To,

Listing Compliance Department, The National Stock Exchange of India Ltd., (Through NEAPS) **Symbol: EMIL** **Series: EQ** **ISIN: INE02YR01019**	Listing Compliance Department BSE Limited (Through BSE Listing Centre) **Scrip Code: 543626**

Dear Sir/Madam,

Sub: Notice of Annual General Meeting along with Integrated Annual Report of the Company for the Financial Year 2023-24.

This is to inform you that the Sixth (6th) Annual General Meeting of the Company is scheduled to be held on Friday, 30th August 2024 at 12:30 p.m. through Video Conference/other Audio-Visual means ("**e-AGM**") in accordance with applicable Circulars of the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

Pursuant to Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Integrated Annual Report along with the Notice of the Annual General Meeting of the Company for the Financial Year 2023-24 which is being sent to the Members through email.

The advertisement is also available on the website of the Company at investors.electronicsmartindia.com.

We further inform you that the Board has finalized Friday, 23rd August 2024 as the cut-off date for determining the eligible members who shall be entitled to avail of the facility of e-voting on the business items outlined in the Notice of e-AGM and to attend the e-AGM.

We request you kindly take the above information on record.

Thanking You,
For and on behalf of **Electronics Mart India Limited**

RAJIV KUMAR
Digitally signed by RAJIV KUMAR
Date: 2024.08.02 18:45:13 +05'30'

Rajiv Kumar
Company Secretary and Compliance Officer
Date: 02nd August 2024
Place: Hyderabad

Encl.: as above

Rooted in
EXPERIENCE
Branching out with
TRUST

Electronics Mart India Limited

Integrated Annual Report 2023-24

ELECTRONICS | KITCHENS | AUDIO | AUTOMATION

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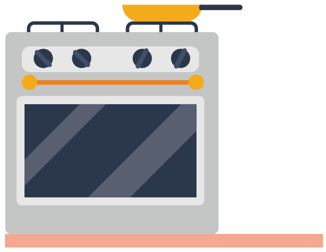


For more investor-related information, please visit:
https://investors.electronicsmartindia.com/

Or scan the QR code below

Investor Information

Market Capitalisation as on 31st March 2024	: ₹ 73,717.90 Million
CIN	: L52605TG2018PLC126593
BSE Code	: 543626
NSE Symbol	: EMIL
AGM Date	: 30th August 2024
AGM Venue	: Virtual

Rooted in **EXPERIENCE.** Branching Out with **TRUST.**

At Electronics Mart, where decades of industry wisdom guide us, we consistently cater to consumer demands through our innovative cluster-based expansion strategy. With over 40 years of evolution, our Company intuitively comprehends the diverse needs of our customers, delivering exemplary products such as smartphones, laptops, and home appliances.

Furthermore, our dedication to customer satisfaction propels us to offer unmatched service and assistance, fostering enduring trust and loyalty. As we expand our footprint into new territories of Delhi-NCR, we draw upon our rich reservoir of experiences to curate unparalleled shopping experiences.

Electronics Mart 'Rooted in Experience' is now 'Branching Out with Trust', with a determination in its commitment to adapt and thrive within the dynamic landscape of electronics industry, consistently delivering high-quality products and exceptional service to our esteemed customers.

About
THE COMPANY

Rooted in Legacy. Growing with Purpose.

More than Electronics: Crafting Experiences Since 1980

Established in 1980, Electronics Mart India Limited (referred to as 'Electronics Mart, 'EMIL', 'Our Company' or 'We') stands out as a distinguished multi-brand retailer specialising in a diverse array of consumer durables, electronics and electrical appliances. With a widespread network of stores, including both multi-brand outlets (MBOs) and exclusive brand outlets (EBOs), we operate across 61 cities in 06 states. Embracing a cluster-based expansion model, we have recently expanded our presence in Delhi-NCR and Kerala. Additionally, our MBOs, averaging approximately 10,000 sq. ft. in size, actively compete with larger industry players, resulting in heightened throughput and robust unit economics.

By introducing speciality stores, we have diversified our retail footprint, each targeting specific consumer segments. These include Kitchen Stories, specialising in luxury modular kitchens with built-in appliances; Easy Kitchens, offering affordable modular kitchens with integrated appliances; Audio & Beyond, concentrating on high-end audio and home automation solutions; and iQ, an exclusive chain of Apple Stores. This strategic diversification into specialised retail segments underscores our commitment to adaptability and responsiveness to market dynamics, solidifying our position as a versatile and customer-centric leader in the electronic retail sector.

₹ 62,854 Million
Revenue for 2023-24

2,629
No. of Employees

100+
Brands

8,000+
SKUs Across Product Categories

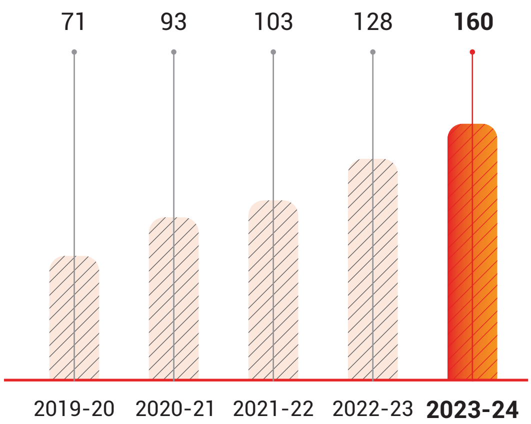
61
Cities Present Across
06
States

Fourth-largest
Consumer Durables and Electronics Retailer in India

Largest Player
In the Southern Region (in Terms of Revenue) With Dominance in Telangana and Andhra Pradesh

- Mobiles
- Large Appliances
- Small Appliances, IT & Others

Retail Store Count



Vision

- To achieve the milestone of happy customers with every purchase.
- To fulfil every customer's requirement with the best range of home appliances from world - renowned brands.

Mission

To provide best technology for every household in the country and deliver wide range of durable products at affordable prices.

Values

Quality First

Everyone has aspirations of having a home with luxury electronic brands and a comfortable home. We aim to serve our customers with top-notch quality brands yet maintain the customer and pocket-friendly prices. Quality is a need in itself and we have proven to cater to our customers' satisfaction and continue to do so.

Stay Updated About Electronics Trends

A new day is a new introduction to a new trend. As a team, we work towards learning about the electronic trends in and around the globe to provide our audience with worldly home appliances and gadgets in time. The need to stay updated applies to us because our main priority is meeting our customers' necessities.

Loyalty is a Priority

We, as a team, promise to provide the top and most reliable products and services to our customers. We wish to keep the consistency of bringing a smile to each of our customers' faces with our successful attempts at being trustworthy.

Best Service

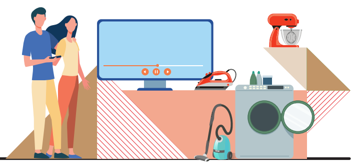
We aspire to build a bond with our customers. To be at our audience's service any minute of the day and guide them with any help regarding technology and electrical appliances is our number one priority.

Portfolio and
KEY BRANDS

Rooted in Excellence. Branching into New Realms.

At Electronics Mart, we strategically position ourselves in the electronics, home appliances, and consumer durables markets by delivering comprehensive solutions. With an extensive product portfolio, our Company caters to diverse customer needs. Moreover, we offer a wide range of choices across categories, brands, stores and price points, thereby enhancing our competitive edge.

DIVERSIFIED PRODUCT OFFERINGS



AC

Mobile Phone

Laptop

TV

Washing Machine

Refrigerator

Cooler

Mixer

Diversified Product Profile

Mobiles

Phones

Fitness Trackers

Tablets

- Fastest-growing segment
- Have relationships with the large brands in this space – Apple, Samsung, Oppo, Vivo and OnePlus

Large Appliances

TVs

Washing Machines

ACs

Refrigerators

- Highest contributing segment in terms of revenues
- Have relationships with the largest brands in this space - LG, Samsung, Phillips, and Sony, among others

Small Appliances, IT & Others

Laptops

Printers

Geysers

Others

- Have relationships with the largest brands in this space – Dell, Sony, Havells, and Orient, among others

BAJAJ ELECTRONICS

100+

World's Best Electronic Brands Under One Roof

Bajaj Electronics boasts an impressive array of renowned brands, making it a heaven for consumer electronics. From the latest advancements in technology to timeless classics, we curate a diverse array of offerings to cater to every need and desire of our customers.

Over time, with a diverse range of products and a keen focus on understanding and meeting consumer needs, Bajaj Electronics has emerged as the premier electronic retail chain in India. The brand has earned the trust and loyalty of its customers, establishing itself as the most trusted brand for consumer electronics in Telangana and Andhra Pradesh.

Brands

SAMSUNG | LG | Panasonic | SONY | oppo | vivo | DELL | hp | ONEPLUS | mi | Whirlpool | VOLTAS

Our Strengths

Wide Range of Products

Offering a wide range of products across all categories of electronics.

Competitive Prices

Assuring competitive prices for quality products.

Easy finance Options

Providing multiple finance options and easy installment schemes.

Transformation and Excellence

The integration of technology and tradition has been our guiding light on the path to success. Through innovation, our Company has adapted and connected with a vast audience, enabling us to deliver exceptional services and uphold premium customer-centric values.

Scan, Click, Explore – Bajaj Electronics, Your Digital Haven

https://www.bajajelectronics.com

iQ

Immerse yourself in the Apple universe with iQ, an authorised Apple reseller from Electronics Mart. The iQ Store reflects Apple's global eminence with meticulous curation, offering visitors an immersive experience. Known for innovation, Apple products drive the essence of the iQ Store, bringing together cutting-edge technology and firm customer loyalty.

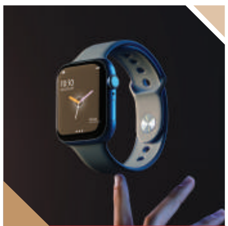
Apple products are known for their innovation and ingenuity worldwide. It's a known fact that Apple has changed the face of how technology is used in everyday life. iQ Store is an Authorised Apple Reseller from the house of Electronics Mart India Limited, one of the most trusted electronics retail chains present across major cities in Andhra Pradesh, Telangana & Delhi-NCR and enjoys a high level of customer loyalty across the globe. Our showrooms are designed with Apple's world-class standards – a place perfect for all Apple lovers.

Products on Offer

iPhone

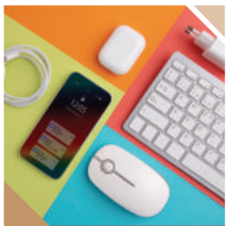
Mac

iPad

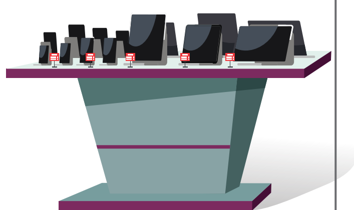


Apple Watch

Airpods



Apple Accessories



4

iQ Stores Across India

Scan, Click, Explore – iQ, Touch the Future.

https://iqstoreindia.com/

KITCHEN STORIES

Presenting India's first ever experiential showroom, Kitchen Stories brings an exquisite collection of luxury built-in kitchen appliances from over 15 renowned global brands. Be it a coffee machine or a built-in refrigerator, we offer everything from A to Z that defines a luxury kitchen. Featuring top-tier names like Bora, Asko, Bosch, Liebherr, and Kenwood among others, we redefine culinary spaces. Our curated blend of world-class innovation and timeless elegance sets new standards. Additionally, propelling its growth trajectory, Kitchen Stories has partnered with Häcker Kitchens, a prestigious German brand, paving the way for a transformative journey ahead.

100+

Luxury Kitchen Appliances

Let's Elevate Kitchen Experience With Kitchen Stories

Where quality meets unparalleled expertise, creating spaces that tell a story and creating value for end users.

For All Your Picture-Perfect Kitchen and Luxury A-Z Kitchen Needs

https://bekitchenstories.com/products

AUDIO & BEYOND

Indulge in unparalleled comfort and sophistication with Audio & Beyond, powered by Bajaj Electronics, a trusted leader in electronics for over four decades. The Company's home automation systems are thoughtfully designed to elevate customers' lifestyle with state-of-the-art audio, automation, video, and security solutions. Featuring products from renowned global brands, Audio & Beyond personalises your living space to perfectly reflect your unique style and preferences.

30+
Globally Renowned Brands

Gateway to a Tech-Savvy Home, Want a Movie Night Magic?

Experience quality cinema with home automation systems – TV and sound on, lights dim and you're ready for a thrilling movie night.

Products on Offer

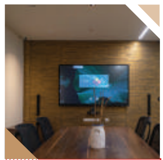

Audio and Video Solutions


Home Automation


Whole Home Networking


Security


Home Theatre Solutions


Conference Room Solutions

Vision

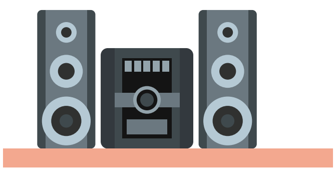
Our focus is on creating experiences! Audio & Beyond has an innovative spirit to ensure that smart homes can create the best experiences when powered with the latest technology. Making this technology accessible is what Audio & Beyond aims to achieve!

Mission

Connecting homes with smart technology and state-of-the-art products to deliver user experiences that are future friendly and educational. Smart homes are not the future, they are the present!

Values

Transparency at every step of the way and ensuring that it's a collaborative experience is what we prioritise. Bringing reliable solutions to our clients and integrating globally renowned brands into our solutions ensures that we deliver unparalleled user experience and top-notch quality.



Access Control, Comfort, and Cutting-Edge Technology Right at Your Fingertips
https://www.audioandbeyond.in/rooms

EASY KITCHENS

Easy Kitchens, presented by Electronics Mart India Limited, offers a collection of budget-friendly modular kitchens and integrated kitchen appliances that seamlessly blend high-end functionality with contemporary design. The brand ensures a holistic understanding of one's dream kitchen space and brings it to life through cutting-edge design.

Building Decorative Space Process

- Detailed Quotations Based on the Floor Plan
- Site Visits for Measurements
- Agreement on Price and Design
- Manufacturing of the Kitchen
- Installation by Experts within 3-4 Days

Also Available at
4
Bajaj Electronics Showrooms

3
Exclusive Showrooms in Hyderabad

The World of Easy Kitchens

Where high-quality materials and contemporary designs converge to redefine cooking space and bring a dream kitchen to life.

Why Easy Kitchens?
Let's Scan and Explore

https://easykitchens.co.in/

MILESTONE

Rooted in Expertise. Branching Out with Knowledge.

1980

- Inaugurated the first Bajaj Electronics store at Lakdi-ka-Pul, Hyderabad

2014

- Crossed ₹ 5,000 Million of net sales

2017

- Started operating on e-commerce platforms in partnership with Amazon and Flipkart
- Opened the First iQ store, an authorised reseller of Apple products, in Hyderabad

2018

- Opened the 50th store in Hyderabad
- Surpassed ₹ 20,000 Million of net sales
- Incorporated Electronics Mart India Limited, pursuant to the conversion of Bajaj Electronics, a partnership firm, into a public limited Company

2020

- Crossed ₹ 30,000 Million of net sales
- Opened a specialised 'Kitchen Stories' store in Hyderabad with an exquisite collection of luxury built-in kitchen appliances

2022

- Raised ₹ 5,000 Million by listing equity shares at BSE & NSE after a successful IPO
- Expanded to new territories by opening 12 'Electronics Mart' stores in NCR
- Opened the first specialised 'Easy Kitchen' store in Hyderabad, offering a collection of budget-friendly modular kitchens and integrated kitchen appliances
- Opened the first specialised 'Audio & Beyond' store in Hyderabad, providing automation, video and security solutions

2023

- Ventured into Kerala and expanded to newer geographies
- Achieved ₹ 50,000 Million of net sales
- Encouraged sustainable practices by installing solar panels at stores

Value
CHAIN

Effective Value Chain and Inventory Management

At Electronics Mart, we demonstrate our expertise through the efficient management of inventory across vast warehouses and individual storage facilities. These facilities serve as the backbone of our supply chain operations. This proficiency is essential for supporting our Company's consumer durable and electronic retail stores, enhancing operational efficiency. Additionally, it ensures optimal in-store product availability to meet customer demands.

Planning

Through strategic planning, technology adoption, and continuous improvement initiatives, EMIL can enhance the efficiency and resilience of their value chains while delivering superior customer experiences.

Effective value chain and inventory management are essential components of successful business operations. By optimising the flow of goods and information across the supply chain, EMIL can create value for customers, reduce costs, and gain a competitive edge in today's dynamic marketplace.

Sourcing

Effective sourcing is a critical enabler of value chain and inventory management strategies, helping EMIL to optimise operations, reduce costs, and enhance customer satisfaction. By adopting a strategic approach to supplier selection, relationship management, and process optimisation, EMIL can build resilient and agile supply chains capable of meeting the dynamic demands of today's marketplace.

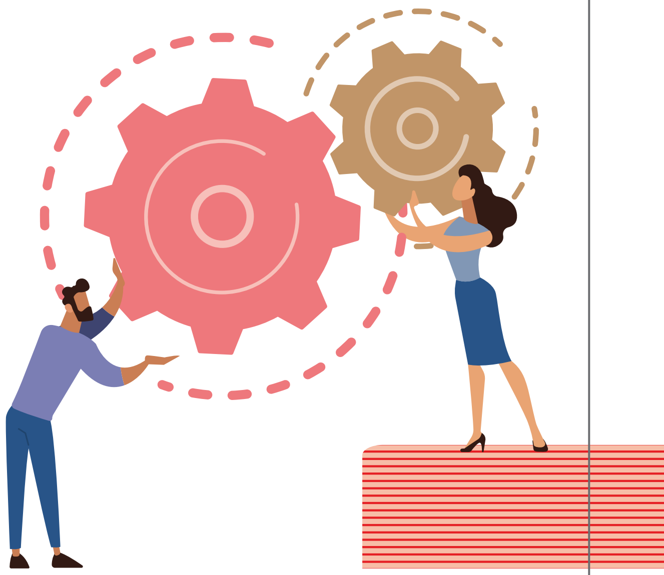
Vendor Management

Vendor management is a cornerstone of effective value chain and inventory management, playing a pivotal role in ensuring a seamless flow of goods and services throughout the supply chain. By cultivating strong relationships with vendors and suppliers, EMIL can optimise inventory levels, minimise costs, and enhance overall operational efficiency.

Distribution and Logistics

Distribution and logistics are integral components of effective value chain and inventory management, enabling EMIL to optimise operations, reduce costs, and deliver superior customer experiences. By adopting a strategic approach to distribution and logistics management, EMIL can build agile and resilient supply chains capable of meeting the demands of today's dynamic marketplace.

Note: the data points are taken from DRHP



Building Operating Efficiencies

At Electronics Mart (EMIL), we strategically invest in technology for inventory management to drive operational efficiency and minimise costs throughout our value chain. This ensures optimal product availability in stores by carefully balancing supply chain management from planning to logistics. By optimising processes, leveraging technology, and fostering a culture of continuous improvement, EMIL enhances in-store customer experiences, leading to increased demand fulfilment, improved store revenues, and sustained business growth. This approach enables us to streamline operations, reduce costs, maximise productivity, and deliver superior customer experiences, positioning us for sustainable success in today's competitive marketplace.

Marketing & Sales

Marketing and sales play essential roles in effective value chain and inventory management by driving demand, optimising sales channels, and aligning customer needs with inventory levels. Through strategic marketing and sales efforts, EMIL can enhance the efficiency and profitability of their operations while ensuring customer satisfaction and loyalty.

Quality Control

Block stacking is a warehousing method in which goods are stacked directly on the floor. When this storage technique is employed properly, it can bring several logistics benefits. It's essential to know the particular characteristics of this system and the situations in which its most effective in order to get the most out of it. By adopting Block stacking methods, EMIL can reduce ware house operations cost, improve effective space maximisation, SKU management, height limitations to prevent damage due to falling of goods, reduce risk of accidents, improve faster and accurate picking of the order material.

Pilferage Control

Through monthly perpetual inventory schedules, frequent surprise audits (stock, cash, process), regular monitoring of activities through surveillance control room, technology adoption, and continuous improvement initiatives, EMIL is reducing financial losses, supply chain disruptions, and damaged customer relations due to incomplete or damaged shipments.

Pilferage is a problem commonly involving employees who steal items from their place of employment or work place. Various methods are employed by EMIL to prevent pilferage, such as use of locks, documentary procedures, CCTV and other security devices and inventory/store control procedures.

Replacement and Replenishment

Replacement and replenishment are critical aspects of effective value chain and inventory management, enabling EMIL to maintain optimal inventory levels, meet customer demand, and drive operational efficiency. By implementing strategic replacement and replenishment strategies and leveraging technology and data-driven insights, companies can enhance their competitive advantage and achieve sustainable growth in today's dynamic marketplace.

Message from
THE CHAIRPERSON

Message from the Chairperson & Managing Director

"In 2023-24, we opened 33 new stores across India, bringing our total store count to 160."

Dear Members,

It is with great pleasure that I present the Annual Report for the fiscal year 2023-24. In an ever-changing landscape, Electronics Mart has consistently focussed on delivering value and trust to our stakeholders. Empowered by the solid backing of our investors and partners, we are equipped to adapt and prosper, drawing on our extensive expertise as a foundation for growth and expansion. We are deeply committed to offering the best consumer experience and ensuring better product availability to meet the shifting needs and preferences of our customers.

Macroeconomic Scenario

The global economy faced significant challenges in 2023-24, marked by volatile market conditions, geopolitical tensions, and supply chain disruptions. Yet, amid these adversities, India showcased extraordinary strength and robust economic performance. The nation thrived on robust domestic demand, sound fiscal policies, and an assertive pursuit of economic reforms. These factors, combined with a growing consumer base and increased investments, have solidified India's status as a pillar of stability and a catalyst for growth in the global economic arena.

Industry Dynamics

Several key factors have driven this economic trend, including increasing urbanisation, rising disposable incomes, the prevalence of nuclear family units, improved affordability, enhanced rural connectivity, and growing household incomes. The rise in disposable incomes has empowered consumers to spend more on high-quality goods, while favourable government policies have created a conducive business environment. Rapid urbanisation has facilitated access to modern retail formats, and an increasing working-age population has boosted purchasing power. Moreover, the consumer durables industry has experienced significant growth, propelled by accessible and flexible financing options, including zero-interest financing, which has emerged as a key catalyst recently. Collectively, these elements have substantially increased the demand for premium products across various market segments.

Consumer Trends and Our Expansion

This year, we saw a significant increase in consumer demand for premium appliances, indicating a shift towards high-end products like large-screen televisions, smart inverter ACs, spacious refrigerators, and top-loading washing machines. Responding to this growing demand, we have made substantial progress by expanding our portfolio and also expanding our footprint to cater to customers in our key focus areas. In 2023-24, we opened 33 new stores across India, bringing our total store count to 160. Today our footprints include 147 multi-brand outlets (MBOs) and 13 exclusive brand outlets (EBOs). We opened 32 new MBOs, with 13 in Andhra Pradesh and 13 in Telangana, 06 in the Delhi-NCR region, and 01 new EBO in Delhi-NCR. With a presence in 61 cities across 06 states, we remain committed to strengthening our network in existing markets while actively exploring new opportunities for growth.

Financial Highlights and Segmental Performance

Our financial performance this year has been remarkable. For 2023-24, our revenue stood at ₹ 62,854.06, representing a 15.42% year-on-year increase. Our EBITDA was recorded at ₹ 4,495.15, reflecting 33.75% year-on-year growth with an EBITDA margin of 7.15%. Profit after Tax (PAT) increased by 49.81% year-on-year to ₹ 1,839.83 Million.

Large appliance products accounted for 45% of our revenue, mobile devices contributed 42%, and small appliances, IT, and other products made up the remaining 13%. Our top five brands generated approximately 63% of our revenue, with a significant 98.75% derived from the retail segment.

Our Strategic Approach

Our strategy remains centred on solidifying our presence in existing markets before venturing into new territories. Tailoring our product assortment and maintaining a diverse portfolio are crucial to enhancing visibility, strengthening brand recognition, achieving deeper market penetration, and expanding our customer base. We place great importance on understanding local market dynamics to ensure sustained profitability. Delivering a unique shopping experience with an extensive range of electronic products continues to be a top priority.

Way Forward

Looking ahead, we plan to open 25+ new stores in the upcoming financial year, anticipating a robust double-digit growth in revenue for 2024-25. Our strategy includes optimising supply chain operations and enhancing inventory management to maintain cost competitiveness. Furthermore, we will expand our reach in select geographies and reinforce our footprint in existing markets, all while nurturing and building partnerships with leading brands .

Conclusion

On a closing note, I want to highlight that our accomplishments are a direct result of customer demand, and we take immense pride in providing exceptional customer service and an enriching shopping experience at all our outlets. I extend my sincere thanks to our team members for their persistent support and dedication. Additionally, I would like to express my heartfelt gratitude to our esteemed business partners, suppliers, channel associates, and other collaborators for their invaluable contributions to our growth and success. We highly value these partnerships and remain committed to fostering collaborative efforts that promote mutual prosperity. Together, we will continue to build on our strengths and seize new opportunities to achieve sustainable growth.

With best wishes,

Mr. Pavan Kumar Bajaj
Chairman & Managing Director
Electronics Mart India Limited

Rooted in Planning. Branching Out with Action.

EMIL's Roadmap to Excellence

Expanding Reach across Select Geographies and Deepening the Footprint in Existing Markets

Expanding reach across select geographies and deepening our presence in existing markets represents a dynamic and multifaceted endeavour that demands strategic foresight, agility, and a profound understanding of local market dynamics. By pursuing this dual approach with diligence and adaptability, Electronics Mart can unlock new growth opportunities while fortifying their positions in competitive landscapes.

Goals

- Establish an additional 08 MBOs in the NCR region, 13 MBOs in Andhra Pradesh, and 04 MBOs in Telangana by 2024-25.
- Prioritise upgrading existing stores and enhancing store infrastructure to ensure a modern and improved shopping experience.

Maintaining and Forging New Relationships with Leading Brands

By cultivating strong partnerships based on trust, shared values, and mutual benefit, we position ourselves for sustained growth and success in today's dynamic marketplace.

Goals

- Expand the current range of offerings in Electronics Mart's MBOs by fostering and establishing new partnerships with reputable brands.
- Cater to kitchen-specific demands, showcasing a wide range of appliances through Kitchen Stories.
- Concentrate on high-end home audio and home communication solutions through Audio & Beyond.
- Establish Electronics Mart as a comprehensive and complete dealer and distributor of leading electronics brands.

Enabling Technology-Led Effective Inventory Management and Lean Operating Structure

Combining technology led inventory management with a lean operating structure enables us to operate more efficiently, respond quickly to changing market demands, and achieve sustainable growth. By leveraging the power of technology and embracing lean principles, we optimise our operations, reduce waste, and create greater value for customers and shareholders alike.

Goals

- Closely monitor planning, sourcing, vendor management, logistics, quality control, pilferage control, replacement, and replenishment by:
  - Investing further in technological systems
  - Expanding and upgrading the warehouse
  - Adapting to best industry practices continuously
  - Supplementing Electronics Mart's current security system, comprising manual checks and electronic surveillance
  - Transitioning to an omni-channel business model for a seamless customer experience

Enhancing Sales Volumes for Continued Focus on Customer Satisfaction

By prioritising customer satisfaction and focusing on delivering value at every touchpoint, we can enhance sales volumes while building strong, lasting relationships with our customers. By fostering a culture of customer centricity and continuous improvement, Electronics Mart can position itself for sustained growth and success in the long term.

Goals

- Provide appropriate product variety at affordable prices; uphold the highest possible standards for customer care and launch new products.
- Increase spending on branding and advertising, enhance customer relationship management, and track and handle customer interactions.
- Emphasise engaging customers; improve checkout times by offering a convenient one-stop purchasing experience in a welcoming environment; adopt 'Intelligent Marketing' and notify Electronics Mart-satisfied registered customers of any new scheme or offers.
- Employ consumer finance to increase convenience and buying power; offer product access to a larger customer group.

Undertaking Continuous Training of Workforce

Continuous training of manpower is essential for organisations seeking to thrive in today's fast-paced and competitive business landscape. By investing in the ongoing development of employees, companies can enhance performance, foster employee engagement, drive innovation, and position themselves for long-term success.

Goals

- Enhance training initiatives to build skill sets needed to satisfy customer demands and deliver top-notch customer support.
- Motivate staff members to take initiative and advance within Electronics Mart.
- Facilitate finding and nurturing talent and offering opportunities to grow.
- Pay close attention to staff recruitment and retention as well as attrition management.

Operating ENVIRONMENT

Rooted in Agility. Branching Out with Stability.

RISE IN PURCHASING POWER

The rise in urbanisation, increasing family incomes, the proliferation of nuclear families, improved affordability, growing income and better connectivity in rural areas are a few factors reshaping market dynamics. Significant trends include the evolving consumer view of products like air conditioners, once deemed luxuries, now considered essential utilities. Additionally, there's a shift towards individual electronic gadgets per family member, replacing the era of shared devices. Furthermore, the availability of easy and flexible financing options, including zero-interest financing, has emerged as a significant catalyst propelling growth in the consumer durables industry in recent times.

At Electronics Mart, our diverse portfolio of products has positioned us strategically to cater to customers' every need and desire. Ranging from watches and smartphones to TVs, ACs and washing machines, our Company has something for everyone.

PURCHASE CONVENIENCE OF OFFLINE STORES TO PROPEL SEGMENT GROWTH

The offline segment of the electronics retail market is expected to experience considerable growth, driven by the unique advantages it offers over online shopping. Specialty electronic stores, which are prevalent in the offline segment, allow customers to examine products firsthand. This tactile experience is a critical factor in the decision-making process for many consumers, as it facilitates direct comparison of device features and performance.

Moreover, the chance to browse a wide variety of brands all in one place greatly enhances the shopping experience and boosts customer traffic. The tangible presence of products in these stores helps alleviate concerns related to online purchases, such as doubts about authenticity and suitability. Consequently, the convenience and comprehensive service offered by physical stores are expected to fuel growth in this sector.

Capitalising on this trend, we have established numerous physical stores across our brands: Bajaj Electronics, Easy Kitchens, Kitchen Stories, iQ stores, and Audio & Beyond. Wanting to provide our customers with the best in-store experience, we strive to offer quality products and personalised service across our diverse range of categories.

RISE OF CONSUMER INTEREST TOWARDS IMMERSIVE & SMART HOME SOLUTIONS

Consumers in India are becoming increasingly aware of the benefits and functionalities of smart home solutions. These technologies enable seamless integration of various devices, creating an interconnected ecosystem that enhances overall home management. Additionally, the need for improved security measures is a significant driver behind the adoption of smart home solutions, such as surveillance cameras, smart doorbells, and smart locks. As the cost of smart devices and technologies decreases, they become more accessible to a broader segment of the population in India. Furthermore, smart TVs, immersive home theatre systems and multi-zone audio systems are rising in popularity among consumers.

With our intention to fulfill every need and desire of our customers, we have ventured into the audio and video solutions space with our collaboration with UK-based brands Gallo Acoustics and Pulse8. This collaboration aims to introduce Indian consumers to the global standards of premium speakers and cutting-edge audio-video solutions. Their offerings will be accessible nationwide through our network of high-end AV dealers.

CONSUMER DEMAND, COMPETITIVE LANDSCAPE AND ADAPTABILITY

It is difficult to predict consistently and successfully the products and services our customers will demand and changes in their shopping patterns. The success of our business depends in part on how accurately we predict consumer demand, availability of merchandise, the related impact on the demand for existing products and services and the competitive environment. Price transparency, assortment of products, customer experience, convenience, ease and the speed and cost of shipping are of primary importance to customers and continue to increase in importance, particularly as a result of digital tools and social media available to consumers and the choices available to consumers for purchasing products.

We continuously and effectively respond to changing consumer tastes, preferences (including those related to ESG issues) and shopping patterns. Our proactiveness enables us to avoid any negative impact on our reputation and relationship with our customers, the demand for the products we sell or services we offer, our market share and the growth of our business.

Stakeholder ENGAGEMENT

Rooted in Synergy. Branching Out with Collaboration.

With active stakeholder engagement and management, we gather a diverse range of opinions and values, fostering mutual growth for both Electronics Mart and our stakeholders. By addressing concerns and expectations, our Company aims to build long-term partnerships, nurture relationships, and maintain business transparency.

Stakeholder	Concerns and expectation	EMIL's response
Customer	• Transparent pricing • High-quality and innovative products and services • Easy accessibility • Environmental and social responsibility	• Ensured growing portfolio • Facilitated affordability • Enhanced customer service • Improved delivery networks
Employees	• Health & safety at the workplace • Fair remuneration • Opportunities for showcasing talent and growth • Concern for employees • Engagement, feedback, and grievance mechanisms • Work-life balance	• Strategic management of HR processes • Rewards and appraisals • Training and development workshops • Healthy workforce initiatives
Suppliers/ Vendors	• Knowledge transmission and support for technology • Joint development • Domain expertise, experience, and skills • Long-term relationships	• Integrity and transparent procedures • Timely payments • Strategies to share knowledge and information
Investors	• Risk management • Effective conversation • Sustainable expansion and profits • Exemplary governance and transparency	• Ensure timely and transparent reporting • Increase in revenue over time • Facilitate effective risk management process and strong governance
Government Regulators	• Compliance with regulatory requirements • Partner in the socioeconomic development of the country	• Investments in the economy's key sectors • Timely payment of regulatory fees • Development of procedures to guarantee adherence to regulatory requirements • Open line of communication with the relevant authorities
Community	• Mutual development • Support community requirements • Environmental sustainability	• Maximise contributions from businesses to society • Attract new workforce • Facilitate societal accountability and support for regional economic growth

Business
MODEL

Rooted in Resilience. Branching Out with Value.

Input

Financial Capital

Effective capital allocation drives through challenging economic conditions across the cycle and promotes business continuity.

- Net Worth: ₹ 13,673.71 Million
- Net Debt: ₹ 6,291.36 Million
- Total Assets: ₹ 23,049.66 Million
- Capital Employed: ₹ 15,726.38 Million

Physical Capital

The physical assets, including properties, warehouses, equipment, and inventories form a crucial part of Electronics Mart and set us apart from competitors.

- Warehouses: 12
- States Present in: 6
- Total Operational Area: 1.48 Million sq. ft.

Intellectual Capital

It comprises Intellectual Property Rights (IP), trademarks, and all the intangible assets. These assets play a pivotal role in fostering growth, establishing strategic partnerships, and keeping our Company relevant in the business landscape.

- Trademarks: EMI, KITCHEN STORIES, AUDIO & BEYOND and IQ

Natural Capital

It is believed that the short-, medium- and long-term effects of climate change impact business operations, customers and communities. This is why our Company practices environmental stewardship.

- Energy Consumption from Renewable Resourses: 504.26 GJ
- Waste Generated: 1407.50 kg

Human Capital

Electronics Mart has a value-based ethical culture that is formed by investing in learning and development. This also helps our Company stay ahead of the trends and skills required.

- Average Hours of Training: 3.3 Hours/ Day
- Amount Invested in Learning, Development and Safety: ₹ 13.65 Million
- Total Employees: 2,629

Social and Relationship Capital

At Electronics Mart, we believe in giving back to society and the community. To achieve this, our Company is actively engaged in initiatives and programmes aimed at promoting sustainability.

- Spend on CSR: ₹ 25.60 Million

At Electronics Mart, our resilient business model centres on strategic interactions with essential resources and building relationships. This influences our Company's success in creating value for stakeholders.

Output

- Revenue: ₹ 62,854.06 Million
- EBITDA Margin: 7.15%
- Net Debt/Equity: 0.52

- Stores Added in 2023-24: 33
- MBOs: 32
- EBOs: 1
- Growth in Number of Bills (NOB): 2.41 Million

- SKUs: 8,000+
- Online Shopping and App Enhancements

- Reduction in Carbon Footprint: 104 MT
- Waste Recycled: 290.77 kg

- Wellness Programme
- Employees Trained: 2,150
- Diverse and Inclusive Work Culture
- Zero Fatalities

- People Benefitted through Campaigns: 15,979
- Pan India Distributors/Dealers: 80+
- Brands: 100+

Factors Driving Business and Value

Strategies (Refer page 16)

- Expanding reach across select geographies and deepening our footprint in existing markets.
- Maintaining and forging new relationships with leading brands.
- Enabling technology led effective inventory management and a lean operating structure.
- Enhancing sales volumes for a continued focus on customer satisfaction.
- Undertaking continuous training of workforce.

Value Chain (Refer to Page 12)

- Planning
- Sourcing
- Vendor Management
- Distribution and Logistics
- Marketing & Sales
- Quality Control
- Pilferage Control
- Replacement and Replenishment

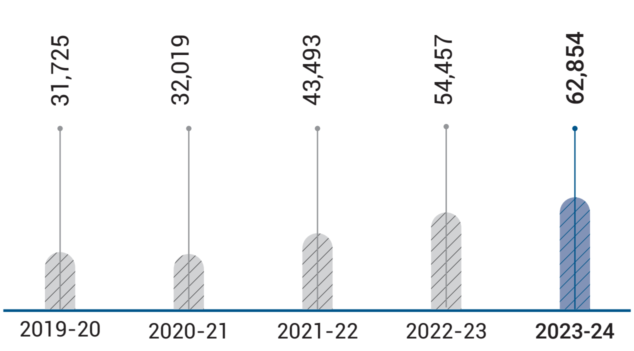
SDGs

ROOTED IN PRUDENCE.
BRANCHING OUT WITH STEADY GROWTH.

Financial Capital

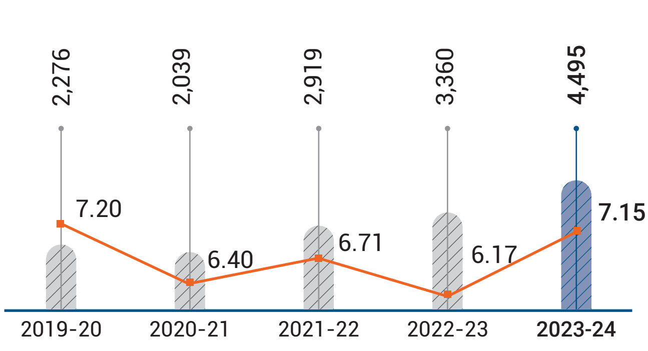
With a focus on sustainable growth, we aim to enhance our financial base through strategic capital investment. The investment approach, coupled with continuous growth, positions our Company for long-term financial resilience and success, achievable by adhering to principles and strategic planning.

Revenue (₹ in Million)



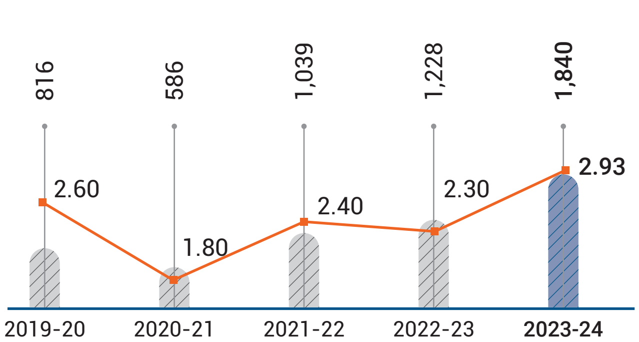
EBITDA (₹ in Million)

EBITDA Margin (%)



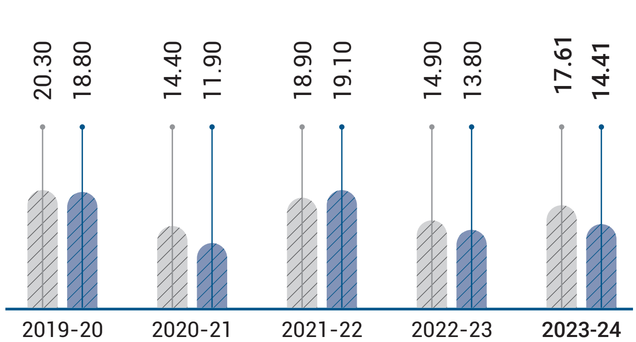
PAT (₹ in Million)

PAT Margin (%)

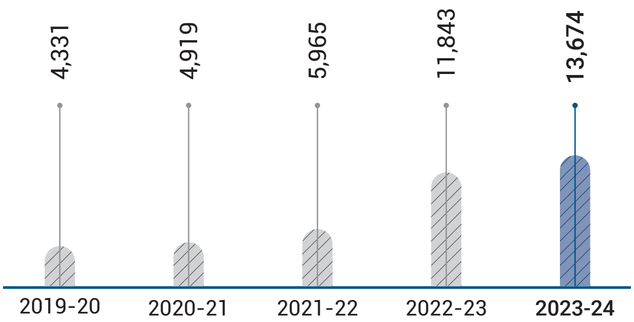


RoCE and RoE

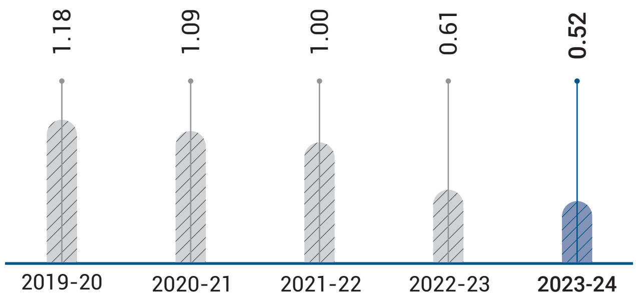
RoCE (%) RoE (%)



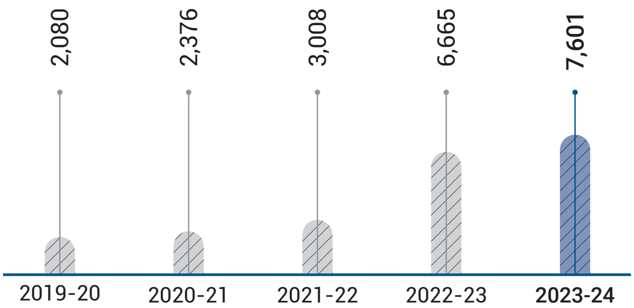
Net Worth (₹ in Million)



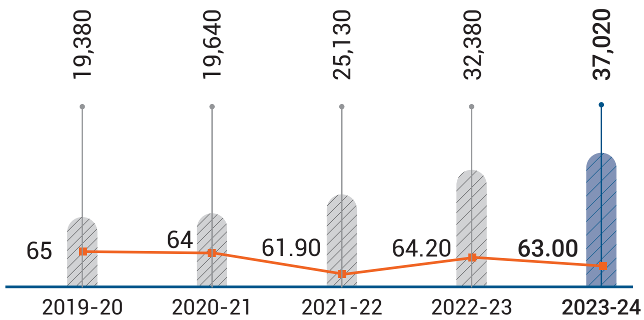
Debt Equity Ratio



Working Capital (₹ in Million)

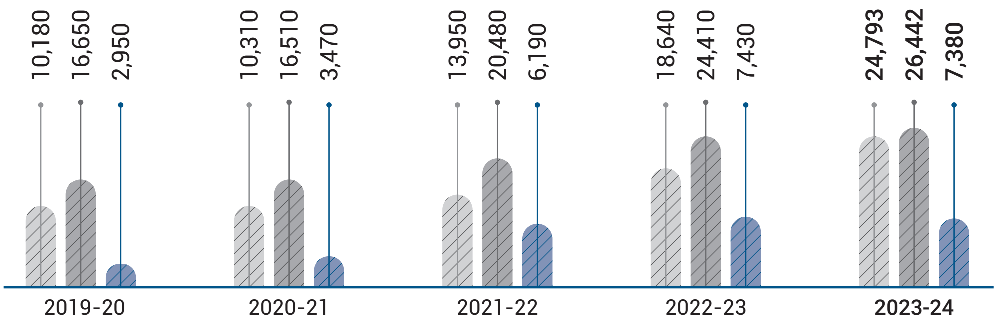


Top 5 Brands (Revenue) % (₹ in Million)



Diversified Product Profile-Revenue Break-up (₹ in Million)

Mobiles
Large Appliances
Small Appliances, IT & Others



ROOTED IN ASSETS.
BRANCHING OUT WITH EFFICIENCY.

Physical Capital

At Electronics Mart, our customer-centric approach is complemented by a strategic emphasis on physical capital. With numerous stores, our Company is invested in expansion, entering strategically into new territories, with our cluster-based expansion model. We plan to add 25-30 stores annually in Andhra Pradesh, Telangana, and Delhi NCR, solidifying our sustained growth.

Business Model

Ownership Model

At Electronics Mart, the ownership business model grants us comprehensive control over all aspects of our properties, encompassing both the land and the building. This approach offers distinct advantages, including operational autonomy, the potential for asset appreciation, and maximise profitability.

Lease Model

Electronics Mart's lease rental business model involves acquiring stores on long-term leases. This model has many advantages, such as reduced upfront costs, enhanced flexibility in operations, and the ability to select locations with high visibility and easy accessibility to customers.

Both our business models establish enduring presence and solidify brand recognition within their designated areas.

11
Stores Owned

137
Stores Leased

160
Retail Stores

12
POPL

Warehousing Facilities

Strategically located expansive warehousing fortifies Electronics Mart's infrastructure, integrating seamlessly with multi-dimensional storage spaces. This strategic synergy optimises supply chain efficiency. Additionally, it ensures prompt and tailored responses to nuanced storage demands, aligning with our Company's commitment to precision, accessibility, and operational excellence in storage solutions.

Currently, a total of 12 warehouses serve our operations, with 6 being in Hyderabad, 1 each in Vijayawada, Kakinada and Visakhapatnam and 3 in Delhi NCR.

Store Format

Multi-Brand Outlets (MBOs)

Our MBOs have a comprehensive array of electronic products to serve the customer as per their requirements. To elevate this experience, our Company is expanding the product categories, offering an unparalleled shopping experience to our customers.

Exclusive Brand Outlets (EBOs)

At Electronics Mart, our EBOs offer specialised, brand-centric experiences. Our Company envisions enhanced store designs, introducing captivating technologies like interactive displays and crafting a stage where brands dazzle like never before.

E-Commerce

Diversifying our business from brick-and-mortar stores, our Company first ventured into the e-commerce space in 2017. Our plan is to increase reach and visibility through omni-sales channels and brand collaboration. With streamlined access to our full range of products, expedited order processing and efficient logistics, we aim to enhance customer satisfaction and drive sales growth.

147 MBOs

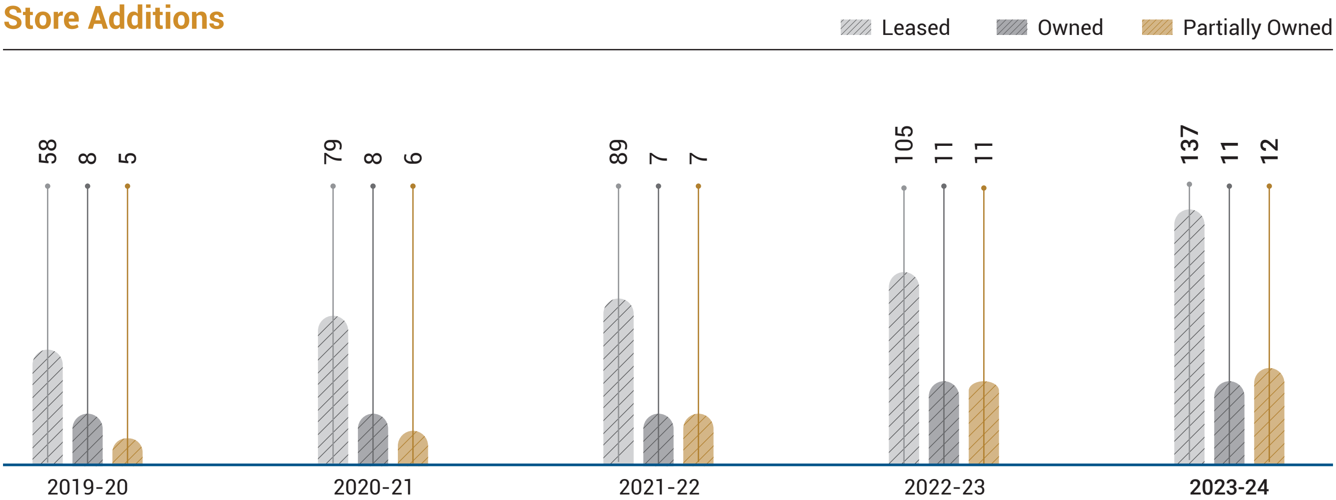
9,722.47
sq. ft. Per Store
Average Store Area of MBOs

3,256.15
sq. ft Per Store
Average Store Areas of EBOs

13 EBOs

1.48
Million sq. ft.
Retail Business Area

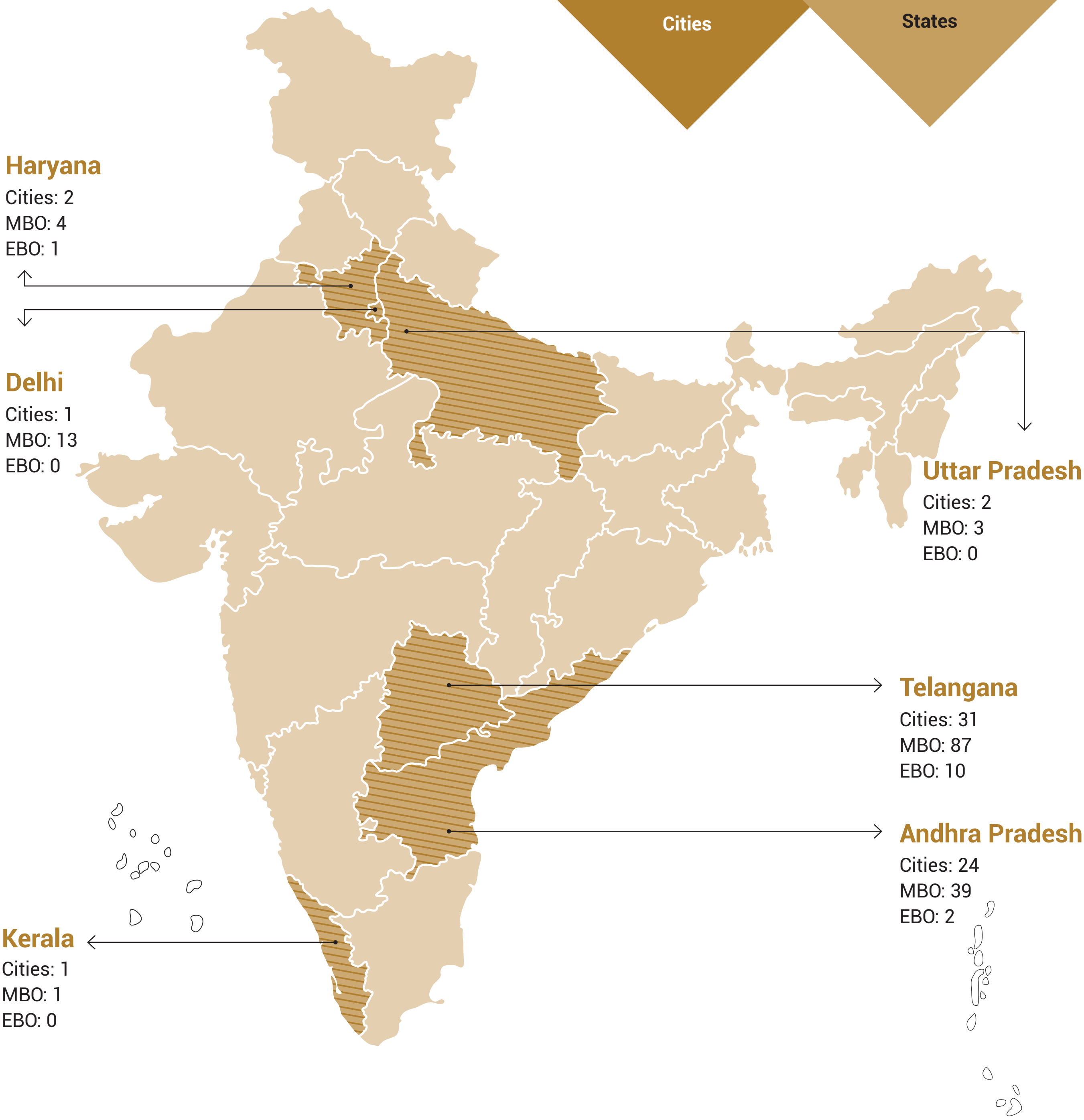
Store Additions



Geographic Footprint

61
Cities

06
States



Disclaimer: This map is a generalised illustration only for the ease of the reader to understand the locations, and it is not intended to be used for reference purposes. The representation of political boundaries and the names of geographical features/states do not necessarily reflect the actual position. The Company or any of its directors, officers or employees, cannot be held responsible for any misuse or misinterpretation of any information or design thereof. The Company does not warrant or represent any kind of connection to its accuracy or completeness.

ROOTED IN INNOVATION.
BRANCHING OUT WITH TECHNOLOGY.

Intellectual Capital

Leveraging cutting-edge technology, at Electronics Mart, we nurture a distinctive competitive advantage for our brands. With trademark registrations, our Company ensures our brands have a meaningful impact in the dynamic business landscape. In response to the evolving landscape, we strategically embrace digital transformation. Additionally, our Company's focus on technology and analytics aims to enhance both the customer experience and internal operations, fostering a dynamic and future-ready approach.

