections of this Report. The status on compliance with the discretionary requirements is given at the end of the Report.

(vi) 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 2022-23 – Nil

b. Number of complaints disposed of during the financial year 2022-23 - Nil

c. Number of complaints pending as on end of the financial year 2022-23 - Nil

(vii) Fees paid to the Statutory Auditors:

Total fees for all services, paid by the Company and its subsidiaries to statutory auditors of the Company during the year ended March 31, 2023, is described below:

Particulars	By the Company	By the Subsidiary*	Total Amount
Statutory audit	21,00,000	56,50,000	77,50,000
Total	**21,00,000**	**56,50,000**	**77,50,000**

* Only two subsidiaries Revolt Intellicorp Private Limited and Cocoblu Retail Limited are covered, whose Audit is being done by the Auditor as of the Company i.e. Walker Chandiok & Co. LLP.

(viii) The Company has adopted the policy on Archival and Preservation of Documents drawn in terms of the Regulation 9 and Regulation 30 of the SEBI LODR Regulations 2015.

7. MEANS OF COMMUNICATION

(i) Publication of Results: The quarterly/annual results of the Company are published in Financial Express and Jansatta, leading newspapers.

(ii) News, Release, etc: The Company has its own website https://rattanindia.com/ril/regulation-46/ and all vital information relating to the Company and its performance including financial results, press releases pertaining to important developments, performance updates and corporate presentations, corporate announcements etc. are regularly posted on the website.

(iii) Management's Discussion and Analysis Report: The same has been included in a separate section, which forms a part of the Annual Report.

(iv) Investor Relation: The Company's website contains a separate dedicated section 'Investors' and 'News & Media' where general information to the shareholders of the Company is available.

(v) NSE Electronic Application Processing System (NEAPS)/ NSE New Digital Platform: The NEAPS/NSE New Digital Platform is a web-based application designed by NSE for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, etc. are filed electronically on NEAPS/NSE New Digital Platform.

(vi) BSE Corporate Compliance & Listing Centre (the 'Listing Centre'): BSE's Listing Centre is a web-based application designed for corporates. All periodical compliance filings like shareholding pattern, corporate governance report etc. are filed electronically on the Listing Centre.

(vii) SEBI Complaints Redress System (SCORES): The investor complaints are processed in a centralised web-based complaints redress system.

8. GENERAL SHAREHOLDERS' INFORMATION

(A) Company Registration Details

The Company is registered in the State of Delhi, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L74110DL2010PLC210263.

(B) Date and Time of Annual General Meeting (AGM)

The date and time of the AGM which will be held through VC/OAVM means has been indicated in the Notice convening the AGM, which forms a part of the Annual Report.

(C) Profile of Directors seeking appointment/re-appointment

1. Mr. Rajesh Kumar, Executive Director

Mr. Rajesh Kumar (DIN: 03291545), is B. Tech (Mechanical), from Bangalore University and also holds post graduate diploma in management with specialisation in marketing and materials management from Indian Institute of Business Management, Patna. He carries with him, 32 rich years of experience in thermal Power projects, varied from pre bid & post bid activities ~ post award activities project execution projects material procurements~ preparation of detailed project reports (DPR) looking direct taxes & indirect taxes for mega status project and special economy zone project (SEZ) contracts & commercial management site management. He is an astute professional with significant exposure in executing and spearheading projects involving engineering, development, administration, resource planning with a flair for adopting modern methodologies in compliance to Quality standards.

Membership/Chairpersonship of Mr. Rajesh Kumar in Public Limited Companies in various committees are as under:

Name of the Company	Name of Committee	Chairperson/Member
RattanIndia Enterprises Limited	Stakeholders Relationship Committee	Member
RattanIndia Enterprises Limited	Risk Management Committee	Member
RattanIndia Enterprises Limited	Nomination & Remuneration Committee	Member
RattanIndia Enterprises Limited	Corporate Social Responsibility Committee	Member

Mr. Rajesh Kumar is also on the Board of Albina Power Limited. He holds 3120 fully paid-up equity shares of the Company. Mr. Rajesh Kumar is not related to any other director of the Company. Mr. Rajesh Kumar has not resigned from any listed entity in the past three year.

(D) Financial Year

The financial year of the Company is a period of twelve months beginning on 1st April every calendar year and ending on 31st March the following calendar year.

(E) Date of Book Closure

Book Closure dates have been provided in the Notice convening the AGM forming part of this Annual Report.

(F) Dividend Payment date

No dividend has been recommended by the Board for the FY 2022-23.

(G) (i) Distribution of shareholding as on March 31, 2023

Sr. No.	Shareholding of nominal value (in ₹) From - To	No. of holders	% to total holders	Value (in ₹)	% to nominal value
1	1 - 5000	2,32,242	96.13	10,85,91,424.00	3.93
2	5001 - 10000	4,748	1.97	3,50,25,964.00	1.27
3	10001 - 20000	2,407	1.00	3,58,81,490.00	1.30
4	20001 - 30000	717	0.30	1,78,07,206.00	0.64
5	30001 - 40000	380	0.16	1,36,45,356.00	0.49
6	40001 - 50000	218	0.09	99,72,478.00	0.36
7	50001 - 100000	427	0.18	3,05,16,928.00	1.10
8	100001 & above	457	0.19	2,51,30,98,338.00	90.90
	Total:	**2,41,596**	**100.00**	**276,45,39,184.00**	**100.00**

(ii) Shareholding pattern as on March 31, 2023

Sr. No.	Category	No. of Shares	% holding
1	Promoters	1,03,47,37,770	74.86
2	Financial Institution/Banks/ Mutual Fund	4,12,267	0.03
3	FIIs/Foreign Portfolio Investors	13,14,09,908	9.51
4	Bodies Corporates	1,95,65,161	1.42
5	Indian Public	18,57,85,413	13.44
6	Trust	12,06,749	0.09
7	NRIs	87,63,874	0.63
8	Clearing Members	3,82,760	0.03
9	NBFCs registered with RBI	5,690	0.00
	Total	**1,38,22,69,592**	**100.00**

(H) Dematerialization of shares and liquidity

Shares of the Company are compulsorily traded in dematerialized form and are available for trading under both the depositories i.e. NSDL and CDSL.

99.99% Equity shares of the Company representing 138,21, 84, 674 out of a total of 138,22,69,592 Equity shares as on March 31, 2023, were held in dematerialized form with NSDL & CDSL with a miniscule balance of 84,918 Equity shares, constituting about 0.01% of the total outstanding Equity shares, being held in physical form.

(I) Outstanding Convertible Instruments

There were no outstanding convertible securities as at the end of Financial Year March 31, 2023.

(J) Commodity price risk or foreign exchange risk and hedging activities

Not applicable

(K) Listing on Stock Exchanges

The Company's shares are listed on the following stock exchanges:

National Stock Exchange of India Limited (NSE)
"Exchange Plaza", Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051

BSE Limited (BSE)
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001

(L) Payment of Listing Fee

Annual listing fee for the Financial Year 2022-23 has been paid by the Company to BSE and NSE, within the stipulated time.

(M) Stock/Scrip Code

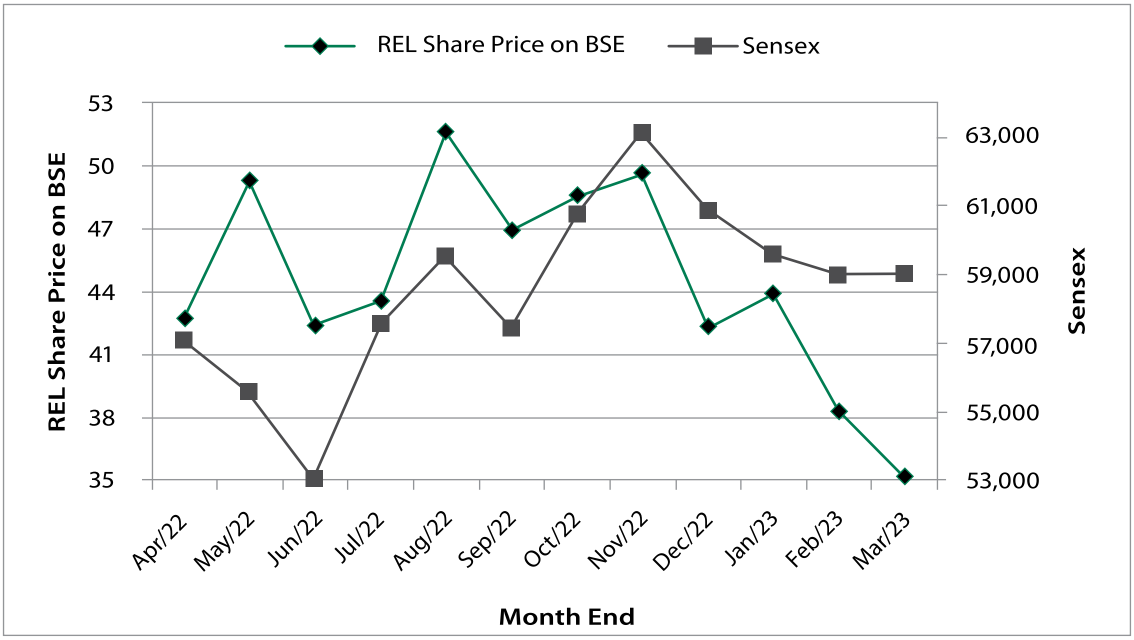
BSE Limited	-	534597
National Stock Exchange of India Limited	-	RTNINDIA
ISIN for Dematerialization	-	INE834M01019

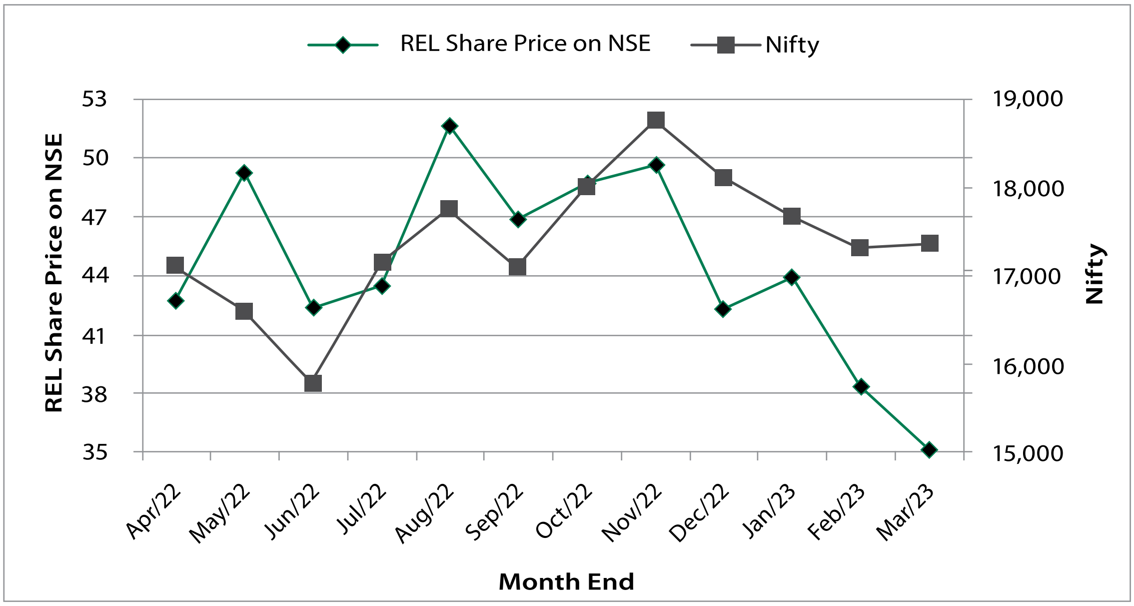
(N) Stock Market Price at National Stock Exchange of India Ltd (NSE) and BSE Ltd (BSE)

The monthly high and low market prices of shares at the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) for the year ended March 31, 2023 are as under:

Month	NSE		BSE	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April, 2022	52.3	40.2	52.25	42.15
May, 2022	49.25	30.5	49.35	30.5
June, 2022	59.65	39.1	59.7	39.4
July, 2022	45.45	40.4	45.4	40.7
August, 2022	58.45	42.5	58.4	42.5
September, 2022	55.85	45.6	55.8	45.5
October, 2022	55.25	46.65	55.2	46.6
November, 2022	55.95	46.6	55.95	46.7
December, 2022	50.8	39.00	50.85	39.00
January, 2023	50.45	41.1	50.4	41.05
February, 2023	45.75	36.6	45.75	36.75
March, 2023	40.2	32.15	40.16	32.05

(O) Performance of the Company in comparison to broad-based indices





(P) Registrar and Transfer Agents

KFin Technologies Limited are acting as the Registrar and Transfer Agents of the Company for handling the share related matters, both in physical and dematerialised mode.

The contact details are as under:

KFin Technologies Limited

Unit: RattanIndia Enterprises Limited
Karvy Selenium, Tower-B, Plot No. 31 & 32,
Gachibowli, Financial District,
Nanakramguda Serilingampally, Hyderabad-500032, Telangana

Contact Person:
Ms. C Shobha Anand, DVP
Tel : 040-67162222
Fax: 040-23001153
E-mail: einward.ris@kfintech.com

(Q) Share Transfer System

In terms of amended SEBI (LODR) Regulations, 2015, effective from April 1, 2019 transfer of shares of the Company can only happen in the demat form, which does not ordinarily require approvals from the board of directors or any committee thereof and takes place through the depository mechanism.

(R) Address for Correspondence Registered Office:

During the Financial Year, the registered office of the Company was changed from H.No. 9, First Floor, Vill. Hauz, New Delhi 110016 to 5th Floor, Tower -B, Worldmark-1, Aerocity, New Delhi-110037.
Email: rel@rattanindia.com
Tel: 011-46611666, Fax: 011-46611777
Website: www.rattanindia.com

(S) Transfer of unclaimed / unpaid amounts to the Investor Education and Protection Fund ("IEPF") :

The Company has not declared any dividends since the date of its incorporation.

(T) Commodity price risk or foreign exchange risk and hedging activities:

The Company does not deal in commodities and hence the disclosure pursuant to SEBI Circular dated November 15, 2018 is not required to be given. The Company has no exposure to the commodity price & foreign exchange risk.

(U) Disclosure of certain types of agreements binding on the listed entity:

As per clause 5A of paragraph A of Part A of Schedule III of SEBI Listing Regulations, there was no such agreements entered by the Company during the Financial Year 2022-2023.

(V) Demat suspense account/ Unclaimed suspense account

S. No.	Particulars	No. of Shareholders	No. of shares
1	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year	28	2780
2	Number of shareholders who approached listed entity for transfer of shares from suspense account during the year	0	0
3	Number of shareholders to whom shares were transferred from suspense account during the year	0	0
4	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	28	2780

(W) "No Disqualification Certificate" from Company Secretary in Practice

Certificate from S.Khandelwal & Co., Practicing Company Secretary, confirming 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 Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority, as stipulated under Regulation 34 of the Listing Regulations, is attached to this Report.

(X) Reporting of Internal Auditor

The Company has an Internal Auditor, who was appointed by the Audit Committee, with such appointment being subsequently ratified by the Board of Directors. The Internal Auditor reports directly to the Audit Committee with his reports being subsequently forwarded to the Board of Directors by the Audit Committee.

9. COMPLIANCE CERTIFICATE FROM THE PRACTICING COMPANY SECRETARY

A certificate from a Practicing Company Secretary certifying the Company's compliance with the provisions of Corporate Governance as stipulated in Regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to and forms a part of the Annual Report.

10. EXECUTIVE DIRECTOR & EXECUTIVE CHAIRMAN CERTIFICATION

The certificate in compliance with Regulation 17(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, signed by the Whole time Director and Chief Financial Officer, was placed before the Board of Directors and annexed herewith.

11. DISCRETIONARY REQUIREMENTS

Status of Compliance of Discretionary requirements in compliance with Part E of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as under:

(A) Non-Executive Chairman

Mr. Rajiv Rattan being a non-executive Chairman, the Company is following the necessary required guidelines and requirements.

(B) Separate Posts of Chairman and Chief Executive Officer

The Company does not have any Chief Executive Officer.

(C) Shareholders' Rights

The Company is getting its quarterly/half yearly and annual financial results published in leading newspapers with wide circulation across the country and regularly updates the same and other important information on its public domain website. In view of the same, individual communication of quarterly/half yearly and annual financial results to the shareholders is not being made at present.

(D) Unmodified Audit Report

The Auditors' Report on the audited annual accounts of the Company does not contain any qualification and it shall be the endeavor of the Company to continue the trend by strengthening the existing accounting systems and controls as well as ensuring complete adherence to the applicable accounting standards, procedures and practices to have un¬modified audit opinion.

(E) Reporting of Internal Auditor

The Company has an Internal Auditor, who was appointed by the Board of Directors, on the recommendation of the Audit Committee. The Internal Auditor reports directly to the Audit Committee with his reports being subsequently forwarded to the Board of Directors by the Audit Committee.

For and on behalf of the Board of Directors

Sd/-
Rajesh Kumar
Whole time Director
DIN: 03291545

Place: New Delhi
Date: 09.08.2023

DECLARATION AS REQUIRED UNDER THE LISTING REGULATIONS

All Directors and senior management of the Company have affirmed compliance with the RattanIndia Enterprises Limited Code of Conduct for the financial year ended 31st March, 2023.

For and on behalf of the Board of Directors

Sd/-
Rajesh Kumar
Whole time Director
DIN: 03291545

Place: New Delhi
Date: 09.08.2023

CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To
The Members,
RattanIndia Enterprises Limited
5th Floor, Tower-B, Worldmark 1,
Aerocity New Delhi- 110037

I have examined the compliance of conditions of Corporate Governance by RattanIndia Enterprises Limited ("the Company"), for the year ended March 31, 2023, as stipulated under Regulations 17 to 27, 46 (2) (b) to (i) and para-C, D and E of Schedule V of Chapter V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) for the Financial Year ended March 31, 2023.

I state that the compliance of conditions of Corporate Governance is the responsibility of the Company's management and my examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion, and to the best of my information and according to the explanations given to me and the representations made by the Directors and the management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned LODR for the Financial Year ended March 31, 2023.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

This certificate is issued solely for the purpose of complying with the aforesaid Regulations and may not be suitable for any other purpose.

For **S. Khandelwal & Co.**
Company Secretaries

Sd/-
Sanjay Khandelwal
Proprietor
Membership No. : FCS-5945
C P No.: 6128
UDIN: F005945E000708020

Place: New Delhi
Date: 31.07.2023

COMPLIANCE CERTIFICATE UNDER REGULATION 17(8) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Compliance Certificate pursuant to Regulation 17(8) of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 read with Part B of the Schedule II thereto

We, Rajesh Kumar, Whole time Director and Vinu Saini, Chief Financial Officer of RattanIndia Enterprises Limited (the "Company"), having registered office located at 5th Floor, Tower-B, Worldmark 1, Aerocity New Delhi 110037, hereby certify that we have reviewed the financial statements and cash flow statement of the Company, for the financial year ended March 31, 2023 and to the best of our knowledge and belief:

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

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

(iii) no transaction was entered into by the Company during the period which were fraudulent, illegal or violative of Company's code of conduct;

(iv) 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 that the same did not reveal any deficiencies;

(v) there was no significant changes in internal control over financial reporting during the period

(vi) there was no significant changes in accounting policies during the year; and

(vii) there was no instances of significant fraud of which we have become aware having involvement therein of the management or an employee having a significant role in Company's internal control system over financial reporting.

For **RattanIndia Enterprises Limited**

	Sd/-	Sd/-
Date : 29th May 2023	**Rajesh Kumar**	**Vinu Saini**
Place : New Delhi	Whole time Director	Chief Financial Officer

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,
RattanIndia Enterprises Limited
5th Floor, Tower-B, Worldmark 1,
Aerocity, New Delhi - 110037

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of RattanIndia Enterprises Limited having CIN L74110DL2010PLC210263 and having registered office at 5th Floor, Tower-B, Worldmark 1, Aerocity New Delhi -110037 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my 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 me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company, for the financial year ending on 31 March, 2023, have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authorities.

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these, based on my verification. 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 **S. Khandelwal & Co.**
Company Secretaries

Sd/-
Sanjay Khandelwal
Proprietor
FCS-5945
C P No.: 6128
UDIN: F005945E000707767

Place: New Delhi
Date: 31.07.2023

Standalone Financial Statements

Independent Auditor's Report

To the Members of RattanIndia Enterprises Limited

Report on the Audit of the Standalone Financial Statements

Opinion

1) We have audited the accompanying standalone financial statements of RattanIndia Enterprises Limited ('the Company'), which comprise the Balance Sheet as at 31 March 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flow and the Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including a summary of the significant accounting policies and other explanatory information in which are included the financial statements of RattanIndia Enterprises Limited Employee Welfare Trust ("the Trust") for the year ended on that date audited by the auditors of the Trust.

2) In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of the reports of the auditors of the Trust as referred to in paragraph 15 below, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2023, and its loss (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

3) We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the 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 together with the audit evidence obtained by the auditors of the Trust, in terms of their reports referred to in paragraph 15 of the Other Matter section below is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matter

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

5) We have determined that there are no key audit matters to communicate in our report.

Information other than the Financial Statements and Auditor's Report thereon

6) The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the standalone financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

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

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

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

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

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

8) In preparing the financial statements, the 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 intend to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

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

10) Our objectives are to obtain reasonable assurance about whether the 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 Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

11) As part of an audit in accordance with Standards on Auditing, specified under section 143(10) of the Act we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;

- Conclude on the appropriateness of Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation;

- Obtain sufficient appropriate audit evidence regarding the financial information/financial statements of the Company and its Trust or the business activities within the Company to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the audit of financial statements of the Company included in the financial statements, of which we are the independent auditors. For the Trust included in the financial statements, which have been audited by the other auditor , such other auditor of the Trust remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

12) 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.

13) 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.

14) From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the 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.

Other Matter

15) We did not audit the financial statements/information of one Trust included in the standalone financial statements of the Company whose financial statements/information reflects total assets and net assets of ₹50.01 million and ₹(0.10) million respectively as at 31 March 2023, and the total revenues of ₹ Nil, total net loss after tax of ₹ 0.12 million, total comprehensive loss of ₹ 0.12 million, and cash flows (net) of ₹0.01 million respectively for the period ended on that date, as considered in the standalone financial statements/information. These financial statements/ information have been audited by the other auditors whose reports have been furnished to us by the management, and our opinion on the standalone financial statements, in so far as it relates to the amounts and disclosures included in respect of Trust, is based solely on the report of such auditors of the Trust.

    Our opinion above on the standalone financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matters with respect to our reliance on the work done by and the reports of the auditors of the Trust.

Report on Other Legal and Regulatory Requirements

16) Based on our audit, and on the consideration of the reports of the auditors of the Trust as referred to in paragraph 15 above, we report that the Company has not paid or provided for any managerial remuneration during the year. Accordingly, reporting under section 197(16) of the Act is not applicable.

17) 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.

18) Further to our comments in Annexure A, as required by section 143(3) of the Act based on our audit, 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 purpose of our audit of the accompanying standalone financial statements;

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 report on the accounts of the Trust of the Company audited under section 143(8) of the Act by the auditors of the Trust has been sent to us and have been properly dealt with by us in preparing this report;

d) The standalone financial statements dealt with by this report are in agreement with the books of account;

e) in our opinion, the aforesaid standalone financial statements comply with Ind AS specified under section 133 of the Act;

f) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2023 from being appointed as a director in terms of section 164(2) of the Act;

g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company as on 31 March 2023 and the operating effectiveness of such controls, refer to our separate Report in Annexure B wherein we have expressed an unmodified opinion; and

h) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the auditors of the Trust as referred to in paragraph 15 above:

   i. The Company, does not have any pending litigations which would impact its financial position as at 31 March 2023;

   ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2023;

   iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31 March 2023;

   iv. a. The management has represented that, to the best of its knowledge and belief, as disclosed in note 56(a) to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any person(s) or entity(ies), including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;

   b. The management has represented that, to the best of its knowledge and belief, other than as disclosed in note 56(b) to the standalone financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

   c. Based on such audit procedures performed as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.

v. The Company has not declared or paid any dividend during the year ended 31 March 2023.

vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 requires all companies which use accounting software for maintaining their books of account, to use such an accounting software which has a feature of audit trail, with effect from the financial year beginning on 1 April 2023 and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 (as amended) is not applicable for the current financial year.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Deepak Mittal
Partner
Membership No.: 503843
UDIN: 23503843BGUTBW4982

Place: New Delhi
Date: 29 May 2023

Annexure - A to the Independent Auditor's Report

Annexure A referred to in Paragraph 17 of the Independent Auditor's Report of even date to the members of RattanIndia Enterprises Limited on the standalone financial statements for the year ended 31 March 2023

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we report that:

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment and right of use assets.

(B) The Company does not have any intangible assets and accordingly, reporting under clause 3(i)(a)(B) of the Order is not applicable to the Company.

(b) The property, plant and equipment and, right of use assets have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of physical verification programme adopted by the Company, is reasonable having regard to the size of the Company and the nature of its assets.

(c) The title deeds of all the immovable properties held by the Company (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in note 4 to the standalone financial statements are held in the name of the Company.

Further, for the properties where the Company is a lessee and the lease agreements are duly executed in the favour of the lessee, the Company has entered into sub-leasing arrangements in 1 case.

(d) The Company has not revalued its Property, Plant and Equipment including Right of Use assets during the year. Further, the Company does not hold any intangible assets.

(e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended) and rules made thereunder.

(ii) (a) The Company does not hold any inventory. Accordingly, reporting under clause 3(ii)(a) of the Order is not applicable to the Company.

(b) The Company has not been sanctioned working capital limits by banks or financial institutions on the basis of security of current assets at any point of time during the year. Accordingly, reporting under clause 3(ii)(b) of the Order is not applicable to the Company.

(iii) (a) The Company has made investments in and / or provided loans or advances in the nature of loans, or guarantee, or security to Subsidiaries/ Others during the year as per details given below:

(Amount in ₹ million)

Particulars	Investment	Guarantees	Loans
Aggregate amount provided/granted during the year:			
- Subsidiaries	*2,892.65	3,375.00	**767.33
- Others	-	-	-
Balance outstanding as at balance sheet date in respect of above cases:			
- Subsidiaries	2,892.65	3,375.00	522.55
- Others	-	1,515.90	-

*Includes / **Excludes impact of ₹1,900 million which got converted into Equity Share Capital by the Subsidiary Company out of inter-corporate loan given during the year.

(b) In our opinion, and according to the information and explanations given to us, the investments made, guarantees provided, security given and terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are, prima facie, not prejudicial to the interest of the Company.

(c) In respect of loans and advances in the nature of loans granted by the Company, the schedule of repayment of principal and the payment of the interest has not been stipulated and accordingly, we are unable to comment as to whether the repayments/receipts of principal interest are regular.

(d) In the absence of stipulated schedule of repayment of principal and payment of interest in respect of loans or advances in the nature of loans, we are unable to comment as to whether there is any amount which is overdue for more than 90 days.

(e) In respect of loans and advances in the nature of loans granted by the Company, the schedule of repayment of principal has not been stipulated. According to the information and explanation given to us, such loans have not been demanded for repayment as on date.

(f) The Company has granted loans which are repayable on demand, as per details below:

(Amount in ₹ million)

Particulars	Related Parties
Aggregate of loans/advances in nature of loan	
- Repayable on demand (A)	*2,667.33
- Agreement does not specify any terms or period of repayment (B)	-
Total (A+B)	**2,667.33**
Percentage of loans/advances in nature of loan to the total loans	100%

*Includes ₹1,900 million which got converted into investment in Equity Share Capital subsequently.

(iv) In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of section 186 of the Act in respect of loans and investments made and guarantees and security provided by it, as applicable. Further, the Company has not entered into any transaction covered under section 185 of the Act.

(v) In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits or there are no amounts which have been deemed to be deposits within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.

(vi) The Central Government has not specified maintenance of cost records under sub-section (1) of section 148 of the Act, in respect of Company's products/ services / business activities. Accordingly, reporting under clause 3(vi) of the Order is not applicable.

(vii) (a) In our opinion, and according to the information and explanations given to us, the Company is regular in depositing undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no statutory dues referred to in subclause (a) above that have not been deposited with the appropriate authorities on account of any dispute.

(viii) According to the information and explanations given to us, no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been previously recorded in the books of accounts.

(ix) (a) According to the information and explanations given to us, loans amounting to ₹4,858.80 million are repayable on demand and terms and conditions for payment of interest thereon have not been stipulated. Further, such loans and interest thereon have not been demanded for repayment as on date.

(b) According to the information and explanations given to us including representation received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a willful defaulter by any bank or financial institution or government or any government authority.

(c) In our opinion and according to the information and explanations given to us, the Company has not raised any money by way of term loans during the year and did not have any term loans outstanding at the beginning of the current year. Accordingly, reporting under clause 3(ix)(c) of the Order is not applicable to the Company.

(d) In our opinion and according to the information and explanations given to us, and on an overall examination of the financial statements of the Company, funds raised by the Company on short term basis have not been utilised for long term purposes except for borrowings from related party amounting to ₹2,892.65 million which has been utilised for investment in subsidiaries.

(e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries or associate.

(f) According to the information and explanations given to us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries.

(x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments), during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company.

(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, partially or optionally) convertible debentures during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the Company.

(xi) (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company has been noticed or reported during the period covered by our audit.

(b) According to the information and explanations given to us including the representation made to us by the management of the Company, 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 Companies (Audit and Auditors) Rules, 2014, with the Central Government for the period covered by our audit.

(c) According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the year.

(xii) The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.

(xiii) In our opinion and according to the information and explanations given to us, all transactions entered into by the Company with the related parties are in compliance with sections 177 and 188 of the Act, where applicable. Further, the details of such related party transactions have been disclosed in the standalone financial statements, as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified in Companies (Indian Accounting Standards) Rules 2015 as prescribed under section 133 of the Act.

(xiv) (a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system as per the provisions of section 138 of the Act which is commensurate with the size and nature of its business.

(b) We have considered the reports issued by the Internal Auditors of the Company till date for the period under audit.

(xv) According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and accordingly, reporting under clause 3(xv) of the Order with respect to compliance with the 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, reporting under clauses 3(xvi)(a), (b) and (c) of the Order are not applicable to the Company.

(d) Based on the information and explanations given to us and as represented by the management of the Company, the Group (as defined in Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CIC.

(xvii) The Company has incurred cash losses amounting to ₹224.05 million in the current financial year but had not incurred cash losses in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.

(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 standalone financial statements, our knowledge of the plans of the Board of Directors and management and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

(xx) According to the information and explanations given to us, the Company has met the criteria as specified under sub-section (1) of section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, however, in the absence of average net profits in the immediately three preceding years, there is no requirement for the Company to spend any amount under sub-section (5) of section 135 of the Act. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.

(xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Deepak Mittal
Partner
Membership No.: 503843
UDIN: 23503843BGUTBW4982

Place: New Delhi
Date: 29 May 2023

Annexure - B to the Independent Auditor's Report

Annexure B to the Independent Auditor's Report of even date to the members of RattanIndia Enterprises Limited, on the standalone financial statements for the year ended 31 March 2023

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

1. In conjunction with our audit of the standalone financial statements of RattanIndia Enterprises Limited ('the Company') as at and for the year ended 31 March 2023, we have audited the internal financial controls with reference to financial statements of the Company as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note of Audit of Internal Financial Controls over Financial Reporting ('the Guidance Note') issued by the Institute of Chartered Accountants of India ('the ICAI'). 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 the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Financial Statements

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

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

5. 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 financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

6. 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

7. 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.

Opinion

8. In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31 March 2023, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of 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.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Deepak Mittal
Partner
Membership No.: 503843
UDIN: 23503843BGUTBW4982

Place: New Delhi
Date: 29 May 2023

Standalone Balance Sheet

as at 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

	Note	As at 31 March 2023	As at 31 March 2022
ASSETS			
Non-current assets			
(a) Property, plant and equipment	4A	0.52	0.48
(b) Right of use assets	4B	42.03	64.78
(c) Financial assets			
(i) Investments	5A	8,642.07	8,302.91
(ii) Other financial assets	7	13.21	13.00
(d) Non-current tax assets (net)	8	4.19	5.66
		8,702.02	**8,386.83**
Current assets			
(a) Financial assets			
(i) Investments	5B	10.01	6.03
(ii) Trade receivables	10	14.85	4.64
(iii) Cash and cash equivalents	11	3.21	12.75
(iv) Bank balances other than cash and cash equivalents	12	0.31	0.31
(v) Loans	6	530.07	36.15
(vi) Other financial assets	7	3.09	33.39
(b) Other current assets	9	2.62	1.40
		564.16	**94.67**
TOTAL ASSETS		**9,266.18**	**8,481.50**
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity share capital	13	2,764.54	2,764.54
(b) Other equity	14	1,584.72	4,434.21
		4,349.26	**7,198.75**
LIABILITIES			
Non-current liabilities			
(a) Financial liabilities			
(i) Lease liabilities	16	20.26	43.23
(b) Provisions	17	1.30	0.60
		21.56	**43.83**
Current liabilities			
(a) Financial liabilities			
(i) Borrowings	15	4,858.80	1,200.85
(ii) Lease liabilities	16	22.98	21.58
(iii) Trade Payables	18		
Total Outstanding dues of micro enterprises and small enterprises		-	-
Total Outstanding dues of creditors other than micro enterprises and small enterprises		3.36	7.80
(iv) Other financial liabilities	19	7.46	5.98
(b) Provisions	17	0.11	0.01
(c) Other current liabilities	20	2.65	2.70
		4,895.36	**1,238.92**
TOTAL EQUITY AND LIABILITIES		**9,266.18**	**8,481.50**

Significant accounting policies and accompanying notes are integral part of the standalone financial statements

This is the Standalone Balance Sheet referred to in our report of even date.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No.: 001076N/ N500013

For and on behalf of the Board of Directors

Deepak Mittal
Partner
Membership No.: 503843

Place: New Delhi
Date: 29 May 2023

Rajiv Rattan
Chairman
DIN: 00010849

Place: New Delhi
Date: 29 May 2023

Rajesh Kumar
Whole Time Director
DIN: 03291545

Place: New Delhi
Date: 29 May 2023

Vinu Balwant Saini
Chief financial officer
PAN: AFSPB8478G

Place: New Delhi
Date: 29 May 2023

Rajesh Arora
Company Secretary
FCS-4081

Place: New Delhi
Date: 29 May 2023

Standalone Statement of Profit & Loss

for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

	Note	For the year ended 31 March 2023	For the year ended 31 March 2022
Revenue			
Revenue from operations	21	40.42	26.00
Other income	22	21.85	475.94
		62.27	**501.94**
Expenses			
Employee benefits expense	23	38.50	29.07
Finance costs	24	214.02	15.04
Depreciation and amortisation expense	25	22.77	6.35
Other expenses	26	2,587.29	20.24
		2,862.58	**70.70**
(Loss)/ Profit before tax		**(2,800.31)**	**431.24**
Tax expense			
Current tax expense		-	-
Deferred tax expense		-	2.03
Total tax expenses		**-**	**2.03**
(Loss)/ profit for the year		**(2,800.31)**	**429.21**
Other comprehensive income			
Items that will not be reclassified to profit and loss			
Re-measurement of post-employment benefit obligations		(0.19)	(1.09)
Income tax relating to items that will not be reclassified to profit or loss		-	-
Other comprehensive income for the year		**(0.19)**	**(1.09)**
Total comprehensive(loss)/income for the year		**(2,800.50)**	**428.12**
Earnings per equity share (Face Value of ₹2 each)	29		
Basic (₹)		(2.03)	0.31
Diluted (₹)		(2.03)	0.31

Significant accounting policies and accompanying notes are integral part of the standalone financial statements

This is the Standalone Statement of Profit and Loss referred to in our report of even date.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No.: 001076N/ N500013

For and on behalf of the Board of Directors

Deepak Mittal
Partner
Membership No.: 503843
Place: New Delhi
Date: 29 May 2023

Rajiv Rattan
Chairman
DIN: 00010849
Place: New Delhi
Date: 29 May 2023

Rajesh Kumar
Whole Time Director
DIN: 03291545
Place: New Delhi
Date: 29 May 2023

Vinu Balwant Saini
Chief financial officer
PAN: AFSPB8478G
Place: New Delhi
Date: 29 May 2023

Rajesh Arora
Company Secretary
FCS-4081
Place: New Delhi
Date: 29 May 2023

Standalone Statement of Changes in Equity

for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

A Equity share capital (refer note 13)

As at 31 March 2023

Particulars	Balance at the beginning of the current reporting year	Changes in equity share capital due to prior period errors	Restated balance at the beginning of the current reporting year	Changes in equity share capital during the current year	Balance at the end of the current reporting year
Equity share capital	2,764.54	-	2,764.54	-	2,764.54

As at 31 March 2022

Particulars	Balance at the beginning of the current reporting year	Changes in equity share capital due to prior period errors	Restated balance at the beginning of the current reporting year	Changes in equity share capital during the current year	Balance at the end of the current reporting year
Equity share capital	2,764.54	-	2,764.54	-	2,764.54

B Other equity (refer note 14)

Particulars	Reserves and surplus					
	Capital reserve	Securities premium	Employee's stock options outstanding	Retained earnings	Treasury Shares [Refer Note 45(ii)]	Total
Balance as at 1 April 2021	**3,792.85**	**329.63**	**0.03**	**(116.42)**	**-**	**4,006.09**
Profit for the year	-	-	-	429.21	-	429.21
Other comprehensive income (net of tax)	-	-	-	(1.09)	-	(1.09)
Balance as at 31 March 2022	**3,792.85**	**329.63**	**0.03**	**311.70**	**-**	**4,434.21**
Loss for the year	-	-	-	(2,800.31)	-	(2,800.31)
Other comprehensive income	-	-	-	(0.19)	-	(0.19)
Amount transferred on account of options not exercised/ lapsed	-	-	(0.03)	0.03	-	-
Treasury shares acquired by REL-Employee Welfare Trust [Refer Note 45(ii)]	-	-	-	-	(48.99)	(48.99)
Balance as at 31 March 2023	**3,792.85**	**329.63**	**-**	**(2,488.77)**	**(48.99)**	**1,584.72**

Significant accounting policies and accompanying notes are integral part of the standalone financial statements

This is the standalone statement of changes in equity referred to in our report of even date.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No.: 001076N/ N500013

For and on behalf of the Board of Directors

Deepak Mittal
Partner
Membership No.: 503843

Place: New Delhi
Date: 29 May 2023

Rajiv Rattan
Chairman
DIN: 00010849

Place: New Delhi
Date: 29 May 2023

Rajesh Kumar
Whole Time Director
DIN: 03291545

Place: New Delhi
Date: 29 May 2023

Vinu Balwant Saini
Chief financial officer
PAN: AFSPB8478G

Place: New Delhi
Date: 29 May 2023

Rajesh Arora
Company Secretary
FCS-4081

Place: New Delhi
Date: 29 May 2023

Standalone Cash Flow Statement

for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

		For the year ended 31 March 2023	For the year ended 31 March 2022
A	CASH FLOWS FROM OPERATING ACTIVITIES		
	(Loss)/ profit before tax	(2,800.31)	431.24
	Adjustment for:		
	Interest income	(8.82)	(11.91)
	Gain on sale of investment	(1.11)	(2.68)
	Loss/(Gain) on equity shares investment measured at FVTPL (unrealised)	2,553.50	(461.15)
	Finance costs	214.02	15.04
	Depreciation /amortisation expense	22.77	6.35
	Operating loss before working capital changes	**(19.95)**	**(23.11)**
	Movement in working capital:		
	(Increase) in other current assets	(1.22)	(1.67)
	Decrease/ (Increase) in other financial assets	29.97	(46.88)
	(Increase) in trade receivables	(10.21)	(4.64)
	(Decrease)/ increase in trade payable	(4.43)	7.40
	(Decrease)/ increase in other financial liabilities	1.51	3.60
	Increase/ (decrease) in other current liabilities	0.55	(1.29)
	Cash flow used in operating activities post working capital changes	**(3.78)**	**(66.59)**
	Income tax refund/(paid)	1.47	(0.22)
	Net cash used in operating activities (A)	**(2.31)**	**(66.81)**
B	CASH FLOWS FROM INVESTING ACTIVITIES		
	Purchase of property, plant and equipment	(0.07)	-
	Movement in fixed deposits (net)	-	(0.30)
	Interest received on deposits	11.33	1.17
	(Purchase)/redemption of mutual fund -(net)	(2.86)	840.14
	Proceeds from sale of investment	-	693.97
	Investment in subsidiary, associate and trust (including amounts converted out of inter corporate deposit given)	(2,892.66)	(2,610.63)
	Inter corporate deposits given (net)	(496.93)	(25.62)
	Net cash used in investing activities (B)	**(3,381.19)**	**(1,101.27)**

Standalone Cash Flow Statement

for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

	For the year ended 31 March 2023	For the year ended 31 March 2022
C CASH FLOWS FROM FINANCING ACTIVITIES		
Payment of lease liabilities	(24.37)	(6.52)
Treasury shares acquired by ESOP Trust [Refer Note 45(ii)]	(48.99)	-
Inter corporate deposits taken (net)	3,461.40	1,188.40
Finance costs	(14.08)	(1.38)
Net cash generated from/ (used in) financing activities (C)	**3,373.96**	**1,180.50**
(Decrease)/ Increase in cash and cash equivalents (A+B+C)	**(9.54)**	**12.42**
Cash and cash equivalents at the beginning of the year	12.75	0.33
Cash and cash equivalents at the end of the year (D+E)	**3.21**	**12.75**
Notes:		
a) Cash and cash equivalent comprises of : (refer note 11)		
Cash on hand	0.96	0.06
Balances with banks		
Current accounts	2.25	12.69
	3.21	**12.75**

b) Refer note 52 for reconciliation of liabilities arising from financing activities

The Statement of Cash Flow has been prepared in accordance with 'Indirect method' as set out in the Ind AS - 7 on 'Statement of Cash Flows', as notified under Section 133 of the Companies Act, 2013, read with the relevant rules thereunder.