Technology Redefining Operational Excellence - Steps Undertaken by Electronics Mart

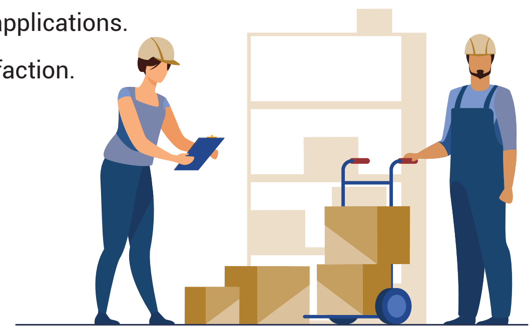
ERP Integration

Our Company's ERP system efficiently integrates and collates data from 160 stores across 61 cities and warehouses. Reliance on third-party data hosting services and internet links adds complexity, making uninterrupted service crucial for timely operations. The latest version of SAP S4/Hana has been implemented for inventory management, warehouse management, wholesale billing, online business and finance and accounting. All of these are tightly integrated with the Finance Module and seamlessly integrated with our TPOS Application for retail sales. Additionally, we plan to achieve the following:

- Anticipating no concerns regarding negative inventory.
- Integration with Brand Portals and Analytics.
- Having two applications, SAP and TPOS, avoiding manual entry between applications.
- Maintaining dispatch data and delivery data for enhanced customer satisfaction.

Strategic IT Utilisation

Leveraging information technology, we monitor and manage various aspects of our business, including inventory levels, product allocation, and budget planning.



Security Concerns

At Electronics Mart, we acknowledge potential vulnerabilities in our computer networks, including unauthorised access, cyber threats, and other security issues. While our Company's security systems are in place, the risk of future attacks or challenges cannot be ruled out.

Scalable Technology for Efficiency

Our Company's adoption of scalable technology, including integrated ERP systems, enhances operational efficiencies in procurement, sales, and inventory management. This enables us to respond dynamically to changes in customer preferences and maintain updated inventory levels. We have moved our TPOS central server to cloud, guaranteeing improved availability and flexible resource allocation compared to an on-premises setup. Our SAP servers are also on the cloud achieving scalability, reliability and enhanced availability. The handshaking and communication between both the servers and applications is optimised in such a fashion that speed and reliability are ensured.

Customer Satisfaction

EMIL prioritises customer satisfaction through dedicated after-sales support and efficient product delivery. Sales invoices include brand-specific customer support numbers for complaint resolution. Our robust IT systems, supplier network, and tracking systems allow us to provide real-time updates to customers regarding order status and relevant contact details. Backed by a strong team with extensive retail market knowledge, EMIL embraces digital transformation to provide a seamless omni-channel shopping experience.

Leveraging Technology for Data Management

Utilising a range of data management tools enables seamless procurement, sales, and inventory management across all stores daily. Leveraging data analysis aids in promptly addressing shifts in customer preferences, aligning inventory accordingly.

Technological systems effectively monitor and manage store performance, ensuring timely updates to the product portfolio and efficient delivery. These systems also support cash management, in-store operations, logistics, human resources, and other administrative functions.

Synchronised Inventory Management

Utilising computerised inventory management systems across all stores, we synchronise data with distribution centres and offices. This allows effective control of inventories, ensuring freshness through a first-in, first-out policy and timely replenishments.

Efficient Supply Chain

With a technology driven supply chain, our Company ensures that goods are dispatched to stores in appropriate quantities and at the right times, maximising efficiency. Through ongoing monitoring of inventory levels and strict adherence to a first-in, first-out policy, we optimise our supply chain operations. This enables us to deliver timely and top-notch services to our customers.

Brands under EMIL as Intellectual Property

Electronics Mart	Bajaj Electronics	Kitchen Stories	Audio & Beyond	Easy Kitchens	iQ

ROOTED IN SUSTAINABILITY.
BRANCHING OUT WITH RESPONSIBILITY.

Natural Capital

Our Company's commitment extends beyond gadgets, we strive for a harmonious society by addressing environmental challenges through innovative business practices. We acknowledge our environmental footprint and have undertaken various initiatives to lessen our impact on the environment.

Green Ambition. Purposeful Action.

At Electronics Mart, our commitment to protecting the planet is not just a strategy—it's our purpose. Our investments fuel programmes that drive impactful change, ensuring we go beyond our goals to safeguard the environment.

Green Focus

Fighting climate change through green energy and food waste reduction.

Resource Renewal

Committing to sustainable practices through reusing and recycling.

Water-Wise Approach

For Electronics Mart, every drop matters in the eco-conscious journey, which is why our Company believes in water conservation initiatives.

1,40,072 kWh
Total Energy Consumed from Renewable Sources

187 kW
Solar Energy Installed Capacity

104 MT
Reduction in Carbon Emissions

Green Energy

At EMIL, we recognise the importance of reducing our carbon footprint and contributing positively to the environment. As a step towards achieving this goal, we have undertaken the implementation of solar energy at our site locations. This move not only aligns with our values but also demonstrates our commitment to sustainability and environmental responsibility.

Waste Management

Reducing Food Waste

Way Forward

By implementing water-saving initiatives, responsible packaging practices and offering recyclable shopping bags, Electronics Mart demonstrates a proactive approach towards conserving energy. These efforts collectively steer us towards our holistic goal—adopting an environmentally conscious and sustainable business model.

Water Conservation

Responsible Packaging

ROOTED IN POTENTIAL.
BRANCHING OUT WITH EMPOWERMENT.

Human Capital

At Electronics Mart, we recognise that our employees are our most valuable asset. We prioritise their safety and well-being, providing comprehensive benefits and tailored skill programmes that go beyond basic requirements, fostering their professional growth. Our Company values and respects our employees, actively seeking their input to create a supportive, equitable and uplifting work environment where happiness thrives.

In our ethos, we champion...

- Reliability, where promises are kept.
- Accountability, where actions speak louder than words.
- Attitude, where positivity shapes our every endeavour.
- Clarity, where transparency illuminates our path.
- Integrity, where principles guide our conduct.

Culture

EMIL places a high priority on creating a welcoming and supportive environment where every team member feels valued and encouraged. We actively promote gender equality and women's empowerment, firmly believing that everyone should have equal opportunities to reach their full potential. In line with this commitment, we provide dedicated support to our female team members, assisting them in achieving their professional and personal goals.

Acknowledging the unique contributions of each individual, EMIL emphasises the importance of nurturing diverse perspectives and experiences within our organisation. We understand that diversity drives innovation and fosters creativity, making it essential to our success. To attract and retain exceptional talent, we offer a range of personalised opportunities, including specialised courses, rewards, awards, competitive compensation packages, incentives, and other avenues for career advancement. Our goal is to create an inclusive and dynamic workplace where every team member can thrive and grow professionally.

Diversity, Equity and Inclusion (DEI)

At Electronics Mart, we recognise Diversity, Equity, and Inclusion (DEI) as a vital catalyst for building sustainable organisations and fostering a globally inclusive world. Creating a culture of diversity and inclusion within the Company is not just about compliance, it's about fostering an environment where every individual feels valued, respected, and empowered to contribute their unique perspectives and talents. Also, integrating DEI into our Company's culture not only enhances business performance but also fuels innovation. We regularly assess the effectiveness of diversity and inclusion initiatives within EMIL by collecting data on employee demographics, satisfaction levels, and retention rates. Further, we use this information to identify areas for improvement and track progress over time. Prioritising diversity and inclusion, the Company aims to create a more innovative, resilient, and inclusive workplace where all employees can thrive and contribute to their fullest potential. Acting as a driving force, it enables us to identify and remove barriers to progress. This commitment shapes Electronics Mart's landscape, where equality is not just a goal but an intrinsic aspect of our corporate ethos.

Health & Safety

At Electronics Mart, emphasising the well-being and safety of our customers and staff is paramount. We are relentlessly working on reducing physical risks across all workspaces, ensuring the well-being of the workforce. Robust safety policies and procedures are in place to prevent accidents and injuries in the workplace. These policies cover areas such as emergency response protocols, hazard identification, and safety equipment usage. We provide regular safety training for all employees to ensure they are aware of potential hazards and know how to mitigate risks effectively. This includes training on proper equipment usage, emergency procedures, and best practices for maintaining a safe work environment. This approach not only safeguards employees but also nurtures a culture where health & safety are essential components of the organisational ethos.

Some of the measures undertaken to ensure the health and safety of our employees are:

- Sanitised stores and floors at regular intervals of time to mitigate and risks to employee health.
- Placing first aid kits at workplaces.
- Frequently conducting health checkups for employees and provide medical aid if necessary.
- Maintaining the central CCTV system for monitoring impertinent activities in the organisation.

Training and Development

Electronics Mart is committed to the ongoing growth of our employees, providing regular training programmes, such as T-Pos, Focus, SOP – Internal Audit, SAP, and Yoryo, to our sales teams. The programmes are designed to not only enhance technical skills but also deepen understanding of service standards and improve overall performance. By investing in their continuous learning and development, we empower our employees to deliver exceptional service, drive customer satisfaction, and achieve business success

2,150

Employees Upskilled

Employee Benefits

At Electronics Mart, we prioritise the well-being of our employees by offering a comprehensive benefits package, including PF, gratuity and ESI. We also offer maternity benefits to those in need. Additionally, we organise employee wellness programmes, skill development sessions, and recognise outstanding employees through awards and accolades.

Wellness Programmes

Our wellness programmes focuses on promoting holistic well-being among our employees. Some key aspects of our wellness programmes are:

- Supporting mental health through resources such as stress management workshops, mindfulness training and access to mental health professionals.
- Promoting a work-life balance by offering flexible work arrangements, encouraging time off for rest and relaxation and providing tools and resources for time management and prioritisation.
- Fostering social connections among employees through team-building activities, social events and networking opportunities.
- Recognising and rewarding employees for their participation in wellness activities and achieving health goals, helping them to stay motivated and reinforce healthy behaviours.

Our wellness programme is inclusive and accessible to all employees, regardless of their age, gender, or physical abilities. We strive to create an environment where everyone feels supported in their journey towards better health and well-being.

ROOTED IN COMMITMENT.
BRANCHING OUT WITH INCLUSIVE GROWTH.

Social and Relationship Capital

Improving society and fostering long-term value for stakeholders extends Electronics Mart's impact beyond the boundaries of the organisation. This commitment amplifies our Company's influence, shaping a positive footprint in broader communities.

Our Approach

At Electronics Mart, our commitment towards the society is evident in our approach. By creating meaningful community moments at Electronics Mart, we deepen local connections, aligning with stakeholder expectations beyond goods and services. Our Company's socio-economic development strategy harmonises with our business objectives, emphasising community projects, education, environmental sustainability, and social challenges.

CSR Focus Areas

- Education
- Healthcare

₹ 25.60 Million
CSR Investment

15,979
Beneficiaries

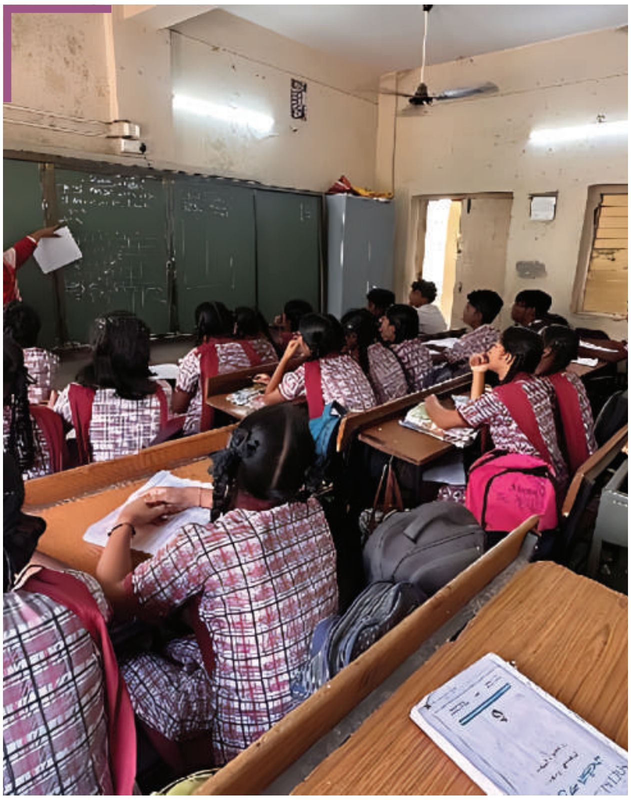
Focus Area	CSR Spend (₹ in Million)
Healthcare	22.86
Education	2.36
Sports	0.38

EMIL CSR Foundation (ECF)

Our Company's community programmes, guided by the CSR policy, aim to make a positive impact on society by envisioning societal change. ECF, empowered by authority, directly implements CSR activities in alignment with Electronics Mart's vision and mission, focussing on key areas and requirements.

Teach For India

We are proud to support Teach For India, an organisation dedicated to addressing educational inequity in India by enlisting the nation's most promising leaders to teach in under-resourced schools. Through our partnership with Teach For India, we contribute to their mission of providing quality education to every child, regardless of background or socioeconomic status. By investing in education and empowering future generations, we believe we can create a brighter and more inclusive future for India.



This past year has been a remarkable journey for the grade 8 students at GHS NBT Nagar, thanks in part to the generous support of EMIL. With your help, our students have had the opportunity to shine not only academically but also in extracurricular activities and exposure visits.

- Our students displayed exceptional athletic talent, particularly in the JFK Football Competition, where they emerged as the District Level Winners. Their passion for sports extended to Kabaddi and other events too, bringing recognition to our school.
- Beyond athletics, the students showcased their intellectual abilities by securing the first prize in both elocution and essay writing at the prestigious GHMC Saidappa Community Centre.
- The students' dedication to learning was further evident at the Hallabol Debate Competition where they were the semifinalists.
- Our students made us immensely proud by winning the District Level Balavaigyanik Pradarshini Competition too.
- Your support also facilitated the successful completion of the Better By Design Project, a transformative initiative spanning 10 levels. This project not only honed the students' creative thinking and problem-solving skills but also instilled in them a sense of resilience and determination.
- Exposure visits such as the one to Rashtrapati Nilayam on National Science Day, along with participation in conferences and project expos, provided students with invaluable learning experiences. These interactions with scientists and the world of science and technology sparked curiosity and a thirst for knowledge.

Together, we are empowering young minds to reach their full potential. Thank you for your continued support!

- Chandana, a Y1 Teach For India Fellow supported by EMIL

Resilience, Growth, and Leadership - The Inspirational Journey of Sara

Sara joined Meridian High School after a one-year gap due to personal issues. Initially absent for over three months, she began with a reading comprehension level of 0. Over the next two years, her reading skills advanced remarkably to level 4.5, which is much more advanced than the required grade level. She also assists in designing the classroom culture, setting up the classroom, and ensuring the classroom is print-rich. Actively engaging in independent reading both at home and in school, she is always eager to take up the lead in classroom and school activities. From excelling in academics to conducting morning meetings and 1-1 check-ins with students in the class, she does it all wholeheartedly. Within three months of her joining, she was elected as classroom prefect three times consecutively, for her excellent performance. She particularly enjoys tracking her progress and her peers and has even developed attendance, behaviour, and home trackers, for monitoring the progress of all students. Sara believes that reflection has been instrumental in her growth, consistently seeking feedback from teachers on her performance and behaviour. Her journey exemplifies the power of perseverance, reflection, and a relentless pursuit of excellence. From her beginnings as a fourth-grade student to her current role as a fifth-grade leader, she has shown remarkable progress and dedication despite facing personal challenges.

I've witnessed her growth as a leader, learning each day. Sara's standout qualities are her consistency and commitment to self-improvement. One valuable lesson I've learned from her is consistency.
- Kunal, a Y2 Teach For India Fellow supported by EMIL

Here are some artefacts showcasing Sara's remarkable growth and leadership qualities.

PHD Family Welfare Foundation

A new skill development training centre has been opened for women and youth living in the resettlement colonies of Katwaria Sarai, New Delhi by PHD Family Welfare Foundation. The skill development centre provides training related to tailoring & embroidery, computer education, english speaking and beauty culture along with other benefits like regular general health check-up camps and eye and dental camps. Over the period spanning from December 2023 to March 2024, a total of 140 individuals benefitted from these intiatives.

Through this programme, I have acquired a wide range of skills that have enriched my life both personally and professionally. I have learned the fundamentals of tailoring, including measuring, cutting, and stitching fabrics with precision. My skills in creating custom garments have flourished, allowing me to bring my creative visions to life. My training has also included understanding fabric types, colour coordination, and design principles, which are essential for creating aesthetically pleasing and high-quality work. This incredible journey has been made possible by the generous donation of sewing machines from Electronics Mart India Ltd. This programme has not only equipped me with technical skills but has also boosted my confidence and opened up new opportunities for me. I am grateful for the support from the PHD Family Welfare Foundation and Electronic Mart India Ltd., which has empowered me to pursue my passion for tailoring and embroidery. I am excited to continue honing my craft and contributing financially to my family.

Ms. Barmali Chatterjee
Course - Tailoring and Embroidery

During my time in this course, I have learned a lot of valuable skills. I now know how to do various beauty treatments such as facials, manicures, pedicures, and hair styling. I have also learned the art of makeup application, including techniques for different occasions like weddings and parties. In addition to these practical skills, I've gained knowledge about skin care and the use of different beauty products. This amazing opportunity has been made possible thanks to the donation of beauty chairs and other essential items by Electronics Mart India Ltd. I am very thankful to the PHD Family Welfare Foundation and Electronic Mart India Ltd. for their support. I am excited to continue growing in this field and making people feel beautiful and confident.

Ms. Dimple
Course - Beauty Culture

Extra Mile Foundation

Treatment of 14 premature and sick newborns were carried out in various hospitals attached with Extra Mile Foundation. They have received premature care and undergone surgical neonatal procedures and complex cardiac surgeries, offering significant emotional and economic relief to their families. Further, we have facilitated the Acquisition of essential medical supplies such as Catheters, picc lines, and HFNC cannulas for Vizag Government General Hospital. Our efforts aim to secure essential resources, educational opportunities and medical support, contributing to a brighter future for these vulnerable individuals.

"Your steadfast commitment to improving the lives of those in need is truly admirable. We are privileged to collaborate with Bajaj Electronics and deeply appreciate your ongoing support. Once again, I extend my heartfelt gratitude for your generosity and benevolence. Together, we can pave the way for a more promising tomorrow for the children under our care. Hoping for long term association."

Dr. Nitasha Bagga
Founder
Extra Mile Foundation

Sivananda IMPACT Pediatric Cancer Centre

A total of 30 children received cancer treatment in FY 2023-24 through our CSR Grant for IMPACT Cancer Centre, out of which 21 children were new admissions and 9 were already undergoing treatment. We are dedicated to ensuring that every child battling cancer receives the support and care they need and no child has to face this battle alone.

₹ 2.36 Million
Spent for Providing Educational Facilities for the School

₹ 0.38 Million
Utilised for Promotion of Sports

₹ 22.86 Million
Spent for Helping the Poor and Needy People who Require Medical Facility

Telangana Sikh Society

Telangana Sikh Society addresses the unmet needs of the poor in education, health, and housing. It works in areas of urgent medical care for accident victims, those with terminal illnesses such as cancer, emergency health issues like cardiac care, and children with physical disabilities needing corrective measures. We have generously contributed to support their initiatives, including aiding in the screening camps for general health, eye care, and dental care diagnostics.

1,500
Beneficiaries to Date

15 Lacs
Spend for 2023-24

With our support, TSS organised a Health Camp on 23rd December 2023, coinciding with Veer Baal Diwas, at Guru Nanak High School in Attapur, Hyderabad. The camp screened over 1,200 children for potential deficiencies in blood, teeth, ears, nose, throat, and eyes, identifying several issues that can be corrected more effectively at a young age, leading to lasting improvements. Children received guidance on nutrition and hygiene for long-term health. We funded spectacles for 114 children, half of whom were unaware of their vision problems and are now wearing glasses for the first time in their lives.

From Adversity to Recovery - The Story of Bijindrapal Singh

Bijindrapal Singh, 20, migrated from Borkolla, Assam to Hyderabad in early 2023 for work as a packer at a D Mart warehouse in Medchal, earning ₹ 6,200 per month. While planning a break due to homesickness, he borrowed a motorcycle to buy a train ticket and had an accident on 23rd November 2023, injuring his left shoulder. Referred by a contact at Ameerpet Gurudwara, he sought help from Tejdeep Kaur Menon, president of the Telangana Sikh Society (TSS). TSS arranged his treatment at Nizam's Institute of Medical Sciences (NIMS), where doctors diagnosed a rare liver illness alongside his shoulder injury. To treat the same, he was prescribed medication for recovery. Unable to work, he decided to return to his village. The TSS and Electronics Mart, involved in handholding to provide him affordable health care, impressed on him to return after recovering from the liver ailment for treating his back. After returning, surgeons at NIMS addressed his issues and performed plastic surgery in March 2024. Another restriction detected in the movement of the fingers of his right hand was also corrected through this surgery. He will be unable to work for at least another four months and is currently residing at the Gurudwara in Secunderabad, Hyderabad. He awaits full recovery under the support of TSS and EMIL, who ensure ample funding for his medical expenses at NIMS to aid his recovery from disabilities.

Breathing New Hope into Kicchi Group Singh's Life

Kicchi Thakur Singh, in the terminal stages of tuberculosis, was admitted to Gandhi Hospital, Secunderabad after a call from his brother, Kicchi Group Singh. He received palliative care there for about a month until his passing in September 2023. When Group Singh shared photos of his brother, TSS President Tejdeep Kaur Menon noticed Thakur Singh's use of an artificial leg, but the details of when and how his left leg was amputated were unclear to Group Singh. Living as a paraplegic in Pitlam, Nizamabad district, Singh earned a living as a blacksmith, despite the challenges of using ill-fitting walking aids. Moved by his plight, the TSS president suggested Singh come to Hyderabad for measurements to fit him with a lightweight carbon composite leg, a significant upgrade from his previous aids. Despite initial scepticism, Singh was fitted with the prosthesis at the Robotic Rehabilitation Centre in March 2024, where he experienced a life-changing improvement in mobility and expressed hope for enhancing his work quality with the new artificial leg.

Customers

EMIL's Customer Care Commitment

At Electronics Mart, our customer-centric approach drives and attracts customers. The deliberate focus on prioritising customer satisfaction through swift doorstep deliveries, diverse product ranges, and competitive pricing is a direct result of our Company's commitment to providing convenience and value. By understanding the unique needs of our end-users and offering easy EMI options, we cultivate trust and loyalty. Additionally, the immersive shopping experience via live demos and exclusive top-brand offerings not only guarantees quality but also fosters engagement and customer loyalty. The bi-annual shop-n-win events further amplify customer satisfaction, solidifying Electronics Mart's reputation for exceptional service and ensuring long-term customer relationships.

32,750
Followers on Instagram

4,775
Connections on LinkedIn

60,000
Followers on Facebook

5,445
Subscribers on YouTube

Customer Engagement

We interact with our audience through diverse channels, both digital and traditional. Using social media, targeted website marketing, influencer collaborations, Google ads, and Search Engine Optimisation (SEO), we aim to reach our audience effectively. Furthermore, we host online events to foster interaction. To broaden our reach, we also utilise print media, out-of-home (OOH) advertising, radio channels, and in-person events, ensuring a comprehensive approach to engaging with our audience.

Customer Grievance Redressal Mechanism

At Electronics Mart, customer satisfaction is our top priority, and we value feedback as a tool for continuous improvement. Our Company provides various channels for customers to share their opinions and concerns, including phone calls, e-mails and our website. Additionally, customers can voice their grievances through our Company's various social media channels.

ROOTED IN INTEGRITY.
BRANCHING OUT WITH ACCOUNTABILITY.

Governance

At Electronics Mart, ethical standards are paramount. These standards are reflected in our Company's governance framework, which guarantees responsible and sustainable operations, thereby fostering a culture of principled conduct.

EMIL Governance Aims to Build

Robust Decision-Making

Our Company's governance model prioritises effective decision-making, aligning with the long-term interests of shareholders, and delivering value to both shareholders and the community.

Comprehensive Monitoring

At Electronics Mart, rigorous monitoring of compliance and performance safeguards our commitment to accountability. This ensures transparency in our operations and fortifies trust with stakeholders.

Stakeholder Value

Dedicated to creating value for shareholders and the community, our governance practices serve as a cornerstone for the enduring success of Electronics Mart.

Governance Framework

Our Company's governance framework serves as the bedrock of our commitment to transparency, accountability, and integrity. It not only guides decision-making but also ensures alignment with regulations, while promoting ethical conduct. Additionally, the framework provides a comprehensive overview of our governance structure, highlighting key policies, procedures, and initiatives. These are aimed at encouraging responsible corporate behaviour and safeguarding the interests of our stakeholders.

3
Non-executive Directors

3
Executive Directors

Committees

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee
- Corporate Social Responsibility Committee
- Finance Committee
- Risk Management Committee
- Environment, Social and Governance Committee

Risk Management

The Board's deep commitment to risk management significantly amplifies Electronics Mart's ability to systematically address and mitigate current and potential material risks, fostering a culture of operational resilience. This proactive approach not only safeguards the brand's value but also ensures the effectiveness of strategic controls, positioning our Company to manage challenges in key areas. These challenges include health, safety, environment, human resources, privacy, supply chain, operations, legal and regulatory compliance, data security, and other relevant aspects. Additionally, by implementing a structured resolution framework, Electronics Mart contributes to informed decision-making, reinforcing our position as a responsible corporate entity committed to long-term success.

Corporate Policies

At Electronics Mart, our commitment to robust corporate governance is evident in our diverse policies. The Corporate Social Responsibility Policy upholds ethical practices, while the Familiarisation Programme empowers leaders to pursue sustainable objectives. Stringent measures, such as policies on UPSI leaks and board diversity, ensure transparency and integrity across operations. Additionally, the Workplace Harassment Prevention Policy underscores our commitment to fostering a safe and respectful work environment for all employees. Meanwhile, the Succession Plan Policy reflects our Company's forward-thinking approach. Additionally, meticulously crafted terms of reference for various committees facilitate structured decision-making in line with responsible governance practices. Policies addressing Document Preservation and Risk Management reinforce compliance and strategic risk mitigation efforts. Furthermore, the Vigil Mechanism and Materiality Determination Policies highlight Electronics Mart's commitment to ethical conduct and employee well-being, nurturing a culture of integrity throughout the organisation.

Meet the
BOARD

Rooted in Transparency. Branching Out with Leadership.

BOARD OF DIRECTORS

Mr. Pavan Kumar Bajaj
Chairman & Managing Director

- 40+ years of experience in retail business management
- Founder of the erstwhile sole proprietorship, M/S Bajaj Electronics, in 1980

Mr. Karan Bajaj
Chief Executive Officer & WTD

- 12+ years of experience in retail business management
- A postgraduate diploma in international management and a bachelor of commerce

Mrs. Astha Bajaj
Executive Director

- 7+ years of experience in business management
- Master's degree in biochemistry from Nirma University and a bachelor's degree in science from Gujarat University

Mr. Gurdeep Singh
Independent Director

- Retired colonel, serving the Indian Army.
- 28 years of rich experience in the Indian Army Ordnance Corps, specialising in Logistics, Supply Chain Management, Bomb Disposal, Arms and Ammunition Management, Procurement & Materials Management, Inventory & Warehouse Management
- More than 10 years of as State Head (Head Operations) in PVT COY, post-release from the Indian Army
- Brief tenure (1992-1994) with the Bureau of Civil Aviation Security, Ministry of Civil Aviation, Mumbai
- Opted for premature release as a Director from Integrated Headquarters Ministry of DEFENCE

Mr. Mirza Ghulam Muhammad Baig
Independent Director

- 31+ years of experience in tax administration and served as a Deputy Commissioner
- Previously associated with the World Bank and Deloitte Touch Tohmatsu India Private Limited
- Master's and bachelor's degrees in arts

Mrs. Jyotsna Angara
Independent Director

- Rich Experience in the non-profit sector
- Member of the Institute of Directors, India
- Bachelor's degree in arts from Osmania University

SENIOR MANAGEMENT TEAM

Mrs. Annapurna Devi Kuchibhatla
Chief Technology Officer

- Master's degree in computer applications and bachelor's degree in science
- Associated with LV Prasad Eye Institute as CTO

Mr. Chaluvadi Chandra Sekhar
Senior Manager - Inventory

- Bachelor's degree in arts and master's degree in science (I.T.)
- Associated with Innovative Retail Concepts as inventory head

Mr. Giridhar Rao Chilamkurthi
Vice - President (Sales)

- Master's degree in business administration and bachelor's degree in science
- Associated with Tirumala Music Centre Private Limited

Mr. Nammi Ravi Kiran
General Manager - HR & Administration

- Bachelor's degree in computer applications and postgraduate diploma in business management (marketing management with HR management)
- Associated with Mahathi Software Private Limited as Human Resource Manager

Mr. Premchand Devarakonda
Chief Financial Officer

- Qualified chartered accountant with a bachelor's degree in commerce
- Possesses more than 30 years of experience

Mr. Rajiv Kumar
CS & Compliance Officer

- Qualified Company Secretary with a master's degree in business administration and a bachelor's degree in commerce
- Associated with GENPACT India and SNJ Synthetics Limited

Mr. Sandeep Singh Jolly
Chief Operating Officer

- Bachelor of commerce and postgraduate diploma in management (business management)
- Previously associated with Samsung India Electronics

Mr. Virinder Singh Sandhu
Vice President - (North India)

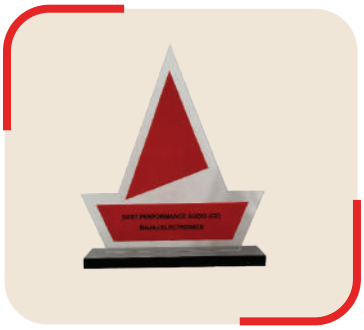
- B.E. (Electronics) from Pune University; MDP (Management Development Programme) in middle management from IIM Lucknow; currently pursuing MBA from BVP University Pune
- Seven years of experience working with Panasonic India as Key Accounts Head, East

Mr. Vishal Singh
Head - Marketing

- Bachelor of commerce and postgraduate diploma in management (marketing management)
- Associated with Bennett and Coleman as the manager of the response department

AWARDS

Rooted in Credibility. Branching Out with Appreciation.



Best Performance in Audio for Bajaj Electronics.

Achieved Premium-level Seller Award at Amazon Marketplace.

Hyderabad Branch Awarded for Highest Sales-Retail Chain in Telangana.

Top City Flipstar Award by Flipkart.

Best Regional Retail Partner – AP/Telangana for Bajaj Electronics.

Highest Flagship Growth for Bajaj Electronics by Samsung.

Corporate
INFORMATION

Corporate Information

Directors

Mr. Pavan Kumar Bajaj
Mr. Karan Bajaj
Mrs. Astha Bajaj
Col. Gurdeep Singh, Retd.
Mr. Mirza Ghulam Muhammad Baig
Mrs. Jyotsna Angara

Board Committees

Audit Committee
Mr. Gurdeep Singh, Chairman
Mr. Pavan Kumar Bajaj, Member
Mrs. Jyotsna Angara, Member

Nomination and Remuneration Committee
Mr. Mirza Ghulam Muhammad Baig, Chairman
Mr. Gurdeep Singh, Member
Mrs. Jyotsna Angara, Member

Stakeholders' Relationship Committee
Mrs. Jyotsna Angara, Chairperson
Mrs. Astha Bajaj, Member
Mr. Karan Bajaj, Member

Corporate Social Responsibility
Mrs. Astha Bajaj, Chairperson
Mr. Gurdeep Singh, Member
Mr. Karan Bajaj, Member

Risk Management Committee
Mr. Mirza Ghulam Muhammad Baig, Chairman
Mr. Karan Bajaj, Member
Mr. Premchand Devarakonda, Member

Finance Committee
Mr. Karan Bajaj, Chairman
Mr. Mirza Ghulam Muhammad Baig, Member
Mr. Premchand Devarakonda, Member

Environment, Social and Governance Committee
Mrs. Jyotsna Angara, Chairperson
Mr. Gurdeep Singh, Member
Mr. Premchand Devarakonda, Member
Mr. Rajiv Kumar, Member

Key Bankers

HDFC Bank Limited
ICICI Bank Limited

Auditors

Internal Auditors
Guru & Jana, Chartered Accountants

Statutory Auditor
Walker Chandoik & Co. LLP, Chartered Accountants, Hyderabad

Secretarial Auditor
VSSK & Associates, Company Secretaries, Hyderabad

Registered Office

6-1-91, Shop No. 10, Ground Floor,
Next to Telephone Bhavan, Secretariat Road,
Saifabad, Hyderabad,
Telangana - 500004.

Corporate Office

6-3-666/A1 to 7, 3rd and 4th Floors,
Opp. NIMS Hospital, Punjagutta,
Main Road, Hyderabad,
Telangana - 500082.

Registrar and Transfer Agents

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

Email ID: einward.ris@kfintech.com
Toll Free: 18003094001
Website Link: https://www.kfintech.com

Wholly Owned Subsidiary

EMIL CSR Foundation
Cloudnine Retail Private Limited

Listing of Shares

National Stock Exchange of India Limited
BSE Limited

Management Discussion and Analysis

Global Economic Scenario

In 2023, the global economy exhibited resilience, bouncing back from the impacts of the COVID-19 pandemic despite geopolitical tensions such as the Russia-Ukraine conflict and cost-of-living challenges. Inflation, which peaked in 2022, is now receding faster than expected, having a milder impact on employment and economic activity due to supply-side improvements and the central banks' proactive measures. Additionally, global inflationary pressures are easing due to resolved supply constraints and tighter monetary policies, with projections showing a decrease from 6.8% in 2023 to 5.8% in 2024 and further to 4.4% in 2025. Moreover, labour markets have softened, characterised by reduced job vacancies and a slight uptick in unemployment. Furthermore, wage growth remains contained, showing no signs of spiralling.

In the latter part of 2023, economic growth surpassed expectations in the United States and major emerging markets. This growth was fuelled by increased government and private spending, real income gains, and reduced disruptions from the COVID-19 pandemic. To counter inflation, major central banks raised interest rates, while households continued to contribute to economic activity by using savings accumulated during the Covid-19 pandemic. Global growth stabilised at 3.1% in 2024 and is projected to increase slightly to 3.2% in 2025. This growth is supported by strong performances in the U.S. and emerging markets, along with fiscal stimulus in China. Despite disinflation and steady growth, the risk of a severe downturn has lessened with balanced global growth risks. Additionally, targeted structural reforms are crucial for improving productivity and ensuring debt sustainability. Furthermore, multi-lateral coordination is required to resolve debt issues and address the impacts of climate change.

(Source: International Monetary Fund, OECD)

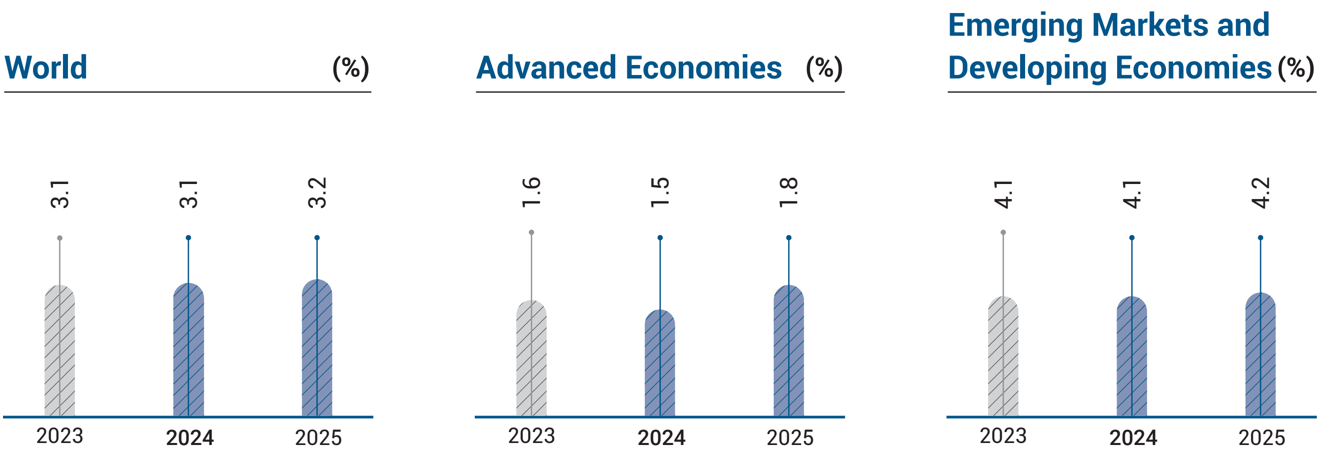
Way Forward

The global economic outlook remains optimistic, with inflation receding faster than expected and economic growth showing resilience despite geopolitical tensions and cost-of-living challenges. Labour markets have witnessed improvement, while wage growth has remained contained. Economic growth surpassed expectations in 2023, driven by both government and private expenditures. Projections suggest that global growth will stabilise in 2024, underpinned by strong performances in the U.S. and certain emerging markets. To enhance productivity and maintain debt sustainability, targeted structural reforms are necessary. Furthermore, multi-lateral coordination is crucial for resolving debt issues and mitigating climate change impacts.

(Source: https://www.imf.org/en/Publications/WEO/Issues/2024/01/30/world-economic-outlook-update-january-2024)

Global Economic Growth (in %)

Year-on-Year Estimate | Year-on-Year Projections



(Source: IMF Report on World Outlook, January 2024)

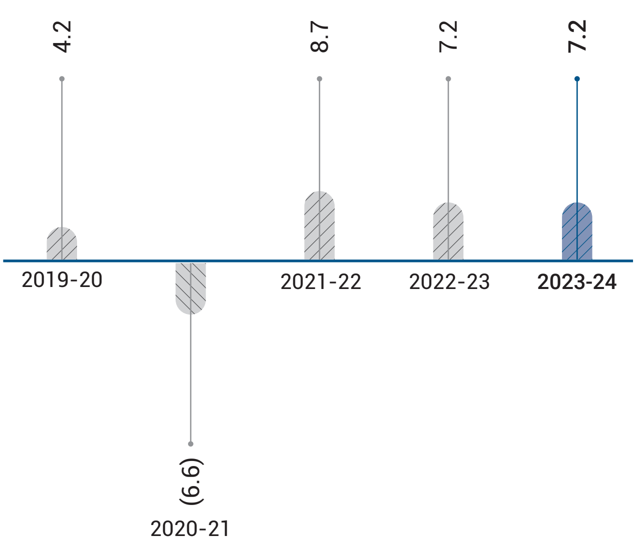
Indian Economic Scenario

The Indian economy displayed remarkable resilience, with the IMF projecting a GDP expansion of 6.7% for 2023-24. This growth is driven by strong manufacturing momentum, urban spending surpassing rural demand, and increased investments. The RBI has revised its GDP growth forecast for 2023-24 from 6.5% to 7%, while the Finance Ministry anticipates a growth rate exceeding 6.5%. Infrastructure development, including the construction of new roads, highways, and rail tracks, plays a critical role in this growth trajectory. The government's focus on revitalising growth includes reinvigorating the financial sector, streamlining business conditions, and enhancing physical and digital infrastructure to boost connectivity and competitiveness in the manufacturing sector. Moreover, the nation's industrial manufacturing sector has received a significant boost, attracting interest from global technology giants seeking to expand their supplier networks.

Despite geopolitical factors, India continues to attract global investors owing to its robust macroeconomic fundamentals, which include low unemployment, a balanced supply and demand scenario, favourable growth and inflation rates, and supportive monetary and fiscal policies. According to estimates by the Centre for Monitoring the Indian Economy (CMIE), inflation is anticipated to decline to 4.3% in 2024-25 from 5.4% in 2023-24. The Indian economy is expected to sustain its growth momentum, driven by private consumption, private investment, and government policies aimed at improving infrastructure and the business ecosystem.

(Source: RBI, Press Information Bureau, Department of Economic Affairs)

Indian Economy GDP Growth Rate (in %)



(Source: https://tradingeconomics.com/india/full-year-gdp-growth)

Outlook

India's economic outlook for 2024 appears promising, due to initiatives aimed at enhancing infrastructure and business conditions. Major institutions like Moody's are revising their growth forecasts upward, estimating it to be between 6.4% to 7.2%. This optimism is fuelled by a strong performance in 2023 and a robust domestic market. Additionally, key drivers include government spending and a revitalised manufacturing sector. Investments in connectivity and favourable monetary policies are expected to attract more investors, further boosting economic expansion. Despite challenges like inflation and geopolitical factors, the country's strong fundamentals, including a robust private sector, are likely to support growth. Overall, the Indian economy demonstrates potential for continued upward momentum.

(Source: RBI, Press Information Bureau, Department of Economic Affairs)

Indian Consumer Durable Industry Scenario

India is poised to become the fifth-largest consumer durables market globally, solidifying its position as one of the fastest-growing electronics markets worldwide. In 2023-24, the Indian consumer durables industry maintained its growth trajectory, fuelled by technological innovations, evolving consumer preferences, and increased awareness of durable, energy efficient appliances.

The rise in demand for premium products, coupled with an improving economy and positive consumer sentiments, has propelled the consumer durables industry forward in 2022-23. With expectations of sustained growth, the industry anticipates a 7-9% growth in 2023-24. Brands are gearing up for growth across various markets, with premium, value-added, feature-rich products expected to remain key drivers.

In 2023-24, premiumisation emerged as the reigning trend, with consumers willing to invest in innovative features and high aesthetics. The growing affluence in India has significantly influenced consumer preferences, especially in the home appliance sector. With higher disposable incomes, evolving lifestyles, and exposure to global products, there is a clear shift towards premium appliances.

Over the past few years, the domestic consumer electronics, and durables market has witnessed remarkable growth. In 2021-22, the Indian appliances and consumer electronics industry reached a valuation of US$ 9.84 Billion, with projections indicating a doubling in size to US$ 21.18 Billion by 2024-25. Indian consumer electronics manufacturers have expanded their export horizons, venturing into developed markets like the U.S. and Europe, which were previously limited to neighbouring countries, the Middle East, or African nations.

Net Sales Trend

(in Million)

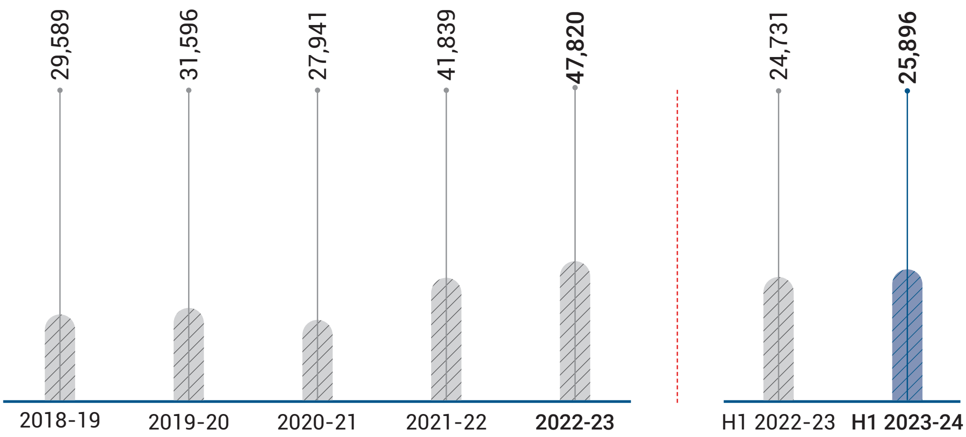


Fig. Trend in Net Sales of domestic appliances and electronic players

(Source: Ace Equity)

Next-Generation Smart Homes

Consumer durables brands are focussing their energy and investments on connected appliances to meet the growing demand for tech-enabled products. The Covid-19 pandemic has shifted consumer behaviour, prioritising health and tech-enabled features. Currently, smart appliances have a penetration rate of around 5% in India, driven by over 500 Million smartphone users, mobile connectivity, and easy-to-install applications.

The growth of this segment is significant, with higher revenue generated by smart appliances due to their relatively high prices, attributed to technological advancements and value addition. Younger consumer groups, particularly those interested in smart speakers and smart lighting systems, are driving the growth of the smart home market in India. Government incentives and subsidies for energy efficient appliances further support the growth of the smart appliance market. Additionally, products like water heaters, light bulbs, chimneys, and water purifiers, among others, can be operated via smartphones or voice command features. Various players are integrating smart devices from different brands to offer comprehensive solutions. Overall, the smart appliance market in India is expected to expand rapidly, driven by technological advancements, changing consumer preferences, and government support.

(Source: CareEdge report on Consumer Durable, February 2024, Times of India, Financial Express)

Consumer Durable Sector Growth Segmentation

3-Year CAGR (2019-20 to 2022-23)

12%
Growth in Electronic Consumer Durables

17%
Growth in Wires and Cables

10%
Growth in Air Conditioners

Sectorial Demand Catalysts

Growing Disposable Income

India's per capita disposal income is expected to reach ₹2.14 Lacs in 2023-24, up from the earlier estimate of ₹2.12 Lacs. The rise in the middle-class and increased disposable incomes has led to a growing demand for smartphones, laptops, and home appliances.

Increased Internet Usage

India's internet penetration rate was 52.4% of the total population at the beginning of 2023-24, with the number of internet users expected to rise steadily by 4.28% between 2023-24 and 2028-29. This increase in internet usage is anticipated to fuel the growth of the consumer durables industry.

Government Policies

The Indian government has implemented several policies to strengthen electronics manufacturing and attract foreign investment to the sector. This strategic initiative has led to a notable uptick in demand for electronic goods within the country.

Technological Upgradations

The rapid evolution of technology has spurred the introduction of cutting-edge electronic products, including smart home devices, wearables, and virtual reality headsets. These innovative offerings have significantly contributed to the expansion of the electronics retail industry.

Rapid Urbanisation

According to the United Nations, India's urban population is expected to surpass its rural counterparts by the year 2050. In between 2021-22 and 2046-47, the nation's urban population is anticipated to increase by 328 Million, exceeding the total population of the United States. Moreover, this rapid urbanisation trend is projected to drive sectorial growth.

Competitive Pricing

As the middle class expands and disposable incomes rise, consumers are increasingly inclined to invest in electronic goods, ranging from smartphones and laptops to home appliances.

E-commerce Growth

E-commerce is expected to register a remarkable CAGR of 27%, reaching US$ 163 Billion by 2025-26. This growth rate is almost three times that of the overall retail market and is anticipated to translate into the growth of the consumer durables industry.

Low Penetration

The consumer durables market in India is underpenetrated compared to that of other countries and offers headroom for growth.

Increased Working Population

The share of India's working-age population in the total population is expected to reach its highest level at 68.9% by 2029-30. The increased working population is anticipated to drive the growth of the sector.

(Source: https://economictimes.indiatimes.com/news/india/govt-to-set-up-high-powered-committee-to-consider-challenges-of-population-growth-demographic-change-fm/articleshow/107328273.cms?from=mdr

https://www.thehindubusinessline.com/companies/indian-e-commerce-market-to-reach-163-billion-by-2026-report/article66675624.ece

https://government.economictimes.indiatimes.com/blog/navigating-indias-urban-future-7-resolutions-for-urban-india-for-2024/106339818#:~:text=Between%202022%20and%202047%2C%20India's,population%20of%20the%20United%20States!&text=This%20momentous%20urbanisation%20wave%20has,4000%2Dplus%20towns%20and%20cities.

https://datareportal.com/reports/digital-2024-india#:~:text=There%20were%20751.5%20Million%20internet%20users%20in%20India%20in%20January,January%202023%20and%20January%202024.

https://www.statista.com/forecasts/1144044/internet-users-in-india#:~:text=The%20number%20of%20internet%20users,a%20new%20peak%20in%202029.

https://economictimes.indiatimes.com/news/economy/indicators/data-correction-indias-per-capita-disposable-income-put-at-2-14-l/articleshow/108147382.cms?from=mdr)

Company Overview

Electronics Mart India Limited (referred to as 'EMIL', 'our Company' or 'We') is a prominent retailer specialising in a wide range of multi-brand consumer durables, electronics, and electrical appliances. As the fourth-largest retailer of consumer durables and electronics in India, our Company has a rich history dating back to 1980, when it started as a sole proprietorship named 'M/s Bajaj Electronics' in Hyderabad. Over the years, we have evolved, undergoing a significant transformation in 2010-11, when we transitioned into a partnership firm, while retaining our original name. Furthermore, in 2018, Bajaj Electronics transformed into a public limited company, adopting the name 'Electronics Mart India Limited.'

We forayed into consumer durables and electronics retail with our inaugural store in Hyderabad. By 2020-21, we had established ourselves as the top revenue earner in South India, particularly in Telangana and Andhra Pradesh. Moreover, as of 31st March 2024, we operate 160 retail stores across various regions, encompassing 24 cities in Andhra Pradesh, 31 cities in Telangana, 1 city in Kerala and 5 cities within the Delhi-NCR region.

We have consistently expanded our retail footprint, with the retail business area growing from 1.23 Million square feet in 2022-23 to 1.48 Million square feet by 31st March 2024. Operating through three primary channels—retail, wholesale, and e-commerce—we derive 98.74% of our revenues from retail, while wholesale and e-commerce contribute approximately 1.26% to the total revenue from sale of products.

With a mission to make technology accessible to every household in the nation, we take pride in offering a myriad of durable products at competitive prices. Our Company's extensive product portfolio comprises over 8,000 Stock-Keeping Units (SKUs) sourced from a wide array of renowned consumer durable and electronic brands. These products include mobile devices, laptops, home and kitchen appliances, home entertainment systems, cameras, and personal care items. Additionally, as of 31st March 2024 we have a retail presence in 61 cities or urban agglomerates, operating 160 stores with a collective retail space spanning 1.48 Million square feet. Furthermore, among these stores, 147 are Multi-Brand Outlets (MBOs), while the remaining 13 are Exclusive Brand Outlets (EBOs).

Major Strategies

Widening the Horizon

At EMIL, our expansion strategy focuses on fortifying our store network in established clusters and strategically penetrating new markets to fuel long-term growth. In the next two years, our Company aims to open 45 new stores, with a keen emphasis on Tier-I and Tier-II cities. Among these, 20 outlets will be strategically positioned in the Delhi-NCR region, while 25 will be strategically located in the southern region, specifically 15 in Andhra Pradesh and 10 in Telangana. Additionally, by adopting this approach, we aim to solidify our foothold in pivotal regions and capitalise on both existing and emerging growth prospects.

Increasing the Purchasing Ability of Customers

Our Company acknowledges the advantages of consumer financing, as it enables an increase in the average selling price without affecting sales volumes negatively. To streamline the financing procedure, we invest in integrating our systems with financing entities, thus reducing payment processing time. We offer consumer financing alternatives through credit and debit card EMIs, as well as through specific fintech firms. By providing these options, our Company aims to enhance the accessibility and affordability of our products for a wider customer base.

Providing Diversified Products to Enhance Sales

At EMIL, we are committed to enriching the shopping experience for our customers by expanding the product portfolio, with the goal of becoming a comprehensive one-stop destination for consumer durables. By diversifying our range of offerings, we aim to provide customers with a broader selection of choices. Leveraging our Company's longstanding partnerships with reputable brands, we plan to introduce new products launched by these brands, further enhancing EMIL's offerings and meeting evolving customer needs.

Optimising Costs through Technological Investments

EMIL prioritises maintaining peak operational efficiency, evident in our focus on various aspects like planning, sourcing, vendor management, logistics, quality control, pilferage control, replacement, and replenishment. Additionally, we aim to elevate our operational efficiency and enhance our supply chain management capabilities. To achieve this, EMIL plans significant investments in upgrading and acquiring technological systems to boost productivity. Moreover, our Company intends to expand and modernise our warehouses to improve inventory and supply chain management efficiency. These initiatives are designed to streamline operations, optimise costs, and ensure timely delivery of products to customers.

Fostering Development within the Workforce

To enhance workforce capabilities, EMIL has incorporated comprehensive training programmes aimed at meeting evolving customer needs and delivering exceptional customer support. Employees are encouraged to take initiative and advance within the organisation, supported by a culture that values talent discovery and growth opportunities. Our Company is dedicated to strategic recruitment and retention practices, ensuring a skilled and motivated team. Moreover, effective attrition management strategies are also in place to maintain a stable and productive workforce.

Opportunities

Expanding the Footprint

At EMIL, our strategic vision revolves around adopting a peripheral and concentric expansion strategy, targeting adjacent states to unlock fresh opportunities. By proliferating our Company's presence in current cities through the establishment of additional stores, we aim to access new catchment areas within these urban centres and optimise our infrastructure. Aligning with EMIL's customer-centric ethos, we remain committed to modernising our stores. Furthermore, at EMIL, we seek to enhance our infrastructure to offer a comprehensive display of products encompassing a diverse range of brands and price points.

Sponsored Events and Sales Promotion

EMIL offers promotional avenues to enhance brand visibility and garner media attention with a reasonable investment. This helps our Company effectively engage with our target audience. As a key component of our marketing approach, we host an exclusive contest named 'India's Biggest Festive Offer' during festive occasions like Dussehra or Diwali. This contest offers customers the thrilling chance to win significant cash prizes, with rewards extending up to 10 Million, along with the opportunity to win small passenger cars.

Threats

Technological Advancements

In the dynamic electronics industry, EMIL needs to remain agile and adapt to the latest technologies and trends to stay relevant. Lagging could mean losing market share to more innovative competitors. Therefore, it is crucial for our Company to embrace new products and foster continuous innovation to remain competitive and propel our growth trajectory.

Competition

In recent years, the Indian electronics retail sector has become increasingly competitive. This heightened competition is anticipated to shrink the catchment area of EMIL's stores. Furthermore, customers now have a wider range of choices, strengthening their bargaining power. As a result, store operators are employing aggressive discounting strategies, which could potentially reduce gross margins.

Financial Performance

EMIL had a robust performance this year, achieving a 15.42% year-on-year growth in revenue to reach ₹ 62,854.06 Million, compared to ₹ 54,457.10 Million in 2022-23. Both EBITDA and PAT showed substantial improvement, rising by 33.75% to ₹ 4,495.15 Million and 49.81% to ₹ 1,839.83 Million, respectively, compared to EBITDA of ₹ 3,360.83 Million and PAT of ₹ 1,228.13 Million in 2022-23. Additionally, the margins improved, with the EBITDA margin reaching 7.15% and the PAT margin standing at 2.93%, both higher than in the previous year.

Profit and Loss Statement (in ₹ Million)

Particulars	2023-24	2022-23
Revenue from Operations	62,854.06	54,457.10
Growth (%)	15.42	25.21
Cost of Goods Sold	53,706.70	47,050.24
Gross Margins (%)	14.55	13.60
Employee Expenses	1,114.82	940.45
% to Revenue from Operations	1.77	1.73
Total Operating Expenditure	58,358.91	51,096.27
EBITDA	**4,495.15**	**3,360.83**
EBITDA Margin (%)	7.15	6.17
Finance Cost	1,076.73	985.41
Depreciation	1,056.86	853.79
Other Income	100.44	110.42
PBT	2,462.00	1,632.05
Total Tax	622.17	403.92
Profit After Tax	**1,839.83**	**1,228.13**

Key Ratios

Particulars	2023-24	2022-23	% Change
Per Share Data (₹)			
Basic EPS	4.78	3.63	31.68
Face Value	10	10	-
Cash Per Share*	2.17	5.22	(58.43)
Profitability Ratios (%)			
EBITDA Margins	7.15	6.17	15.88
PBT Margins	3.92	3.00	30.67
PAT Margins	2.93	2.26	30.22
Turnover (Days)			
Inventory Days	66	60	10
Debtor Days	11	9	22.22
Creditor Days	2	2	-
Return Ratios (%)			
ROE	14.41	13.79	4.46
ROCE	17.61	14.86	18.55
Valuation Ratios (X)			
P/E	40.07	18.25	119.56
EV/EBITDA	17.79	9.17	94.00
EV/Revenue from Operations	1.27	0.57	122.81
Market Cap/Revenues	1.17	0.47	148.94
Price to Book Value	19.16	6.63	188.99
Solvency Ratios			
Debt/Equity	0.52	0.61	(15.23)
Debt/EBITDA	1.59	2.16	(36.44)
Current Ratio	1.97	1.90	3.83
Quick Ratio	0.73	0.86	(14.44)

*Reduction in cash per share is due to utilization of IPO proceeds during the FY 23-24

Human Resources

EMIL's talent planning and management approach is meticulously designed to align with both short-term objectives and long-term aspirations. Our Company strategically decides whether to foster talent internally or acquire it externally for critical leadership positions, ensuring a robust talent pipeline. Strategic roles are carefully matched with key talents, facilitating internal mobility and development plans.

To comprehensively address organisational training needs, we conduct a spectrum of programmes covering technical, functional, and cultural aspects. This proactive approach not only enhances skill enhancement but also nurtures a cohesive organisational culture. In fostering a proficient frontline workforce, EMIL's HR department diligently scouts for fresh talent across various channels.

Additionally, our Company is committed to nurturing a dynamic and motivated workforce through our human resource policies, placing paramount importance on identifying and nurturing talent internally.

Employee performance undergoes diligent evaluation, with in-house promotions serving as tangible rewards for exceptional dedication and contributions. EMIL prioritises internal talent growth over external hires, fostering a culture of recognition and advancement within the organisation. Besides regular salaries, our Company offers performance-based incentives to showroom employees and senior executives, further incentivising excellence and driving engagement. As of 31st March 2024, our workforce stood at 2,629 employees (excluding 3 Executive Directors), embodying our commitment to nurturing and retaining top talent.

Risk Management

EMIL has established a comprehensive risk management policy with multiple core objectives. The primary goal is to proactively identify, assess, quantify, minimise, manage and mitigate all existing and potential material risk exposures. This is crucial for safeguarding our Company's brand value through strategic control and operational policies. Additionally, EMIL is committed to adhering to relevant regulations by embracing best-in-class practices.

To effectively fulfil these objectives, the policy outlines a structured and disciplined approach to risk management. This methodical approach helps navigate and resolve various challenges related to risk with precision and accuracy.

Risk	Impact	Mitigation
Insurance Risk	At EMIL, we face potential risks associated with the storage and handling of our products. These risks include fire, theft, employee infidelity, natural calamities. Moreover, occurrences like acts of terrorism and explosions may result in loss of life and extensive property and inventory damage and destruction.	To address these risks, our Company has implemented industry standard insurance policies. These policies encompass burglary insurance along with standard fire and special perils coverage for our warehouses and stores. Further, the Company has engaged the services of experts in fire safety processes, including training of staff at all levels at all its locations
Competition Risk	EMIL faces competition from various sources, including players in the retail, wholesale, and e-commerce domains. Our Company contends that it competes with national and local large-format stores, independent retail outlets, and e-commerce enterprises that offer similar merchandise.	To address this challenge, we prioritise efforts to nurture relationships with reputable brands and their offerings. This strategic focus aims to provide access to premium products and fosters a strong connection between our customers and our brand identity.
Reputational Risk	Sustaining and enhancing EMIL's brand recognition and reputation are paramount to our long-term success. Neglecting this aspect could hinder our Company's capacity to retain and grow our customer base, thereby adversely affecting business operations, financial health, cash flows, and overall performance.	To address this risk, we harness our robust corporate culture and continuously monitor and improve our processes.
Supply Chain Risk	Failure to deliver products promptly or a decline in the quality of supplied products could significantly impact our business, profitability and reputation.	We prioritise implementing systems and processes to ensure stability in the supply chain, including managing inventory levels, lead times, and delivery schedules. Additionally, our Company avoids relying solely on a single supplier or region and therefore, diversifies our supplier base to minimize the impact of supply chain disruptions.
Intellectual Property Risk	Potential threats related to Company's Intellectual Property rights, including trademarks, copyrights and trade secrets.	We maintain a robust check and control to monitor compliance with applicable Intellectual Property Laws. Our Company has 25 registered Trademarks under various classes. Three (3) marks are accepted by the Trademark Registry & are advertised in the Trademark's Journal. Further, the Company is vigilant enough to identify and file objections against similar or identical trademarks-seeking registrations.
Cyber Security & Data Protection Risk	Potential exposure or loss resulting from cyber-attacks or data breaches on the Company including phishing, malware, password attacks, software supply chain attacks, encompassing potential threats to the security of personal, organisational data and its tentative negative impact.	Our Company has implemented role-based access controls to restrict data access to authorised users. Further, there are robust security measures implemented at the organisational level for IT infrastructure, including firewalls, intrusion detection systems and antivirus software. We maintain regular backup of critical data and enforces the implementation of multi-factor authentication to enhance login security. Moreover, our employees are regularly educated about the dangers of phishing scams, social engineering tactics, and the importance of best practices of cyber security.
Environmental Risk	The Company has started accessing the Environmental Risk which may impact the business operations of the Company.	

Internal Control Systems

At EMIL, we have implemented a comprehensive Internal Financial Control (IFC) framework as per Section 134(5) of the Companies Act, 2013. This framework is tailored to suit the nature and complexity of our business operations, meticulously documented to cover all financial and operating functions. Aligned with the Companies Act, 2013, and the Guidance Note issued by The Institute of Chartered Accountants of India, its primary objective is to ensure the accurate maintenance of accounting records, reliable financial reporting, and compliance with relevant laws and regulations.

Our Company upholds a robust system for internal audit, risk assessment, and mitigation. Led by an independent firm of Chartered Accountants, boasting over three decades of experience, the Internal Audit function operates independently and reports to the Audit Committee. This setup ensures an external perspective, industry best practices, and benchmarks are considered.

The Internal Audit function devises an annual internal plan, approved by the Board's Audit Committee, that addresses key process risks, adherence to operating guidelines, and statutory compliance. Additionally, it offers recommendations for monitoring and enhancing operational efficiency. Significant internal audit findings and agreed-upon action plans are periodically presented to the Audit Committee for review.

The Committee monitors the advancement of action plan implementation, ensuring the adequacy and reliability of financial reporting, internal control, and risk management frameworks. The operating effectiveness of internal controls is routinely tested as part of the Management's control testing programme. After thorough testing and assessment of outcomes, the Board, with the agreement of the Audit Committee, determined that EMIL's Internal Financial Controls were adequate and functioned effectively as of 31st March 2024.

Cautionary Statement

This report contains statements that may include forward-looking remarks within the meaning of applicable Securities Laws and Regulations. It is important to note that numerous factors could cause the actual results, performances, or achievements of our Company to be materially different from any future results, performances, or achievements. Significant factors that could impact our Company's operations include changes in domestic and international economic conditions, alterations in Government regulations, changes to the tax regime, and modifications to other statutes.

BOARD'S REPORT

Dear Members,

Your Directors are pleased to present the 06th Annual Report on the Company's business, operations, and financial performance along with the Audited Financial Statements for the year ended 31st March 2024.

1. FINANCIAL INFORMATION

The Company's financial performance for the period ended 31st March 2024 is summarised below:

(₹ in Million)

Particulars	Consolidated Result		Standalone Result	
	2023-24	2022-23	2023-24	2022-23
Revenue from Operations	62,854.06	54,457.10	62,854.06	54,457.10
Other Income	100.73	110.45	100.44	110.42
Profit before Depreciation, Finance Costs, Exceptional items, and Tax Expenses	4,595.23	3,471.12	4,595.59	3,471.25
Less: Depreciation/ Amortisation/ Impairment	1,056.86	853.79	1,056.86	853.79
Profit before Finance Costs, Exceptional items, and Tax Expenses	3,538.37	2,617.33	3,538.73	2,617.46
Less: Finance Costs	1,076.73	985.41	1,076.73	985.41
Profit before Exceptional items and Tax Expenses	2,461.64	1,631.92	2,462.00	1,632.05
Add/(less): Exceptional items	-	-	-	-
Profit before Tax Expenses	2,461.64	1,631.92	2,462.00	1,632.05
Less: Tax Expense (Current & Deferred)	622.17	403.92	622.17	403.92
Profit for the year	1,839.47	1,228.00	1,839.83	1,228.13
Total Comprehensive Income	1,853.49	1,231.97	1,853.85	1,232.10

Note:

1. No material changes and commitments affecting the financial position of your Company have occurred between the end of the financial year and the date of this report.
2. Further, the nature of business of your Company has remained the same.

Consolidated Financial Statements:

The Audited Consolidated Financial Statements of your Company as of 31st March 2024, prepared as per the relevant applicable Ind AS and Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (to be referred as "SEBI Listing Regulations") and provisions of the Companies Act, 2013 ("**the Act**"), form part of this Annual Report.

- Consolidated Total Comprehensive Income increased to ₹ 1,853.49 Million in 2023-24 from ₹ 1,231.97 Million in 2022-23.
- Consolidated PBT increased to ₹ 2,461.64 Million in 2023-24 from ₹ 1,631.92 Million in 2022-23.
- Consolidated PAT increased to ₹ 1,839.47 Million in 2023-24 from ₹ 1,228.00 Million in 2022-23.

Standalone Financial Results:

On a standalone basis, your Company had:

- Standalone Total Comprehensive Income increased to ₹ 1,853.85 Million in 2023-24 from ₹ 1,232.10 Million in 2022-23.
- Standalone PBT increased to ₹ 2,462.00 Million in 2023-24 from ₹ 1,632.05 Million in 2022-23.
- Standalone PAT increased to ₹ 1,839.83 Million in 2023-24 from ₹ 1,228.13 Million in 2022-23.

Your Company's operational performance has been comprehensively discussed in the Management Discussion and Analysis Report, which forms part of this Report.

2. STATE OF COMPANY'S AFFAIRS

During 2023-24, EMIL has continued to grow sustainably in consumer electronics and durables and has become the largest electronics retailer in South India in terms of revenue. With growing disposable income, increased internet penetration, and technology upgradations, the Company will further continue to achieve its vision and mission.

The Company has crossed a milestone of ₹ 6,000 Crores in revenue and opened 33 new stores during 2023-24. Currently, the Company operates under 6 brand names namely, Bajaj Electronics in South India, Electronics Mart in North India, IQ, Kitchen Stories, Easy Kitchens, and Audio & Beyond.

The Company operates in three segments namely, retailing, wholesaling and e-commerce with a sales mix of mobile, large electronics appliances and small appliances, IT & others. As on 31st March 2024, EMIL has a total 160 retail stores with a total area of 1.47 Million sq ft across various regions in Andhra Pradesh, Telangana, NCR region and Kerala.

The Company has a diversified product portfolio of 100+ brands comprising more than 8,000 stock keeping units (SKUs).

Large Appliances (TV, Washing Machine, AC, Refrigerators) is the highest contributing segment in terms of revenue and comprises of 45% of the total revenue in 2023-24 recording a growth of 8.3% from 2022-23.

Mobiles (phones, fitness trackers & tablets) is the fastest growing segment with the rising contribution in the overall revenue of 42% in 2023-24 and has recorded a growth of 33% from 2022-23.

Small Appliances, IT & Others (Laptop, Printer, Geyser & others) contributed 13% of the total revenue of 2023-24.

The Company has recorded significant growth in 2023-24 and with the increase of business in North Cluster and consumer durables penetration in organised segment, the Company will continue to expand its operations with its key growth strategies.

3. DIVIDEND

With a view to conserving resources for the expansion of business, your Directors have thought it prudent not to recommend any dividend for the financial year under review. The Dividend Distribution Policy, in terms of Regulation 43A of the SEBI Listing Regulations, is available on the Company's website at https://investors.electronicsmartindia.com/.

4. CREDIT RATING

India Ratings and Research, a credit rating agency, has affirmed your Company's Long-Term Issuer Rating at 'IND A-'. The Outlook is Positive.

The instrument-wise rating actions are as follows:

Instrument Type	Date of Issuance	Coupon Rate	Maturity Date	Size of Issue (Million)	Rating	Rating Action
Fund-based working capital limits	-	-	-	₹ 5,700 (increased from ₹ 4,700)	IND A-/Positive/ IND A2+	Affirmed; Outlook revised to Positive from Stable
Term loans	-	-	2027-28	₹ 830.65 (reduced from ₹ 1,100)	IND A-/Positive	Affirmed; Outlook revised to Positive from Stable

5. CHANGES IN PAID-UP SHARE CAPITAL

There was no change in the Company's Authorised and Paid-up Share Capital during the 2023-24. The paid-up share capital as on 31st March 2024 was ₹ 3,84,74,87,620 (Rupees Three Hundred Eighty Four Crore Seventy-Four Lakh Eighty-Seven Thousand Six Hundred and Twenty).

6. TRANSFER TO RESERVES

There is no amount proposed to be transferred to the Reserves. The closing balance of Standalone and Consolidated retained earnings of your Company for 2023-24, after appropriations and adjustments, were ₹ 6,028.15 Million and ₹ 6,027.25 Million, respectively.

7. SUBSIDIARIES/ ASSOCIATES OR JOINT VENTURES AND LLPS ETC.

During the year under review, the Company has two subsidiaries. As required under the provisions of Section 129 of the Companies Act, 2013, read with Companies (Accounts) Rules 2014, a statement containing salient features of the Financial Statements of the subsidiaries is provided in the prescribed format AOC-1 as **Annexure - 1** of the Board Report.

In accordance with Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015, Cloudnine Retail Private Limited and EMIL CSR Foundation are non-material, unlisted subsidiaries. The Company has formulated a policy for determining material subsidiaries. The policy is available on the website of the Company at https://investors.electronicsmartindia.com/.

8. PARTICULARS OF LOANS, GUARANTEES, OR INVESTMENTS

The Company has not undertaken any transaction under Section 186 of the Act during 2023-24.

9. MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis Report for the year under review, as stipulated under the SEBI Listing Regulations, is presented in a section forming part of this Annual Report.

10. DIRECTORS AND KEY MANAGERIAL PERSONNEL

As of 31st March 2024, your Company's Board of Directors ("**Board**") had six members comprising three Executive

Directors and three Non-Executive Independent Directors. The Board has one Women Independent Director. The details of Board and Committees composition, tenure of Directors, areas of expertise, and other details are available in the Corporate Governance Report, which forms part of this Annual Report.

Changes in Director:

Mr Anil Rajendra Nath (DIN: 07261148), upon successfully completion of his tenure of first term of 5 years as an Independent Director on the Board of the Company, did not opt to be reappointed for a second term. Therefore, he ceased to be an Independent Director of the Company with effect from 02nd December 2023. The Board recorded its deep appreciation and profound gratitude for the invaluable services rendered by him to the Company from its inception.

Mr Gurdeep Singh (DIN: 07499896) was appointed as an Independent Director for a term of 5 years with effect from 26th July 2023.

Re-appointment of Directors

Mr Mirza Ghulam Muhammed Baig (DIN: 08281763) was re-appointed as an Independent Director of the Company for a second consecutive term of 5 years based on performance evaluation and recommendation of Nomination & Remuneration Committee.

In accordance with the provisions of Section 152 of the Act, read with rules made thereunder and Articles of Association of the Company, Mr Karan Bajaj (DIN: 07899639) is liable to retire by rotation at the ensuing Annual General Meeting (AGM) and being eligible, offers himself for re-appointment.

Declaration from Independent Directors

Your Company has received declarations from all the Independent Directors of your Company confirming that they meet the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and there has been no change in the circumstances which may affect their status as an Independent Director.

11. COMMITTEES OF BOARD

The Board has constituted 7 Committees, out of which 5 are statutory Committees and 2 are non-statutory functional Committees. Details of various Committees constituted by the Board pursuant to the applicable provisions of the Act and SEBI Listing Regulations, are given in the Corporate Governance Report, which forms part of this Annual Report.

12. NUMBER OF MEETINGS OF THE BOARD

The Board of Directors met 05 times during the year under review. The details of board meetings and the attendance of the Directors are provided in the Corporate Governance Report, which forms part of this Annual Report.

13. INDEPENDENT DIRECTORS' MEETING

The Independent Directors met on 27th May 2023 without the attendance of Non-Independent Directors and members of the management. The Independent Directors reviewed the performance of Non-Independent Directors, the Committees, and the Board as a whole along with the performance of the Chairman of your Company, taking into account the views of Executive Directors and Non-Executive Directors and assessed the quality, quantity, and timeliness of the flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

14. BOARD EVALUATION

The Board adopted a formal mechanism for evaluating its performance and that of its Committees and individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Board's functioning, such as the composition of the Board and Committees, experience and competencies, performance of specific duties and obligations, contribution at the meetings and otherwise, independent judgment, governance issues, etc. The performance of each Director including Independent Directors were being evaluated by the Nomination and Remuneration Committee in pursuance of the Board Evaluation policy of the Company. The policy on Board Evaluation is available on the website of the Company at https://investors.electronicsmartindia.com/.

15. POLICY ON DIRECTORS' APPOINTMENT & REMUNERATION

Your Company's policy on Directors' appointment and remuneration and other matters ("Nomination and Remuneration Policy") pursuant to Section 178(3) of the Act is available on the website of your Company at https://investors.electronicsmartindia.com/. The Remuneration Policy for the selection of Directors and determining Directors' independence sets out the guiding principles for the Nomination and Remuneration Committee for identifying the persons who are qualified to become Directors. Your Company's Remuneration Policy is directed towards rewarding performance based on the review of achievements. The Remuneration Policy is in consonance with existing industry practice. We affirm that the remuneration paid to the Directors is as per the Company's Remuneration Policy terms.

16. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134(3)(c) of the Companies Act, 2013 with respect to the Directors' Responsibility Statement, the Board of Directors of the Company hereby state and confirm that:

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

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

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

d) the directors have prepared the annual accounts on a going concern basis;

e) the directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and

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

17. INTERNAL FINANCIAL CONTROLS SYSTEM AND THEIR ADEQUACY

The details regarding the Internal Financial Controls System and their adequacy are included in the Management Discussion and Analysis, which forms part of this Annual Report.

18. RISK MANAGEMENT

The Board has formed a Risk Management Committee (RMC) to frame, implement and monitor the risk management plan for the Company. The RMC is responsible for reviewing the risk management plan and ensuring its effectiveness. The major risks identified by the businesses are systematically addressed through mitigation actions on a continual basis. The identified risks are categorized and documented in the Risk Register of the Company and is constantly reviewed to update the status of mitigated plans and deregister the mitigated risks.

19. BOARD POLICIES

The Corporate Governance report details various policies approved and adopted by the Board as required under the Act and, SEBI Listing Regulations. The duly approved Board Policies are available on the website of the Company at https://investors.electronicsmartindia.com/.

20. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The brief details of the CSR Committee are provided, which form part of this Annual Report. The CSR policy is available on the website of your Company at https://investors.electronicsmartindia.com/. The Annual Report on CSR activities as per Rule 8 of the Companies (Corporate Social Responsibility Policy) Rule, 2014 is annexed to this report as **Annexure-2.**

Further, the Chief Financial Officer of your Company has certified that the CSR spending of your Company for 2023-24 has been utilised for the purpose and in the manner approved by the Company's Board of Directors.

21. CORPORATE GOVERNANCE REPORT

The Corporate Governance Report, as prescribed by SEBI Listing Regulations, forms part of this Board's Report and is given in **Annexure – 3**, along with the required certificate from a Practicing Company Secretary, regarding compliance with the conditions of Corporate Governance. In compliance with Corporate Governance requirements as per the SEBI Listing Regulations, your Company has formulated and implemented a Code of Conduct for all Board members and senior management personnel of your Company ("Code of Conduct") who have affirmed the compliance thereto. The Code of Conduct is available on your Company's website at https://investors.electronicsmartindia.com/.

22. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

In accordance with the Listing Regulations, the Business Responsibility & Sustainability Report is annexed as **Annexure - 4**.

23. STATUTORY AUDITORS & AUDITORS' REPORT

Walker Chandiok & Co. LLP, Chartered Accountants (Firm's Registration Number 001076N / N500013), was appointed as Statutory Auditors of your Company at the Adjourned First Annual General Meeting held on 07th December 2019 for a term of five consecutive years and continue to hold the office for five years as originally appointed. The Statutory Auditors Report on standalone and consolidated financial statements along with Notes to schedule for the Financial Year ended 31st March 2024 are enclosed in this Annual Report.

Further, the Board proposed the appointment of Walker Chandiok & Co. LLP as the Statutory Auditors of the

Company for their second term by the members in the ensuing 6th Annual General Meeting.

Walker Chandiok & Co. LLP, Chartered Accountants, has provided their confirmation regarding compliance with conditions prescribed under Sections 139 and 141 of the Act in regard to the continuation of their term.

Explanation of the qualification in the Auditors' Report:

Auditors' Remark - The Statutory Auditors reported that the Company's accounting software (FOCUS), billing software (T-POS) and SAP do not have an audit trail at the database level. Hence, there is a modified opinion in the audit report, which will not have any impact on the financial statements.

Management's Explanation - As the accounting software being used during the FY 2023-24 does not have the audit trail feature at the database level, Management decided to migrate to SAP S4 HANA and the migration was completed by 31st March 2024. The new system is live from 01st April 2024.

24. CONSOLIDATED FEES PAID TO STATUTORY AUDITORS

Detail of total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor as mentioned in Note 26 of Consolidated Financial Statement which forms part of this Annual Report, are as below:

₹ in Millions

Particulars	2023-24	2022-23
Payments to the Auditor		
As auditor*	7.17	5.05
For other services	0.10	0.10
Out-of-pocket expenses	0.12	0.12
Total	**7.39**	**5.22**

*excluding audit and certification fees amounting to ₹ 5.40 Million pertaining to the Company's IPO which have been adjusted against Securities Premium for the year ended 31st March 2023.

25. SECRETARIAL AUDIT REPORT

Pursuant to the provisions of Section 204 of the Act, read with the rules made thereunder, the Board has appointed M/s VSSK & Associates, Company Secretaries, Hyderabad to undertake the Secretarial Audit of your Company from 2023-24 to 2027-28. The Secretarial Audit Report for the year under review is provided as **Annexure - 5** of this report. There are no qualifications, reservations, adverse remarks, or disclaimers in the Secretarial Audit Report.

26. SECRETARIAL STANDARDS

During the year under review, your Company has complied with all the applicable provisions of Secretarial Standard-1 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India.

27. COST RECORDS:

The provisions of Section 148 of the Act relating to maintenance of cost records and cost audit are not applicable to the Company.

28. INTERNAL AUDITORS

The Board has appointed Guru & Jana, Chartered Accountants, as the Internal Auditors of the Company for a period of 5 years from 2023-24 to 2027-28 under the provisions Section 138 of the Act.

29. REPORTING OF FRAUDS BY AUDITORS

The Statutory Auditors and Secretarial Auditor have not reported any instance of fraud committed against your Company by its officers or employees to the Audit Committee or the Board under section 143(12) of the Act.

30. ANNUAL RETURN

Pursuant to Section 134(3)(a) of the Act, the annual return as of 31st March 2024 prepared in accordance with Section 92 of the Act is made available on the website of the Company at https://investors.electronicsmartindia.com/.

31. TRANSACTIONS WITH RELATED PARTY

All transactions with related parties are placed before the Audit Committee for approval. All related party transactions entered into during the financial year were on an arm's length basis and were in the ordinary course of business. Your Company had not entered any transactions with related parties that could be considered material under Section 188 of the Act.

Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Act in Form AOC – 2 is not applicable. The Policy on Related Party Transactions is available on your Company's website at https://investors.electronicsmartindia.com/.

32. INVESTOR EDUCATION AND PROTECTION FUND

The Company has transferred ₹ 16,298/- (Rupees Sixteen Thousand Two Hundred and Ninety-Eight) to the Investor Education and Protection Fund being equivalent to the profit made by the immediate relative of Designated Person in violation of Insider Trading Code of the Company.

33. GENERAL DISCLOSURES

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions/ events on these items 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.
3. Significant or material orders passed by the Regulators or Courts or Tribunals that impact the going concern status and your Company's operation in the future.
4. Voting rights that are not directly exercised by the employees in respect of shares for the subscription/ purchase of which loan was given by the Company (as there is no scheme pursuant to which such persons can beneficially hold shares as envisaged under Section 67(3)(c) of the Act).
5. The Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013, and the Companies (Acceptance of Deposits) Rules, 2014.
6. No director of the Company is in receipt of any remuneration or commission from any of its subsidiary or holding company.
7. No Application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016.
8. No One-time settlement of loans obtained from the Banks or Financial Institutions.

34. ADDITIONAL DISCLOSURES UNDER LISTING REGULATIONS

Statement of Deviation or Variation.

The Company utilised ₹ 1,200 Million earmarked to fund incremental working capital requirements during 2023-24. Further, the Company utilised ₹ 514.53 Million earmarked for funding of capital expenditure for expansion and opening of new stores and warehouses during 2023-24.

The Company had fully utilised the amount raised through IPO for following objects:

a. funding incremental working capital requirements;

b. repayment/ pre-payment, in full or part of all or certain borrowings availed by the Company; and

c. General Corporate purposes.

As on 31st March 2024, there is an unutilised balance of ₹ 450.70 Million earmarked for funding of capital expenditure for expansion and opening of new stores and warehouses, which will be utilised in 2024-25 in accordance with the objects set out in the 'objects of the issue' section of the prospectus dated 10th October 2022.

35. INSURANCE

Your Company has taken appropriate insurance for assets against foreseeable perils.

36. PARTICULAR OF EMPLOYEES

The information as required under Section 197 of the Companies Act 2013, read with Rules 5(1) & 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in **Annexure - 6** to the Board's Report.

37. PREVENTION OF SEXUAL HARASSMENT AT THE WORKPLACE

The Company has in place an Anti-Sexual Harassment policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition, and Redressal) Act 2013. The Internal system has been set up to redress complaints received regarding sexual harassment.

During the year under review, your Company has received two complaints pertaining to Sexual Harassment, which have been resolved and no complaint is pending at the end of FY 2023-24.

38. VIGIL MECHANISM

The Company has established a vigil mechanism through a Whistle Blower Policy. The Company can oversee the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against the victimisation of employees and Directors who may express their concerns under this policy. The policy is uploaded on the website of the Company at https://investors.electronicsmartindia.com/.

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

The information on conservation of energy, technology absorption, and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Act read with Rule 8 of The Companies (Accounts) Rules, 2014, as amended, is provided as **Annexure - 7** of this report.

ACKNOWLEDGMENT

The Board of Directors wishes to place on record their thanks for the committed services of all the employees of the Company. The Board of Directors would also like to express their sincere appreciation for the assistance and co-operation received from the financial institutions, banks, government and regulatory authorities, stock exchanges, customers, vendors, and members during the year under review.

For and on behalf of the Board of Directors

Pavan Kumar Bajaj
Chairman and Managing Director
DIN: 07899635

Date: 01st August 2024
Place: Hyderabad

ANNEXURE 1

FORM AOC-1

(Pursuant to the first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

A statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary presented with amounts in ₹ in Million)

Sl. No.	Particulars	Details	
1.	Name of the subsidiary	**Cloudnine Retail Private Limited**	**Emil CSR Foundation**
2.	The date since when the subsidiary was acquired	29th August 2019	25th February 2021
3.	Financial year ending on	31st March 2024	31st March 2024
4.	Share capital	1.00	0.10
5.	Reserves & surplus	(0.68)	17.65
6.	Total Assets	0.82	18.05
7.	Total Liabilities	0.50	0.30
8.	Investments	0.64	NIL
9.	Turnover	NIL	26.70
10.	Profit before taxation	(0.14)	(5.79)
11.	Provision for taxation	NIL	NIL
12.	Profit after taxation	(0.14)	(5.79)
13.	Proposed Dividend	NIL	NIL
14.	% of shareholding	100%	100%

Notes: The following information shall be furnished at the end of the statement:

1. Names of subsidiaries that are yet to commence operations –
   a) Cloudnine Retail Private Limited
2. Names of subsidiaries which have been liquidated or sold during the year: **NIL**

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of Associates/Joint Ventures	
1. Latest audited Balance Sheet Date	**Not Applicable**
2. Shares of Associate/Joint Ventures held by the Company at the year-end	
No. of Shares	
Amount of Investment in Associates/Joint Venture	
Extend of Holding%	
3. Description of how there is a significant influence	
4. Reason why the associate/joint venture is not consolidated	
5. Net worth attributable to shareholding as per latest audited Balance Sheet	
6. Profit/Loss for the year	
i. Considered in Consolidation	
ii. Not Considered in Consolidation	

1. Names of associates or joint ventures which are yet to commence operations - **NA**
2. Names of associates or joint ventures which have been liquidated or sold during the year - **NA**

Date: 01st August 2024 Place: Hyderabad	**Pavan Kumar Bajaj** Chairman & Managing Director DIN: 07899635	**Karan Bajaj** Whole-time Director & CEO DIN: 07899639	**Premchand Devarakonda** Chief Financial Officer M. No.: F203205	**Rajiv Kumar** Company Secretary M. No.: A42082

ANNEXURE 2

ANNUAL REPORT ON CSR ACTIVITIES FOR 2023-24

[Pursuant to clause (o) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

1. **Brief outline on CSR Policy of the Company**

On the recommendations of the Corporate Social Responsibility Committee, the Board approved and adopted the Corporate Social Responsibility Policy of the Company. The Company proposes to adopt projects or programmes under one or more of the activities as prescribed under Schedule VII of the Companies Act, 2013, as amended from time to time and as stated in the Corporate Social Responsibility Policy.

The Company aims to lead responsibly in its industry by exemplifying environmental, transparent, and ethical practices. These efforts are intended to foster economic and sustainable development within the Company, its industry, and society as a whole.

Furthermore, the Company's CSR activities serve as a crucial link between its business operations and its commitment to social causes, seamlessly integrating into its core business functions, goals, and strategy.

The Company has established the EMIL CSR Foundation as a not-for-profit nodal body to provide a dedicated approach to community development and fulfil our CSR commitments.

2. **Composition of CSR Committee:**

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	Mrs Astha Bajaj	Chairperson (Whole-time Director)	2	1
2	Mr Gurdeep Singh	Member (Independent Director)	2	2
3	Mr Karan Bajaj	Member (CEO & WTD)	2	2

3. Provide the weblink(s) where the Composition of CSR Committee, CSR Policy and CSR Projects approved by the board are disclosed on the website of the company:

CSR Committee	https://investors.electronicsmartindia.com/boards-committees
CSR Policy	https://investors.electronicsmartindia.com/policy-and-code-of-conduct
Approved CSR Projects	https://investors.electronicsmartindia.com/corporate-social-responsibility

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable**: Not Applicable**

5.

Sl. No.	Particulars	Amount (in Million)
(a)	Average net profit of the Company as per sub-section (5) of Section 135	**1,279.56**
(b)	Two percent of average net profit of the company as per sub-section (5) of Section 135	**25.60**
(c)	Surplus arising out of the CSR Projects or programmes or activities of the previous financial years	**NIL**
(d)	Amount required to be set-off for the financial year, if any	**NIL**
(e)	**Total CSR obligation for the financial year [(b)+(c)-(d)]**	**25.60**

6.

Sl. No.	Particulars	Amount (in Million)
(a)	Amount spent on CSR Projects (both Ongoing Projects and other than Ongoing Projects)	**25.60***
(b)	Amount spent in Administrative Overheads	**NIL**
(c)	Amount spent on Impact Assessment, if applicable	**NIL**
(d)	**Total amount spent for the Financial Year [(a)+(b)+(c)]**	**25.60**

**The Company has transferred its total CSR Obligation to EMIL CSR Foundation (an Implementing Agency), out of which ₹ 14.67 Millions spent during the Financial Year 2023-24 and the remaining funds are held by the Implementing Agency relates to the Ongoing Projects which along with any surplus generated thereon including interest shall be spent in accordance with the approved projects and the provisions of the Act.*

ANNEXURE 2 (Contd.)

(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 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
25.60	NIL	NA	NA	NIL	NA

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

Sl. No.	Particular	Amount (in Million)
(1)	**(2)**	**(3)**
(i)	Two percent of average net profit of the company as per section 135(5)	25.60
(ii)	Total amount spent for the Financial Year	25.60
(iii)	Excess amount spent for the Financial Year **[(ii) - (i)]**	NIL
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	NIL
(v)	Amount available for set off in succeeding Financial Years **[(iii)-(iv)]**	NIL

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in Million)	Balance Amount in Unspent CSR Account under subsection (6) of section 135 (in Million)	Amount spent in the Financial Year 2023-24 (in million)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to section 135(5), if any		Amount remaining to be spent in succeeding Financial Years (in Million)	Deficiency, if any
					Amount (in Million)	Date of transfer		
1.	FY-1 (2022-23)	NIL	NIL	NIL	NIL	NA	NIL	NIL
2.	FY-2 (2021-22)	11.84	NIL	NIL	NIL	NA	NIL	NIL
3.	FY-3 (2020-21)	19.53	NIL	NIL	NIL	NA	NIL	NIL
	Total	**31.37**	**NIL**	**NIL**	**NIL**	**NA**	**NIL**	**NIL**

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

○ Yes ● No

If Yes, enter the number of Capital assets created/ acquired: 0

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

(1)	(2)	(3)	(4)	(5)	(6)		
Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of Creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered address
-	-	-	-	-	-	-	-

(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 percent of the average net profit as per section 135(5): **Not Applicable**

Karan Bajaj
DIN: 07899639
(WTD & Chief Executive Officer)

Astha Bajaj
DIN: 07899784
(Chairperson CSR Committee)

Date: 01st August 2024
Place: Hyderabad

ANNEXURE 3

CORPORATE GOVERNANCE REPORT

[Pursuant to Regulation 34(3) read with Section C of Schedule V to SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's philosophy on Corporate Governance is to conduct its Business within the framework of policies and internal and external regulations transparently. The Company is committed to achieve and maintain the highest standards of Corporate Governance. The Company believes in providing a structure that enhances stakeholders' value and society at large by ensuring that the Company adheres to ethical standards, laws, and best practices. The Company, in its approach to adopt the best possible practices of Corporate Governance and keeping adherence to the latest rules and regulations prescribed by various regulatory authorities, has taken all the necessary steps to stay in line with the continuously progressing governance demands.

Corporate Governance primarily involves 'Fairness and Equity', 'Board Independence', 'Stakeholders Engagement', and 'Compliance and Ethics'.

The Company complies with the requirements under Regulation 17 to 27 read with Schedule V and clause (b) to (i) of sub-regulation (2) of Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including any Statutory modification or re-enactment thereof (hereinafter referred to as the "**Listing Regulations**").

2. BOARD OF DIRECTORS ("BOARD")

The Board is at the core of the Company's Corporate Governance practices and oversees how the Management serves and protects stakeholders' long-term interests. The Board critically evaluates Company's strategic direction, management policies, and effectiveness. The Company believes that an active, well-informed, and Independent Board is necessary to ensure the highest standards of Corporate Governance.

1. Composition and Category of Board

At Electronics Mart India Limited, the Board has an appropriate combination of Executive and Non–Executive Directors to maintain its independence. The Board Members have in-depth knowledge of Business and expertise in their areas of specialisation.

As on 31^{st} March 2024, the Board is comprised of 06 (Six) Directors, out of which 03 (Three) Directors are Executive Directors, including the Chairman & Managing Director, and 03 (Three) are Non-Executive Independent Directors, including 01 (One) Woman Independent Director, constituting 50% of Board Strength. The composition of the Board confirms with Regulation 17 of the Listing Regulations as well as the Companies Act, 2013, read with the Rules issued thereunder and is illustrated below:

2. Category of Board of Directors

Sl no.	Name of Directors	Category
A.	**PROMOTER AND PROMOTER GROUP**	
1.	Mr Pavan Kumar Bajaj	Chairman & Managing Director
2.	Mr Karan Bajaj	CEO & Whole Time Director
3.	Mrs Astha Bajaj	Whole Time Director
B.	**NON-PROMOTER GROUP**	
4.	Mr Gurdeep Singh	Independent Director
5.	Mrs Jyotsna Angara	Independent Director
6.	Mr Mirza Ghulam Muhammad Baig	Independent Director

Key Qualifications, Expertise, and Attributes of the Board

The Board of the Company is broad-based and comprises qualified members from the industry. The Directors of the Company bring in the required skills, competence, and expertise that allow them to make effective contributions to the Board and its Committees. The Board of Directors has identified the following core skills, expertise, competencies, and attributes, which are considered while nominating the candidates for the Board.

Wide Management and Leadership experience: Experience with complex Business Processes, Strategic Planning, Risk Management, and Business Environment. It brings the ability to identify and assess strategic opportunities and threats in the business context.

Functional and Managerial experience: Experience in various functions such as Sales & Marketing, Finance & Accounts, Taxation, Treasury, Public Relations, Risk Management, etc.

Behavioral Competencies: Attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company, having mentoring abilities, sound judgment, listening skills, ability, and willingness to challenge and probe, integrity and high ethical standards, interpersonal skills, and willingness to devote time and energy to their role.

Corporate governance & ethics: Understanding the legal ecosystem within which the Company operates and possessing knowledge of regulatory compliance, governance, and internal controls. Developing and implementing good corporate governance practices, maintaining board and management accountability, managing stakeholder's interests and company's responsibilities towards customers, employees, suppliers, and regulatory bodies.

CSR and Sustainability: Relevant experience and knowledge in the matters of Corporate Social Responsibility, including environment, sustainability, community, and values.

Independent Directors

Selection

Considering the requirement of skill sets on the Board, eminent people having an independent standing in their respective field/profession and who can effectively contribute to the Company's business and policy decisions are considered by the "Nomination and Remuneration Committee" (NRC) for appointment, as Independent Directors on the Board. The NRC, inter alia, considers various metrics and adheres to various processes as per the Company's policy for selecting Directors and determining director's independence. Terms and conditions for the appointment of Independent Directors have been disclosed on the Company's website at: https://investors.electronicsmartindia.com/

Number of Independent Directorships

None of the Independent Directors hold the directorship more than the permissible limits under the Act and Listing Regulations.

Declaration by Independent Directors

A statement, in connection with fulfilling the criteria of independence as per the requirement of the provisions of the Act and Regulations 16 and 25(8) of SEBI Listing Regulations received from each Independent Director, is disclosed in the Board's Report.

The maximum tenure of the Independent Directors follows the Act and SEBI Listing Regulations.

Directors' Induction and Familiarization

Providing an appropriate induction program for new Directors and ongoing training for existing Directors is a major contributor to maintaining high Corporate Governance standards for the Company. The CEO, CFO, and Company Secretary are jointly and severally responsible for providing such induction to Directors. The Management provides such information either at the meeting of the Board of Directors or otherwise. The details of the familiarisation programs for Independent Directors are posted on the Company's website at: https://investors.electronicsmartindia.com/.

Board Meetings, Board's Committee Meetings and Procedures

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

The Board has constituted 07 (Seven) Committees viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee, Corporate Social Responsibility Committee, Risk Management Committee, Finance Committee, and Environment, Social and Governance Committee. The Board is authorised to constitute additional Functional Committee(s), from time to time, depending on business needs.

The Company's internal guidelines for Board/Board Committee Meetings facilitate the decision-making process at its Meetings in an informed and efficient manner.

Board Meetings

The Board meets regularly to discuss and decide on Company/business policies and strategies apart from other regular business matters. However, in case of special and urgent business needs, the Board's approval is taken by passing a resolution by circulation, for the matters permitted by law, which is noted and confirmed in the subsequent meetings of the Board/Committee. Business Unit Heads and senior management personnel make presentations to the Board. The Board is updated on the discussions held at the Committee Meetings and the recommendations made by various Committees.

The Company Secretary sets the agenda of the Board/Committee Meetings in consultation with the Chairman, CEO and CFO, and Functional Heads of the Company. The agenda is circulated a week before the meeting date and includes detailed notes on items to be discussed at the Meeting to enable the Directors to make an informed decision. Usually, Meetings of the Board are held at the Corporate Office of the Company in Hyderabad, Telangana.

The Board meets at least once a quarter to review the quarterly results, performance of the Company, and other items on the agenda. Additional meetings are held, as and when necessary.

The Company also provides the facility to the Directors to attend the meetings of the Board and its Committees through Video Conferencing mode.

05 (Five) Board Meetings were held during the Financial Year 2023-24 on 26th May 2023, 26th July 2023, 11th August 2023, 03rd November 2023 and 07th February 2024. The Board Meetings were convened during every calendar quarter, and the intervening gap between the two Board Meetings was within the limit prescribed under the Act and Listing Regulations.

Details of other Directorships and Chairmanship/Membership of Committees of each Director in various Companies for the Financial Year ending on 31st March 2024, including the Names of the Listed Entities and the Category of Directorship therein

Sl. No.	Name of the Director	DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)	No. of Directorship in listed entities, including this listed entity	No. of Independent Directorship in listed entities, including this listed entity	No. of memberships in Audit / Stake-holder Committee(s), including this listed entity#	No. of the post of Chairperson in Audit/ Stake-holder Committee held in listed entities, including this listed entity	Name of other Listed Entity and Category of Directorship
1.	Mr Pavan Kumar Bajaj	07899635	CMD	1	0	1	0	-
2.	Mr Karan Bajaj	07899639	CEO & WTD	1	0	1	0	-
3.	Mrs Astha Bajaj	07899784	WTD	1	0	1	0	-
4.	Mr Mirza Ghulam Muhammad Baig	08281763	ID	1	1	0	0	-
5.	Mrs Jyotsna Angara	07224004	ID	1	1	2	1	-
6.	Mr Gurdeep Singh	07499896	ID	1	1	1	1	-

As required under Regulation 26 of Listing Regulations, the disclosure includes chairmanships/memberships of the Audit Committee and the Stakeholders' Relationship Committee.

Disclosure of relationships between Directors inter-se

S. No.	Name of the Directors	Relationship Inter-se
1.	Mr Pavan Kumar Bajaj	Related as Father of Mr Karan Bajaj and Father-in-law of Mrs Astha Bajaj
2.	Mr Karan Bajaj	Related as Son of Mr Pavan Kumar Bajaj and Husband of Mrs Astha Bajaj
3.	Mrs Astha Bajaj	Related as Wife of Mr Karan Bajaj and Daughter-in-law of Mr Pavan Kumar Bajaj
4.	Mr Mirza Ghulam Muhammad Baig	Not Related to any Director
5.	Mrs Jyotsna Angara	Not Related to any Director
6.	Mr Gurdeep Singh	Not Related to any Director

Key Skills/Expertise/Competencies of the Board of Directors

In accordance with Regulation 34 (3) read with Para C of Schedule V of the Listing Regulations, the Board has identified the required set of skills, expertise, and competencies in the context of the Company's business and sector in which it is operating to function effectively and those available with the Board. Accordingly, the below table represents Key Skills/Expertise/Competencies considered desirable for the Board of the Company:

Knowledge of Retail Business	Understanding of industry and organisations involved in marketing and selling Electronics home appliances and IT Products.
Understanding of Government legislation/ legislative process	Awareness of the general framework of principles within which the Government is expected to act and within which regulations are issued.
Finance & Accounting	Understanding of financial statements, transactions, the financial reporting process, financial controls and management of assets and liabilities.
Corporate Laws and Governance	Understanding of Corporate rules, processes, or laws by which businesses are operated, regulated or controlled.
Sales & Marketing	Development of strategies to grow market share and experience of operations and activities on the global front across various geographical markets and industry verticals.
Human Resource Management	Understanding of managing people and the work culture of the organisation.
Information Technology	Ability to understand and appreciate the importance and robust use of Information Technology in various aspects of business.
Risk Management	Ability to identify, evaluate and prioritise risks followed by coordinated and economical application of resources to minimise, monitor, and control the probability or impact of unfortunate events or to maximise the realisation of opportunities.

ANNEXURE 3 (Contd.)

Strategy Development and Implementation	Appreciation of long-term trends, strategic choices, and actions to reach long-term goals, identification of approaches to put plans into action, and monitoring of the same.
Stakeholder Relationships	Experience in building and nurturing relationships with key stakeholders, viz. shareholders, customers, employees, bankers, government/semi-government authorities and fulfilment of commitment towards them.
Proximity to Social Issues	Ability to analyse and understand impact of social issues and suggest measures to address them.

Further, the Skill Matrix is herein enclosed:

Name of the Director	Key skills and expertise										
	Knowledge of Retail Business	Understanding of Government legislation/ legislative process	Finance & Accounting	Corporate Laws and Governance	Sales & Marketing	Human Resource Management	Information Technology	Risk Management	Strategy Development and Implementation	Stakeholder Relationships	Proximity to Social Issues
Mr Pavan Kumar Bajaj	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y
Mr Karan Bajaj	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y
Mrs Astha Bajaj	Y	N	N	Y	Y	Y	Y	Y	Y	Y	Y
Mr Mirza Ghulam Muhammad Baig	Y	Y	Y	Y	N	Y	Y	Y	Y	Y	Y
Mrs Jyotsna Angara	N	Y	Y	Y	Y	Y	Y	Y	N	Y	Y
Mr Gurdeep Singh*	Y	Y	Y	Y	N	Y	Y	Y	Y	Y	Y

**Appointed as an Independent Director w.e.f. 26th July 2023.*

Confirmation that in the opinion of the Board, the Independent Directors fulfill the conditions specified in Listing Regulations and are independent of the Management

Based on the declarations/disclosures/intimations received from the Independent Directors, as prescribed under the Companies Act, 2013 and Listing Regulations, the Board confirms that in their opinion, the Independent Directors fulfill the conditions of independence as specified in Listing Regulations and are independent of the Management of the Company.

Detailed reason for the resignation of an Independent Director who resigns before the expiry of tenure along with confirmation by such Director that there are no material reasons

Mr Anil Rajendra Nath (07261148), who had been associated with the Company as an Independent Director since 03rd December 2018, ceased to be the Non-Executive Independent Director of the Company with effect from 02nd December 2023 due to the completion of his term of 05 years and not opted to be re-appointed for second term.

Number of shares and convertible instruments held by Non-Executive Directors:

During the year under review, none of the Non-Executive Directors held any shares or convertible instruments in the Company.

3. BOARD MEETINGS – PROCEDURES AND FLOW OF INFORMATION

The Meetings of the Board of Directors are scheduled well in advance and generally held physically at the Company's Corporate Office in Hyderabad with an option to join through Video Conferencing. All the necessary information and documents, as required under Regulation 17(7) read with Schedule II Part A of the Listing Regulations pertaining to the Meetings, are made available to the Board of Directors. Senior Executives / Management Team and Statutory Auditors of the Company are invited to attend Meetings of the Board and Committees, to make presentations covering Finance, Sales, major business segments and operations of the Company, all business areas of the Company, including business opportunities, business strategy and the risk management practices and Internal Audit issues and provide clarifications as and when required. The Board meets at least once a quarter to review the quarterly performance and approve the financial results.

The Companies Act, 2013, read with the relevant rules made thereunder, facilitates the participation of a Director in the Board/ Committee Meetings through video conferencing or other audio-visual means. Accordingly, the Directors who wished to participate in the Meetings through video conferencing were permitted, and the video conferencing facilities were made available to them.

The Agenda for the Meetings of the Board and its Committees are circulated well in advance, as per the Secretarial Standards issued by the Institute of Company Secretaries of India, to the Directors to ensure sufficient time is provided to prepare for the Meetings. In the path of digitisation and with a view to ensuring its commitment to the Go-Green initiative of the Government, the Company circulates notices, agendas, and notes to Agenda for Board/Committee Meetings through an electronic platform thereby ensuring high standards of security and confidentiality of Board papers.

Attendance Record of Directors at Board Meetings & previous Annual General Meeting (AGM)

During the Financial Year under review, the Board met 05 (Five) times and the Attendance Record of Directors in the Board Meeting and AGM for the Financial Year are tabulated below:

S. No	Name of the Directors	AGM	Board Meeting held during 2023-24				
		23.08.2023	26.05.2023	26.07.2023	11.08.2023	03.11.2023	07.02.2024
1.	Mr Pavan Kumar Bajaj	✓	✓	💻	✓	✓	✓
2.	Mr Karan Bajaj	✓	✓	✓	✓	✓	✓
3.	Mrs Astha Bajaj	✓	✓	💻	✓	✓	✓
4.	Mr Mirza Ghulam Muhammad Baig	💻	✓	✓	✓	✓	✓
5.	Mrs Jyotsna Angara	💻	✓	✓	✓	✓	✓
6.	Mr Gurdeep Singh*	💻	-	✓	✓	✓	✓
7.	Mr Anil R. Nath**	💻	✓	×	×	✓	-

✓Present × Absent 💻 Attended through Video Conferencing

*[*Mr Gurdeep Singh (DIN: 07499896) was appointed as an Additional Independent Director of the Company w.e.f. 26.07.2023 and was approved by the Members in the 05th Annual General Meeting of the Company held on 23.08.2023*

***Mr Anil R. Nath (DIN: 07261148) ceased to be an Independent Director w.e.f. 02.12.2023]*

Number of Board Meetings held and the dates on which held

The Board of Directors met 05 (Five) times during 2023-24. The intervening period between two Board Meetings was within the maximum time gap of 120 days, as prescribed under the Act and SEBI Listing Regulations. The dates on which Board Meetings were held during the year were as under:-

S. No.	Date of Board Meeting	Board's Strength	No. of Directors Present
1.	26th May 2023	6	6
2.	26th July 2023	7	6
3.	11th August 2023	7	6
4.	03rd November 2023	7	7
5.	07th February 2024	6	6

Meeting of Independent Director

In accordance with Section 149 (7) of the Companies Act, 2013, read with Para VII (1) of Schedule IV of the Companies Act, 2013 and Regulation 25 of Listing Regulations, a separate Meeting of the Independent Directors of the Company was held on 27th May 2023, without the presence of Non-Independent Directors and Members of the management, to review the performance of Non-Independent Directors and the Board as a whole, the performance of the Chairperson of the Company, taking into account the views of Executive Directors, Non-Executive, Non-Independent Directors and also to assess the quality, quantity, and timeliness of the flow of information between the Company Management and the Board.

Web link where details of familiarisation program imparted to Independent Directors is disclosed

The Company periodically provides orientation and business overviews to its directors by way of detailed presentations. Such meetings/programs include briefings on the culture, values, business model of the Company and the roles and responsibilities of Directors and senior executives. Besides these, the Directors are regularly updated about the Company's business expansion, changes in the relevant regulatory environment, and strategic direction.

The Independent Directors are provided with all the documents/reports/policies sought by them for enabling a good understanding of the Company, its various operations,

ANNEXURE 3 (Contd.)

and the industry of which it is a part. The Independent Directors are also provided with regular updates on relevant statutory changes to ensure they remain current on the Compliance framework.

The details of such a Familiarisation Program for Independent Directors are posted on the website of the Company at https://investors.electronicsmartindia.com/.

4. COMMITTEES OF THE BOARD

As on 31st March 2024, the Board consists of 5 (Five) statutory Committees, which have been mandated under the provisions of the Companies Act, 2013, and Listing Regulations and 2 (two) non-statutory functional Committees namely, Finance Committee and Environment, Social and Governance Committee. Every Committee has an important role to play in terms of its reference. The process and procedure related to the Board Meetings are also applicable and followed in the Committee Meetings. The agenda items placed before Committees for consideration are recommended for approval in the Board Meetings.

Audit Committee

Brief Description of Terms of Reference

The Audit Committee has been duly constituted as per Section 177 of the Companies Act, 2013, and Regulation 18 of the Listing Regulations. The Audit Committee shall have powers to investigate any activity within its terms of reference, seek information from any employee, obtain outside legal or other professional advice, and secure attendance of outsiders with relevant expertise, if necessary.

The role of the Audit Committee as stipulated in its terms of reference is as follows:

(i) The Audit Committee shall have powers, which should include the following:

- (a) To investigate any activity within its terms of reference;
- (b) To seek information from any employee of the Company;
- (c) To obtain outside legal or other professional advice;
- (d) To secure the attendance of outsiders with relevant expertise, if it considers necessary; and,
- (e) Such powers as may be prescribed under the Companies Act and SEBI Listing Regulations.