Significant accounting policies and accompanying notes are integral part of the standalone financial statements

This is the Standalone Cash Flow statement referred to in our report of even date.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No.: 001076N/ N500013

For and on behalf of the Board of Directors

Deepak Mittal
Partner
Membership No.: 503843

Place: New Delhi
Date: 29 May 2023

Rajiv Rattan
Chairman
DIN: 00010849

Place: New Delhi
Date: 29 May 2023

Rajesh Kumar
Whole Time Director
DIN: 03291545

Place: New Delhi
Date: 29 May 2023

Vinu Balwant Saini
Chief financial officer
PAN: AFSPB8478G

Place: New Delhi
Date: 29 May 2023

Rajesh Arora
Company Secretary
FCS-4081

Place: New Delhi
Date: 29 May 2023

Significant accounting policies and notes to the standalone financial statements

for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

1. Corporate information

Nature of operations

RattanIndia Enterprises Limited (formerly RattanIndia Infrastructure Limited) ("the Company") was incorporated on 9 November 2010.

The Company is a public limited company incorporated and domiciled in India and has its registered office at 5th Floor, Tower B, Worldmark 1, Aerocity, New Delhi- 110037, India. The Company has its primary listings on the BSE Limited and National Stock Exchange of India Limited.

The standalone financial statements for the year ended 31 March 2023 were approved by the Board of Directors on 29 May 2023.

2. General information and statement of compliance with Ind AS

(a) The standalone financial statements of the Company have been prepared in accordance with the Indian Accounting Standards as notified under section 133 of the Companies Act 2013 ("Act") read with the Companies (Indian Accounting Standards) Rules 2015 (by Ministry of Corporate Affairs ("MCA")), as amended, and other relevant provisions of the Act and guidelines issued by the Securities and Exchange Board of India (SEBI). The Company has uniformly applied the accounting policies during the periods presented.

(b) Functional and presentation currency

These financial statements are presented in Indian Rupees (₹), which is also the Company's functional currency. All amounts disclosed in standalone financial statements and notes have been rounded off to the nearest million as per the requirement of Schedule III, unless otherwise indicated. The transaction and balances with values below the rounding off norms adopted by the Company have been reflected as "0.00" in the relevant notes to these financial statements (represents amount less than 0.005 million due to rounding off).

3. Summary of significant accounting policies

a) Basis of preparation

These standalone financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III). These were used throughout all periods presented in the financial statements, except where the Company has applied certain accounting policies and exemptions upon transition to Ind AS.

The financial statements have been prepared on going concern basis under the historical cost basis except for the following:

- Certain financial assets and liabilities which are measured at fair value;
- Defined benefit plans – liability of which is recognised as per actuarial valuation; and
- Share based payments which are measured at fair value of the options

b) Current and non-current classification

The Company presents assets and liabilities in the balance sheet based on current / non-current classification.

An asset is classified as current when it satisfies any of the following criteria:

- it is expected to be realized in, or is intended for sale or consumption in, the Company's normal operating cycle. - it is held primarily for the purpose of being traded;
- it is expected to be realized within 12 months after the reporting date; or
- it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

A liability is classified as current when it satisfies any of the following criteria:

- it is expected to be settled in the Company's normal operating cycle;
- it is held primarily for the purpose of being traded;

- it is due to be settled within 12 months after the reporting date; or
- the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current assets/liabilities include current portion of noncurrent financial assets/liabilities respectively. All other assets/liabilities are classified as non-current. Deferred tax assets and liabilities (if any) are classified as non-current assets and liabilities.

Operating cycle

Based on the nature of the operations and the time between the acquisition of assets for processing and their realization in cash or cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current/non-current classification of assets and liabilities.

c) Revenue recognition

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract. The Company applies the revenue recognition criteria to each separately identifiable component of the sales transaction as set out below.

Service income

Revenue from services rendered is recognised when relevant services have been rendered, as per the agreed terms with the customer.

Contract balances

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. Contract assets are in the nature of unbilled receivables, which arises when Company satisfies a performance obligation but does not have an unconditional rights to consideration. A receivables represents the Company's right to an amount of consideration that is unconditional. Contract assets are subject to impairment assessment. Refer to accounting policies on impairment of financial assets in section (Financial instruments – initial recognition and subsequent measurement).

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract (i.e., transfers control of the related goods or services to the customer).

A trade receivable is recognised if an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section (Financial instruments – initial recognition and subsequent measurement).

Interest income

Interest income is recorded on accrual basis using the effective interest rate (EIR) method.

Dividend income

Dividend income is recognised at the time when right to receive the payment is established, which is generally when the shareholders approve the dividend.

d) Borrowing costs

Borrowing costs include interest and amortisation of ancillary costs incurred to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly

Significant accounting policies and notes to the standalone financial statements

for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction/ development of the qualifying asset up to the date of capitalisation of such asset are added to the cost of the assets. Any income earned on the temporary deployment/ investment of those borrowings is deducted from the borrowing costs so incurred. Capitalisation of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use.

e) Property, plant and equipment

Recognition and initial measurement

Properties, plant and equipment are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company. All other repair and maintenance costs are recognised in statement of profit and loss as incurred.

Subsequent measurement (depreciation and useful lives)

Depreciation on property, plant and equipment is provided on the straight-line method, computed on the basis of useful lives prescribed in Schedule II to the Act. Land is not subject to depreciation.

The residual values, useful lives and method of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate.

De-recognition

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognised.

f) Intangible assets

Recognition and initial measurement

Intangible assets with finite useful lives are carried at cost less accumulated amortisation and impairment losses, if any. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses. The cost of an intangible asset comprises its purchase price, including any import duties and other taxes (other than those subsequently recoverable from the tax authorities), and any directly attributable expenditure on making the asset ready for its intended use and net of any trade discounts and rebates. Subsequent expenditure on an intangible asset after its purchase / completion is recognised as an expense when incurred unless it is probable that such expenditure will enable the asset to generate future economic benefits in excess of its originally assessed standards of performance and such expenditure can be measured and attributed to the asset reliably, in which case such expenditure is added to the cost of the asset.

Subsequent measurement (amortisation)

The intangible assets are amortised over a period in the range of three to five years on a straight-line basis, commencing from the date the asset is available to the Company for its use. The amortisation period are reviewed at the end of each financial year and the amortisation method is revised to reflect the changed pattern.

Derecognition of intangible assets

An intangible asset is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in the consolidated statement of profit and loss when the asset is derecognised.

g) Impairment of non-financial assets

At each reporting date, the Company assesses whether there is any indication based on internal/external factors, that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount and the reduction is treated as an impairment loss and is recognised in the statement of profit and loss. All assets are subsequently reassessed for indications that an impairment loss previously recognised may no longer exist. An impairment loss is reversed if the asset's or cash-generating unit's recoverable amount exceeds its carrying amount.

h) Financial instruments

Initial recognition and measurement

All financial assets and financial liabilities are recognized initially at fair value, plus in the case of financial assets and financial liabilities not recorded at fair value through profit or loss (FVTPL), transaction costs that are attributable to the acquisition of the financial asset and financial liabilities. However, trade receivables that do not contain a significant financing component are measured at transaction price.

Financial assets

Subsequent measurement

Financial assets at amortised cost – The financial assets are measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. All other debt instruments are measured at Fair Value through other comprehensive income or Fair value through profit and loss based on Company's business model. All investments in mutual funds in scope of Ind AS 109 are measured at fair value through profit and loss (FVTPL).

De-recognition of financial assets

A financial asset is primarily de-recognised when the rights to receive cash flows from the asset have expired or the Company has transferred its rights to receive cash flows from the asset.

Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Financial liabilities subsequent measurement

Subsequent to initial recognition, these liabilities are measured at amortised cost using the effective interest method. These liabilities include borrowings and deposits.

De-recognition of financial liabilities

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Significant accounting policies and notes to the standalone financial statements

for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

All assets and liabilities for which fair value is measured or disclosed in the 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 (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

i) Investments in subsidiaries and associates

Equity investments in subsidiaries are stated at cost less impairment, if any as per Ind AS 27. The Company tests these investments for impairment in accordance with the policy applicable to 'Impairment of non-financial assets'. Where the carrying amount of an investment or CGU to which the investment relates is greater than its estimated recoverable amount, it is written down immediately to its recoverable amount and the difference is recognised in the Statement of Profit and Loss.

Profit/ loss on sale of investments are recognised on the date of the transaction of sale and are computed with reference to the original cost of the investment sold.

j) Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss for financial assets carried at amortised cost.

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. When estimating the cash flows, the Company considers:

- All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets.
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

Trade receivables

The Company applies approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of receivables.

Other financial assets

For recognition of impairment loss on other financial assets and risk exposure, the Company determines whether there has been a significant increase in the credit risk since initial recognition and if credit risk has increased significantly, life time impairment loss is provided otherwise provides for 12 month expected credit losses.

k) Income taxes

Tax expense recognised in statement of profit and loss comprises the sum of deferred tax and current tax not recognised in Other Comprehensive Income ("OCI") or directly in equity.

Current tax

Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961. Current income tax relating to items recognised outside statement of profit and loss is recognised outside statement of profit and loss in OCI or equity depending upon the treatment of underlying item.

The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognised amounts and where it intends either to settle on a net basis, or to realise the asset and liability simultaneously.

Deferred tax

Deferred income taxes are calculated using the liability method. Deferred tax liabilities are generally recognised in full for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that the underlying tax loss, unused tax credits or deductible temporary difference will be utilised against future taxable income. This is assessed based on the Company's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss or credit. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognised outside statement of profit and loss is recognised outside statement of profit and loss in OCI or equity depending upon the treatment of underlying item.

The measurement of deferred tax liabilities and assets reflects 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.

l) Cash and cash equivalents

Cash and cash equivalents comprise cash on hand, demand deposits with banks/corporations and short-term highly liquid investments (original maturity less than 3 months) that are readily convertible into known amount of cash and are subject to an insignificant risk of change in value.

m) Foreign currency translations

In preparing the financial statements of the Company, transactions in currencies other than the entity's functional currency are recognised at the rate of exchange prevailing at the date of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Exchange differences on monetary items are recognised in profit and loss in the period in which they arise.

n) Post-employment, long term and short term employee benefits

Defined contribution plans

The Company makes contribution to the statutory provident fund in accordance with the Employees Provident Fund and Miscellaneous Provisions Act, 1952 which is a defined contribution plan and contribution paid or payable is recognised as an expense in the period in which the services are rendered.

Defined benefit plans

Gratuity is post-employment benefit and is in the nature of a defined benefit plan. The liability recognised in the financial statements in respect of gratuity is the present value of the defined benefit obligation at the reporting date together with adjustments for unrecognized actuarial gains or losses and past service costs. The defined benefit obligation is calculated at or near the reporting date by an independent actuary using the projected unit credit actuarial method.

Actuarial gains and losses arising from past experience and changes in actuarial assumptions are credited or charged to the statement of OCI in the year in which such gains or losses are determined.

Other long-term employee benefits

Liability in respect of compensated absences becoming due or expected to be availed within one year from the balance sheet date is recognised on the basis of undiscounted value of estimated amount required to be paid or estimated value of benefit expected to be availed by the employees. Liability in respect of compensated absences becoming due or

Significant accounting policies and notes to the standalone financial statements

for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

expected to be availed more than one year after the balance sheet date is estimated on the basis of an actuarial valuation performed by an independent actuary using the projected unit credit method.

Actuarial gains and losses arising from past experience and changes in actuarial assumptions are charged to statement of profit and loss in the year in which such gains or losses are determined.

Short-term employee benefits

Expense in respect of other short-term benefits is recognised on the basis of the amount paid or payable for the period during which services are rendered by the employee.

(o) Share based payments

The Company has created an Employee Welfare Trust (EWT) for providing share-based payment to its employees. The Company uses EWT as a vehicle for distributing shares to employees under the REL- Employee Stock Option Plan 2022 (""REL-ESOP 2022""). The EWT buys shares of the Company from the market, for giving shares to employees. The Company treats EWT as its extension and shares held by EWT are related as treasury shares.

Own equity instruments that are reacquired (treasury shares) are recognised at cost and deducted from other equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments. Treasury shares are reduced while computing basic and diluted earnings per share.

The Company transfers the excess of exercise price over the cost of acquisition of treasury shares, net of tax, by EWT to General Reserve.

Employee stock option plan (ESOP)

The fair value of options granted under Employee Stock Option Plan is recognised as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in statement of profit and loss, with a corresponding adjustment to equity.

p) Provisions, contingent assets and contingent liabilities

Provisions are recognized only when there is a present obligation, as a result of past events, and when a reliable estimate of the amount of obligation can be made at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Provisions are discounted to their present values, where the time value of money is material.

Contingent liability is disclosed for:

- Possible obligations which will be confirmed only by future events not wholly within the control of the Company or
- Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are not recognised. However, when inflow of economic benefit is probable, related asset is disclosed.

q) Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events including a bonus issue.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares. Treasury shares are reduced while computing basic and diluted earnings per share.

r) Leases

A lease is defined as 'a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration'.

Classification of leases

The Company enters into leasing arrangements for various assets. The assessment of the lease is based on several factors, including, but not limited to, transfer of ownership of leased asset at end of lease term, lessee's option to extend/ purchase etc.

Recognition and initial measurement

At lease commencement date, the Company recognises a right-of-use asset and a lease liability on the balance sheet. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Company, an estimate of any costs to dismantle and remove the asset at the end of the lease (if any), and any lease payments made in advance of the lease commencement date (net of any incentives received).

Subsequent measurement

The Company depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Company also assesses the right-of-use asset for impairment when such indicators exist.

At lease commencement date, the Company measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available or the Company's incremental borrowing rate. Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance fixed payments) and variable payments based on an index or rate. Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is re-measured to reflect any reassessment or modification, or if there are changes in in-substance fixed payments. When the lease liability is re-measured, the corresponding adjustment is reflected in the right-of-use asset.

The Company has elected to account for short-term leases using the practical expedients. Instead of recognising a right-of-use asset and lease liability, the payments in relation to these are recognised as an expense in statement of profit and loss on a straight-line basis over the lease term.

Company as a lessor

The Company as a lessor Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases. When the Company is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

Finance leases

Leases which effectively transfer to the lessee substantially all the risks and benefits incidental to ownership of the leased item are classified and accounted for as finance lease. Lease rental receipts are apportioned between the finance income and capital repayment based on the implicit rate of return. Contingent rents are recognised as revenue in the period in which they are earned.

Operating leases

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as

Significant accounting policies and notes to the standalone financial statements

for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

operating leases. The respective leased assets are included in the balance sheet based on their nature. Rental income is recognized on straight-line basis over the lease term except where scheduled increase in rent compensates the Company with expected inflationary costs.

Such lease is classified as operating lease, and as such the revenue is recognized on straight line basis. Considering that the capacity charges per unit is higher in the initial years, there is a negative charge to Statement of Profit and loss account of straight lining.

s) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (CODM).

All operating segments' results are reviewed regularly by the Board of Directors, who have been identified as the CODM, to allocate resources to the segments and assess their performance.

t) Significant management judgment in applying accounting policies and estimation uncertainty

The preparation of the Company's standalone financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. The estimates and assumptions are based on historical experience and other factors that are considered to be relevant. The estimates and underlying assumptions are reviewed on an ongoing basis and any revisions thereto are recognized in the period of revision and future periods if the revision affects both the current and future periods. Uncertainties about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the standalone financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Classification of leases – The Company enters into leasing arrangements for various assets. The classification of the leasing arrangement as a finance lease or operating lease is based on an assessment of several factors, including, but not limited to, transfer of ownership of leased asset at end of lease term, lessee's option to purchase and estimated certainty of exercise of such option, proportion of lease term to the asset's economic life, proportion of present value of minimum lease payments to fair value of leased asset and extent of specialized nature of the leased asset.

Significant management judgments

The following are significant management judgments in applying the accounting policies of the Company that have the most significant effect on the financial statements.

Recognition of deferred tax assets – The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilized.

In addition, significant judgment is required in assessing the impact of any legal or economic limits or uncertainties under the relevant tax jurisdiction.

Significant accounting policies and notes to the standalone financial statements
for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

Evaluation of indicators for impairment of assets – The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

Recoverability of advances/receivables – At each balance sheet date, based on historical default rates observed over expected life, the management assesses the expected credit loss on outstanding receivables and advances.

Impairment of Investments made / Loans given to subsidiaries

In case of investments made and Intercorporate Deposits ("ICD") given by the company to its subsidiaries, the Management assesses whether there is any indication of impairment in the value of investment and ICDs. The carrying amount is compared with the present value of future net cash flow of the subsidiaries.

Defined benefit obligation (DBO) – Management's estimate of the DBO is based on a number of critical underlying assumptions such as standard rates of inflation, medical cost trends, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

Fair value measurements – Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available) and non-financial assets. This involves developing estimates and assumptions consistent with how market participants would price the instrument. Management uses the best information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

Provisions – At each balance sheet date on the basis the management judgment, changes in facts and legal aspects, the Company assesses the requirement of provisions. However the actual future outcome may be different from this judgment.

Significant estimates

Information about estimates and assumptions that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses is provided below. Actual results may be different.

Taxes

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

Useful lives of depreciable/amortisable assets

Management reviews its estimate of the useful lives of depreciable/ amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of certain software, customer relationships, IT equipment and other plant and equipment.

u) Certain prior year amounts have been reclassified for consistency with the current year presentation. Such reclassification does not have any impact on the current year financial statements.

v) Recent accounting pronouncements:

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On 31 March 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, as below:

(i) Ind AS 1 - Presentation of Financial Statements - This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies and include corresponding amendments to Ind AS

Significant accounting policies and notes to the standalone financial statements

for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

107 and Ind AS 34. The effective date for adoption of this amendment is annual periods beginning on or after 1 April 2023.

(ii) Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors - This amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after 1 April 2023.

(iii) Ind AS 12 - Income Taxes - This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. Also there is corresponding amendment to Ind AS 101. The effective date for adoption of this amendment is annual periods beginning on or after 1 April 2023.

The Company has evaluated the above amendments and the impact thereof is not expected to be material on these standalone financial statements.

Significant accounting policies and notes to the standalone financial statements
for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

4A Property, plant and equipment

Particulars	Freehold land (i)	Furniture and fixtures	Office equipment	Computers	Total
Gross carrying amount					
Balance as on 1 April 2021	**0.48**	**0.19**	**0.02**	**0.27**	**0.96**
Additions	-	-	-	-	-
Disposals/ adjustments	-	-	-	-	-
Balance as on 31 March 2022	**0.48**	**0.19**	**0.02**	**0.27**	**0.96**
Additions	-	-	-	0.07	0.07
Disposals/ adjustments	-	-	-	-	-
Balance as on 31 March 2023	**0.48**	**0.19**	**0.02**	**0.34**	**1.03**
Accumulated depreciation					
Balance as on 1 April 2021	**-**	**0.18**	**0.02**	**0.27**	**0.47**
Depreciation for the year	-	0.01	-	-	0.01
Disposals/ adjustments	-	-	-	-	-
Balance as on 31 March 2022	**-**	**0.19**	**0.02**	**0.27**	**0.48**
Depreciation for the year	-	-	-	0.02	0.02
Disposals/ adjustments	-	-	-	-	-
Balance as on 31 March 2023	**-**	**0.19**	**0.02**	**0.29**	**0.51**
Net carrying amount					
Balance as on 31 March 2023	**0.48**	**-**	**-**	**0.05**	**0.52**
Balance as on 31 March 2022	**0.48**	**-**	**-**	**-**	**0.48**

(i) The Title deed of the immovable property is in the name of the Company.

4B Right-of-use assets (refer note 30)

Gross carrying amount	Right of use	Total
Balance as on 1 April 2021	-	-
Additions	68.73	68.73
Adjustments	2.39	2.39
Balance as on 31 March 2022	**71.12**	**71.12**
Additions	-	-
Balance as on 31 March 2023	**71.12**	**71.12**
Accumulated depreciation		
Balance as on 1 April 2021	-	-
Depreciation for the year	6.34	6.34
Balance as on 31 March 2022	**6.34**	**6.34**
Depreciation for the year	22.75	22.75
Balance as on 31 March 2023	**29.09**	**29.09**
Net carrying amount		
Balance as on 31 March 2023	**42.03**	**42.03**
Balance as on 31 March 2022	**64.78**	**64.78**

Significant accounting policies and notes to the standalone financial statements
for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

5A Non-current investments

	As at 31 March 2023		As at 31 March 2022	
	No. of shares	Amount	No. of shares	Amount
Investment in fully paid equity instruments [refer note 55(b)]				
a) Unquoted, fully paid equity instruments of subsidiary companies (at cost)				
Neotec Enterprises Limited (Face value of ₹10 each)	10,000	0.10	10,000	0.10
Neosky India Limited (Face value of ₹10 each)	150,000	200.50	50,000	0.50
RattanIndia Investment Manager Private Limited (Face value of ₹10 each)	102,000	0.03	102,000	0.03
Cocoblu Retail Limited (Face value of ₹10 each)	35,010,000	3,500.10	16,010,000	1,600.10
Revolt Intellicorp Private Limited (Face value of ₹10 each) [refer note 33 (ii)]	1,843,014	1,764.17	-	-
Neotec Insurance Brokers Limited (Face value of ₹10 each)	1,000,000	10.00	1,000,000	10.00
Neorise Technologies FZCO (Face value of AED 100 each) [Refer Note 34 (c)]	10,000	22.56	-	-
Neobrands Limited (Face value of ₹10 each) [Refer Note 34 (b)]	10,000	0.10	-	-
Total investment in equity instruments of subsidiary companies		**5,497.56**		**1,610.73**
b) Unquoted, fully paid equity instruments of associate company (at cost)				
Revolt Intellicorp Private Limited (Face value of ₹10 each) [refer note 33 (i)]	-	-	623,712	994.18
c) Quoted, fully paid equity instruments of other company (at FVTPL)				
RattanIndia Power Limited (refer note 35) (Face value of ₹5 each)	1,063,960,011	3,138.68	1,063,960,011	5,692.18
d) Investments in Share Warrant, unquoted (at cost)				
Revolt Intellicorp Private Limited [refer note 33(i) and refer footnote (i)]		5.82		5.82
e) Investment in Trust				
Neo Opportunity Fund Trust [refer footnote (ii)]		0.01		-
		8,642.07		**8,302.91**
Aggregate amount of quoted investments at market value		3,138.68		5,692.18
Aggregate amount of quoted investments at cost		5,319.80		5,319.80
Aggregate amount of unquoted investments		5,503.39		2,610.73
Aggregate amount of impairment in the value of investments		-		-

(i) A share warrant is a financial instrument which gives holder the right to acquire equity shares. Money received against share warrants comprise of share warrants issued by the Company against which shares are yet to be allotted.

During the previous year, Revolt Intellicorp Private Limited (RIPL) issued and allotted 317,328 share warrants to the Company. During the current year, RIPL vide its letter dated 5 October 2022, has extended the term of such share warrants for a further period of 18 months i.e. up to 29 April 2024. Further, as per the agreed terms, RIPL is obligated to issue the equity shares at the prevailing date fair market value on the date of conversion.

(ii) During the previous year ended 31 March 2022 the Company had set up a Trust where the Company is a Settlor.

Significant accounting policies and notes to the standalone financial statements
for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

5B Current investments

	As at 31 March 2023	As at 31 March 2022
Unquoted, non trade (at FVTPL)		
Investments in mutual funds		
8,282.145 (31 March 2022 :NIL) units in ICICI Overnight Fund-Direct Plan Growth	10.01	-
Nil (31 March 2022 :19,125.26) units in ICICI Liquid Prudential Fund-Direct Plan Growth	-	6.03
	10.01	**6.03**
Aggregate amount of quoted investments and market value thereof	-	-
Aggregate amount of unquoted investments	10.01	6.03
Aggregate amount of impairment in the value of investments	-	-

6 Loans (unsecured, considered good)

	As at 31 March 2023	As at 31 March 2022
Loans to employees	0.37	-
Inter corporate deposits to subsidiary companies * [refer note 55(a)]	529.70	36.15
	530.07	**36.15**

* Inter corporate deposits carry interest in range of 6.50%-7.25% and are recoverable on demand.

7 Other financial assets

	Non-current		Current	
	As at 31 March 2023	As at 31 March 2022	As at 31 March 2023	As at 31 March 2022
Lease recoverable	0.50	1.07	0.57	0.54
Security deposits	12.71	11.93	-	-
Other receivables	-	-	2.02	32.81
Earnest money deposit*	-	-	0.50	-
Advance recoverable from employees	-	-	-	0.04
	13.21	**13.00**	**3.09**	**33.39**

* During the year ended 31 March 2023, the Company has entered into an arrangement with RattanIndia Power Limited (RPL) for exploring for commercial development on surplus land admeasuring 421 acres, situated at Thermal Power Plant of RPL at Amravati, which was approved by the shareholders in Annual General Meeting of the Company. The arrangement is subject to approvals by Maharashtra Industrial Development Corporation ('MIDC') and the lenders.

8 Non current tax assets (net)

	As at 31 March 2023	As at 31 March 2022
Advance income tax (net of provision)	4.19	5.66
	4.19	**5.66**

9 Other current assets (Unsecured considered good)

	As at 31 March 2023	As at 31 March 2022
Prepaid expenses	0.96	0.23
Balance with government authorities	1.66	1.17
	2.62	**1.40**

Significant accounting policies and notes to the standalone financial statements

for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

10 Trade receivables (Unsecured unless otherwise stated, at amortised cost)

	As at 31 March 2023	As at 31 March 2022
Debtors		
(i) Considered good - Secured	-	-
(ii) Considered good - Unsecured	14.85	4.64
(iii) Receivables having significant increase in credit risk	-	-
(iv) Credit impaired	-	-
	14.85	**4.64**

Trade receivable ageing schedule :-

Particulars	Outstanding for following periods from due date of payment								
	Year	Unbilled	Not due	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade receivable-considered good	2022-23	0.25	-	14.60	-	-	-	-	14.85
	2021-22	-	-	4.64	-	-	-	-	4.64
Undisputed Trade receivable-credit impaired	2022-23	-	-	-	-	-	-	-	-
	2021-22	-	-	-	-	-	-	-	-
Disputed Trade receivable-considered good	2022-23	-	-	-	-	-	-	-	-
	2021-22	-	-	-	-	-	-	-	-
Disputed Trade receivable-credit impaired	2022-23	-	-	-	-	-	-	-	-
	2021-22	-	-	-	-	-	-	-	-
Total Gross	2022-23	**0.25**	**-**	**14.60**	**-**	**-**	**-**	**-**	**14.85**
	2021-22	**-**	**-**	**4.64**	**-**	**-**	**-**	**-**	**4.64**
Less : Allowance for credit loss	2022-23	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
	2021-22	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Net receivables	**2022-23**	**0.25**	**-**	**14.60**	**-**	**-**	**-**	**-**	**14.85**
	2021-22	**-**	**-**	**4.64**	**-**	**-**	**-**	**-**	**4.64**

Notes

a. Trade receivables are usually on trade terms based on credit worthiness of customers as per the terms of contract with customers.

b. Neither trade nor other receivables are due from directors or other officers of the Company either severally or jointly with any other person, nor any trade or other receivables are due from firms or private companies respectively in which any director is a partner, a director or a member.

11 Cash and cash equivalents

	As at 31 March 2023	As at 31 March 2022
Cash on hand	0.96	0.06
Balances with banks		
Current accounts	2.25	12.69
	3.21	**12.75**

12 Bank balances other than cash and cash equivalents

	As at 31 March 2023	As at 31 March 2022
Balances with banks		
Fixed deposit with original maturity of more than 3 months but less than 12 months*	0.31	0.31
	0.31	**0.31**

*Includes bank deposits amounting to ₹0.31 million (31 March 2022 ₹0.31 million) that are lien marked against the credit card facility availed by the Company.

(All amount in ₹ Million, unless otherwise stated)

13 Equity share capital

	As at 31 March 2023	As at 31 March 2022
Authorised capital		
2,000,000,000 (31 March 2022: 2,000,000,000) equity shares of ₹2 each	4,000.00	4,000.00
	4,000.00	**4,000.00**
Issued, subscribed and fully paid up capital		
1,382,269,592 (31 March 2022: 1,382,269,592) equity shares of ₹2 each fully paid up	2,764.54	2,764.54
	2,764.54	**2,764.54**

a) Reconciliation of equity shares outstanding at the beginning and at the end of the year

	As at 31 March 2023		As at 31 March 2022	
	No of shares	Amount	No of shares	Amount
Equity shares at the beginning of the year	1,382,269,592	2,764.54	1,382,269,592	2,764.54
Add : Change during the year	-	-	-	-
Equity shares at the end of the year	**1,382,269,592**	**2,764.54**	**1,382,269,592**	**2,764.54**

b) Rights/ restrictions attached to equity shares

The Company has only one class of equity shares with voting rights, having a par value of ₹2 per share. Each shareholder of equity shares is entitled to one vote per share held. Each share is entitled to dividend, if declared, in Indian Rupees. The dividend, if any, proposed by Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in the case of interim dividend. 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 the shareholders.

c) Details of shareholders holding more than 5% equity shares

	As at 31 March 2023		As at 31 March 2022	
	No of shares	% Holding	No of shares	% Holding
Equity shares of ₹2 each fully paid up				
Laurel Energetics Private Limited*	543,338,386	39.31%	543,338,386	39.31%
Arbutus Consultancy LLP	384,112,902	27.79%	384,112,902	27.79%
Yantra Energetics Private Limited	104,765,484	7.58%	104,765,484	7.58%

* (i) 6.87% equity shares of the Company, held by one of the Promoter Company were pledged to secure a loan availed by other promoter Company to provide working capital to Cocoblu Retail Limited, the wholly owned subsidiary. Of the aforesaid equity shares, pledge on 3.07% equity shares has been released on 24 May 2023.

(ii) 4.64% equity shares of the Company, held by one of the Promoter Company were pledged to avail/ fulfil the additional margin requirement for working capital facility and to secure invoice discounting facility by Cocoblu Retail Limited, the wholly owned subsidiary.

The above information has been furnished as per the shareholders' register as at the year end.

d) Details of shareholding held by promoters # as at 31 March 2023

Promoter Name	Year	No of shares	% of total shares	% change during the year
Rajiv Rattan	31 March 2023	1,770,000	0.13%	-
	31 March 2022	1,770,000	0.13%	-
Laurel Energetics Private Limited	31 March 2023	543,338,386	39.31%	-
	31 March 2022	543,338,386	39.31%	-

Significant accounting policies and notes to the standalone financial statements
for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

Promoter Name	Year	No of shares	% of total shares	% change during the year
Arbutus Consultancy LLP	31 March 2023	384,112,902	27.79%	-
	31 March 2022	384,112,902	27.79%	-
Yantra Energetics Private Limited	31 March 2023	104,765,484	7.58%	-
	31 March 2022	104,765,484	7.58%	-

Promoters here means 'promoter' as defined under Companies Act, 2013.

e) No bonus shares or shares were issued for consideration other than cash and no shares have been bought back over the last five years immediately preceeding the reporting date.

14 Other equity

	As at 31 March 2023	As at 31 March 2022
Capital reserve	3,792.85	3,792.85
Securities premium	329.63	329.63
Employee's stock options reserve	-	0.03
Retained earnings	(2,488.77)	311.70
Treasury shares	(48.99)	-
	1,584.72	**4,434.21**

Nature and purpose of other reserves

Capital reserve

Capital reserve was created in earlier years in relation to specific transactions. Capital reserve is not available for distribution to the shareholders.

Securities premium

Securities premium represents premium received on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

Employee's stock options reserve

The reserve account is used to recognise the grant date value of options issued to employees under Employee stock option plan.

Retained earnings

Retained earnings are created from the profit of the Company, as adjusted for distribution to owners, transfer to other reserve, remeasurement of defined benefit plan, etc.

Treasury shares

This reserve represents own equity shares held by RattanIndia Enterprises Employee Welfare Trust.

15 Borrowings (Unsecured)

	Current	
	As at 31 March 2023	As at 31 March 2022
Inter corporate deposit from related party* (refer note 55)	4,858.80	1,200.85
	4,858.80	**1,200.85**

* Terms of interest rate are amended with effective from 1 April 2022, Inter corporate deposits (ICD) carry effective rate of interest at 6.50% per annum over the tenure of loan and are repayable on demand.

Significant accounting policies and notes to the standalone financial statements
for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

16 Lease liabilities

	Non-current		Current	
	As at 31 March 2023	As at 31 March 2022	As at 31 March 2023	As at 31 March 2022
Lease liability (refer note 30)	20.26	43.23	22.98	21.58
	20.26	**43.23**	**22.98**	**21.58**

17 Provisions

	Non-current		Current	
	As at 31 March 2023	As at 31 March 2022	As at 31 March 2023	As at 31 March 2022
Provision for employee benefits (refer note 28)				
Provision for compensated absences	0.39	0.15	0.04	0.00
Provision for gratuity	0.91	0.45	0.07	0.01
	1.30	**0.60**	**0.11**	**0.01**

18 Trade Payables

	As at 31 March 2023	As at 31 March 2022
Outstanding dues of micro enterprises and small enterprises (refer note 39)	-	-
Outstanding dues of creditors other than micro enterprises and small enterprises	3.36	7.80
	3.36	**7.80**

Trade payables ageing schedule :-

Particulars	Outstanding for following periods from due date of payment						
	Year	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Due to MSME	2022-23	-	-	-	-	-	-
	2021-22	-	-	-	-	-	-
Due to Others	2022-23	2.40	0.93	-	-	0.03	3.36
	2021-22	4.12	3.65	-	-	0.03	7.80
Disputed dues to MSME	2022-23	-	-	-	-	-	-
	2021-22	-	-	-	-	-	-
Disputed dues to Others	2022-23	-	-	-	-	-	-
	2021-22	-	-	-	-	-	-
Total	**2022-23**	**2.40**	**0.93**	**-**	**-**	**0.03**	**3.36**
	2021-22	**4.12**	**3.65**	**-**	**-**	**0.03**	**7.80**

19 Other financial liabilities

	As at 31 March 2023	As at 31 March 2022
Employee related payables	6.44	5.16
Other payables	1.02	0.82
	7.46	**5.98**

20 Other current liabilities

	As at 31 March 2023	As at 31 March 2022
Statutory dues	2.48	2.58
Other payables	0.17	0.12
	2.65	**2.70**

Significant accounting policies and notes to the standalone financial statements
for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

21 Revenue from operations

	For the year ended 31 March 2023	For the year ended 31 March 2022
Operating revenue		
Manpower services	-	10.00
Management support services	28.42	-
Payroll management services	12.00	16.00
	40.42	**26.00**

Revenue from contract with customers

Disaggregation of revenue

Set out below is the disaggregation of the Company's revenue from contracts with customers:

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Revenue from contracts with customers		
Based on nature of services		
Manpower services	-	10.00
Management support services	28.42	-
Payroll management services	12.00	16.00
Total	**40.42**	**26.00**

The following table provides information about receivables, contract assets and contract liabilities from contract with customers:

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Receivables		
Trade receivables (gross)	14.60	4.64
Unbilled revenue for passage of time	0.25	-
Less : Allowances for doubtful debts	-	-
Net receivables (a)	**14.85**	**4.64**
Contract assets		
Billed during the year	-	-
Total contract assets (b)	**-**	**-**
Contract liabilities		
Recognized as revenue during the year	-	-
Total contract liabilities (c)	**-**	**-**
Total (a+b-c)	**14.85**	**4.64**

The Company's contracts with customers for the services generally include one performance obligation. The Company has concluded that revenue from sale of services should be recognised at the point in time when services are rendered to the customer.

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional. A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration from the customer. Contract liabilities are recognised as revenue when the Company performs obligations under the contract.

Significant accounting policies and notes to the standalone financial statements
for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Revenue as per contract	40.42	26.00
Adjustments:		
Cash rebate	-	-
Other adjustments	-	-
Revenue from contract with customers	**40.42**	**26.00**

Transaction price - remaining performance obligation

The remaining performance obligation disclosure provides the aggregate amount of the transaction price yet to be recognized as at the end of the reporting period and an explanation as to when the Company expects to recognize these amounts in revenue. Applying the practical expedient as given in Ind AS 115, the Company has not disclosed the remaining performance obligation related disclosures for contracts as the revenue recognised corresponds directly with the value to the customer of the entity's performance completed till the reporting period.

22 Other income

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Interest on		
Bank deposits (at amortised cost)	0.02	0.01
Inter corporate deposits	7.94	11.69
Income tax refund	0.03	0.09
Security deposits	0.78	0.18
Lease rental	0.08	0.03
Other income		
Capital gain on mutual fund /investment- realised	1.11	91.42
Profit from fair value of mutual fund - unrealised (at FVTPL)	0.01	0.02
Profit from fair value of investment - unrealised (at FVTPL) [refer note 35(i)]	-	372.39
Commission on corporate guarantee	11.42	-
Miscellaneous income	0.46	0.11
	21.85	**475.94**

23 Employee benefits expense

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Salaries and wages	36.48	26.46
Contribution to provident and other funds	0.29	0.02
Provision for gratuity and compensated absences (refer note 28)	0.63	0.47
Recruitment and training expenses	1.08	2.11
Staff welfare expenses	0.02	0.01
	38.50	**29.07**

Significant accounting policies and notes to the standalone financial statements
for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

24 Finance costs

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Interest on		
Inter corporate deposits	210.61	13.84
Lease liability	3.41	1.20
	214.02	**15.04**

25 Depreciation and amortisation expense

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Depreciation on		
Property, plant and equipment	0.02	0.01
Right-of-use assets	22.75	6.34
	22.77	**6.35**

26 Other expenses

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Rates and taxes	6.69	4.15
Legal and professional charges*	20.76	12.63
Advertisement expenses	0.35	0.20
Rent expenses (refer note 30)	0.16	0.42
Electricity expenses	0.02	0.04
Printing and stationery	0.06	0.03
Travelling and conveyance	1.30	1.08
Office maintenance	4.19	1.23
Loss on foreign currency transactions	0.01	0.02
Loss on equity share investment measured at FVTPL (unrealised)[refer note 35(ii)]	2,553.50	-
Bank charges	0.08	0.01
Miscellaneous expenses	0.17	0.43
	2,587.29	**20.24**
*Includes remuneration to auditors as follows (excluding applicable taxes):		
Statutory audit and limited reviews	2.00	2.00
Certifications	0.10	-
	2.10	**2.00**

Significant accounting policies and notes to the standalone financial statements
for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

27 Related party disclosures
As per Ind AS-24 "Related Party Disclosure", the related parties, identified by the Management, where control exists or where significant influence exists and with whom transactions have taken place are as below:

Related parties where control exists:

I. Entities having substantial interest	Laurel Energetics Private Limited Arbutus Consultancy LLP Yantra Energetics Private Limited
II. Associates	Revolt Intellicorp Private Limited (up to 12 January 2023) RattanIndia Power Limited (up to 29 March 2022)
III. Subsidiary companies including step down subsidiaries	Neotec Enterprises Limited (w.e.f. 17 March 2021) RattanIndia Investment Manger Private Limited (w.e.f. 19 June 2021) Neosky India Limited (w.e.f. 20 September 2021) Cocoblu Retail Limited (w.e.f. 03 November 2021) Neotec Insurance Brokers Limited (w.e.f. 15 November 2021) Revolt Intellicorp Private Limited (w.e.f 13 January 2023) Neobrands Limited (w.e.f 10 November 2022) Throttle Aerospace System Private Limited (w.e.f 25 May 2022)* Neorise Technologies–FZCO (w.e.f. 27 December 2021) * Step down subsidiary of the Company.

IV. Other related parties:

a) Enterprise over which Key Management Personnel have significant influence –
(with whom transactions have been entered during the year/ previous year):
RattanIndia Power Limited
Priapus Developers Private Limited
Hamlin Trust
Antheia Engineers Private Limited
Nettle Constructions Private Limited
Sinnar Power Transmission Company Limited

b) Key Management Personnel

Name	Designation
Rajiv Rattan	Non-Executive Director and Chairman (Executive up to 29 October 2022)
Anjali Nashier	Non-Executive Non-Independent Director
Jeevagan Narayana Swami Nadar	Non-Executive Independent Director
Rajesh Kumar	Executive Whole Time Director (Non-Executive up to 31 March 2023)
Sanjiv Chhikara	Non-Executive Independent Director
Neha Poonia	Non-Executive Independent Woman Director (up to 10 November 2022)
Pritika Poonia	Non-Executive Independent Woman Director (w.e.f. 10 November 2022)
Amit Jain (PAN:- AFKPJ7410C)	Chief Financial Officer (from 02 April 2022 to 19 May 2023)
Amit Jain (PAN:- AEUPJ9311H)	Chief Financial Officer (from 11 October 2021 to 02 April 2022)
Vinu Balwant Saini[1]	Chief Financial Officer (w.e.f. 20 May 2023)
Vikas Kumar Adukia	Chief Financial Officer (up to 29 April 2021)
Rajesh Arora	Company Secretary (w.e.f. 14 October 2021)
Ram Kumar Agarwal	Company Secretary (up to 13 October 2021)

Significant accounting policies and notes to the standalone financial statements

for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

1. Subsequent to the year ended 31 March 2023, Mr. Amit Jain ceased to be Chief Financial Officer with effect from closure of business hours on 19 May 2023, in place of whom the Company has appointed Mr. Vinu Balwant Saini as Chief Financial Officer with effect from 20 May 2023.

V. Relative of key management personnel Ram Kumar

VI. Interest in Trust - RattanIndia Employee Welfare Trust

Neo Opportunities Fund Trust

VII. Summary of transactions with related parties:

Nature of transactions	Year ended	Subsidiaries	Enterprises over which Key Management Personnel have significant influence	Key Management Personnel	Relative of Key Management Personnel	Interest in Trust	Total
Inter-corporate deposits							
Inter corporate deposit taken (net)	31 March 2023	-	3,448.95	-	-	-	3,448.95
	31 March 2022	-	1,188.40	-	-	-	1,188.40
Inter corporate deposit given (net)	31 March 2023	2,596.93	-	-	-	50.00	2,646.93
	31 March 2022	1,625.62	-	-	-	-	1,625.62
Expense							
Lease and other expenses	31 March 2023	-	29.17	-	0.18	-	29.35
	31 March 2022	-	8.07	-	-	-	8.07
Interest expense on ICD taken	31 March 2023	-	210.61	-	-	-	210.61
	31 March 2022	-	12.45	-	-	-	12.45
Short-term employee benefits	31 March 2023	-	-	17.60	-	-	17.60
	31 March 2022	-	-	5.49	-	-	5.49
Post-term employee benefits	31 March 2023	-	-	0.31	-	-	0.31
	31 March 2022	-	-	1.23	-	-	1.23
Income							
Interest on ICD given	31 March 2023	7.95	-	-	-	0.08	8.03
	31 March 2022	11.7	-	-	-	-	11.70
Management Support Services	31 March 2023	28.42	-	-	-	-	28.42
	31 March 2022	-	-	-	-	-	-
Service Income	31 March 2023	-	12.00	-	-	-	12.00
	31 March 2022	-	26.00	-	-	-	26.00
Lease income	31 March 2023	0.72	-	-	-	-	0.72
	31 March 2022	0.17	-	-	-	-	0.17
Commission on Corporate Guarantee	31 March 2023	11.43	-	-	-	-	11.43
	31 March 2022	-	-	-	-	-	-
Others							
Reimbursement of expenses	31 March 2023	2.23	-	-	-	0.24	2.47
	31 March 2022	-	-	-	-	-	-
Corporate Guarantee Received	31 March 2023	-	1,515.90	-	-	-	1,515.90
	31 March 2022	-	-	-	-	-	-
Corporate Guarantee given	31 March 2023	3,375.00	-	-	-	-	3,375.00
	31 March 2022	-	-	-	-	-	-
Earnest Money Deposit	31 March 2023	-	0.50	-	-	-	0.50
	31 March 2022	-	-	-	-	-	-

Significant accounting policies and notes to the standalone financial statements

for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

Nature of transactions	Year ended	Subsidiaries	Enterprises over which Key Management Personnel have significant influence	Key Management Personnel	Relative of Key Management Personnel	Interest in Trust	Total
Investment in Equity/ Conversion in to Equity	31 March 2023	2,122.56	-	-	-	-	2,122.56
	31 March 2022	1,600.00	-	-	-	-	1,600.00
Purchase of Equity	31 March 2023	-	0.10	-	-	-	0.10
	31 March 2022	-	-	-	-	-	-
Corpus fund in Trust	31 March 2023	-	-	-	-	0.03	0.03
	31 March 2022	-	-	-	-	-	-
Security deposit given	31 March 2023	-	-	-	-	-	-
	31 March 2022	-	14.32	-	-	-	14.32

VIII. Summary of outstanding balances:

Nature of transactions	Year ended	Subsidiaries	Enterprises over which Key Management Personnel have significant influence	Interest in Trust	Total
Inter corporate deposit taken	31 March 2023	-	4,649.80	-	4,649.80
	31 March 2022	-	1,188.40	-	1,188.40
Inter corporate deposit given	31 March 2023	522.55		50.00	572.55
	31 March 2022	25.62		-	25.62
Security deposit receivable	31 March 2023	-	14.32	-	14.32
	31 March 2022	-	14.32	-	14.32
Lease and other expenses payable	31 March 2023	-	-	-	-
	31 March 2022	-	2.87	-	2.87
Interest expense on ICD payable	31 March 2023	-	209.00	-	209.00
	31 March 2022	-	12.45	-	12.45
Interest income on ICD receivable	31 March 2023	7.15	-	0.08	7.23
	31 March 2022	10.53	-	-	10.53
Management Support Services	31 March 2023	11.27	-	-	11.27
	31 March 2022	-	-	-	-
Receivables	31 March 2023	-	2.32	-	2.32
	31 March 2022	-	4.64	-	4.64
Commission on Corporate Guarantee receivable	31 March 2023	1.26	-	-	1.26
	31 March 2022	-	-	-	-
Reimbursement of expenses receivable	31 March 2023	0.33	-	-	0.33
	31 March 2022	-	-	-	-
Corporate Guarantee Received	31 March 2023	-	1,515.90	-	1,515.90
	31 March 2022	-	-	-	-
Corporate Guarantee given	31 March 2023	3,375.00	1,515.90	-	4,890.90
	31 March 2022	-	-	-	-
Earnest Money Deposit Receivable	31 March 2023	-	0.50	-	0.50
	31 March 2022	-		-	-

Notes to the standalone financial statements
for the year ended 31 March 2023

IX. Statement of material transactions:

(All amount in ₹ Million, unless otherwise stated)

Name	Year	Inter -corporate deposit given	Inter -corporate deposit taken	Inter -corporate deposit received back/ adjustment	Inter -corporate deposit repaid/ adjustment	Interest expenses on Inter -corporate deposit	Interest income on Inter -corporate deposit	Service Income/ Management Support Services	(Lease income)/ Lease and other expenses	Reimbursement of expenses	Equity Purchase	Investment/ Conversion in to equity	Commission on Corporate Guarantee	Corporate Guarantee Given	Corporate Guarantee Received	Earnest Money Deposit	Security deposit
Subsidiaries Companies																	
Neotec Enterprises Limited	31 March 2023	103.90	-	66.30	-	-	2.14	12.20	-	0.14	-	-	-	-	-	-	-
	31 March 2022	20.02	-	-	-	-	0.31	-	-	-	-	-	-	-	-	-	-
Cocoblu Retail Limited*	31 March 2023	1,900.00	-	4.10	-	-	-	11.67	-	0.00	-	1,900.00	10.55	2,995.00	-	-	-
	31 March 2022	1,604.10	-	-	-	-	11.38	-	-	-	-	1,600.00	-	-	-	-	-
Neosky India Limited	31 March 2023	249.00	-	-	-	-	2.03	3.96	-	0.18	-	200.00	-	-	-	-	-
	31 March 2022	1.50	-	-	-	-	0.01	-	-	-	-	-	-	-	-	-	-
Neotec Insurance Broker Limited	31 March 2023	-	-	-	-	-	-	-	(0.72)	-	-	-	-	-	-	-	-
	31 March 2022	-	-	-	-	-	-	-	(0.17)	-	-	-	-	-	-	-	-
Neobrands Limited	31 March 2023	5.00	-	-	-	-	0.04	-	-	-	-	-	-	-	-	-	-
	31 March 2022	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Revolt Intellicorp Private Limited	31 March 2023	408.43	-	-	-	-	3.71	0.59	-	1.91	-	-	0.88	380.00	-	-	-
	31 March 2022	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Neorise Technologies FZCO	31 March 2023	-	-	-	-	-	-	-	-	-	-	22.56	-	-	-	-	-
	31 March 2022	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
RattanIndia Investment Manger Private Limited	31 March 2023	1.00	-	-	-	-	0.03	-	-	-	-	-	-	-	-	-	-
	31 March 2022	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Enterprises over which Key Management Personnel have significant influence																	
RattanIndia Power Limited	31 March 2023	-	-	-	-	-	-	12.00	29.17	-	-	-	-	-	-	0.50	-
	31 March 2022	-	-	-	-	-	-	3.00	8.07	-	-	-	-	-	-	-	14.32
Priapus Developers Private Limited	31 March 2023	-	3,456.93	-	7.98	210.61	-	-	-	-	-	-	-	-	-	-	-
	31 March 2022	-	2,040.20	-	851.80	12.45	-	-	-	-	-	-	-	-	-	-	-
Hamlin Trust	31 March 2023	-	-	-	-	-	-	-	-	-	0.10	-	-	-	-	-	-
	31 March 2022	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Antheia Engineers Private Limited	31 March 2023	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	31 March 2022	-	-	-	-	-	-	23.00	-	-	-	-	-	-	-	-	-

*₹1,900 Million (31 March 2022 : ₹1600 million) initially given as Inter-Corporate deposit/loan was converted into equity share capital by the Subsidiary Company, Cocoblu Retail Limited.

Notes to the standalone financial statements
for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

Name	Year	Inter -corporate deposit given	Inter -corporate deposit taken	Inter -corporate deposit received back/ adjustment	Inter -corporate deposit repaid/ adjustment	Interest expenses on Inter -corporate deposit	Interest income on Inter -corporate deposit	Service Income/ Management Support Services	(Lease income)/ Lease and other expenses	Reimbursement of expenses	Equity Purchase	Investment/ Conversion in to equity	Commission on Corporate Guarantee	Corporate Guarantee Given	Corporate Guarantee Received	Earnest Money Deposit	Security deposit
Nettle Constructions Private Limited	31 March 2023	-	-	-	-	-	-	-	-	-	-	-	-	-	1,515.90	-	-
	31 March 2022	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Interest in Trust																	
Neo opportunity Fund Trust	31 March 2023	-	-	-	-	-	-	-	-	0.24	-	0.01	-	-	-	-	-
	31 March 2022	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
RattanIndia Employee Welfare Trust	31 March 2023	50.00	-	-	-	-	0.08	-	-	-	-	0.02	-	-	-	-	-
	31 March 2022	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Relative of Key Management Personnel																	
Ram Kumar	31 March 2023	-	-	-	-	-	-	-	0.18	-	-	-	-	-	-	-	-
	31 March 2022	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total	**31 March 2023**	**2,717.33**	**3,456.93**	**70.40**	**7.98**	**210.61**	**8.03**	**40.42**	**28.63**	**2.47**	**0.10**	**2,122.59**	**11.43**	**3,375.00**	**1,515.90**	**0.50**	**-**
	31 March 2022	**1,625.62**	**2,040.20**	**-**	**851.80**	**12.45**	**11.70**	**26.00**	**7.90**	**-**	**-**	**1,600.00**	**-**	**-**	**-**	**-**	**14.32**

X. Key management personnel

Name	Year	Short term employment benefit	Post-employment benefit
Rajesh Kumar Arora	31 March 2023	7.89	0.07
	31 March 2022	3.61	0.11
Ram Kumar Agarwal	31 March 2023	-	-
	31 March 2022	1.88	1.12
Amit Jain	31 March 2023	9.71	0.24
	31 March 2022	-	-
Total	**31 March 2023**	**17.60**	**0.31**
	31 March 2022	**5.49**	**1.23**

- There are no non cash transactions entered with promoters or directors.
- The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions.

Notes to the standalone financial statements
for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

XI. Details of outstanding balances:

Name	Year	Inter -corporate deposit given	Inter -corporate deposit taken	Interest on Inter -corporate payable	Interest on Inter -corporate deposit receivable	Management Support Services /Service income	Lease rent (receivable)/ payable	Security deposit	Reimbursement of expenses receivable	Commission on Corporate Guarantee	Corporate Guarantee Given	Corporate Guarantee Received	Earnest Money Deposit
Subsidiaries Companies													
Neotec Enterprises Limited	31 March 2023	57.62	-	-	1.93	6.26	-	-	-	-	-	-	-
	31 March 2022	20.02	-	-	0.28	-	-	-	-	-	-	-	-
Cocoblu Retail Limited*	31 March 2023	-	-	-	-	3.11	-	-	0.00	0.25	2,995.00	-	-
	31 March 2022	4.10	-	-	10.24	-	-	-	-	-	-	-	-
Neosky India Limited	31 March 2023	50.50	-	-	1.82	1.26	-	-	0.04	-	-	-	-
	31 March 2022	1.50	-	-	0.01	-	-	-	-	-	-	-	-
Neobrands Limited	31 March 2023	5.00	-	-	0.03	-	-	-	-	-	-	-	-
	31 March 2022	-	-	-	-	-	-	-	-	-	-	-	-
Revolt Intellicorp Private Limited	31 March 2023	408.43	-	-	3.34	0.64	-	-	0.29	1.01	380.00	-	-
	31 March 2022	-	-	-	-	-	-	-	-	-	-	-	-
RattanIndia Investment Manger Private Limited	31 March 2023	1.00	-	-	0.03	-	-	-	-	-	-	-	-
	31 March 2022	-	-	-	-	-	-	-	-	-	-	-	-
Enterprises over which Key Management Personnel have significant influence													
RattanIndia Power Limited	31 March 2023	-	-	-	-	2.32	-	14.32	-	-	-	-	0.50
	31 March 2022	-	-	-	-	1.16	2.87	14.32	-	-	-	-	-
Priapus Developers Private Limited	31 March 2023	-	4,649.80	209.00	-	-	-	-	-	-	-	-	-
	31 March 2022	-	1,188.40	12.45	-	-	-	-	-	-	-	-	-
Antheia Engineers Private Limited	31 March 2023	-	-	-	-	-	-	-	-	-	-	-	-
	31 March 2022	-	-	-	-	3.48	-	-	-	-	-	-	-
Nettle Constructions Private Limited	31 March 2023	-	-	-	-	-	-	-	-	-	-	1,515.90	-
	31 March 2022	-	-	-	-	-	-	-	-	-	-	-	-
Sinnar Power Transmission Company Limited	31 March 2023	-	-	-	-	-	-	-	-	-	1,515.90	-	-
	31 March 2022	-	-	-	-	-	-	-	-	-	-	-	-
Interest in Trust													
RattanIndia Employee Welfare Trust	31 March 2023	50.00	-	-	0.08	-	-	-	-	-	-	-	-
	31 March 2022	-	-	-	-	-	-	-	-	-	-	-	-
Total	**31 March 2023**	**572.55**	**4,649.80**	**209.00**	**7.23**	**13.59**	**-**	**14.32**	**0.33**	**1.26**	**4,890.90**	**1,515.90**	**0.50**
	31 March 2022	**25.62**	**1,188.40**	**12.45**	**10.53**	**4.64**	**2.87**	**14.32**	**-**	**-**	**-**	**-**	**-**

*₹1,900 Million (31 March 2022 : ₹1600 million) initially given as Inter-Corporate deposit/loan was converted into equity share capital by the Subsidiary Company, Cocoblu Retail Limited.

Significant accounting policies and notes to the standalone financial statements

for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

28 Employee benefits

Defined contribution:

Contributions are made to the Government Provident Fund and Family Pension Fund which cover all regular employees eligible under applicable Acts. Both the eligible employees and the Company make pre-determined contributions to the Provident Fund. The contributions are normally based upon a proportion of the employee's salary. The Company has recognized in the Statement of Profit and Loss an amount of ₹0.29 million (31 March 2022: ₹0.02 million) towards employer's contribution towards provident fund.

Defined benefits:

Gratuity scheme - This is an unfunded defined benefit plan and it entitles an employee, who has rendered at least 5 years of continuous service, to receive one-half month's salary for each year of completed service at the time of retirement/exit details as below

i) On normal retirement/early retirement/withdrawal/resignation: As per the provisions of the Payment of Gratuity Act, 1972 with vesting period of 5 years of service.

ii) On death in service: As per the provisions of the Payment of Gratuity Act, 1972 without any vesting period. Gratuity payable to employee in case (i) and (ii), as mentioned above, is computed as per the Payment of Gratuity Act, 1972 except the Company does not have any limit on gratuity amount.

Other benefits:

Provision for unfunded compensated absences payable to eligible employees on availment/ retirement/ separation is based upon an actuarial valuation as at the year ended 31 March 2023. Major drivers in actuarial assumptions, typically, are years of service and employee compensation. The commitments are actuarially determined using the 'Projected Unit Credit Actuarial Method' as at the year end. Gains/ losses on changes in actuarial assumptions are accounted for in the Statement of Profit and Loss as identified by the Management of the Company.

Based on the actuarial valuation obtained in this respect, the following table sets out the status of Gratuity and Compensated Absences and the amounts recognised in the financial statements for the year ended 31 March 2023:

Particulars	Gratuity (Unfunded)		Compensated absences	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Liability recognised in the balance sheet:				
Present value of obligation as at the beginning of the year	0.45	0.76	0.15	0.11
Current service cost	0.30	0.12	0.19	0.09
Interest cost	0.04	0.08	0.01	0.01
Benefits paid	-	(1.60)	(0.01)	(0.22)
Actuarial losses	0.19	1.09	0.09	0.16
Present value of obligation at the end of the year (as per actuarial valuation)	**0.98**	**0.45**	**0.43**	**0.15**
Expenses during the year				
Current service cost	0.30	0.12	0.19	0.09
Interest cost	0.04	0.08	0.01	0.01
Actuarial losses		-	0.09	0.17
Component of defined benefit cost charged to statement of profit and loss	**0.34**	**0.20**	**0.29**	**0.27**
Remeasurement of post-employment benefit obligations:				
Actuarial losses	0.19	1.09	-	-
Component of defined benefit cost recognized in other comprehensive income/(loss)	**0.19**	**1.09**	**-**	**-**

Significant accounting policies and notes to the standalone financial statements
for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

Particulars	Gratuity (Unfunded)		Compensated absences	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Actuarial (gains)/ losses on obligation				
Actuarial (gain)/ loss arising from change in demographic assumptions	(0.01)	-	0.05	-
Actuarial (gain)/ loss arising from change in financial assumptions	0.22	(0.02)	0.09	(0.01)
Actuarial (gain)/ loss arising from change in experience adjustments	(0.02)	1.11	(0.05)	0.18

The actuarial valuation in respect of commitments and expenses relating to unfunded gratuity and compensated absences are based on the following assumptions which if changed, would affect the commitment's size, funding requirements and expenses;

(a) Economic assumptions

Particulars	31 March 2023	31 March 2022
Discount rate	7.36%	7.18%
Expected rate of salary increase	7.00%	5.00%

(b) Demographic assumptions

Particulars	31 March 2023	31 March 2022
Retirement age	60 years	60 years
Mortality table	100% IALM (2012-14)	100% IALM (2012-14)
Ages	Withdrawal rate (%)	Withdrawal rate (%)
Upto 30 years	15	3
From 31 to 44 years	6.25	2
Above 44 years	12.50	1

The employer's best estimate of contributions expected to be paid during the annual period beginning after the balance sheet date, towards gratuity and compensated absences is ₹0.52 million (31 March 2022 : ₹0.34 million) and ₹0.27 million (31 March 2022: ₹0.12 million) respectively.

(c) Sensitivity analysis of defined benefit obligation

Particulars	31 March 2023	31 March 2022
a) Impact of the change in discount rate		
i) Impact due to increase of 0.50% (31 March 2022: 0.50%)	(0.05)	(0.04)
ii) Impact due to decrease of 0.50% (31 March 2022: 0.50%)	0.05	0.04
b) Impact of the change in salary increase		
i) Impact due to increase of 0.50% (31 March 2022: 0.50%)	0.05	0.04
ii) Impact due to decrease of 0.50% (31 March 2022: 0.50%)	(0.05)	(0.04)

a. The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in an assumptions occurring at the end of the reporting period while holding all other assumption constraint. In practice it is unlikely to occur and change in some of the assumption may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

Significant accounting policies and notes to the standalone financial statements
for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

b. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

c. Sensitivities due to mortality & withdrawals are not material & hence impact of change not calculated.

d. Sensitivities as to rate of inflation, rate of increase of pensions in payment, rate of increase of pensions before retirement & life expectancy are not applicable being a lump sum benefit on retirement.

(d) Maturity profile of defined benefit obligation

Particulars	31 March 2023	31 March 2022
Less than 1 year	0.11	0.01
Year 1 to 5	0.42	0.04
More than 5 years	0.88	0.56

29 Earnings per equity share (EPS):

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
(Loss)/Profit for the year	(2,800.31)	429.21
Weighted average number of equity shares outstanding	1,382,269,592	1,382,269,592
Weighted average number of Treasury shares held by Trust*	28,581	-
Weighted average number of equity shares used in computing basic & diluted earnings per equity share	1,382,241,011	1,382,269,592
Face value per equity share (₹)	2.00	2.00
Basic earnings per equity share (₹)	(2.03)	0.31
Diluted earnings per equity share (₹)	(2.03)	0.31

Note:
*Treasury shares have been excluded while computing basic and diluted earnings per share [also refer note 45(ii)].

30 Leases disclosure:

The Company has entered into sub-lease agreement with RattanIndia Power Limited (Sub-lessor) for the use of licensed premises for carrying business for term of 37 months which has been considered as finance lease as per Ind AS 116.

a) The table below describes the nature of the Company's leasing activities by type of right-of-use asset recognised on balance sheet:

Right of use assets	No of right-of use assets leased	Range of remaining term	Average remaining lease term	No of leases with extension options	No of leases with purchase options	No of leases with variable payments linked to an index	No of leases with termination options
Office Premises	1	22 months	22 months	-	-	-	1

b) Additional information on the right-of-use assets by class of assets is as follows:

Right-of use assets	Carrying amount as on 01 April 2022	Additions	Depreciation	Deletion	Carrying amount as on 31 March 2023
Office Premises	64.78	-	22.75	-	42.03

Right-of use assets	Carrying amount as on 01 April 2021	Additions	Depreciation	Deletion	Carrying amount as on 31 March 2022
Office Premises	-	71.12	6.34	-	64.78

Significant accounting policies and notes to the standalone financial statements
for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

c) Lease liabilities are presented in the statement of financial position as follows:

Particulars	31 March 2023	31 March 2022
Current	22.98	21.58
Non-current	20.26	43.23
Total	**43.24**	**64.81**

d) The undiscounted maturity analysis of lease liabilities at 31 March 2023 is as follows:

Particulars	Less than 1 year	1-5 year	More than 5 years	Total
Lease payments	24.99	20.83	-	45.82

The undiscounted maturity analysis of lease liabilities at 31 March 2022 is as follows:

Particulars	Less than 1 year	1-5 year	More than 5 years	Total
Lease payments	24.99	45.82	-	70.81

e) The Company had total cash outflows for leases of ₹24.99 Million during 31 March 2023. (₹6.85 Million) in 31 March 2022.

The following are the amounts recognised in profit or loss:

Particulars	31 March 2023	31 March 2022
Depreciation expense of right-of-use assets	22.75	6.34
Interest expense on lease liabilities	3.41	1.20
Expense relating to short-term leases (included in other expenses)	0.16	0.42

At 31 March 2023, the Company has not committed to leases which had not commenced.

The Company has elected not to recognise a lease liability for short term leases (leases of expected term of 12 months or less) or for leases of low value assets. Payments made under such leases are expensed on a straight-line basis. In addition, certain variable lease payments are not permitted to be recognised as lease liabilities and are expensed as incurred.

31 Deferred tax assets/(liabilities) (net)

	As at 31 March 2023	As at 31 March 2022
Tax effect of items constituting deferred tax assets		
Employee benefit obligations	0.36	0.16
Property, plant and equipment and lease liabilities (net of right of use assets)	0.44	(0.12)
Financial assets carried at fair value	48.92	0.32
Business losses & unabsorbed depreciation	45.06	32.25
	94.78	**32.61**
Deferred tax assets not recognised	(94.78)	(32.61)
	-	-

(i) In the absence of reasonable certainty of availability of surplus taxable profits, the Company has restricted the recognition of deferred tax asset on unabsorbed depreciation and brought forward business losses to the extent of the corresponding deferred tax liability. The unabsorbed business losses of ₹178.51 million (31 March 2022: ₹128.12 million) are available for offset for maximum period of eight years from the incurrence of loss.

Significant accounting policies and notes to the standalone financial statements

for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

Movement in deferred tax assets/(liabilities)

Particulars	As at 01 April 2022	Recognized in profit or loss	Not recognized in profit or loss	Not recognized in other comprehensive income	As at 31 March 2023
Tax effect of items constituting deferred tax liabilities					
	-		-	-	-
Tax effect of items constituting deferred tax assets*					
Employee benefit obligations	0.16	-	0.15	0.05	0.36
Property, plant and equipment and lease liabilities (net of right of use assets)	(0.12)	-	0.56	-	0.44
Financial assets carried at fair value	0.32	-	48.60	-	48.92
Business losses & unabsorbed depreciation	32.25	-	12.81	-	45.06
	32.61	**-**	**62.12**	**0.05**	**94.78**
Deferred tax assets not recognised	(32.61)	-	(62.12)	(0.05)	(94.78)
Deferred tax assets (net)	**-**	**-**	**-**	**-**	**-**

*Deferred tax Assets on unrealised loss on investments in quoted equity shares has not been disclosed above on account of absence of reasonable certainty regarding future taxable gains on such investments.

Movement in deferred tax assets/(liabilities)

Particulars	As at 01 April 2021	Recognized in profit or loss	Not recognized in profit or loss	Not recognized in other comprehensive income	As at 31 March 2022
Tax effect of items constituting deferred tax liabilities					
	-	-	-	-	-
Tax effect of items constituting deferred tax assets					
Tax credit (minimum alternative tax)	2.03	(2.03)	-	-	-
Employee benefit obligations	0.22	-	0.21	(0.27)	0.16
Property, plant and equipment and lease liabilities (net of right of use assets)	0.01	-	(0.13)	-	(0.12)
Financial assets carried at fair value	(2.19)	-	2.51	-	0.32
Business losses & unabsorbed depreciation	25.04	-	7.21	-	32.25
	25.11	**(2.03)**	**9.80**	**(0.27)**	**32.61**
Deferred tax assets not recognised	(23.08)	-	(9.80)	0.27	**(32.61)**
Deferred tax assets (net)	**2.03**	**(2.03)**	**-**	**-**	**-**

32 As per Ind AS 108 "Operating Segments", if a financial report contains both consolidated financial statements and the separate financial statements of the Parent Company, segment information may be presented on the basis of the consolidated financial statements. Thus, disclosure required by regulation 33 of the SEBI (Listing Obligations 8- Disclosure Requirements) Regulations, 2015 on segment information and as per Ind AS 108 has been given in consolidated financial statements.

Significant accounting policies and notes to the standalone financial statements

for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

33 (i) During the previous year ended 31 March 2022, the Company had acquired 623,712 equity shares constituting 33.84 % of the paid-up share capital of Revolt Intellicorp Private Limited ("RIPL") and paid application money for subscription to 317,328 share warrants for an aggregate amount of ₹1,000 million. Pursuant to the investment made, RIPL became an associate of the Company.

(ii) During the year ended 31 March 2023, the Company had entered into an agreement with Revolt Intellicorp Private Limited ("Revolt") and its promoter to acquire balance 66.16% of equity share capital of Revolt for a cash consideration of ₹770 million. The Company fulfilled the prescribed conditions under the agreement and consequently, Revolt has became a wholly owned subsidiary of the Company effective 13 January 2023.

34 During the year ended 31 March 2023:

(a) NeoSky India Limited, a wholly- owned subsidiary of the Company, acquired 60% equity stake in Throttle Aerospace Systems Private Limited ('TAS') on 24 May 2022, for a cash consideration of ₹200 million. TAS is a drone hardware and software maker based out of Bangalore and is a market leader in enterprise, defence and delivery drones.

(b) The Company has acquired 100% stake of Neobrands Limited for ₹0.10 million, consequent to which it has become a wholly owned subsidiary of the Company effective 10 November 2022.

(c) The Company has invested an amount of 1 million AED (equivalent ₹22.5 million), in wholly owned foreign subsidiary, Neorise Technologies- FZCO formed under Dubai Silicon Oasis Authority and registered in Free Zone

35 (i) During the previous year ended 31 March 2022, REL had sold 121,039,989 equity shares of RattanIndia Power Limited (RPL), resulting in decrease in shareholding from 22.07 % to 19.81%, accordingly, RPL had ceased to be associate of REL and consequently, investment in RPL had been classified as financial asset. Further, the Company had recognised a realised gain of ₹88.77 million and unrealised gain of ₹372.39 million on classification of investment in RPL as financial asset.

(ii) During the year ended 31 March 2023, in accordance with Ind AS-109, the Company has recognised unrealised loss of ₹2,553.50 million, forming part of 'Other Expenses', on investment in equity shares of RattanIndia Power Limited, on account of movement in market/ quoted price.

Out of total holding, 1,040,506,638 (31 March 2022: 1,040,506,638), equity shares of RPL are pledged in favour of the lenders of RPL.

36 Guarantees excluding financial guarantees

a.

Particulars	As at 31 March 2023	As at 31 March 2022
(i) Corporate guarantees given on behalf of subsidiary companies to vendors, Financial Institutions*	3,375.00	-
(ii) Corporate guarantees given on behalf of related party*	1,515.90	-
Total	**4,890.90**	**-**

* related party disclosure (refer note 27)

b. The Company has executed a Deed of Guarantee dated 31 December 2019 as a Sponsor of RattanIndia Power Limited (RPL) in favour of Vistra ITCL (India) Limited (Security Trustee). As per the terms of Deed of Guarantee the Company (Sponsor) has guaranteed the Backstopped Liabilities; liabilities of the borrower and claims made by the existing lenders against the borrower in relation to the existing lenders redeemable preference shares, including but not limited to the payment of any dividend or the redemption of the existing lenders redeemable preference shares.

Significant accounting policies and notes to the standalone financial statements
for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

37 Subsequent to the Balance Sheet date:

a. The Company's Board of Directors at their meeting held on 10 May 2023, have approved raising of fund through issue of securities, by way of Qualified Institutions Placement ("QIP") or any other permissible mode in compliance with applicable laws, subject to shareholders and other applicable regulatory approvals, for an amount up to ₹10,000 million or its equivalent in any other currencies.

b. The Company's Board of Directors at their meeting held on 18 May 2023, agreed to enter into a Business Transfer Agreement with RattanIndia Technologies Private Limited, a related entity, to purchase business activities pertaining to its Technology Business, as a going concern, on slump sale basis, for a lump sum consideration of ₹1 million, without values being assigned to individual assets and liabilities. The objective of such acquisition is to enable the Company to develop new capabilities, create valuable knowledge-based resources and improve strategic flexibility to reduce cost and development time.

38 In respect of amounts as mentioned under Section 125 of the Act, there is no amount required to be transferred to the Investor Education and Protection Fund as at 31 March 2023 and as at 31 March 2022.