(ii) The role of the Audit Committee shall include the following:

- (a) Oversight of the Company's financial reporting process, examination of the financial statement and the auditors' report thereon and the disclosure of its financial information to ensure that the financial statement is correct, sufficient, and credible;
- (b) Recommendation for appointment, re-appointment and removal/replacement, remuneration and terms of appointment of auditors, including the internal auditor, cost auditor and statutory auditor, of the Company and the fixation of audit fee;
- (c) Approval of payments to statutory auditors for any other services rendered by them to the Company;
- (d) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with reference to:
  1. Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act;
  2. Changes, if any, in accounting policies and practices and reasons for the same;
  3. Major accounting entries involving estimates based on the exercise of judgment by the management of the Company;
  4. Significant adjustments made in the financial statements arising out of audit findings;
  5. Compliance with listing and other legal requirements relating to financial statements;
  6. Disclosure of any related party transactions; and
  7. Qualifications / modified opinion(s) in the draft audit report.
- (e) Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
- (f) Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised 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;

(g) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

(h) Formulating a policy on related party transactions, which shall include materiality of related party transactions;

(i) Approval or any subsequent modification of transactions of the Company with related parties and granting omnibus approval for related party transactions proposed to be entered into by the Company subject to such conditions as may be prescribed;

(j) Review, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approvals given;

(k) Scrutiny of inter-corporate loans and investments;

(l) Conduct valuation of undertakings or assets of the Company, wherever it is necessary;

(m) Evaluation of internal financial controls and risk management systems;

(n) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

(o) 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;

(p) Discussion with internal auditors of any significant findings and follow up there on;

(q) 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;

(r) 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;

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

(t) Reviewing the functioning of the whistle blower mechanism;

(u) Approval of the appointment of the Chief Financial Officer of the Company (i.e., the whole-time finance director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc., of the candidate;

(v) Carrying out any other functions as provided under the Companies Act, the SEBI Listing Regulations, and other applicable laws;

(w) To formulate, review and make recommendations to the Board to amend the Audit Committee charter from time to time;

(x) monitoring the end use of funds raised through public offers and related matters;

(y) overseeing the vigil mechanism established by the Company, with the chairman of the Audit Committee directly hearing grievances of victimisation of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;

(z) Reviewing the utilisation of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 Crores 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;

(aa) Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances; and

(bb) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

(cc) Such roles as may be prescribed under the Companies Act and SEBI Listing Regulations.

(dd) consider and comment on rationale, cost benefits and impact of scheme involving merger, demerger, amalgamation etc., on the listed entity and its shareholders;

(iii) The Audit Committee shall mandatorily review the following information:

a) Management discussion and analysis of financial condition and results of operations;

b) Statement of significant related party transactions (as defined by the Audit Committee), submitted by the management of the Company;

c) Management letters/letters of internal control weaknesses issued by the statutory auditors of the Company;

d) Internal audit reports relating to internal control weaknesses;

e) The appointment, removal, and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee;

ANNEXURE 3 (Contd.)

f) Statement of deviations:

a. quarterly statement of deviation(s), including the report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI Listing Regulations; and

b. annual statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI Listing Regulations; and

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

Composition, Name of Members, and Chairperson

As on 31st March 2024, the Audit Committee comprised 03 (Three) Members, including 02 (Two) Non-Executive Independent Directors. The Composition of the Audit Committee as on 31st March 2024 was as follows:

S. No.	Name	Status	Category of membership
1.	Mr Gurdeep Singh	Chairman	Non-Executive Independent Director
2.	Mr Pavan Kumar Bajaj	Member	Managing Director
3.	Mrs Jyotsna Angara	Member	Non-Executive Independent Director

Meetings and Attendance

The Audit Committee met 05 (Five) times during 2023-24. The details of Meetings held and attendances of Directors in those Meetings are tabulated as under:

S. No.	Name of Directors	Meetings held on					Number of Meetings Attended
		26.05.2023	27.05.2023	11.08.2023	03.11.2023	07.02.2024	
1.	Mr Gurdeep Singh*	-	-	✓	✓	✓	3
2.	Mrs Jyotsna Angara	✓	✓	✓	✓	✓	5
3.	Mr Pavan Kumar Bajaj	✓	✓	✓	✓	✓	5
4.	Mr Anil R. Nath**	✓	✓	-	-	-	2

✓ Present × Absent 💻 Attended through Video Conferencing

*[*Mr Gurdeep Singh has been appointed as the Chairman of the Committee w.e.f. 26.07.2023*

***Mr Anil R. Nath ceased to be a member of the Audit Committee w.e.f. 26.07.2023]*

The Internal Auditors of the Company report the findings of internal audits directly to the Audit Committee. The Statutory Auditor, the CFO and his team are invitees to the Audit Committee Meetings as and when required. The Company Secretary acts as the Secretary to the Audit Committee.

Nomination and Remuneration Committee

Brief Description of terms of reference

The Nomination and Remuneration Committee has been duly constituted in accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI Listing Regulations and its terms of reference is in compliance with the governing provisions of the Companies Act, 2013 and SEBI Listing Regulations. The role of the Nomination and Remuneration Committee is in line with those specified in Part D of Schedule II and is as follows:

a) Formulation of the criteria for determining qualifications, positive attributes and independence of the Director and recommend to the Board of Directors a policy relating to the remuneration of the Directors, Key Managerial Personnel, and other employees;

(a1) For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge, and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

a. use the services of an external agencies, if required;

b. consider candidates from a wide range of backgrounds, having due regard to diversity; and

c. consider the time commitments of the candidates.

b) Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors;

c) Devising a policy on Board diversity;

d) Identifying persons who are qualified to become directors of the Company and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and carrying out evaluation of every director's performance (including independent director). The Company shall disclose the remuneration policy and the evaluation criteria in its annual report;

e) Analysing, monitoring and reviewing various human resource and compensation matters;

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

g) Recommending the remuneration, in whatever form, payable to the senior management personnel and other staff (as deemed necessary);

h) Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;

i) Determining 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;

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

k) Administering the employee stock option scheme/ plan approved by the Board and shareholders of the Company in accordance with the terms of such scheme/ plan ("ESOP Scheme");

l) Determining the eligibility of employees to participate under the ESOP Scheme;

m) Granting options to eligible employees and determining the date of grant;

n) Determining the number of options to be granted to an employee;

o) Determining the exercise price under the ESOP Scheme;

p) Construing and interpreting the ESOP Scheme and any agreements defining the rights and obligations of the Company and eligible employees under the ESOP Scheme, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the ESOP Scheme;

q) Framing suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:

   I. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended; and

   II. The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, as amended, by the Company and its employees, as applicable

r) Performing such other activities as may be delegated by the Board of Directors and/or are statutorily prescribed under any law to be attended to by the Nomination and Remuneration Committee.

s) Such terms of reference as may be prescribed under the Companies Act and SEBI Listing Regulations;

The Company Secretary acts as the Secretary to the Nomination and Remuneration Committee.

Composition, Name of Members, and Chairperson

The Nomination and Remuneration Committee comprises of 03 (Three) Directors as its Members. All the Members of the Committee are Non-Executive Independent Directors and have sound knowledge of management practices. The Chairman of the Committee is a Non-Executive Independent Director. The Composition of the Nomination and Remuneration Committee as on 31st March 2024 is given as below:

S. No.	Name	Status	Category of membership
1.	Mr M.G.M. Baig	Chairman	Non-Executive Independent Director
2.	Mrs Jyotsna Angara	Member	Non-Executive Independent Director
3.	Mr Gurdeep Singh	Member	Non-Executive Independent Director

ANNEXURE 3 (Contd.)

Meetings and Attendance

The Nomination & Remuneration Committee met 02 (Two) times during 2023-24.

The attendance of the Members in the Nomination & Remuneration Committee Meeting is as under:

S. No.	Name of Directors	Meetings held on		Number of Meetings Attended
		27.05.2023	26.07.2023	
1.	Mr M.G.M. Baig	✓	✓	2
2.	Mrs Jyotsna Angara	✓	✓	2
3.	Mr Anil R. Nath*	✓	×	1
4.	Mr Gurdeep Singh*	-	-	-

✓ Present × Absent 💻 Attended through Video Conferencing

*[*Mr Anil R. Nath ceased to be a member of NRC w.e.f. 26.07.2023*

*** Mr Gurdeep Singh has been appointed as a member of the NRC w.e.f. 26.07.2023]*

Performance evaluation of Board, Committees, etc.

One of the key responsibilities endowed on the Board and Nomination and Remuneration Committee is to ensure the continuity of a dynamic and forward-thinking Board and the Committees of the Board. To achieve the same, a formal annual evaluation of the Board, the Committees, and Individual Directors (including Independent Directors) as per the provisions of the Companies Act, 2013 and SEBI Listing Regulations was carried out with a view to ensure that individual Directors and the Board as a whole work efficiently and effectively in achieving Company's objectives.

The overall responsibility of the said exercise vested with the Nomination and Remuneration Committee.

The Independent Directors were evaluated on various performance indicators, including aspects relating to:

- Ethical Standards of Integrity and probity.
- Effectively assisted the Company in implementing best Corporate Governance Practices.
- Willingness to devote time and effort to understand the Company and its business.
- Adherence to applicable code of conduct and fulfillment of Director's obligations.
- Independent judgement during Board deliberations on Strategy, performance etc.
- Maintaining high level of Confidentiality.
- Interpersonal relationships with fellow Board Members and Senior Management.

Stakeholder's Relationship Committee

In adherence with the provisions of Section 178(5) of the Companies Act, 2013 and Regulation 20 of SEBI Listing Regulations, the Company has constituted a Stakeholder's Relationship Committee to address Investors' grievances, and redressal mechanism and recommends measures to improve the level of Investors' services and to look into and decide matters pertaining to share transfers, duplicate share certificates and related matters. The terms of reference of the Committee, inter-alia, include the following:

a. Redressal of all security holders' and investors' grievances such as complaints related to transfer/transmission of shares, including non-receipt of share certificates and review of cases for refusal of transfer/transmission of shares and debentures, non-receipt of balance sheet, non-receipt of declared dividends, non-receipt of annual reports, issue of new / duplicate certificates, general meetings etc., and assisting with quarterly reporting of such complaints;

b. Reviewing of measures taken for effective exercise of voting rights by shareholders;

c. Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures, or any other securities;

d. Giving effect to all transfer/transmission of shares and debentures, dematerialisation of shares and re-materialisation of shares, split and issue of duplicate/consolidated share certificates, compliance with all the requirements related to shares, debentures, and other securities from time to time;

e. Reviewing the 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;

f. Reviewing the adherence to the service standards by the Company with respect to various services rendered by the registrar and transfer agent of the Company and to recommend measures for overall improvement in the quality of investor services;

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

Name of Non-Executive Director heading the Committee: -

Mrs Jyotsna Angara, Non-Executive Independent Director is the Chairperson of the Stakeholders' Relationship Committee. The Committee comprises of 03 (Three) Members and the details of constitution of the Committee as on 31st March 2024 are given as below:

S. No.	Name of Directors	Status	Category of membership
1.	Mrs Jyotsna Angara	Chairperson	Non-Executive Independent Director
2.	Mrs Astha Bajaj	Member	Whole-time Director
3.	Mr Karan Bajaj	Member	Whole-time Director

Name and Designation of Compliance Officer

Mr Rajiv Kumar, Company Secretary, is the Compliance Officer and acts as Secretary to the Committee.

Meetings and Attendance:

Stakeholder Relationship Committee met 01 (One) time during 2023-24. The attendance of the Members in the Stakeholder's Relationship Committee Meeting is as under:

S. No.	Name of Directors	Date of meeting held	Number of meetings attended
		28.03.2024	
1	Mrs Jyotsna Angara	💻	1
2.	Mrs Astha Bajaj	💻	1
3.	Mr Karan Bajaj	💻	1

✓ Present × Absent 💻 Attended through Video Conferencing

Details of Investor complaints

During 2023-2024, the Company received zero investor complaints through SEBI SCORES (SEBI Complaints Redress system) and Exchange SCORES.

As on 31st March 2024, no investor complaint was pending.

Risk Management Committee

The Risk Management Committee has been duly constituted in accordance with Regulation 21 of the SEBI Listing Regulations and its terms of reference is in compliance with the governing provisions of the SEBI Listing Regulations. The role of the Risk Management Committee is in line with those specified in Part D of the Schedule II and is as follows:

a) To formulate a detailed risk management policy which shall include:

   i. framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability, information, cyber security risks or any other risk as may be determined by the Risk Management Committee.

   ii. measures for risk mitigation including systems and processes for internal control of identified risks.

   iii. 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 review and recommend potential risk involved in any new business plans and processes.

d) To implement, monitor and oversee the implementation of the risk management policy, including evaluating the adequacy of risk management system.

e) Laying down risk assessment and minimisation procedures and the procedures to inform Board of the same;

f) To periodically review and assess the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity and recommend for any amendment or modification as necessary.

g) To keep the Board of Directors informed about the nature and content of its discussion, recommendation and action to be taken.

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

ANNEXURE 3 (Contd.)

i) To seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.

j) Performing such other activities as may be delegated by the Board and/or are statutorily prescribed under any law to be attended to by the Risk Management Committee. The Risk Management Committee shall coordinate its activity with other Committees, in instances where there is any overlap with activities of such Committees, as per the framework laid down by the Board of Directors.

Name of Non-Executive Director heading the Committee

Mr Mirza Ghulam Muhammad Baig, Non-Executive Independent Director is the Chairman of Risk Management Committee. The Committee comprises of 03 (Three) Members and the details of constitution of the Committee as on 31st March 2024 are given as below:

S. No.	Name of Directors	Status	Category of membership
1.	Mr M.G.M. Baig	Chairman	Non-Executive Independent Director
2.	Mr Karan Bajaj	Member	Chief Executive Officer & Whole-time Director
3.	Mr Premchand Devarakonda	Member	Chief Financial Officer

Name and Designation of Compliance Officer

Mr Rajiv Kumar, Company Secretary, is the Compliance Officer and acts as Secretary to the Committee.

Meetings and Attendance:

The Risk Management Committee met 09 (Nine) times during 2023-24. The attendance of the Members in the Risk Management Committee Meeting is as under:

Sr. No.	Date of Meeting	Name of Members		
		Mr Mirza Ghulam Muhammad Baig	Mr Karan Bajaj	Mr Premchand Devarakonda
1.	15.05.2023	✓	✓	✓
2.	06.06.2023	✓	✓	✓
3.	01.07.2023	✓	✓	✓
4.	05.08.2023	✓	✓	✓
5.	04.09.2023	✓	✓	✓
6.	04.10.2023	✓	×	✓
7.	12.12.2023	✓	×	✓
8.	25.01.2024	✓	✓	✓
9.	15.03.2024	✓	✓	✓
Total Number of meetings attended		9	7	9

✓ Present × Absent 💻 Attended through Video Conferencing

Corporate Social Responsibility (CSR) Committee

The CSR Committee of the Board has been constituted pursuant to the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014. The responsibilities of the CSR Committee include:

i. Formulating and recommending to the Board of Directors the CSR Policy and indicating activities to be undertaken,

ii. Recommending the amount of expenditure for the CSR activities,

iii. Monitoring CSR activities from time to time, and

iv. Reporting to the Board of Directors progress of CSR Activities and their impact on the society.

Composition, Chairperson and Name of Members

The Composition of the Corporate Social Responsibility Committee as on 31st March 2024 is as under:

S. No.	Name of Directors	Status	Category of Membership
1.	Mrs Astha Bajaj	Chairperson	Whole-time Director
2.	Mr Gurdeep Singh	Member	Non-Executive Independent Director
3.	Mr Karan Bajaj	Member	Chief Executive Officer and Whole-time Director

Meetings and Attendance

During 2023-24, 02 (Two) Meetings of CSR Committee were held. The attendance record of Members of CSR Committee is as follows:

S. No.	Name of Directors	Meetings held on		Total No. of Meetings attended
		01.11.2023	27.03.2024	
1.	Mrs Astha Bajaj	×	💻	1
2.	Mr Karan Bajaj	💻	💻	2
3.	Mr Gurdeep Singh	💻	💻	2

✓ Present × Absent 💻 Attended through Video Conferencing

5. REMUNERATION OF DIRECTORS

(i) Non-Executive and Independent Directors:

The details of sitting fees and commission paid to Non-Executive and Independent Directors during 2023-24 are as under:

(in ₹ Million)

Name of Directors	Commission	Sitting Fees	Total
Mr M.G.M Baig	-	1.45	1.45
Mrs Jyotsna Angara	-	1.15	1.15
Mr Gurdeep Singh*	-	0.80	0.80
Mr Anil R. Nath**	-	0.50	0.50

**Appointed w.e.f. 26.07.2023*

***Resigned w.e.f. 02.12.2023*

There is no other pecuniary relationship or transaction with non-executive Independent Directors of the Company except payment of sitting fees.

The Board of Directors has approved the Policy for Identification, Appointment and Remuneration of Directors, Key Managerial Personnel and other Senior Management Employees of Electronics Mart India Limited, regulated by the Nomination and Remuneration Committee. The policy is also available on the website of the Company at https://investors.electronicsmartindia.com/policy-and-code-of-conduct under Policies and Code of Conduct section of Investors tab.

(ii) Executive Directors:

Details of the remuneration paid / payable to the Executive Directors of the Company during 2023-24 are as under:

(in ₹ Million)

Name of Directors	Designation	Salary	Perquisites & Allowances	Commission	Total
Mr Pavan Kumar Bajaj	Chairman & Managing Director	22.00	9.49	-	31.49
Mr Karan Bajaj	Whole Time Director & CEO	24.00	6.06	-	30.06
Mrs Astha Bajaj	Whole Time Director	15.00	0.04	-	15.04

**During 2023-24, the Executive Directors were not paid any performance bonus or incentive.*

(iii) Number of shares held by Directors as on 31st March 2024

Sl. No.	Name of Director	Number of Shares held
1	Mr Pavan Kumar Bajaj	13,85,91,793
2	Mr Karan Bajaj	13,82,59,848
3	Mrs Astha Bajaj	13,287

Except otherwise provided above, the Directors do not hold any shares and there is no Employees' Stock Option Scheme.

ANNEXURE 3 (Contd.)

(iv) Service Contracts, Notice period, and Severance Fees:

The appointment of Executive and Non-Executive Directors is governed by the resolutions passed by the Members which cover the detailed terms and conditions for such appointment. Such appointment is also subject to the policy and norms of the Company.

The notice period for Executive Directors is three months and there is no provision for payment of severance fees.

6. GENERAL BODY MEETINGS

a) Location, date and time of Annual General Meetings (AGMs) held during the previous 03 (Three) years are given as under

Financial Year	Day, Date & Time	Location	No. of Special resolutions passed
2022-2023	Wednesday, 23rd August 2023 at 12:30 P.M.	**Registered Office** - D.No:6-1-91,Shop No.10, Ground Floor, Telephone Bhavan, Secretariat Rd, Saifabad, Hyderabad, Telangana, India, 500004	04
2021-2022	Monday, 30th May 2022 at 12:30 P.M.	**Corporate Office** - 4th Floor, Conference Room, 6-3-666/A1 to 7, Opp. NIMS Hospital, Punjagutta Main Road, Hyderabad – 500082	-
2020-2021	Wednesday, 29th September 2021 at 11:30 A.M		-

b) Special Resolution passed last year through postal ballot and details of voting pattern:

Following Special Resolutions were passed through postal ballot during 2023-24:

- **Variation in the Objects of the Initial Public Offer (IPO)**

  The results of postal ballot passed through remote e-voting were as follows:

Category	No. of Shares held	No. of Votes polled	No. of Votes in Favour	% of Votes in favour	No. of Votes - against	% of Votes - against
Promoter & Promoter Group	29,99,89,713	29,99,63,139	29,99,63,139	100	0	0
Public – Institutions	3,57,42,296	3,45,10,279	3,45,10,279	100	0	0
Public – Non Institutions	4,90,16,753	78,27,900	78,25,417	99.97	2,483	0.03
TOTAL	**38,47,48,762**	**34,23,01,318**	**34,22,98,835**	**99.99**	**2,483**	**0.00**
Whether a Special Resolution is passed or not?						**Yes, passed**

- **Approval for increasing borrowing limit under Section 180(1)(c) of the Companies Act, 2013**

  The results of postal ballot passed through remote e-voting were as follows:

Category	No. of Shares held	No. of Votes polled	No. of Votes in Favour	% of Votes in favour	No. of Votes - against	% of Votes - against
Promoter & Promoter Group	29,99,89,713	29,99,63,139	29,99,63,139	100	0	0
Public – Institutions	3,57,42,296	3,45,10,279	3,08,19,729	89.30	36,90,550	10.70
Public – Non Institutions	4,90,16,753	78,27,462	32,34,061	41.32	45,93,401	56.68
TOTAL	**38,47,48,762**	**34,23,00,880**	**33,40,16,929**	**97.58**	**82,83,951**	**2.42**
Whether a Special Resolution is passed or not?						**Yes, passed**

- **Approval for the creation of Charge on the Assets of the Company**

  The results of postal ballot passed through remote e-voting were as follows:

Category	No. of Shares held	No. of Votes polled	No. of Votes in Favour	% of Votes in favour	No. of Votes - against	% of Votes - against
Promoter & Promoter Group	29,99,89,713	29,99,63,139	29,99,63,139	100	0	0
Public – Institutions	3,57,42,296	3,45,10,279	3,45,10,279	100	0	0
Public – Non Institutions	4,90,16,753	78,27,514	32,33,603	41.31	45,93,911	58.69
TOTAL	**38,47,48,762**	**34,23,00,932**	**33,77,07,021**	**98.66**	**45,93,911**	**1.34**
Whether a Special Resolution is passed or not?						**Yes, passed**

There is no pending resolution proposed to be conducted through postal ballot.

c) **Person who conducted the postal ballot:**

The Board appointed Mr Vinod Sakaram of M/s. VSSK & Associates, Practising Company Secretary, Hyderabad (M. No. A23285, COP No. 8345) as Scrutiniser to conduct the process of postal ballot fairly and transparently.

The procedure for conducting postal ballot is in accordance with the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended from time to time, and applicable circulars of the MCA issued in this regard.

7. MEANS OF COMMUNICATION

(a) **Financial results**

The quarterly, half-yearly and annual results of the Company are generally published in the Business Standard (English) and the Surya, a regional daily published in Telangana.

The quarterly, half-yearly and annual results and other official news releases are displayed on the website of the Company at https://www.electronicsmartindia.com/ along with the website of the Stock Exchanges where the securities of the Company are listed.

(b) **Presentations made to institutional investors or to the analysts**

The Company organises meetings, and conference calls with analysts and investors, and the presentations are made to analysts and transcripts & recordings of earnings calls are uploaded on the website of the Company at https://www.electronicsmartindia.com/ along with the website of the Stock Exchanges where the securities of the Company are listed.

8. GENERAL SHAREHOLDERS' INFORMATION

a. **Annual General Meeting**

The 06th (Sixth) Annual General Meeting of the Company is scheduled as under:

Date: 30th August 2024

Day: Friday

Time: 12:30 P.M.

Venue: Video Conferencing and other Audio Visual Modes

The Corporate Office of the Company situated at 6-3-666/A1 to 7, 3rd & 4th Floors, Opp. NIMS Hospital, Punjagutta Main Road, Hyderabad, Telangana, India-500082 shall be considered as the Venue of the e-AGM.

b. **Financial Year:** 01st April 2023 to 31st March 2024

c. **Dividend Payment Date:** The Board has neither declared any interim dividend during the year nor recommended a final dividend for 2023-24.

d. **Listing on Stock Exchange**

Your Company's equity shares are listed and traded on the following stock exchanges:

Name and address	Code/ Symbol
BSE Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400023	Code: 543626
National Stock Exchange of India Limited. (NSE), Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400051	Symbol: EMIL

Listing fees for 2023-24 have been paid to the above-mentioned stock exchanges.

e. **The Market price data - high and low during each month in the last financial year.**

Monthly share price movement during the year 2023-24 at BSE & NSE:

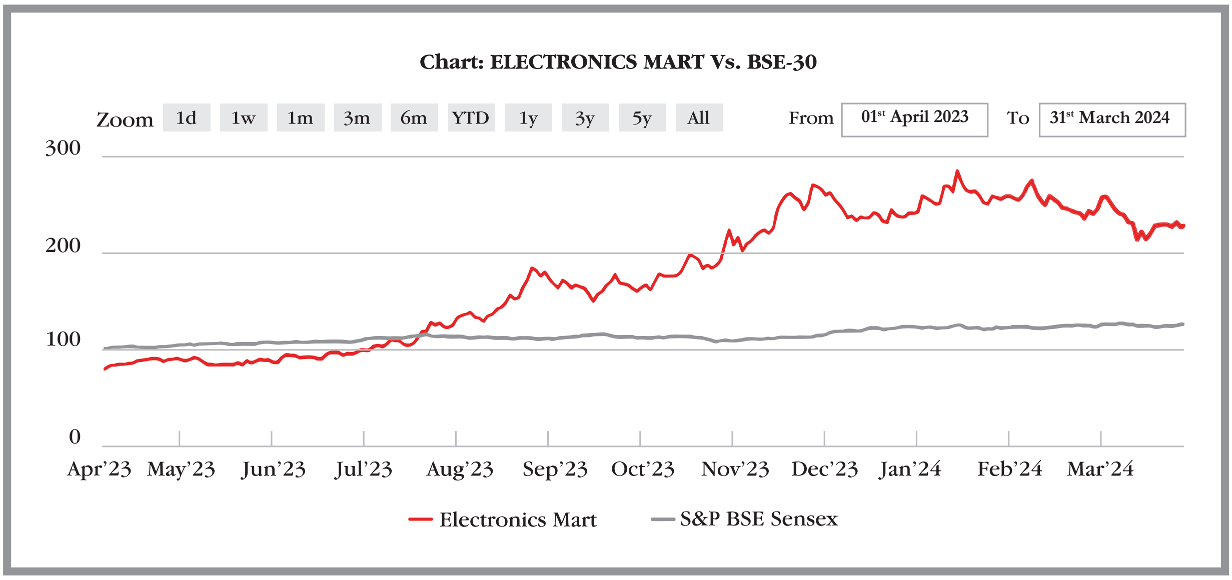
(Price in ₹)

Month	NSE		BSE	
	High	Low	High	Low
April 2023	77.00	66.50	76.90	66.21
May 2023	81.50	70.15	81.48	70.10
June 2023	85.70	72.30	85.59	73.09
July 2023	117.50	82.85	117.45	82.42
August 2023	166.35	108.05	166.50	108.05
September 2023	150.80	124.50	151.00	124.10
October 2023	194.65	134.05	194.00	134.25
November 2023	235.00	168.00	235.95	169.05
December 2023	227.60	191.00	229.00	191.40
January 2024	244.55	198.80	244.50	198.65
February 2024	242.00	196.75	242.30	198.05
March 2024	227.40	168.70	228.00	166.20

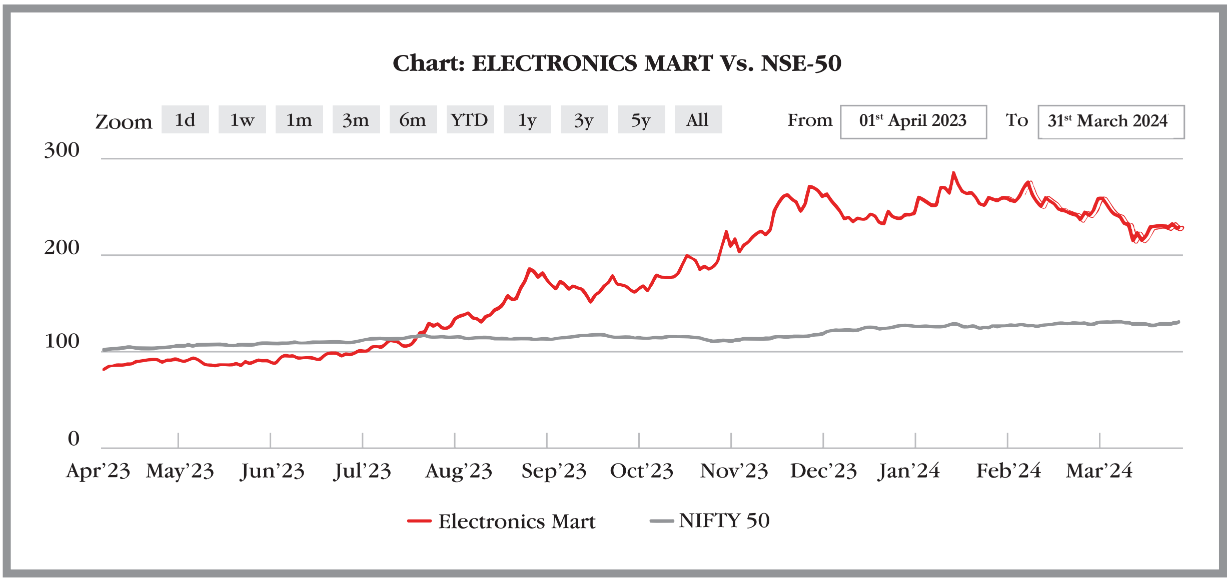
ANNEXURE 3 (Contd.)

f. **Performance in comparison to broad-based indices such as BSE-Sensex:**

***EMIL & Nifty 50**



***EMIL & BSE Sensex**



g. **Whether securities are suspended from trading??**

Not applicable

h. **Registrar and Share Transfer Agent:**

KFIN Technologies Limited

Address: Selenium Building, Tower-B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500032

Email ID: einward.ris@kfintech.com

Toll-Free: 18003094001

Website: https://www.kfintech.com

i. **Share Transfer System:**

The Company's share transfer authority has been delegated to the Company Secretary/ Registrar and Transfer Agent, i.e., KFin Technologies Limited, who generally has the authority to approve and confirm the request for share transfer/ transmission/ transposition/ consolidation/ issue of duplicate share certificates/ sub-division, re-mat, demat and perform other related activities in accordance with the Listing Agreement and SEBI (Depositories and Participants) Regulations, 2018. Except for ten shares, all the shares of the Company are in dematerialised form.

During the year under review, the Company obtained the following certificate(s) from the Practicing Company Secretary and submitted the same to the Stock Exchanges within the stipulated time:

1. Certificate confirming due compliance of share transfer formalities by the Company pursuant to Regulation 40(9) of the SEBI Listing Regulations for the financial year ended on 31st March 2024 with the Stock Exchanges; and
2. Certificate regarding reconciliation of the share capital audit of the Company on a quarterly basis.

j. Distribution of shareholding:

ELECTRONICS MART INDIA LIMITED

Distribution Schedule as on 29/03/2024 (Pan wise)

Sr. No.	Description	No. of Cases	Without Grouping		With Grouping
			% of Cases	Amount	% of Amount
1	1-5000	79,808	93.62	7,68,18,860	2.00
2	5001- 10000	2,897	3.40	2,17,09,610	0.56
3	10001- 20000	1,313	1.54	1,89,61,340	0.49
4	20001- 30000	404	0.47	1,01,67,950	0.26
5	30001- 40000	275	0.32	97,94,130	0.26
6	40001- 50000	115	0.14	53,07,290	0.14
7	50001-100000	208	0.24	1,50,51,920	0.39
8	100001 & Above	225	0.26	3,68,96,76,520	95.90
Total		**85,245**	**99.99**	**3,84,74,87,620**	**100.00**

ELECTRONICS MART INDIA LIMITED

SHAREHOLDING PATTERN AS ON 30/03/2024

S No.	Description	Cases	Shares	% Equity
1	ALTERNATIVE INVESTMENT FUND	8	12,43,625	0.32
2	BODIES CORPORATES	190	10,80,768	0.28
3	FOREIGN PORTFOLIO - CORP	58	1,96,85,677	5.12
4	H U F	999	5,67,707	0.15
5	MUTUAL FUNDS	45	6,24,61,199	16.23
6	NON-RESIDENT INDIAN NON-REPATRIABLE	244	1,90,342	0.05
7	NON-RESIDENT INDIANS	389	2,71,529	0.07
8	PROMOTER GROUP	4	53,148	0.01
9	PROMOTERS	2	27,68,51,641	71.96
10	QUALIFIED INSTITUTIONAL BUYER	1	6,90,406	0.18
11	RESIDENT INDIVIDUALS	84,536	2,16,52,720	5.63
Total		86,476	38,47,48,762	100.00

k. Dematerialisation of share and liquidity:

Your Company's shares are tradable only in electronic form. The Company has established connectivity with both the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), through Registrars and Share Transfer Agent viz., KFin Technologies Limited.

The International Securities Identification Number (ISIN) allotted to our shares under the Depository System is INE02YR01019.

Details of Shares held in Physical and Electronic form: As on 31st March 2024, except for 10 (ten) shares, all the shares of the Company are in dematerialised form.

Number of Shares dematerialised during 2023-24: NIL

Number of Shares rematerialised during 2023-24: NIL.

l. Outstanding GDRs/ADRs/Warrants or any convertible instruments conversion date and likely impact on equity:

The Company does not have any outstanding GDRs/ ADRs/ Warrants or any Convertible Instruments.

ANNEXURE 3 (Contd.)

m. **Commodity Price or Foreign Exchange Risk and Hedging Activities:** NA

n. **Plant locations:** Not Applicable.

o. **Address for correspondence:** The shareholders may address their communications/ suggestions/ grievances/ queries to:

Company Secretary
Electronics Mart India Limited
Address: 6-3-666/A1 to 7, Opp. NIMS Hospital,
Punjagutta Main Road, Hyderabad – 500082 India
Tel: (040)-23230244
Email: cs@bajajelectronics.in
Website: https://www.electronicsmartindia.com/

Name of RTA: KFin Technologies Limited
Registrars and Share Transfer Agents
#Selenium Tower B, Plot No.31-32 Gachibowli,
Financial District, Nanakramguda
Hyderabad - 500 032, India
Tel: (040) 67161591 Fax: (040) 23420814
Email: einward.ris@kfintech.com
Website: https://www.kfintech.com

p. **Credit Rating:**

Rating Agency	Instrument Type	Rating	Rating Action
Ind-Ra	Fund-based working capital limits	IND A-/ Positive/ IND A2+	Affirmed, Outlook revised to Positive from Stable
	Term loans	IND A-/ Positive	Affirmed, Outlook revised to Positive from Stable

9. OTHER DISCLOSURES

Disclosures on materially significant Related Party Transactions that may have potential conflict with the interests of the Company at large

There were no transactions of significant material nature that have a potential conflict with the interest of the Company at large. During 2023-24, all the related party transactions entered were in the normal course of business and at arms-length basis. The said transactions are reported as Related Party Transactions in the Annual Financial Statements.

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

There has been no non-compliance and no penalties/ strictures have been imposed on the Company by Stock Exchange(s) or SEBI or any other statutory authority, on any matter related to capital markets, during the last three years.

Details of establishment of vigil mechanism and affirmation that no personnel have been denied access to the Audit Committee

Under the Vigil Mechanism, the Company has provided a platform to Directors and employees to raise concerns regarding any irregularity, misconduct or unethical matters/ dealings within the Company/Group which have a negative bearing on the organisation either financially or otherwise.

The Company has a robust Whistle Blower Policy to enable its Directors and employees to voice their concerns to the Management about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy. The Company promotes a favourable environment for employees to have an open access to the respective functional Heads, Executive Directors, Chairman and Managing Director, so as to ensure ethical and fair conduct of the business of the Company.

The said policy was suitably formulated and the same was adopted with effect from 23rd February 2019.

No person was denied access to the Audit Committee of the Company with regard to the above.

Details of compliance with mandatory requirements under SEBI (Listing Regulations & Disclosure Requirements), Regulations, 2015 and adoption of non-mandatory requirements

The Company has fully and adequately complied with all the mandatory requirements of the SEBI Listing Regulations.

Adoption of Non- mandatory Requirements

In adherence with Regulation 27(1) read with Part E of Schedule II of the SEBI Listing Regulations, the Company has voluntarily complied with following non-mandatory requirements:

(i) During the year under review, there were no Audit qualifications on the Company's Financial Results. The Company continues to adopt best practices to ensure a regime of Unmodified Opinion.

(ii) The Internal Auditors have direct access to the Audit Committee and the Internal Auditors present their Audit Observations to the Audit Committee of the Board.

Web link where policy for determining 'material' subsidiaries is disclosed

The Company does not have any material non-listed Indian Subsidiary Company in terms of Regulation 16 of the SEBI Listing Regulations. The Policy for determining Material Subsidiaries as approved by the Board is available on the website of the Company at https://investors.electronicsmartindia.com/ under Policies and Code of Conduct section.

Web link where policy on dealing with Related Party Transactions is disclosed

The Board approved Policy on Related Party Transactions can be accessed at https://investors.electronicsmartindia.com/ under Policies and Code of Conduct section.

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

The Company has not raised any funds through Preferential Allotment or Qualified Institutions Placement during 2023-24.

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

Certificate as required under Part C of Schedule V of Listing Regulations, received from CS Vinod Sakaram, Practicing Company Secretary, that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Company by the Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority was placed before the Board of Directors at their meeting held on 01st August 2024 and the same forms part of this Report.

Where the Board had not accepted any recommendation of any Committee of the Board which is mandatorily required, in the relevant Financial Year, the same is to be disclosed along with reasons thereof

There has been no such incidence where the Board has not accepted the recommendation of any of its Committee during the Year under review.

Total fees for all services paid by the Company and its subsidiary to the Statutory Auditors

During the Year under review, the total fee paid by the Company and its subsidiaries for all the services provided by the Statutory Auditor on a consolidated basis is as mentioned below:

₹ in Million

Particulars	2023-24	2022-23
Payments to the auditor		
As auditor*	7.17	5.05
For other services	0.10	0.10
Out-of-pocket expenses	0.12	0.12
Total	**7.39**	**5.22**

*excluding audit and certification fees amounting to ₹ 5.4 Million pertaining to IPO which have been adjusted against securities premium for the year ended 31st March 2023.

Disclosures in Relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013

The Company has in place an effective mechanism for dealing with complaints relating to sexual harassment at the workplace. The details relating to the number of complaints received and disposed of during 2023-24 are as under:

S. No.	Particulars	Number of Complaints
1.	Number of Complaints filed during the Financial Year	2
2.	Number of Complaints disposed off during the Financial Year	2
3.	Number of Complaints pending as on end of the Financial Year	0

Disclosure of Loan and Advances to firms or companies in which Directors are interested: Not applicable

10. NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT OF SUB PARAS (2) TO (10) ABOVE, WITH REASONS THEREOF SHALL BE DISCLOSED

The Company is fully compliant with all the requirements of the Corporate Governance Report as stated in sub paras (2) to (10) of Schedule V of the Listing Regulations.

11. DISCLOSURES OF COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATIONS 17 TO 27 AND CLAUSES (B) TO (I) OF SUB-REGULATION (2) OF REGULATION 46.

The Company has complied with all the requirements of Corporate Governance as follows: -

- Regulations 17 to 27
- Clauses (b) to (i) of sub-regulation (2) of Regulation 46.

12. DECLARATION SIGNED BY THE CHIEF EXECUTIVE OFFICER STATING THAT THE MEMBERS OF THE BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL HAVE AFFIRMED COMPLIANCE WITH THE CODE OF CONDUCT OF THE BOARD OF DIRECTORS AND SENIOR MANAGEMENT

The Company has adopted a Code of Conduct for its Board and Senior Employees as per SEBI Listing Regulations, and the same is available on the Company's website. Also, the Code of Conduct for the Board of Directors and Senior Management in terms of Regulation 17(5) of Listing Regulations has been framed and adopted by the Board of Directors on 14th April 2021. All Members of the Board and Senior Management Personnel have affirmed compliance

ANNEXURE 3 (Contd.)

with the said Code of Conduct for 2023-24. A declaration to that effect, signed by the CEO & Senior Executive Director, forms part of this Report. The Code of Conduct is also available on the website of the Company at the web link https://investors.electronicsmartindia.com/ under Policies and Code of Conduct section.

13. COMPLIANCE CERTIFICATE FROM EITHER THE AUDITORS OR PRACTICING COMPANY SECRETARIES REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

The Compliance Certificate from the Practicing Company Secretary regarding compliance with conditions of Corporate Governance forms part of this Report.

14. DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT:

There were no outstanding shares lying in the Demat or Unclaimed Suspense Account.

15. DISCLOSURE OF CERTAIN TYPES OF AGREEMENTS BINDING LISTED ENTITY

There is no such agreement which is required to be disclosed under clause 5A of Paragraph A of Part A of Schedule III of the Listing Regulations.

16. COMPLIANCE CERTIFICATE BY CEO AND CFO

The CEO & Whole-time Director, Mr Karan Bajaj and the Chief Financial Officer, Mr Premchand Devarakonda have furnished the requisite certificate to the Board of Directors pursuant to Regulation 17(8) of the SEBI Listing Regulations which forms part of this Report.

17. COMPLIANCE OFFICER OF THE COMPANY

Mr Rajiv Kumar, Company Secretary is the Compliance Officer of the Company. He is primarily responsible to ensure compliance with applicable statutory requirements and is the interface between the management and regulatory authorities for governance matters.

For and on behalf of the Board of Directors

Pavan Kumar Bajaj
Chairman and Managing Director
DIN: 07899635

Date: 01st August 2024
Place: Hyderabad

ANNEXURE 3 (Contd.)

CERTIFICATE OF COMPLIANCE OF CODE OF CONDUCT BY BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

I, Karan Bajaj, CEO & Whole-time Director of the Company, hereby certify that the Board of Directors and the Senior Management Personnel have affirmed compliance with the Code of Conduct of the Company for 2023-24.

Place: Hyderabad
Date: 27th May 2024

Karan Bajaj
CEO & Whole-time Director

CEO AND CFO CERTIFICATE

[Pursuant to Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

a) We certify to the Board that we have reviewed the Financial Statements and Cash Flow Statement for the year ended 31st March 2024 and that 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 the Company's affairs and are in compliance with existing accounting standards, applicable laws, and regulations.

b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal, or violative of the Company's Code of Conduct.

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

d) We have indicated to the Auditors and the Audit Committee

(i) Significant changes in internal control over financial reporting during the year, if any;

(ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements, if any; and

(iii) There were no instances of fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Karan Bajaj
Chief Executive Officer & WTD

Date: 27th May 2024
Place: Hyderabad

Premchand Devarakonda
Chief Financial Officer

Date: 27th May 2024
Place: Hyderabad

ANNEXURE 3 (Contd.)

CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

To
The Members of
Electronics Mart India Limited
Hyderabad

We have examined the compliance of conditions of Corporate Governance by Electronics Mart India Limited ("the Company") for the year ended on 31st March 2024, as stipulated in Regulations 17 to 27 and clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and Para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["Listing Regulations"].

In our opinion and to the best of our information and according to the explanations given to us and representations made by the management, we certify that the Company, to the extent applicable, has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and Para C, D and E of Schedule V of Listing Regulations.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof adopted by the Company for ensuring compliance with the Corporate Governance conditions. It is neither an audit nor an expression of opinion on the Company's financial statements.

We further state that such compliance 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.

Place: Hyderabad
Date: 01st July 2024

For **VSSK & Associates, Company Secretaries**
Firm Unique Code P2015TL044700

CS Vinod Sakaram, Partner
PCS: 8345
P/R No. 1456/2021
UDIN: A023285F000646424

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of Securities Exchange and Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To
The Members of
Electronics Mart India Limited
Hyderabad

We have examined the relevant disclosures provided by the Directors (as enlisted in the Table below) to Electronics Mart India Limited (CIN: L52605TG2018PLC126593), having its Registered Office at D. NO: 6-1-91, SHOP NO. 10, GROUND FLOOR, TELEPHONE BHAVAN, SECRETARIAT RD, SAIFABAD, HYDERABAD, TELANGANA-500004 (hereinafter referred to as '**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 and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our knowledge and based on the following:

i. Documents available on the website of the Ministry of Corporate Affairs;

ii. Verification of Directors Identification Number (DIN) status at the website of the Ministry of Corporate Affairs;

iii. Disclosures provided by the Directors (as enlisted in Table A) to the Company; and

iv. Debarment list of Bombay Stock Exchange and National Stock Exchange.

We hereby certify that none of the Directors on the Board of the Company (as enlisted in Table below) have been debarred or disqualified from being appointed or continuing as directors of the companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other statutory authority as on 31st March 2024:

SI. No.	Name of Director	Director Identification Number	Date of Appointment in the Company
1.	Pavan Kumar Bajaj	07899635	10/09/2018
2.	Karan Bajaj	07899639	10/09/2018
3.	Astha Bajaj	07899784	10/09/2018
4.	Mirza Ghulam Muhammad Baig	08281763	03/12/2018
5.	Angara Jyotsna	07224004	14/05/2022
6.	Gurdeep Singh	07499896	26/07/2023

Place: Hyderabad
Date: 01st July 2024

For **VSSK & Associates, Company Secretaries**
Firm Unique Code P2015TL044700

CS Vinod Sakaram, Partner
PCS: 8345
P/R No. 1456/2021
UDIN: A023285F000646413

ANNEXURE 4

Business Responsibility and Sustainability Report

(Business Responsibility and Sustainability Reporting (BRSR) is the practice of companies disclosing information about their environmental, social, and governance (ESG) performance. It goes beyond financial reporting to provide stakeholders with a comprehensive view of a company's non-financial impacts and contributions to sustainable development. BRSR covers topics such as environmental impact, social responsibility, and governance practices, aiming to promote transparency and accountability.)

SECTION A GENERAL DISCLOSURES

I. Details of the listed entity

1	**Corporate Identification Number (CIN) of the Listed Entity**	L52605TG2018PLC126593
2	**Name of the Listed Entity**	Electronics Mart India Limited
3	**Date of incorporation**	10-09-2018
4	**Registered office address**	6-1-91, Shop No. 10, Ground Floor, Next to Telephone Bhawan, Secretariat Road, Saifabad, Hyderabad - 500004
5	**Corporate office address**	6-3-666/A1 to 7, Opp. NIMS Hospital, Panjagutta Main Road, Hyderabad - 500082
6	**E-mail**	communications@bajajelectronics.in
7	**Telephone**	040-23230244
8	**Website**	www.electronicsmartindia.com
9	**Financial year for which reporting is being done**	2023-24
10	**Name of the Stock Exchange(s) where shares are listed**	(1) National Stock Exchange of India Limited (2) BSE Limited
11	**Paid-up Capital**	₹ 3,84,74,87,620/-
12	**Name and contact details (telephone, e-mail address) of the person who may be contacted in case of any queries on the BRSR report**	Mr Rajiv Kumar 040-23230244 csrajivkumar@bajajelectronics.in
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).**	Standalone Basis
14	**Name of assurance provider**	-
15	**Type of assurance obtained**	-

II. Products/services

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

Description of Main Activity	Description of Business Activity	% of Turnover of the entity
Trade	Retail	98.74%
Trade	Wholesale	1.02%
Trade	E-Commerce	0.24%

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

Product/Service	NIC Code	% of total Turnover contributed
Retail sale of refrigerators, washing machines, and other electrical/ electronic household goods.	47594	46.80%
Retail sale of telecommunication equipment.	47414	43.34%
Retail sale of computers and computer peripherals.	47411	4.64%
Retail sale of gas stoves, cooking/ kitchen appliances.	47593	4.10%
Retail sale of audio and video equipment in specialised stores.	47420	1.00%

III. Operations

18. Number of locations where stores and/or operations/offices of the entity are situated:

Location	Number of Stores	Number of offices	Total
National	160	4	164
International	0	0	0

19. **Markets served by the entity:**

a. **Number of locations**

Locations	Number
National (No. of States)	6
International (No. of Countries)	0

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**

EMIL have a clear focus on serving individual consumers directly, which can be a smart strategy in the consumer electronics industry. By concentrating on the B2C segment, we likely tailor our products, services, and marketing efforts to meet the diverse demands and preferences of individual customers. This specialisation enables us to understand the customer better and provide personalised experiences, ultimately fostering stronger customer loyalty and satisfaction. Additionally, focusing on B2C allows EMIL to stay agile and responsive to changing consumer trends and preferences in the fast-paced consumer electronics market.

IV. Employees

20. **Details as at the end of the Financial Year:**

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

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
		Employees				
1	Permanent (D)	2,632	2,498	94.91%	134	5.09%
2	Other than Permanent (E)	1,803	1,253	69.50%	550	30.50%
3	Total employees (D + E)	4,435	3,751	84.58%	684	15.42%
		Workers*				
4.	Permanent (F)	-	-	-	-	-
5.	Other than Permanent (G)	-	-	-	-	-
6.	Total workers (F + G)	-	-	-	-	-

*We do not have any permanent or non-permanent worker in our company

b. **Differently abled Employees and workers:**

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
	Differently Abled Employees					
1.	Permanent (D)	1	1	100%	0	0%
2.	Other than Permanent (E)	0	0	0%	0	0%
3	Total differently abled employees (D + E)	1	1	100%	0	0%
	Differently Abled Workers					
4.	Permanent (F)	-	-	-	-	-
5.	Other than permanent (G)	-	-	-	-	-
6.	Total differently abled workers (F + G)	-	-	-	-	-

21. **Participation/Inclusion/Representation of women**

	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	6	2	33.33%
Key Management Personnel	4	0	–

22. **Turnover rate for permanent employees and workers**

	2023-24 (Turnover rate in current FY)			2022-23 (Turnover rate in previous FY)			2021-22 (Turnover rate in the year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	43.66%	47.84%	43.66%	40.61%	64.08%	41.74%	40.04%	26.92%	39.50%
Permanent Workers	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

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

23. (a) Names of holding / subsidiary / associate companies / joint ventures

Name of the Holding / Subsidiary / Associate Companies / Joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicate at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
Cloudnine Retail Private Limited EMIL CSR Foundation	Subsidiary	100%	No

VI. CSR Details

24. (i) Whether CSR is applicable as per section 135 of the Companies Act, 2013: (Yes/No)

Yes

(ii) Turnover (in ₹)

62,85,40,60,000

(iii) Net worth (in ₹)

13,67,42,00,000

VII. Transparency and Disclosures Compliances

25. 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)	2023-2024 Current Financial Year			2022-2023 Previous Financial Year		
		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	Yes	0	0	-	0	0	-
Investors (other than shareholders)	Yes	0	0	-	5	0	-
Shareholders	Yes	0	0	-	5	0	-
Employees and workers	Yes	0	0	-	0	0	-
Customers	Yes	1,821	0	-	2,352	0	-
Value Chain Partners	Yes	0	0	-	0	0	-

* Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)

Stakeholder group from whom complaint is received	Web Link for Grievance Policy
Communities	https://electronicsmartindia.com/contact-us
Investors (other than shareholders)	https://investors.electronicsmartindia.com/policy-and-code-of-conduct
Shareholders	https://investors.electronicsmartindia.com/policy-and-code-of-conduct
Employees and workers	https://investors.electronicsmartindia.com/policy-and-code-of-conduct
Customers	https://electronicsmartindia.com/contact-us
Value Chain Partners	https://investors.electronicsmartindia.com/policy-and-code-of-conduct

26 Overview of the entity's material responsible business conduct issues

Please indicate 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, as per the following format

Sr. No.	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	Customer Relationship Management	Opportunity	By nurturing customer relationships through personalised service, responsive support, and targeted marketing, the Company can enhance customer loyalty and increase repeat business. A robust CRM strategy can also provide valuable insights into customer preferences and behavior, enabling the Company to tailor its offerings and improve its product mix, ultimately driving sales growth and enhancing profitability.	-	Positive +
2	Supply Chain Management	Opportunity	Effective supply chain management helps identify and mitigate risks, such as disruptions in the supply chain. Developing contingency plans ensures business continuity.	-	Positive +
3	Energy Management	Risk	The energy consumption in stores and company owned locations can lead to increased costs and GHG emissions, potentially increasing the emission and energy intensity of the Company.	At our company, we prioritise energy efficiency. We've implemented various initiatives to lower our overall consumption, such as optimising equipment usage and upgrading to energy-saving models. Additionally, we're actively investing in renewable energy sources to power our operations, making a positive impact on the environment.	Negative −

Sr. No.	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)
4	Supply Chain Management	Risk	Global supply chains expose businesses to quality control issues, supplier ethics concerns, and currency fluctuations. Supply chain disruptions can lead to inventory shortages and delivery delays.	In a commitment to greater transparency and sustainability, we've extended our core policies to encompass our entire value chain. This ensures that all our partners and suppliers operate in alignment with our company's cornerstones, fostering responsible practices throughout our network. By working collaboratively, we aim to minimise environmental impact, uphold ethical labor standards, and ultimately, create a more sustainable future for all stakeholders.	Negative −
5	Local Community	Opportunity	By supporting local events, sponsoring initiatives, or creating partnerships, the Company can build trust and goodwill. Local involvement not only bolsters brand loyalty but also provides insights into customer preferences and trends unique to the area. Furthermore, it fosters a sense of belonging, ensuring the Company remains an integral part of the community, ultimately driving foot traffic, sales, and positive word-of-mouth referrals.	-	Positive +
6	Corporate Governance and Diversity	Opportunity	Robust governance enhances a company's standing, decision-making capabilities, risk mitigation, and long-term viability. It fosters a corporate environment characterised by integrity, transparency, and accountability, reinforcing the organisation's reputation.	-	Positive +
7	Employee Satisfaction and Retention	Opportunity	Prioritising employee well-being leads to increased engagement, productivity, and commitment, fostering improved customer service and loyalty. Specific traning offering targeted training to boost employee performance and implementing a system of awards and recognition to acknowledge outstanding contributions.	-	Positive +

Sr. No.	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)
8	Diversity and Inclusion	Risk	A lack of diversity may result in limited market insight and creativity, hindering the Company's ability to adapt to evolving customer preferences and technological trends.	Diversity and inclusion are core values at EMIL. We believe a diverse workforce leads to a stronger, more innovative company. Our equal opportunity policy ensures a fair playing field for all qualified candidates, regardless of background. Beyond hiring, we actively cultivate an inclusive environment where everyone feels respected and supported. This focus on inclusivity fosters collaboration, leading to better decision-making and a more engaged workforce. Ultimately, our commitment to diversity and inclusion translates to a positive impact on our business and the communities we serve.	Negative −
9	Sustainable Packaging and Waste Management	Opportunity	Implementing eco-friendly packaging can reduce environmental impact, align with increasing consumer demand for sustainable products, and potentially offer cost savings. Simultaneously, offering services such as e-waste recycling or trade-in programs can enhance customer loyalty, drive repeat business, and position the Company as a responsible corporate citizen.	-	Positive +
10	Occupational Health and Safety	Risk	Occupational health and safety risks in retail encompass potential accidents, injuries for employees. Failure to address these risks can result in worker injuries, increased workers' compensation claims, legal liabilities.	Our commitment to employee safety is paramount. We conduct regular internal audits to stay ahead of potential occupational risks. These in-depth assessments allow us to identify and address the most critical hazards within our operations before they can impact our workforce. This proactive approach has proven successful in minimising the occurrence of work-related injuries and illnesses. By prioritising regular internal audits, we continuously improve workplace safety and demonstrate our dedication to employee well-being.	Negative −

Sr. No.	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)
11	Data Management and Cyber Security	Risk	The handling of vast customer data, including sensitive personal and payment information, means that any data breach could have severe consequences, including financial loss, legal penalties, and damage to reputation. Furthermore, failure to uphold privacy standards can erode customer trust, leading to potential loss of business and affecting the Company's long-term viability.	Our approach to privacy protection and data security is multi-faceted. We've implemented a robust IT policy that covers all phases of the data lifecycle, including acquisition, use, storage, and disposal. This ensures data protection at each level. Our 'Defence in Depth' strategy adds multiple layers of security measures, creating a more robust protection system. We place great emphasis on personnel and customer data security, training employees about safe data handling practices and employing advanced encryption for customer data. Additionally, we comply with all local and international data privacy laws and regulations to maintain the highest level of data security.	Negative

SECTION B MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Sr. No		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/NA)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
	b	Has the policy been approved by the Board? (Yes/ No/NA)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
	c	Web Link of the Policies, if available	https://investors.electronicsmartindia.com/policy-and-code-of-conduct								
2		Whether the entity has translated the policy into procedures. (Yes / No/ NA)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3		Do the enlisted policies extend to your value chain partners? (Yes/No/NA)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
4		Name of the national and international codes/ certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	-	-	-	-	-	-	-	-	-
5		Specific commitments, goals and targets set by the entity with defined timelines, if any.	We're committed to integrating ESG practices into our core operations. We understand the importance of benchmarks outlined in the National Guidelines for Responsible Business Conduct (NGRBC) As a growing organisation, we're actively defining clear ESG goals within the next reporting period. These goals will ensure our ESG efforts directly contribute to long-term business success and value creation for all stakeholders. We're continuously improving our ESG approach and look forward to sharing our progress in the future.								
6		Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	NA	NA	NA	NA	NA	NA	NA	NA	NA

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)**

As the director responsible for the Business Responsibility Report, I am proud to present our progress in addressing Environmental, Social, and Governance (ESG) issues. This year marks the completion of our inaugural Business Responsibility and Sustainability Report (BRSR), a significant milestone that included conducting a materiality assessment, identifying key stakeholders, and calculating our greenhouse gas emissions, water, and energy footprint.