39 Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006:

Particulars	As at 31 March 2023	As at 31 March 2022
i) Principal amount remaining unpaid to any supplier as at the end of the accounting year.	-	-
ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year.	-	-
iii) The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day.	-	-
iv) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006.	-	-
v) The amount of interest accrued and remaining unpaid at the end of the accounting year.	-	-
vi) The amount of further interest remaining due and payable even in the succeeding years, until such date when interest dues above are actually paid.	-	-

The above information has been determined to the extent such parties have been identified on the basis of information available with the Company.

40 The Company has not entered into any derivative instruments during the year. The Company does not have any foreign currency exposures towards receivables, payables or any other derivative instrument as at 31 March 2023 and 31 March 2022.

41 The disclosure as per Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 related to loans and advances in the nature of loans given to subsidiaries, associates and others and investments in shares of the Company by such parties is covered in the related party disclosures (refer note 27).

42 The Company is covered under Section 135 of the Act and accordingly, has constituted a Corporate Social Responsibility Committee of the Board. However, as the Company did not have average net profits based on the immediately preceding three financial years, the Company is not required to spend amounts towards Corporate Social Responsibility in terms of the Act.

Significant accounting policies and notes to the standalone financial statements
for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

43 The Company considers its investment in subsidiaries as strategic and long term in nature and accordingly, in the view of the management, there is no impairment loss that needs to be recorded for such investments in these standalone financial statements.

44 Effective tax reconciliation

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Tax expense comprise of:		
Current tax expense	-	-
Deferred tax expense	-	2.03
Income tax expense reported in the statement of profit and loss	**-**	**2.03**

The major components of income tax expense and the reconciliation of expected tax expense and the reported tax expense in profit of loss are as follows:

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Profit before tax	(2,800.31)	431.24
Domestic tax rate	25.17%	25.17%
Expected tax expense	**(704.78)**	**108.53**
Employee benefits	0.15	0.21
Borrowings	48.93	-
Other item disallowed/(allowed) under Income Tax Act, 1961	0.22	0.33
Adjustment for tax rate on gain on sale of investment	642.67	(116.28)
Deferred tax not recognised on business losses and unabsorbed depreciation	12.81	7.21
Reversal of Mat credit under new tax regime		(2.03)
Income Tax expense	**-**	**(2.03)**

45 Employees Stock Options Schemes

(i) Stock Option Schemes of RattanIndia Enterprises Limited (formerly RattanIndia Infrastructure Limited) ("RIL ESOP 2019"):

Pursuant to a decision taken by the Board of Directors of the Company (Board) in its meeting held on 30 May 2022, the Employee Stock Option Plan- 2019 covering 2,00,00,000 stock options, earlier instituted by the Board, stands cancelled from the said date. No stock options were outstanding under the said scheme, on the date of its cancellation.

(ii) Stock Option Schemes of RattanIndia Enterprises Limited (formerly RattanIndia Infrastructure Limited) ("REL ESOP 2022"):

RattanIndia Enterprises Limited Employee Stock Option Plan 2022 ("REL ESOP 2022) has been formulated by the Board of Directors pursuant to the authority vested by the shareholders through the resolution passed through postal ballot, the result whereof was declared on 3 August 2022, that such plan shall be administered through REL Employee Welfare Trust (hereinafter "Trust"). The Trust shall make secondary market acquisition for the purpose of the Scheme in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. The pool options proposed to be offered under the Scheme shall be up to a maximum of 5% of the paid-up capital of the Company.

(All amount in ₹ Million, unless otherwise stated)

During the year ended 31 March 2023, the Trust has acquired 1,381,988 equity shares (including 226,859 shares settled subsequently) of the Company from the open market at an average price of ₹35.77 per share against the loan given by the Company amounting to ₹50 million to the ESOP Trust which is repayable on demand. As of 31 March 2023, the Trust holds 1,381,988 equity shares (Face value of ₹2 each) of the Company. The financial statements of the Trust have been included in the standalone financial statements of the Company in accordance with the requirements of IND AS and cost of such treasury shares has been presented as a deduction in "Other Equity". Such number of equity shares (held by the Trust) have been excluded while computing basic and diluted earnings per share.

46 Financial instruments

i) Fair values hierarchy

Financial assets and financial liabilities are measured at fair value in the statement of financial position are grouped into three levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1: Quoted prices (unadjusted) in active markets for financial instruments.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data rely as little as possible on entity specific estimates.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

Valuation technique used to determine fair value

The fair value of a financial instrument on initial recognition is normally the transaction price (fair value of the consideration given or received). Subsequent to initial recognition, the Company determines the fair value of financial instruments that are quoted in active markets using the quoted bid prices (financial assets held) or quoted ask prices (Financial liabilities held) and using valuation techniques for other instruments. Valuation techniques include discounted cash flow method, market comparable method, recent transactions happened in the company and other valuation models. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximizing the use of relevant observable inputs and minimising the use of unobservable inputs.

Financial assets and liabilities measured at fair value - recurring fair value measurements:

As at 31 March 2023	Level 1	Level 2	Level 3	Total
Financial assets				
Investment in equity shares (at FVTPL)	3,138.68	-	-	3,138.68
Investment in mutual funds (at FVTPL)	-	10.01	-	10.01

As at 31 March 2022	Level 1	Level 2	Level 3	Total
Financial assets				
Investment in equity shares (at FVTPL)	5,692.18	-	-	5,692.18
Investment in mutual funds (at FVTPL)	-	6.03	-	6.03

There are no liabilities measured at fair value as at 31 March 2023 and 31 March 2022.

ii) Fair value of financial assets and liabilities measured at amortised cost.

The management assessed that cash and cash equivalents, trade receivables, trade payables, other current financial assets and other current financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments. [refer note no 47(i)].

Significant accounting policies and notes to the standalone financial statements
for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

47 Financial risk management
i) Financial instruments by category

Particulars	31 March 2023			31 March 2022		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
Financial assets						
Investments	3,148.69	-	5,503.39	5,698.21	-	2,610.73
Trade receivables	-	-	14.85	-	-	4.64
Cash and cash equivalents	-	-	3.21	-	-	12.75
Bank balances other than cash and cash equivalents	-	-	0.31	-	-	0.31
Loans	-	-	530.07	-	-	36.15
Other financial assets	-	-	16.30	-	-	46.39
Total	**3,148.69**	**-**	**6,068.13**	**5,698.21**	**-**	**2,710.97**
Financial liabilities						
Borrowings	-	-	4,858.80	-	-	1,200.85
Lease liabilities	-	-	43.24	-	-	64.81
Trade payables	-	-	3.36	-	-	7.80
Other financial liabilities	-	-	7.46	-	-	5.98
Total	**-**	**-**	**4,912.86**	**-**	**-**	**1,279.44**

Investment in subsidiaries are measured at cost as per Ind AS 27, 'Separate Financial Statements' and hence, not presented here.

ii) Risk management

The Company is exposed to various risks in relation to financial instruments. The Company's financial assets and liabilities by category are summarised in note 47(i). The main types of risks are market risk, credit risk and liquidity risk. The most significant financial risks to which the Company is exposed are described below.

The Company's risk management is carried out by a central finance department (of the Company) under direction of the Board of Directors. The Board of Directors provides principles for overall risk management, and covering specific areas, such as foreign exchange risk, interest rate risk, credit risk and investment of excess liquidity.

Credit risk

Credit risk is the risk that a counterparty fails to discharge an obligation to the Company. Credit risk arises from cash and cash equivalents, trade receivables, investments carried at amortised cost and deposits with banks and financial institutions. The Company's maximum exposure to credit risk is limited to the carrying amount of financial assets recognised at 31 March 2023 and 31 March 2022, as summarised below:

Particulars	31 March 2023	31 March 2022
Investment	3,148.69	5,698.21
Trade receivables(i)	14.85	4.64
Cash and cash equivalents(iii)	2.25	12.69
Bank balances other than cash and cash equivalents(iii)	0.31	0.31
Loans	530.07	36.15
Other financial assets(ii)	16.30	46.39

The Company continuously monitors defaults of customers and other counterparties, and incorporates this information into its credit risk controls. The Company's policy is to deal only with creditworthy counterparties.

Significant accounting policies and notes to the standalone financial statements

for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

The Company's management considers that all of the above financial assets are not impaired and/ or past due for each of the above assets reporting dates under review are of good credit quality.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an on-going basis throughout each reporting period. In general, it is presumed that credit risk has significantly increased since initial recognition if the payments are more than 30 days past due. A default on a financial asset is when the counterparty fails to make contractual payments when they fall due. This definition of default is determined by considering the business environment in which entity operates and other macro-economic factors.

(i) The Company's management considers assets other than trade receivables, which are 30 days past due and analyses facts and circumstances surrounding each such defaults separately. If the facts indicate a probability of loss of value, the asset's then expected cash flows are plotted in present value based impairment model to determine the amount of impairment loss. Amounts are written off only in the following circumstances: a) no probable legal recourse is available for recovery, b) the counterparty is bankrupt, c) the cost of recovery is more than the amount or d) after all possible efforts the Company is unable to recover amounts after a period of 3 years.

Similarly, substantial part of Company's financial assets including trade receivables are recoverable from Company's subsidiaries, which the management of the Company believes are not credit impaired and there are no 12 month expected credit losses that are required to be recognised, other than those already assessed and recorded.

(ii) The Company has no such assets where credit losses have been recognised as none of the assets are credit impaired.

(iii) The credit risk for cash and cash equivalents and other bank balances is considered negligible, since the counterparties are reputable banks with high quality external credit ratings.

Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Due to the nature of the business, the Company maintains flexibility in funding by maintaining availability under committed facilities.

Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which the entity operates.

Maturities of financial liabilities

The tables below analyse the Company's financial liabilities into relevant maturity groupings based on their contractual maturities for all non-derivative financial liabilities.

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

31 March 2023	Less than 1 year	1-5 year	More than 5 years	Total
Non-derivatives				
Borrowings*	4,858.80	-	-	**4,858.80**
Trade payable	3.33	-	0.03	**3.36**
Other financial liabilities	7.46	-	-	**7.46**

Significant accounting policies and notes to the standalone financial statements
for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

31 March 2022	Less than 1 year	1-5 year	More than 5 years	Total
Non-derivatives				
Borrowings*	1,200.85	-	-	**1,200.85**
Trade payable	7.77	-	0.03	**7.80**
Other financial liabilities	5.98	-	-	**5.98**

*Borrowings excludes finance lease obligations, refer note 30 for disclosure of maturity profile of finance lease obligations.

Market Risk

Foreign currency risk

The Company is not exposed to foreign exchange risk arising from foreign currency transactions. Foreign exchange risk arises from recognised assets and liabilities denominated in a currency that is not the Company's functional currency.

Interest rate risk

Liabilities

The Company's policy is to minimise interest rate cash flow risk exposures on long-term financing. At 31 March 2023 and 31 March 2022, the Company is exposed to changes in market interest rates through bank borrowings at variable interest rates. The Company's fixed deposits are carried at amortised cost and are fixed rate deposits. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

Interest rate risk exposure

Below is the overall exposure of the Company to interest rate risk:

Particulars	31 March 2023	31 March 2022
Variable rate:		
Borrowing	-	-
Loan assets	-	-
Total variable rate exposure	**-**	**-**
Fixed rate:		
Borrowing	4,858.80	1,200.85
Loans and deposits	-	-
Total fixed rate exposure	**4,858.80**	**1,200.85**

Sensitivity

Below is the sensitivity of profit or loss and equity due to changes in interest rates, assuming no change in other variables:

Particulars	31 March 2023	31 March 2022
Interest sensitivity*		
Interest rates – increase by 100 basis points (31 March 2022: 100 basis points)	-	-
Interest rates – decrease by 100 basis points (31 March 2022: 100 basis points)	-	-

*there are no borrowings having variable interest rates

(All amount in ₹ Million, unless otherwise stated)

Price risk

Exposure

The Company is exposed to price risk in respect of its investment in mutual funds (unquoted) and quoted equity shares [refer note 5A(c) & 5B].

Sensitivity

Below is the sensitivity of profit or loss and equity changes in fair value of investments, assuming no change in other variables:

Particulars	31 March 2023	31 March 2022
Price sensitivity		
Price increase by 1000 basis points (31 March 2022: 1000 basis points)	314.87	569.82
Price decrease by 1000 basis points (31 March 2022: 1000 basis points)	(314.87)	(569.82)

48 Capital management

The Company's capital management objectives are;

- to ensure the Company's ability to continue as a going concern
- to provide an adequate return to shareholders

The Company monitors capital on the basis of the carrying amount of equity less cash and cash equivalents as presented on the face of balance sheet.

Management assesses the Company's capital requirements in order to maintain an efficient overall financing structure while avoiding excessive leverage. This takes into account the subordination levels of the Company's various classes of debt. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

The amounts managed as capital by the Company for the reporting periods under review are summarised as follows:

Particulars	31 March 2023	31 March 2022
Short-term borrowings	4,858.80	1,200.85
Total borrowings	**4,858.80**	**1,200.85**
Cash and cash equivalents	3.21	12.75
Other bank balances	0.31	0.31
Investment of excess fund in mutual funds	10.01	6.03
Net debts	**4,845.27**	**1,181.76**
Total equity (i)	**4,349.26**	**7,198.75**
Net debt to equity ratio	**111.40%**	**16.42%**

(i) Equity includes capital and all reserves of the Company that are managed as capital.

Significant accounting policies and notes to the standalone financial statements

for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

49 Financial Ratios:

Following are analytical ratios for the year ended 31 March 2023 and 31 March 2022

Particulars	Numerator/ Denominator	31 March 2023	31 March 2022	Variance	Remarks
Current ratio	Current assets/ Current liabilities	0.12	0.08	50.00%	Refer Note 1 below
Debt - equity ratio	Total debt/ Shareholder's equity	1.12	0.17	558.82%	Refer Note 1 below
Debt service coverage ratio	Earning available for debt service/ Debt service	(0.51)	0.38	(234.21)%	Refer Note 1 below
Return on equity (ROE)	Net profits after taxes/ Average shareholder's equity	(48.50)%	6.15%	(887.96)%	Refer Note 2 below
Trade receivables turnover ratio	Revenue/ Average trade receivables	4.15	11.21	(62.99)%	Due to increase in trade receivable & Revenue from operations.
Trade payable turnover ratio	Purchase of services and other expenses/ Average trade payables	6.06	4.94	22.67%	Not required to disclose
Net capital turnover ratio	Revenue/ Working capital	(0.01)	(0.44)	(96.72)%	Due to decrease in other income.
Net Profit ratio	Net profit/ Revenue	(4497.05)%	85.51%	(5359.12)%	Refer Note 2 below
Return on capital employed (ROCE)	Earning before interest and tax/ Capital employed	(28.09)%	5.31%	(628.65)%	Due to increase in Borrowing & decrease in retained earning.

Note:

1. Due to increase in Borrowing amounting ₹4,858.80 Million as at 31 March 2023 from ₹1,200.85 Million as at 31 March 2022.
2. Due to Loss from fair valuation of Investment-Unrealized. [Refer Note 35(ii)]

50 Other statutory information

(i) The Company does not have any Benami property and no proceedings have been initiated or pending against the Company and its Indian subsidiaries for holding any Benami property, under the Benami Transactions (Prohibitions) Act, 1988 (45 of 1988) and the rules made thereunder.

(ii) The Company does not have transactions during the current and previous year with struck off companies under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.

(iii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(iv) The Company has not traded or invested in Crypto currency or Virtual Currency during the year.

(v) The Company has not entered into any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

(vi) The Company has not been declared as a 'Wilful Defaulter' by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

Significant accounting policies and notes to the standalone financial statements
for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

(vii) The Company has complied with the number of layers prescribed under clause (87) of section 2 of the act read with the Companies (Restriction on Number of Layers) Rules 2017.

51 The Code on Social Security, 2020 ('Code') has been notified in the Official Gazette of India on 29 September 2020, which could impact the contributions of the Company towards certain employment benefits. Effective date from which changes are applicable is yet to be notified and the rules are yet be framed. Impact, if any, of change will be assessed and accounted for in the period of notification of relevant provisions.

52 Reconciliation of liabilities arising from financing activities

Particulars	Borrowings*	Lease liabilities	Total
As at 01 April 2021	-	-	-
Cash flows:			
Receipt of borrowing	2,040.20	-	2,040.20
Repayment of borrowings	(851.80)	-	(851.80)
Payment of lease rentals**	-	(6.52)	(6.52)
Non-Cash :			
Lease liabilities	-	70.46	70.46
Interest accrued	12.45	1.18	12.45
Fair value adjustment	-	(0.31)	(0.31)
As at 31 March 2022	**1,200.85**	**64.81**	**1,264.48**
Cash flows:			
Receipt of borrowing	3,469.38	-	3,469.38
Repayment of borrowings	(7.98)	-	(7.98)
Payment of lease rentals**	-	(24.37)	(24.37)
Non-Cash :			
Interest accrued	209.00	3.33	212.33
Conversion of accrued interest in to ICD	(12.45)	-	(12.45)
Fair value adjustment	-	(0.53)	(0.53)
As at 31 March 2023	**4,858.80**	**43.24**	**4,900.86**

*Includes short-term borrowings.
** Includes interest on lease rentals.

53 Investments in subsidiaries

a) These standalone financials statements are separate financial statements prepared in accordance with Ind AS-27 "Separate financial Statements"

Significant accounting policies and notes to the standalone financial statements
for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

b) The company's investment in subsidiaries are as under:

S. No	Name of the Subsidiary	Country of Incorporation	Proportion of ownership as at 31 March 2023	Proportion of ownership as at 31 March 2022	Method used to account for Investment
1	Cocoblu Retail Limited	India	100%	100%	Cost
2	Revolt Intellicorp Private Limited #	India	100%	33.84%	Cost
3	Neosky India Limited	India	100%	100%	Cost
4	Throttle Aerospace System Private Limited*	India	60%	-	Cost
5	Neotec Enterprises Limited	India	100%	100%	Cost
6	RattanIndia Investment Manager Private Limited	India	100%	100%	Cost
7	Neotec Insurance Brokers Limited	India	100%	100%	Cost
8	Neorise Technologies FZCO	Dubai	100%	-	Cost
9	Neobrands Limited	India	100%	-	Cost

The investment in Revolt Intellicorp Private Limited, incorporated in India qualified as an associate up to 12 January 2023 and as subsidiary w.e.f 13 January 2023.

* The investment in this entity is held through Neosky India Limited

54 Foreign exchange disclosures:

Expenditure in foreign currency

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Rates & taxes	0.18	-

55 (a) Details of loans and guarantees of the Company outstanding at the end of the year, in terms of regulation 53 (F) and 34 (3) read together with para A of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 :

Particulars	As at 31 March 2023	Max Balance during the year	As at 31 March 2022	Max Balance during the year
Neotec Enterprises Limited	57.62	57.62	20.02	20.02
RattanIndia Investment Manager Private Limited	1.00	1.00	-	-
Neosky India Limited	50.50	208.00	1.50	1.50
Revolt Intellicorp Private Limited	408.43	408.43	-	-
Neobrands Limited	5.00	5.00	-	-
Cocoblu Retail Limited	-	1,904.10	4.10	1604.1
RattanIndia Employees Welfare Trust	50.00	50.00	-	-

Significant accounting policies and notes to the standalone financial statements

for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

(b) Details of loans (gross) as per Section 186 (4) of Companies Act, 2013 and Disclosure as per Regulation 34 (3) read with Part A of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of loans/ advances/ investments outstanding as at year end

Particulars	Investment		Inter Corporate Deposits		Corporate Guarantee	
	As at 31 March 2023	As at 31 March 2022	As at 31 March 2023	As at 31 March 2022	As at 31 March 2023	As at 31 March 2022
Neotec Enterprises Limited	0.10	0.10	57.62	20.02	-	-
RattanIndia Investment Manager Private Limited	0.03	0.03	1.00	-	-	-
Neosky India Limited	200.50	0.50	50.50	1.50	-	-
Neotec Insurance Brokers Limited	10.00	10.00	-	-	-	-
Cocoblu Retail Limited	3,500.10	1,600.10	-	4.10	2,995.00	-
Revolt Intellicorp Private Limited	1,764.17	994.18	408.43	-	380.00	-
Revolt Intellicorp Private Limited (Share Warrant)	5.82	5.82	-	-	-	-
Neobrands Limited	0.10	-	5.00	-	-	-
Neorise Technologies FZCO	22.56	-	-	-	-	-
RattanIndia Power Limited	3,138.68	5692.18	-	-	-	-
Neo Opportunity Fund Trust	0.01	-	-	-	-	-
RattanIndia Employees Welfare Trust	-	-	50.00	-	-	-
Sinnar Power Transmission Company Limited	-	-	-	-	1,515.90	-

56 a) No funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any person(s) or entity(ies), including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries.

b) Other than as disclosed below, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

During the year, the Company has received fund as inter corporate deposit (ICD) from one of the related party Priapus Developers Private Limited (PDPL). Further, same was given in form of inter corporate deposit (ICD) for business operations and investment in equity shares of below subsidiary companies (100% subsidiaries of the Company).

Significant accounting policies and notes to the standalone financial statements
for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

For the year ended 31 March 2023:

ICD received from funding parties	Investment/ ICD given to ultimate beneficiary		Details of funding parties	Details of ultimate beneficiary
	ICD given	Investment		
2,689.89	1,900.00	-	Priapus Developers Private Limited (CIN : U70109DL2009PTC197234, Registered office - Plot No. A-103, Fifth Floor, N.H-8, Road No-4, Mahipalpur Extension, New Delhi-110037)	Cocoblu Retail Limited, Registered office - 5th Floor, Tower-B, Worldmark 1, Aerocity New Delhi-110037, CIN : U52399DL2021PLC388574
	249.00	-		Neosky India Limited, 5th Floor, Tower-B, Worldmark 1, Aerocity New Delhi 110037 CIN: U62100DL2021PLC386780
	408.43	-		Revolt Intellicorp Pvt. Ltd, House No. 27, Sector 31-32AUrban Estate Shivaji Nagar HR 122001 CIN:U34203HR2017PTC070517
	103.90	-		Neotec Enterprises Limited, 5th Floor, Tower-B, Worldmark 1, Aerocity New Delhi 110037 CIN:U74999DL2021PLC378755
	1.00	-		RattanIndia Investment Manager Private Limited, 5th Floor, Tower-B, Worldmark 1, Aerocity New Delhi 110037 CIN: U65100DL2009PTC197243
	5.00	-		Neobrands Limited, 5th Floor, Tower-B, Worldmark 1, Aerocity New Delhi 110037 CIN:U51909DL2021PLC389349
	-	22.56		Neorise Technologies FZCO, Registered office - DSO-IFZA, Dubai Digital Park, Dubai Silicon Oasis, Building A2, Dubai, United Arab Emirates
2,689.89	**2,667.33**	**22.56**		

For the year ended 31 March 2022:

ICD received from funding parties	Investment/ ICD given to ultimate beneficiary		Details of funding parties	Details of ultimate beneficiary
	ICD given	Investment		
1,625.62	1,604.10	-	Priapus Developers Private Limited (CIN : U70109DL2009PTC197234, Registered office - Plot No. A-103, Fifth Floor, N.H-8, Road No-4, Mahipalpur Extension, New Delhi-110037)	Cocoblu Retail Limited, Registered office - 5th Floor, Tower-B, Worldmark 1, Aerocity New Delhi-110037, CIN : U52399DL2021PLC388574
	1.50	-		Neosky India Limited, 5th Floor, Tower-B, Worldmark 1, Aerocity New Delhi 110037,CIN: U62100DL2021PLC386780
	20.02	-		Neotec Enterprises Limited, 5th Floor, Tower-B, Worldmark 1, Aerocity New Delhi 110037, CIN: U74999DL2021PLC378755
1,625.62	**1,625.62**	**-**		

Significant accounting policies and notes to the standalone financial statements
for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

The Company was required to lend and invest in above subsidiary companies (100% subsidiaries of the Company) as per their respective business requirements for furtherance of company's interest. One of the related party PDPL supported the Company by providing ICD for the same.

57 The Company has not declared or paid any dividend during the year ended 31 March 2023 and 31 March 2022.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No.: 001076N/ N500013

For and on behalf of the Board of Directors

Deepak Mittal	**Rajiv Rattan**	**Rajesh Kumar**	**Vinu Balwant Saini**	**Rajesh Arora**
Partner	*Chairman*	*Whole Time Director*	*Chief financial officer*	*Company Secretary*
Membership No.: 503843	DIN: 00010849	DIN: 03291545	PAN: AFSPB8478G	FCS-4081
Place: New Delhi	Place: New Delhi	Place: New Delhi	Place: New Delhi	Place: New Delhi
Date: 29 May 2023	Date: 29 May 2023	Date: 29 May 2023	Date: 29 May 2023	Date: 29 May 2023

Consolidated Financial Statements

RattanIndia ENTERPRISES

Independent Auditor's Report

To the Members of RattanIndia Enterprises Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

1) We have audited the accompanying consolidated financial statements of RattanIndia Enterprises Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group') and its associate, as listed in Annexure 1, which comprise the Consolidated Balance Sheet as at 31 March 2023, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of the significant accounting policies and other explanatory information.

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

Basis for Opinion

3) We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group and its associate in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the consolidated 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 together with the audit evidence obtained by the other auditors in terms of their reports referred to in paragraph 15 of the Other Matters section below, is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matter

4) Key audit matters are those matters that, in our professional judgment and based on the consideration of the reports of the other auditors on separate financial statements of the subsidiaries, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

5) We have determined the matters described below to be the key audit matters to be communicated in our report.

<table>
<tr><th>Key audit matter</th><th>How our audit addressed the key audit matter</th></tr>
<tr><td colspan="2">Accounting for business combinations (as described in Note 2 and Note 39 of the consolidated financial statements)</td></tr>
<tr><td>During the current year, the Holding Company acquired substantial stake in Revolt Intellicorp Private Limited and Throttle Aerospace Systems Private Limited, for a consideration of ₹770 million and ₹200 million, respectively. The Holding Company determined the acquisitions to be within the scope of Ind AS 103, Business Combinations, ('Ind AS 103') which requires that identified assets and liabilities, including identifiable intangible assets, be recognized at fair value as at the date of acquisition, with excess of acquisition cost over the identified fair value of recognized assets (including intangibles) and liabilities, accounted for as goodwill.

The Holding Company's management appointed independent valuation experts to perform fair valuation of assets and liabilities acquired, as of the respective date of acquisition, for the aforesaid purpose of allocation of the purchase price (hereinafter referred to as 'the purchase price allocation' or 'the PPA') and consequently, recognised aggregate Goodwill of ₹1,535.82 million representing excess of the consideration paid over the net assets acquired.

Significant judgement was required to be exercised by the management in aforesaid fair valuations performed by the valuation experts, using appropriate valuation models. The key assumptions and estimates underpinning such fair valuations inter alia involved estimating future cash flow projections, determining appropriate discount rate, growth rate etc.

Considering the materiality of the amounts and significant judgement required by the management as above, accounting for business combinations has been identified as a key audit matter for the current year audit.</td><td>Our audit procedures relating to business combinations included, but were not limited to, the following:
• Evaluated the design, implementation and tested the operating effectiveness of the Holding Company's controls relating to accounting for business combinations;
• Examined the key purchase agreements and other arrangements related to the respective acquisitions, to obtain an understanding of the key terms and conditions of the transactions, and evaluated the accounting treatment in accordance with Ind AS 103, including determination of acquisition date and purchase consideration;
• Evaluated the competence and objectivity of the management's valuation expert engaged for the PPA and obtained the valuation reports provided by the expert to the management, ensuring completeness of assets and liabilities covered in such reports vis-à-vis the aforesaid purchase agreements;
• Involved auditor's valuation expert to assist us in validating the valuation assumptions and methodology considered by the management's expert to allocate the purchase price to identifiable assets and liabilities acquired; and
• Validated the future cash flow projections used in the valuations from business plans.
• Assessed the adequacy and appropriateness of the disclosures made in the Consolidated Financial Statements in accordance with the requirements of Ind AS 103, Business Combinations.</td></tr>
<tr><td colspan="2">Existence and Valuation of inventory (Refer note 2 and note 12 of the consolidated financial statements)</td></tr>
<tr><td>The Subsidiary Company has e-commerce market- place model arrangement wherein the market- place platform (the 'market place') has agreed to manage the inventory, interface with customers as well as handle delivery and logistics, for the Company. As at March 31, 2023, the market place held Company's inventories aggregating to ₹10,151.73 million (net of provision).

As per the arrangement with the marketplace, on receipt of goods from the Subsidiary Company's suppliers/ vendors, the market- place provides storage services in its various fulfilment centers. Periodic cycle counts are performed by the market- place and in case of loss or damage to any units at its centres/ warehouses due to any breach of contractual obligation/ non-performance of obligations, the Subsidiary Company is entitled to recover the applicable replacement value of the product from the market- place.</td><td>Our audit procedures relating to existence and valuation of inventory included, but was not limited to, the following:
• Understood the management process to ensure existence of inventory, identification of non-moving or unsellable inventory that involved understanding the extent and periodicity of information received from the market place in this respect. Evaluated design and tested the operating effectiveness of controls implemented by management around existence and valuation of inventory throughout the year.</td></tr>
</table>

Key audit matter	How our audit addressed the key audit matter
The Subsidiary Company operates in a fast-changing market where there is a risk of inventory falling out of trend and proving difficult to be sold above cost. At the end of each reporting period, the Subsidiary Company's management based on inputs from the market- place such as non- moving, unsellable items, etc., assesses whether there is adequate provision for inventory losses on account of net realizable value being lower than cost, as required to be measured as per Ind AS 2, Inventory. Such estimates require the management to apply judgement in determining appropriate provisions for inventory losses. In addition to the above, owing to the nature of the business wherein value per unit is relatively insignificant but higher volumes are involved that are distributed across different fulfilment centres, the existence of inventory is considered as a key audit matter. The management obtains periodic confirmation from the market- place and reconciles such confirmed quantity with the perpetual inventory records maintained by the Subsidiary Company. Considering the aforesaid complexities involved in assessment of inventory existence at fulfilment centres that required us to undertake alternate audit techniques as described in this key audit matter, and significant management judgements and estimates involved with respect to allowance for inventory loss, existence and valuation of inventory was determined to be a key audit matter for the current year audit.	Existence of inventory as at the reporting date: • Obtained inventory quantity confirmation directly from the market- place and reconciled the same with the inventory records of the Subsidiary Company. • Obtained agreement between the Subsidiary Company and the market- place and understood the terms of such arrangement in relation to sales and inventory management parameters. • Tested the adjustment/ recovery adjustment recorded in the Subsidiary Company's books of accounts basis the results of physical cycle counts performed by market-place, giving cognizance to the terms of agreement mentioned above. • Tested purchases (forming part of inventory as at the reporting date), on sample basis, with the supporting documents, that included purchase order, purchase invoice, GRN (proof of delivery), tested the receipts recorded in the IT system for inwards of the inventory, etc, to substantiate the receipt of delivery of goods by the market place platform. Provision for inventory loss on account of net realizable value and non-moving/ unsellable inventory: • Assessed the methodology and key estimates used by the management to determine the net realizable value for non-moving/ unsellable inventory and the consistency thereof with the Subsidiary Company's policy. • Tested inventory ageing obtained including ensuring completeness of such ageing analysis with perpetual records and independent confirmation received from Market Place. • Tested the net realizable value of traded goods inventory on a sample basis, considering the selling price of most subsequent/ recent sale transactions for respective products. • Tested the computation for allowance for non-moving/ unsellable inventories by critically evaluating the estimates made by the management; with respect to plans of liquidating such inventory. • Evaluated the adequacy of the disclosures made in the Financial Statements. Obtained written representations from management on the completeness and adequacy of inventory allowance as at year- end.

Information other than the Consolidated Financial Statements and Auditor's Report thereon

6. The Holding Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the consolidated financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

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

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

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

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

7. The accompanying consolidated financial statements have been approved by the Holding Company's Board of Directors. The Holding Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India. The Holding Company's Board of Directors are also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of consolidated Ind AS financial statements. Further, in terms of the provisions of the Act the respective Board of Directors of the companies included in the Group, covered under the Act are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. These financial statements have been used for the purpose of preparation of the consolidated financial statements by the Board of Directors of the Holding Company, as aforesaid.

8. In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associates and joint ventures are responsible for assessing the ability of the Group and of its associates and joint ventures 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 intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

9. Those respective Board of Directors are also responsible for overseeing the financial reporting process of the companies included in the Group.

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

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

11. As part of an audit in accordance with Standards on Auditing specified under section 143(10) of the Act we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
- Conclude on the appropriateness of Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associates and joint ventures 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 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 and its associates to cease to continue as a going concern;
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation; and
- Obtain sufficient appropriate audit evidence regarding the financial information/ financial statements of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision, and performance of the audit of financial statements of such entities included in the financial statements, of which we are the independent auditors. For the other entities included in the financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

12. 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.

13. 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.

14. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the 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.

Other Matter

15. We did not audit the financial statements of 7 subsidiaries, whose financial statements reflects total assets of ₹ 486.33 million and net assets of ₹ 246.70 million as at 31 March 2023, total revenues of ₹ 91.52 million and net cashflows amounting to ₹ 32.88 million for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-section (3) of section 143 of the Act in so far as it relates to the aforesaid subsidiaries, are based solely on the reports of the other auditors.

    Further, of these subsidiaries, 1 subsidiary, is located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors under International Financial Reporting Standards (IFRS) applicable in their respective countries. The Holding Company's management has converted the financial statements of such subsidiary, located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding Company's management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of such subsidiary, located outside India, is based on the report of other auditors and the conversion adjustments prepared by the management of the Holding Company, and audited by us.

Our opinion above on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matters with respect to our reliance on the work done by and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

16. As required by section 197(16) of the Act based on our audit and on the consideration of the reports of the other auditors, referred to in paragraph 15, on separate financial statements of the subsidiaries, we report that the Holding Company, 6 subsidiaries companies, incorporated in India whose financial statements have been audited under the Act have not paid or provided for any managerial remuneration during the year. Accordingly, reporting under section 197(16) of the Act is not applicable in respect of such subsidiary companies.

17. As required by clause (xxi) of paragraph 3 of Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act based on the consideration of the Order reports issued till date {by us and by the respective other auditors as mentioned in paragraph 15 above, of companies included in the consolidated financial statements for the year ended 31 March 2023 and covered under the Act we report that following are the qualifications/adverse remarks reported by us and the other auditors in the Order reports of the companies included in the consolidated financial statements for the year ended 31 March 2023 for which such Order reports have been issued till date and made available to us:

S No	Name	CIN	Holding Company/ subsidiary/Associate/ Joint Venture	Clause number of the CARO report which is qualified or adverse
1	RattanIndia Enterprises Limited	L74110DL2010PLC210263	Holding	(ix)(d)(1)
2	Cocoblu Retail Limited	U52399DL2021PLC388574	Subsidiary	(ii)(b)(2), (vii)(a)(3)
3	Revolt Intellicorp Private Limited	U34203HR2017PTC070517	Subsidiary	(ii)(b)(2), (ix)(a)(4)

(1) Clause pertains to short term funds used for long term purposes, also refer note 23A(iv) to the consolidated financial statements.

(2) Clause pertains to difference in the amounts reported to banks and/or financial institutions in quarterly returns/statements vis-à-vis books of accounts finalised by the Subsidiary Company's management. Also refer note 23C to the consolidated financial statements.

(3) Clause pertains to delays in payment of undisputed statutory dues.

(4) Clause pertains to delays in repayment of loans or borrowings or in the payment of interest by Subsidiary Company.

18. As required by section 143(3) of the Act, based on our audit and on the consideration of the report (s) of the other auditors on separate financial statements and other financial information of the subsidiaries and associate incorporated in India whose financial statements have been audited under 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 purpose of our audit of the aforesaid consolidated financial statements;

b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;

c) The consolidated financial statements dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;

d) In our opinion, the aforesaid consolidated financial statements comply with Ind AS specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015;

e) On the basis of the written representations received from the directors of the Holding Company and its subsidiary companies and its associate company and taken on record by the Board of Directors of the Holding Company, its subsidiary companies and associate company respectively, and the reports of the statutory auditors of its subsidiary companies, covered under the Act, none of the directors of the Group companies, are disqualified as on 31 March 2023 from being appointed as a director in terms of section 164(2) of the Act;

f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company, and its subsidiary companies and associate companies covered under the Act, and the operating effectiveness of such controls, refer to our separate report in 'Annexure A' wherein we have expressed an unmodified opinion; and

g) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements and other financial information of the subsidiaries, incorporated in India whose financial statements have been audited under the Act:

i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group as detailed in Note 45 and 48 to the consolidated financial statements;

ii. The Holding Company, its subsidiary companies did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2023.;

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary companies covered under the Act, during the year ended 31 March 2023;

iv. a. The respective managements of the Holding Company and its subsidiary companies, incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries, to the best of their knowledge and belief, as disclosed in note 40 (a) to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Holding Company or its subsidiary companies, to or in any person(s) or entity(ies), including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company, or any such subsidiary companies, ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;

b. The respective managements of the Holding Company and its subsidiary companies, incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries, to the best of their knowledge and belief, other than as disclosed in the note 40 (b) and 69 (v) to the accompanying consolidated financial statements, no funds have been received by the Holding Company or its subsidiary companies, from any person(s) or entity(ies), including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Holding Company, or any such subsidiary companies, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c. Based on such audit procedures performed by us and that performed by the auditors of the subsidiaries, as considered reasonable and appropriate in the circumstances, nothing has come to our or other auditors' notice that has caused us or the other auditors to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.

v. The Holding Company and its subsidiary companies have not declared or paid any dividend during the year ended 31 March 2023;

vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 requires all companies which use accounting software for maintaining their books of account, to use such an accounting software which has a feature of audit trail, with effect from the financial year beginning on 1 April 2023 and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 (as amended) is not applicable for the current financial year.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Deepak Mittal
Partner
Membership No.: 503843
UDIN: 23503843BGUTBX4851

Place: New Delhi
Date: 29 May 2023

Annexure 1

List of entities included in the Statement

Subsidiaries

1) Cocoblu Retail Limited (India)
2) Revolt Intellicorp Private Limited (India) (w.e.f 13 January 2023)
3) Neotec Enterprises Limited (India)
4) RattanIndia Investment Manager Private Limited (India)
5) Neosky India Limited (India)
6) Neotec Insurance Brokers Limited (India)
7) Throttle Aerospace Systems Private Limited (India) (w.e.f 24 May 2022)
8) Neobrands Limited (India) (w.e.f 10 November 2022)
9) Neorise Technologies-FZCO (Dubai)

Associate

1) Revolt Intellicorp Private Limited (India) (Upto 12 January 2023)

Trusts

1) RattanIndia Enterprises Limited Employee Welfare Trust (w.e.f. 17 March 2023)
2) Neo Opportunity Fund Trust

Annexure - A to the Independent Auditor's Report

Independent Auditor's Report on the internal financial controls with reference to Consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the consolidated financial statements of RattanIndia Enterprises Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), as at and for the year ended 31 March 2023, we have audited the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies, which are companies covered under the Act, as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

2. The respective Board of Directors of the Holding Company and its subsidiary companies, which are companies covered under the Act, are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to 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 ('Guidance Note') issued by the Institute of Chartered Accountants of India ('the ICAI'). 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 the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Consolidated Financial Statements

3. Our responsibility is to express an opinion on the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies, as aforesaid, based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India ('ICAI') prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

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

5. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies as aforesaid.

Meaning of Internal Financial Controls with Reference to Consolidated Financial Statements

6. 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 Consolidated Financial Statements

7. 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.

Opinion

8. In our opinion and based on the consideration of the reports of the other auditors on internal financial controls with reference to financial statements of the subsidiary companies, the Holding Company and its subsidiary companies, which are companies covered under the Act, have in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31 March 2023, based on internal financial controls with reference to financial statements criteria established by the respective companies considering the essential components on internal control stated in the Guidance Note issued by the ICAI.

Other Matter

9. We did not audit the internal financial controls with reference to consolidated financial statements insofar as it relates to 6 subsidiary companies, which are companies covered under the Act, whose financial statements / financial information reflect total assets of ₹ 486.33 million and net assets of ₹ 246.70 million as at 31 March 2023, total revenues of ₹ 91.52 million and net cashflows amounting to ₹ 32.88 million for the year ended on that date, as considered in the consolidated financial statements. The internal financial controls with reference to financial statements in so far as it relates to such subsidiary companies have been audited by other auditors whose reports have been furnished to us by the management and our report on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements for the Holding Company and its subsidiary companies, as aforesaid, under Section 143(3)(i) of the Act in so far as it relates to such subsidiary companies is based solely on the reports of the auditors of such companies. Our opinion is not modified in respect of this matter with respect to our reliance on the work done by and on the reports of the other auditors.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Deepak Mittal
Partner
Membership No.: 503843
UDIN: 23503843BGUTBX4851

Place: New Delhi
Date: 29 May 2023

Consolidated Balance Sheet

as at 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

	Note	As at 31 March 2023	As at 31 March 2022
ASSETS			
Non-current assets			
(a) Property, plant and equipment	4A	135.31	6.44
(b) Right of use assets	4B	345.19	396.69
(c) Goodwill	5	1,535.90	-
(d) Intangible assets	5	675.01	-
(e) Intangible assets under development	6	58.95	-
(f) Financial assets			
(i) Investments	7	3,138.69	6,558.83
(ii) Other financial assets	8	32.86	23.61
(g) Deferred tax assets (net)	9A	18.80	-
(h) Non-current tax assets (net)	10	396.12	7.30
(i) Other non-current assets	11	59.56	-
		6,396.39	**6,992.87**
Current assets			
(a) Inventories	12	10,716.58	383.76
(b) Financial assets			
(i) Investments	13	13.52	1,559.78
(ii) Trade receivables	14	483.97	18.30
(iii) Cash and cash equivalents	15	321.40	18.07
(iv) Bank balances other than cash and cash equivalents	16	1,024.78	1.22
(v) Loans	17	5.53	-
(vi) Other financial assets	8	1,318.48	32.92
(c) Other current assets	11	1,597.83	77.79
		15,482.09	**2,091.84**
TOTAL ASSETS		**21,878.48**	**9,084.71**
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	18	2,764.54	2,764.54
(b) Other equity	19	1,331.58	4,223.44
Equity attributable to owners of the parent		**4,096.12**	**6,987.98**
(a) Non-controlling interests		74.56	-
Total Equity		**4,170.68**	**6,987.98**
LIABILITIES			
Non-current liabilities			
(a) Financial liabilities			
Lease liabilities	20	303.06	345.02
(b) Deferred Tax Liabilities (net)	9B	39.29	-
(c) Provisions	21	82.66	1.60
(d) Other Non Current Liabilities	22	33.89	-
		458.90	**346.62**
Current liabilities			
(a) Financial liabilities			
(i) Borrowings	23	9,370.52	1,200.86
(ii) Lease liabilities	20	51.80	43.31
(iii) Trade Payables	24		
Total Outstanding dues of micro enterprises and small enterprises		963.30	-
Total Outstanding dues of creditors other than micro enterprises and small enterprises		5,728.75	479.11
(iv) Other financial liabilities	25	853.56	17.01
(b) Provisions	21	35.44	0.62
(c) Other current liabilities	22	245.53	9.20
		17,248.90	**1,750.11**
TOTAL EQUITY AND LIABILITIES		**21,878.48**	**9,084.71**

Significant accounting policies and accompanying notes are integral part of the consolidated financial statements

This is the Consolidated Balance Sheet referred to in our report of even date.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No.: 001076N/ N500013

Deepak Mittal
Partner
Membership No.: 503843

Place: New Delhi
Date: 29 May 2023

For and on behalf of the Board of Directors

Rajiv Rattan
Chairman
DIN: 00010849
Place: New Delhi
Date: 29 May 2023

Rajesh Kumar
Whole Time Director
DIN: 03291545
Place: New Delhi
Date: 29 May 2023

Vinu Balwant Saini
Chief financial officer
PAN: AFSPB8478G
Place: New Delhi
Date: 29 May 2023

Rajesh Arora
Company Secretary
FCS-4081
Place: New Delhi
Date: 29 May 2023

Consolidated Statement of Profit & Loss

for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

	Note	For the year ended 31 March 2023	For the year ended 31 March 2022
Revenue			
Revenue from operations	26	41,237.90	139.93
Other income	27	144.21	5,789.95
		41,382.11	**5,929.88**
Expenses			
Cost of raw materials consumed	28	941.99	-
Purchase of stock-in-trade	28	43,667.82	474.39
Changes in inventories of finished goods, stock in trade and work-in-progress	29	(10,218.50)	(383.68)
Employee benefits expense	30	738.60	64.39
Finance costs	31	492.58	18.22
Depreciation and amortisation expense	32	98.82	12.68
Other expenses	33	8,267.55	69.86
		43,988.86	**255.85**
(Loss)/ profit before share of loss in associate		**(2,606.75)**	**5,674.03**
Share of loss in associate		(126.70)	(133.36)
(Loss)/ profit before tax		**(2,733.45)**	**5,540.67**
Tax expense			
Current tax expense		149.64	-
Deferred tax expense/(credit)		(22.09)	2.03
(Loss)/ profit after tax		**(2,861.00)**	**5,538.64**
Other comprehensive income			
Items that will not be reclassified to profit and loss			
Re-measurement of post-employment benefit obligations		2.84	(1.46)
Income tax relating to items that will not be reclassified to profit or loss		(0.01)	-
Other comprehensive income for the year		**2.83**	**(1.46)**
Total comprehensive (loss) / income for the year		**(2,858.17)**	**5,537.18**
(Loss)/ Income for the year attributable to:			
Equity holders of the Company		(2,845.66)	5,538.64
Non-controlling interest		(15.34)	-
		(2,861.00)	**5,538.64**
Other comprehensive Income attributable to			
Equity holders of the Company		2.74	(1.46)
Non-controlling interest		0.09	-
		2.83	**(1.46)**
Total comprehensive (loss)/ Income for the year attributable to:			
Equity holders of the Company		(2,842.92)	5,537.18
Non-controlling interest		(15.25)	-
		(2,858.17)	**5,537.18**
Earnings / (Loss) per equity share (Face Value of ₹2 each)	36		
Basic (₹)		(2.07)	4.01
Diluted (₹)		(2.07)	4.01

Significant accounting policies and accompanying notes are integral part of the consolidated financial statements

This is the Consolidated Statement of Profit and Loss referred to in our report of even date.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No.: 001076N/ N500013

For and on behalf of the Board of Directors

Deepak Mittal
Partner
Membership No.: 503843

Place: New Delhi
Date: 29 May 2023

Rajiv Rattan
Chairman
DIN: 00010849

Place: New Delhi
Date: 29 May 2023

Rajesh Kumar
Whole Time Director
DIN: 03291545

Place: New Delhi
Date: 29 May 2023

Vinu Balwant Saini
Chief financial officer
PAN: AFSPB8478G

Place: New Delhi
Date: 29 May 2023

Rajesh Arora
Company Secretary
FCS-4081

Place: New Delhi
Date: 29 May 2023

Consolidated Statement of Changes in Equity

for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

A Equity share capital (refer note 18)

As at 31 March 2023

Particulars	Balance at the beginning of the current reporting year	Changes in equity share capital due to prior period errors	Restated balance at the beginning of the current reporting year	Changes in equity share capital during the current year	Balance at the end of the current reporting year
Equity share capital	2,764.54	-	2,764.54	-	2,764.54

As at 31 March 2022

Particulars	Balance at the beginning of the current reporting year	Changes in equity share capital due to prior period errors	Restated balance at the beginning of the current reporting year	Changes in equity share capital during the current year	Balance at the end of the current reporting year
Equity share capital	2,764.54	-	2,764.54	-	2,764.54

B Other equity (refer note 19)

Particulars	Attributable to owners								
	Reserves and surplus								
	Capital reserve	Securities premium	Treasury shares [refer note 56(ii)]	Foreign currency translation reserve [refer note 19]	Employee's stock options outstanding	Retained earnings	Total other equity	Non-Controlling Interest [refer note 39(a)]	Total
Balance as at 1 April 2021	20,491.33	329.61	-	-	(2.31)	(22,737.55)	(1,918.92)	-	**(1,918.92)**
Profit for the year	-	-	-	-	-	5,538.64	5,538.64	-	**5,538.64**
Other comprehensive loss (net of tax)	-	-	-	-	-	(1.46)	(1.46)	-	**(1.46)**
Other changes in equity [refer note 42(i)]	(16,698.50)	0.02	-	-	2.34	17,301.32	605.18	-	**605.18**
Balance as at 31 March 2022	**3,792.83**	**329.63**	**-**	**-**	**0.03**	**100.95**	**4,223.44**	**-**	**4,223.44**
Acquisition of subsidiary companies [refer note 39]	0.05	-	-	-	-	-	0.05	89.81	**89.86**
Amount transferred on account of options not exercised/ lapsed	-	-	-	-	(0.03)	0.03	-	-	**-**
Loss for the year	**-**	**-**	**-**	**-**	**-**	**(2,845.66)**	**(2,845.66)**	**(15.34)**	**(2,861.00)**
Transfer to foreign currency translation reserve (refer note 19)	-	-	-	(0.18)	-	0.18	-	-	**-**
Other comprehensive income (net of tax)	-	-	-	-	-	2.74	2.74	0.09	**2.83**
Treasury shares acquired by REL-Employee Welfare trust [refer note 56(ii)]	-	-	(48.99)	-	-	-	(48.99)	-	**(48.99)**
Balance as at 31 March 2023	**3,792.88**	**329.63**	**(48.99)**	**(0.18)**	**-**	**(2,741.76)**	**1,331.58**	**74.56**	**1,406.14**

Significant accounting policies and accompanying notes are integral part of the consolidated financial statements

This is the Consolidated Statement of Changes in Equity referred to in our report of even date.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No.: 001076N/ N500013

For and on behalf of the Board of Directors

Deepak Mittal
Partner
Membership No.: 503843

Place: New Delhi
Date: 29 May 2023

Rajiv Rattan
Chairman
DIN: 00010849

Place: New Delhi
Date: 29 May 2023

Rajesh Kumar
Whole Time Director
DIN: 03291545

Place: New Delhi
Date: 29 May 2023

Vinu Balwant Saini
Chief financial officer
PAN: AFSPB8478G

Place: New Delhi
Date: 29 May 2023

Rajesh Arora
Company Secretary
FCS-4081

Place: New Delhi
Date: 29 May 2023

Consolidated Cash Flow Statement

for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

		For the year ended 31 March 2023	For the year ended 31 March 2022
A	CASH FLOWS FROM OPERATING ACTIVITIES		
	(Loss)/ profit before tax	(2,733.45)	5,540.67
	Adjustment for:		
	Interest income	(31.86)	(1.70)
	Gain on sale of investment	(99.69)	(468.21)
	Share of loss in associate	126.70	133.36
	Finance costs	492.58	18.22
	Fair value impact on revaluation of previously held interest in associate	137.13	(5,319.80)
	Loss on equity shares investment measured at FVTPL(unrealised)	2,553.50	-
	Depreciation expense	98.82	12.55
	Provision for bad and doubtful debts/balances	15.35	-
	Foreign exchange gain	(0.73)	-
	Operating profit/(loss) before working capital changes	**558.35**	**(84.91)**
	Movement in working capital:		
	(Increase) in Inventories	(10,200.37)	(383.68)
	(Increase) in other assets	(1,371.04)	(78.05)
	(Increase) in other financial assets	(723.96)	(69.15)
	(Increase) in trade receivables	(452.59)	(16.75)
	Increase in trade payables	5,809.74	450.33
	Increase in other financial liabilities	146.29	42.49
	(Decrease)/ Increase in other current liabilities	(19.28)	6.44
	Cash flow used in operating activities post working capital changes	**(6,252.86)**	**(133.28)**
	Income tax (paid)/ refund	(538.45)	(1.86)
	Net cash used in operating activities (A)	**(6,791.31)**	**(135.14)**
B	CASH FLOWS FROM INVESTING ACTIVITIES		
	Purchase of property, plant and equipment and intangible asset (including intangible under development)	(88.36)	(6.15)
	Movement in fixed deposits (net)	(1,007.99)	(1.20)
	Interest received on deposits	12.45	1.37
	Redemption/ (purchase) of mutual fund-(net)	1,645.95	(709.23)
	(Purchase)/ Sale of Investment	(0.01)	693.97
	Payment towards acquisition of subsidiaries, net of cash acquired	(769.99)	(999.56)
	Net cash used in investing activities (B)	**(207.95)**	**(1,020.80)**

Consolidated Cash Flow Statement (Contd.)

for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

	For the year ended 31 March 2023	For the year ended 31 March 2022
C CASH FLOWS FROM FINANCING ACTIVITIES		
Payment of Lease liability	(66.21)	(13.43)
Inter-corporate loan received (net)	5,572.72	1,188.40
Treasury shares acquired by ESOP Trust [refer note 56 (ii)]	(48.99)	-
Proceeds from banks and financial institutions (net)	2,348.05	-
Repayment of borrowings	(22.42)	-
Finance costs	(482.05)	(1.39)
Net cash generated from financing activities (C)	**7,301.10**	**1,173.58**
D Increase in cash and cash equivalents (A+B+C)	**301.84**	**17.64**
Cash and cash equivalents at the beginning of the year	18.07	0.43
Cash acquired on subsidiary acquisition	1.49	-
E Cash and cash equivalents at the end of the year	**321.40**	**18.07**
Notes:		
a) Cash and cash equivalent comprises of : (refer note 15)		
Cash on hand	4.67	0.06
Balances with banks		
Current accounts	314.23	18.01
Deposit with original maturity of less than 3 months	2.50	-
	321.40	**18.07**

b) Refer note 66 for reconciliation of liabilities arising from financing activities

c) The Statement of Consolidated Cash Flow has been prepared in accordance with 'Indirect method' as set out in the Ind AS - 7 on 'Statement of Cash Flows', as notified under Section 133 of the Companies Act, 2013, read with the relevant rules thereunder.

Significant accounting policies and accompanying notes are integral part of the consolidated financial statements

This is the Consolidated Cash Flow Statement referred to in our report of even date.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No.: 001076N/ N500013

Deepak Mittal
Partner
Membership No.: 503843

Place: New Delhi
Date: 29 May 2023

For and on behalf of the Board of Directors

Rajiv Rattan
Chairman
DIN: 00010849

Place: New Delhi
Date: 29 May 2023

Rajesh Kumar
Whole Time Director
DIN: 03291545

Place: New Delhi
Date: 29 May 2023

Vinu Balwant Saini
Chief financial officer
PAN: AFSPB8478G

Place: New Delhi
Date: 29 May 2023

Rajesh Arora
Company Secretary
FCS-4081

Place: New Delhi
Date: 29 May 2023

Significant accounting policies and notes to the consolidtedfinancial statements

for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

1. Corporate information

Overview

RattanIndia Enterprises Limited (formerly RattanIndia Infrastructure Limited) ("the Holding Company") was incorporated on 9 November 2010.

The Holding Company is a public limited Company incorporated and domiciled in India and has its registered office at 5th Floor, Tower B, Worldmark 1, Aerocity, New Delhi- 110037, India. The Company has its primary listings on the BSE Limited and National Stock Exchange of India Limited.

During the previous year ended 31 March 2021, in the Annual General Meeting ('AGM') of the Holding Company held on 30 September 2020, the shareholders passed a resolution altering the Objects Clause of its Memorandum of Association so as to remove the Power and other Infrastructure related business activities therefrom and incorporating therein, a wide range of business activities inter alia from software, legal, financial, human resources, consultancy, to supply of manpower (skilled, semiskilled and unskilled), software designing and development, design development and implementation of payment systems and gateways, etc.

The consolidated financial statements for the year ended 31 March 2023 were approved by the Board of Directors on 29 May 2023.

2. General information and statement of compliance with Ind AS

(a) The consolidated financial statements of the Group have been prepared in accordance with the Indian Accounting Standards as notified under section 133 of the Companies Act 2013 ("Act") read with the Companies (Indian Accounting Standards) Rules 2015 (by Ministry of Corporate Affairs ("MCA")), as amended, and other relevant provisions of the Act and guidelines issued by the Securities and Exchange Board of India (SEBI). The Group has uniformly applied the accounting policies during the periods presented.

(b) Functional and presentation currency

These consolidated financial statements are presented in Indian Rupees (₹), which is also the Group's functional currency. All amounts disclosed in consolidated financial statements and notes have been rounded off to the nearest million as per the requirement of Schedule III, unless otherwise indicated. The transaction and balances with values below the rounding off norms adopted by the Company have been reflected as "₹0.00" in the relevant notes to these consolidated financial statements (represents amount less than ₹0.005 million due to rounding off).

3. Basis of consolidation

The consolidated financial statements relate to the Holding Company, its Subsidiaries and associate. The consolidated financial statements have been prepared on the following basis:

- The financial statements of the Holding Company and its Subsidiaries are combined on a line-by-line basis by adding together like items of assets, liabilities, equity, incomes, expenses and cash flows, after fully eliminating intra-group balances and intragroup transactions.
- Profits or losses resulting from intra-group transactions are eliminated in full.
- The financial statements of Subsidiary Companies are drawn upto the same reporting date as that of the Holding Company i.e. 31 March 2023.
- The financial statements of the associate Company used in the consolidation are drawn upto the same reporting date as that of the Holding Company i.e. 31 March 2023.
- Investment in Associate is dealt with in accordance with Ind AS 28 'Investments in Associates and Joint Ventures'. Effect has been given to the carrying amount of investments in associates using the 'Equity method'. The Holding Company's share of the post-acquisition profits or losses is included in the carrying cost of investments.
- Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively.

Significant accounting policies and notes to the consolidted financial statements
for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

- The excess of share of equity in the associate Company as on the date of investment in excess of cost of investments of the Group, is recognized as 'Capital Reserve' and shown under the head 'Reserves & Surplus', in the consolidated financial statements.

- Business Combination (other than those under common control) are accounted for using the acquisition method under Ind AS 103. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at the acquisition date fair value. When the group acquires a business, it assess the financial assets and liabilities assumed

- Following entities have been considered in the preparation of the consolidated financial statements:

Name of the entity	Nature	Country of incorporation	% of holding as at 31 March 2023	% of holding as at 31 March 2022	Nature of business
Cocoblu Retail Limited	Subsidiary	India	100%	100%	Engaged in retail trade of goods over online ecommerce platform
Revolt Intellicorp Private Limited	Subsidiary*	India	100%	33.84%	Engaged in manufacturing of electric motor vehicles
Neosky India Limited	Subsidiary	India	100%	100%	Engaged in Drone business.
Throttle Aerospace System Private Limited	Step down Subsidiary	India	60%	-	Engaged in Drone business.
Neotec Enterprises Limited	Subsidiary	India	100%	100%	Engaged in fintech business having partership with bank/ financial institutions for lending the customers through digital lending platform.
RattanIndia Investment Manager Private Limited	Subsidiary	India	100%	100%	Engaged in monetary intermediation activities.
Neotec Insurance Brokers Limited	Subsidiary	India	100%	100%	Engaged in insurance broking business
Neorise Technologies FZCO	Subsidiary	India	100%	-	Engaged in management consultancy and Project Management services
Neobrands Limited	Subsidiary	India	100%	-	Engaged in re-branding of retail trade of goods

*Associate upto 12 January 2023

4. Summary of significant accounting policies

Overall consideration

The Consolidated financial statements have been prepared using the significant accounting policies and measurement bases summarised below. These were used throughout all periods presented in the financial statements.

a) Basis of preparation

The consolidated financial statements have been prepared on going concern basis under the historical cost basis except for the following:

- Certain financial assets and liabilities which are measured at fair value;
- Defined benefit plans – liability of which is recognised as per actuarial valuation; and
- Share based payments which are measured at fair value of the options

b) Current and non-current classification

The Group presents assets and liabilities in the balance sheet based on current/non-current classification.

Significant accounting policies and notes to the consolidted financial statements

for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

An asset is classified as current when it satisfies any of the following criteria:

- it is expected to be realized in, or is intended for sale or consumption in, the Group's normal operating cycle. - it is held primarily for the purpose of being traded;
- it is expected to be realized within 12 months after the reporting date; or
- it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

A liability is classified as current when it satisfies any of the following criteria:

- it is expected to be settled in the Group's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is due to be settled within 12 months after the reporting date; or
- the Group does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current assets/liabilities include current portion of noncurrent financial assets/liabilities respectively. All other assets/ liabilities are classified as non-current. Deferred tax assets and liabilities (if any) are classified as noncurrent assets and liabilities.

Operating cycle

Based on the nature of the operations and the time between the acquisition of assets for processing and their realization in cash or cash equivalents, the Group has ascertained its operating cycle as twelve months for the purpose of current/ non-current classification of assets and liabilities.

c) Revenue recognition

Revenue is recognised when it is probable that the economic benefits will flow to the Group, and it can be reliably measured. Revenue is measured based on the consideration specified in a contract with customer and is net of rebates. The Group applies the revenue recognition criteria to each separately identifiable component of the sales transaction as set out below.

Sale of traded goods through e-commerce marketplace platform

Revenue from sale of goods including scrap sales is recognised at the point in time when control of the asset is transferred to the customer. The Group transfers the control as and when it dispatches the goods to customers.

In determining the transaction price for the sale of goods, the Group considers the effects of variable consideration, the rights of return by the customers. Further, the Group collects Goods and Services tax (GST) on behalf of the government and, therefore, these are not economic benefits flowing to the Group. Hence, it is excluded from revenue.

Shipping and gift wrapping services

The Group is not the primary obligor in respect of shipping and gift wrapping services and accordingly recognizes revenue at net amount of consideration that the Group retains after paying shipping and gift wrapping charges to the service provider.

Sale of bikes and drones

Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties including Goods and Service Tax and any other government subsidies. The Group recognises revenue when it transfers control over a product / service to a customer which coincides with the delivery of the vehicle/ drones/ rendering of service. The Group also provides certain services to its customers, as an additional feature to the main product, the price of which is included in the total consideration payable by the customer. The Group carves out the price of the service and recognises it as a separate line of revenue over the period of service rendered. Till such time, the amount of consideration received attributable to this service is treated as deferred income.

Revenue from subscription and other technical services is recognised over the period of service rendered.

The Group receives advance payments from customers for the sale of electric motorcycles. The Group applies the practical expedient for short-term advances received from customers, that is, the promised amount of consideration is not adjusted for the effects of a significant financing component if the period between the transfer of the promised good or service and the payment is one year or less.

Variable Consideration

Rights of return, volume discounts, or any other form of variable consideration is estimated using either the sum of probability weighted amounts in a range of possible consideration amounts (expected value), or the single most likely amount in a range of possible consideration amounts (most likely amount), depending on which method better predicts the amount of consideration realizable. Transaction price includes variable consideration only to the extent it is probable that a significant reversal of revenues recognized will not occur when the uncertainty associated with the variable consideration is resolved. Our estimates of variable consideration and determination of whether to include estimated amounts in the transaction price may involve judgment and are based largely on an assessment of our anticipated performance and all information that is reasonably available to us.

Assets and liabilities arising from rights of return:

Right of return assets

Right of return asset represents the Group's right to recover the goods expected to be returned by customers. The asset is measured at the former carrying amount of the inventory, less any expected costs to recover the goods, including any potential decreases in the value of the returned goods. The Group updates the measurement of the asset recorded for any revisions to its expected level of returns, as well as any additional decreases in the value of the returned goods.

Refund liabilities

A refund liability is the obligation to refund some or all of the consideration received (or receivable) from the customer and is measured at the amount the Group ultimately expects it will have to return to the customer. The Group updates its estimates of refund liabilities (and the corresponding change in the transaction price) at the end of each reporting period. Refer to above accounting policy on variable consideration.

Income from promotional services

The Group derives income from participating in promotional schemes issued by a service provider from time to time. Revenue is recognised when all the conditions of promotional schemes are completed by the Group and it is disclosed on a gross basis if it is received for a distinct service rendered to the service provider. Further, the Group collects Goods and Services tax (GST) on behalf of the government and, therefore, these are not economic benefits flowing to the Group.

Service income

Revenue from services rendered is recognised when services are rendered as per the terms of contract agreed with the customer.

Interest income

Interest income is recorded on accrual basis using the effective interest rate (EIR) method.

Dividend income

Dividend income is recognised at the time when right to receive the payment is established, which is generally when the shareholders approve the dividend.

Significant accounting policies and notes to the consolidtED financial statements

for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

Contract asset

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Revenue in excess of invoicing are classified as contract assets (which is referred to as unbilled revenue).

Contract liability

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract. Invoicing in excess of revenues are classified as contract liabilities (which is referred to as deferred revenues).

Government grants

Government grants and subsidies are recognized when there is reasonable assurance that the group will comply with the conditions attached to them and the grants/ subsidy will received. When the grant or subsidy from the Government relates to an expense item, it is recognized as income on a systematic basis in the Statement of Profit and Loss over the period necessary to match them with the related costs, which they are intended to compensate.

d) Borrowing costs

Borrowing costs include interest and amortisation of ancillary costs incurred to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction/ development of the qualifying asset up to the date of capitalisation of such asset are added to the cost of the assets. Any income earned on the temporary deployment/ investment of those borrowings is deducted from the borrowing costs so incurred. Capitalisation of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use.

e) Property, plant and equipment

Recognition and initial measurement

Property, plant and equipment are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group. All other repair and maintenance costs are recognised in statement of profit and loss as incurred.

Subsequent measurement (depreciation and useful lives)

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably. Property, Plant and Equipment which are significant to the total cost of that item of Property, Plant and Equipment and having different useful life are accounted separately. Other Indirect Expenses incurred relating to project, net of income earned during the project development stage prior to its intended use, are considered as pre-operative expenses and disclosed under Capital Work-in-Progress. Depreciation on property, plant and equipment is provided on the straight-line method, computed on the basis of useful lives prescribed in Schedule II to the Companies Act, 2013.

Particulars	Useful life as per Schedule II of the Act
Plant and machinery	4 to 15 years
Plant and machinery-moulds	5 to 15 years
Electric equipment	10 years
Furniture and fixture	10 years
Office equipment	5 years
Vehicles	5 to 8 years
Computers	3 years

The leasehold improvements are depreciated over the lease period or useful life of the underlying asset whichever is lower.

The residual values, useful lives and method of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate.

De-recognition

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognised.

f) Intangible assets

Intangible Assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

The cost of acquired software is amortised over a period in the range of 3-5 years from the date of acquisition.

Internally- generated Intangible Assets

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally generated intangible asset arising from development (or from the development phase of an internal project) is recognised if, and only if, all the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally generated intangible assets is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally generated intangible asset can be recognised, development expenditure is recognised in Statement of Profit and Loss in the period in which it is incurred.

Subsequent to initial recognition, internally generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately. The useful life of internally generated intangible asset is estimated as 5 years.

Significant accounting policies and notes to the consolidted financial statements

for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

Brands

Brands acquired separately are measured on initial recognition at the fair value of consideration paid. Following initial recognition, brands are carried at cost less impairment losses, if any The useful lives of brands are assessed to be either finite or indefinite. The assessment includes whether the brand name will continue to trade and the expected lifetime of the brand. Amortisation is charged on assets with finite lives on a straight-line basis over a period appropriate to the asset's useful life. The carrying values of brands with finite and indefinite lives are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

Brands with indefinite useful lives are also tested for impairment annually either individually or, if the intangible asset does not generate cash flows that are largely independent of those from other assets or groups of assets, as part of the cash-generating unit to which it belongs. Such intangibles are not amortised. The useful life of a brand with an indefinite life is reviewed annually to determine whether indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is made on a prospective basis.

Intangible asset under development

The Group capitalises intangible asset under development for a project in accordance with the accounting policy. Initial capitalisation of costs is based on management's judgement that technological and economic feasibility is confirmed, usually when a product development project has reached a defined milestone according to an established project management model. The amount includes investment in development of new product model.

Derecognition of intangible assets

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gain or loss arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

g) Impairment of non-financial assets

At each reporting date, the Group assesses whether there is any indication based on internal/external factors, that an asset may be impaired. If any such indication exists, the Group estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount and the reduction is treated as an impairment loss and is recognised in the statement of profit and loss. All assets are subsequently reassessed for indications that an impairment loss previously recognised may no longer exist. An impairment loss is reversed if the asset's or cash-generating unit's recoverable amount exceeds its carrying amount.

h) Financial instruments

Initial recognition and measurement

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the financial instrument and are measured initially at fair value adjusted for transaction costs, unless the financial instrument is designated to be measured at fair value through profit or loss or fair value through other comprehensive income.

Financial assets

Subsequent measurement

Financial assets at amortised cost – The financial assets are measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

(All amount in ₹ Million, unless otherwise stated)

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. All other debt instruments are measured at Fair Value through other comprehensive income or Fair value through profit and loss based on Group's business model. All investments in mutual funds in scope of Ind AS 109 are measured at fair value through profit and loss (FVTPL).

De-recognition of financial assets

A financial asset is primarily de-recognised when the rights to receive cash flows from the asset have expired or the Group has transferred its rights to receive cash flows from the asset.

Financial liabilities

Subsequent measurement

Subsequent to initial recognition, these liabilities are measured at amortised cost using the effective interest method. These liabilities include borrowings and deposits.

De-recognition of financial liabilities

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

All assets and liabilities for which fair value is measured or disclosed in the 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 (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

i) Impairment of financial assets

In accordance with Ind AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss for financial assets carried at amortised cost.

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. When estimating the cash flows, the Group considers:

- All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets.
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

Other financial assets

For recognition of impairment loss on other financial assets and risk exposure, the Group determines whether there has been a significant increase in the credit risk since initial recognition and if credit risk has increased significantly, life time impairment loss is provided otherwise provides for 12 month expected credit losses.

j) Inventories

Inventories are valued at the lower of cost derived on weighted average basis and the net realisable value after providing for obsolescence and other losses, where considered necessary.

Significant accounting policies and notes to the consolidted financial statements

for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

Cost includes all charges in bringing the goods to the point of consumption, including taxes and other levies, transit insurance and receiving charges.

Net realisable value is the estimated selling price in the ordinary course of business less estimated costs of completion and estimated necessary costs to make the sale.

An inventory provision is recognised for cases where the net realisable value is estimated to be lower than the inventory carrying value. The Group estimates the net realisable values of inventories, taking into account the most reliable evidence available at each reporting date.

The future realisation of these inventories may be affected by fast-changing market where there is a risk of inventory falling out of trend that may reduce future selling prices.

In case of E-Bikes

(i) Inventories are valued at the lower of cost and net realizable value

(ii) Cost of raw materials, components, stores and spares are ascertained on a moving average basis

(iii) Cost of finished products and work-in-progress comprise of direct materials, direct labour and an appropriate proportion of variable and fixed overhead, the latter being allocated on the basis of normal operating capacity. Costs are assigned to individual terms of inventory

(iv) 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. Materials and supplies held for use in production of inventories are not written down if the finished products in which they will be used are expected to be sold at or above cost. Slow and non-moving material, obsolescence, defective inventories are duly provided for.

k) Income taxes

Tax expense recognised in statement of profit and loss comprises the sum of deferred tax and current tax not recognised in Other Comprehensive Income ("OCI") or directly in equity.

Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961. Current income tax relating to items recognised outside statement of profit and loss is recognised outside statement of profit and loss in OCI or equity depending upon the treatment of underlying item.

The Group offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognised amounts and where it intends either to settle on a net basis, or to realise the asset and liability simultaneously.

Deferred income taxes are calculated using the balance sheet approach. Deferred tax liabilities are generally recognised in full for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that the underlying tax loss, unused tax credits or deductible temporary difference will be utilised against future taxable income. This is assessed based on the Group's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss or credit. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognised outside statement of profit and loss is recognised outside statement of profit and loss in OCI or equity depending upon the treatment of underlying item.

(All amount in ₹ Million, unless otherwise stated)

l) Cash and cash equivalents

Cash and cash equivalents comprise cash on hand, demand deposits with banks/corporations and short-term highly liquid investments (original maturity less than 3 months) that are readily convertible into known amount of cash and are subject to an insignificant risk of change in value.

m) Post-employment, long term and short term employee benefits

Defined contribution plans

The Group makes contribution to the statutory provident fund in accordance with the Employees Provident Fund and Miscellaneous Provisions Act, 1952 which is a defined contribution plan and contribution paid or payable is recognised as an expense in the period in which the services are rendered.

Defined benefit plans

Gratuity is post-employment benefit and is in the nature of a defined benefit plan. The liability recognised in the financial statements in respect of gratuity is the present value of the defined benefit obligation at the reporting date together with adjustments for unrecognized actuarial gains or losses and past service costs. The defined benefit obligation is calculated at or near the reporting date by an independent actuary using the projected unit credit actuarial method.

Actuarial gains and losses arising from past experience and changes in actuarial assumptions are credited or charged to the statement of OCI in the year in which such gains or losses are determined.

Management's estimate of the Defined Benefit Obligation (DBO) is based on a number of critical underlying assumptions such as standard rates of inflation, medical cost trends, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

Other long-term employee benefits

Liability in respect of compensated absences becoming due or expected to be availed within one year from the balance sheet date is recognised on the basis of undiscounted value of estimated amount required to be paid or estimated value of benefit expected to be availed by the employees. Liability in respect of compensated absences becoming due or expected to be availed more than one year after the balance sheet date is estimated on the basis of an actuarial valuation performed by an independent actuary using the projected unit credit method.

Actuarial gains and losses arising from past experience and changes in actuarial assumptions are charged to statement of profit and loss in the year in which such gains or losses are determined.

Short-term employee benefits

Expense in respect of other short-term benefits is recognised on the basis of the amount paid or payable for the period during which services are rendered by the employee.

n) Provisions, contingent assets and contingent liabilities

Provisions are recognized only when there is a present obligation, as a result of past events, and when a reliable estimate of the amount of obligation can be made at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Provisions are discounted to their present values, where the time value of money is material.

Contingent liability is disclosed for:

- Possible obligations which will be confirmed only by future events not wholly within the control of the Group or
- Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Significant accounting policies and notes to the consolidtded financial statements

for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

Warranty provisions

The Group offers warranty for its products, undertaking to repair or replace the items that fail to perform satisfactorily during the warranty period. Such assurance-type warranties are accounted for under Ind AS 37 'Provisions, Contingent Liabilities and Contingent Assets'. Provision for warranty related costs are recognised when the bike is sold to the customer. Initial recognition is based on historical experience of the nature, frequency and average cost of warranty claims and management estimates regarding possible future incidence based on corrective actions on product failures. The initial estimate of warranty related costs is revised periodically.

Contingent assets are not recognised. However, when inflow of economic benefit is probable, related asset is disclosed.

o) Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events including a bonus issue.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

p) Leases

A lease is defined as 'a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration'.

Classification of leases

The Group enters into leasing arrangements for various assets. The assessment of the lease is based on several factors, including, but not limited to, transfer of ownership of leased asset at end of lease term, lessee's option to extend/ purchase etc.

Recognition and initial measurement

At lease commencement date, the Group recognises a right-of-use asset and a lease liability on the balance sheet. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Group, an estimate of any costs to dismantle and remove the asset at the end of the lease (if any), and any lease payments made in advance of the lease commencement date (net of any incentives received).

Subsequent measurement

The Group depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Group also assesses the right-of-use asset for impairment when such indicators exist.

At lease commencement date, the Group measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available or the Group's incremental borrowing rate. Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance fixed payments) and variable payments based on an index or rate. Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is re-measured to reflect any reassessment or modification, or if there are changes in in-substance fixed payments. When the lease liability is re-measured, the corresponding adjustment is reflected in the right-of-use asset.