We have made substantial progress in tackling challenges such as privacy and data security, corporate governance, business ethics, and compliance. Our focus also extends to opportunities in supply chain management, community development, and customer satisfaction, and we are making consistent efforts in these areas.

To reduce our environmental impact, we have set concrete targets. We have partnered with the Edge Group to install solar panels with smart switches across our offices and retail outlets, significantly increasing our use of renewable energy. Additionally, we are actively working to reduce water consumption and single-use plastics. For example, we have installed Reverse Osmosis systems in our outlets to decrease reliance on bottled water.

Furthermore, we are committed to offsetting our carbon footprint through a green belt initiative, which will not only beautify our surroundings but also mitigate greenhouse gas emissions. Our achievements in this journey are noteworthy. We have established an ESG committee to oversee and strategise our sustainability initiatives and successfully installed solar power plants at several outlets.

In conclusion, these accomplishments are stepping stones in our commitment to ESG targets. We understand that the road ahead is long, but we remain dedicated to making a positive impact.

Mr Pavan Kumar Bajaj
Chairman & Managing Director
DIN: 07899635

8 **Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).**

ESG Committee

9 **Does the entity have a specified Committee of the Board/ Director responsible for decision making on Sustainability related issues? (Yes / No/ NA).**

Yes

ESG Committee responsible for decision-making on Sustainability-related issues

If Yes please provide details

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								
		P1	P2	P3	P4	P5	P6	P7	P8	P9
a.	Performance against above policies and follow up action	Any Other Committee								
b.	Compliance with statutory requirements of relevance to the principles and rectification of any non-compliances	Any Other Committee								

	Subject for Review	Frequency (Annually / Half yearly /Quarterly/ Any other-please specify)								
		P1	P2	P3	P4	P5	P6	P7	P8	P9
a.	Performance against above policies and follow up action	Half yearly								
b.	Compliance with statutory requirements of relevance to the principles and rectification of any non-compliances	Half yearly								
11	**Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No).**	No	No	No	No	No	No	No	No	No
	If yes, provide name of the agency.									

12	If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:	P1	P2	P3	P4	P5	P6	P7	P8	P9
	The entity does not consider the Principles material to its business (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
	The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
	The entity does not have the financial or/human and technical resources available for the task (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
	It is planned to be done in the next financial year (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
	Any other reason (please specify)	NA	NA	NA	NA	NA	NA	NA	NA	NA

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.

(This principle focuses on the importance of ethical conduct and transparency in business operations. Companies should follow ethical business practices and adhere to high standards of integrity. They should also be transparent about their activities, operations, and financial reporting, as well as be accountable for their actions)

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	% age of persons in respective category covered by the awareness programmes
Board of Directors	4	Effectiveness of Audit Committee, Update on Business, KPI performance, Visit of new Specialised stores.	100.00%
Key Managerial Personnel	4	Update on Business, KPI performance, Visit of new Specialised stores.	100.00%
Employees other than BoD and KMPs	10	SOP, SAP, T-Poss, Leadership, Grooming Standards, Behaviour Skills, Work-life Balance, Safety & Standards & HR Policies	100.00%
Workers	NA	NA	NA

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, in the following format

Monetary

Particular	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In ₹) (For Monetory Cases only)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/ Fine	-	-	-	-	-
Settlement	-	-	-	-	-
Compounding fee	-	-	-	-	-

Non Monetory

Particular	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Brief of the Case	Has an appeal been preferred? (Yes/No)
Imprisonment	-	-	-	-
Punishment	-	-	-	-

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.

Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
-	-

4. **Does the entity have Anti-Corruption or Anti-Bribery policy?**

Yes

If Yes, please provide in brief

Our Anti-Corruption/Anti-Bribery policy serves as a cornerstone in fostering a culture of transparency and accountability within the organization. This policy outlines clear guidelines and procedures to prevent, detect, and address instances of corruption or bribery in any form. As part of our commitment to responsible business conduct, we continuously monitor and strengthen our anti-corruption measures to mitigate risks and uphold our ethical standards.

If Yes, Provide a web link to the policy, if available -Web link anti corruption or anti bribery policy is place

https://investors.electronicsmartindia.com/policy-and-code-of-conduct

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

Particular	2023-24	2022-23
Directors	0	0
KMPs	0	0
Employees	0	0
Workers	0	0

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

Case Details	2023-24		2022-23	
	Number	Remark	Number	Remark
Number of complaints received in relation to issues of Conflict of Interest of the Directors	0	-	0	-
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	0	-	0	-

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.**

No corrective actions have been required regarding fines, penalties, or actions taken by regulators, law enforcement agencies, or judicial institutions related to cases of corruption or conflicts of interest. This underscores our commitment to maintaining the highest ethical standards and demonstrates the effectiveness of our anti-corruption measures.

8. **Number of days of accounts payables in the following format:**

Particular	2023-24	2022-23
Number of days of accounts payables	2	2

9. **Open-ness of business**

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics		2023-24	2022-23
Concentration of Purchases	a.	Purchases from trading houses as % of total purchases	0	0
	b.	Number of trading houses where purchases are made from	0	0
	c.	Purchases from top 10 trading houses as % of total purchases from trading houses	0	0
Concentration of Sales	a.	Sales to dealers / distributors as % of total sales	1%	1%
	b.	Number of dealers / distributors to whom sales are made	56	56
	c.	Sales to top 10 dealers / distributors as % of total sales to dealers / distributors	0.81%	0.81%
Share of RPTs in	a.	Purchases (Purchases with related parties / Total Purchases)	0	0
	b.	Sales (Sales to related parties / Total Sales)	0	0
	c.	Loans & advances (Loans & advances given to related parties / Total loans & advances)	0	0
	d.	Investments	100%	100%

LEADERSHIP INDICATORS

2. **Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board?**

Yes

We have established processes in place to avoid and manage potential conflicts of interest involving members of the Board. These processes include:

Independent Board Members:
Our Board composition includes a significant number of independent directors. These independent members bring an objective perspective and provide unbiased oversight of the Company's operations. They are empowered to challenge decisions made by the Chair or senior executives when necessary, ensuring that decisions prioritise the Company's best interests.

Clear Role Definitions:
We have clearly defined roles and responsibilities for the Chair and senior executive positions. These definitions are documented in official company documents, ensuring transparency and preventing any overlap in functions that could create conflict.

Regular Evaluations:
Independent Board members conduct regular evaluations of the Chair/ Managing Director's performance. These evaluations assess both their executive role and their adherence to good governance practices.

PRINCIPLE 2

Businesses should provide goods and services in a manner that is sustainable and safe.

(This principle highlights the importance of sustainable and safe production practices. Companies should strive to minimise the environmental impact of their activities and ensure that their products and services are safe for consumers and the environment.)

ESSENTIAL INDICATORS

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

Particulars	2023-24	2022-23	Details of improvements in environmental and social impacts
R&D	0	0	-
Capex	0	0	-

2 a. **Does the entity have procedures in place for sustainable sourcing?** Yes

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

*We are not tracking the percentage of input material sourced sustainably.

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

(d) other waste

As an e-commerce entity operating within the retail sector, our core function revolves around facilitating transactions between buyers and a diverse range of product manufacturers or suppliers. Given this operational framework, we do not engage in the manufacturing or ownership of any products featured on our platform. Regrettably, this distinctive business model does not afford us the opportunity to reclaim products for purposes such as reuse, recycling, or responsible disposal at the conclusion of their lifecycle.

4. a **Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities**

No

b **If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards?**

No, Extended Producer Responsibility is not applicable to our company.

c **If not, provide steps taken to address the same**

NA

PRINCIPLE 3

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

(This principle emphasises the importance of employee well-being. Companies should provide safe and healthy working conditions, fair wages, and opportunities for career development to all employees in their value chains, including suppliers, contractors, and temporary workers.)

ESSENTIAL INDICATORS

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

Category	% of employees covered by										
	Total (A)	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	2,498	1,473	58.96%	0	0%	0	0%	0	0%	0	0%
Female	134	101	75.37%	0	0%	134	100%	0	0%	0	0%
Total	2,632	1,574	59.80%	0	0%	134	100%	0	0%	0	0%
Other than Permanent employees											
Male	1,253	1,253	100%	0	0%	0	0%	0	0%	0	0%
Female	550	550	100%	0	0%	0	0%	0	0%	0	0%
Total	1,803	1,803	100%	0	0%	0	0%	0	0%	0	0%

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

Category	% of workers covered by										
	Total (A)	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%	0	0%	0	0%	0	0%
Female	0	0	0%	0	0%	0	0%	0	0%	0	0%
Total	0	0	0%	0	0%	0	0%	0	0%	0	0%
Other than Permanent workers											
Male	0	0	0%	0	0%	0	0%	0	0%	0	0%
Female	0	0	0%	0	0%	0	0%	0	0%	0	0%
Total	0	0	0%	0	0%	0	0%	0	0%	0	0%

1. c.

2023-24	Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format	2022-23
0.000217	Cost incurred on well-being measures as a % of total revenue of the Company	0.000207

2. **Details of retirement benefits, for Current Financial Year and Previous Financial Year.**

Category	2023-24			2022-23		
	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	100%	NA	Yes	100%	NA	Yes
Gratuity	100%	NA	Yes	100%	NA	Yes
ESI*	100%	NA	Yes	100%	NA	Yes
Others – please specify						

* Employees who benefit from ESI coverage are fully covered under the ESI scheme.

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?

Yes

Our premises/offices have been made accessible to accommodate differently abled employees and workers, adhering to the requirements stipulated by the Rights of Persons with Disabilities Act, 2016.

4. **Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016?**

Yes, EMIL is committed to equal opportunity and adheres to the Rights of Persons with Disabilities Act, 2016 (RPWD Act). We have implemented an equal opportunity policy that promotes fair and inclusive recruitment, selection, and advancement for all qualified candidates, regardless of disability. This policy outlines specific measures to ensure a welcoming and accessible workplace for everyone.

Weblink- https://investors.electronicsmartindia.com/policy-and-code-of-conduct

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

	Permanent employees		Permanent workers	
Gender	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	0	0	0	0
Female	0	0	0	0
Total	0	0	0	0

6. **Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.**

	Yes/No	If Yes, then give details of the mechanism in brief
Permanent Workers	Yes	At EMIL, open communication is a cornerstone of our company culture. We encourage employees to feel comfortable raising and discussing any concerns they may have. This can be done directly with their supervisors, relevant department heads, or with the Human Resource department. To ensure accessibility and cater to different communication styles, we offer multiple channels for reporting grievances. Employees can choose to have a direct conversation with their supervisor or department head, allowing for a more personal approach. Alternatively, the Human Resources department is available to address any concerns. They can be reached, Web-Link or email, providing flexibility for employees to choose their preferred method of communication. We offer dedicated email addresses for both general HR inquiries http://electronicsmartindia.net/add-grievance and compliance-related concerns (hr.compliance@bajajelectronics.in). By providing these accessible platforms, we aim to create a safe and supportive environment where employee issues can be effectively addressed.
Other than Permanent Workers	Yes	
Permanent Employees	Yes	
Other than Permanent Employees	Yes	

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

Category	2023-24			2022-23		
	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	2,498	0	0%	2,148	0	0%
- Female	134	0	0%	121	0	0%
Total Permanent Workers						
- Male	-	-	-	-	-	-
- Female	-	-	-	-	-	-

8. Details of training given to employees and workers:

Category	2023-24					2022-23				
	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	2,498	2,498	100%	2,498	100%	2,148	2,148	100%	1,809	84.22%
Female	134	134	100%	134	100%	121	121	100%	121	100%
Total	2,632	2,632	100%	2,632	100%	2,269	2,269	100%	1,930	85.06%
Workers										
Male	-	-	-	-	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-	-

*Only Permanent Employee is considered for calculation of training given to employees.

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

Category	2023-24			2022-23		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D / C)
Employees*						
Male	2,498	2,498	100%	2,148	552	25.70%
Female	134	134	100%	121	16	13.22%
Total	2,632	2,632	100%	2,269	568	38.92%
Workers						
Male	-	-	-	-	-	-
Female	-	-	-	-	-	-
Total	-	-	-	-	-	-

*** Only Permanent Employee is considered for calculation of performance and career development.**

10. **Health and safety management system**

a. **Whether an occupational health and safety management system has been implemented by the entity?**

Yes, Our organisation has implemented an Occupational Health and Safety Management System across all corporate and retail locations owned by the Company. To ensure the ongoing efficacy of this system, we employ a dedicated internal audit team responsible for executing systematic assessments. These evaluations, conducted periodically over the calendar year, concentrate on fire safety protocols and the analysis of working environments within every operational site. This rigorous scrutiny facilitates the sustenance of a secure and healthful atmosphere throughout the entirety of our premises.

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

At EMIL, we take pride in our unwavering commitment to nurturing a secure and healthy work environment. Our approach is methodical and thorough, as we conduct both routine and non-routine assessments to identify and mitigate potential hazards comprehensively.

Across our diverse workspaces, including warehouses, administrative offices, and retail outlets, our dedicated safety team performs regular inspections. These proactive measures are designed to detect any risks of work-related injuries or illnesses before they escalate.

Central to our risk management strategy is our proactive stance on fire safety. We prioritise regular fire drills at our retail stores, ensuring our workforce is equipped to handle emergencies with confidence. Additionally, our stores undergo rigorous inspections by local fire authorities to ensure compliance with all fire safety regulations.

Every identified hazard, along with potential risks and mitigation measures, is meticulously documented and communicated to our esteemed Risk Management Committee. This structured reporting framework facilitates consistent oversight and enables informed decision-making regarding risk mitigation strategies.

Our overarching goal is to anticipate, prevent, and effectively manage any potential work-related hazards. This commitment underscores our dedication to the safety and well-being of our valued employees and customers, demonstrating our unwavering commitment to excellence in all aspects of our operations.

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

Yes*

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

Yes**

*We have established procedures enabling workers to report work-related hazards and to remove themselves from these risks.

**Employees/workers of the organisation have access to medical and healthcare services for non-occupational purposes.

11. **Details of safety related incidents, in the following format:**

Safety Incident/Number	Category*	2023-24	2022-23
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0	0
	Workers	0	0
Total recordable work-related injuries	Employees	0	0
	Workers	0	0
No. of fatalities	Employees	0	0
	Workers	0	0
High-consequence work-related injury or ill health (excluding fatalities)	Employees	0	0
	Workers	0	0

*Including in the contract workforce

12. **Describe the measures taken by the entity to ensure a safe and healthy work place.**

At the heart of our operations lies a steadfast commitment to the health and safety of our employees. We've implemented a robust framework of health and safety measures designed to prioritise their well-being. This includes regular sanitisation of our stores, ensuring a pristine and hygienic environment for all. Hand sanitisers are readily available throughout the workplace, promoting proper hand hygiene and reducing the risk of infections.

We leave no stone unturned in adhering to stringent health and safety protocols, ensuring a secure working environment for everyone involved. By embracing these measures wholeheartedly, we not only fulfill our duty to protect our employees but also cultivate a culture of well-being and resilience within our organisation.

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

	2023-24			2022-23		
	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	0	0	-	0	0	-
Health & Safety	0	0	-	0	0	-

14. **Assessments for the year:**

	% of your Stores and offices that were assessed (by entity or statutory authorities or third parties)
Health and Safety practices	100.00%
Working Conditions	

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.**

No corrective actions have been required to address safety-related incidents

LEADERSHIP INDICATORS

1. **Does the entity extend any life insurance or any compensatory package in the event of death of**

(A) Employees (Y/N) → Yes ← Workers (Y/N) (B)

2. **Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.**

We prioritise responsible sourcing and social responsibility. To ensure our value chain partners comply with statutory dues, we take a multi-pronged approach.

First, we carefully assess potential vendors during selection, evaluating their compliance history with regulations like ESIC and EPF. Our contracts explicitly state the obligation of our partners to adhere to all statutory requirements.

Furthermore, we conduct regular monitoring. This includes requesting copies of challans (payment receipts) for deductions like ESIC and Provident Fund. We typically cross-check these challans with the previous month's attendance register to verify accuracy. In some cases, on-site visits may be conducted to confirm documentation and adherence to labor laws.

A defined escalation process exists for identified discrepancies. This may involve requesting corrective actions, withholding payments, or even terminating partnerships in cases of persistent non-compliance.

Through these measures, we aim to promote responsible practices within our network and uphold our commitment to ethical sourcing.

3. **Provide the number of employees/workers having suffered high consequence work- related injury / ill-health / fatalities (as reported in Q1 of Essential Indicators above), who have been are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:**

	Total no. of affected employees/ workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	2023-24	2022-23	2023-24	2022-23
Employees	0	0	0	-
Workers	0	0	0	-

4. **Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment?** Yes

PRINCIPLE 4

Businesses should respect the interests of and be responsive to all its stakeholders.

(This principle highlights the importance of stakeholder engagement. Companies should consider the interests and perspectives of all stakeholders, including shareholders, employees, customers, suppliers, and the communities in which they operate. They should also be responsive to stakeholder concerns and feedback.)

ESSENTIAL INDICATORS

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

At EMIL, we've engaged in a collaborative effort led by top management and supported by board members and various departments to identify our key stakeholders. These stakeholders, both internal and external, are integral to our organisation, encompassing employees, investors, shareholders, government bodies, suppliers, customers, financial institutions, and the wider community.

We recognise and highly value the diverse contributions of each stakeholder group towards achieving our strategic objectives. Their perspectives are not just acknowledged but esteemed, as we strive to build and nurture robust relationships with them. Through continuous dialogue and meaningful engagement, we are committed to understanding and meeting the evolving needs and aspirations of all our stakeholders, ensuring that their voices are heard and respected at every step of our journey.

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

Stakeholder Group	Whether identified as Vulnerable & Marginalised Group	Channels of communication (Email, SMS, Newspaper, Pamphlets,Advertisement, Community Meetings, Notice Board, Website, Other- Please Specify)	Frequency of engagement (Annually, Half-yearly, Quarterly, others- Please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Community	No	Print and Electronic Media	Weekly	Awareness
Shareholders	No	Emails, Newspapers, meetings	Quarterly	Business Updates
Employees	No	Emails, Notices, meetings	Weekly	Training, Business updates
Vendors/ Supplies	No	Emails, meetings	Regularly	Business updates
Government; NGOs; Media, Industry Analyst, Society at large	No	Emails, meetings	Annually	Statutory updates
Customers	No	Print, electronic, and social media	Weekly	Update, Business promotion, promotional offers
Investors	No	Emails, meetings, and reporting to stock exchanges	Regularly	Providing information

LEADERSHIP INDICATORS

1. **Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.**

   The Company's Board, committed to enhancing environmental, social, and governance (ESG) principles, has established an ESG committee to provide guidance in harmonising substantial business growth with sustainability objectives. Management engages in consultations with pertinent stakeholders, presenting their feedback and representations to the Board's committees or directly to the Board. In response to this input, the Board formulates necessary measures or action plans, prioritising the Company's performance and steadfast commitment to its ESG goals.

2. **Whether stakeholder consultation is used to support the identification and management of environmental, and social topics.**

   Yes

   In partnership with internal stakeholders, we conducted a thorough assessment to identify and prioritise the most critical environmental, social, and governance (ESG) issues. Based on our findings, we have launched initiatives to address these key areas.

3. **Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalised stakeholder groups.**

   No Instance of concern raised by vulnerable and marginalised group

PRINCIPLE 5 **Businesses should respect and promote human rights.**

(This principle focuses on the importance of human rights. Companies should respect and promote human rights, including the rights to freedom of expression, association, and privacy. They should also prevent and address human rights violations in their operations and value chains.)

ESSENTIAL INDICATORS

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format

Category	2023-24			2022-23		
	Total (A)	No. employees workers covered (B)	% (B / A)	Total(C)	No. employees workers covered (D)	%(D / C)
Employees						
Permanent	2,632	2,632	100%	2,269	2,269	100%
Other than permanent	1,803	1,803	100%	1,640	1,640	100%
Total Employees	4,435	4,435	100%	3,909	3,909	100%
Workers						
Permanent	-	-	-	-	-	-
Other than permanent	-	-	-	-	-	-
Total Workers	-	-	-	-	-	-

2. Details of minimum wages paid to employees and workers

Category	2023-24					2022-23				
	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										
Male	2,498	0	0%	2,498	100%	2,148	0	0%	2,148	100%
Female	134	0	0%	134	100%	121	0	0%	121	100%
Total	2,632	0	0%	2,632	100%	2,269	0	0%	2,269	100%
Other than Permanent										
Male	1,253	0	0%	1,253	100%	1,150	0	0%	1,150	100%
Female	550	0	0%	550	100%	490	0	0%	490	100%
Total	1,803	0	0%	1,803	100%	1,640	0	0%	1,640	100%

Category	2023-24					2022-23				
	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)
Workers										
Permanent										
Male	-	-	-	-	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-	-
Other than Permanent										
Male	-	-	-	-	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-	-

3. **Details of remuneration/salary/wages**

Male: Number	Male: Median remuneration/salary/wages of respective category	Particular	Female: Number	Female: Median remuneration/salary/wages of respective category
2	2,29,99,998	Board of Directors (BoD)	1	1,50,00,000
4	1,43,14,998	Key Managerial Personnel	0	-
2,494	1,81,000	Employees other than BoD and KMP	134	1,81,000
NA	NA	Workers	NA	NA

b. **Gross wages paid to females as % of total wages paid by the entity, in the following format:**

2023-24	Particulars	2022-23
4.48%	Gross wages paid to females as % of total wages	4.24%

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*

* The POSH committee serves as the primary authority responsible for addressing human rights impacts and fostering a secure and inclusive work environment.

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

At EMIL, we prioritise the protection of human rights and have established robust internal mechanisms to address grievances swiftly and effectively. Upon receiving any complaint, our dedicated teams, including Category Heads, Managers, and HR professionals, spring into action without delay.

We conduct thorough investigations, leaving no stone unturned to ensure that every concern is addressed with diligence and care. Our commitment to accountability means that appropriate actions are taken to resolve issues promptly and fairly. In cases where disciplinary actions are warranted, we ensure that they are implemented swiftly and decisively.

By fostering a culture of transparency and accountability, we demonstrate our unwavering commitment to upholding human rights across all facets of our operations. Through continuous improvement and proactive measures, we strive to create a workplace where every individual feels respected, valued, and supported.

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

Category	2023-24			2022-23		
	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	2	0	-	3	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. **Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:**

Particulars	2023-24	2022-23
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	2	3
Complaints on POSH as a % of female employees / workers	0	0
Complaints on POSH upheld	0	0

8. **Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.**

At EMIL, our POSH committee stands as the cornerstone of our commitment to safeguarding human rights and fostering a culture of inclusivity. This vital authority takes proactive steps to cultivate a workplace where every individual feels safe and respected. By actively addressing and preventing instances of harassment, the committee plays a pivotal role in promoting a secure and inclusive work environment.

Furthermore, we have implemented robust mechanisms to prevent adverse consequences for complainants in discrimination and harassment cases. Our procedures prioritise the protection of complainants, ensuring that their confidentiality is maintained throughout the investigation process. We also offer support services to assist complainants in navigating any challenges they may encounter.

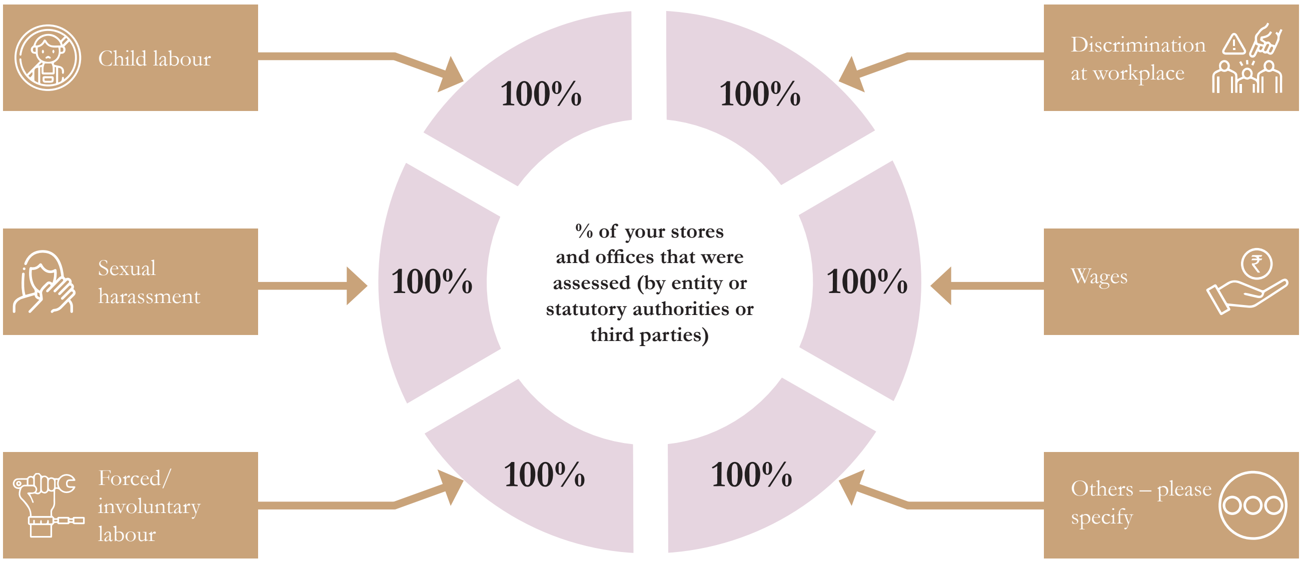
By empowering our POSH committee and implementing protective measures, we demonstrate our unwavering dedication to upholding the rights and dignity of every individual within our organisation.

9. **Do human rights requirements form part of your business agreements and contracts?**

No

10. **Assessments for the year:**

Name of the Assessment



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

Not Applicable

LEADERSHIP INDICATORS

2. **Details of the scope and coverage of any Human rights due-diligence conducted**

   At EMIL, we recognize the importance of respecting human rights throughout our operations. We have established a framework for human rights due diligence to proactively identify, prevent, mitigate, and address potential human rights impacts.

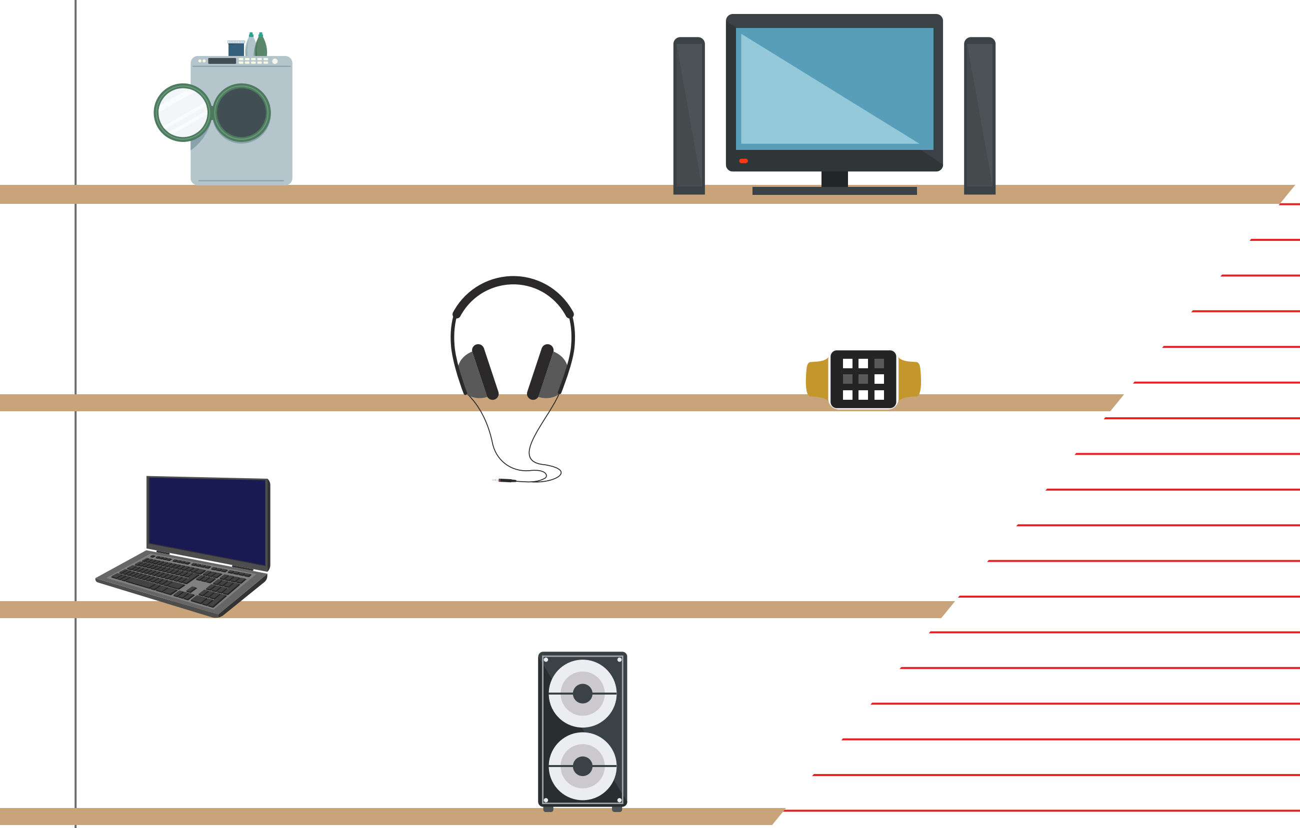
   This framework aligns with the principles outlined in the Indian Constitution and relevant national laws and policies. We acknowledge human rights as fundamental, universal, and interconnected. Our commitment goes beyond simply acknowledging these rights. We integrate human rights considerations into our management systems.

   Our focus extends beyond our own employees. We acknowledge and uphold the human rights of all stakeholders, both within and outside our company. This includes communities, customers, and vulnerable populations. Additionally, we leverage our influence within the value chain to promote awareness and realization of human rights principles throughout our network of partners and suppliers.

   Our Business Responsibility and Sustainability Reporting (BRSR) policy provides further details on these principles. This publicly available document serves as a roadmap for our human rights due diligence efforts and demonstrates our commitment to responsible and sustainable business practices.

3. **Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?**

   Yes



PRINCIPLE 6

Businesses should respect and make efforts to protect and restore the environment.

(This principle emphasises the importance of environmental stewardship. Companies should minimise their impact on the environment, conserve natural resources, and promote environmental sustainability. They should also take steps to restore and rehabilitate degraded ecosystems.)

ESSENTIAL INDICATORS

1. **Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:**

Parameter	2023-24	2022-23
From renewable sources		
Total electricity consumption (A)	504.26	28.69
Total fuel consumption (B)	-	-
Energy consumption through other sources (C.)	-	-
Total energy consumed from renewable sources (A+B+C)	**504.26**	**28.69**
From non-renewable sources		
Total electricity consumption (D)	1,08,854.61	1,35,537.42
Total fuel consumption (E)	7,740.00	14,476.74
Energy consumption through other sources (F)	-	-
Total energy consumed from non-renewable sources (D+E+F)	**1,16,594.61**	**1,50,014.16**
Total energy consumed (A+B+C+D+E+F)	**1,17,098.87**	**1,50,042.85**
Energy intensity per rupee of turnover (Total energy consumed (GJ)/ Revenue from operations (in rupees))	0.00000186	0.00000275
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed (in GJ) / Revenue from operations adjusted for PPP (in rupees))	0.00003767	0.00005560
Energy intensity in terms of physical output (Total energy consumed (In GJ) per unit sold (in numbers))	0.03485742	0.05362701
Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency?	No	
If yes, name of the external agency.	Not Applicable	

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? (Yes/No)**

   No

   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.

   No, Performance Achieve Trade Scheme is not applicable for our company.

3. **Provide details of the following disclosures related to water, in the following format:**

Parameter* Water withdrawal by source (in kilolitres)	2023-24	2022-23
(i) Surface water	-	-
(ii) Groundwater	-	-
(iii) Third party water*	72,844.88	64,205.33
(iv) Seawater / desalinated water	-	-
(v) Others	-	-
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	**72,844.88**	**64,205.33**
Total volume of water consumption (in kilolitres)	**72,844.88**	**64,205.33**
Water intensity per rupee of turnover (Total water consumption (in KL) / Revenue from operations (In rupees))	0.00000116	0.00000118
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption (in KL) / Revenue from operations adjusted for PPP (In rupees))	0.00002344	0.00002379
Water intensity in terms of physical output (Total water consumption (in KL) per product sold (In numbers))	0.02168411	0.02294771
Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Yes/No)	No	
If yes, name of the external agency.	Not Applicable	

*The water used is calculated based on the National Building Code 2016.

4. **Provide the following details related to water discharged:**

Parameter	2023-24	2022-23
Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface water		
No treatment	-	-
With treatment – please specify level of treatment	-	-
(ii) To Ground water		
No treatment	-	-
With treatment – please specify level of treatment	-	-
(iii) To Sea water		
No treatment	-	-
With treatment – please specify level of treatment	-	-
(iv) Sent to third-parties*		
No treatment	72,844.88	64,205.33
With treatment – please specify level of treatment	-	-
(v) Others		
No treatment	-	-
With treatment – please specify level of treatment	-	-
Total water discharged (in kilolitres)	72,844.88	64,205.33
Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)	No	
If yes, name of the external agency.	Not Applicable	

*The water is sent to the municipal sewage corporation after use

5. Has the entity implemented a mechanism for Zero Liquid Discharge?

No

Water consumed at our premises are sent to Municipal Corporation sewage system.

6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter*	Please specify unit	2023-24	2022-23
NOx		-	-
SOx		-	-
Particulate matter (PM)		-	-
Persistent organic pollutants (POP)		-	-
Volatile organic compounds (VOC)		-	-
Hazardous air pollutants (HAP)		-	-
Others – please specify			
Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)			No
If yes, name of the external agency.			Not Applicable

*Monitoring of air emissions are non-material for our business

7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	2023-24	2022-23
Total Scope 1 emissions (Break-up of the GHG into CO_2, CH_4, N_2O, HFCs, PFCs, SF_6, NF_3, if available)	Metric tonnes of CO_2 equivalent	1,060.08	898.89
Total Scope 2 emissions (Break-up of the GHG into CO_2, CH_4, N_2O, HFCs, PFCs, SF_6, NF_3, if available)*	Metric tonnes of CO_2 equivalent	21,649.97	30,495.92
Total Scope 1 and Scope 2 emissions per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations)	Metric tonnes of CO_2 equivalent per rupees of turnover	0.00000036	0.00000058
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP)	Metric tonnes of CO_2 equivalent per rupees of turnover	0.00000731	0.00001163
Total Scope 1 and Scope 2 emission intensity in terms of physical output	Metric tonnes of CO_2 equivalent per product sold	0.00676022	0.01122086

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? No

*We have mitigated 100.29 TCO2e of emission through substituting the electricity consumption to renewable sources.

8. **Does the entity have any project related to reducing Green House Gas emission?**

Yes

We are actively engaged in a project aimed at reducing our greenhouse gas (GHG) emissions. A key component of our initiative involves the replacement of traditional, energy-intensive lighting systems with highly efficient LED lights. This transition has successfully reduced our energy consumption, thereby lowering our carbon footprint and decreasing emissions. Our commitment to energy conservation reflects our dedication to minimising environmental impact and mitigating GHG emissions.

In addition to these efforts, we have installed solar panels at our outlets to further diminish our reliance on non-renewable energy sources. This initiative not only reduces the fuel consumption of our diesel generators but also strengthens our commitment to renewable energy. Furthermore, the implementation of smart meters has enabled us to gain comprehensive insights into our electricity consumption, enhancing our ability to manage energy effectively.

Moreover, through a strategic partnership with the Edge Group, we are expanding our use of renewable energy by installing additional solar panels at our outlets. This initiative represents a significant step forward in our ongoing commitment to adopting green energy solutions and reducing our overall environmental impact.

9. **Provide details related to waste management by the entity, in the following format:**

Parameter	2023-24	2022-23
Total Waste generated (in metric tonnes)		
Plastic waste (A)	1.00	0.60
E-waste (B)	0.13	0.10
Bio-medical waste (C)	0	0
Construction and demolition waste (D)	15.60	12.00
Battery waste (E)	-	-
Radioactive waste (F)	-	-
Other Hazardous waste. Please specify, if any. (G)		
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	1,390.77	-
Office Generated waste	1,390.77	-
Total (A+B + C + D + E + F + G + H)	**1,407.50**	**12.70**
Waste intensity per rupee of turnover (Total waste generated / Revenue from operations)	0.00000002	0
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Revenue from operations adjusted for PPP)	0.00000045	0
Waste intensity in terms of physical output (Total waste generated (in metric tonnes) per product sold (in numbers))	0.00041898	0.00000454
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste	**2023-24**	**2022-23**
(i) Recycled	295.77	-
(ii) Re-used	-	-
(iii) Other recovery operations	-	-
Total	**295.77**	**-**

Parameter	2023-24	2022-23
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste	**2023-24**	**2022-23**
(i) Incineration	-	-
(ii) Landfilling	1,095.00	-
(iii) Other disposal operations	16.73	12.70
Total	**1,111.73**	**12.70**

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? No

10. 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.

At our establishment, we have implemented robust waste management practices to effectively handle the waste generated at our offices and shops. Our meticulous approach begins with careful segregation of waste into categories such as recyclables, organic waste, and non-recyclables. This ensures that each type of waste is appropriately managed. Subsequently, the segregated waste is responsibly transferred to certified vendors and municipal authorities who specialise in environmentally friendly disposal methods. These practices not only minimise our environmental footprint but also uphold our commitment to promoting sustainable waste management practices.

11. 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:

Location of operations/offices	Type of operations	Whether the conditions of environmental approval/clearance are being complied with? (Y/N)	If no, the reasons thereof and corrective action taken, if any.
We do not have offices/operations in/ around Ecologically Sensitive Areas.			

12. **Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:**

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
No EIA was conducted in the current financial year					

13. **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.**

Yes

If not, provide details of all such non-compliances, in the following format:

Specify the law/ regulation/ guidelines which was not complied with	Provide details of the non-compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
We are compliant with all the applicable environmental laws/ regulations/ guidelines in India.			

LEADERSHIP INDICATORS

2. Please provide details of total Scope 3 emissions & its intensity, in the following format:

Parameter	Unit	2023-24	2022-23
Total Scope 3 emissions (Break-up of the GHG into CO_2, CH_4, N_2O, HFCs, PFCs, SF_6, NF_3, if available)*	Metric tonnes of CO_2 equivalent	4712.90	
Total Scope 3 emissions per rupee of turnover	Metric tonnes of CO_2 equivalent per rupees of turnover	0.00000008	
Total Scope 3 emission intensity (optional) – the relevant metric may be selected by the entity			

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? No

*Scope 3 emission includes emission from category 1 (Purchased goods), Category 2- (Capital Goods), Category 3 - (Fuel and energy related activity), Category 5 - (Waste Generated), Category 6- (Business Travel)

4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative	Corrective action taken, if any
Installation of rooftop solar panels	We have begun the process of installing solar panels at several of our retail outlets. The solar panels installed enabling us to significantly offset our energy consumption with clean, renewable energy.	This eco-friendly initiative is set to drastically reduce our energy consumption from non-renewable sources. In addition to decreasing our reliance on traditional electricity, the use of solar panels will also result in a significant reduction in the fuel consumed by our diesel generator sets.	-
Installation of RO Plants	We have installed Reverse Osmosis (RO) systems at our retail outlets. This initiative is designed to substantially decrease our reliance on bottled water. The use of RO systems ensures the availability of safe, purified water at our locations, thereby reducing the need for bottled water consumption.	The implementation of Reverse Osmosis (RO) systems at our retail outlets, a measure set to significantly reduce waste generated from disposable plastic bottles. This decision directly supports our commitment to sustainability, as it drastically decreases the volume of plastic waste entering our ecosystems. Furthermore, by curtailing the need for bottled water, we will indirectly reduce greenhouse gas emissions associated with the transportation of these products.	-

PRINCIPLE 7

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

(This principle highlights the importance of responsible advocacy. Companies should engage in policy advocacy in a responsible and transparent manner, and avoid engaging in activities that could undermine the public interest or the democratic process.)

ESSENTIAL INDICATORS

1. a. **Number of affiliations with trade and industry chambers/ associations.**

   Nil

   b. **List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.**

Sr. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National/ International)
Not Applicable		

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.**

Name of authority	Brief of the case	Corrective action taken
Not Applicable		

LEADERSHIP INDICATORS

1. **Details of public policy positions advocated by the entity:**

Sr. No.	Public policy advocated	Method resorted for such advocacy	Whether information available in public domain? (Yes/No)	Frequency of Review by Board (Annually/ Half Yearly/ Quarterly/ Others- Please specify)	Web Link,if available
–	–	–	–	–	–

PRINCIPLE 8

Businesses should promote inclusive growth and equitable development.

(This principle emphasises the importance of promoting inclusive and equitable economic development. Companies should create economic opportunities for all, including disadvantaged and marginalised groups. They should also contribute to the development of local communities and support social and economic empowerment.)

ESSENTIAL INDICATORS

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

Name and brief details of project

SIA Notification No.

Date of notification

Whether conducted by independent external agency (Yes / No)

Results communicated in public domain (Yes / No)

Relevant Web link

As the contribution is not exceeding ₹ 10 Crores, the same is 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:**

Name of Project for which R&R is ongoing

State

District

No. of Project Affected Families (PAFs)

% of PAFs covered by R&R

Amounts paid to PAFs in the FY (In ₹)

No, Rehabilitation/ Resettlement (R&R) is being undertaken by your entity

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

The Company has implemented a detailed system with multiple avenues for receiving and addressing grievances from the community. Grievances can be submitted through written letters, phone calls, and emails, with contact details prominently displayed on the organisation's websites and in stores. The designated department promptly takes appropriate actions based on the nature of the complaints to ensure their effective resolution.

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

Parameter	2023-24	2022-23
Directly sourced from MSMEs/ small producers	**0**	**0**
Directly from within India	**0**	**0**

5. **Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost**

Parameter	2023-24	2022-23
Rural	0.42%	0.34%
Semi-urban	4.50%	5.00%
Urban	20.99%	22.00%
Metropolitan	74.10%	73.00%

(Place to be categorised as per RBI Classification System - rural / semi-urban / urban/metropolitan)

LEADERSHIP INDICATORS

3. a) **Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalised /vulnerable groups?** No*

   b) **From which marginalised /vulnerable groups do you procure?** No

   c) **What percentage of total procurement (by value) does it constitute?** -

   * We do not have a preferential procurement policy that prioritises purchasing from suppliers comprising marginalised or vulnerable groups. However, we do procure some input materials from these groups.

4. **Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:**

Intellectual Property based on traditional knowledge	Owned/ Acquired (Yes/ No)	Benefit shared (Yes / No)	Basis of calculating benefit share
Not Applicable			

5. **Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.**

Name of authority	Brief of the Case	Corrective action taken
No Corrective action required		

6. **Details of beneficiaries of CSR Projects:**

Sr. No.	CSR Project*	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalised groups
1.	Extramile	13,613	-
2.	HHRT-1- Construction of Washroom	200	-
3.	PHD Family Welfare	270	-
4.	Teach For India	80	-
5.	TSCS	11	-
6.	Telangana Sikh Society	26	-
7.	Promotion of Sports - Table Tennis	1	-
8.	Rainbow Children Foundation	2	-
9.	Healthcare support - Veera Prasad	1	-
10.	Healthcare support - Ranga Prasad	1	-
11.	Amrit Project- BBF	949	-
12.	Pushpagiri Eye Surgeries	660	-
13.	Swayamkrushi	165	-

* % of beneficiaries from vulnerable and marginalised groups are not monitored.

PRINCIPLE 9

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

(This principle highlights the importance of responsible consumer engagement. Companies should provide safe, high-quality products and services, and ensure that they are marketed and sold ethically and responsibly. They should also be transparent about their products and services, and provide consumers with the information they need to make informed choices.)

ESSENTIAL INDICATORS

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

   At EMIL, we've established dedicated customer service desks across all our stores to streamline the handling and resolution of consumer complaints. These desks serve as centralised points of contact for customers to voice their concerns and seek assistance promptly.

   Our trained staff at these desks not only listen attentively to customer grievances but also offer support in registering complaints with the relevant brand owner, if necessary. We prioritise timely resolution and customer satisfaction, expediting the complaint resolution process wherever possible.

   Through this service, we demonstrate our unwavering commitment to customer care, ensuring a seamless experience for consumers when addressing their concerns. We deeply value feedback from our customers and continuously strive to enhance our products and services based on their input.

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

Particular	As a percentage to total turnover
Environmental and social parameters relevant to the product	100.00%
Safe and responsible usage	100.00%
Recycling and/or safe disposal	100.00%

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

Particular	2023-24		Remark	2022-23		Remark
	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	-
Other – Customer Grievances	1,821	0	-	2,352	0	-

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

Particular	Number	Reason 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

   We do have a policy on cyber security and risk related to data security.

   Weblink: https://investors.electronicsmartindia.com/policy-and-code-of-conduct

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.**

   No corrective action was required relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of product recalls; and penalty/ action taken by regulatory authorities on the safety of products/ services.

7. **Provide the following information relating to data breaches**

   a. **Number of instances of data breaches along-with impact** Nil

   b. **Percentage of data breaches involving personally identifiable information of customers** Nil

   c. **Impact, if any, of the data breaches**

      Not Applicable

LEADERSHIP INDICATORS

1. **Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).**

   https://electronicsmartindia.com/

2. **Steps taken to inform and educate consumers about safe and responsible usage of products and/or services**

   All brands have their own safety guidelines on products.

3. **Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.**

   NA

4. **Does the entity display product information on the product over and above what is mandated as per local laws?**

   NA

   a. **If yes, provide details in brief.**

      NA

   b. **Did your entity carry out any survey with regard to consumer satisfaction relating to the major products/ services of the entity, significant locations of operation of the entity or the entity as a whole?**

      No

Electronics Mart India Limited

ANNEXURE 5

FORM No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

(Pursuant to Section 204 (1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To,
The Members,
Electronics Mart India Limited.

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

Auditor's Responsibility:

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

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 authorised 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 2024 (hereinafter called the 'Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed, and other records made available to us and maintained by the Company for the financial year ended on 31st March 2024 according to the provisions of:

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

(ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made thereunder.

(iii) The Depositories Act, 1996 and the Regulations and Byelaws 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; (Not applicable to the Company during the audit period).

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

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

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

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 & Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable to the Company during the Audit Period);

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the audit period).

(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 to the Company during the audit period); and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the audit period).

(i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 (to the extent applicable).

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments made thereunder. ('Listing Regulations')

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

ANNEXURE 5 (Contd.)

We further report that, having regard to the compliance system prevailing in the Company and on the examination of the relevant documents and records in pursuance thereof, on test- check basis, the Company, has generally complied with the law(s) applicable to the Company an illustrative list of which is mentioned in Annexure -B;

We further report that:

The Board of Directors of the Company is duly constituted with a proper balance of Executive Directors, Non-Executive Directors, and Independent Directors. The changes in the composition of the Board of Directors that took place during the audit period were carried out in compliance with the provisions of the Act and Listing Regulations.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance (except few meetings were convened at a shorter notice for which necessary approvals obtained as per applicable provisions), 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 at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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.

We further report that during the audit period the following events occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.:

The Company has passed the following Special resolutions during the period under review.

a. On 27.04.2023 by the Postal Ballot for Variation in the objects of the IPO.

b. On 27.04.2023 by the Postal Ballot for Approval for increasing the borrowing limited up to ₹ 2,000 Crores.

c. On 27.04.2023 by the Postal Ballot for Approval for creation of charge on the assets of the Company under Section 180(1)(a) of Companies Act, 2013.

d. On 23.08.2023 at its e-AGM for Re-appointment of Mr Pavan Kumar Bajaj as Managing Director for 05 years.

e. On 23.08.2023 at its e-AGM for Re-appointment of Mr MGM Baig as Independent Director for second term of 05 years.

f. On 23.08.2023 at its e-AGM for Appointment of Mr Gurdeep Singh as Independent Director for 5 years.

g. On 23.08.2023 at its e-AGM for Maintenance of Register of Members, other statutory registers and annual return at a place other than the Registered Office of the Company.

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

For **VSSK & Associates**
Company Secretaries
Firm Unique Code P2015TL044700

CS Vinod Sakaram, Partner
PCS: 8345
P/R No. 1456/2021
UDIN: A023285F000646435

Place: Hyderabad
Date: 01st July 2024

Annexure A

To,
The Members
Electronics Mart India Limited

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

1. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on a test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of the financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. 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 procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **VSSK & Associates**
Company Secretaries
Firm Unique Code P2015TL044700

CS Vinod Sakaram, Partner
PCS: 8345
P/R No. 1456/2021
UDIN: A023285F000646435

Place: Hyderabad
Date: 01st July 2024

ANNEXURE 5 (Contd.)

Annexure B

I LABOUR AND WORKPLACE RELATED LAWS

1 Employees Provident Funds & Misc. Provisions Act 1952

2 Employees State Insurance Act, 1948

3 Payment of Bonus Act, 1965

4 Payment of Gratuity Act, 1972

5 Minimum Wages Act, 1948

6 Equal Remuneration Act, 1976

7 Payment of Wages Act, 1936

8 Workmen's Compensation Act, 1923

9 Maternity Benefit Act, 1961

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

11 Labour Welfare Fund Act, 1952

12 Contract Labour (Regulation & Abolition) Act, 1970

13 State-specific Shops and Establishments Act

14 State-specific Acts relating to Professions, Trades, Callings and Employments

II ECONOMIC & MISC LAWS

1 Negotiable Instrument Act, 1881

2 Consumer Protection Act, 1986

3 Information Technology Act, 2000

4. Transfer of Property Act, 1882

III REVENUE LAWS

1 Income Tax Act, 1961

2 Indian Stamps Act, 1899

3 Indian Contract Act, 1872

4 Goods and Services Tax Laws

5 Registration Act, 1908

For **VSSK & Associates**
Company Secretaries
Firm Unique Code P2015TL044700

CS Vinod Sakaram, Partner
PCS: 8345
P/R No. 1456/2021
UDIN: A023285F000646435

Place: Hyderabad
Date: 01st July 2024

EMI Electronics Mart India Limited

ANNEXURE 6

PARTICULARS OF EMPLOYEES

Details pursuant to the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

(i) **Details of remunerations of Executive Directors**

S. No	Name of the Employee	Designation	Remuneration (In million)	The ratio of the median remuneration
1	Pavan Kumar Bajaj	Chairman and Managing Director	22.00	121.60
2	Karan Bajaj	Whole-time Director & Chief Executive Officer	24.00	132.60
3	Astha Bajaj	Whole Time Director	15.00	82.87

(ii) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2023-24.