The Group has elected to account for short-term leases using the practical expedients. Instead of recognising a right-of-use asset and lease liability, the payments in relation to these are recognised as an expense in statement of profit and loss on a straight-line basis over the lease term.

Group as a lessor

Leases for which the Group is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases. When the Group is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

Finance leases

Leases which effectively transfer to the lessee substantially all the risks and benefits incidental to ownership of the leased item are classified and accounted for as finance lease. Lease rental receipts are apportioned between the finance income and capital repayment based on the implicit rate of return. Contingent rents are recognised as revenue in the period in which they are earned.

Operating leases

Leases in which the Group does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. The respective leased assets are included in the balance sheet based on their nature. Rental income is recognized on straightline basis over the lease term except where scheduled increase in rent compensates the Group with expected inflationary costs.

Such lease is classified as operating lease, and as such the revenue is recognized on straight line basis. Considering that the capacity charges per unit is higher in the initial years, there is a negative charge to Statement of Profit and loss account of straightlining.

q) **Segment reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (CODM).

All operating segments' results are reviewed regularly by the Board of Directors, who have been identified as the CODM, to allocate resources to the segments and assess their performance.

r) **Share based payments**

The Holding Company has created an Employee Welfare Trust (EWT) for providing share-based payment to its employees. The Holding Company uses EWT as a vehicle for distributing shares to employees under the REL- Employee Stock Option Plan 2022 (""REL-ESOP 2022""). The EWT buys shares of the Holding Company from the market, for giving shares to employees. The Holding Company treats EWT as its extension and shares held by EWT are related treated as treasury shares. Own equity instruments that are reacquired (treasury shares) are recognised at cost and deducted from other equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments. Treasury shares are reduced while computing basic and diluted earnings per share.

The Group transfers the excess of exercise price over the cost of acquisition of treasury shares, net of tax, by EWT to General Reserve.

s) **Foreign currency translations**

In preparing the financial statements of the Group, transactions in currencies other than the entity's functional currency are recognised at the rate of exchange prevailing at the date of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Exchange differences on monetary items are recognised in profit and loss in the period in which they arise.

t) **Business combinations and goodwill**

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for acquisition of Subsidiary comprises of:

Significant accounting policies and notes to the consolidted financial statements
for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

a. Fair value of the assets transferred.

b. Liabilities incurred to the former owners of the acquired business.

c. Equity interest issued by the group and

d. Fair value of any asset or liability resulting from a contingent consideration arrangement

Identifiable assets acquired and liabilities and contingent liabilities assumed in as business combination are, within limited exceptions, measured at fair value at the acquisition date. The group recognises any non-controlling interest in the acquired entity on an acquisition-by -acquisition basis either at fair value or at the non-controlling interest proportionate share of the acquired entity's net identifiable assets.

Acquisition related costs are expensed as incurred. The excess of the

a. consideration transferred;

b. amount of any non-controlling interest in the acquired entity; and

c. acquisition date fair value of any previous equity interest in the acquired entity over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of business acquired, the difference is recognised in other comprehensive income and accumulated equity as capital reserve provided there is clear evidence of the underlying reasons for classifying the business combination as a bargain purchase is recognised directly in equity as capital reserve.

Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in profit or loss. If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date. Any gains or losses arising from such remeasurement are recognised in profit or loss or other comprehensive income, as appropriate.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in profit or loss.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill has been allocated to a cash generating unit (CGU) and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

u) Significant management judgment in applying accounting policies and estimation uncertainty

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. In particular,

(All amount in ₹ Million, unless otherwise stated)

information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements is included in the following notes:

Recognition and estimation of tax expense including deferred tax – Note 4(k), Note 9

Estimated impairment of financial assets and non-financial assets – Note 4(i) and Note 4(g)

Assessment of useful life of property, plant and equipment – Note 4(e), Note 4A and Note 4B

Estimation of assets and obligations relating to employee benefits – Note 4(m) and Note 35

Valuation of inventories – Note 4(j) and Note 12

Leases – Note 4(p) and Note 37

Fair value measurement – Note 4(h) and Note 58

Expected credit loss – Note 4(i) and Note 14 and Note 59

Warranty provision - Note 4(n) and Note 21

Customer refunds – Note 4(c) and Note 25

Variable consideration - Note 4(c) and Note 26

v) Certain prior year amounts have been reclassified for consistency with the current year presentation. Such reclassification does not have any impact on the current year consolidated financial statements.

w) Recent accounting pronouncements:

A. New and amended accounting standards

The Ministry of Corporate Affairs ('MCA') vide Notification dated 23 March 2022 had issued Companies (Indian Accounting Standards) Amendment Rules, 2022 which introduced amendments in certain Indian Accounting Standards that are effective from 1 April 2022:

(i) Ind AS 109 Financial Instruments (amendment in Appendix B)

(ii) Ind AS 16 Property, Plant and Equipment (amendment related to excess net sales proceeds over cost of testing)

(iii) Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets (amendments related to onerous contracts)

The amendments were applied to annual period beginning 1 April 2022. These amendments have no material impact on the consolidated financial statements.

B. Standards issued but not yet effective

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, as below:

a) Ind AS 1 - Presentation of Financial Statements - This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies and include corresponding amendments to Ind AS 107 and Ind AS 34. The effective date for adoption of this amendment is annual periods beginning on or after 1 April 2023.

b) Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors - This amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after 1 April 2023.

c) Ind AS 12 - Income Taxes - This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. Also there is corresponding amendment to Ind AS 101. The effective date for adoption of this amendment is annual periods beginning on or after 1 April 2023.

The Group has evaluated the above amendments and the impact thereof is not expected to be material on these consolidated financial statements.

Significant accounting policies and notes to the consolidted financial statements
for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

4A Property, plant and equipment

Particulars	Freehold land (i)	Leasehold Improvement	Electric Equipment	Furniture and fixtures	Office equipment	Computers	Plant and equip-ment	Plant and equipment -Moulds	Motor Vehicles	Tools and Equip-ment	Total
Gross carrying amount											
Balance as on 1 April 2021	**0.48**	**-**	**-**	**0.19**	**0.02**	**0.27**	**-**	**-**	**-**	**-**	**0.96**
Additions	-	-	-	-	2.23	3.92	-	-	-	-	6.15
Disposals/ adjustments	-	-	-	-	-	-	-	-	-	-	-
Balance as on 31 March 2022	**0.48**	**-**	**-**	**0.19**	**2.25**	**4.19**	**-**	**-**	**-**	**-**	**7.11**
Addition on account of acquisition (Refer Note 39)	-	15.48	7.20	2.70	2.17	9.91	23.23	88.42	3.43	-	152.54
Conversion from inventory to Asset*	0.07	-	-	-	-	-	-	-	-	-	0.07
Additions	-	2.20	0.55	1.61	1.05	17.99	5.15	0.18	-	0.06	28.79
Disposals/ adjustments	-	-	-	-	-	-	-	-	-	-	-
Balance as on 31 March 2023	**0.55**	**17.68**	**7.75**	**4.50**	**5.47**	**32.09**	**28.38**	**88.60**	**3.43**	**0.06**	**188.51**
Accumulated depreciation											
Balance as on 1 April 2021	**-**	**-**	**-**	**0.18**	**0.02**	**0.27**	**-**	**-**	**-**	**-**	**0.47**
Depreciation for the year	-	-	-	0.01	0.11	0.08	-	-	-	-	0.20
Disposals/ adjustments	-	-	-	-	-	-	-	-	-	-	-
Balance as on 31 March 2022	**-**	**-**	**-**	**0.19**	**0.13**	**0.35**	**-**	**-**	**-**	**-**	**0.67**
Addition on account of acquisition (Refer Note 39)	-	14.21	2.26	0.79	1.03	5.38	4.43	11.49	0.55	-	40.14
Depreciation for the year	-	1.49	0.19	0.20	0.60	5.46	0.62	3.66	0.17	-	12.39
Disposals/ adjustments	-	-	-	-	-	-	-	-	-	-	-
Balance as on 31 March 2023	**-**	**15.70**	**2.45**	**1.18**	**1.76**	**11.19**	**5.05**	**15.15**	**0.72**	**-**	**53.20**
Net carrying amount											
Balance as on 31 March 2022	**0.48**	**-**	**-**	**-**	**2.12**	**3.84**	**-**	**-**	**-**	**-**	**6.44**
Balance as on 31 March 2023	**0.55**	**1.98**	**5.30**	**3.32**	**3.71**	**20.90**	**23.33**	**73.45**	**2.71**	**0.06**	**135.31**

* Pursuant to change in object clause of the Subsidiary Company, RattanIndia Investment Manager Private Limited, land held under inventory relating to erstwhile mining business has been converted into capital asset during the year as per the applicable provisions of the Income Tax Act, 1961

(i) The Title deed of the immovable properties are in the name of the Group.

(ii) Current borrowings of Subsidiary Companies, Revolt Intellicorp Private Limited and Cocoblu Retail Limited are secured by first mortgage and exclusive charge on entire existing and future property, plant and equipment (refer note 23). Also, refer note 57 for pledge of property, plant and equipment.

(iii) The Group has not capitalised any borrowing costs during the year ended 31 March 2023 and 31 March 2022.

(iv) For capital commitments, refer note 62.

Significant accounting policies and notes to the consolidated financial statements
for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

4B Right-of-use assets (refer note 37)

Particulars	Right of use	Total
Gross carrying amount		
Balance as at 1 April 2021	-	-
Additions	406.78	406.78
Adjustments	2.39	2.39
Balance as at 31 March 2022	**409.17**	**409.17**
Addition on account of acquisition (Refer Note 39)	12.17	12.17
Additions	-	-
Balance as at 31 March 2023	**421.34**	**421.34**
Accumulated depreciation		
Balance as at 1 April 2021	-	-
Depreciation for the year	12.48	12.48
Balance as at 31 March 2022	**12.48**	**12.48**
Addition on account of acquisition (Refer Note 39)	2.73	2.73
Depreciation for the year	60.94	60.94
Balance as at 31 March 2023	**76.15**	**76.15**
Net carrying amount		
Balance as at 31 March 2022	**396.69**	**396.69**
Balance as at 31 March 2023	**345.19**	**345.19**

5 Intangible assets

Particulars	Database	Brand Valuation	Software	Product Development	Non Compete	Goodwill	Total
Gross carrying amount							
Balance as at 1 April 2021	-	-	-	-	-	-	-
Additions	-	-	-	-	-	-	-
Balance as at 31 March 2022	-	-	-	-	-	-	-
Addition on account of acquisition (Refer Note 39)	-	594.37	35.72	100.41	8.44	1,535.90	2,274.84
Additions	2.00	-	2.05	-	-	-	4.05
Balance as at 31 March 2023	**2.00**	**594.37**	**37.77**	**100.41**	**8.44**	**1,535.90**	**2,278.89**
Accumulated amortisation							
Balance as at 1 April 2021	-	-	-	-	-	-	-
Amortisation for the year	-	-	-	-	-	-	-
Balance as at 31 March 2022	-	-	-	-	-	-	-
Addition on account of acquisition (Refer Note 39)	-	-	6.65	35.84	-	-	42.49
Amortisation for the year	0.31	8.59	6.20	7.99	2.40	-	25.49
Balance as at 31 March 2023	**0.31**	**8.59**	**12.85**	**43.83**	**2.40**	-	**67.98**
Net carrying amount							
Balance as at 31 March 2022	-	-	-	-	-	-	-
Balance as at 31 March 2023	**1.69**	**585.78**	**24.92**	**56.58**	**6.04**	**1,535.90**	**2,210.91**

(i) Current borrowings of Revolt Intellicorp Private Limited and Cocoblu Retail Limited are secured by first mortgage and exclusive charge on entire existing and future intangible assets (refer note 23). Also, refer note 57 for pledge of of intangible assets.

(ii) There were no borrowing costs that were capitalised during the year ended 31 March 2023 and 31 March 2022.

Significant accounting policies and notes to the consolidated financial statements
for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

6 Intangible assets under development

Particulars	Intangible assets under development	Total
Balance as at 1 April 2021	-	-
Additions	-	-
Balance as at 31 March 2022		
Addition on account of acquisition (Refer Note 39)	4.08	4.08
Additions	54.87	54.87
Balance as at 31 March 2023	**58.95**	**58.95**

Intangible assets under development ageing schedule :-

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
31 March 2022	-	-	-	-	-
31 March 2023	58.95	-	-	-	58.95

(i) Intangible assets under development, whose completion is overdue or exceeded its cost compared to its original plan: ₹ Nil (31 March 2022: ₹ Nil).

(ii) Intangible assets under development includes development cost, Softwares & Licenses, Design Development and related costs of Subsidiary Companies.

(iii) There were no borrowing costs that were capitalised during the year ended 31 March 2023 and 31 March 2022.

7 Non-current investments

	As at 31 March 2023		As at 31 March 2022	
	No. of shares	Amount	No. of shares	Amount
Investment in fully paid equity instruments				
a) Unquoted, fully paid equity instruments of associate Company (at cost)				
Revolt Intellicorp Private Limited (Face value of ₹10 each) [refer note 39 (b)]	-	-	623,712	994.18
Less: Share of loss		-		(133.36)
b) Investments in Share Warrant, unquoted (at cost)				
Revolt Intellicorp Private Limited [refer note 39(b) and refer footnote (i)]	-	-		5.82
c) Quoted, fully paid equity instruments of other company (at FVTPL)				
RattanIndia Power Limited (refer note 42) (Face value of ₹5 each)	1,063,960,011	3,138.68	1,063,960,011	5,692.19
d) Investment in Trust				
Neo Opportunity Fund Trust [refer footnote (ii)]		0.01		-
		3,138.69		**6,558.83**
Aggregate amount of quoted investments at market value		3,138.68		5,692.19
Aggregate amount of quoted investments at cost		5,319.80		5,319.80
Aggregate amount of quoted investments		3,138.68		5,692.19
Aggregate amount of impairment in the value of investments		-		-

(i) A share warrant is a financial instrument which gives holder the right to acquire equity shares.
During the previous year, Revolt Intellicorp Private Limited ('Revolt'), the then associate Company had issued and allotted 317,328 share warrants to the holding Company.

(ii) During the previous year ended 31 March 2022 the Holding Company had set up a trust where the Holding Company is a Settlor.

Significant accounting policies and notes to the consolidated financial statements
for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

8 Other financial assets

	Non-current		Current	
	As at 31 March 2023	As at 31 March 2022	As at 31 March 2023	As at 31 March 2022
FAME II incentive recoverable (includes doubtful balance of ₹166.85 million) (refer note 48)	-	-	667.41	-
State incentive (Maharashtra) recoverable (refer note 48)	-	-	35.05	-
GST refund receivables	-	-	126.21	-
Security Deposits - Premises and Others	30.58	23.61	3.20	0.04
Bank deposits with remaining maturity of more than 12 months(i)	2.28	-	-	-
Margin Money Deposit(ii)	-	-	571.39	-
Other receivables	-	-	81.57	32.88
Earnest money deposit(iii)	-	-	0.50	-
	32.86	**23.61**	**1,485.33**	**32.92**
Less: Provision for doubtful balances	-	-	(166.85)	-
	32.86	**23.61**	**1,318.48**	**32.92**

(i) Includes deposits under lien/ pledged ₹1.03 million with IRDAI, ₹1.10 million against Corporate credit card, ₹0.15 million against bank guarantees by respective subsidiaries. (refer note 45 related to 'Revolt')

(ii) Margin Money deposit are encumbered against the borrowing facilities of Subsidiary Company, Cocoblu Retail Limited.

(iii) During the year ended 31 March 2023, the Holding Company has entered into an arrangement with RattanIndia Power Limited (RPL) for exploring for commercial development on surplus land admeasuring 421 acres, situated at Thermal Power Plant of RPL at Amravati, which was approved by the shareholders in Annual General Meeting of the Holding Company. The arrangement is subject to approvals by Maharashtra Industrial Development Corporation ('MIDC') and the lenders.

	9 Deferred tax assets (net)	As at 31 March 2023	As at 31 March 2022
	Deferred tax assets/ liabilities (net)		
	Provision for doubtful debts, advances and contingencies	4.31	-
	Property, plant and equipment & intangible assets: depreciation difference	1.37	1.32
	Provisions for employee benefits and warranties allowable on payment basis	4.78	0.57
	Lease Liability (net of right of use asset) including security deposits	2.95	(1.84)
	Others	6.74	-
	Financial assets carried at fair value	53.31	2.65
	Business losses & unabsorbed depreciation	122.73	49.53
	Impact of business combination	(37.54)	-
	Deferred tax assets not recognised*	(179.14)	(52.23)
	Deferred tax liabilities (net)	**(20.49)**	**-**
	Disclosure in Consolidated Balance Sheet is based on entity wise recognition, as follows:		
9A	Deferred tax assets	18.80	-
9B	Deferred tax liabilities	(39.29)	-
	Deferred tax liabilities (net)	**(20.49)**	**-**

Significant accounting policies and notes to the consolidated financial statements

for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

Movement in deferred tax

Particulars (2022-23)	**As at 31 March 2022**	**Not recognised in profit or loss**	**Impact of business combination**	**Not recognised in other comprehensive income**	**Recognised in profit or loss**	**Recognised in other comprehensive income**	**As at 31 March 2023**
Tax effect of items constituting deferred tax assets / (liabilities)							
Provision for doubtful debts, advances and contingencies	-	0.84	-	-	3.47	-	4.31
Property, plant and equipment & intangible assets: depreciation difference	1.32	1.20	-	-	(1.15)	-	1.37
Provisions for employee benefits and warranties allowable on payment basis	0.57	0.21	-	0.16	3.85	(0.01)	4.78
Lease Liability (net of right of use asset) including security deposits	(1.84)	0.57	-	-	4.22	-	2.95
Others	-	2.13	-	-	4.61	-	6.74
Financial assets carried at fair value	2.65	48.60	-	-	2.06	-	53.31
Business losses & unabsorbed depreciation	49.53	73.20	-	-	-	-	122.73
Impact of business combination	-	-	(42.57)	-	5.03	-	(37.54)
	52.23	**126.75**	**(42.57)**	**0.16**	**22.09**	**(0.01)**	**158.65**
Deferred tax assets not recognised*	(52.23)	(126.75)	-	(0.16)	-	-	(179.14)
	-	-	(42.57)	-	22.09	(0.01)	(20.49)

Particulars (2021-22)	**As at 1 April 2021**	**Not recognised in profit or loss**	**Impact of business combination**	**Not recognised in other comprehensive income**	**Recognised in profit or loss**	**Recognised in other comprehensive income**	**As at 31 March 2022**
Tax effect of items constituting deferred tax assets / (liabilities)							
Property, plant and equipment & intangible assets: depreciation difference	0.02	1.30	-	-	-	-	1.32
Provisions for employee benefits and warranties allowable on payment basis	0.22	0.53	(0.18)	-	-	-	0.57
Lease Liability (net of right of use asset) including security deposits	-	(1.84)	-	-	-	-	(1.84)
Financial assets carried at fair value	(2.19)	4.84	-	-	-	-	2.65
Tax credit (minimum alternative tax)	2.03	-	-	(2.03)	-	-	-
Business losses & unabsorbed depreciation	25.04	24.49	-	-	-	-	49.53
	25.12	**29.32**	**(0.18)**	**(2.03)**	**-**	**-**	**52.23**
Deferred tax assets not recognised*	(23.09)	(29.32)	0.18	-	-	-	(52.23)
	2.03	**-**	**-**	**(2.03)**	**-**	**-**	**-**

*In the absence of reasonable certainty of availability of surplus taxable profits/ gains, the Holding Company and certain subsidiary Companies have not recognized/ restricted the recognition of deferred tax asset on unabsorbed depreciation and brought forward business losses, to the extent of the corresponding deferred tax liability.

Significant accounting policies and notes to the consolidated financial statements
for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

10 Tax assets (net)

	Non-current	
	As at 31 March 2023	As at 31 March 2022
Advance income tax (net of provision)	396.12	7.30
	396.12	**7.30**

11 Other assets (unsecured, considered good)

	Non-current		Current	
	As at 31 March 2023	As at 31 March 2022	As at 31 March 2023	As at 31 March 2022
Capital advances				
Unsecured, considered good	0.16	-	-	-
Considered doubtful	35.74	-	-	-
Less: Provision for doubtful balances	(35.74)	-	-	-
	0.16	**-**	**-**	**-**
Balances with statutory authorities	59.08	-	1,343.45	69.60
Advances to suppliers	-	-	62.06	-
Right to return assets	-	-	149.64	-
Advance recoverable	-	-	6.30	6.03
Employee advances	-	-	0.03	-
Advance for duty scripts	-	-	0.25	-
Prepaid expenses	0.32	-	33.01	2.16
Others	-	-	3.09	-
Considered doubtful				
Advances to suppliers	-	-	6.07	-
Less: Provision for doubtful balances	-	-	(6.07)	-
	59.56	**-**	**1,597.83**	**77.79**

12 Inventories (Valued at lower of cost and net realisable value, unless otherwise stated)

	As at 31 March 2023	As at 31 March 2022
Land(i)	-	0.08
Traded goods(ii) (iv)	10,158.86	383.68
Spares and accessories	20.39	-
Raw material and components(iv)	90.56	-
Finished Goods	446.65	-
Work in Progress	0.12	-
	10,716.58	**383.76**

(i) Pursuant to change in object clause of the Subsidiary Company, land held under inventory relating to erstwhile mining business has been converted into capital asset during the year as per the applicable provision of The Income Tax Act, 1961

(ii) Cocoblu Retail Limited (a wholly owned Subsidiary Company) operates as a seller on the online ecommerce marketplace platform. In accordance with the terms of the Services Business Solution Agreement, such online marketplace platform provides storage services once the receipt of delivery of goods is confirmed and accordingly, the Subsidiary Company's inventory is stored in various fulfilment centers run by such online marketplace platform. The management relies on the inventory records produced by the online marketplace platform's IT application. The Subsidiary Company is not exposed to inventory risk due to any damage or loss as the online marketplace platform entity is responsible for making good the loss (if any) to the inventory in its custody.

Considering the nature of operations, the Subsidiary Company's management themselves cannot perform physical verification of inventory but relies upon the confirmation of the inventory held, as obtained from the online marketplace platform at regular intervals. As per such confirmation, no material discrepancies were noticed during the current year.

(iii) Inventories are hypothecated with the Financial Institution/Bank against borrowing facilities. (refer note 23)

(iv) Value of inventories stated above is after provisions of ₹878.50 million (31 March 2022: ₹5.17 million) towards write-downs to net realisable value and provisions for slow-moving items.

Significant accounting policies and notes to the consolidated financial statements

for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

13 Current investments (Unquoted, non-trade, FVTPL)

	As at 31 March 2023	As at 31 March 2022
Investments in mutual funds		
10,367.84 (31 March 2022 :4,483,764.49) units in ICICI Overnight Fund-Direct Plan Growth	12.52	513.87
3,013.15 (31 March 2022 :19,125.26) units in ICICI Liquid Prudential Fund-Direct Plan Growth	1.00	6.03
Nil (31 March 2022: 1,600,168.78 units) in Aditya Birla Sun Life Asset Management-Liquid Fund-Direct Plan Growth	-	549.06
Nil (31 March 2022: 200,093.23 units) in BNP Paribas-Liquid Fund-Direct Plan Growth	-	490.82
	13.52	**1,559.78**
Aggregate amount of book value and market value of quoted investments	-	-
Aggregate amount of unquoted investments	13.52	1,559.78
Aggregate amount of impairment in the value of investments	-	-
	-	**-**

14 Trade receivables (Unsecured unless otherwise stated, at amortised cost)

	As at 31 March 2023	As at 31 March 2022
Related to sale of goods/service		
(i) Considered good - Secured	-	-
(ii) Considered good - Unsecured	483.97	18.30
(iii) Receivables having significant increase in credit risk	19.81	-
(iv) Credit impaired	-	-
Less: Provision for doubtful balances	(19.81)	-
	483.97	**18.30**

Note - Trade receivables are hypothecated with the financial institution/Bank against borrowing facility. (refer note 23)

a. A receivable represents the Group's right to an amount of consideration that is unconditional i.e. only the passage of time is required before payment of consideration is due and the amount is billable.

b. Trade receivables are usually on trade terms based on credit worthiness of customers as per the terms of contract with customers.

c. Neither trade nor other receivables are due from directors or other officers of the Holding Company either severally or jointly with any other person, nor any trade or other receivables are due from firms or private companies respectively in which any director is a partner, a director or a member.

Trade receivable ageing schedule :-

Particulars	Outstanding for following periods from due date of payment								
	Year	Unbilled	Not due	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade receivable- considered good	2022-23	55.56	-	422.05	5.69	0.67	-	-	483.97
	2021-22	-	-	18.30	-	-	-	-	18.30
Undisputed Trade receivable- Considered doubtful	2022-23	-	-	-	5.69	8.44	5.43	0.25	19.81
	2021-22	-	-	-	-	-	-	-	-
Disputed Trade receivable- considered good	2022-23	-	-	-	-	-	-	-	-
	2021-22	-	-	-	-	-	-	-	-
Disputed Trade receivable- credit impaired	2022-23	-	-	-	-	-	-	-	-
	2021-22	-	-	-	-	-	-	-	-
Total Gross	2022-23	**55.56**	**-**	**422.05**	**11.38**	**9.11**	**5.43**	**0.25**	**503.78**
	2021-22	**-**	**-**	**18.30**	**-**	**-**	**-**	**-**	**18.30**
Less : Allowance for credit loss	2022-23	**-**	**-**	**-**	**(5.69)**	**(8.44)**	**(5.43)**	**(0.25)**	**(19.81)**
	2021-22	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Net receivables	**2022-23**	**55.56**	**-**	**422.05**	**5.69**	**0.67**	**-**	**-**	**483.97**
	2021-22	**-**	**-**	**18.30**	**-**	**-**	**-**	**-**	**18.30**

Significant accounting policies and notes to the consolidated financial statements
for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

15 Cash and cash equivalents

	As at 31 March 2023	As at 31 March 2022
Cash on hand	4.67	0.06
Balances with banks		
Current accounts	314.23	18.01
Deposit with original maturity of less than 3 months	2.50	-
	321.40	**18.07**

16 Bank balances other than cash and cash equivalents

	As at 31 March 2023	As at 31 March 2022
Fixed deposit with original maturity of more than 3 months but less than 12 months	1,024.78	1.22
	1,024.78	**1.22**

(i) Deposits aggregating ₹425.00 million (31 March 2022: Nil) are under lien as margin money against loan availed from financial institutions aggregating to ₹1,500.00 million (31 March 2022: Nil)

(ii) Deposits aggregating ₹434.03 million (31 March 2022: Nil) pledged as margin against bank guarantees of ₹498.48 million (31 March 2022: Nil). [refer not 45 related to 'Revolt']

(iii) Deposits aggregating ₹2.88 million are under lien as margin against corporate credit card facility.

17 Loans (unsecured, considered good)

	As at 31 March 2023	As at 31 March 2022
Loans to:		
Director	4.32	-
Relative of director	0.21	-
Employees	1.00	-
	5.53	**-**

18 Equity share capital

	As at 31 March 2023	As at 31 March 2022
Authorised capital		
2,000,000,000 (31 March 2022: 2,000,000,000) equity shares of ₹2 each	4,000.00	4,000.00
	4,000.00	**4,000.00**
Issued, subscribed and fully paid up capital		
1,382,269,592 (31 March 2022: 1,382,269,592) equity shares of ₹2 each fully paid up	2,764.54	2,764.54
	2,764.54	**2,764.54**

a) Reconciliation of equity shares outstanding at the beginning and at the end of the year

	As at 31 March 2023		As at 31 March 2022	
	No of shares	Amount	No of shares	Amount
Equity shares at the beginning of the year	1,382,269,592	2,764.54	1,382,269,592	2,764.54
Add : Change during the year	-	-	-	-
Equity shares at the end of the year	**1,382,269,592**	**2,764.54**	**1,382,269,592**	**2,764.54**

Significant accounting policies and notes to the consolidated financial statements

for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

b) Rights/ restrictions attached to equity shares

The Holding Company has only one class of equity shares with voting rights, having a par value of ₹2 per share. Each shareholder of equity shares is entitled to one vote per share held. Each share is entitled to dividend, if declared, in Indian Rupees. The dividend, if any, proposed by Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in the case of interim dividend. In the event of liquidation of the Holding Company, the holders of equity shares will be entitled to receive remaining assets of the Holding Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c) Details of shareholders holding more than 5% equity shares

	As at 31 March 2023		As at 31 March 2022	
	No of shares	% Holding	No of shares	% Holding
Equity shares of ₹2 each fully paid up				
Laurel Energetics Private Limited*	543,338,386	39.31%	543,338,386	39.31%
Arbutus Consultancy LLP	384,112,902	27.79%	384,112,902	27.79%
Yantra Energetics Private Limited	104,765,484	7.58%	104,765,484	7.58%

* (i) 6.88% equity shares of the Holding Company, held by one of the Promoter Company were pledged to secure a loan availed by other promoter Company to provide working capital to Cocoblu Retail Limited, the wholly owned Subsidiary. Of the aforesaid equity shares, pledge on 3.07% equity shares has been released on 24 May 2023.

(ii) 4.64% equity shares of the Holding Company, held by one of the Promoter Company were pledged to avail/ fulfil the additional margin requirement for working capital facility and to secure invoice discounting facility by Cocoblu Retail Limited, the wholly owned Subsidiary.

The above information has been furnished as per the shareholders' register as at the year end.

d) Details of shareholding held by promoters[#] as at 31 March 2023

Promoter Name	Year	No of shares	% of total shares	% change during the year
Rajiv Rattan	31 March 2023	1,770,000	0.13%	-
	31 March 2022	1,770,000	0.13%	-
Laurel Energetics Private Limited	31 March 2023	543,338,386	39.31%	-
	31 March 2022	543,338,386	39.31%	-
Arbutus Consultancy LLP	31 March 2023	384,112,902	27.79%	-
	31 March 2022	384,112,902	27.79%	-
Yantra Energetics Private Limited	31 March 2023	104,765,484	7.58%	-
	31 March 2022	104,765,484	7.58%	-

[#]Promoters here means 'promoter' as defined under Companies Act, 2013.

e) No bonus shares or shares were issued for consideration other than cash or no shares have been bought back over the last five years immediately preceeding the reporting date.

19 Other equity

	As at 31 March 2023	As at 31 March 2022
Capital reserve	3,792.88	3,792.83
Treasury shares [refer note 56(ii)]	(48.99)	-
Securities premium	329.63	329.63
Employee stock option outstanding	-	0.03
Foreign currency translation reserve	(0.18)	-
Retained earnings	(2,667.20)	100.95
	1,406.14	**4,223.44**

Significant accounting policies and notes to the consolidated financial statements

for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

Nature and purpose of other reserves

Capital reserve

Capital reserve was created in earlier years in relation to specific transactions. Capital reserve is not available for distribution to the shareholders.

Securities premium

Securities premium represents premium received on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

Employee's stock options reserve

The reserve account is used to recognise the grant date value of options issued to employees under Employee stock option plan.

Retained earnings

Retained earnings are created from the profit of the Group, as adjusted for distribution to owners, transfer to other reserve, remeasurement of defined benefit plan, etc.

Treasury shares

This reserve represents own equity shares held by RattanIndia Enterprises Employee Welfare Trust.

Foreign currency translation reserve

Exchange differences arising on translation of the foreign operations are recognised in other comprehensive income as described in accounting policy and accumulated in a separate reserve within equity. The cumulative amount shall be reclassified to profit or loss when the net investment will be disposed-off.

20 Lease liabilities

	Non-current		Current	
	As at 31 March 2023	As at 31 March 2022	As at 31 March 2023	As at 31 March 2022
Lease liability (refer note 37)	303.06	345.02	51.80	43.31
	303.06	**345.02**	**51.80**	**43.31**

21 Provisions

	Non-current		Current	
	As at 31 March 2023	As at 31 March 2022	As at 31 March 2023	As at 31 March 2022
Provision for employee benefits (refer note 35)				
Provision for compensated absences	13.28	0.76	1.23	0.03
Provision for gratuity	17.66	0.84	0.91	0.59
Provision for bonus	-	-	0.07	-
Provision for warranty (i)	51.72	-	33.23	-
	82.66	**1.60**	**35.44**	**0.62**

(i) Movement in provision for warranties

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Opening balance as on date of acquisition	92.13	-
Addition during the year	35.50	-
Amount utilised during the year	42.68	-
Closing balance	**84.95**	**-**

Significant accounting policies and notes to the consolidated financial statements
for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

The provision for warranty claims represents the present value of estimate of the future economic outflows that will be required under the Subsidiary Company, Revolt's obligations for warranties. The estimate is made on the basis of historical experience and/or technical assessment and may vary as a result of new materials or other events affecting product quality.

22 Other liabilities

	Non-current		Current	
	As at 31 March 2023	As at 31 March 2022	As at 31 March 2023	As at 31 March 2022
Deferred income (refer note 26)	33.89	-	24.66	-
Statutory dues	-	-	69.03	8.20
Advance from customers (refer note 26)	-	-	133.57	-
Other payables	-	-	18.27	1.00
	33.89	**-**	**245.53**	**9.20**

23 Borrowings (Unsecured)

	Current	
	As at 31 March 2023	As at 31 March 2022
Secured		
Working capital loan from bank A(i)	840.00	-
Invoice financing facility A(ii)	1,581.41	-
Cash credit and other facilities A(iii)	190.31	-
Loan from related party (Unsecured)		
Inter corporates deposit A(iv)	6,758.80	1,200.86
	9,370.52	**1,200.86**

A. Security and other terms

(i) ₹840.00 million (March 31, 2022 : Nil) Working Capital loan from RBL Bank is secured by first Pari Passu charge by way of hypothecation over entire current assets of the Subsidiary Company, Cocoblu Retail Limited and over entire moveable fixed assets of the Subsidiary Company, both present and future, and carries interest @ 3 Month MCLR plus 1.20% i.e. 10.60% p.a. as at year end. It is payable on demand.

(ii) ₹1,581.41 million (31 March 2022 : Nil) Invoice financing facility, secured by first Pari Passu charge by way of hypothecation over entire current assets of the Subsidiary Company, Cocoblu Retail Limited and carries interest rate ranging between 12% to 15.75% p.a. as at year end. Loan is payable in maximum period of 120 days.

(iii) The Subsidiary Company, 'Revolt' has availed Purchase Invoice Financing/Discounting/Cash Credit aggregating to ₹250.00 million. The Tenor of the Purchase Invoice Financing/Discounting arrangement is 90 days. The facility has been secured by way of exclusive charge on entire existing and future Current Assets and Fixed Assets of the Subsidiary Company. Also, the Corporate Guarantee by JDS Agencies Private Limited, Camellian Energetics Private Limited and RattanIndia Enterprises Limited has been given. The Subsidiary Company has entered into agreement with HDFC Bank to avail letter of credit facility amounting to ₹130.00 million secured by way of above mentioned security. LC dues are repayable during 6 months period as per the terms of the LC issued. Fixed deposit of 30% as margin of limit amount has been kept as lien in favour of HDFC Bank. It also includes interest accrued amounting to ₹2.33 million.

Significant accounting policies and notes to the consolidated financial statements

for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

(iv) a) Terms of interest rate have been amended with effective from 1 April 2022 , Inter corporate deposits (ICD) carry effective rate of interest at 6.50% per annum over the tenure of loan 4 to 5 years but are repayable on demand.

b) During the year, Subsidiary Company, Cocoblu Retail Limited received inter corporate deposits amounting to ₹1,900 million from related party at an interest rate of 13% p.a. and are repayable on demand.[refer note 34 (B)]

B. Above loans carry certain financial covenants and the Subsidiary Companies have satisfied all covenants as per the terms of respective banks/financial institutions.

C. Reconciliation of statements submitted to banks during the year:

Cocoblu Retail Limited

Quarter	Name of the Bank	Particular	Amount as per Books of Account	Amount Reported in the quarterly Return / Statement	Variance	Reason for material discrepancies
Quarter ended 31 December 2022	RBL Bank	Inventory	11,821.89	11,824.10	(2.21)	The Subsidiary Company submitted the returns to the banks based on provisional books of accounts within the due date resulting in variances vis-à-vis books of accounts finalised by the management subsequently.
		Trade Receivable	715.27	715.27	-	
Quarter ended 31 March 2023*	RBL Bank	Inventory	10,731.09	10,735.20	(4.11)	
		Trade Receivable	424.81	804.70	(379.89)	

*For quarter ended 31 March 2023, the Subsidiary Company is in process of submitting revised statement with bank post balance sheet date.

Revolt Intellicorp Private Limited

Quarter	Current asset type	Amount as per Books of Account	Amount Reported in the quarterly Return / Statement	Variance	Reason for material discrepancies
Quarter 1	Inventory	93.57	126.19	(32.62)	The Subsidiary Company submitted the returns to the banks based on provisional books of accounts within the due date resulting in variances vis-à-vis books of accounts finalised by the management subsequently.
	Other current assets	614.70	615.00	(0.30)	
Quarter 2	Inventory	167.95	137.01	30.94	
	Other current assets	674.01	672.41	1.60	
Quarter 3	Inventory	131.95	131.95	-	
	Other current assets	711.00	712.18	(1.18)	
Quarter 4	Inventory	552.33	107.21	445.12	
	Other current assets	726.00	1,189.52	(463.52)	

The Subsidiary Company has a working capital limit in excess of ₹250.00 million sanctioned by HDFC Bank based on the security of current assets (Mortgage of Immoveable property of Promoter, stocks and other current assets). The quarterly returns/statements, in respect of the working capital limits have been filed by the Subsidiary Company with such banks and such statements are in agreement with the books of account of the Subsidiary Company for the respective periods, except for the above:

24 Trade Payables

	As at 31 March 2023	As at 31 March 2022
Total outstanding dues of micro enterprises and small enterprises (refer note 50)	963.30	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	5,728.75	479.11
	6,692.05	**479.11**

Significant accounting policies and notes to the consolidated financial statements
for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

Trade payables ageing schedule :-

Particulars	Outstanding for following periods from due date of payment*						
	Year	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	2022-23	-	963.19	0.11	-	-	963.30
	2021-22	-	-	-	-	-	-
(ii) Others	2022-23	67.18	5,658.30	3.24	-	0.03	5,728.75
	2021-22	4.12	474.99	-	-	-	479.11
(iii) Disputed dues to MSME	2022-23	-	-	-	-	-	-
	2021-22	-	-	-	-	-	-
(iv) Disputed dues to others	2022-23	-	-	-	-	-	-
	2021-22	-	-	-	-	-	-
Total	**2022-23**	**67.18**	**6,621.49**	**3.35**	**-**	**0.03**	**6,692.05**
	2021-22	**4.12**	**474.99**	**-**	**-**	**-**	**479.11**

* For the purpose of presentation of ageing schedule, the invoice date has been considered as the due date by the Group.

25 Other financial liabilities

	Current	
	As at 31 March 2023	As at 31 March 2022
Other liability- customer refund (i)	182.25	2.12
Booking advance refundable to customers	35.07	-
Security and earnest money deposits from dealers	83.40	-
Other contingent liability [refer note 39 b(ii)]	500.00	-
Other financial liabilities	52.77	14.40
Payables on purchase of fixed assets	0.07	0.49
	853.56	**17.01**

(i) A refund liability is the obligation to refund some or all of the consideration received (or receivable) from the customer and is measured at the amount the Group ultimately expects it will have to return to the customer. The Group updates its estimates of refund liabilities (and the corresponding change in the transaction price) at the end of each reporting period.

26 Revenue from operations

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Operating revenue		
Sale of products		
Sale of goods through ecommerce marketplace platform [refer note 12(ii)]	40,014.33	107.48
Sale of bikes/drones	487.84	-
Sale of traded goods/ spare parts	23.13	-
Sale- others	2.25	-
	40,527.55	**107.48**
Sale of services		
Commission income	49.37	5.16
Payroll management services	12.00	26.00
Technical services	5.57	-
Others	0.97	0.62
	67.91	**31.78**

Significant accounting policies and notes to the consolidated financial statements
for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Other operating revenue		
Sales incentive	611.90	-
Sale- others	30.54	0.67
	642.44	**0.67**
Subtotal	**41,237.90**	**139.93**
Details of operating revenue by geographical locations		
In India	40,595.46	139.26
Outside India	-	-
Total	**40,595.46**	**139.26**

Revenue from contract with customers

Indian Accounting Standard 115 Revenue from Contracts with Customers ("Ind AS 115"), establishes a framework for determining whether, how much and when revenue is recognised and requires disclosures about the nature, amount, timing and uncertainty of revenues and cash flows arising from customer contracts. Under Ind AS 115, revenue is recognised through a 5-step approach:

(i) Identify the contract(s) with customer;

(ii) Identify separate performance obligations in the contract;

(iii) Determine the transaction price;

(iv) Allocate the transaction price to the performance obligations; and

(v) Recognise revenue when a performance obligation is satisfied.

Assets and Liabilities related to contracts with customers

Particulars	As at 31 March 2023		As at 31 March 2022	
	Non-current	Current	Non-current	Current
Contract liabilities related to sale of goods				
Advance from customers	-	133.57	-	-
Contract receivables related to sale of goods				
Trade receivables	-	483.97	-	18.30

Right to return assets and refund liabilities

Particulars	As at 31 March 2023		As at 31 March 2022	
	Non-current	Current	Non-current	Current
Right to return asset	-	149.64	-	-
Refund liabilities arising from rights of return	-	182.25	-	2.12

Significant changes to contract assets and contract liabilities

There has been no significant changes in contract assests/contract liabilities during the year.

Reconciliation of revenue with contract price	For the year ended 31 March 2023	For the year ended 31 March 2022
Contract price	52,445.15	139.26
Less: Rebate and Discount	(459.13)	-
Less: Sales return	(11,390.56)	-
Revenue from contract with customers	**40,595.46**	**139.26**

Significant accounting policies and notes to the consolidated financial statements
for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

Transaction price - remaining performance obligation

The remaining performance obligation disclosure provides the aggregate amount of the transaction price yet to be recognized as at the end of the reporting period and an explanation as to when the Group expects to recognize these amounts in revenue. Applying the practical expedient as given in Ind AS 115, the Group has not disclosed the remaining performance obligation related disclosures for contracts as the revenue recognised corresponds directly with the value to the customer of the entity's performance completed till the reporting period.

Timing of Revenue Recognition	For the year ended 31 March 2023	For the year ended 31 March 2022
Revenue recognised at point in time	40,589.89	139.26
Revenue recognised over time	5.57	-
Revenue from contract with customers	**40,595.46**	**139.26**

Disaggregation of revenue

Set out below is the disaggregation of the Group's revenue from contracts with customers:

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Based on nature of goods/services		
(a) Sale of Products		
Sale of goods through ecommerce marketplace platform	40,014.33	107.48
Sale of bikes/drones	487.84	-
Sale of traded goods/ spare parts	23.13	-
Sale- others	2.25	-
(b) Sale of Services	67.91	31.78
(c) Other operating revenue	642.44	0.67
	41,237.90	**139.93**

The following table provides information about receivables:

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Receivables		
Trade receivables (gross)	448.22	18.30
Unbilled revenue for passage of time	55.56	-
Less : Allowances for doubtful debts	(19.81)	-
Net receivables (a)	**483.97**	**18.30**

The Group's contracts with customers for the sale of goods through ecommerce marketplace platform generally include one performance obligation. The Group has concluded that revenue from sale of goods should be recognised at the point in time when goods are dispatched to the customer as per agreed terms. In case of sale of other goods (bikes, drones) and services, the Group's primary obligation under contract with customers is satisfied as the goods are delivered/ control is transferred to the customers and services are rendered.

Contract asset is the right to consideration in exchange for goods or services transferred to the customer. Contract liability is the group's obligation to transfer goods or services to a customer for which the group has received consideration from the customer in advance. Contract assets are transferred to receivables when the rights become unconditional and contract liabilities are recognized as and when the performance obligation is satisfied.

Significant accounting policies and notes to the consolidated financial statements
for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

27 Other income

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Interest on		
Bank deposits at amortised cost	30.30	1.39
Income tax refund	0.04	0.09
Security deposits	1.56	0.31
	31.90	**1.79**
Other income		
Capital gain on mutual fund and investment - realised	99.69	92.56
Gain on derecognition of equity method for associate [refer note 42(i)]	-	5,319.80
Profit from fair value of investment/mutual fund - unrealised (at FVTPL)	0.01	375.65
Foreign exchange fluctuation gain (net)	1.19	-
Miscellaneous income	11.42	0.15
	112.31	**5,788.16**
	144.21	**5,789.95**

28 Cost of material consumed

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
(a) Opening stock of raw materials	-	-
Add: Purchases	880.88	-
Add: Direct expenses	43.06	-
Acquisition through business combination [refer note 39]	108.61	-
Less : Closing stock of raw materials	(90.56)	-
	941.99	**-**
(b) Purchase of stock-in-trade	43,667.82	474.39

29 Change in inventory

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Work in progress		
Inventories at the end of the year	(0.12)	-
Inventories at the beginning of the year	-	-
Acquisition through business combination [refer note 39]	0.12	-
Net decrease/ (increase)	**-**	**-**
(a) Finished and traded goods/ Spares and accessories		
Inventories at the end of the year	(10,625.90)	(383.68)
Inventories at the beginning of the year	383.68	-
Acquisition through business combination [refer note 39]	23.72	-
Net increase	**(10,218.50)**	**(383.68)**
TOTAL (increase)/decrease	**(10,218.50)**	**(383.68)**

30 Employee benefits expense

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Salaries, wages and bonus	697.46	59.78
Contribution to provident and other funds	10.75	0.39
Gratuity and compensated absences (refer note 35)	17.54	1.80
Recruitment and training expenses	1.23	2.11
Staff welfare expenses	11.62	0.31
	738.60	**64.39**

Significant accounting policies and notes to the consolidated financial statements
for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

31 Finance costs

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Interest on		
Inter corporate deposits	317.43	13.84
Working capital loan from bank	22.99	-
Invoice financing facility	90.41	-
Lease liability	22.99	4.38
Term loans and bills of exchanges	4.68	-
Interest on MSME dues	10.18	-
Loan prepayment charges	0.26	-
Others	0.24	-
Other income		
Processing fees	17.76	-
Bank guarantee charges	3.83	-
Other finance charges	1.81	-
	492.58	**18.22**

32 Depreciation and amortisation expense

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Depreciation		
Property, plant and equipment	12.39	0.20
Right-of-use assets	60.94	12.48
Amortisation on		
Intangible assets	25.49	-
	98.82	**12.68**

33 Other expense

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Platform selling fees (net)	4,816.86	17.23
Loss on equity shares investment measured at FVTPL(unrealised) [refer note 42(ii)]	2,553.50	-
Advertisement & business promotion	274.31	5.46
Rent (refer note 37)	7.73	0.84
Rates and taxes	10.31	7.44
Technical support expenses	52.29	1.76
Electricity expenses	0.41	0.04
Freight	12.27	-
Insurance expenses	2.60	-
Legal and professional charges*	284.12	29.14
Loss on revaluation of previously held interest in associate [refer note 39(b)(ii)]	137.13	-
Loss on disposal of tangible assets (net)	0.01	0.02
Loss on foreign currency transaction and translation (net)	0.46	0.11
Repair and maintenance:		

Significant accounting policies and notes to the consolidated financial statements
for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Office	17.31	2.74
Vehicles	0.17	-
Others	10.82	3.04
Postage and telegram	1.07	0.03
Printing and stationery	0.65	0.09
Provision for bad and doubtful balances	15.34	-
Travelling and conveyance	20.71	1.27
Warranty expenses (refer note 21)	35.50	-
Miscellaneous expenses	13.98	0.65
	8,267.55	**69.86**
***Includes remuneration to auditors (excluding applicable taxes)**		
Statutory audit and limited reviews	7.44	2.77
Certifications	0.14	-
	7.58	**2.77**

34 Related party disclosures

As per Ind AS-24 “Related Party Disclosure”, the related parties, identified by the Management, where control exists or where significant influence exists and with whom transactions have taken place are as below:

Related parties where control exists:

I. Holding Company — RattanIndia Enterprises Limited

II. Entities having substantial interest — Laurel Energetics Private Limited
Arbutus Consultancy LLP
Yantra Energetics Private Limited

III. Associates — Revolt Intellicorp Private Limited (up to 12 January 2023)
RattanIndia Power Limited (up to 29 March 2022)

IV. Subsidiary companies including step down subsidiaries — Neotec Enterprises Limited (Neotec) (w.e.f. 17 March 2021)
RattanIndia Investment Manger Private Limited (RIMPL) (w.e.f. 19 June 2021)
Neosky India Limited (Neosky) (w.e.f. 20 September 2021)
Cocoblu Retail Limited (Cocoblu) (w.e.f. 03 November 2021)
Neotec Insurance Brokers Limited (NIBL) (w.e.f. 15 November 2021)
Revolt Intellicorp Private Limited (Revolt) (w.e.f 13 January 2023)
Neobrands Limited (Neobrands) (w.e.f 10 November 2022)
Throttle Aerospace System Private Limited (TAS) (w.e.f 25 May 2022)*
Neorise Technologies–FZCO (Neorise) (w.e.f. 27 December 2021)

* Step down subsidiary of the Holding Company

V. Other related parties:

a) Enterprise over which Key Management Personnel have significant influence –
(with whom transactions have been entered during the year/ previous year):
RattanIndia Power Limited
Priapus Developers Private Limited
Hamlin Trust
Antheia Engineers Private Limited
Nettle Constructions Private Limited
Sinnar Power Transmission Company Limited
Tupelo Properties Private Limited

Significant accounting policies and notes to the consolidated financial statements
for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

b) **Enterprises over which KMPs of Step down Subsidiary have significant influence-**
(with whom transactions have been entered during the year/ previous year):
Pinkin Consultancy Private Limited

c) **Key Management Personnel**

Name	Designation
Rajiv Rattan	Non-Executive Director and Chairman (Executive upto 29 October 2022)
	Director of Revolt (w.e.f. 28 April 2021 to 27 February 2023)
Anjali Nashier	Non-Executive Non-Independent Director
Jeevagan Narayana Swami Nadar	Non-Executive Independent Director
	Additional director of Cocoblu (w.e.f. 30 September 2022)
Rajesh Kumar	Executive Whole Time Director (Non-Executive upto 31 March 2023)
Sanjiv Chhikara	Non-Executive Independent Director
Neha Poonia	Non-Executive Independent Woman Director (upto 10 November 2022)
Amit Jain (PAN:- AFKPJ7410C)	Chief Financial Officer (from 02 April 2022 to 19 May 2023)(1)
	Director of TAS (w.e.f. 26 May 2022)
	Director of Cocoblu
	Director of Revolt (w.e.f. 14 January 2023)
Amit Jain (PAN:- AEUPJ9311H)	Chief Financial Officer (from 11 October 2021 to 02 April 2022)(1)
	Director of NIBL
	Director of Cocoblu
	Director of Neotec (w.e.f. 17 March 2021)
	Director of Neobrands
	Director of Neosky
Vinu Balwant Saini	Chief Financial Officer (w.e.f. 20 May 2023)
Vikas Kumar Adukia	Chief Financial Officer (upto 29 April 2021)
Rajesh Arora	Company Secretary (w.e.f. 14 October 2021) Director of Neorise
Ram Kumar Agarwal	Company Secretary (upto 13 October 2021)
Pritika Poonia	Non-Executive Independent Woman Director (w.e.f. 10 November 2022)
Sudeep Kumar	Director of Cocoblu (w.e.f. 21 October 2021 upto 20 April 2022)
	Director of Neotec (from 17 March 2021 to 25 June 2022)
	Director of Neosky (upto 06 July 2022)
	Director of NIBL
Rahul Gochhwal	Director of Cocoblu(w.e.f. 25 March 2022)
	Director of RIMPL
Surinder Kumar Aery	Director of Cocoblu (w.e.f. 21 October 2021)
	Director of Neotec (w.e.f. 17 March 2021)
	Director of TAS (w.e.f. 26 May 2022)
	Director of NIBL
	Director of Neosky
	Director of Neobrands
Soumik Bhusan	Director of Cocoblu (w.e.f. 30 June 2022)
	Chief financial officer of Cocoblu (w.e.f. 3 March 2022)
Chandramouli Venkataraman	Chief executive officer of Cocoblu (w.e.f. 16 February 2022)
Riddhi Doshi	Company secretary of Cocoblu (w.e.f. 30 May 2022 upto 07 April 2023)
Mayanka Srivastava	Company secretary of Cocoblu (w.e.f. 07 April 2023)
Vikas Nanda	Director of Revolt (w.e.f. 14 October 2021 to 8 February 2023)

Significant accounting policies and notes to the consolidated financial statements
for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

Name	Designation
Vaibhav Poonia	Director of Revolt (w.e.f. 9 February 2023)
Sandeep Kumar	Director of Revolt (w.e.f. 14 January 2023)
Rahul Mutreja	Company Secretary of Revolt (w.e.f. 9 February 2023)
Manoj Kumar	Director of Neotec (w.e.f. 25 June 2022)
Amitav Panigrahi	Chief Executive Officer of Neotec (from 16 February 2022 to 02 September 2022)
Ankur Mitra	Director of RIMPL (w.e.f. 1 December 2021)
Sarath Chandra Gudlavalleti	Director of TAS (w.e.f. 26 May 2022)
	Director of Neosky (w.e.f. 26 May 2022)
	CEO of the Neosky (w.e.f. 26 May 2022)
Nagendran Kandasamy	Director of TAS
Girish GM Reddy	CFO of TAS (w.e.f. 26 May 2022)
Nischitha Madhu	Relative of Director TAS
Ajay Kumar	Director of NIBL (w.e.f. 6 July 2022)
	Director of Neobrands
Peeyush Kumar	CEO of Neosky (w.e.f. 16 February 2022 upto 25 May 2022)

1. Subsequent to the year ended 31 March 2023, Mr. Amit Jain ceased to be Chief Financial Officer with effect from closure of business hours on 19 May 2023, in place of whom the Holding Company has appointed Mr. Vinu Balwant Saini as Chief Financial Officer with effect from 20 May 2023.

V. Relative of key management personnel Ram Kumar

VI. Interest in Trust - RattanIndia Employee Welfare Trust
Neo Opportunities Fund Trust

A. Summary of transactions with related parties:

Nature of transactions	Year ended	Enterprises over which Key Management Personnel have significant influence	Key Management Personnel	Relative of Key Management Personnel	Interest in Trust	Total
Inter-corporate deposits						
Inter corporate deposit taken (net)	31 March 2023	5,348.95	-	-	-	5,348.95
	31 March 2022	1,188.40	-	-	-	1,188.40
Expense						
Lease and other expenses	31 March 2023	29.17	-	0.18	-	29.35
	31 March 2022	8.07	-	-	-	8.07
Interest expense on ICD taken	31 March 2023	317.52	-	-	-	317.52
	31 March 2022	12.45	-	-	-	12.45
Employee benefits	31 March 2023	-	77.50	-	-	77.50
	31 March 2022	-	11.83	-	-	11.83
Income						
Rendering of services	31 March 2023	12.96	-	-	-	12.96
	31 March 2022	26.00	-	-	-	26.00
Others						
Reimbursement of expenses	31 March 2023	-	-	-	0.24	0.24
	31 March 2022	-	-	-	-	-

Significant accounting policies and notes to the consolidated financial statements
for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

Nature of transactions	Year ended	Enterprises over which Key Management Personnel have significant influence	Key Management Personnel	Relative of Key Management Personnel	Interest in Trust	Total
Corporate Guarantee received	31 March 2023	1,515.90	-	-	-	1,515.90
	31 March 2022	-	-	-	-	-
Earnest Money Deposit	31 March 2023	0.50	-	-	-	0.50
	31 March 2022	-	-	-	-	-
Loan taken from entity related to KMPs of step down Subsidiary	31 March 2023	4.19	-	-	-	4.19
	31 March 2022	-	-	-	-	-
Loan taken from KMP of step down Subsidiary	31 March 2023	-	12.56	-	-	12.56
	31 March 2022	-		-	-	-
Loan given to KMP by step down Subsidiary	31 March 2023	-	4.53	-	-	4.53
	31 March 2022	-	-	-	-	-
Margin Money Given	31 March 2023	500.00	-	-	-	500.00
	31 March 2022	-	-	-	-	-
Security deposit given	31 March 2023	-	-	-	-	-
	31 March 2022	14.32	-	-	-	14.32
Purchase of Equity	31 March 2023	0.10	-	-	-	0.10
	31 March 2022	-	-	-	-	-
Corpus fund in Trust	31 March 2023	-	-	-	0.01	0.01
	31 March 2022	-	-	-	-	-

Summary of outstanding balances:

Nature of transactions	Year ended	Enterprises over which Key Management Personnel have significant influence	Total
Inter corporate deposit taken	31 March 2023	6,549.81	6,549.81
	31 March 2022	1,188.40	1,188.40
Security deposit receivable	31 March 2023	14.32	14.32
	31 March 2022	14.32	14.32
Lease and other expenses payable	31 March 2023	-	-
	31 March 2022	2.87	2.87
Interest expense on ICD payable	31 March 2023	209.00	209.00
	31 March 2022	12.45	12.45
Receivables	31 March 2023	2.32	2.32
	31 March 2022	4.64	4.64
Margin Money Receivable	31 March 2023	500.00	500.00
	31 March 2022	-	-
Corporate Guarantee Received	31 March 2023	1,515.90	1,515.90
	31 March 2022	-	-
Corporate Guarantee given	31 March 2023	1,515.90	1,515.90
	31 March 2022	-	-
Earnest Money Deposit Receivable	31 March 2023	0.50	0.50
	31 March 2022	-	-

(All amount in ₹ Million, unless otherwise stated)

B. Statement of material transactions:

Name	Year	Inter -corporate deposit taken	Inter -corporate deposit repaid/ adjustment	Interest expenses on Inter -corporate deposit	Rendering of services	(Lease income)/ Lease and other expenses	Security deposit	Reimbursement of expenses	Equity Purchase	Corpus fund in Trust	Corporate Guarantee Received	Earnest Money Deposit	Margin Money Given	Loan taken from entity related to KMPs of step down Subsidiary
Interest in Trust														
Neoopportunity Fund Trust	31 March 2023	-	-	-	-	-	-	0.24	-	0.01	-	-	-	-
	31 March 2022	-	-	-	-	-	-	-	-	-	-	-	-	-
Enterprises over which Key Management Personnel have significant influence														
Tupelo Properties Private Limited	31 March 2023	1,900.00	-	106.91	-	-	-	-	-	-	-	-	500.00	-
	31 March 2022	-	-	-	-	-	-	-	-	-	-	-	-	-
Hamlin Trust	31 March 2023	-	-	-	-	-	-	-	0.10	-	-	-	-	-
	31 March 2022	-	-	-	-	-	-	-	-	-	-	-	-	-
RattanIndia Power Limited	31 March 2023	-	-	-	12.96	29.17	-	-	-	-	-	0.50	-	-
	31 March 2022	-	-	-	3.00	8.07	14.32	-	-	-	-	-	-	-
Priapus Developers Private Limited	31 March 2023	3,456.93	7.98	210.61	-	-	-	-	-	-	-	-	-	-
	31 March 2022	2,040.20	851.80	12.45	-	-	-	-	-	-	-	-	-	-
Antheia Engineers Private Limited	31 March 2023	-	-	-	-	-	-	-	-	-	-	-	-	-
	31 March 2022	-	-	-	23.00	-	-	-	-	-	-	-	-	-
Nettle Constructions Private Limited	31 March 2023	-	-	-	-	-	-	-	-	-	1,515.90	-	-	-
	31 March 2022	-	-	-	-	-	-	-	-	-	-	-	-	-
Enterprises over which KMPs of Step down Subsidiary have significant influence														
Pinkin Consultancy Private Limited	31 March 2023	-	-	-	-	-	-	-	-	-	-	-	-	4.19
	31 March 2022	-	-	-	-	-	-	-	-	-	-	-	-	-
Relative of Key Management Personnel														
Ram Kumar	31 March 2023	-	-	-	-	0.18	-	-	-	-	-	-	-	-
	31 March 2022	-	-	-	-	-	-	-	-	-	-	-	-	-
Total	**31 March 2023**	**5,356.93**	**7.98**	**317.52**	**12.96**	**29.35**	**-**	**0.24**	**0.10**	**0.01**	**1,515.90**	**0.50**	**500.00**	**4.19**
	31 March 2022	**2,040.20**	**851.80**	**12.45**	**26.00**	**8.07**	**14.32**	**-**	**-**	**-**	**-**	**-**	**-**	**-**

Notes to the consolidated financial statements
for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

C. Details of outstanding balances:

Name	Year	Inter -corporate deposit taken	Interest on Inter -corporate payable	Rendering of services	Lease rent (receivable)/ payable	Security deposit	Corporate Guarantee given	Corporate Guarantee Received	Earnest Money Deposit	Margin Money Given
Enterprises over which Key Management Personnel have significant influence										
Tupelo Properties Private Limited	31 March 2023	1,900.00	-	-	-	-	-	-	-	500.00
	31 March 2022	-	-	-	-	-	-	-	-	-
RattanIndia Power Limited	31 March 2023	-	-	2.32	-	14.32	-	-	0.50	-
	31 March 2022	-	-	1.16	2.87	14.32	-	-	-	-
Priapus Developers Private Limited	31 March 2023	4,649.81	209.00	-	-	-	-	-	-	-
	31 March 2022	1,188.40	12.45	-	-	-	-	-	-	-
Antheia Engineers Private Limited	31 March 2023	-	-	-	-	-	-	-	-	-
	31 March 2022	-	-	3.48	-	-	-	-	-	-
Nettle Constructions Private Limited	31 March 2023	-	-	-	-	-	-	1,515.90	-	-
	31 March 2022	-	-	-	-	-	-	-	-	-
Sinnar Power Transmission Company Limited	31 March 2023	-	-	-	-	-	1,515.90	-	-	-
	31 March 2022	-	-	-	-	-	-	-	-	-
Total	**31 March 2023**	**6,549.81**	**209.00**	**2.32**	**-**	**14.32**	**1,515.90**	**1,515.90**	**0.50**	**500.00**
	31 March 2022	**1,188.40**	**12.45**	**4.64**	**2.87**	**14.32**	**-**	**-**	**-**	**-**

Significant accounting policies and notes to the consolidated financial statements
for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

D. Key management personnel

Name	Year	Employment Benefits	Loan taken from KMP of step down Subsidiary	Loan given to KMP by step down Subsidiary
Rajesh Kumar Arora	31 March 2023	7.96	-	-
	31 March 2022	3.72	-	-
Ram Kumar Agarwal	31 March 2023	-	-	-
	31 March 2022	3.00	-	-
Soumik Bhusan	31 March 2023	11.96	-	-
	31 March 2022	0.82	-	-
Chandramouli Venkataraman	31 March 2023	24.49	-	-
	31 March 2022	2.51	-	-
Amit Jain	31 March 2023	9.95	-	-
	31 March 2022	-	-	-
Sarath Chandra Gudlavalleti (CEO)	31 March 2023	10.33	-	-
	31 March 2022	-	-	-
Nagendran Kandasamy (CEO)	31 March 2023	2.87	4.58	4.32
	31 March 2022	-	-	-
Gunjur Muninanjappa Girish Reddy (CFO)	31 March 2023	2.17	7.93	-
	31 March 2022	-	-	-
Nischitha Madhu	31 March 2023	2.17	0.05	0.21
	31 March 2022	-	-	-
Amitav Panigrahi (CEO)	31 March 2023	4.06	-	-
	31 March 2022	1.78	-	-
Riddhi Doshi (Company Secretary)	31 March 2023	1.54	-	-
	31 March 2022	-	-	-
Total	**31 March 2023**	**77.50**	**12.56**	**4.53**
	31 March 2022	**11.83**	**-**	**-**

(i) There are no non cash transactions entered with promoters or directors.

(ii) Related party transactions were conducted on the terms equivalent to those prevailing in an arm's length transaction.

(iii) The Group's principal related parties consist of RattanIndia Enterprise Limited and key managerial personnel. The Group's material related party transactions and outstanding balances are with the related parties with whom the Company routinely enters into transaction in ordinary course of business.

(iv) Key managerial personnel are entitled to post-employment benefits and other long term employee benefits recognised as per Ind AS 19 - 'Employee benefits' in the financial statements. As the employees benefits are lump sum amounts provided on the basis of actuarial valuation, the same is not included above.

35 Employee benefits

Defined contribution:

Contributions are made to the Government Provident Fund and Family Pension Fund which cover all regular employees eligible under applicable Acts. Both the eligible employees and the Group make pre-determined contributions to the Provident Fund. The contributions are normally based upon a proportion of the employee's salary. The Group has recognized in the Statement of Profit and Loss an amount of ₹10.75 million (31 March 2022: ₹0.39 million) towards employer's contribution towards provident fund.

Defined benefits:

Gratuity scheme - This is an unfunded defined benefit plan and it entitles an employee, who has rendered at least 5 years of continuous service, to receive one-half month's salary for each year of completed service at the time of retirement/exit.

Significant accounting policies and notes to the consolidated financial statements
for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

i) On normal retirement / early retirement / withdrawal / resignation: As per the provisions of the Payment of Gratuity Act, 1972 with vesting period of 5 years of service.

ii) On death in service: As per the provisions of the Payment of Gratuity Act, 1972 without any vesting period. Gratuity payable to employee in case (i) and (ii), as mentioned above, is computed as per the Payment of Gratuity Act, 1972 except the Group does not have any limit on gratuity amount.

Based on the actuarial valuation obtained in this respect, the following table sets out the status of Gratuity and the amounts recognised in the financial statements for the year ended 31 March 2023:

Particulars	Gratuity (Unfunded)	
	31 March 2023	**31 March 2022**
Liability recognised in the balance sheet:		
Present value of obligation as at the beginning of the year	1.43	0.76
Addition due to acquisition of business	11.04	-
Current service cost	8.75	0.50
Past service cost	-	0.63
Interest cost	0.70	0.10
Benefits paid	(0.25)	(1.60)
Actuarial losses	(3.10)	1.04
Present value of obligation at the end of the year	**18.57**	**1.43**
Expenses during the year		
Current service cost	8.75	0.50
Past service cost	-	0.21
Interest cost	0.70	0.10
Actuarial losses	-	-
Component of defined benefit cost charged to statement of profit and loss	**9.45**	**0.81**
Remeasurement of post-employment benefit obligations:		
Actuarial losses	(3.10)	1.04
Component of defined benefit cost recognized in other comprehensive income	**(3.10)**	**1.04**

Particulars	Gratuity (Unfunded)	
	31 March 2023	**31 March 2022**
Actuarial (gains)/ losses on obligation		
Actuarial (gain)/ loss arising from change in demographic assumptions	(0.01)	-
Actuarial (gain)/ loss arising from change in financial assumptions	1.20	(0.05)
Actuarial (gain)/ loss arising from change in experience adjustments	(4.29)	1.09

The actuarial valuation in respect of commitments and expenses relating to unfunded gratuity and compensated absences are based on the following assumptions which if changed, would affect the commitment's size, funding requirements and expenses;

Significant accounting policies and notes to the consolidated financial statements
for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

(a) Economic assumptions

Particulars	31 March 2023	31 March 2022
Discount rate	7.36% - 7.53%	7.18%
Expected rate of salary increase	7% - 10%	5% - 7%

(b) Demographic assumptions

Particulars	31 March 2023	31 March 2022
Retirement age	60 years	60 years
Mortality table	100% IALM (2012-14)	100% IALM (2012-14)
Ages	Withdrawal rate (%)	Withdrawal rate (%)
Upto 30 years	3.00 - 15.00	3.00
From 31 to 44 years	2.00 - 6.25	2.00
Above 44 years	1.00 - 12.50	1.00

The employer's best estimate of contributions expected to be paid during the annual period beginning after the balance sheet date, towards gratuity is ₹18.71 million (31 March 2022 : ₹1.12 million).

(c) Sensitivity analysis of defined benefit obligation

Particulars	31 March 2023	31 March 2022
a) Impact of the change in discount rate		
i) Impact due to increase of 0.50% (31 March 2022: 0.50%)	(1.49)	(0.10)
ii) Impact due to decrease of 0.50% (31 March 2022: 0.50%)	1.68	0.11
b) Impact of the change in salary increase		
i) Impact due to increase of 0.50% (31 March 2022: 0.50%)	1.58	0.11
ii) Impact due to decrease of 0.50% (31 March 2022: 0.50%)	(1.44)	(0.10)

a. The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in an assumptions occurring at the end of the reporting period while holding all other assumption constraint. In practice it is unlikely to occur and change in some of the assumption may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

b. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

c. Sensitivities due to mortality & withdrawals are not material & hence impact of change not calculated.

d. Sensitivities as to rate of inflation, rate of increase of pensions in payment, rate of increase of pensions before retirement & life expectancy are not applicable being a lump sum benefit on retirement.

(d) Maturity profile of defined benefit obligation

Particulars	31 March 2023	31 March 2022
Less than 1 year	0.91	0.02
Year 1 to 5	1.39	0.08
More than 5 years	16.27	1.33

Significant accounting policies and notes to the consolidated financial statements
for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

36 Earnings/ (loss) per equity share (EPS):

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
(Loss)/ profit for the year	(2,861.00)	5,538.64
Weighted average number of equity shares outstanding	1,382,269,592	1,382,269,592
Weighted average number of Treasury shares held by Trust*	28,581	-
Weighted average number of equity shares used in computing basic & diluted earnings per equity share	1,382,241,011	1,382,269,592
Face value per equity share (₹)	2.00	2.00
Basic earnings/ (loss) per equity share (₹)	(2.07)	4.01
Diluted earnings per equity share (₹)	(2.07)	4.01

Note:
*Treasury shares have been excluded while computing basic and diluted earnings per share [also refer note 56(ii)].

37 Leases disclosure:

The Group has entered into sublicence Agreement for the use of licensed premises for carrying business which has been considered as finance lease as per Ind AS 116.

a) The table below describes the nature of the Group's leasing activities by type of right-of-use asset recognised on balance sheet:

Right of use assets	No of right-of use assets leased	Range of remaining term	Average remaining lease term	No of leases with extension options	No of leases with purchase options	No of leases with variable payments linked to an index	No of leases with termination options
Office Premises	3	22 months-94 months	46 months	1	-	-	3

b) Additional information on the right-of-use assets by class of assets is as follows:

Right-of use assets	Carrying amount as on 01 April 2022	Additions	Depreciation	Deletion	Carrying amount as on 31 March 2023
Office Premises	391.91	12.17	63.67	-	340.41

Right-of use assets	Carrying amount as on 01 April 2021	Additions	Depreciation	Deletion	Carrying amount as on 31 March 2022
Office Premises	-	406.78	12.48	2.39	391.91

c) Lease liabilities are presented in the statement of financial position as follows:

Particulars	31 March 2023	31 March 2022
Current	51.80	43.31
Non-current	303.06	345.02
Total	**354.86**	**388.33**

d) The undiscounted maturity analysis of lease liabilities at 31 March 2023 is as follows:

Particulars	Less than 1 year	1-5 year	More than 5 years	Total
Lease payments	69.64	218.09	157.43	445.16

Significant accounting policies and notes to the consolidated financial statements
for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

The undiscounted maturity analysis of lease liabilities at 31 March 2022 is as follows:

Particulars	Less than 1 year	1-5 year	More than 5 years	Total
Lease payments	66.30	275.98	157.43	499.71

e) The Group had total cash outflows for leases of ₹66.21 million during 31 March 2023 (31 March 2022: ₹13.41 million).

The following are the amounts recognised in profit or loss:

Particulars	31 March 2023	31 March 2022
Depreciation expense of right-of-use assets	60.94	12.48
Interest expense on lease liabilities	22.99	4.38
Expense relating to short-term leases (included in other expenses)	7.73	0.84
Total	**91.66**	**17.70**

f) Operating Lease

The Subsidiary Company has taken on lease certain assets under operating lease arrangements. The contractual future minimum lease payment obligation in respect of these leases are as under:

Office premises

Particulars	31 March 2023	31 March 2022
Minimum lease obligations:		
- Within one year	0.35	-
- Later than one year but not later than five years	0.01	-
- Later than five years	-	-
Total	**0.36**	**-**

At 31 March 2023, the Group had not committed to leases which had not commenced.

The Group has elected not to recognise a lease liability for short term leases (leases of expected term of 12 months or less) or for leases of low value assets, Payments made under such leases are expensed on a straight-line basis. In addition, certain variable lease payments are not permitted to be recognised as lease liabilities and are expensed as incurred.

38 The Holding Company has not declared or paid any dividend during the year ended 31 March 2023 and 31 March 2022.

39 a) NeoSky India Limited, a wholly- owned Subsidiary of the Holding Company, acquired 60% equity stake in Throttle Aerospace Systems Private Limited ('TAS') on 24 May 2022 for a cash consideration of ₹200 million. The entire purchase consideration has been settled by way of cash.

TAS is a drone hardware & software maker based out of Bangalore, India and leads in enterprise, defence and delivery drones.

The Group has undertaken Purchase Price Allocation (PPA), based on management's estimates and fair valuation, as per Ind AS 103- Business Combinations and has recognized the Group's share in the carrying value of assets and liabilities, including identifiable intangible assets (refer details below), of the acquired Company and Non-Controlling interest.

Significant accounting policies and notes to the consolidated financial statements
for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

The assets and liabilities recognized as a result of PPA based on management's estimates and fair valuation are as follows:

Particulars	Amount (₹ million)
Intangible assets	
Brand Valuation	30.25
Softwares	19.96
Non - compete	8.44
Cash and bank balances	120.00
Other Net assets / (liabilities)	47.63
Deferred tax liability	(16.51)
Non-controlling interest	(89.81)
Goodwill	80.04
Total Purchase consideration	**200.00**

The excess of the purchase consideration paid over the fair value of net assets acquired has been attributed to goodwill and same shall not be amortized. The primary items that generated this goodwill comprise of the value of the estimated synergies and Group's foray into drone business, neither of which qualify as an intangible asset. Goodwill is not tax-deductible.

From the date of acquisition, TAS has contributed revenue of ₹44.43 million and loss after tax of ₹38.35 million to the group. If the business combination had taken place at the beginning of the year, revenue would have been ₹44.50 million and loss after tax would have been ₹44.20 million.

b(i) During the previous year ended 31 March 2022, the Company had acquired 623,712 equity shares constituting 33.84 % of the paid-up share capital of Revolt Intellicorp Private Limited (Revolt) and paid application money for subscription to 317,328 share warrants for an aggregate amount of ₹1,000 million. Pursuant to the investment made, 'Revolt' had become an associate of the Company.

b(ii) During the current year, the Holding Company entered into an agreement with Revolt and its promoters to acquire balance 66.16% of equity share capital of Revolt, for a cash consideration of ₹770 million. The entire purchase consideration has been settled by way of cash. The Holding Company fulfilled the prescribed conditions under the agreement and consequently, Revolt became a wholly owned Subsidiary Company effective 13 January 2023.

On Revolt becoming Subsidiary, the Group has undertaken Provisional Purchase Price Allocation (PPA) based on management's estimates and fair valuation of assets and liabilities, as per Ind AS 103. Consequently, the Group has recognized intangibles (refer details below) and fair value impact of ₹137.13 million under the head "other expenses' on revaluing its previously held interest in Revolt as at the date of acquisition, as part of accounting for such business combination in these consolidated financial statements.