S. No	Name of the Employee	Designation	Remuneration per Month (In million)	% increase in remuneration in the FY 2023-24
1	Pavan Kumar Bajaj	Chairman & Managing Director	1.83	0
2	Karan Bajaj	Whole-time Director & Chief Executive Officer	2.00	0
3	Astha Bajaj	Whole Time Director	1.25	0
4	Premchand Devarakonda	Chief Financial Officer	0.65	0
5	Rajiv Kumar	Company Secretary	0.23	0

(iii) The percentage increase in the median remuneration of employees for the FY 2023-24 is **16.8%**

(iv) The number of permanent employees on the rolls of the company is **2,632** as on 31st March 2024.

(v) During the year, the average percentage Increase in remuneration of Director's/ Chief Executive Officer/ Whole Time Director/ CFO/ CS was **NIL** and the average percentage increase in remuneration of Employees excluding Managing Director/ Chief Executive Officer/ Whole Time Director/ CFO/CS was **NIL**

(vi) It is hereby affirmed that the remuneration paid is as per the policy of the organisation.

(vii) None of the employees earned more than One crore two laks

(viii) None of the employees earned more than eight lakhs and fifty thousand per month

(ix) None of the employees other than Executive Directors mentioned above is not holding any shares

(x) Employees who are relative of any director of the company:

S. No	Name of Employee	Designation
1	Prem Bajaj	Manager
2	Rachana Bajaj	Manager
3	Kanwal Bajaj	Manager
4	Seema Narula	Manager

(xi) Details of Remuneration of Top Ten Employees excluding Executive Directors

S. No.	Name	Designation	Total Amount Drawn (in millions)	Nature of Employment	Qualification	Joining Date	Age (Years)	Experience (Years)	Last Employment
1	Premchand Devarakonda	Chief Financial Officer	9.05	Permanent	CA	29.10.2019	54	30	Services and Trade Company LLC
2	Sandeep Singh Jolly	Chief Operating Officer	6.20	Permanent	Post Graduation	07.07.2023	50	25	Samsung India Electronics

ANNEXURE 6 (Contd.)

S. No.	Name	Designation	Total Amount Drawn (in millions)	Nature of Employment	Qualification	Joining Date	Age (Years)	Experience (Years)	Last Employment
3	Virinder Singh Sandhu	Vice President - North	6.12	Permanent	Graduation	17.01.2022	53	24	LG Electronics India Ltd
4	Rishabh Jain	Category Head - Audio & Beyond	5.48	Permanent	Graduation	01.05.2023	38	12	Infiineye Security solutions Pvt Ltd
5	Thakur Ravinder Singh	Manager	5.23	Permanent	Graduation	11.02.2002	49	26	Bajaj Electronics
6	Rohit Tharakan Parayil Thomas	Category Head - Kitchens	5.05	Permanent	Post Graduation	01.10.2022	40	15	Furn Plus
7	Giridhar Rao Chilamkurthi	Vice President - Sales	4.72	Permanent	Post Graduation	06.06.2019	55	28	TMC Pvt Ltd
8	Mohammed Rammez	Business Head - ROH	4.22	Permanent	Post Graduation	24.09.2022	35	15	LG Electronics India Ltd
9	Nafees Ahmed	Category Head - Easy Kitchens	4.20	Permanent	Graduation	01.03.2023	38	12	Virsah, Hyderabad
10	Annapurna Devi Kuchibhatla	Chief Technical Officer	3.92	Permanent	Post Graduation	27.01.2020	56	32	Hyderabad Eye Institute

ANNEXURE 7

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

Information on the conservation of energy, technology absorption, and foreign exchange earnings and outgo required to be disclosed under Section 134 of the Companies Act, 2013, read with Companies (Accounts) Rules, 2014, are provided hereunder:

A. Conservation of Energy

(i) the steps taken or impact on the conservation of energy;

EMIL strives to reduce its energy consumption by utilising renewable sources of energy like solar power. Moreover, man energy conservation initiatives are implemented across the work location to encourage the responsible usage of electricity.

Usage of solar panels for electricity consumption. By harnessing the power of solar panels, your Company contributed to a cleaner and greener future.

Usage of solar energy helped the Company in CO_2 savings of approx. 0.045 Million KGs.

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

Your company has started installation of solar panels.

(iii) the capital investment on energy conservation equipment: - NIL

B. Technology Absorption

(i) the efforts made towards technology absorption;

Usage of Smart meters to bring down the net emission to achieve low carbon emissions.

(ii) the benefits derived like product improvement, cost reduction, product development or import substitution:

Company reducing energy costs by using solar panels. As on 31st March 2024, the Company has an installed capacity of 187 KW of solar power resulted in solar savings of approx. ₹ 0.4 Million during 2023-24.

(iii) in the case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- NIL

(a) the details of technology imported;

(b) the year of import;

(c) whether the technology has been fully absorbed;

(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and

(iv) the expenditure incurred on Research and Development: NIL

C. Foreign Exchange earnings and outgo-

a. Forex Out Go: US$ 666,080.68 and € 1,381.10

For and on behalf of the Board of Directors

Pavan Kumar Bajaj
Chairman and Managing Director
DIN: 07899635

Date: 01st August 2024
Place: Hyderabad

STANDALONE FINANCIAL STATEMENTS

INDEPENDENT AUDITOR'S REPORT

To the Members of
Electronics Mart India Limited

Report on the Audit of the Standalone Financial Statements

OPINION

1. We have audited the accompanying standalone financial statements of Electronics Mart India Limited ('the Company'), which comprise the Standalone Balance Sheet as at 31st March 2024, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flow and the Standalone Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including a material accounting policy information and other explanatory information.

2. In our opinion and to the best of our information and according to the explanations given to us, 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 31st March 2024, and its profit (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 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 the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matters	How our Audit Addressed the Key Audit Matter
Revenue recognition – Incentive income: 1. Refer note 2(o) for the accounting policy and note 21 for the relevant disclosures in the accompanying standalone financial statements. 2. Pursuant to the terms of the arrangement with vendors, the Company is entitled for income in the form of incentives; computation thereof is based on the terms and conditions as specified in the scheme documents, duly issued by its vendors. During the year ended 31st March 2024 the Company has accrued incentive income aggregating to ₹ 2,504.02 million [FY 31st March 2023 ₹ 2,925.25 million]. 3. Accrual and measurement of such incentive income, especially as on balance sheet date, is a complex process due to volume of the schemes, significant estimates and judgments towards expected volume of sales covering the scheme periods, assessing the Company's ability to comply with other terms and conditions of underlying schemes and the manual process being applied for computation of incentive income.	**Our audit procedures relating to revenue recognition included, but were not limited to the following:** i) Enquired with management to understand and reconfirm our understanding of the accounting policy adopted by the Company, and the process followed by the Company for estimating the amount of incentive income, during the current year, in accordance with the requirements of applicable accounting standards. ii) Evaluated the design and tested the operating effectiveness of Company's key manual controls over computation of incentive income. iii) Recomputed, on a sample basis, incentive income as measured and recorded by management in accordance with the terms and conditions laid out in the relevant scheme document. iv) On a sample basis, verified the incentive income accounted with the communication received from vendors accepting such claims. v) On a sample basis, tested management reconciliation for closing accruals with the confirmation provided by the relevant vendors.

Key Audit Matters	How our Audit Addressed the Key Audit Matter
4. Considering the volume and significance of manual intervention and the degree of judgment involved, we have identified recognition of such incentives as a key audit matter, as this involved significant auditor attention for the current year audit.	vi) With respect to accruals for on-going schemes as at 31st March 2024, examined historical incentive accruals together with our understanding of current year developments to form an expectation of the incentive accrual as at year-end and compared this expectation against the actual accruals. Further, we also performed retrospective review to evaluate the precision with which management makes estimates including the subsequent receipt of such income. vii) Assessed adequacy of disclosures made in the financial statements in accordance with the requirements of applicable accounting standards.
Valuation of inventories: 1. Refer note 2(l) for accounting policies and note 10 for the related disclosures in the accompanying standalone financial statements. 2. Inventories as at 31st March 2024 comprises of Stock-in-trade aggregating to ₹ 9,692.76 million, carried at net of adjustment towards realisable value ('NRV') and provision for slow moving inventory. 3. The inventory of stock in trade is also subject to appropriate adjustments towards purchase rebate/discount, which are linked and are subject to compliance with the terms and conditions specified under various schemes offered by vendors. Accrual of such rebate/discount in respect of schemes having a validity period extending beyond the financial year is a complex manual activity, as accruals of rebate/discount under such schemes is dependent on estimation of value and volume of inventories expected to be purchased during the period covered by the underlying schemes. 4. Assessment of net realizable values of inventory of stock in trade, involve estimation of future selling price together with assessment of incentives, if any, in the form of compensation for lower realization. **5.** Considering the significance of carrying value of inventories to the overall balance sheet, significant manual efforts to assess the value of closing stock after considering impact of incentives and detailed assessment of provision required relating to net realizable values and the judgements applied for determining the allowance for slow moving inventory, we have identified valuation of the inventories as a key audit matter for current year's audit	**Our audit procedures relating to valuation of inventories included, but were not limited to the following:** i) Enquired with management to understand and reconfirm our understanding of the accounting policy adopted by the Company, and the process followed for valuation of inventories including the process to estimate and accrual of rebate/discount, in accordance with the requirements of applicable accounting standards. ii) Evaluated the design and tested the operating effectiveness of Company's key manual controls over: o Valuation of inventories; and o Accruals of rebate and discount having impact on the carrying value of inventories iii) Tested the purchase prices of closing stock of inventories on a sample basis and performed recomputation of weighted average cost considered for valuation as at year end. iv) Recomputed, on a sample basis, rebate/discount as measured and recorded by management in accordance with the terms and conditions laid out in the relevant scheme documents. v) On a sample basis, tested management reconciliation for closing accruals with the confirmation provided by the respective vendors. vi) Tested the inventory ageing on a sample basis from underlying source documents and examined the historical trend of obsolete inventory together with our understanding of current year developments to form an expectation of the reasonableness of managements provision for slow moving inventory. vii) On sample basis, tested management's estimate of 'net realisable value' of inventory based on expected future selling prices by verifying the sale prices of inventory sold near to and subsequent to year end. viii) Assessed the adequacy of the disclosures made in the standalone financial statements in accordance with the requirements of the accounting standards.

INFORMATION OTHER THAN THE STANDALONE 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 will 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 identified above when it becomes available 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 standalone financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

9. The Board of Directors is 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; and

- 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.

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.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

15. As required by Section 197(16) of the Act based on our audit, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under Section 197 read with Schedule V to the Act.

16. 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 I a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

17. Further to our comments in Annexure I, 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 except for the matters stated in paragraph 17(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended).

c) The standalone financial statements dealt with by this report are in agreement with the books of account;

d) In our opinion, the aforesaid standalone financial statements comply with Ind AS specified under Section 133 of the Act;

e) 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 31st March 2024 from being appointed as a director in terms of Section 164(2) of the Act;

f) The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph 17(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended)]

g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company as on 31st March 2024 and the operating effectiveness of such controls, refer to our separate report in Annexure II 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:

   i. the Company, as detailed in note 34 to the standalone financial statements, has disclosed the impact of pending litigations on its financial position as at 31st March 2024;

   ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31st March 2024;

   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 31st March 2024;

iv. a. The management has represented that, to the best of its knowledge and belief, as disclosed in note 40(i) 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 persons or entities, 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, as disclosed in note 40(ii) to the standalone financial statements, no funds have been received by the Company from any persons or entities, 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 31st March 2024.

vi. As stated in note 41 of the standalone financial statements and based on our examination which include test checks, except for instances mentioned below the Company, in respect of financial year commencing on 01st April 2023, has used an accounting software for maintaining its books of account which have a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with other than the consequential impact of the exception given below:

Nature of Exception noted	Details of Exception
Instances of accounting software for maintaining books of account which did not have a feature of recording audit trail (edit log) facility	The software used for recording accounting transactions did not have a feature of recording audit trail (edit log) facility.
Instances of accounting software for maintaining books of account for which the feature of recording audit trail (edit log) facility was not operated throughout the year for all relevant transactions recorded in the software	1) The audit trail (edit log) feature is not enabled at the application level for software used for recording sale transactions to log any changes made to the mode of receipt (tender changes) for the period 01st March 2024 to 31st March 2024 by the Company. 2) The audit trail feature was not enabled at the data base level to log any direct data changes in the software used for maintenance of inventory records and details of wholesale revenue by the Company.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Sanjay Kumar Jain
Partner
Membership No.: 207660
UDIN: 24207660BKERHR9452

Place: Hyderabad
Date: 27th May 2024

ANNEXURE I

Annexure I referred to in Paragraph 16 of the Independent Auditor's Report of even date to the members of Electronics Mart India Limited on the standalone financial statements for the year ended 31st March 2024

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, capital work in progress and relevant details of right of use assets.

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

(b) The Company has a regular program of physical verification of its property, plant and equipment, capital work in progress and relevant details right of use assets under which the assets are physically verified in a phased manner over a period of 3 years, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this program, certain property, plant and equipment, capital work in progress and relevant details right of use assets were verified during the year and no material discrepancies were noticed on such verification.

(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, except for the immovable properties referred below which were acquired by the Company pursuant to the conversion of partnership firm viz Bajaj Electronics. Management has taken necessary steps and presently in the process of incorporating the Company's name in the title deeds of these immovable properties.

Description of property	Gross carrying value (₹ in million)	Held in name of	Whether promoter, director or their relative or employee	Period held	Reason for not being held in name of company
Land	16.80	Pavan Kumar Bajaj	Promoter	10th September 2018	Refer note 4(a) of these standalone financial statements.
Buildings	61.63				
Land	50.54	M/s Bajaj Electronics	Erstwhile Partnership Firm		
Buildings	114.97				
Land	127.20	M/s Bajaj Electronics, Pavan Kumar Bajaj & Karan Bajaj	Erstwhile Partnership Firm & Promoters		
Buildings	88.23				

(d) The Company has not revalued its property, plant and equipment including right of use assets or intangible assets during the year.

(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 management has conducted physical verification of inventory at reasonable intervals during the year. In our opinion, the coverage and procedure of such verification by the management is appropriate and no discrepancies of 10% or more in the aggregate for each class of inventory were noticed as compared to book records.

(b) The Company has been sanctioned a working capital limit in excess of Rs 5 crore by banks and financial institutions based on the security of current assets. The quarterly statements, in respect of the working capital limits have been filed by the Company with such banks and financial institutions and such statements are in agreement with the books of account of the Company for the respective periods, which were not subject to audit/review.

(iii) The Company has not made any investment in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, Limited Liability Partnerships (LLPs) or any other parties during the year. Accordingly, reporting under clause 3(iii) of the Order is not applicable to the Company.

(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 investments made, as applicable. Further, the Company has not entered into any transaction covered under Section 185 and Section 186 of the Act in respect of loans granted, guarantees and security provided by it.

(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, duty of customs, 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 in sub-clause (a) which have not been deposited with the appropriate authorities on account of any dispute except for the following:

Name of the statute	Nature of dues	Gross Amount (in ₹ million)	Amount paid under Protest (in ₹ million)	Period to which the amount relates	Forum where dispute is pending	Remarks, if any
CGST Act, 2017	Goods and Service Tax	3.43	1.46	2018-19	High court, New Delhi	
CGST Act, 2017 & SGST Act, 2017	Goods and Service Tax	107.26	40.24	2017-18 & 2018-19	DGGI, Hyderabad	

(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, the Company has not defaulted in repayment of its loans or borrowings or in the payment of interest thereon to any lender.

(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, money raised by way of term loans were applied for the purposes for which these were obtained.

(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, prima facie, not been utilised for long term purposes.

(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.

(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 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.

ANNEXURE I (Contd.)

(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.

(b) 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 not incurred any cash losses in the current financial year as well as 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 does not have any unspent amounts towards Corporate Social Responsibility in respect of any ongoing or other than ongoing project as at the end of the financial year. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Sanjay Kumar Jain
Partner
Membership No.: 207660
UDIN: 24207660BKERHR9452

Place: Hyderabad
Date: 27th May 2024

Electronics Mart India Limited

ANNEXURE II

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 Electronics Mart India Limited ('the Company') as at and for the year ended 31st March 2024, 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 Control

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on 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 Control over Financial Reporting issued by the Institute of Chartered Accountant of India ('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 Statement

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone 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 standalone 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.

ANNEXURE II (Contd.)

Opinion

8. In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such controls were operating effectively as at 31st March 2024, based on the internal financial controls with reference to the financial statement criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Control over Financial reporting issued by the ICAI.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Sanjay Kumar Jain
Partner
Membership No.: 207660
UDIN: 24207660BKERHR9452

Place: Hyderabad
Date: 27th May 2024

STANDALONE BALANCE SHEET

AS AT 31ST MARCH 2024

(All amounts in ₹ in Million, unless otherwise stated)

	Notes	As at 31st March 2024	As at 31st March 2023
ASSETS			
Non-current assets			
(a) Property, plant and equipment	4	6,022.35	5,098.57
(b) Right-of-use assets	37(c)	7,523.81	6,317.14
(c) Capital work-in-progress	5	449.38	138.77
(d) Intangible assets	6	17.37	5.46
(e) Financial assets			
i) Investments	7	1.10	1.10
ii) Other non-current financial assets	8(a)	503.03	928.58
(f) Deferred tax assets (net)	29	317.16	250.61
(g) Non-current tax assets	28(c)	60.87	20.27
(h) Other non-current assets	9(a)	280.31	99.45
		15,175.38	**12,859.95**
Current assets			
(a) Inventories	10	9,692.76	7,735.34
(b) Financial assets			
i) Trade receivables	11	1,814.19	1,384.12
ii) Cash and cash equivalents	12	836.70	2,007.97
iii) Loans	13	15.26	11.53
iv) Other current financial assets	8(b)	39.60	83.41
(c) Other current assets	9(b)	2,999.58	2,833.40
		15,398.09	**14,055.77**
Total assets		**30,573.47**	**26,915.72**
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	14	3,847.49	3,847.49
(b) Other equity	15	9,850.00	7,996.15
Total equity		**13,697.49**	**11,843.64**
LIABILITIES			
Non-current liabilities			
(a) Financial liabilities			
i) Borrowings	16(a)	979.80	1,007.54
ii) Lease liabilities	37(a)	8,096.50	6,657.22
(b) Provisions	17	2.44	17.07
		9,078.74	**7,681.83**
Current liabilities			
(a) Financial liabilities			
i) Borrowings	16(b)	6,148.26	6,263.38
ii) Lease liabilities	37(a)	473.96	389.39
iii) Trade payables	18		
(a) total outstanding dues of micro enterprises and small enterprises		5.68	4.97
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		424.39	241.05
iv) Other current financial liabilities	19	183.78	235.69
(b) Other current liabilities	20	377.43	121.86
(c) Provisions	17	130.38	106.74
(d) Current tax liabilities	28(d)	53.36	27.17
		7,797.24	**7,390.25**
Total equity and liabilities		**30,573.47**	**26,915.72**

The accompanying notes form an integral part of these 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's Registration No.: 001076N/N500013

Sanjay Kumar Jain
Partner
Membership No.: 207660

Place: Hyderabad
Date: 27th May 2024

For and on behalf of the Board of Directors of
Electronics Mart India Limited

Pavan Kumar Bajaj
Managing Director
DIN: 07899635

Karan Bajaj
Wholetime Director & CEO
DIN: 07899639

Premchand Devarakonda
Chief Financial Officer
M.No.: F203205

Rajiv Kumar
Company Secretary
M.No.: A42082

Place: Hyderabad
Date: 27th May 2024

STANDALONE STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED 31ST MARCH 2024

(All amounts in ₹ in Million, unless otherwise stated)

	Notes	For the year ended 31st March 2024	For the year ended 31st March 2023
REVENUE FROM OPERATIONS	21	62,854.06	54,457.10
Other income	22	100.44	110.42
Total income		**62,954.50**	**54,567.52**
EXPENSES			
Purchases of stock-in-trade		55,664.12	48,647.37
Changes in inventories of stock-in-trade	23	(1,957.42)	(1,597.13)
Employee benefits expense	24	1,114.82	940.45
Finance costs	25	1,076.73	985.41
Depreciation and amortisation expense	26	1,056.86	853.79
Other expenses	27	3,537.39	3,105.58
Total expenses		**60,492.50**	**52,935.47**
Profit before tax		**2,462.00**	**1,632.05**
Tax expense	28(a)		
(a) Current tax expense		688.73	478.26
(b) Deferred tax benefit		(66.56)	(74.34)
Profit for the year		**1,839.83**	**1,228.13**
Other comprehensive income			
Items that will not be reclassified subsequently to profit or loss			
(a) Remeasurement gain on the defined benefit plans, net of income taxes	24(b)(ii)	14.02	3.97
Total other comprehensive income, net of tax		**14.02**	**3.97**
Total comprehensive income for the year		**1,853.85**	**1,232.10**
EARNINGS PER EQUITY SHARE (EPES):			
Basic and Diluted (in absolute ₹ terms)		4.78	3.63
Weighted average number of equity shares considered for computation of EPES		38,47,48,762	33,85,44,908
Nominal value per equity share (in absolute ₹ terms)		10	10

The accompanying notes form an integral part of these standalone financial statements.

This is the Statement of Standalone Profit and Loss referred to in our report of even date.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Sanjay Kumar Jain
Partner
Membership No.: 207660

Place: Hyderabad
Date: 27th May 2024

For and on behalf of the Board of Directors of
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Premchand Devarakonda
Chief Financial Officer
M.No.: F203205

Rajiv Kumar
Company Secretary
M.No.: A42082

Place: Hyderabad
Date: 27th May 2024

STATEMENT OF STANDALONE CASH FLOWS

FOR THE YEAR ENDED 31ST MARCH 2024

(All amounts in ₹ in Million, unless otherwise stated)

	For the year ended 31st March 2024	For the year ended 31st March 2023
CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax	2,462.00	1,632.05
Adjustments to reconcile profit before tax to net cash flows:		
- Depreciation and amortisation expense	1,056.86	853.79
- Provision for employee benefits	16.46	13.99
- Insurance Claim on loss of Stock	-	(8.06)
- Gain on de-recognition of right-of-use assets	(10.72)	(13.81)
- Interest expense	1,049.98	952.76
- Interest income	(87.16)	(81.36)
Adjustments for working capital :		
(Increase)/ Decrease in loans	(3.73)	1.60
Increase in other assets	(166.19)	(916.21)
Increase in inventories	(1,957.42)	(1,597.13)
Increase in trade receivables	(430.07)	(232.47)
Increase in other financial assets	(12.23)	(89.42)
Increase/(Decrease) in trade payables	184.05	(105.77)
(Decrease)/Increase in financial liabilities	(56.81)	87.94
Increase/(Decrease) in other current liabilities and provisions	264.34	(39.53)
Cash generated from operations	**2,309.36**	**458.37**
Income taxes paid, net	(703.13)	(485.40)
Net cash generated/(used in) from operating activities	**1,606.23**	**(27.03)**
CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment, including intangible assets	(1,619.09)	(2,371.99)
Security deposits towards right-of-use assets	(118.52)	(94.49)
Movement in other bank balances	472.58	(550.19)
Interest received	96.17	10.12
Net cash used in investing activities	**(1,168.86)**	**(3,006.55)**
CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issue of equity shares, net of issue expenses	-	4,646.02
Repayment of long-term borrowings	(255.98)	(789.22)
Proceeds from long-term borrowings	246.00	1,427.80
Repayment of/ Proceeds from short-term borrowings, net	(132.89)	695.93
Payment of lease liability	(304.88)	(260.87)
Interest paid	(1,160.89)	(1,021.90)
Net cash (used in)/ generated from financing activities	**(1,608.64)**	**4,697.76**
Net (decrease)/ increase in cash and cash equivalents	(1,171.27)	1,664.18
Cash and cash equivalents at the beginning of the year	2,007.97	343.79
Cash and cash equivalents at the year ended	**836.70**	**2,007.97**

STATEMENT OF STANDALONE CASH FLOWS

FOR THE YEAR ENDED 31ST MARCH 2024 (Contd.)

(All amounts in ₹ in Million, unless otherwise stated)

	As at 31st March 2024	As at 31st March 2023
Cash and cash equivalents comprise of: (refer note 12)		
Balance with banks		
- on current accounts	253.94	307.71
Cash on hand	50.41	22.34
Deposits with maturity less than 3 months	532.35	1,677.92
	836.70	**2,007.97**

Note: Refer Note 16 for changes in liabilities arising from financing activities and changes due to non-cash lease liabilities.

This is the Standalone Cash Flow Statement referred to in our report of even date.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Sanjay Kumar Jain
Partner
Membership No.: 207660

Place: Hyderabad
Date: 27th May 2024

For and on behalf of the Board of Directors of
Electronics Mart India Limited

Pavan Kumar Bajaj
Managing Director
DIN: 07899635

Karan Bajaj
Wholetime Director & CEO
DIN: 07899639

Premchand Devarakonda
Chief Financial Officer
M.No.: F203205

Rajiv Kumar
Company Secretary
M.No.: A42082

Place: Hyderabad
Date: 27th May 2024

STATEMENT OF STANDALONE CHANGES IN EQUITY

FOR THE YEAR ENDED 31ST MARCH 2024

(All amounts in ₹ in Million, except equity shares data and unless otherwise stated)

(a) Equity share capital

	Number of shares	Amount
Equity shares of ₹ 10 each issued, subscribed and fully paid		
As at 01st April 2022	**30,00,03,000**	**3,000.03**
Issued during the year	8,47,45,762	847.46
As at 31st March 2023	**38,47,48,762**	**3,847.49**
Issued during the year	-	-
As at 31st March 2024	**38,47,48,762**	**3,847.49**

(b) Other Equity

	Reserves and Surplus		Other Comprehensive Income - Actuarial gain/(loss)	Total
	Retained earnings	Securities premium account		
Balance as at 01st April 2022	**2,960.19**	**-**	**5.30**	**2,965.49**
Profit for the year	1,228.13	-	-	1,228.13
Premium on equity shares issued during the year	-	4,152.54	-	4,152.54
Share issue expenses (refer note 14 a(i))	-	(353.98)	-	(353.98)
Other comprehensive income for the year	-	-	3.97	3.97
Balance as at 31st March 2023	**4,188.32**	**3,798.56**	**9.27**	**7,996.15**
Profit for the year	1,839.83	-	-	**1,839.83**
Other comprehensive income for the year	-	-	14.02	**14.02**
Balance as at 31st March 2024	**6,028.15**	**3,798.56**	**23.29**	**9,850.00**

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's Registration No.: 001076N/N500013

Sanjay Kumar Jain
Partner
Membership No.: 207660

Place: Hyderabad
Date: 27th May 2024

For and on behalf of the Board of Directors of
Electronics Mart India Limited

Pavan Kumar Bajaj
Managing Director
DIN: 07899635

Karan Bajaj
Wholetime Director & CEO
DIN: 07899639

Premchand Devarakonda
Chief Financial Officer
M.No.: F203205

Rajiv Kumar
Company Secretary
M.No.: A42082

Place: Hyderabad
Date: 27th May 2024

SUMMARY OF THE MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION

(All amounts in ₹ in Million, unless otherwise stated)

1. COMPANY OVERVIEW

Electronics Mart India Limited is a public limited company incorporated under the provisions of the Companies Act, 2013. It was duly converted from a partnership firm, M/s Bajaj Electronics," with effect from 10th September 2018 vide CIN No. U52605TG2018PLC126593. The registered office of the Company is located at D. No.: 6-1-91, Shop No. 10, Ground Floor, Telephone Bhavan, Secretariat Road, Saifabad, Hyderabad, Telangana – 500004 and the corporate office of the Company is located at 6-3-666/A1 to 7, 3rd Floor, Opp. NIMS Hospital, Punjagutta Main Road, Hyderabad, Telangana – 500 082.

The Company is engaged in the business of sale of consumer electronics and durable products through a chain of retail stores located in the states of Telangana, Andhra Pradesh, Delhi NCR, Kerela and also through the online platform.

These standalone financial statements have been prepared by the Company as a going concern and were approved by the Board of Directors and authorised for issue on 27th May 2024. The functional currency of the Company is 'Indian National Rupee'. All financial information present in Indian rupees have been rounded-off to two decimal places to the nearest Million except share data or as otherwise stated.

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES

(a) Basis of preparation of standalone financial statements

These standalone Financial Statements comprises of Company have been prepared as per the principles of Indian Accounting Standard (Ind AS) prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder, presentation requirement of Division II of Schedule III to the Act, guidelines issued by SEBI and other accounting principles generally accepted in India. These standalone financial statements comprise the Standalone Balance Sheet as at 31st March 2024, the Statement of Standalone Profit and Loss, the Statement of Standalone Cash Flows and the Statement of Standalone Changes in Equity for the year ended 31st March 2024 and a summary of the material accounting policies and other explanatory information (together hereinafter referred to as 'Standalone Financial Statements'). The standalone financial statements have been prepared on a historical cost convention and on an accrual basis, except for the following: financial instruments/financial assets measured at fair value or amortised cost; employee defined benefit assets/ liability recognised as the net total of the fair value of plan assets, and actuarial losses/gains, and the present value of defined benefit obligation.

(b) Use of estimate

The preparation of standalone financial statements requires the management to make accounting estimates, assumptions and judgements that affect the reported amounts of assets and liabilities on the date of standalone financial statements, disclosure of contingent liabilities as at the date of the standalone financial statements, and the reported amounts of income and expenses during the reported period. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised.

(c) Operating cycle and current and non-current classification

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has ascertained its operating cycle as twelve months for the purpose of current/ non-current classification of assets and liabilities.

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle,
- Held primarily for the purpose of trading,
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

The Company classifies all other assets as non-current.

A liability is current when:

- it is expected to be settled in normal operating cycle,
- it is held primarily for the purpose of trading,
- it is due to be settled within twelve months after the reporting period, or
- there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

(All amounts in ₹ in Million, unless otherwise stated)

(d) Fair value measurement

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

In estimating the fair value of an asset or liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs)

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

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

(e) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises of purchase price, freight, non-refundable taxes and duties and any other cost attributable to bring the asset to its working condition for its intended use. Expenditure directly relating to construction activity is capitalised if the recognition criteria are met. Indirect expenditure is capitalised to the extent those relate to the construction activity or is incidental thereto. All other repair and maintenance costs are recognised in profit or loss as incurred.

Direct expenditure incurred and other attributable costs on projects under construction are treated as expenditure during construction period pending capitalisation and are termed as Capital work-in-progress and shown at cost in the Balance Sheet.

Gain or losses arising from derecognition of an item of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

Capital work-in-progress includes cost of property, plant and equipment that are not ready for their intended use.

Capital work-in-progress are not depreciated as these assets are not yet available for use.

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation on property, plant and equipment is provided on Straight-Line Method over their estimated useful lives as estimated by management. The details of useful lives as assessed by the management and as prescribed in the Schedule II to the Companies Act, 2013 is as follows:

Particulars	Management estimates (No. of years)	Schedule II (No. of years)
Buildings	60 years	60 years
Plant and equipment	15 years	15 years
Furniture and fixtures	8 years	10 years
Vehicles	8 - 10 years	8 - 10 years
Office equipment	5 years	5 years
Electrical installations and equipment	8 - 10 years	10 years
Computers and data processing units	3 - 6 years	3 - 6 years
Other equipments	15 years	15 years

Leasehold improvements are depreciated on Straight-Line Method over the lease period or the useful lives as determined by management, whichever is lower.

(h) Other intangible assets

Intangible assets in the nature of computer software are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

Amortisation of other intangible assets

Intangible assets are amortised on a Straight-Line Method basis over the estimated useful economic life. The intangible assets are amortised over a period of three years from the date when the asset is available for use, as estimated by management. If the persuasive evidence exists to the affect that useful life of an intangible asset exceeds three years, the Company amortises the intangible asset over the best estimate of its useful life.

(i) Impairment of non-financial assets

At each reporting date, the Company assesses whether there is any indication that an asset may be impaired, based on internal or external factors. If any such indication exists, the Company estimates the recoverable amount of the asset or the cash generating unit. If such recoverable amount of the asset or cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the Statement of Profit and Loss. If, at the reporting date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount. Impairment losses previously recognised are accordingly reversed in the Statement of Profit and Loss.

(j) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss ('FVTPL'), transaction costs that are attributable to the acquisition of the financial asset. However, trade receivables that do not contain a significant financing component are measured at transaction price. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in to following categories:

- Debt instruments at amortised cost

Debt instruments at amortised cost

A 'debt instrument' is 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, financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the Statement of Profit and Loss.

Cash and cash equivalents

Cash and cash equivalents represent cash and bank balances and fixed deposits with banks with original maturity of less than three months. Cash and cash equivalent are readily convertible into known amounts of cash and are subject to an insignificant risk of changes in value.

Trade receivables

Trade receivables are subsequently measured at amortised cost using the effective interest rate (EIR) method.

De-recognition

The Company de-recognises a financial asset only when the contractual rights to the cash flows from the asset expires or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

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 following financial assets and credit risk exposures:

a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, deposits, trade receivables, commission receivables, other advances and bank balances; and

b) Trade receivables

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

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 is required to consider –

- All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets, and
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

Financial Liabilities

Initial recognition and measurement

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in statement of profit and loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss.

Trade and other payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of period which are unpaid. The amounts are unsecured and are usually paid as per agreed terms. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

De-recognition

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 derecognition 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.

(k) Taxes

Tax expense comprises of current and deferred tax.

i) Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current taxes are recognised in Profit or Loss, except when they relate to items that are recognised in Other Comprehensive Income or directly in equity in which case, the income taxes are recognised in Other Comprehensive Income or directly in equity respectively.

The Company recognises interest levied on income tax as interest expenses.

ii) Deferred tax

Deferred tax is provided using the Balance Sheet method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax assets are recognised for all deductible temporary differences and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient future taxable profit will be available to allow all or part of the deferred tax asset to be utilised. 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 profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

(l) Inventories

Inventory is valued at lower of cost and net realisable value.

Cost includes purchase price, duties and taxes (other than those subsequently recoverable by the Company from the concerned revenue authorities), freight inwards and other expenditure incurred in bringing such inventories to their present location and condition. Trade discounts, rebates and other similar items are deducted in determining the costs of purchase. In determining the cost, weighted average cost method is used. The carrying cost of inventories are appropriately written down when there is a decline in the net realisable value of such materials. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

(m) Borrowing costs

Borrowing costs consists of interest, ancillary costs and other costs in connection with the borrowing of funds.

Borrowing costs attributable to acquisition and/or construction of qualifying assets are capitalised as a part of the cost of such assets, up to the date such assets are ready for their intended use. Other borrowing costs are charged to the Statement of Profit and Loss.

(n) Provisions and contingencies

Provisions

A provision is recognised when the Company has a present obligation (legal or constructive) as a result of past event i.e., it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingencies

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases, where there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognise a contingent liability but discloses its existence in the financial statements unless the probability of outflow of resources is remote.

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date.

(o) Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. The Company has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

Revenue is recognised on satisfaction of performance obligation upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products or services.

Given the nature of business, the period between the transfer of goods and payment by the customer is generally immediate and is less than one year for wholesale sales, accordingly management has determined that there are no adjustments needed to the transaction prices for the time value of money.

The Company satisfies a performance obligation and recognises revenue over time, if one of the following criteria is met:

i. the customer simultaneously receives and consumes the benefits provided by the Company's performance as the Company performs; or

ii. the Company's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or

iii. the Company's performance does not create an asset with an alternative use to the Company and an entity has an enforceable right to payment for performance completed to date.

For performance obligations where one of the above conditions are not met, revenue is recognised at the point in time at which the performance obligation is satisfied.

Revenue in excess of invoicing are classified as contract asset while collections in excess of revenues are classified as contract liabilities.

Further, at the time of revenue recognition, the entity also determines whether there are any material unsatisfied performance obligations and determines the portion of the aggregate consideration, if any, that needs to be allocated and deferred.

Specifically, the following basis is adopted for various sources of income:

Sale of goods

Revenue from sale of goods comprises the sale of consumer electronics and durables and is recognised at a point in time, on satisfaction of performance obligation upon transfer of control of promised products which generally coincides with delivery. Amounts disclosed as revenue are net of returns, trade allowances, rebates and exclusive of goods and services tax.

Commission and incentives

Revenue in relation to commission and incentives are recognised when the right to receive and performance of agreed contractual task has been completed in accordance with the terms of agreements entered and are linked to sale of goods.

SUMMARY OF THE MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION (Contd.)

(All amounts in ₹ in Million, unless otherwise stated)

(p) Retirement and other employee benefits

Provident fund and employee state insurance fund are defined contribution schemes and is charged to the Statement of Profit and Loss of the period when the contributions to the respective funds are due. There are no other obligations other than the contribution payable to the respective authorities.

Gratuity is a defined benefit obligation and is provided for on the basis of an actuarial valuation as per the projected unit credit method made at the end of period.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to statement of profit and loss in subsequent periods.

(q) Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i. Right-of-use assets:

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a Straight-Line Method basis over the balance lease term.

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment. Refer to the accounting policies in section (i) Impairment of non-financial assets.

ii. Lease liabilities:

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including insubstance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

iii. Short-term leases and leases of low-value assets:

The Company applies the short-term lease recognition exemption to its short-term leases i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a Straight-Line Method basis over the lease term.

(r) Cash flow statement

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

(s) Segment reporting

The management has assessed the identification of reportable segments in accordance with the requirements of Ind AS 108 'Operating Segment' and believes that the Company has only one reportable segment namely "retailing and wholesale of electronic household items and accessories through its stores and online platforms". Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Executive Officer, and the Managing Director, who together constitute as Chief Operating Decision Maker ('CODM').

(t) Dividends

Annual dividend distribution to the shareholders is recognised as a liability in the period in which the dividend is approved by the shareholders. Any interim dividend paid is recognised on approval by Board of Directors.

(u) Earnings per equity share

Basic earnings per equity share are calculated by dividing the profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per equity share, the profit 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.

3. (A) MATERIAL ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of these standalone financial statements requires the 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. 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. The key assumptions concerning the future and other key sources of estimation uncertainties 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:

Judgements

In the process of applying the Company's accounting policies, management has made the following judgments, which have the most significant effect on the amounts recognised in the standalone financial statements.

Leases

(1) Lease term:

Ind AS 116 require lessees to determine the lease term as the non-cancellable period of lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to termination of the underlying assets and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances. After considering current and future economic conditions, the Company has concluded that no change is required to lease period relating to the existing lease contracts.

(2) Discount rate:

The Company cannot readily determine the interest rate implicit in the lease, therefore it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Company 'would have to pay' which requires elimination when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease. The Company estimates the IBR using observable inputs such as comparable interest rates for similar instruments and availing a quote from lenders, if required.

SUMMARY OF THE MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION (Contd.)
(All amounts in ₹ in Million, unless otherwise stated)

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.

Current income taxes

Material judgments are involved in determining the provision for income taxes including judgment on whether tax positions are probable of being sustained in tax assessments. A tax assessment can involve complex issues, which can only be resolved over extended time periods. The recognition of taxes that are subject to certain legal or economic limits or uncertainties is assessed individually by management based on the specific facts and circumstances.

Allowance for slow moving, damaged and obsolete inventory

An allowance for inventory to write down to the lower of cost or net realisable value is made by management based on the estimates of the selling price and direct cost to sell the slow moving/damaged inventory. The write down is included in the operating results.

Life time expected credit loss on trade and other receivables

Trade receivables do not carry any interest and are stated at their transaction value as reduced by life time expected credit losses ("LTECL"). As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed. ECL impairment loss allowance (or reversal) for the period is recognised as income/expense in the statement of profit and loss (P&L). This amount is reflected under the head other expenses/other income in the P&L. ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

Impairment of non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Units (CGU's) fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or a Company of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transaction are taken into account, if no such transactions can be identified, an appropriate valuation model is used.

Impairment of financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

Employee benefits plan

The cost of defined benefit gratuity plan as well as the present value of the gratuity obligation are determined using actuarial valuations. The actuarial valuation involves making various assumptions. These include the determination of the discount rates, expected rates of return of assets, future salary increase and mortality rates. Due to the complexity of the valuation, the underlying assumptions, defined benefit obligations are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Depreciation on property, plant and equipment:

Depreciation on property, plant and equipment is calculated on a Straight-Line Method basis based on the useful lives estimated by the management. Management has reviewed the useful lives and residual values and assessed that no changes are necessary from the previously estimated useful lives and residual values of the property, plant and equipment.

Incentive Income

Accrual and measurement of Incentive Income involves management judgements and significant estimates in relation to forecast of expected volume of purchases and sales along with evaluation of expected compliances with various terms and conditions of eligible schemes and assessment of reasonable certainty of the scheme targets being met and incentives being realised from the vendors. Accordingly, changes to these estimates would have a considerable impact on the incentive income accruals and realisability.

3. (B) NEW AND AMENDED STANDARDS

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) Amendment Rules, 2023 dated 31st March 2023 to amend the following Ind AS which are effective for annual periods beginning on or after 01st April 2023.

(i) Disclosure of Accounting Policies - Amendments to Ind AS 1

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.

The amendments have had an impact on the Company's disclosures of accounting policies, but not on the measurement, recognition or presentation of any items in the Company's standalone financial statements.

(ii) Definition of Accounting Estimates - Amendments to Ind AS 8

The amendments had no impact on the Company's standalone financial statements.

(iii) Deferred Tax related to Assets and Liabilities arising from a Single Transaction - Amendments to Ind AS 12

The amendments had no impact on the Company's standalone financial statements.

3. (C) STANDARDS AND RECENT PRONOUNCEMENTS ISSUED BUT NOT YET EFFECTIVE

MCA notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended 31st March 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

(All amounts in ₹ in Million, unless otherwise stated)

4 PROPERTY, PLANT AND EQUIPMENT

	Land	Buildings	Plant and equipment	Furniture and fixtures	Vehicles	Office equipment	Electrical installations and equipment	Computers and data processing units	Leasehold improvements	Other equipments	Total
Gross carrying amount											
As at 01st April 2022	**503.35**	**1,373.86**	**70.20**	**320.64**	**107.61**	**84.20**	**165.09**	**49.27**	**751.55**	**0.01**	**3,425.78**
Additions during the year	1,858.20	213.11	10.19	102.32	16.16	18.14	58.07	11.93	272.14	-	2,560.26
As at 31st March 2023	**2,361.55**	**1,586.97**	**80.39**	**422.96**	**123.77**	**102.34**	**223.16**	**61.20**	**1,023.69**	**0.01**	**5,986.04**
Additions during the year	585.04	42.66	15.83	62.99	50.17	30.90	51.29	19.29	369.45	-	1,227.62
As at 31st March 2024	**2,946.59**	**1,629.63**	**96.22**	**485.95**	**173.94**	**133.24**	**274.45**	**80.49**	**1,393.14**	**0.01**	**7,213.66**
Accumulated depreciation											
Up to 31st March 2022	**-**	**66.25**	**13.16**	**115.60**	**35.85**	**47.96**	**38.84**	**28.41**	**284.98**	**-**	**631.05**
Charge for the year	-	25.28	5.31	43.79	14.73	13.00	22.86	12.16	119.29	-	256.42
Up to 31st March 2023	**-**	**91.53**	**18.47**	**159.39**	**50.58**	**60.96**	**61.70**	**40.57**	**404.27**	**-**	**887.47**
Charge for the year	-	27.28	6.24	53.16	17.65	15.49	28.53	13.23	142.26	-	303.84
Up to 31st March 2024	**-**	**118.81**	**24.71**	**212.55**	**68.23**	**76.45**	**90.23**	**53.80**	**546.53**	**-**	**1,191.31**
Net carrying amount											
As at 31st March 2024	**2,946.59**	**1,510.82**	**71.51**	**273.40**	**105.71**	**56.79**	**184.22**	**26.69**	**846.61**	**0.01**	**6,022.35**
As at 31st March 2023	**2,361.55**	**1,495.44**	**61.92**	**263.57**	**73.19**	**41.38**	**161.46**	**20.63**	**619.43**	**0.01**	**5,098.57**

(a) **Title deeds of immovable properties not held in the name of the Company**

As at 31st March 2024 & 31st March 2023

Relevant line item in the Balance Sheet*	Gross Carrying Value		Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter/director or employee of promoter/director	Property held since which date
	Land	Building			
Property, plant and equipment	16.80	61.63	Pavan Kumar Bajaj	Promoter	10th September 2018
Property, plant and equipment	50.54	114.97	M/s Bajaj Electronics	Erstwhile Partnership Firm	10th September 2018
Property, plant and equipment	127.20	88.23	M/s Bajaj Electronics, Pavan Kumar Bajaj, Karan Bajaj	Erstwhile Partnership Firm & Promoters	10th September 2018
	194.54	**264.83**			

**None of the above mentioned properties are in dispute.*

Note: Immovable properties referred above were acquired by the Company pursuant to the conversion of partnership firm viz. Bajaj Electronics, with effect from 10th September 2018. Management has taken necessary steps and presently in the process of incorporating the Company's name in the title deeds of these immovable properties.

(All amounts in ₹ in Million, unless otherwise stated)

5 CAPITAL WORK-IN-PROGRESS

	As at 31st March 2024	As at 31st March 2023
Capital work-in-progress	449.38	138.77
	449.38	**138.77**

(a) **Details of Preoperative expenditure/expenditure during construction period pending capitalisation**

	As at 31st March 2024	As at 31st March 2023
Finance costs	109.29	67.37
Employee benfits expense	-	11.76
Other expenses		
Travelling expenses	3.69	3.02
	112.98	**82.15**
Less: Expenses capitalised during the year	-	(29.58)
	112.98	**52.57**

(b) **Capital work-in-progress (CWIP) ageing schedule**

	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress:					
31st March 2024	359.77	71.10	18.51	-	449.38
31st March 2023	119.88	18.89	-	-	138.77

(c) **Movement of CWIP**

	As at 31st March 2024	As at 31st March 2023
Opening Balance	138.77	238.44
Add : Additions during the year	581.60	1,186.83
Less: Capitalised during the year	(270.99)	(1,286.50)
Closing Balance	**449.38**	**138.77**

(d) There are no projects temporarily suspended as at 31st March 2024 and 31st March 2023.

(e) The Company has no capital work-in-progress whose completion is overdue or has exceeded its cost compared to its original plan as at 31st March 2024 and 31st March 2023.

6 OTHER INTANGIBLE ASSETS

	Computer Software	Trademarks	Total
Gross carrying amount			
As at 01st April 2022	**28.30**	**1.21**	**29.51**
Additions during the year	2.74	0.68	3.42
As at 31st March 2023	**31.04**	**1.89**	**32.93**
Additions during the year	15.81	-	15.81
As at 31st March 2024	**46.85**	**1.89**	**48.74**
Accumulated amortisation			
Up to 31st March 2022	**22.95**	**0.98**	**23.93**
Charge for the year	3.41	0.13	3.54
Up to 31st March 2023	**26.36**	**1.11**	**27.47**
Charge for the year	3.72	0.18	3.90
Up to 31st March 2024	**30.08**	**1.29**	**31.37**
Net carrying amount			
As at 31st March 2024	**16.77**	**0.60**	**17.37**
As at 31st March 2023	**4.68**	**0.78**	**5.46**

SUMMARY OF THE MATERIAL ACCOUNTING POLICIES AND
OTHER EXPLANATORY INFORMATION (Contd.)

(All amounts in ₹ in Million, unless otherwise stated)

7 INVESTMENTS

	As at 31st March 2024	As at 31st March 2023
Unquoted		
Investments in equity shares (fully paid-up)		
Investments carried at cost - Subsidiaries		
1,00,000 (31st March 2023: 1,00,000) shares of ₹ 10 each in Cloudnine Retail Private Limited*	1.00	1.00
10,000 (31st March 2023: 10,000) shares of ₹ 10 each in EMIL CSR Foundation**	0.10	0.10
	1.10	**1.10**
Aggregate amount of Un-Quoted Investments	1.10	1.10

*Represents 100% subsidiary of the Company.

**Represents 100% subsidiary of the Company held for specified purposes.

8 OTHER FINANCIAL ASSETS

	As at 31st March 2024	As at 31st March 2023
(a) **Non-current**		
(Unsecured, considered good)		
Fixed deposits with banks#	-	547.36
Margin money deposits*	153.43	78.65
Security deposits with:		
- related party	4.55	4.15
- others	345.05	298.42
	503.03	**928.58**
(b) **Current**		
(Unsecured, considered good)		
Interest accrued	19.60	52.85
Other receivables	20.00	30.56
	39.60	**83.41**

*Represents deposits held as security against loans availed by the Company.

#Represents deposits held with banks towards unutilised amounts received from IPO and earmarked for utilisation towards objects of the IPO after 12 months from the date of balance sheet for the year ended 31st March 2023.

9 OTHER ASSETS

	As at 31st March 2024	As at 31st March 2023
(a) **Non-current**		
(Unsecured, considered good)		
Capital advances	280.31	99.45
	280.31	**99.45**
(b) **Current**		
(Unsecured, considered good)		
Advance to vendors	1,515.11	1,355.58
Balances with government authorities	1,379.16	1,381.54
Prepaid expenses	70.01	61.94
Other advances	35.30	34.34
	2,999.58	**2,833.40**

(All amounts in ₹ in Million, unless otherwise stated)

10 INVENTORIES

	As at 31st March 2024	As at 31st March 2023
Valued at the lower of cost or net realisable value		
Stock-in-trade*	9,692.76	7,735.34
	9,692.76	**7,735.34**

*Net of ₹ 43.32 (31st March 2023: ₹ 56.13) representing adjustment towards provision for net realisable value and slow moving inventories.

11 TRADE RECEIVABLES

	As at 31st March 2024	As at 31st March 2023
Trade receivables considered good - secured	-	-
Trade receivables considered good - unsecured	1,819.08	1,388.17
Trade receivables which have significant increase in credit risk	-	-
Trade receivables - Credit impaired	-	-
	1,819.08	**1,388.17**
Less: Expected Credit Loss	4.89	4.05
	1,814.19	**1,384.12**

(i) There are no dues from Directors or other officers of the Company either severely or jointly with any other person or from firms or private companies in which any director is a partner, a director, or a member.

(ii) Trade receivables are non-interest bearing and are generally on terms of 30 to 60 days.

(a) Trade receivables ageing schedule

(i) *Trade receivables, unscecured, considered good and undisputed:*

Particulars	Unbilled dues#	Outstanding from the due date of payment					Less : Expected Credit Loss	Total
		Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years		
31st March 2024	1,416.33	371.66	18.79	6.75	2.36	3.19	(4.89)	**1,814.19**
31st March 2023	1,138.42	224.65	16.18	2.89	3.83	2.20	(4.05)	**1,384.12**

(ii) *Trade receivables, which have significant increase in credit risk:*

Trade receivables, which have significant increase in credit risk is ₹ Nil as at 31st March 2024 (31st March 2023: ₹ Nil).

(iii) *Trade receivables credit impaired:*

Trade receivables, credit impaired is ₹ Nil as at 31st March 2024 (31st March 2023: ₹ Nil).

(ii) *Trade receivables, disputed:*

There are no secured and there are no disputed trade receivables outstanding as at 31st March 2024 and 31st March 2023.

Represents incentive income and commission income accrued as per the agreed terms.

(b) Considering the nature of business of the entity i.e., retailing of electronics, with only a small portion being wholesale sales, majority of the amounts are collected at the time of sales or through financing model and accordingly, the Company measures the expected credit loss of trade receivables based on historical trend, industry practices and the business environment in which the entity operates. Loss rates are based on actual credit loss experience and past trends. Based on the historical data, loss on collection of receivables is not material hence no additional disclosures are presented.

SUMMARY OF THE MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION (Contd.)

(All amounts in ₹ in Million, unless otherwise stated)

12 CASH AND BANK BALANCES

	As at 31st March 2024	As at 31st March 2023
Cash and cash equivalents		
Balances with banks		
- on current accounts*	253.94	307.71
Cash on hand	50.41	22.34
Deposits with maturity less than 3 months	532.35	1,677.92
	836.70	**2,007.97**
Bank balances other than above		
Margin money deposits**	153.43	78.65
Less: Amounts reclassified to other non-current financial assets	(153.43)	(78.65)
	-	**-**
	836.70	**2,007.97**

*There are no repatriation restrictions with regard to cash and cash equivalents.

**Represents deposits held as a security against loans availed by the Company.

13 LOANS

	As at 31st March 2024	As at 31st March 2023
(Unsecured, considered good)		
Loans to:		
- employees	15.26	11.53
	15.26	**11.53**

Note: There are no dues from Directors or other officers of the Company either severely or jointly with any other person or from firms or private companies in which any director is a partner, a director, or a member.

14 EQUITY SHARE CAPITAL

	As at 31st March 2024		As at 31st March 2023	
	Number of shares	Amount	Number of shares	Amount
Authorised				
Equity shares of ₹ 10 each	1,00,00,00,000	10,000.00	1,00,00,00,000	10,000.00
	1,00,00,00,000	**10,000.00**	**1,00,00,00,000**	**10,000.00**
Issued, subscribed and fully paid-up				
Equity shares of ₹ 10 each	38,47,48,762	3,847.49	38,47,48,762	3,847.49
	38,47,48,762	**3,847.49**	**38,47,48,762**	**3,847.49**

(a) **Reconciliation of equity shares outstanding at the beginning and end of the reporting year**

	As at 31st March 2024		As at 31st March 2023	
	Number of shares	Amount	Number of shares	Amount
Equity shares of ₹ 10 each				
Balance at the beginning	38,47,48,762	3,847.49	30,00,03,000	3,000.03
Issued during the year (refer note a(i))	-	-	8,47,45,762	847.46
At the end of the reporting year	**38,47,48,762**	**3,847.49**	**38,47,48,762**	**3,847.49**

(a) (i) **Equity shares issued during the year**

During the financial year ended 31st March 2023, pursuant to the initial public offering of equity shares, the Company received a sum of ₹ 4,646.02 (net of issue expenses) on issuance of 84,745,762 equity shares of ₹ 10 each at a premium of ₹ 49 each. The Company's equity shares are listed and traded on both the National Stock Exchange of India Limited and BSE Limited.