The assets and liabilities recognized as a result of PPA based on management's estimates and fair valuation are as follows:

Particulars	Amount (₹ million)
Intangible assets	
Brand	564.11
Technical know how	46.40
Other Net assets / (liabilities)	(171.49)
Contingent liability (at fair value)^	(500.00)
Deferred tax liability	(27.80)
Existing investment value	(597.00)
Goodwill	1,455.78
Total Purchase consideration	**770.00**

Significant accounting policies and notes to the consolidated financial statements

for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

The excess of the purchase consideration paid over the fair value of net assets acquired has been attributed to goodwill and same shall not be amortized. The primary items that generated this goodwill represents the value of the estimated synergies and Group's focus for deeper penetration into electric vehicles business neither of which qualify as an intangible asset. Goodwill is not tax-deductible.

From the date of acquisition, Revolt has contributed revenue of ₹483.02 million and loss after tax of ₹108.41 million to the group. If the business combination had taken place at the beginning of the year, revenue would have been higher by ₹1,943.75 million and loss after tax would have been higher by ₹374.93 million (excluding the impact of share of loss in associate)

Initial recognition and measurement of the assets and liabilities as on acquisition date has been determined on the basis of available facts and information, such provisional amounts are subject to change within the measurement period as provided under Ind AS 103.

^In accordance with paragraph 23 of Ind AS 103, as assessed by the Group management

c) The Holding Company has acquired 100% stake of Neobrands Limited for ₹0.1 million, consequent to which it has become a wholly owned Subsidiary of the Holding Company effective 10 November 2022.

d) The Holding Company has invested an amount of 1 million AED (equivalent ₹22.5 million), in wholly owned foreign Subsidiary, Neorise Technologies- FZCO formed under Dubai Silicon Oasis Authority and registered in Free Zone.

e) The Holding Company has acquired 100% stake of RattanIndia India Investment Manager Private Limited, for consideration of ₹ .03 million consequent to which it has become a wholly owned Subsidiary of the Holding Company. The excess of the fair value of net assets acquired over purchase consideration paid has been attributed to capital reserve.

40 a) No funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Holding Company to or in any person(s) or entity(ies), including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries.

b) Other than as disclosed below, no funds have been received by the Holding Company from any person(s) or entity(ies), including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Holding Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

During the year, the Holding Company has received fund as inter corporate deposit (ICD) from one of the related party Priapus Developers Private Limited (PDPL). Further, same was given in form of inter corporate deposit (ICD) for business operations and investment in equity shares of below Subsidiary companies (100% Subsidiaries of the Company).

Significant accounting policies and notes to the consolidated financial statements

for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

For the year ended 31 March 2023:

ICD received from funding parties	Investment/ ICD given to ultimate beneficiary		Details of funding parties	Details of ultimate beneficiary
	ICD given	Investment		
2,689.89	1,900.00	-	Priapus Developers Private Limited (CIN : U70109DL2009PTC197234, Registered office - Plot No. A-103, Fifth Floor, N.H-8, Road No-4, Mahipalpur Extension, New Delhi-110037)	Cocoblu Retail Limited, Registered office - 5th Floor, Tower-B, Worldmark 1, Aerocity New Delhi- 110037, CIN : U52399DL2021PLC388574
	249.00	-		Neosky India Limited, 5th Floor, Tower-B, Worldmark 1, Aerocity New Delhi 110037 CIN: U62100DL2021PLC386780
	408.43	-		Revolt Intellicorp Pvt. Ltd, House No. 27, Sector 31-32AUrban Estate Shivaji Nagar HR 122001 CIN:U34203HR2017PTC070517
	103.90	-		Neotec Enterprises Limited, 5th Floor, Tower-B, Worldmark 1, Aerocity New Delhi 110037 CIN:U74999DL2021PLC378755
	1.00	-		RattanIndia Investment Manager Private Limited, 5th Floor, Tower-B, Worldmark 1, Aerocity New Delhi 110037 CIN: U65100DL2009PTC197243
	5.00	-		Neobrands Limited, 5th Floor, Tower-B, Worldmark 1, Aerocity New Delhi 110037 CIN:U51909DL2021PLC389349
	-	22.56		Neorise Technologies FZCO, Registered office - DSO-IFZA, Dubai Digital Park, Dubai Silicon Oasis, Building A2, Dubai, United Arab Emirates
2,689.89	**2,667.33**	**22.56**		

For the year ended 31 March 2022:

ICD received from funding parties	Investment/ ICD given to ultimate beneficiary		Details of funding parties	Details of ultimate beneficiary
	ICD given	Investment		
1,625.62	1,604.10	-	Priapus Developers Private Limited (CIN : U70109DL2009PTC197234, Registered office - Plot No. A-103, Fifth Floor, N.H-8, Road No-4, Mahipalpur Extension, New Delhi-110037)	Cocoblu Retail Limited, Registered office - 5th Floor, Tower-B, Worldmark 1, Aerocity New Delhi-110037, CIN : U52399DL2021PLC388574
	1.50	-		Neosky India Limited, 5th Floor, Tower-B, Worldmark 1, Aerocity New Delhi 110037,CIN: U62100DL2021PLC386780
	20.02	-		Neotec Enterprises Limited, 5th Floor, Tower-B, Worldmark 1, Aerocity New Delhi 110037, CIN: U74999DL2021PLC378755
1,625.62	**1,625.62**	**-**		

The Holding Company was required to lend and invest in above Subsidiary companies (100% Subsidiaries of the Company) as per their respective business requirement for furtherance of Company's interest. One of the related party PDPL supported the Company by providing ICD for the same.

41 During the year ended 31 March 2023, Neotec Insurance Brokers Limited ("Neotec"), a wholly owned Subsidiary has received Certificate of Registration to act as Direct Insurance Broker (Life & General) from IRDAI.

42 (i) During the previous year ended 31 March 2022, REL had sold 121,039,989 equity shares of RattanIndia Power Limited (RPL), resulting in decrease in shareholding from 22.07 % to 19.81%, accordingly, RPL had ceased to be associate of REL. Consequently, Holding Company had discontinued the use of equity method for investment in RPL and corresponding losses of ₹5,319.80 million were reversed in the consolidated financial statements of the Group. Further Holding Company had recognised a realised gain of ₹88.77 million and unrealised gain of ₹372.39 million on classification of investment in RPL, as financial asset.

(ii) During the year ended 31 March 2023, in accordance with Ind AS-109, the Holding Company has recognised unrealised loss of ₹2,553.50 million, forming part of 'Other Expenses', on investment in equity shares of RattanIndia Power Limited, on account of movement in market/ quoted price.

Significant accounting policies and notes to the consolidated financial statements
for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

(iii) Out of total holding, 1,040,506,638 (31 March 2022: 1,040,506,638), equity shares of RPL are pledged in favour of the lenders of RPL.

43 The Holding Company's Board of Directors at their meeting held on 10 May 2023, had approved raising of fund through issue of securities, by way of Qualified Institutions Placement ("QIP") or any other permissible mode in compliance with applicable laws, subject to shareholders and other applicable regulatory approvals, for an amount upto ₹10,000 million or its equivalent in any other currencies.

The Holding Company's Board of Directors at their meeting held on 18 May 2023, agreed to enter into a Business Transfer Agreement with RattanIndia Technologies Private Limited, a related entity, to purchase business activities pertaining to its Technology Business, as a going concern, on slump sale basis, for a lump sum consideration of ₹1 million, without values being assigned to individual assets and liabilities. The objective of such acquisition is to enable the Holding Company to develop new capabilities, create valuable knowledge-based resources and improve strategic flexibility to reduce cost and development time.

44 Guarantees excluding financial guarantees

(a)

Particulars^	As at 31 March 2023	As at 31 March 2022
(i) Corporate guarantees given on behalf of Subsidiary companies to vendors, Financial Institutions	3,375.00	-
(ii) Corporate guarantees given on behalf of Subsidiary of related party*	1,515.90	-
Total	**4,890.90**	**-**

*related party disclosure (refer note 34)
^The Group is not expecting any outflows in respect of above guarantees

b) The Holding Company has executed a Deed of Guarantee dated 31 December 2019 as a Sponsor of RattanIndia Power Limited (RPL) in favour of Vistra ITCL (India) Limited (Security Trustee). As per the terms of Deed of Guarantee REL (Sponsor) has guaranteed the Backstopped Liabilities; liabilities of the borrower and claims made by the existing lenders against the borrower in relation to the existing lenders Redeemable preference shares, including but not limited to the payment of any dividend or the redemption of the existing lenders redeemable preference shares.

45 Details of contingent liabilities, pending litigations and other matters:

(i) Claims not acknowledged as debt

	As at 31 March 2023	As at 31 March 2022
Stamp duty demand, that Subsidiary Company, 'Revolt' is currently contesting before the regulatory authorities	3.34	-

(ii) Claims by customers (alongwith interest) in the normal course of business may be payable as and when the outcome of the related matters are finally determined. Management based on the legal inputs and historic trends, believes that no material liability will devolve on the Subsidiary Company, 'Revolt' in respect of such matters.

(iii) Others

Bank guarantees provided to suppliers aggregating to ₹98.48 million which are secured by pledge on its fixed deposits of ₹33.31 million as margin for issuance of such bank guarantees by Subsidiary Company, 'Revolt'.

46 Foreign exchange disclosures:

Value of imports calculated on C.I.F basis by the Group during the financial year in respect of :

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Components/raw materials	12.65	-

Significant accounting policies and notes to the consolidated financial statements
for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

Expenditure in foreign currency

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Rates & taxes	0.18	-
Software Licences	7.16	-
Online subscription	0.16	-

47 A sum of ₹1,528.74 million (31 March 2022: ₹69.60 million) has been presented as 'balances with statutory authorities' under 'Other non-current assets' and 'Other current assets', as at 31 March 2023, that the management is confident of recovery through utilisation against the future sales and service orders, based on management approved projections and refund claims filed/ in the process of being filed, in accordance with applicable GST regulations.

48 A sum of ₹535.60 million (net of provision of ₹166.85 million) has been presented as 'Government Incentives recoverable [Faster Adoption and Manufacturing of Hybrid and Electric Vehicles - Phase II (FAME-II)] scheme'- ₹500.56 million and State Incentive – MAH- ₹35.05 million under 'Other financial assets' as at 31 March 2023, and represents Subsidiary Company's entitlement under the said schemes in relation to electric bikes sold upto 31 March 2023, for which the Subsidiary Company's management has already completed the procedural formalities.

Subsequent to the balance sheet date, IFCI Limited, the project manager for FAME II scheme, on behalf of The Ministry of Heavy Industries (MHI), in its show cause notice dated 3 April 2023 ('SCN) has proposed to challenge Subsidiary Company's eligibility under the FAME II scheme, alleging non- compliance of prescribed criteria and the Phased Manufacturing Programme (PMP) Guidelines. The management is currently in the process of responding to the queries raised in the SCN. The Subsidiary Company's management basis continuous assessment and inputs is confident that it has complied with all the prescribed conditions under the FAME II scheme, including the achievement of localisation, that has also been certified by Automotive Research Association of India ('ARAI'). The management is currently following up with MHI for processing and disbursement of the pending claims and believes that the aforesaid claims are fully recoverable, and that no further adjustment is required in these consolidated financial statements.

49 In respect of amounts as mentioned under Section 125 of the Act, there is no amount required to be transferred to the Investor Education and Protection Fund as at 31 March 2023 and as at 31 March 2022.

50 Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006:

Particulars	As at 31 March 2023	As at 31 March 2022
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year;	952.76	Nil
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year;	10.54	Nil
(iii) The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day;	Nil	Nil
(iv) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	Nil	Nil
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year;	10.53	Nil
(vi) The amount of further interest remaining due and payable even in the succeeding years, until such date when interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of Micro, Small and Medium Enterprises Development Act, 2006.	10.18	Nil

Significant accounting policies and notes to the consolidated financial statements

for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

The above information and that given in Note 24 - 'Trade Payable' regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Group.

51 The Group has not entered into any derivative instruments during the year. The Group does not have any foreign currency exposures towards receivables, payables or any other derivative instrument as at 31 March 2023 and 31 March 2022.

52 The disclosure as per Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 related to loans and advances in the nature of loans given to subsidiaries, associates and others and investments in shares of the Group by such parties is covered in the related party disclosures (refer note 34).

53 The Group is covered under Section 135 of the Act and accordingly has constituted a Corporate Social Responsibility Committee of the Board. However, as the Group did not have average net profits based on the immediately preceding three financial years, the Group is not required to spend amounts towards Corporate Social Responsibility in terms of the Act.

54 The Group considers its investment in associates as strategic and long term in nature and accordingly, in the view of the Management, there is no impairment loss that needs to be recorded for such investments.

55 Effective tax reconciliation

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Tax expense comprise of:		
Current tax expense	149.64	-
Deferred tax expense	(22.09)	2.03
Income tax expense reported in the statement of profit and loss	**127.55**	**2.03**

The major components of income tax expense and the reconciliation of expected tax expense and the reported tax expense in profit of loss are as follows:

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Profit / (loss) before tax	(2,733.45)	5,540.67
Domestic tax rate	25.17%	25.17%
Expected tax expense	**(687.95)**	**1,394.48**
Difference in depreciation charged as per Income Tax Act, 1961 vis-a-vis depreciation as per books of accounts	0.05	1.30
Employee benefits	4.22	0.35
Provision for doubtful debts, advances and contingencies	4.31	-
Other items disallowed/ (allowed) under Income Tax Act, 1961	73.14	(1,307.34)
Fair value adjustments on financial assets carried at fair value	50.66	4.84
Lease Liability (net of right of use asset) including security deposits	4.79	(1.84)
Impact of business combination	(37.54)	-
Adjustment for tax rate on gain/ (loss) related to fair valuation / sale of investment	642.67	(116.28)
Reversal of MAT credit under new tax regime	-	2.03
Deferred tax not recognised on current year losses and unabsorbed depreciation	73.20	24.49
Income Tax expense	**127.55**	**2.03**

Significant accounting policies and notes to the consolidated financial statements
for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

56 Employees Stock Options Schemes

(i) Stock Option Schemes of RattanIndia Enterprises Limited (formerly RattanIndia Infrastructure Limited) ("RIL ESOP 2019"):

Pursuant to a decision taken by the Board of Directors of the Holding Company (Board) in its meeting held on 30 May 2022, the Employee Stock Option Plan- 2019 covering 2,00,00,000 stock options, earlier instituted by the Board, stands cancelled from the said date. No stock options were outstanding under the said scheme, on the date of its cancellation.

(ii) Stock Option Schemes of RattanIndia Enterprises Limited ("REL ESOP 2022"):

RattanIndia Enterprises Limited Employee Stock Option Plan 2022 ("REL ESOP 2022) has been formulated by the Board of Directors pursuant to the authority vested by the shareholders through the resolution passed through postal ballot, the result whereof was declared on 3 August 2022, that such plan shall be administered through REL Employee Welfare Trust (hereinafter "Trust"). The Trust shall make secondary market acquisition for the purpose of the Scheme in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. The pool options proposed to be offered under the Scheme shall be up to a maximum of 5% of the paid-up capital of the Company.

During the year ended 31 March 2023, the Trust has acquired 1,381,988 equity shares (including 226,859 shares settled subsequently) of the Holding Company from the open market at an average price of ₹35.77 per share against the loan given by the Holding Company amounting to ₹50 million to the ESOP Trust which is repayable on demand. As of 31 March 2023, the Trust holds 1,381,988 equity shares (Face value of ₹2 each) of the Holding Company. The financial statements of the Trust have been included in the consolidated financial statements of the Group in accordance with the requirements of Ind AS and cost of such treasury shares has been presented as a deduction in "Other Equity". Such number of equity shares (held by the Trust) have been excluded while computing basic and diluted earnings per share.

57 Details of assets pledged

The carrying amounts of assets pledged as security for current and non-current borrowings are:

Particulars	31 March 2023	31 March 2022
Current		
Inventories	10,704.06	-
Other current assets (includes trade receivables and advances to suppliers)	4,841.28	-
Non-current		
Property, plant and equipment	116.82	-
Other intangibles assets	20.63	-

58 Financial instruments

i) Fair values hierarchy

Financial assets and financial liabilities are measured at fair value in the statement of financial position are grouped into three levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1: Quoted prices (unadjusted) in active markets for financial instruments.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data rely as little as possible on entity specific estimates.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

Significant accounting policies and notes to the consolidated financial statements
for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

Valuation technique used to determine fair value

The fair value of a financial instrument on initial recognition is normally the transaction price (fair value of the consideration given or received). Subsequent to initial recognition, the Group determines the fair value of financial instruments that are quoted in active markets using the quoted bid prices (financial assets held) or quoted ask prices (Financial liabilities held) and using valuation techniques for other instruments. Valuation techniques include discounted cash flow method, market comparable method, recent transactions happened in the group and other valuation models. The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximizing the use of relevant observable inputs and minimising the use of unobservable inputs.

Financial assets and liabilities measured at fair value - recurring fair value measurements:

As at 31 March 2023	Level 1	Level 2	Level 3	Total
Financial assets				
Investment in equity shares (at FVTPL)	3,138.68	-	-	3,138.68
Investment in mutual funds (at FVTPL)	-	13.52	-	13.52

As at 31 March 2022	Level 1	Level 2	Level 3	Total
Financial assets				
Investment in equity shares (at FVTPL)	5,692.19	-	-	5,692.19
Investment in mutual funds (at FVTPL)	-	1,559.78	-	1,559.78

There are no liabilities measured at fair value as at 31 March 2023 and 31 March 2022.

ii) Fair value of financial assets and liabilities measured at amortised cost.

The management assessed that cash and cash equivalents, trade receivables, trade payables, other current financial assets and other current financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments. Where such items are non-current in nature, the same has been classified as Level 3 and fair value determined using discounted cash flow basis. Similarly, unquoted equity instruments where most recent information to measure fair value is insufficient, or if there is a wide range of possible fair value measurements, cost has been considered as best estimate of fair value. [refer note 59(i)]

59 Financial risk management

i) Financial instruments by category

Particulars	31 March 2023			31 March 2022		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
Financial assets						
Investments	3,152.20	-	0.01	7,251.97	-	-
Trade receivables	-	-	483.97	-	-	18.30
Cash and cash equivalents	-	-	321.40	-	-	18.07
Bank balances other than cash and cash equivalents	-	-	1,024.78	-	-	1.22
Loan	-	-	5.53	-	-	-
Other financial assets	-	-	1,351.34	-	-	56.53
Total	**3,152.20**	**-**	**3,187.03**	**7,251.97**	**-**	**94.12**
Financial liabilities						
Borrowings	-	-	9,370.52	-	-	1,200.86
Lease liabilities	-	-	354.86	-	-	388.33
Trade payables	-	-	6,692.05	-	-	479.11
Other financial liabilities	-	-	853.56	-	-	17.01
Total	**-**	**-**	**17,270.99**	**-**	**-**	**2,085.31**

Investment in associate are measured at cost as per Ind AS 27, 'Separate Financial Statements' and hence, not presented here.

Significant accounting policies and notes to the consolidated financial statements

for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

ii) Risk management

The Group is exposed to various risks in relation to financial instruments. The main types of risks are credit risk and liquidity risk. The most significant financial risks to which the Group is exposed are described below:

The Group's risk management is carried out by a central finance department (of the Group) under direction of the Board of Directors. The Board of Directors provides principles for overall risk management, and covering specific areas, such as foreign exchange risk, interest rate risk, credit risk and investment of excess liquidity.

Credit risk

Credit risk is the risk that a counter party fails to discharge an obligation to the Group Credit risk arises from investments, cash and cash equivalents and loans. The Group's maximum exposure to credit risk is limited to the carrying amount of financial assets recognised at 31 March 2023 and 31 March 2022, as summarised below:

Particulars	31 March 2023	31 March 2022
Investment	3,152.20	7,251.97
Trade receivables (i)	483.97	18.30
Cash and cash equivalents (ii)	316.73	18.01
Bank balances other than cash and cash equivalents (ii)	1,024.78	1.22
Loan	5.53	-
Other financial assets (iii)	1,351.34	56.53

The Group's management considers that all of the above financial assets are not impaired and/ or past due for each of the above assets reporting dates under review are of good credit quality.

(i) The Group's management considers assets other than trade receivables, which are 30 days past due and analyses facts and circumstances surrounding each such defaults separately. If the facts indicate a probability of loss of value, the asset's then expected cash flows are plotted in an present value based impairment model to determine the amount of impairment loss.

(ii) The credit risk for cash and cash equivalents and other bank balances is considered negligible, since the counterparties are reputable banks with high quality external credit ratings.

(iii) Other financial assets include incentive receivables, GST refund receivables and other receivables including security deposits. Credit risk related to incentives is managed by continuous monitoring of changes in regulatory environment including changes in regulations and government policies under which such incentives are receivable and making necessary adjustments in the financial statements in case the management assesses that credit risk has increased significantly. For other financial assets, the management monitors the recoverability of such assets on continuous basis and makes adjustments wherever deemed necessary.

The Holding Company's management considers that all of the above financial assets that are not impaired and/ or past due for each of the above assets reporting dates under review are of good credit quality.

Significant accounting policies and notes to the consolidated financial statements
for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

Credit risk exposure

As at 31 March 2023:

Particulars	Estimated gross carrying amount at default	Expected credit loss	Carrying amount (net of provision)
Trade receivables	503.78	(19.81)	483.97
Cash and cash equivalents	321.40	-	321.40
Other bank balances	1,024.78	-	1,024.78
Other financial assets	1,518.19	(166.85)	1,351.34

As at 31 March 2022:

Particulars	Estimated gross carrying amount at default	Expected credit loss	Carrying amount (net of provision)
Trade receivables	18.30	-	18.30
Cash and cash equivalents	18.07	-	18.07
Other bank balances	1.22	-	1.22
Other financial assets	56.53	-	56.53

The movement in the allowance for expected credit loss in respect of trade receivables and other financial assets is as follows:

Particulars	As at 31 March 2023	As at 31 March 2022
Balance at the beginning of the year	-	-
Additions	19.81	-
Addition on account of acquisition (Refer Note 39)	166.85	-
Balance at the end of the year	**186.66**	**-**

Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Due to the nature of the business, the Group maintains flexibility in funding by maintaining availability under committed facilities.

Management monitors rolling forecasts of the group's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Group takes into account the liquidity of the market in which the entity operates.

Maturities of financial liabilities

The tables below analyse the Group's financial liabilities into relevant maturity groupings based on their contractual maturities for all non-derivative financial liabilities.

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

31 March 2023	Less than 1 year	1-5 year	More than 5 years	Total
Non-derivatives				
Borrowings*	9,370.52	-	-	**9,370.52**
Trade payable	6,692.05	-	-	**6,692.05**
Other financial liabilities	853.56	-	-	**853.56**

Significant accounting policies and notes to the consolidated financial statements

for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

31 March 2022	Less than 1 year	1-5 year	More than 5 years	Total
Non-derivatives				
Borrowings*	1,200.86	-	-	**1,200.86**
Trade payable	479.11	-	-	**479.11**
Other financial liabilities	17.01	-	-	**17.01**

*Borrowings excludes finance lease obligations, refer note 37 for disclosure of maturity profile of finance lease obligations.

Market Risk

(a) Foreign currency risk

The Group is exposed to foreign exchange risk arising from foreign currency transaction, primarily with respect to amount payable in US dollar Foreign exchange risk arising from recognised assets and liabilities denominated in a currency that is not the Group's functional currency.

Foreign currency risk exposure:

The Group's exposure to foreign currency risk at the end of the reporting years are as under:-

Particulars	31 March 2023		31 March 2022	
	Amount in Foreign Currency (USD)	Amount (₹ in million)	Amount in Foreign Currency (USD)	Amount (₹ in million)
Creditors	0.27	21.44	-	-

Sensitivity

The sensitivity of profit or loss and equity to change in the exchange rates arises mainly from foreign currency denominated financial instruments and the sensitivity risk at the end of the reporting years are as under:-

Particulars	31 March 2023	31 March 2022
Interest rates – increase by 100 basis points (31 March 2022: 100 basis points)	0.21	-
Interest rates – decrease by 100 basis points (31 March 2022: 100 basis points)	(0.21)	-

(b) Interest rate risk exposure

(i) Liabilities

The Group's policy is to minimise interest rate cash flow risk exposures on long-term financing. At 31 March 2023, the Group is exposed to changes in market interest rates through bank borrowings at variable interest rates. The Group's fixed deposits are carried at amortised cost and are fixed rate deposits. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

Interest rate risk exposure

Below is the overall exposure of the Group to interest rate risk:

Significant accounting policies and notes to the consolidated financial statements
for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

Particulars	31 March 2023	31 March 2022
Variable rate:		
Borrowing	1,030.31	-
Total variable rate exposure	**1,030.31**	**-**
Fixed rate:		
Borrowing	8,340.21	1,200.86
Total fixed rate exposure	**8,340.21**	**1,200.86**

Sensitivity

Below is the sensitivity of profit or loss and equity due to changes in interest rates, assuming no change in other variables:

Particulars	31 March 2023	31 March 2022
Interest rates – increase by 100 basis points (31 March 2022: 100 basis points)	103.03	-
Interest rates – decrease by 100 basis points (31 March 2022: 100 basis points)	(103.03)	-

Price risk

Exposure

The Group is exposed to price risk in respect of its investment in mutual funds (unquoted) and quoted equity shares (refer note 7(c) & 13).

Sensitivity

Below is the sensitivity of profit or loss and equity changes in fair value of investments, assuming no change in other variables:

Particulars	31 March 2023	31 March 2022
Price sensitivity		
Price increase by 1000 basis points (31 March 2022: 1000 basis points)	315.22	725.20
Price decrease by 1000 basis points (31 March 2022: 1000 basis points)	(315.22)	(725.20)

60 Capital management

The Group's capital management objectives are

- to ensure the Group's ability to continue as a going concern
- to provide an adequate return to shareholders

The Group's monitors capital on the basis of the carrying amount of equity less cash and cash equivalents as presented on the face of balance sheet.

Management assesses the Group's capital requirements in order to maintain an efficient overall financing structure while avoiding excessive leverage. This takes into account the subordination levels of the Group's various classes of debt. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

Significant accounting policies and notes to the consolidated financial statements

for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

The amounts managed as capital by the Group for the reporting periods under review are summarised as follows:

Particulars	31 March 2023	31 March 2022
Short-term borrowings	9,370.52	1,200.86
Total borrowings	**9,370.52**	**1,200.86**
Cash and cash equivalents	321.40	18.07
Bank balances other than cash and cash equivalents	1,024.78	1.22
Investment of excess fund in mutual funds	13.52	1,559.78
Net debts	**8,010.82**	**(378.21)**
Total equity (i)	**4,096.12**	**6,987.98**
Net debt to equity ratio	**1.96**	**(0.05)**

Note: (i) Equity includes capital and all reserves of the Group that are managed as capital.

61 During the year ended 31 March 2023, the Subsidiary Company in the normal course of business had received certain queries from Goods and Service tax department, in relation to reconciliation of output tax liability, pattern of input tax credit availment etc., for which management has already submitted its responses. No subsequent communication/ demand has been received by the Subsidiary Company, requiring any adjustment in these consolidated financial statements.

62 Subsidiary Company, 'Revolt' has estimated amount of contract remaining to be executed on capital and other commitments not provided for (net of advances) is ₹2443.31 million. Apart from above mentioned amount, certain purchase orders issued to suppliers are for open quantities.

63 Financial Ratios:

Following are analytical ratios for the year ended 31 March 2023 and 31 March 2022

Particulars	Numerator/ Denominator	31 March 2023	31 March 2022	Variance	Reason for Variance
Current ratio	Current assets/ Current liabilities	0.90	1.20	(25)%	Increase due to Borrowing in current year.
Debt - equity ratio	Total debt*/ Shareholder's equity	2.29	0.17	1231%	Increased due to ICD taken
Debt service coverage ratio	Earning available for debt service/ Debt service	(4.19)	6.40	(165)%	Decrease in EBIDTA during the year.
Return on equity (ROE)	Net profits/ (loss) after taxes/ Average shareholder's equity	(51.62)%	141.41%	(193)%	Current year loss from fair valuation of Investment-Unrealized in RPL.
Trade receivables turnover ratio	Revenue/ Average trade receivables	164.21	8.36	1864%	Increase in average trade receivables in current year.
Trade payable turnover ratio	Purchase of services and other expenses/ Average trade payables	12.47	1.02	1122%	Increase in average trade payables in current year.
Net capital turnover ratio	Revenue/ Working capital	(23.34)	0.41	(5800)%	Increase in revenue and decrease working capital in the current year.
Net Profit ratio	Net profit/ (loss)/ Revenue	(6.94)%	3958.15%	(3965)%	Decrease in profits during the year although revenue has been increased
Return on capital employed (ROCE)	Earning before interest and tax/ Capital employed	(15.57)%	67.88%	(83)%	Decrease in EBIT during the year.

* Total debts excluding lease liabilities

Significant accounting policies and notes to the consolidated financial statements
for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

In view of the above and considering that the Subsidiary Company- Cocoblu Retail Limited commenced full commercial operations during the current financial year, the figures of current quarter/ year and previous quarter of consolidated audited financial results are not comparable with the figures of corresponding previous periods/year.

64 In respect of amounts as mentioned under Section 125 of the Companies Act, 2013, there were no dues required to be credited to the Investor Education and Protection Fund as at 31 March 2023.

65 The Code on Social Security, 2020 ('Code') has been notified in the Official Gazette of India on 29 September 2020, which could impact the contributions of the Group towards certain employment benefits. Effective date from which changes are applicable is yet to be notified and the rules are yet be framed. Impact, if any, of change will be assessed and accounted for in the period of notification of relevant provisions.

66 Reconciliation of liabilities arising from financing activities

Particulars	Short-term borrowings	Lease liabilities	Total
As at 01 April 2021	-	-	-
Cash flows:			
Receipt of borrowing	2,040.20	-	2,040.20
Repayment of borrowings	(851.80)	-	(851.80)
Payment of lease rentals	-	(13.43)	(13.43)
Non-Cash :			
Lease liabilities	-	397.68	397.68
Interest accrued	12.46	-	12.46
Fair value adjustment	-	4.08	4.08
As at 31 March 2022	**1,200.86**	**388.33**	**1,589.19**
Cash flows:			
Receipt of borrowing	7,541.22	-	7,541.22
Repayment of borrowings	(79.02)	-	(79.02)
Payment of lease rentals	-	(66.21)	(66.21)
Non-Cash :			
Acquisition of business combination	261.34	10.27	271.61
Interest accrued	458.58	-	458.58
Conversion of accrued interest in to ICD	(12.46)	-	(12.46)
Fair value adjustment	-	22.47	22.47
As at 31 March 2023	**9,370.52**	**354.86**	**9,725.38**

Notes to the consolidated financial statements
for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

67 Additional information as required by paragraph 2 of the general instructions for preparation of consolidated financial statements to Schedule III to the Act: -

Name of entity	31 March 2023						31 March 2022					
	Net assets (total assets minus total liabilities		Share of profit or (loss)				Net assets (total assets minus total liabilities		Share of profit or (loss)			
	As % of consolidated net assets	Amounts	As % of consolidated profit or loss	Profit or (loss)	As % of consolidated comprehensive income	Total comprehensive income	As % of consolidated net assets	Amounts	As % of consolidated profit or loss	Profit or (loss)	As % of consolidated comprehensive income	Total comprehensive income
Holding Company												
Rattan India Enterprises Limited	104.28%	4,349.27	97.88%	(2,800.31)	97.98%	(2,800.49)	103.02%	7,198.75	7.75%	429.21	7.73%	428.12
Subsidiaries/Step down Subsidiaries												
Cocoblu Retail Limited	94.01%	3,920.68	(16.42)%	469.70	(16.43)%	469.65	22.20%	1,551.02	(0.89)%	(49.08)	(0.89)%	(49.08)
Revolt Intellicorp Private Limited*	(6.49)%	(270.64)	3.79%	(108.41)	3.67%	(104.96)	-	-	-	-	-	-
Throttle Aerospace System Private Limited	3.53%	147.19	1.34%	(38.35)	1.33%	(38.12)	-	-	-	-	-	-
Neosky India Limited	4.15%	173.09	0.80%	(22.81)	0.80%	(23.00)	(0.06)%	(3.91)	(0.08)%	(4.41)	(0.08)%	(4.41)
Neotec Enterprises Limited	(2.46)%	(102.80)	2.76%	(78.99)	2.77%	(79.24)	(0.34)%	(23.56)	(0.42)%	(23.28)	(0.43)%	(23.65)
RattanIndia Investment Manager Private Limited	0.00%	0.05	0.00%	0.10	0.00%	0.10	0.00%	(0.04)	0.00%	(0.05)	0.00%	(0.05)
Neotec Insurance Brokers Limited	0.20%	8.17	0.06%	(1.64)	0.06%	(1.64)	0.14%	9.81	0.00%	(0.19)	0.00%	(0.19)
Neobrands Limited	(0.03)%	(1.09)	0.04%	(1.13)	0.04%	(1.13)	-	-	-	-	-	-
Neorise Technologies	0.53%	22.03	0.01%	(0.35)	0.02%	(0.53)	-	-	-	-	-	-
Total eliminations/ consolidation adjustment	(97.71)%	(4,075.27)	5.31%	(151.93)	5.32%	(152.11)	(37.36)%	(2,610.73)	96.06%	5,320.66	96.07%	5,319.80
Associates												
Revolt Intellicorp Private Limited*	-	-	4.43%	(126.88)	4.43%	(126.70)	12.40%	866.64	(2.42)%	(134.22)	(2.41)%	(133.36)
Total	**100.00%**	**4,170.68**	**100.00%**	**(2,861.00)**	**100.00%**	**(2,858.17)**	**100.00%**	**6,987.98**	**100.00%**	**5,538.64**	**100.00%**	**5,537.18**

* Associate upto 12 January 2023

Significant accounting policies and notes to the consolidated financial statements

for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

68 Consolidated segment wise revenue, results, assets and liabilities: -

a.

S. no.	Particulars	31 March 2023	31 March 2022
(i)	**Segment Income**		
	(a) Retail- E-commerce business	40,656.77	108.15
	(b) Others	609.55	31.78
	Sub-Total	**41,266.32**	**139.93**
	Less: Inter segment revenue	28.42	-
	Total	**41,237.90**	**139.93**
(ii)	**Segment Results**		
	(a) Retail- E-commerce business	794.94	(45.70)
	(b) Others	(527.70)	(172.68)
	Sub-Total	**267.24**	**(218.38)**
	Less: Finance cost	492.58	18.22
	Less: Depreciation exp.	98.82	12.68
	Less: Other expenses (unrealised loss on fair value of investment)	2,553.50	-
	Add: Other income	144.21	5,789.95
	Profit before tax	**(2,733.45)**	**5,540.67**
(iii)	**Segment Assets**		
	(a) Retail- E-commerce business	14,205.57	2,361.53
	(b) Others	9,187.11	8,497.72
	Unallocated	2,600.01	7.30
	Sub-Total	**25,992.69**	**10,866.55**
	Less: inter segment eliminations	4,114.21	1,781.84
	Total Assets	**21,878.48**	**9,084.71**
(iv)	**Segment Liabilities**		
	(a) Retail- E-commerce business	10,681.19	811.96
	(b) Others	7,026.26	1,322.52
	Unallocated	39.29	-
	Sub-Total	**17,746.74**	**2,134.48**
	Less: inter segment eliminations	38.94	37.75
	Total Liabilities	**17,707.80**	**2,096.73**

Particulars	31 March 2023			31 March 2022		
	Capital Expenditure	Non-cash Expenditure other than depreciation	Depreciation & Amortization	Capital Expenditure	Non-cash Expenditure other than depreciation	Depreciation & Amortization
(a) Retail- E-commerce business	13.95	-	41.36	5.53	-	6.03
(b) Others	74.41	152.48	34.69	0.62	-	0.17
Segment Total	**88.36**	**152.48**	**76.05**	**6.15**	**-**	**6.20**
Unallocated	-	2,553.50	22.77	-	133.36	6.35
Total	**88.36**	**2,705.98**	**98.82**	**6.15**	**133.36**	**12.55**

Significant accounting policies and notes to the consolidated financial statements

for the year ended 31 March 2023

(All amount in ₹ Million, unless otherwise stated)

b. Revenue from major customers

There is no single customer that accounts for more than 10% of the Group's revenue for the year ended 31 March 2023 and 31 March 2022.

69 Other statutory information

(i) The Group does not have any Benami property and no proceedings have been initiated or pending against the Holding Company and its Indian subsidiaries for holding any Benami property, under the Benami Transactions (Prohibitions) Act, 1988 (45 of 1988) and the rules made thereunder.

(ii) The Group did not have transactions during the current and previous year with struck off companies under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.

(iii) The Group did not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(iv) The Group has not traded or invested in Crypto currency or Virtual Currency during the year.

(v) The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) 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 Party (Ultimate Beneficiaries) or

b. provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

(vi) The Group has not entered into any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

(vii) The Group has not been declared as a 'Wilful Defaulter' by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India

(viii) The Group has complied with the number of layers prescribed under clause (87) of section 2 of the act read with the Companies (Restriction on Number of Layers) Rules 2017.

70 The Subsidiary Company- Cocoblu Retail Limited was incorporated on 21 October 2021 and had commenced its operations thereafter. Further, in view of business combination transactions undertaken by the Group, as enumerated in note 39, the previous year figures are not strictly comparable to those of the current year.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No.: 001076N/ N500013

For and on behalf of the Board of Directors

Deepak Mittal	**Rajiv Rattan**	**Rajesh Kumar**	**Vinu Balwant Saini**	**Rajesh Arora**
Partner	*Chairman*	*Whole Time Director*	*Chief financial officer*	*Company Secretary*
Membership No.: 503843	DIN: 00010849	DIN: 03291545	PAN: AFSPB8478G	FCS-4081
Place: New Delhi	Place: New Delhi	Place: New Delhi	Place: New Delhi	Place: New Delhi
Date: 29 May 2023	Date: 29 May 2023	Date: 29 May 2023	Date: 29 May 2023	Date: 29 May 2023

RattanIndia Enterprises Limited

CIN: L74110DL2010PLC210263
Registered Office: 5th Floor, Tower-B
Worldmark-1, Aerocity, New Delhi-110037
Website: www.rattanindia.com
Phone: 011-46611666