(All amounts in ₹ in Million, unless otherwise stated)

(b) **Terms/rights attached to equity shares**

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders in the ensuing general meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company. The distribution will be in proportion to the number of equity shares held by the shareholders.

(c) **Details of shareholders holding more than 5% shares in the Company**

	As at 31st March 2024		As at 31st March 2023	
	Number of shares	% of holding	Number of shares	% of holding
Equity shares of ₹ 10 each fully paid-up				
Pavan Kumar Bajaj	13,85,91,793	36.02%	15,20,57,999	39.52%
Karan Bajaj	13,82,59,848	35.94%	14,78,78,566	38.44%
NIPPON LIFE INDIA TRUSTEE LTD	2,04,21,559	5.31%	-	-

(d) **Details of shares issued without payment being received in cash:**

During the year ended 31st March 2019, the Company had issued 300,003,000 equity shares of ₹ 10 each fully paid up to the partners of the erstwhile partnership firm M/s. Bajaj Electronics pursuant to conversion of the said firm into the Company.

(e) **Shareholding of promoters**

For the purpose of reporting of the shareholding of promoters, Mr Pavan Kumar Bajaj and Mr Karan Bajaj has been considered as promoters as defined under the Provisions of the Companies Act, 2013. There was change in the promoter holding during the year ended 31st March 2023 owing to fresh issue of equity shares via IPO as detailed in note 14(a)(i) above. Further, refer table below for details of changes in promoters share holding during the year ended 31st March 2024.

	As at 31st March 2024		As at 31st March 2023		% Change during the year
	Number of shares	% of holding	Number of shares	% of holding	
Equity shares of ₹ 10 each fully paid-up					
Pavan Kumar Bajaj	13,85,91,793	36.02%	15,20,57,999	39.52%	-3.50%
Karan Bajaj	13,82,59,848	35.94%	14,78,78,566	38.44%	-2.50%

15 OTHER EQUITY

	As at 31st March 2024	As at 31st March 2023
Retained earnings - Surplus in the statement of profit and loss		
At the beginning of the year	4,188.32	2,960.19
Add: Profit for the year	1,839.83	1,228.13
At the end of the year	**6,028.15**	**4,188.32**
Securities Premium		
At the beginning of the year	3,798.56	-
Add: Premium on equity shares issued during the year	-	4,152.54
Less: Share issue expenses (refer note 14 a(i))	-	(353.98)
At the end of the year	**3,798.56**	**3,798.56**
Other comprehensive income		
Actuarial gain on employment benefits:		
At the beginning of the year	9.27	5.30
Add: Other comprehensive income for the year	14.02	3.97
At the end of the year	**23.29**	**9.27**
	9,850.00	**7,996.15**

SUMMARY OF THE MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION (Contd.)

(All amounts in ₹ in Million, unless otherwise stated)

Nature and purpose of reserves

(a) **Retained earnings - Surplus in Statement of Profit and Loss**

Surplus in Statement of Profit and Loss represents the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions to shareholders.

(b) **Securities Premium**

Securities premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

(c) **Other Comprehensive Income**

The reserve represents the remeasurement gains arising from the actuarial valuation of the defined benefit obligations of the Company. The remeasurement gains are recognised in other comprehensive income and accumulated under this reserve within equity. The amounts recognised under this reserve are not reclassified to Statement of Profit and Loss.

16 BORROWINGS

		As at 31st March 2024	As at 31st March 2023
(a)	**Non-current borrowings**		
	Secured		
	Term loans from		
	- Banks [refer note 16(i) and (ii)]	751.85	996.40
	- Financial institutions [refer note 16(i) and (ii)]	495.58	261.00
		1,247.43	**1,257.40**
	Less: Current maturities of long-term borrowings	(267.63)	(249.86)
		979.80	**1,007.54**
(b)	**Current borrowings**		
	Secured, loans repayable on demand		
	Working capital loans from:		
	- Banks [refer note 16(iii)(1) to 16(iii)(3)]	4,358.22	3,889.84
	- Financial institutions [refer note 16(iii)(4)]	-	995.70
	Current maturities of long-term borrowings	267.63	249.86
		4,625.85	**5,135.40**
	Unsecured, loans repayable on demand		
	- Banks [refer note 16(iii)(5)]	353.94	520.06
	- Financial institutions [refer note 16(iii)(6)]	1,168.47	607.92
		1,522.41	**1,127.98**
	Total current borrowings	**6,148.26**	**6,263.38**

Changes in liabilities arising from financing activities:

The below section sets out an analysis of liabilities arising from financing activities and the movement for the year presented:

	As at 31st March 2024	As at 31st March 2023
Lease liabilities (refer note 37)	8,570.46	7,046.61
Current borrowings	5,880.63	6,013.52
Non-current borrowings	1,247.43	1,257.40
Interest accrued (refer note 19)	21.38	23.00
Liabilities arising from financing activities	**15,719.90**	**14,340.53**

SUMMARY OF THE MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION (Contd.)

(All amounts in ₹ in Million, unless otherwise stated)

	Liabilities from financing activities				
	Lease liabilities	Interest accrued	Current borrowings	Non-current borrowings	Total
As at 01st April 2022	**5,551.77**	**24.77**	**5,317.59**	**618.82**	**11,512.95**
Cash inflows/(outflows), net	(260.87)	-	695.93	638.58	1,073.64
Interest expense for the year	552.65	467.48	-	-	1,020.13
Interest paid during the year	(552.65)	(469.25)	-	-	(1,021.90)
Other non-cash movements					
- Lease liabilities recognised during the year	1,821.21	-	-	-	1,821.21
- Lease liabilities derecognised during the year	(72.38)	-	-	-	(72.38)
- Rent concessions during the year	6.88	-	-	-	6.88
As at 31st March 2023	**7,046.61**	**23.00**	**6,013.52**	**1,257.40**	**14,340.53**
Cash inflows/(outflows), net	(304.67)	-	(132.89)	(9.97)	(447.53)
Interest expense for the year	708.25	451.02	-	-	1,159.27
Interest paid during the year	(708.25)	(452.64)	-	-	(1,160.89)
Other non-cash movements					
- Lease liabilities recognised during the year	1,871.66	-	-	-	1,871.66
- Lease liabilities derecognised during the year	(54.81)	-	-	-	(54.81)
- Others	11.67	-	-	-	11.67
As at 31st March 2024	**8,570.46**	**21.38**	**5,880.63**	**1,247.43**	**15,719.90**

(i) Terms and conditions of secured term loans from banks and financial institutions and nature of security:

S. No.	Name	As at		Interest rate (%)		Repayment terms
		31st March 2024	31st March 2023	31st March 2024	31st March 2023	
1	ICICI Bank	340.91	431.82	MCLR* + 0.65% i.e. 9.40% p.a.	MCLR* + 0.65% i.e. 7.90% p.a.	Repayable in 22 QEMI's starting from 23rd August 2022
2	ICICI Bank	61.36	77.73	MCLR* + 0.65% i.e. 9.40% p.a.	MCLR* + 0.65% i.e. 8.20% p.a.	Repayable in 22 QEMI's starting from 23rd August 2022
3	ICICI Bank	92.05	116.59	MCLR* + 0.65% i.e. 9.40% p.a.	MCLR* + 0.65% i.e. 8.40% p.a.	Repayable in 22 QEMI's starting from 23rd August 2022
4	ICICI Bank	161.45	204.51	MCLR* + 0.65% i.e. 9.40% p.a.	MCLR* + 0.65% i.e. 8.55% p.a.	Repayable in 22 QEMI's starting from 23rd August 2022
5	AXIS Bank	96.08	165.75	MCLR* + 0.60% i.e. 9.15% p.a.	MCLR* + 0.60% i.e. 8% p.a.	Repayable in 39 EMI's starting from 31st July 2022
6	Bajaj Finance Limited ('BFL')	255.56	261.00	Current BFL Floating Reference Rate - 12.90% i.e., 8.75%	-	Repayable in 231 EMI's starting from 02nd August 2022
7	Bajaj Finance Limited ('BFL')	190.55	-	Current BFL Floating Reference Rate - (23.20%-14.45%) i.e., 8.75%	-	Repayable in 120 EMI's starting from 02nd November 2023
8	Bajaj Finance Limited ('BFL')	49.47	-	Current BFL Floating Reference Rate - (23.45%-14.70%) i.e., 8.75%	-	Repayable in 120 EMI's starting from 02nd February 2024
		1,247.43	**1,257.40**			

Term loan outstanding to the tune of:

(a) (i) The above term loans are secured:

(I) By way of mortgage against specific buildings owned by the Company

(II) Personal guarantees of Pavan Kumar Bajaj and Karan Bajaj.

Additionally, loan from ICICI Bank is also secured against exclusive charge on debt service reserve account (DSRA).

SUMMARY OF THE MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION (Contd.)

(All amounts in ₹ in Million, unless otherwise stated)

(ii) Maturity profile of long-term borrowings:

	As at 31st March 2024	As at 31st March 2023
Within 1 year	267.63	249.86
1-2 years	226.95	250.40
2-5 years	395.97	528.56
More than 5 years	356.88	228.58
	1,247.43	**1,257.40**

(iii) Terms and conditions of working capital loans from banks and financial institution:

S. No.	Name	As at 31st March 2024	As at 31st March 2023	Repayment terms	Types of security
1	HDFC Bank Limited ('HDFC')#	3,452.79	3,889.84	Payable on demand	(i) First exclusive charge on: - stock and book debts (including credit card receivables) of the Company; - all the movable property, plant and equipment of the Company; and - extension of exclusive charge on the current assets.
2	ICICI Bank Limited ('ICICI')#	5.43	-	Payable on demand	Second charge on specific buildings owned by the Company charged to ICICI Bank for Term Loan facility
3	AXIS Bank Limited ('AXIS')#	900.00	-	Payable on demand	(i) First exclusive charge on: - stock and book debts (including credit card receivables) of the Company; - all the movable property, plant and equipment of the Company; and - extension of exclusive charge on the current assets.
4	Bajaj Finance Limited ('BFL')^	-	995.70	Payable on demand	(i) First pari-passu charge with HDFC on: - hypothecation of stocks, book debts and property, plant and equipment; - certain specific buildings pledged with HDFC; and - minimum collateral cover for immovable assets to be maintained at 0.35 times during the tenor of the facility.
5	IDFC First Bank Limited ('IDFC')#	353.94	520.06	Payable on demand	Not Applicable
6	Bajaj Finance Limited ('BFL')#	1,168.47	607.92	Payable on demand	Not Applicable
		5,880.63	**6,013.52**		

Working capital loans from HDFC carries an interest rate of MCLR*+0.75% p.a.(31st March 2023: MCLR*+0.75% p.a), AXIS Bank carries an interest rate of MCLR*+0.25% p.a.(31st March 2023: Nil) and ICICI Bank carries an interest rate of MCLR*+0.60% p.a.(31st March 2023: Nil). Unsecured Loans from IDFC carries a interest rate of 9.50% (31st March 2023: 9.50%) and BFL carries an interest rate of 12.75% (31st March 2023: 12.75%).

*Marginal cost of funds based lending rate.

^ Working capital loans from BFL carries an interest rate of Nil. (31st March 2023: 9.75% p.a)

Note: The aforementioned working capital loans from ICICI Bank Limited and Axis Bank Limited are personally guaranteed by Pavan Kumar Bajaj and Karan Bajaj. Further, the working capital facility availed from HDFC bank is also secured by way of pledge of certain personal properties of Pavan Kumar Bajaj, Karan Bajaj, Renu Bajaj and Astha Bajaj.

(All amounts in ₹ in Million, unless otherwise stated)

17 PROVISIONS

	As at 31st March 2024	As at 31st March 2023
Non-current		
Provision for employee benefits		
- Gratuity, funded (refer note 24(b))	2.44	17.07
	2.44	**17.07**
Current		
Provision for sales return (refer note (a) below)	130.38	106.74
	130.38	**106.74**

(a) **Movement in Provision for sales return**

	As at 31st March 2024	As at 31st March 2023
Opening Balance	106.74	72.32
Add : Provision created during the year	130.38	106.74
Less: Provison reversed during the year	(106.74)	(72.32)
Closing Balance	**130.38**	**106.74**

18 TRADE PAYABLES

	As at 31st March 2024	As at 31st March 2023
Trade payables		
- total outstanding dues of micro enterprises and small enterprises (refer note (b))	5.68	4.97
- total outstanding dues of creditors other than micro enterprises and small enterprises	424.39	241.05
	430.07	**246.02**

(a) Trade payables are non-interest bearing and are normally settled based on the agreed payment terms.

(b) The Company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosures pursuant to the said MSMED Act are as follows:

	As at 31st March 2024	As at 31st March 2023
(i) The principal amount remaining unpaid as at the end of the year	5.68	4.97
(ii) The amount of interest accrued and remaining unpaid at the end of the year	-	-
(iii) Amount of interest paid by the Company in terms of Section 16, of (MSMED Act 2006) along with the amounts of payments made beyond the appointed date during the year	-	-
(iv) The amount of further interest remaining due and payable in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises for the purpose of disallowance as a deductible expenditure under Section 23 of the (MSMED Act 2006)	-	-

(c) **Trade payables ageing schedule**

As at 31st March 2024

Particulars	Outstanding for the following periods from					
	Unbilled dues	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
i) MSME	-	5.68	-	-	-	**5.68**
ii) Others	113.82	297.18	8.61	4.78	-	**424.39**
iii) Disputed dues-MSME	-	-	-	-	-	**-**
iv) Disputed dues-Others	-	-	-	-	-	**-**
Total	**113.82**	**302.86**	**8.61**	**4.78**	**-**	**430.07**

SUMMARY OF THE MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION (Contd.)

(All amounts in ₹ in Million, unless otherwise stated)

As at 31st March 2023

Particulars		Outstanding for the following periods from					
		Unbilled dues	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
i)	MSME	-	4.97	-	-	-	**4.97**
ii)	Others	90.88	133.07	11.20	5.90	-	**241.05**
iii)	Disputed dues-MSME	-	-	-	-	-	**-**
iv)	Disputed dues-Others	-	-	-	-	-	**-**
Total		**90.88**	**138.04**	**11.20**	**5.90**	**-**	**246.02**

19 OTHER FINANCIAL LIABILITIES

	As at 31st March 2024	As at 31st March 2023
At amortised cost		
Interest accrued	21.38	23.00
Creditors for capital expenditure (Other than MSME)	14.52	8.00
Creditors for expenses	19.06	84.78
Dues to employees	128.82	119.91
	183.78	**235.69**

20 OTHER CURRENT LIABILITIES

	As at 31st March 2024	As at 31st March 2023
Statutory liabilities	30.53	37.06
Revenue received in advance (refer (a) below)	346.90	84.80
	377.43	**121.86**

(a) Movement in the Contract Liabilities during the year is as under. Total contract liabilities outstanding as on 31st March 2024 will be recognised in next 12 months.

	As at 31st March 2024	As at 31st March 2023
Opening Balance	84.80	137.95
Add : Advance received during the year	1,229.61	1,061.83
Less : Revenue recognised during the year	(948.82)	(1,044.63)
Less : Other Adjustments during the year	(18.69)	(70.35)
	346.90	**84.80**

21 REVENUE FROM OPERATIONS

	For the year ended 31st March 2024	For the year ended 31st March 2023
Revenue from contracts with customers		
Sale of products - Consumer electronics and durables	59,155.39	50,899.60
Other operating revenue:		
- Commission income	1,194.65	632.25
- Incentives income	2,504.02	2,925.25
	62,854.06	**54,457.10**

(i) Reconciliation of revenue from sale of products with the contracted price:

	For the year ended 31st March 2024	For the year ended 31st March 2023
Revenue at contracted price	60,402.83	52,059.07
Less: Sales returns	1,247.44	1,159.47
Total revenue from contracts with customers	**59,155.39**	**50,899.60**

(All amounts in ₹ in Million, unless otherwise stated)

(ii) **Disaggregation of revenues:**

Revenue based on type of customer

	For the year ended 31st March 2024	For the year ended 31st March 2023
- Retail	58,417.74	50,095.13
- Wholesalers	598.78	565.79
- E-commerce	138.87	238.68
Total revenue from contracts with customers	**59,155.39**	**50,899.60**

(iii) The Company has operations only in India, hence there are no separately reportable geographical segments.

22 OTHER INCOME

		For the year ended 31st March 2024	For the year ended 31st March 2023
Other non-operating income:			
(i)	Interest income on:		
	- Bank deposits	62.92	61.45
	- Security deposits	24.24	19.91
(ii)	Miscellaneous income	13.28	21.00
(iii)	Insurance claim on loss of Stock	-	8.06
		100.44	**110.42**

23 CHANGES IN INVENTORIES OF STOCK-IN-TRADE

	For the year ended 31st March 2024	For the year ended 31st March 2023
Stock-in-trade at the beginning of the year	7,735.34	6,138.21
Less: Stock-in-trade at the end of the year	9,692.76	7,735.34
	(1,957.42)	**(1,597.13)**

24 EMPLOYEE BENEFITS EXPENSE

	For the year ended 31st March 2024	For the year ended 31st March 2023
Salaries and wages	1,041.82	865.67
Contribution to provident and other funds (refer note a)	46.09	43.20
Gratuity (refer note b)	16.46	13.99
Staff welfare expenses	10.45	29.35
	1,114.82	**952.21**
Less: Amount transferred to capital work-in-progress	-	11.76
	1,114.82	**940.45**

(a) Defined contribution plan

The Company contributed ₹ 38.43 (31st March 2023: ₹ 36.06) to provident fund and ₹ 7.66 (31st March 2023: ₹ 7.14) towards employee state insurance fund during the year ended 31st March 2024.

(b) Defined benefit plan

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Under the gratuity plan, every employee who has completed at least five years of service gets a gratuity on departure @ 15 days of last drawn salary for each completed year of service. The level of benefits provided depends on the member's length of service and salary at retirement age.

SUMMARY OF THE MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION (Contd.)
(All amounts in ₹ in Million, unless otherwise stated)

(i) The amounts recognised in the statement of profit and loss are as follows:

	For the year ended 31st March 2024	For the year ended 31st March 2023
Current service cost	15.19	13.48
Net interest cost (net of interest on plan assets)	1.27	0.51
Total amount recognised in the statement of profit and loss	**16.46**	**13.99**

(ii) The amounts recognised in the other comprehensive income are as follows:

	For the year ended 31st March 2024	For the year ended 31st March 2023
Actuarial gains	(14.02)	(3.97)
Total amount recognised in the other comprehensive income	**(14.02)**	**(3.97)**

(iii) Changes in present value of defined benefit obligation:

	As at 31st March 2024	As at 31st March 2023
Present value of defined benefit obligation at beginning of the year	68.55	57.63
Current service cost	15.19	13.48
Interest cost	4.78	3.78
Benefits paid	(4.40)	(2.37)
Re-measurement of actuarial (gains) / losses on obligation	(14.02)	(3.97)
Present value of defined benefit obligation at end of the year	**70.10**	**68.55**

(iv) The fair value of defined benefit plan assets estimated as at:

	As at 31st March 2024	As at 31st March 2023
Fair value of plan assets at the beginning of the year	51.48	50.59
Less: Benefits Paid	(4.40)	(2.37)
Add: Contributions made	17.07	-
Add: Interest income	3.51	3.27
Fair value of plan assets at the end of the year*	**67.66**	**51.48**

*Pertains to amount invested in Group variable employee benefit plan with HDFC Life Insurance.

(v) Reconciliation of present value of obligation and the fair value of plan assets:

	As at 31st March 2024	As at 31st March 2023
Present value of defined benefit obligation at end of the year	70.10	68.55
Fair value of plan assets at the end of the year	67.66	51.48
Net liability recognised in the balance sheet	**2.44**	**17.07**

(vi) The assumptions used in accounting for the gratuity plan are set out as below:

	For the year ended 31st March 2024	For the year ended 31st March 2023
Discount rate	7.20%	7.45%
Retirement age	58 years	58 years
Salary escalation	8.00%	8.00%
Attrition rate	28.40%	3.45%
Mortality rate	100% of IALM 2012-14	100% of IALM 2012-14

The estimates of future salary increase considered in actuarial valuation take account of inflation, seniority, promotions and other relevant factors such as supply and demand in the employment market. The Company evaluates these assumptions annually based on its long-term plans of growth and industry standards.

(All amounts in ₹ in Million, unless otherwise stated)

(vii) Impact on defined benefit obligation - (decrease)/increase

	As at 31st March 2024	As at 31st March 2023
Assumptions		
Sensitivity level		
- Discount rate : 1.00% increase	(2.18)	(7.98)
- Discount rate : 1.00% decrease	2.33	9.66
- Future salary : 1.00% increase	2.13	8.96
- Future salary : 1.00% decrease	(2.02)	(7.62)
- Attrition rate : 50.00% increase	(2.81)	(0.68)
- Attrition rate : 50.00% decrease	4.22	0.78
- Mortality rate : 10.00% increase	(0.01)	(0.01)
- Mortality rate : 10.00% decrease	-	-

The sensitivity analyses above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting year.

(viii) Defined benefit liability and employer contributions

The following contributions and expected undiscounted future benefit payments are expected:

	As at 31st March 2024	As at 31st March 2023
Expected future benefit payments		
Within 1 year	23.15	4.43
2 - 5 years	43.65	14.30
6 - 10 years	18.17	21.56
Beyond 10 years	5.78	186.16

25 FINANCE COSTS

	For the year ended 31st March 2024	For the year ended 31st March 2023
Interest expense on:		
- Financial liabilities measured at amortised cost	451.02	467.48
- Lease liabilities	708.25	552.65
Other borrowing costs	26.75	32.65
	1,186.02	**1,052.78**
Less: Amount transferred to capital work-in-progress (note (i))	109.29	67.37
	1,076.73	**985.41**

Note:

(i) The capitalisation rate used to determine the amount of borrowing costs transferred to capital work-in-progress is the weighted average interest rate applicable to the entity's general borrowings ranging between 8.50% p.a. to 11.00% p.a.

26 DEPRECIATION AND AMORTISATION EXPENSE

	For the year ended 31st March 2024	For the year ended 31st March 2023
Depreciation/ amortisation on:		
- Tangible Assets (Refer Note 4)	303.84	256.42
- Intangible Assets (Refer Note 6)	3.90	3.54
- Right of use assets (Refer Note 37)	749.12	593.83
	1,056.86	**853.79**

SUMMARY OF THE MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION (Contd.)

(All amounts in ₹ in Million, unless otherwise stated)

27 OTHER EXPENSES

	For the year ended 31st March 2024	For the year ended 31st March 2023
Rent	18.11	11.35
Power and fuel	385.45	319.57
Rates and taxes	54.20	40.31
Insurance	16.96	10.31
Repairs and maintenance:		
- Buildings	378.46	344.00
- Others	79.18	60.97
Advertisement expenses	543.21	504.45
Business promotion expenses	122.82	102.79
Carriage outwards	42.95	27.37
Commission expenses	51.60	107.73
Communication expenses	31.91	28.93
Sales promotion expenses	1,655.07	1,415.55
Travelling and conveyance	27.39	24.00
Postage and courier charges	18.22	13.93
Printing and stationery	25.67	24.62
Professional and consultancy charges	30.75	19.68
Payments to auditor:		
- As auditor *	6.92	4.90
- For other services	0.10	0.10
- Out of pocket expenses	0.12	0.12
Water charges	15.22	12.82
Director's Sitting fee	3.90	4.60
Donations	0.17	0.10
Corporate social responsibility (refer note (a) below)	25.50	22.63
Miscellaneous expenses	7.20	7.77
	3,541.08	**3,108.60**
Less: Amount transferred to capital work-in-progress	3.69	3.02
	3,537.39	**3,105.58**

*excluding audit and certification fees amounting to ₹ 5.40 pertaining to the Company Initial Public Offering which have been adjusted against securities premium for the year ended 31st March 2023.

(a) **Details of CSR expenditure**

		For the year ended 31st March 2024	For the year ended 31st March 2023
a.	Gross amount required to be spent by the Company during the year	25.50	22.63
b.	Amount spent during the year on:		
	(i) Construction/acquisition of any asset	-	2.12
	(ii) On purposes other than (i) above	25.50	45.47
c.	Shortfall at the end of the year	-	(24.96)
d.	Total of previous years shortfall	-	24.96
e.	Details of related party transactions	25.50	45.47
f.	Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately	NA	NA

(All amounts in ₹ in Million, unless otherwise stated)

g. Nature of CSR activities undertaken by the Company.:
   (i) Healthcare support
   (ii) Education
   (iii) Rural development

h. Amount spent on other purposes for the year ended 31st March 2024 and 31st March 2023 includes amount transferred to EMIL CSR Foundation. Refer note 36(b) for the related disclosure regarding the same.

Note: Duly accrued in accordance with the accounting principles

28 INCOME TAXES

(a) Income tax expense recognised in the statement of profit and loss

	For the year ended 31st March 2024	For the year ended 31st March 2023
Statement of profit and loss		
Current tax expense	688.73	478.26
Deferred tax benefit	(66.56)	(74.34)
	622.17	**403.92**

(b) Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for the year ended 31st March 2024 and 31st March 2023 :

	For the year ended 31st March 2024	For the year ended 31st March 2023
Profit before tax	2,462.00	1,632.05
At India's statutory income tax rate of 25.168% (31st March 2023: 25.168%)	619.64	410.75
Reconciling items:		
Permanent disallowances	7.69	6.83
Deduction for IPO expenses	-	(17.82)
Benefit under 80JJAA	(3.61)	(0.49)
Others	(1.55)	4.65
At the effective income tax rates	**622.17**	**403.92**

(c) Non-current tax assets

	As at 31st March 2024	As at 31st March 2023
Non-current tax assets	60.87	20.27

(d) Current tax liabilities

	As at 31st March 2024	As at 31st March 2023
Current tax liabilities	53.36	27.17

29 DEFERRED TAX ASSETS, NET

The tax effects of significant temporary differences that resulted in deferred tax assets and liabilities are as follows:

	As at 31st March 2024	As at 31st March 2023
Deferred tax assets/(liabilities):		
Property, plant and equipment	(46.27)	(43.36)
Right-of-use assets	(1,893.59)	(1,589.90)
Lease liability	2,137.83	1,773.49
Statutory liabilities	0.61	4.34
Fair valuation of security deposits	98.52	83.97
Employee payables	9.15	7.94
Other temporary tax differences	10.91	14.13
Deferred tax assets, net	**317.16**	**250.61**

SUMMARY OF THE MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION (Contd.)

(All amounts in ₹ in Million, unless otherwise stated)

(a) **Reconciliation of deferred tax assets/(liabilities) at the beginning and end of the year:**

	As at 01st April 2022	Charged/ (credited) to profit or loss	As at 31st March 2023	Charged/ (credited) to profit or loss	As at 31st March 2024
Property, plant and equipment	(36.21)	7.15	(43.36)	2.91	(46.27)
Right-of-use assets	(1,270.77)	319.13	(1,589.90)	303.69	(1,893.59)
Lease liability	1,383.60	(389.89)	1,773.49	(364.35)	2,137.83
Statutory liabilities	1.78	(2.56)	4.34	3.73	0.61
Fair valuation of security deposits	70.85	(13.12)	83.97	(14.55)	98.52
Employee payables	8.95	1.01	7.94	(1.21)	9.15
Other temporary tax differences	18.07	3.94	14.13	3.22	10.91
	176.27	**(74.34)**	**250.61**	**(66.56)**	**317.16**

Deferred tax assets and deferred tax liabilities have been offset wherever the Company has a legally enforceable right to set-off current tax assets against current tax liabilities and where the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority.

30 FAIR VALUE MEASUREMENTS

(i) All the financial assets and financial liabilitites of Company are carried at amortised cost, except for Investments in subsidiaries which are carried at cost.

(ii) The management assessed that cash and bank balances, trade receivables, trade payables and other current financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

(iii) In respect of fixed rate financial Liabilities, the management has assessed the carrying value of these liabilities approximates to the fair value mainly since the same are short term borrowings which are repayable on demand. Further, disclosure fair value of Lease liabilities are not presented in line with the requirements of Para 29(d) of IND AS 107. In respect of the balance of non-current financial assets and liabilities in the nature of loans and borrowings, the management has assessed the carrying value of these assets and liabilities approximates to the fair value mainly due to the interest rates are at the market rate or linked to market rate, as the case maybe.

31 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk. The Company's primary risk management focus is to minimise potential adverse effects of market risk on its financial performance. The Company's risk management assessment and policies and processes are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same. Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the Company's activities. The Board of Directors is responsible for overseeing the Company's risk assessment and management policies and processes.

(a) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk for the Company comprises primarily of interest risk. Financial instruments affected by market risk include loans and borrowings. The sensitivity analysis in the following sections relate to the position as at 31st March 2024.

The analysis exclude the impact of movements in market variables on: the carrying values of gratuity and other post-retirement obligations; provisions; and the non-financial assets.

The following assumptions have been made in calculating the sensitivity analysis:

(1) The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at 31st March 2024.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's variable rate borrowing is subject to interest rate risk. Below is the details of exposure to variable rate instruments:

Particulars	31st March 2024	31st March 2023
Fixed rate instruments		
Financial liabilities	1,522.41	2,123.68
Variable rate instruments		
Financial liabilities	5,605.65	5,147.24

(All amounts in ₹ in Million, unless otherwise stated)

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of borrowings affected. With all other variables held constant, the Company's profit before tax (PBT) and Other Equity are affected through the impact on floating rate borrowings, as follows:

Particulars*	31st March 2024	31st March 2023
Interest rates increase by 100 bps - PBT and Other Equity decreases by	56.06	51.47
Interest rates decrease by 100 bps - PBT and Other Equity increases by	(56.06)	(51.47)

* Holding all other variables constant.

(b) Credit risk

Credit risk is the risk of loss that may arise on outstanding financial instruments when a counterparty defaults on its obligations. The Company's exposure to credit risk arises primarily from loans extended, security deposits, balances with bankers and trade and other receivables. The Company's objective is to seek continual revenue growth while minimising losses incurred due to increased credit risk exposure. The credit risk has always been managed by the Company through credit approvals, establishing credit limits, and continuously monitoring the credit worthiness of the customers to whom the Company grants credit terms in the normal course of business. Outstanding customer receivables are regularly monitored.

Exposure to credit risk:

At the end of the reporting year, the Company's maximum exposure to credit risk is represented by the carrying amount of each class of financial assets recognised in the statement of financial position. No other financial assets carry a significant exposure to credit risk.

Credit risk concentration profile:

At the end of the reporting year, there were no significant concentrations of credit risk. The maximum exposures to credit risk in relation to each class of recognised financial assets is represented by the carrying amount of each financial assets as indicated in the balance sheet.

Financial assets that are neither past due nor impaired:

None of the Company's cash and bank balances, loans, security deposits were past due or impaired as at 31st March 2024. Trade and other receivables including's loans that are neither past due nor impaired are from various individual customers and reputed financial institutions.

Financial assets that are either past due or impaired:

The Company doesn't have any significant trade receivables or other financial assets which are either past due or impaired. The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, the management also evaluates the factors that may influence the credit risk of its customer base, including the default risk. The management has established a credit policy, procedures and controls relating to customer credit risk management under which each new customer is analysed individually for creditworthiness before the Company's standard payment and delivery terms and conditions are offered. The Company's receivables turnover is quick and historically, there was no significant default on account of trade and other receivables. An impairment analysis is performed at each reporting date on an individual basis. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted for forward looking information.

Financial instruments and cash deposits

Credit risk from balances with banks is managed by the Company's finance team in accordance with the Company's policy. Investments of surplus funds are made only with approved and reputed banks and within credit limits assigned to each bank. The amounts invested and details of relevant banks are reviewed by the Company's Board of directors on annual basis.

(c) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the Company's reputation.

Management monitors rolling forecasts of the Company's liquidity position (comprising the undrawn borrowing facilities) and cash and cash equivalents on the basis of expected cash flows. This is generally carried out by the Company in accordance with practice and limits set by the management.

SUMMARY OF THE MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION (Contd.)

(All amounts in ₹ in Million, unless otherwise stated)

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

	As at 31st March 2024	As at 31st March 2023
Less than 1 year		
- Borrowings	6,148.26	6,263.38
- Trade payables	430.07	246.02
- Lease liability	1,153.14	953.67
- Other financial liabilities	183.78	235.69
1 to 2 years		
- Borrowings	226.95	250.40
- Lease liability	1,173.09	949.32
2 to 5 years		
- Borrowings	395.97	528.56
- Lease liability	3,551.65	2,838.09
More than 5 years		
- Borrowings	356.88	228.58
- Lease liability	8,512.75	7,228.64

(d) Excessive risk concentration

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Company's performance to developments affecting a particular industry.

In order to avoid excessive concentrations of risk, the Company's policies and procedures include specific guidelines to focus on the maintenance of a diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly.

32 CAPITAL MANAGEMENT

Capital includes equity and all other reserves attributable to share holders. The primary objective of the capital management is to ensure that it maintains an efficient capital structure and healthy capital ratios in order to support its business and maximise share holders value. The Company manages its capital structure and make adjustments to it, in light of changes in economic conditions or its business requirements.

The Company monitors capital using a gearing ratio, which is net debt divided by equity plus net debt.

The Company includes within net debt, interest bearing loans and borrowings, less cash and bank balances.

Net gearing ratio:

	As at 31st March 2024	As at 31st March 2023
Borrowings*	7,128.06	7,270.92
Less: Cash and bank balances excluding earmarked balances from IPO proceeds towards capital expenditure	990.13	1,668.75
Net debt	**6,137.93**	**5,602.17**
Equity	3,847.49	3,847.49
Other equity	9,850.00	7,996.15
Total equity	**13,697.49**	**11,843.64**
Total net debt and equity	**19,835.42**	**17,445.81**
Gearing ratio	**30.94%**	**32.11%**

*Total borrowings include non-current borrowings and current borrowings.

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing for the year ended 31st March 2024.

There have been no changes made in the objectives, policies or processes for managing capital during the year ended 31st March 2024.

(All amounts in ₹ in Million, unless otherwise stated)

33 SEGMENT REPORTING

In accordance with Indian Accounting Standard (Ind AS) 108 on "Operating Segments", segment information has been disclosed in the consolidated financial statements of the Company, and therefore no separate disclosure on segment information is given in these financial statements.

34 CONTINGENT LIABILITIES

	As at 31st March 2024	As at 31st March 2023
(i) Claims against the Company not acknowledged as debts	122.72	10.84

Note:

(i) The Company has received an order from the National Anti-Profiteering Authority of the Central Goods and Services Tax Act, 2017 demanding an amount of ₹ 3.43 alleging certain non-compliances with the anti-profiteering regulations of the Goods and Services Act, 2017. The management has filed necessary appeals in this regard with the appropriate appellate authorities which is pending for adjudication as at the date of the standalone financial statements. However, on the basis of its internal assessment of the nature of the allegations, the facts of the case and an independent advise received in this regard, management is confident of resolving this matter in favour of the Company.

(ii) The Company has received an order from Director General of GST, Hyderabad demanding an amount of ₹ 107.26 alleging that the Company has failed to levy GST on receipt of credit notes of certain types issued by its vendors. The management is in process of filing necessary appeals in this regard with the appropriate appellate authorities. However, on the basis of its internal assessment of the nature of the allegations, the facts of the case and an independent advise received in this regard, management is confident of resolving this matter in favour of the Company.

35 CAPITAL AND OTHER COMMITMENTS

	As at 31st March 2024	As at 31st March 2023
Capital commitments (Net of Advances)	1,157.13	473.11

36 RELATED PARTY DISCLOSURES

(a) **Names of related parties and nature of relationship**

Names of the related parties	Nature of relationship
Cloudnine Retail Private Limited	Subsidiary Company
EMIL CSR Foundation	
Pavan Kumar Bajaj	Key managerial personnel ('KMP')
Karan Bajaj	
Astha Bajaj	
Premchand Devarakonda	
Rajiv Kumar	
Prem Bajaj	Relatives of KMP
Renu Bajaj	
Kanwal Bajaj (Joined w.e.f 01st Jan 2023)	
Seema Narula	
Anil Rajendra Nath (Resigned w.e.f 02nd December 2023)	Independent Directors
Mirza Ghulam Muhammad Baig	
Suman Kumar (Resigned w.e.f 06th May 2022)	
Jyotsna Angara (Joined w.e.f 14th May 2022)	
Gurdeep Singh (Joined w.e.f 26th July 2023)	

SUMMARY OF THE MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION (Contd.)

(All amounts in ₹ in Million, unless otherwise stated)

(b) **Transactions with related parties**

	For the year ended 31st March 2024	For the year ended 31st March 2023
Rent paid		
Pavan Kumar Bajaj	14.42	14.42
Karan Bajaj	1.14	1.14
Renu Bajaj	1.01	1.01
Seema Narula	2.28	2.28
Transactions with key management personnel		
Managerial Remuneration*# (Short-term employee benefits)	82.10	99.44
Remuneration*		
Prem Bajaj	2.49	2.49
Kanwal Bajaj	2.69	0.60
Cloudnine Retail Private Limited		
Expenditure incurred on behalf of Subsidiary	0.21	0.15
EMIL CSR Foundation		
Donation paid	26.70	26.26
Director's sitting fees		
Mirza Ghulam Muhammad Baig	1.45	1.75
Anil Rajendra Nath	0.50	1.50
Jyotsna Angara	1.15	1.25
Suman Kumar	-	0.10
Gurdeep Singh	0.80	-

* Excluding employer's contribution to defined contribution plans and provision made for defined benefit plans, as it is computed for the Company as a whole and cannot be seperately ascertained.

#Includes medical expense reimbursement amounting to ₹ Nil for the year ended 31st March 2024 (31st March 2023 : ₹ 18.11)

(c) **Balances receivable/(payable)**

	As at 31st March 2024	As at 31st March 2023
Karan Bajaj (including security deposit receivable of ₹ 0.83)	4.34	(1.42)
Pavan Kumar Bajaj (including security deposit receivable of ₹ 10.45)	7.32	7.32
Renu Bajaj (including security deposit receivable of ₹ 0.74)	0.59	0.59
Astha Bajaj	(1.25)	(1.25)
Prem Bajaj	(0.21)	(0.21)
Premchand Devarakonda	(0.81)	(0.81)
Rajiv Kumar	(0.29)	(0.29)
Kanwal Bajaj	(0.20)	(0.20)
Cloudnine Retail Private Limited	0.35	0.15
Seema Narula	(0.17)	(0.17)

(d) **Details of Personal Guarantees**

	As at 31st March 2024	As at 31st March 2023
Pavan Kumar Bajaj	5,605.65	6,142.94
Karan Bajaj	5,605.65	6,142.94
Renu Bajaj	3,452.79	3,889.84
Astha Bajaj	3,452.79	3,889.84

The working capital facility from HDFC bank is also secured by way of pledge of certain personal properties of Pavan Kumar Bajaj, Karan Bajaj and Renu Bajaj.

(All amounts in ₹ in Million, unless otherwise stated)

37 LEASES

(a) **The movement in lease liabilities during the year ended 31st March 2024 is as follows:**

Particulars	As at 31st March 2024	As at 31st March 2023
Balance at the beginning of the year	7,046.61	5,551.77
Add: Additions during the year	1,871.66	1,821.21
Add: Impact of reassessment of lease liability for the year	11.67	6.88
Add: Interest accrued during the year	708.25	552.65
Less: Payment of lease liabilities	1,012.92	813.52
Less: De-recognised during the year	54.81	72.38
Balance at the end of the year	**8,570.46**	**7,046.61**
Bifurcation of lease liability as on :		
Current lease liabilities	473.96	389.39
Non-current lease liabilities	8,096.50	6,657.22
	8,570.46	**7,046.61**

(b) **The details of the contractual maturities of lease liabilities as at respective year ended on an undiscounted basis are as follows:**

Particulars	As at 31st March 2024	As at 31st March 2023
One to five years less than one year details	4,724.74	3,787.41
More than five years	8,512.75	7,228.64
Total	**14,390.63**	**11,969.72**

The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

Rental expense recorded for short-term leases was ₹ 16.21 (31st March 2023: ₹ 7.73) for the year ended 31st March 2024.

The future cash outflows to which the lessee is potentially exposed that are not reflected in the measurement of lease liabilities are -

1) Leases not yet commenced to which the Company is committed amounts to 31st March 2024: ₹ 459.45 (31st March 2023: ₹ 71.78).

2) Variable lease payments based on sales amounts to 31st March 2024: ₹ 1.90 (31st March 2023: ₹ 3.62).

(c) **The movement in right-of-use asset during the year ended is as follows:**

Particulars	As at 31st March 2024	As at 31st March 2023
Balance at the beginning of the year	6,317.14	5,049.14
Add: Additions during the year	1,990.18	1,915.70
Add: Impact of reassessment of lease liability	11.67	4.76
Less: Depreciation expense accrued during the year	749.12	593.83
Less: De-recognised during the year	46.05	58.63
Balance at the end of the year	**7,523.81**	**6,317.14**

SUMMARY OF THE MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION (Contd.)

(All amounts in ₹ in Million, unless otherwise stated)

38 RATIOS AS PER SCHEDULE III REQUIREMENTS

Particulars		31st March 2024	31st March 2023	Change in %
(a)	Current ratio = Current assets / Current liabilities	1.97	1.90	3.83%
(b)	Debt Equity ratio = Total borrowings / Total equity	0.52	0.61	(15.23%)
(c)	Debt service coverage ratio = (Profit after tax + Finance cost + Depreciation) / (Finance cost + Total Current borrowings) @	0.39	0.29	35.53%
(d)	Return on equity ratio / return on investment ratio = Net Profit after tax divided by average equity	0.14	0.14	4.46%
(e)	Inventory turnover ratio = Cost of goods sold divided by Average Inventory*	6.16	6.78	(9.13%)
(f)	Trade receivables turnover ratio = Revenue from operations divided by average Trade receivables	39.30	42.95	(8.49%)
(g)	Trade payables turnover ratio = Purchases divided by Average Trade payables	164.66	162.75	1.18%
(h)	Net capital turnover ratio = Revenue from operations divided by (Current Assets less Current Liabilities)	8.27	8.17	1.22%
(i)	Net profit ratio = Net profit after tax divided by Revenue from operations	2.93%	2.26%	29.79%
(j)	Return on Capital employed = (Earnings before Finance cost, other income and income taxes) divided by average Capital employed #	17.61%	14.86%	18.55%

@ Excludes interest and depreciation on right-of-use assets and related liabilities.

*Cost of goods sold includes purchases of stock-in-trade and changes in inventories of stock-in-trade.

capital employed = Total assets - Current liabilities.

Note: Reasons for change in % by more than 25% is as under

(i) Principal reason for change in Debt service coverage ratio is attributed to increase in the profit during the year ended 31st March 2024.

(ii) Principal reason for change in Net profit ratio is attributed to increase in the margins during the year ended 31st March 2024.

39 DISCLOSURE OF RELATIONSHIP WITH STRUCK OFF COMPANIES

Details of transactions entered into by the Company with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956 are as follows:

Name of struck off Company	Nature of Transactions	As at 31st March 2024	As at 31st March 2023	Relationship with the struck off company, if any, to be disclosed
VLN Sun Broad Band (India) Private Limited	Payables	-	(0.02)	None
Sun Enterprises Private Limited	Payables	-	-	None
Vardhaman Enterprises Limited	Payables	(0.07)	(0.01)	None

40 (i) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries).

(ii) The Company has not received any fund from any party (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

41 The Ministry of Corporate Affairs (MCA) has prescribed a new requirement for companies under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 inserted by the Companies (Accounts) Amendment Rules 2021 requiring companies, which uses accounting software for maintaining its books of account, shall use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled.

The Company has used certain accounting software for recording accounting transactions, billing transactions and inventory transactions. The software used for recording acounting transactions did not have a feature of recording audit trail (edit log) facility.

The Company uses another software for maintaining billing records. Audit trail (edit log) is enabled at the application level except that the audit trail (edit log) for changes made to the mode of receipt (tender changes) for the period 01st March 2024 to 31st March 2024 is not available. The Company's users have access to post transactions only at the application level. The Company has not enabled the feature of recording audit trail (edit log) feature at the database level to log any direct data changes.

Further, for the software used for maintaining of inventory transactions and details of wholesale revenue, the feature of recording audit trail (edit log) at the database level was not enabled for the said software to log any direct data changes. Audit trail (edit log) is enabled at the application level, and the Company's users have access to post transactions only at the application level.

42 ADDITIONAL DISCLOSURES

(i) No proceeding have been initiated on or is pending against the Company for holding benami property under the Benami Transactions Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

(ii) The Company has not been declared wilful defaulter by any bank or financial Institution or other lender.

(iii) No charges or satisfaction yet to be registered with ROC beyond the statutory period.

(iv) The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

(v) No Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Act.

(vi) There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

(vii) The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

This is the summary of significant accounting policies and other explanatory information referred to in our report of even date.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Sanjay Kumar Jain
Partner
Membership No.: 207660

Place: Hyderabad
Date: 27th May 2024

For and on behalf of the Board of Directors of
Electronics Mart India Limited

Pavan Kumar Bajaj
Managing Director
DIN: 07899635

Karan Bajaj
Wholetime Director & CEO
DIN: 07899639

Premchand Devarakonda
Chief Financial Officer
M.No.: F203205

Rajiv Kumar
Company Secretary
M.No.: A42082

Place: Hyderabad
Date: 27th May 2024

CONSOLIDATED FINANCIAL STATEMENTS

INDEPENDENT AUDITOR'S REPORT

To the Members of
Electronics Mart India Limited

Report on the Audit of the Consolidated Financial Statements

OPINION

1. We have audited the accompanying consolidated financial statements of **Electronics Mart India Limited** ('the Holding Company') and its subsidiaries i.e , Cloudnine Retail Private Limited and EMIL CSR Foundation (the Holding Company and its subsidiaries together referred to as 'the Group'), which comprise the Consolidated Balance Sheet as at 31st March 2024, 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 material accounting policy information and other explanatory information.

2. In our opinion and to the best of our information and according to the explanations given to us 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 31st March 2024, and their consolidated profit (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, 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 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 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.

Key Audit Matters	How our Audit Addressed the Key Audit Matter
Revenue recognition – Incentive income: 1. Refer note 2(o) for the accounting policy and note 20 for the relevant disclosures in the accompanying consolidated financial statements. 2. Pursuant to the terms of the arrangement with vendors, the Holding Company is entitled for income in the form of incentives; computation thereof is based on the terms and conditions as specified in the scheme documents, duly issued by its vendors. During the year ended 31st March 2024 the Holding Company has accrued incentive income aggregating to ₹ 2,504.02 million [FY 31st March 2023 ₹ 2,925.25 million]. 3. Accrual and measurement of such incentive income, especially as on balance sheet date, is a complex process due to volume of the schemes, significant estimates and judgments towards expected volume of sales covering the scheme periods, assessing the Holding Company's ability to comply with other terms and conditions of underlying schemes and the manual process being applied for computation of incentive income.	**Our audit procedures relating to revenue recognition included, but were not limited to the following:** i) Enquired with management of the Holding Company to understand and reconfirm our understanding of the accounting policy adopted by the Holding Company, and the process followed by the Holding Company for estimating the amount of incentive income, during the current year, in accordance with the requirements of applicable accounting standards. ii) Evaluated the design and tested the operating effectiveness of Holding Company's key manual controls over computation of incentive income. iii) Recomputed, on a sample basis, incentive income as measured and recorded by management of Holding Company in accordance with the terms and conditions laid out in the relevant scheme document. iv) On a sample basis, verified the incentive income accounted with the communication received from vendors accepting such claims. v) On a sample basis, tested management reconciliation for closing accruals with the confirmation provided by the relevant vendors.

Key Audit Matters	How our Audit Addressed the Key Audit Matter
4. Considering the volume and significance of manual intervention and the degree of judgment involved, we have identified recognition of such incentives as a key audit matter, as this involved significant auditor attention for the current year audit.	vi) With respect to accruals for on-going schemes as at 31st March 2024, examined historical incentive accruals together with our understanding of current year developments to form an expectation of the incentive accrual as at year-end and compared this expectation against the actual accruals. Further, we also performed retrospective review to evaluate the precision with which management makes estimates including the subsequent receipt of such income. vii) Assessed adequacy of disclosures made in the consolidated financial statements in accordance with the requirements of applicable accounting standards.
Valuation of inventories: 1. Refer note 2(l) for accounting policies and note 9 for the related disclosures in the accompanying consolidated financial statements. 2. Inventories as at 31st March 2024 comprises of Stock-in-trade aggregating to ₹ 9,692.76 million, carried at net of adjustment towards realisable value ('NRV') and provision for slow moving inventory. 3. The inventory of stock in trade is also subject to appropriate adjustments towards purchase rebate/discount, which are linked and are subject to compliance with the terms and conditions specified under various schemes offered by vendors. Accrual of such rebate/discount in respect of schemes having a validity period extending beyond the financial year is a complex manual activity, as accruals of rebate/discount under such schemes is dependent on estimation of value and volume of inventories expected to be purchased during the period covered by the underlying schemes. 4. Assessment of net realizable values of inventory of stock in trade, involve estimation of future selling price together with assessment of incentives, if any, in the form of compensation for lower realization. **5.** Considering the significance of carrying value of inventories to the overall balance sheet, significant manual efforts to assess the value of closing stock after considering impact of incentives and detailed assessment of provision required relating to net realizable values and the judgements applied for determining the allowance for slow moving inventory, we have identified valuation of the inventories as a key audit matter for current year's audit.	**Our audit procedures in relation to valuation of inventories included, but were not limited to the following:** i) Enquired with management of Holding Company to understand and reconfirm our understanding of the accounting policy adopted by the Holding Company, and the process followed for valuation of inventories including the process to estimate and accrual of rebate/discount, in accordance with the requirements of applicable accounting standards. ii) Evaluated the design and tested the operating effectiveness of Holding Company's key manual controls over: o Valuation of inventories; and o Accruals of rebate and discount having impact on the carrying value of inventories iii) Tested the purchase prices of closing stock of inventories on a sample basis and performed recomputation of weighted average cost considered for valuation as at year end. iv) Recomputed, on a sample basis, rebate/discount as measured and recorded by management of the Holding Company in accordance with the terms and conditions laid out in the relevant scheme documents. v) On a sample basis, tested management reconciliation for closing accruals with the confirmation provided by the respective vendors. vi) Tested the inventory ageing on a sample basis from underlying source documents and examined the historical trend of obsolete inventory together with our understanding of current year developments to form an expectation of the reasonableness of management provision for slow moving inventory. vii) On sample basis, tested management's estimate of 'net realisable value' of inventory based on expected future selling prices by verifying the sale prices of inventory sold near to and subsequent to year end. viii) Assessed the adequacy of the disclosures made in the consolidated financial statements in accordance with the requirements of the accounting standards.

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 will 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 identified above when it becomes available 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 respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated 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 are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless 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 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 to cease to continue as a going concern; and
- 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 statements of the entities within the Group, to express an opinion on the consolidated financial statements.

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

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

15. As required by Section 197(16) of the Act based on our audit we report that the Holding Company whose financial statements have been audited under the Act have paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under Section 197 read with Schedule V to the Act. Further, we report that two subsidiaries 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.

16. 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 of companies included in the consolidated financial statements and covered under the Act we report that there are no qualifications or adverse remarks reported in the respective Order reports of such companies.

17. As required by Section 143(3) of the Act, based on our audit and, 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 except for the matters stated in paragraph 17(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended).

    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 subsidiaries and taken on record by the Board of Directors of the Holding Company and its subsidiary companies respectively, covered under the Act, none of the directors of the Group companies, are disqualified as on 31st March 2024 from being appointed as a director in terms of Section 164(2) of the Act.

f) The qualification relating to the maintenance of accounts and other matters connected therewith with respect to the consolidated financial statements are as stated paragraph 17(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended)

g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiaries, covered under the Act, and the operating effectiveness of such controls, refer to our separate report in 'Annexure I' 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:

i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, as detailed in Note 33 to the consolidated financial statements.

ii. The Holding Company and its subsidiaries did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31st March 2024.

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 31st March 2024.

iv. a. The respective managements of the Holding Company and its subsidiaries incorporated in India whose financial statements have been audited under the Act have represented to us respectively that, to the best of their knowledge and belief , as disclosed in note 39 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 subsidiaries to or in any persons or entities, 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 subsidiaries ('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 subsidiaries incorporated in India whose financial statements have been audited under the Act have represented to us to the best of their knowledge and belief, as disclosed in the note 39 to the accompanying consolidated financial statements, no funds have been received by the Holding Company or its subsidiaries from any persons or entities, including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Holding Company, or any such subsidiaries shall, whether directly or indirectly, lend or invest in other persons or entities identified if 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, 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 Holding Company and its subsidiaries have not declared or paid any dividend during the year ended 31st March 2024;

vi. As stated in Note 40 to the consolidated financial statements and based on our examination which included test checks, except for the instances mentioned below, the Holding Company and its subsidiaries which are companies incorporated in India and audited under the Act, in respect of financial year commencing on 01st April 2023, have used accounting software for maintaining their books of account which have a feature of recording audit trail (edit log) facility and the same have been operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with, other than the consequential impact of the exceptions given below.

Nature of exception noted	Details of Exception
Instances of accounting software for maintaining books of account which did not have a feature of recording audit trail (edit log) facility	1) The accounting software used for recording transactions of the Holding Company and its two subsidiaries did not have a feature of recording audit trail (edit log) facility.
Instances of accounting software for maintaining books of account for which the feature of recording audit trail (edit log) facility was not operated throughout the year for all relevant transactions recorded in the software	1) The audit trail (edit log) feature was not enabled at the application level for software used for recording sale transactions to log any changes made to the mode of receipt (tender changes) for the period 01st March 2024 to 31st March 2024 by the Holding Company. 2) The audit trail feature was not enabled at the data base level to log any direct data changes in the software used for maintenance of inventory records and details of wholesale revenue by the Holding Company.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Sanjay Kumar Jain
Partner
Membership No.: 207660
UDIN: 24207660BKERHQ1594

Place: Hyderabad
Date: 27th May 2024

ANNEXURE I

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 Electronics Mart India 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 31st March 2024, 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 internal financial control with reference to financial statement criteria established by the company considering the essential component of internal controls stated in the Guidance Note on Audit of Internal Financial Control over Financial Reporting issued by the Institute of Chartered Accountant of India ('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 consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated 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 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 consolidated 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 consolidated 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 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 31st March 2024, based on the internal financial controls with reference to financial statements criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Sanjay Kumar Jain
Partner
Membership No.: 207660
UDIN: 24207660BKERHQ1594

Place: Hyderabad
Date: 27th May 2024

EMI
Electronics Mart India Limited

CONSOLIDATED BALANCE SHEET

AS AT 31ST MARCH 2024

(All amounts in ₹ in Million, unless otherwise stated)

	Notes	As at 31st March 2024	As at 31st March 2023
ASSETS			
Non-current assets			
(a) Property, plant and equipment	4	6,022.35	5,098.57
(b) Right-of-use assets	36(c)	7,523.81	6,317.14
(c) Capital work-in-progress	5	449.38	138.77
(d) Intangible assets	6	17.37	5.46
(e) Financial assets			
i) Other non-current financial assets	7(a)	503.66	929.15
(f) Deferred tax assets, net	28	317.16	250.61
(g) Non-current tax assets	27(c)	60.89	20.27
(h) Other non-current assets	8(a)	280.31	99.45
		15,174.93	**12,859.42**
Current assets			
(a) Inventories	9	9,692.76	7,735.34
(b) Financial assets			
i) Trade receivables	10	1,814.19	1,384.12
ii) Cash and cash equivalents	11	854.74	2,031.57
iii) Loans	12	15.26	11.53
iv) Other current financial assets	7(b)	39.66	83.45
(c) Other current assets	8(b)	2,999.34	2,833.33
		15,415.95	**14,079.34**
Total assets		**30,590.88**	**26,938.76**
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	13	3,847.49	3,847.49
(b) Other equity	14	9,849.10	7,995.61
Equity attributable to equity holders of holding company		**13,696.59**	**11,843.10**
LIABILITIES			
Non-current liabilities			
(a) Financial liabilities			
i) Borrowings	15(a)	979.80	1,007.54
ii) Lease liabilities	36(a)	8,096.50	6,657.22
(b) Provisions	16	2.44	17.07
		9,078.74	**7,681.83**
Current liabilities			
(a) Financial liabilities			
i) Borrowings	15(b)	6,148.26	6,263.38
ii) Lease liabilities	36(a)	473.96	389.39
iii) Trade payables	17		
(a) total outstanding dues of micro enterprises and small enterprises		5.68	4.97
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		424.82	241.05
iv) Other current financial liabilities	18	183.78	235.83
(b) Other current liabilities	19	395.31	145.30
(c) Provisions	16	130.38	106.74
(d) Current tax liabilities	27(d)	53.36	27.17
		7,815.55	**7,413.83**
Total equity and liabilities		**30,590.88**	**26,938.76**

The accompanying notes form an integral part of these 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's Registration No.: 001076N/N500013

Sanjay Kumar Jain
Partner
Membership No.: 207660

Place: Hyderabad
Date: 27th May 2024

For and on behalf of the Board of Directors of
Electronics Mart India Limited

Pavan Kumar Bajaj
Managing Director
DIN: 07899635

Karan Bajaj
Wholetime Director & CEO
DIN: 07899639

Premchand Devarakonda
Chief Financial Officer
M.No.: F203205

Rajiv Kumar
Company Secretary
M.No.: A42082

Place: Hyderabad
Date: 27th May 2024

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED 31ST MARCH 2024

(All amounts in ₹ in Million, unless otherwise stated)

	Notes	For the year ended 31st March 2024	For the year ended 31st March 2023
REVENUE FROM OPERATIONS	20	62,854.06	54,457.10
Other income	21	100.73	110.45
Total income		**62,954.79**	**54,567.55**
EXPENSES			
Purchases of stock-in-trade		55,664.12	48,647.37
Changes in inventories of stock-in-trade	22	(1,957.42)	(1,597.13)
Employee benefits expense	23	1,114.82	940.45
Finance costs	24	1,076.73	985.41
Depreciation and amortisation expense	25	1,056.86	853.79
Other expenses	26	3,538.04	3,105.74
Total expenses		**60,493.15**	**52,935.63**
Profit before tax		**2,461.64**	**1,631.92**
Tax expense	27(a)		
(a) Current tax expense		688.73	478.26
(b) Deferred tax benefit		(66.56)	(74.34)
Profit for the year attributable to the Shareholders of the holding Company		**1,839.47**	**1,228.00**
Other comprehensive income			
Items that will not be reclassified subsequently to profit or loss			
(a) Remeasurement gain on the defined benefit plans, net of income taxes		14.02	3.97
Total other comprehensive income, net of tax		**14.02**	**3.97**
Total comprehensive income for the year attributable to the Shareholders of the holding Company		**1,853.49**	**1,231.97**
EARNINGS PER EQUITY SHARE (EPES):			
Basic and Diluted (in absolute ₹ terms)		4.78	3.63
Weighted average number of equity shares considered for computation of EPES		38,47,48,762	33,85,44,908
Nominal value per equity share (in absolute ₹ terms)		10	10

The accompanying notes form an integral part of these 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's Registration No.: 001076N/N500013

Sanjay Kumar Jain
Partner
Membership No.: 207660

Place: Hyderabad
Date: 27th May 2024

For and on behalf of the Board of Directors of
Electronics Mart India Limited

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Premchand Devarakonda
Chief Financial Officer
M.No.: F203205

Rajiv Kumar
Company Secretary
M.No.: A42082

Place: Hyderabad
Date: 27th May 2024

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31ST MARCH 2024

(All amounts in ₹ in Million, unless otherwise stated)

	For the year ended 31st March 2024	For the year ended 31st March 2023
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before tax	2,461.64	1,631.92
Adjustments to reconcile profit before tax to net cash flows:		
- Depreciation and amortisation expense	1,056.86	853.79
- Provision for employee benefits	16.46	13.99
- Insurance claim on Loss of Stock	-	(8.06)
- Gain on de-recognition of right-of-use assets	(10.72)	(13.81)
- Interest expense	1,049.98	952.76
- Interest income	(87.45)	(81.39)
Adjustments for working capital:		
Decrease/(Increase) in loans	(3.73)	1.60
Increase in other assets	(166.01)	(916.10)
Increase in other financial assets	(12.23)	(89.42)
Increase in inventories	(1,957.42)	(1,597.13)
Increase in trade receivables	(430.07)	(232.47)
Increase/(Decrease) in trade payables	184.48	(105.77)
(Decrease)/Increase in financial liabilities	(56.95)	87.97
Increase/(Decrease) in other current liabilities and provisions	256.58	(18.29)
Cash generated from operations	**2,301.42**	**479.59**
Income taxes paid, net	(703.15)	(485.40)
Net cash generated from/(used in) operating activities	**1,598.27**	**(5.81)**
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment, including intangible assets	(1,619.09)	(2,371.99)
Security deposits towards right-of-use assets	(118.52)	(94.49)
Movement in bank deposits	472.52	(550.19)
Interest received	96.44	10.12
Net cash used in investing activities	**(1,168.65)**	**(3,006.55)**
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issue of equity shares, net of issue expenses	-	4,646.02
Repayment of long-term borrowings	(255.97)	(789.22)
Proceeds from long-term borrowings	246.00	1,427.80
Proceeds from short-term borrowings, net	(132.89)	695.93
Payment of lease liability	(302.70)	(258.69)
Interest paid	(1,160.89)	(1,021.90)
Net cash (used in)/generated from financing activities	**(1,606.45)**	**4,699.94**
Net (decrease)/increase in cash and cash equivalents	(1,176.83)	1,687.58
Cash and cash equivalents at the beginning of the year	2,031.57	343.99
Cash and cash equivalents at the end of the year	**854.74**	**2,031.57**

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31ST MARCH 2024 (Contd.)

(All amounts in ₹ in Million, unless otherwise stated)

	As at 31st March 2024	As at 31st March 2023
Cash and cash equivalents comprise of: (refer note 11)		
Balance with banks		
- on current accounts	263.98	331.31
Cash on hand	50.41	22.34
Deposits with maturity less than 3 months	540.35	1,677.92
	854.74	**2,031.57**

Note: Refer Note 15 for changes in liabilities arising from financing activities and changes due to non-cash lease liabilities.

This is the Consolidated Statement of Cash Flows referred to in our report of even date.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Sanjay Kumar Jain
Partner
Membership No.: 207660

Place: Hyderabad
Date: 27th May 2024

For and on behalf of the Board of Directors of
Electronics Mart India Limited

Pavan Kumar Bajaj
Managing Director
DIN: 07899635

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Premchand Devarakonda
Chief Financial Officer
M.No.: F203205

Rajiv Kumar
Company Secretary
M.No.: A42082

Place: Hyderabad
Date: 27th May 2024

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31ST MARCH 2024

(All amounts in ₹ in Million, except number of equity shares and unless otherwise stated)

(a) Equity share capital

	Number of shares	Amount
Equity shares of ₹ 10 each issued, subscribed and fully paid up:		
As at 01st April 2022	**30,00,03,000**	**3,000.03**
Issued during the year	8,47,45,762	847.46
As at 31st March 2023	**38,47,48,762**	**3,847.49**
Issued during the year	-	-
As at 31st March 2024	**38,47,48,762**	**3,847.49**

(b) Other Equity

	Reserves and Surplus		Other Comprehensive Income - Actuarial gain/(loss)	Total
	Retained earnings	Securities premium account		
Balance as at 01st April 2022	**2,959.78**	**-**	**5.30**	**2,965.08**
Profit for the year	1,228.00	-	-	1,228.00
Premium on equity shares issued during the year	-	4,152.54	-	4,152.54
Share issue expenses (refer note 13 a(i))	-	(353.98)	-	(353.98)
Other comprehensive income for the year	-	-	3.97	3.97
Balance as at 31st March 2023	**4,187.78**	**3,798.56**	**9.27**	**7,995.61**
Profit for the year	1,839.47	-	-	**1,839.47**
Other comprehensive income for the year	-	-	14.02	**14.02**
Balance as at 31st March 2024	**6,027.25**	**3,798.56**	**23.29**	**9,849.10**

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's Registration No.: 001076N/N500013

Sanjay Kumar Jain
Partner
Membership No.: 207660

Place: Hyderabad
Date: 27th May 2024

For and on behalf of the Board of Directors of
Electronics Mart India Limited

Pavan Kumar Bajaj
Managing Director
DIN: 07899635

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Chief Financial Officer
M.No.: F203205

Rajiv Kumar
Company Secretary
M.No.: A42082

Place: Hyderabad
Date: 27th May 2024

SUMMARY OF THE MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION

(All amounts in ₹ in Million, unless otherwise stated)

1. GROUP OVERVIEW

The Consolidated Financial Statements comprises of financial statements of Electronics Mart India Limited ("EMIL", "Holding Company" or "the Company") and its subsidiaries Cloudnine Retail Private Limited and EMIL CSR Foundation (Holding Company and its subsidiaries collectively termed as "the Group"). The Holding Company is a public limited company incorporated under the provisions of the Companies Act, 2013. It was duly converted from a partnership firm, M/s Bajaj Electronics," with effect from 10th September 2018 vide CIN No. U52605TG2018PLC126593. The registered office of the Company is located at D. No.: 6-1-91, Shop No. 10, Ground Floor, Telephone Bhavan, Secretariat Road, Saifabad, Hyderabad, Telangana – 500004 and the corporate office of the Company is located at 6-3-666/A1 to 7, 3rd Floor, Opp. NIMS Hospital, Punjagutta Main Road, Hyderabad, Telangana – 500 082.

The Group is engaged in the business of sale of consumer electronics and durable products through a chain of retail stores located in the states of Telangana, Andhra Pradesh, National Capital Region (NCR), Kerela and also through the online platform.

These consolidated financial statements have been prepared by the Group as a going concern and were approved by the Board of Directors and authorised for issue on 27th May 2024. The functional currency of the Group is 'Indian National Rupee'. All financial information present in Indian rupees have been rounded-off to two decimal places to the nearest Million except share data or as otherwise stated.

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES

(a) Basis of preparation of consolidated financial statements

These Consolidated Financial Statements of the Group have been prepared as per the principles of Indian Accounting Standard (Ind AS) prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder, presentation requirement of Division II of Schedule III to the Act, guidelines issued by SEBI and other accounting principles generally accepted in India. These consolidated financial statements comprise the Consolidated Balance Sheet as at 31st March 2024, the Consolidated Statement of Profit and Loss, the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity for the year ended 31st March 2024 and a summary of the material accounting policies and other explanatory information (together hereinafter referred to as 'Consolidated Financial Statements'). The consolidated financial statements have been prepared on a historical cost convention and on an accrual basis, except for the following: financial instruments/financial assets measured at fair value or amortised cost; employee defined benefit assets/liability recognised as the net total of the fair value of plan assets, and actuarial losses/gains, and the present value of defined benefit obligation.

(b) Consolidation procedure:

i. Subsidiaries:

Subsidiaries are all entities that are controlled by the Company. Control exists when the Company is exposed to or has rights to variable returns from its involvement with the entity and has the ability to affect those returns through power over the entity. In assessing control, potential voting rights are considered only if the rights are substantive. The financial statements of subsidiaries are included in these consolidated financial statements from the date that control commences until the date that control ceases. For the purpose of preparing these consolidated financial statements, the accounting policies of subsidiaries have been changed where necessary to align them with the policies adopted by the Company, wherever applicable.

ii. Transactions eliminated on consolidation:

Intra-group balances and transactions, and any unrealised income and expenses arising from intragroup transactions, are eliminated in full while preparing these consolidated financial statements. Unrealised gains or losses arising from transactions with equity accounted investees are eliminated against the investment to the extent of the Company's interest in the investee.

iii. Loss of Control:

Upon loss of control, the Company derecognises the assets and liabilities of the subsidiary, any noncontrolling interests and the other components of equity related to the subsidiary. Any surplus or deficit arising on the loss of control is recognised in the consolidated Statement of Profit and Loss. If the Company retains any interest in the previous subsidiary, then such interest is measured at fair value at the date that control is lost. Subsequently, it is accounted for as an equity-accounted investee or as a fair value through other comprehensive income (FVTOCI) or fair value through profit and loss (FVTPL) financial asset, depending on the level of influence retained.

(c) The consolidated financial statements have been prepared on the basis of the financial statements of the following wholly owned subsidiaries, in India:

S. No.	Name of the subsidiary	Date of Incorporation
1.	Cloudnine Retail Private Limited	29th August 2019
2.	EMIL CSR Foundation	25th February 2021

Cloudnine Retail Private Limited is yet to commence their activities.

(d) Use of estimate

The preparation of consolidated financial statements requires the management to make accounting estimates, assumptions and judgements that affect the reported amounts of assets and liabilities on the date of consolidated financial statements, disclosure of contingent liabilities as at the date of the consolidated financial statements, and the reported amounts of income and expenses during the reported period. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised.

(e) Operating cycle and current and non-current classification

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Group has ascertained its operating cycle as twelve months for the purpose of current/ non-current classification of assets and liabilities.

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle,
- Held primarily for the purpose of trading,
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

The Group classifies all other assets as non-current.

A liability is current when:

- it is expected to be settled in normal operating cycle,
- it is held primarily for the purpose of trading,
- it is due to be settled within twelve months after the reporting period, or
- there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

(f) Fair value measurement

A number of the Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

In estimating the fair value of an asset or liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs)

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

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

SUMMARY OF THE MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION (Contd.)

(All amounts in ₹ in Million, unless otherwise stated)

(g) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises of purchase price, freight, non-refundable taxes and duties and any other cost attributable to bring the asset to its working condition for its intended use. Expenditure directly relating to construction activity is capitalised if the recognition criteria are met. Indirect expenditure is capitalised to the extent those relate to the construction activity or is incidental thereto. All other repair and maintenance costs are recognised in profit or loss as incurred.

Direct expenditure incurred and other attributable costs on projects under construction are treated as expenditure during construction period pending capitalisation and are termed as Capital work-in-progress and shown at cost in the Balance Sheet.

Gain or losses arising from derecognition of an item of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

Capital work-in-progress includes cost of property, plant and equipment that are not ready for their intended use.

Capital work-in-progress are not depreciated as these assets are not yet available for use.

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation on property, plant and equipment is provided on Straight-Line Method over their estimated useful lives as estimated by management. The details of useful lives as assessed by the management and as prescribed in the Schedule II to the Companies Act, 2013 is as follows:

Particulars	Management estimates (No. of years)	Schedule II (No. of years)
Buildings	60 years	60 years
Plant and equipment	15 years	15 years
Furniture and fixtures	8 years	10 years
Vehicles	8 - 10 years	8 - 10 years
Office equipment	5 years	5 years
Electrical installations and equipment	8 - 10 years	10 years
Computers and data processing units	3 - 6 years	3 - 6 years
Other equipments	15 years	15 years

Leasehold improvements are depreciated on Straight-Line Method over the lease period or the useful lives as determined by management, whichever is lower.

(h) Other intangible assets

Intangible assets in the nature of computer software are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

Amortisation of other intangible assets

Intangible assets are amortised on a Straight-Line Method basis over the estimated useful economic life. The intangible assets are amortised over a period of three years from the date when the asset is available for use, as estimated by management. If the persuasive evidence exists to the affect that useful life of an intangible asset exceeds three years, the Group amortises the intangible asset over the best estimate of its useful life.

(i) Impairment of non-financial assets

At each reporting date, the Group assesses whether there is any indication that an asset may be impaired, based on internal or external factors. If any such indication exists, the Group estimates the recoverable amount of the asset or the cash generating unit. If such recoverable amount of the asset or cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the Statement of Profit and Loss. If, at the reporting date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount. Impairment losses previously recognised are accordingly reversed in the Statement of Profit and Loss.

(j) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss ('FVTPL'), transaction costs that are attributable to the acquisition of the financial asset. However, trade receivables that do not contain a significant financing component are measured at transaction price. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in to following categories:

- Debt instruments at amortised cost

Debt instruments at amortised cost

A 'debt instrument' is 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, financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the Statement of Profit and Loss.

Cash and cash equivalents

Cash and cash equivalents represent cash and bank balances and fixed deposits with banks with original maturity of less than three months. Cash and cash equivalent are readily convertible into known amounts of cash and are subject to an insignificant risk of changes in value.

Trade receivables

Trade receivables are subsequently measured at amortised cost using the effective interest rate (EIR) method.

De-recognition

The Group de-recognises a financial asset only when the contractual rights to the cash flows from the asset expires or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

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 following financial assets and credit risk exposures:

a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, deposits, trade receivables, commission receivables, other advances and bank balances; and

b) Trade receivables

The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

SUMMARY OF THE MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION (Contd.)
(All amounts in ₹ in Million, unless otherwise stated)

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

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 is required to consider –

- All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets, and
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

Financial Liabilities

Initial recognition and measurement

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, loans and borrowings.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in statement of profit and loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss.

Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of period which are unpaid. The amounts are unsecured and are usually paid as per agreed terms. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

De-recognition

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 derecognition 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.

(k) Taxes

Tax expense comprises of current and deferred tax.

i) Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current taxes are recognised in Profit or Loss, except when they relate to items that are recognised in Other Comprehensive Income or directly in equity in which case, the income taxes are recognised in Other Comprehensive Income or directly in equity respectively.

The Group recognises interest levied on income tax as interest expenses.

ii) Deferred tax

Deferred tax is provided using the Balance Sheet method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax assets are recognised for all deductible temporary differences and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient future taxable profit will be available to allow all or part of the deferred tax asset to be utilised. 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 profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

(l) Inventories

Inventory is valued at lower of cost and net realisable value.

Cost includes purchase price, duties and taxes (other than those subsequently recoverable by the Group from the concerned revenue authorities), freight inwards and other expenditure incurred in bringing such inventories to their present location and condition. Trade discounts, rebates and other similar items are deducted in determining the costs of purchase. In determining the cost, weighted average cost method is used. The carrying cost of inventories are appropriately written down when there is a decline in the net realisable value of such materials. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

(m) Borrowing costs

Borrowing costs consists of interest, ancillary costs and other costs in connection with the borrowing of funds.

Borrowing costs attributable to acquisition and/or construction of qualifying assets are capitalised as a part of the cost of such assets, up to the date such assets are ready for their intended use. Other borrowing costs are charged to the Statement of Profit and Loss.

(n) Provisions and contingencies

Provisions

A provision is recognised when the Group has a present obligation (legal or constructive) as a result of past event i.e., it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingencies

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases, where there is a liability that cannot be recognised because it cannot be measured reliably. The Group does not recognise a contingent liability but discloses its existence in the financial statements unless the probability of outflow of resources is remote.

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date.

(o) Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. The Group has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

Revenue is recognised on satisfaction of performance obligation upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Group expects to receive in exchange for those products or services.

Given the nature of business, the period between the transfer of goods and payment by the customer is generally immediate and is less than one year for wholesale sales, accordingly management has determined that there are no adjustments needed to the transaction prices for the time value of money.

The Group satisfies a performance obligation and recognises revenue over time, if one of the following criteria is met:

i. the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs; or

ii. the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or

iii. the Group's performance does not create an asset with an alternative use to the Group and an entity has an enforceable right to payment for performance completed to date.

For performance obligations where one of the above conditions are not met, revenue is recognised at the point in time at which the performance obligation is satisfied.

Revenue in excess of invoicing are classified as contract asset while collections in excess of revenues are classified as contract liabilities.

Further, at the time of revenue recognition, the entity also determines whether there are any material unsatisfied performance obligations and determines the portion of the aggregate consideration, if any, that needs to be allocated and deferred.

Specifically, the following basis is adopted for various sources of income:

Sale of goods

Revenue from sale of goods comprises the sale of consumer electronics and durables and is recognised at a point in time, on satisfaction of performance obligation upon transfer of control of promised products which generally coincides with delivery. Amounts disclosed as revenue are net of returns, trade allowances, rebates and exclusive of goods and services tax.

Commission and incentives

Revenue in relation to commission and incentives are recognised when the right to receive and performance of agreed contractual task has been completed in accordance with the terms of agreements entered and are linked to sale of goods.

(p) Retirement and other employee benefits

Provident fund and employee state insurance fund are defined contribution schemes and is charged to the Statement of Profit and Loss of the period when the contributions to the respective funds are due. There are no other obligations other than the contribution payable to the respective authorities.

Gratuity is a defined benefit obligation and is provided for on the basis of an actuarial valuation as per the projected unit credit method made at the end of period.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to statement of profit and loss in subsequent periods.

(q) Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i. Right-of-use assets:

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a Straight-Line Method basis over the balance lease term.

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment. Refer to the accounting policies in section (i) Impairment of non-financial assets.

ii. Lease liabilities:

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including insubstance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

iii. Short-term leases and leases of low-value assets:

The Group applies the short-term lease recognition exemption to its short-term leases i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a Straight-Line Method basis over the lease term.

(r) Cash flow statement

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

(s) Segment reporting

The management has assessed the identification of reportable segments in accordance with the requirements of Ind AS 108 'Operating Segment' and believes that the Group has only one reportable segment namely "retailing and wholesale of electronic household items and accessories through its stores and online platforms". Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Executive Officer, and the Managing Director, who together constitute as Chief Operating Decision Maker ('CODM').

(t) Dividends

Annual dividend distribution to the shareholders is recognised as a liability in the period in which the dividend is approved by the shareholders. Any interim dividend paid is recognised on approval by Board of Directors.

(u) Earnings per equity share

Basic earnings per equity share are calculated by dividing the profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per equity share, the profit 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.

SUMMARY OF THE MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION (Contd.)

(All amounts in ₹ in Million, unless otherwise stated)

3. (A) MATERIAL ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of these consolidated financial statements requires the 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. 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. The key assumptions concerning the future and other key sources of estimation uncertainties 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:

Judgements

In the process of applying the Group's accounting policies, management has made the following judgments, which have the most significant effect on the amounts recognised in the consolidated financial statements.

Leases

(1) Lease term:

Ind AS 116 require lessees to determine the lease term as the non-cancellable period of lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Group makes an assessment on the expected lease term on lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Group considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to termination of the underlying assets and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances. After considering current and future economic conditions, the Group has concluded that no change is required to lease period relating to the existing lease contracts.

(2) Discount rate:

The Group cannot readily determine the interest rate implicit in the lease, therefore it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group 'would have to pay' which requires elimination when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease. The Group estimates the IBR using observable inputs such as comparable interest rates for similar instruments and availing a quote from lenders, if required.

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 Group based its assumptions and estimates on parameters available when the consolidated 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 Group. Such changes are reflected in the assumptions when they occur.

Deferred income taxes

The assessment of the probability of future taxable profit in which deferred tax assets can be utilised is based on the Group's latest approved forecast, which is adjusted for significant non-taxable profit and expenses and specific limits to the use of any unused tax loss. The tax rules in the jurisdiction in which the Group operates are also carefully taken into consideration. If a positive forecast of taxable profit indicates the probable use of a deferred tax asset, especially when it can be utilised without a time limit, that deferred tax asset is usually recognised in full.

Current income taxes

Material judgments are involved in determining the provision for income taxes including judgment on whether tax positions are probable of being sustained in tax assessments. A tax assessment can involve complex issues, which can only be resolved over extended time periods. The recognition of taxes that are subject to certain legal or economic limits or uncertainties is assessed individually by management based on the specific facts and circumstances.

Allowance for slow moving, damaged and obsolete inventory

An allowance for inventory to write down to the lower of cost or net realisable value is made by management based on the estimates of the selling price and direct cost to sell the slow moving/damaged inventory. The write down is included in the operating results.

Life time expected credit loss on trade and other receivables

Trade receivables do not carry any interest and are stated at their transaction value as reduced by life time expected credit losses ("LTECL"). As a practical expedient, the Group uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed. ECL impairment loss allowance (or reversal) for the period is recognised as income/expense in the statement of profit and loss (P&L). This amount is reflected under the head other expenses/other income in the P&L. ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Group does not reduce impairment allowance from the gross carrying amount.

Impairment of non-financial assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Units (CGU's) fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or a group of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transaction is taken into account, if no such transactions can be identified, an appropriate valuation model is used.

Impairment of financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

Employee benefits plan

The cost of defined benefit gratuity plan as well as the present value of the gratuity obligation are determined using actuarial valuations. The actuarial valuation involves making various assumptions. These include the determination of the discount rates, expected rates of return of assets, future salary increase and mortality rates. Due to the complexity of the valuation, the underlying assumptions, defined benefit obligations are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Depreciation on property, plant and equipment:

Depreciation on property, plant and equipment is calculated on a Straight-Line Method basis based on the useful lives estimated by the management. Management has reviewed the useful lives and residual values and assessed that no changes are necessary from the previously estimated useful lives and residual values of the property, plant and equipment.

Incentive Income

Accrual and measurement of Incentive Income involves management judgements and significant estimates in relation to forecast of expected volume of purchases and sales along with evaluation of expected compliances with various terms and conditions of eligible schemes and assessment of reasonable certainty of the scheme targets being met and incentives being realised from the vendors. Accordingly, changes to these estimates would have a considerable impact on the incentive income accruals and realisability.

3. (B) NEW AND AMENDED STANDARDS

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) Amendment Rules, 2023 dated 31st March 2023 to amend the following Ind AS which are effective for annual periods beginning on or after 01st April 2023.

(i) Disclosure of Accounting Policies - Amendments to Ind AS 1

The amendments aim to help entities provide accounting policy disclosures that are more useful

SUMMARY OF THE MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION (Contd.)
(All amounts in ₹ in Million, unless otherwise stated)

by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.

The amendments have had an impact on the Group's disclosures of accounting policies, but not on the measurement, recognition or presentation of any items in the Company's consolidated financial statements.

(ii) Definition of Accounting Estimates - Amendments to Ind AS 8

The amendments had no impact on the Company's consolidated financial statements.

(iii) Deferred Tax related to Assets and Liabilities arising from a Single Transaction - Amendments to Ind AS 12

The amendments had no impact on the Company's consolidated financial statements.

3. (C) STANDARDS AND RECENT PRONOUNCEMENTS ISSUED BUT NOT YET EFFECTIVE

MCA notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended 31st March 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Group.

(All amounts in ₹ in Million, unless otherwise stated)

4 PROPERTY, PLANT AND EQUIPMENT

	Land	Buildings	Plant and equipment	Furniture and fixtures	Vehicles	Office equipment	Electrical installations and equipment	Computers and data processing units	Leasehold improvements	Other equipments	Total
Gross carrying amount											
As at 01st April 2022	**503.35**	**1,373.86**	**70.20**	**320.64**	**107.61**	**84.20**	**165.09**	**49.27**	**751.55**	**0.01**	**3,425.78**
Additions during the year	1,858.20	213.11	10.19	102.32	16.16	18.14	58.07	11.93	272.14	-	2,560.26
As at 31st March 2023	**2,361.55**	**1,586.97**	**80.39**	**422.96**	**123.77**	**102.34**	**223.16**	**61.20**	**1,023.69**	**0.01**	**5,986.04**
Additions during the year	585.04	42.66	15.83	62.99	50.17	30.90	51.29	19.29	369.45	-	1,227.62
As at 31st March 2024	**2,946.59**	**1,629.63**	**96.22**	**485.95**	**173.94**	**133.24**	**274.45**	**80.49**	**1,393.14**	**0.01**	**7,213.66**
Accumulated depreciation											
Up to 31st March 2022	**-**	**66.25**	**13.16**	**115.60**	**35.85**	**47.96**	**38.84**	**28.41**	**284.98**	**-**	**631.05**
Charge for the period	-	25.28	5.31	43.79	14.73	13.00	22.86	12.16	119.29	-	256.42
Up to 31st March 2023	**-**	**91.53**	**18.47**	**159.39**	**50.58**	**60.96**	**61.70**	**40.57**	**404.27**	**-**	**887.47**
Charge for the period	-	27.28	6.24	53.16	17.65	15.49	28.53	13.23	142.26	-	303.84
Up to 31st March 2024	**-**	**118.81**	**24.71**	**212.55**	**68.23**	**76.45**	**90.23**	**53.80**	**546.53**	**-**	**1,191.31**
Net carrying amount											
As at 31st March 2024	**2,946.59**	**1,510.82**	**71.51**	**273.40**	**105.71**	**56.79**	**184.22**	**26.69**	**846.61**	**0.01**	**6,022.35**
As at 31st March 2023	**2,361.55**	**1,495.44**	**61.92**	**263.57**	**73.19**	**41.38**	**161.46**	**20.63**	**619.42**	**0.01**	**5,098.57**

(a) **Title deeds of immovable properties not held in the name of the Holding Company**

As at 31st March 2024 & 31st March 2023

Relevant line item in the Balance Sheet*	Gross Carrying Value		Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter/director or employee of promoter/director	Property held since which date
	Land	Building			
Property, plant and equipment	16.80	61.63	Pavan Kumar Bajaj	Promoter	10th September 2018
Property, plant and equipment	50.54	114.97	M/s Bajaj Electronics	Erstwhile Partnership Firm	10th September 2018
Property, plant and equipment	127.20	88.23	M/s Bajaj Electronics, Pavan Kumar Bajaj, Karan Bajaj	Erstwhile Partnership Firm & Promoters	10th September 2018
	194.54	**264.83**			

**None of the above mentioned properties are in dispute.*

Note: Immovable properties referred above were acquired by the Holding Company pursuant to the conversion of partnership firm viz. Bajaj Electronics, with effect from 10th September 2018. Management has taken necessary steps and presently in the process of incorporating the Holding Company's name in the title deeds of these immovable properties.

SUMMARY OF THE MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION (Contd.)

(All amounts in ₹ in Million, unless otherwise stated)

5 CAPITAL WORK-IN-PROGRESS

	As at 31st March 2024	As at 31st March 2023
Capital work-in-progress	449.38	138.77
	449.38	**138.77**

(a) **Details of Preoperative expenditure/expenditure during construction period pending capitalisation**

	As at 31st March 2024	As at 31st March 2023
Finance costs	109.29	67.37
Employee benfits expense	-	11.76
Other expenses		
Travelling expenses	3.69	3.02
	112.98	**82.15**
Less: Expenses capitalised during the year	-	(29.58)
	112.98	**52.57**

(b) **Capital work-in-progress (CWIP) ageing schedule**

	Amount in CWIP for a year of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress:					
31st March 2024	359.77	71.10	18.51	-	**449.38**
31st March 2023	119.88	18.89	-	-	**138.77**

(c) Movement of CWIP

	As at 31st March 2024	As at 31st March 2023
Opening Balance	138.77	238.44
Add : Additions during the year	581.60	1,186.83
Less: Capitalised during the year	(270.99)	(1,286.50)
Closing Balance	**449.38**	**138.77**

(d) There are no projects temporarily suspended as at 31st March 2024 and 31st March 2023.

(e) The Group has no capital work-in-progress whose completion is overdue or has exceeded its cost compared to its original plan as at 31st March 2024 and 31st March 2023.

6 OTHER INTANGIBLE ASSETS

	Computer Software	Trademarks	Total
Gross carrying amount			
As at 01st April 2022	**28.30**	**1.21**	**29.51**
Additions during the year	2.74	0.68	**3.42**
As at 31st March 2023	**31.04**	**1.89**	**32.93**
Additions during the year	15.81	-	15.81
As at 31st March 2024	**46.85**	**1.89**	**48.74**
Accumulated amortisation			
Up to 31st March 2022	**22.95**	**0.98**	**23.93**
Charge for the year	3.41	0.13	3.54
Up to 31st March 2023	**26.36**	**1.11**	**27.47**
Charge for the year	3.72	0.18	**3.90**
Up to 31st March 2024	**30.08**	**1.29**	**31.37**
Net carrying amount			
As at 31st March 2024	**16.77**	**0.60**	**17.37**
As at 31st March 2023	**4.68**	**0.78**	**5.46**

(All amounts in ₹ in Million, unless otherwise stated)

7 OTHER FINANCIAL ASSETS

	As at 31st March 2024	As at 31st March 2023
(a) **Non-current**		
(Unsecured, considered good)		
Fixed deposits with banks#	0.63	547.93
Margin money deposits*	153.43	78.65
Security deposits with:		
- related party	4.55	4.15
- others	345.05	298.42
	503.66	**929.15**
(b) **Current**		
(Unsecured, considered good)		
Interest accrued	19.66	52.89
Other receivables	20.00	30.56
	39.66	**83.45**

*Represents deposits held as security against loans availed by the Group.

#Includes deposits amounting to ₹ Nil (31st March 2023 : ₹ 547.36) held with banks towards unutilised amounts received from IPO and earmarked for utilisation towards objects of the IPO after 12 months from the date of balance sheet.

8 OTHER ASSETS

	As at 31st March 2024	As at 31st March 2023
(a) **Non-current**		
(Unsecured, considered good)		
Capital advances	280.31	99.45
	280.31	**99.45**
(b) **Current**		
(Unsecured, considered good)		
Advances to vendors	1,515.11	1,355.58
Balances with government authorities	1,379.27	1,381.62
Prepaid expenses	70.01	61.94
Other advances	34.95	34.19
	2,999.34	**2,833.33**

9 INVENTORIES

	As at 31st March 2024	As at 31st March 2023
Valued at the lower of cost or net realisable value		
Stock-in-trade*	9,692.76	7,735.34
	9,692.76	**7,735.34**

*Net of ₹ 43.32 (31st March 2023: ₹ 56.13) representing adjustment towards provision for net realisable value and slow moving inventories.

SUMMARY OF THE MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION (Contd.)

(All amounts in ₹ in Million, unless otherwise stated)

10 TRADE RECEIVABLES

	As at 31st March 2024	As at 31st March 2023
Trade receivables considered good - secured	-	-
Trade receivables considered good - unsecured	1,819.08	1,388.17
Trade receivables which have significant increase in credit risk	-	-
Trade receivables - Credit impaired	-	-
	1,819.08	**1,388.17**
Less: Expected Credit Loss	4.89	4.05
	1,814.19	**1,384.12**

(i) There are no dues from Directors or other officers of the group either severely or jointly with any other person or from firms or private companies in which any director is a partner, a director, or a member.

(ii) Trade receivables are non-interest bearing and are generally on terms of 30 to 60 days.

(a) Trade receivables ageing schedule

(i) *Trade receivables, unscecured, considered good and undisputed:*

Particulars	Unbilled dues#	Outstanding from the due date of payment					Less : Expected Credit Loss	Total
		Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years		
31st March 2024	1,416.33	371.66	18.79	6.75	2.36	3.19	(4.89)	**1,814.19**
31st March 2023	1,138.42	224.65	16.18	2.89	3.83	2.20	(4.05)	**1,384.12**

(ii) *Trade receivables, which have significant increase in credit risk:*

Trade receivables, which have significant increase in credit risk is ₹ Nil as at 31st March 2024 (31st March 2023: ₹ Nil).

(iii) *Trade receivables credit impaired:*

Trade receivables, credit impaired is ₹ Nil as at 31st March 2024 (31st March 2023: ₹ Nil).

(ii) *Trade receivables, disputed:*

There are no secured and there are no disputed trade receivables outstanding as at 31st March 2024 and 31st March 2023.

#Represents incentive income and commission income accrued as per the agreed terms.

(b) Considering the nature of business of the entity i.e., retailing of electronics, with only a small portion being wholesale sales, majority of the amounts are collected at the time of sales or through financing model and accordingly, the Company measures the expected credit loss of trade receivables based on historical trend, industry practices and the business environment in which the entity operates. Loss rates are based on actual credit loss experience and past trends. Based on the historical data, loss on collection of receivables is not material hence no additional disclosures are presented.

(All amounts in ₹ in Million, unless otherwise stated)

11 CASH AND BANK BALANCES

	As at 31st March 2024	As at 31st March 2023
Cash and cash equivalents		
Balances with banks		
- on current accounts*	263.98	331.31
Cash on hand	50.41	22.34
Deposits with maturity less than 3 months	540.35	1,677.92
	854.74	**2,031.57**
Bank balances other than above		
Margin money deposits**	153.43	78.65
Fixed deposits with maturity year of more than 12 months	0.63	0.57
Less: Amounts reclassified to other non-current financial assets	(154.06)	(79.22)
	854.74	**2,031.57**

*There are no repatriation restrictions with regard to cash and cash equivalents.

**Represents deposits held as a security against loans availed by the Group.

12 LOANS

	As at 31st March 2024	As at 31st March 2023
(Unsecured, considered good)		
Loans to:		
- employees	15.26	11.53
	15.26	**11.53**

Note: There are no dues from Directors or other officers of the group either severely or jointly with any other person or from firms or private companies in which any director is a partner, a director, or a member.

13 EQUITY SHARE CAPITAL

	As at 31st March 2024		As at 31st March 2023	
	Number of shares	Amount	Number of shares	Amount
Authorised				
Equity shares of ₹ 10 each	1,00,00,00,000	10,000.00	1,00,00,00,000	10,000.00
	1,00,00,00,000	**10,000.00**	**1,00,00,00,000**	**10,000.00**
Issued, subscribed and fully paid-up				
Equity shares of ₹ 10 each	38,47,48,762	3,847.49	30,00,03,000	3,000.03
Issued during the year (refer note a(i))	-	-	8,47,45,762	847.46
	38,47,48,762	**3,847.49**	**38,47,48,762**	**3,847.49**

(a) **Reconciliation of equity shares outstanding at the beginning and end of the reporting year**

	As at 31st March 2024		As at 31st March 2023	
	Number of shares	Amount	Number of shares	Amount
Equity shares of ₹ 10 each				
Balance at the beginning	38,47,48,762	3,847.49	30,00,03,000	3,000.03
Issued during the year (refer note a(i))	-	-	8,47,45,762	847.46
At the end of the reporting year	38,47,48,762	3,847.49	38,47,48,762	3,847.49

(a) (i) **Equity shares issued during the year**

During the financial year ended 31st March 2023, pursuant to the initial public offering of equity shares, the Holding Company received a sum of ₹ 4,646.02 (net of issue expenses) on issuance of 84,745,762 equity shares of ₹ 10 each at a premium of ₹ 49 each. The Holding Company's equity shares are listed and traded on both the National Stock Exchange of India Limited and BSE Limited.

SUMMARY OF THE MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION (Contd.)
(All amounts in ₹ in Million, unless otherwise stated)

(b) **Terms/rights attached to equity shares**

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The Group declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders in the ensuing general meeting.

In the event of liquidation of the Group, the holders of equity shares will be entitled to receive remaining assets of the Group. 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 in the Company**

	As at 31st March 2024		As at 31st March 2023	
	Number of shares	% of holding	Number of shares	% of holding
Equity shares of ₹ 10 each fully paid				
Pavan Kumar Bajaj	13,85,91,793	36.02%	15,20,57,999	39.52%
Karan Bajaj	13,82,59,848	35.94%	14,78,78,566	38.44%
NIPPON LIFE INDIA TRUSTEE LTD	2,04,21,559	5.31%	-	-

(d) **Details of equity shares issued without payment being received in cash**

During the year ended 31st March 2019, the Company had issued 30,00,03,000 equity shares of ₹ 10 each fully paid up to the partners of the erstwhile partnership firm M/s. Bajaj Electronics pursuant to conversion of the said firm into the Company.

(e) **Shareholding of promoters**

For the purpose of reporting of the shareholding of promoters, Mr Pavan Kumar Bajaj and Mr Karan Bajaj has been considered as promoters as defined under the Provisions of the Companies Act, 2013. There was change in the promoter holding during the year ended 31st March 2023 owing to fresh issue of equity shares via IPO as detailed in note 13(a)(i) above. Further, refer table below for details of changes in promoters share holding during the year ended 31st March 2024.

	As at 31st March 2024		As at 31st March 2023		% Change during the year
	Number of shares	% of holding	Number of shares	% of holding	
Equity shares of ₹ 10 each fully paid-up					
Pavan Kumar Bajaj	13,85,91,793	36.02%	15,20,57,999	39.52%	(3.50%)
Karan Bajaj	13,82,59,848	35.94%	14,78,78,566	38.44%	(2.50%)

14 OTHER EQUITY

	As at 31st March 2024	As at 31st March 2023
Retained earnings - Surplus in the statement of profit and loss		
At the beginning of the year	4,187.78	2,959.78
Add: Profit for the year	1,839.47	1,228.00
At the end of the year	**6,027.25**	**4,187.78**
Securities Premium		
At the beginning of the year	3,798.56	-
Add: Premium on equity shares issued during the year	-	4,152.54
Less: Share issue expenses (refer note 13 a(i))	-	(353.98)
At the end of the year	**3,798.56**	**3,798.56**
Other comprehensive income		
Actuarial gain on employment benefits:		
At the beginning of the year	9.27	5.30
Add: Other comprehensive income for the year	14.02	3.97
At the end of the year	**23.29**	**9.27**
	9,849.10	**7,995.61**

(All amounts in ₹ in Million, unless otherwise stated)

Nature and purpose of reserves

(a) **Retained earnings - Surplus in Statement of Profit and Loss**

Surplus in Statement of Profit and Loss represents the profits that the Group has earned till date, less any transfers to general reserve, dividends or other distributions to shareholders.

(b) **Securities Premium**

Securities premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

(b) **Other Comprehensive Income**

The reserve represents the remeasurement gains arising from the actuarial valuation of the defined benefit obligations of the Group. The remeasurement gains are recognised in other comprehensive income and accumulated under this reserve within equity. The amounts recognised under this reserve are not reclassified to Statement of Profit and Loss.

15 BORROWINGS

		As at 31st March 2024	As at 31st March 2023
(a)	Non-current borrowings		
	Secured		
	Term loans from		
	- Banks [refer note 15(i) and (ii)]	751.85	996.40
	- Financial institutions [refer note 15(i) and (ii)]	495.58	261.00
		1,247.43	**1,257.40**
	Less: Current maturities of non-current borrowings	(267.63)	(249.86)
		979.80	**1,007.54**
(b)	Current borrowings		
	Secured, loans repayable on demand		
	Working capital loans from:		
	- Banks [refer note 15(iii)(1) to 15(iii)(3)]	4,358.22	3,889.84
	- Financial institutions [refer note 15(iii)(4)]	-	995.70
	Current maturities of non-current borrowings	267.63	249.86
		4,625.85	**5,135.40**
	Unsecured, loans repayable on demand		
	- Banks [refer note 15(iii)(5)]	353.94	520.06
	- Financial institutions [refer note 15(iii)(6)]	1,168.47	607.92
		1,522.41	**1,127.98**
	Total current borrowings	**6,148.26**	**6,263.38**

Changes in liabilities arising from financing activities

The below section sets out an analysis of liabilities arising from financing activities and the movements for the year ended presented:

	As at 31st March 2024	As at 31st March 2023
Lease liabilities (refer note 36)	8,570.46	7,046.61
Current borrowings	5,880.63	6,013.52
Non-current borrowings	1,247.43	1,257.40
Interest accrued (refer note 18)	21.38	23.00
Liabilities arising from financing activities	**15,719.90**	**14,340.53**

SUMMARY OF THE MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION (Contd.)

(All amounts in ₹ in Million, unless otherwise stated)

	Liabilities from financing activities				
	Lease liabilities	Interest accrued	Current borrowings	Non-current borrowings	Total
As at 01st April 2022	**5,551.77**	**24.77**	**5,317.59**	**618.82**	**11,512.95**
Cash inflows/(outflows), net	(260.87)	-	695.93	638.58	1,073.64
Interest expense for the year	552.65	467.48	-	-	1,020.13
Interest paid during the year	(552.65)	(469.25)	-	-	(1,021.90)
Other non-cash movements					
- Lease liabilities recognised during the year	1,821.21	-	-	-	1,821.21
- Lease liabilities derecognised during the year	(72.38)	-	-	-	(72.38)
- Rent concessions during the year	6.88	-	-	-	6.88
As at 31st March 2023	**7,046.61**	**23.00**	**6,013.52**	**1,257.40**	**14,340.53**
Cash inflows/(outflows), net	(304.67)	-	(132.89)	(9.97)	(447.53)
Interest expense for the year	708.25	451.02	-	-	1,159.27
Interest paid during the year	(708.25)	(452.64)	-	-	(1,160.89)
Other non-cash movements					
- Lease liabilities recognised during the year	1,871.66	-	-	-	1,871.66
- Lease liabilities derecognised during the year	(54.81)	-	-	-	(54.81)
- Others	11.67	-	-	-	11.67
As at 31st March 2024	**8,570.46**	**21.38**	**5,880.63**	**1,247.43**	**15,719.90**

(i) Terms and conditions of secured term loans from banks and financial institutions and nature of security:

S. No.	Name	As at		Interest rate (%)		Repayment terms
		31st March 2024	31st March 2023	31st March 2024	31st March 2023	
1	ICICI Bank	340.91	431.82	MCLR* + 0.65% i.e. 9.40% p.a.	MCLR* + 0.65% i.e. 7.90% p.a.	Repayable in 22 QEMI's starting from 23rd August 2022
2	ICICI Bank	61.36	77.73	MCLR* + 0.65% i.e. 9.40% p.a.	MCLR* + 0.65% i.e. 8.20% p.a.	Repayable in 22 QEMI's starting from 23rd August 2022
3	ICICI Bank	92.05	116.59	MCLR* + 0.65% i.e. 9.40% p.a.	MCLR* + 0.65% i.e. 8.40% p.a.	Repayable in 22 QEMI's starting from 23rd August 2022
4	ICICI Bank	161.45	204.51	MCLR* + 0.65% i.e. 9.40% p.a.	MCLR* + 0.65% i.e. 8.55% p.a.	Repayable in 22 QEMI's starting from 23rd August 2022
5	AXIS Bank	96.08	165.75	MCLR* + 0.60% i.e. 9.15% p.a.	MCLR* + 0.60% i.e. 8% p.a.	Repayable in 39 EMI's starting from 31st July 2022
6	Bajaj Finance Limited ('BFL')	255.56	261.00	Current BFL Floating Reference Rate - 12.90% i.e., 8.75%	Current BFL Floating Reference Rate - 12.90% i.e., 9.75%	Repayable in 231 EMI's starting from 02nd August 2022
7	Bajaj Finance Limited ('BFL')	190.55	-	Current BFL Floating Reference Rate - (23.20%-14.45%) i.e., 8.75%	-	Repayable in 120 EMI's starting from 02nd Nov 2023
8	Bajaj Finance Limited ('BFL')	49.47	-	Current BFL Floating Reference Rate - (23.45%-14.70%) i.e., 8.75%	-	Repayable in 120 EMI's starting from 02nd February 2024
		1,247.43	**1,257.40**			

Term loan outstanding to the tune of:

(a) (i) The above term loans are secured by way of:

(I) By way of mortgage against specific buildings owned by the Group

(II) Personal guarantees of Pavan Kumar Bajaj and Karan Bajaj.

Additionally, loan from ICICI Bank is also secured against exclusive charge on debt service reserve account (DSRA).

(All amounts in ₹ in Million, unless otherwise stated)

(ii) Maturity profile of long-term borrowings:

	As at 31st March 2024	As at 31st March 2023
Within 1 year	267.63	249.86
1-2 years	226.95	250.40
2-5 years	395.97	528.56
More than 5 years	356.88	228.58
	1,247.43	**1,257.40**

(iii) Terms and conditions of working capital loans from banks and financial institution:

S. No.	Name	As at 31st March 2024	As at 31st March 2023	Repayment terms	Types of security
1	HDFC Bank Limited ('HDFC')#	3,452.79	3,889.84	Payable on demand	(i) First exclusive charge on: - stock and book debts (including credit card receivables) of the Company; - all the movable property, plant and equipment of the Company; and - extension of exclusive charge on the current assets.
2	ICICI Bank Limited ('ICICI')#	5.43	-	Payable on demand	Second charge on specific buildings owned by the Company charged to ICICI Bank for Term Loan facility
3	AXIS Bank Limited ('AXIS')#	900.00	-	Payable on demand	(i) First exclusive charge on: - stock and book debts (including credit card receivables) of the Company; - all the movable property, plant and equipment of the Company; and - extension of exclusive charge on the current assets.
4	Bajaj Finance Limited ('BFL')^	-	995.70	Payable on demand	(i) First pari-passu charge with HDFC on: - hypothecation of stocks, book debts and property, plant and equipment; - certain specific buildings pledged with HDFC; and - minimum collateral cover for immovable assets to be maintained at 0.35 times during the tenor of the facility.
5	IDFC First Bank Ltd ('IDFC')#	353.94	520.06	Payable on demand	Not Applicable
6	Bajaj Finance Limited ('BFL')#	1,168.47	607.92	Payable on demand	Not Applicable
		5,880.63	**6,013.52**		

Working capital loans from HDFC carries an interest rate of MCLR*+0.75% p.a.(31st March 2023: MCLR*+0.75% p.a) and AXIS Bank carries an interest rate of MCLR*+0.25% p.a.(31st March 2023: Nil) and ICICI Bank carries an interest rate of MCLR*+0.60% p.a. (31st March 2023: Nil). Unsecured Loans from IDFC carries a interest rate of 9.50% (31st March 2023: 9.50%) and BFL carries an interest rate of 12.75% (31st March 2023: 12.75%).

*Marginal cost of funds based lending rate.

^ Working capital loans from BFL carries an interest rate of Nil. (31st March 2023: 9.75% p.a)

Note: The aforementioned working capital loans from banks and financial institution are personally guaranteed by Pavan Kumar Bajaj, Karan Bajaj and Renu Bajaj. Further, the working capital facility availed from HDFC bank is also secured by way of pledge of certain personal properties of Pavan Kumar Bajaj, Karan Bajaj, Renu Bajaj and Astha Bajaj.

SUMMARY OF THE MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION (Contd.)

(All amounts in ₹ in Million, unless otherwise stated)

16 PROVISIONS

	As at 31st March 2024	As at 31st March 2023
Non-current		
Provision for employee benefits		
- Gratuity, funded (refer note 23(b))	2.44	17.07
	2.44	**17.07**
Current		
Provision for sales return (refer note (a))	130.38	106.74
	130.38	**106.74**

(a) **Movement in Provision for sales return**

	As at 31st March 2024	As at 31st March 2023
Opening Balance	106.74	72.32
Add : Provision created during the year	130.38	106.74
Less: Provison reversed during the year	(106.74)	(72.32)
Closing Balance	**130.38**	**106.74**

17 TRADE PAYABLES

	As at 31st March 2024	As at 31st March 2023
Trade payables		
- total outstanding dues of micro enterprises and small enterprises	5.68	4.97
- total outstanding dues of creditors other than micro enterprises and small enterprises	424.82	241.05
	430.50	**246.02**

(a) Trade payables are non-interest bearing and are normally settled based on the agreed payment terms.

(b) The Company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosures pursuant to the said MSMED Act are as follows:

	As at 31st March 2024	As at 31st March 2023
(i) The principal amount remaining unpaid as at the end of the year	5.68	4.97
(ii) The amount of interest accrued and remaining unpaid at the end of the year	-	-
(iii) Amount of interest paid by the Company in terms of Section 16, of (MSMED Act 2006) along with the amounts of payments made beyond the appointed date during the year	-	-
(iv) The amount of further interest remaining due and payable in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises for the purpose of disallowance as a deductible expenditure under Section 23 of the (MSMED Act 2006)	-	-

(c) **Trade payables ageing schedule**

As at 31st March 2024

Particulars	Outstanding for the following periods from					
	Unbilled dues	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
i) MSME	-	5.68	-	-	-	**5.68**
ii) Others	113.82	297.61	8.61	4.78	-	**424.82**
iii) Disputed dues-MSME	-	-	-	-	-	**-**
iv) Disputed dues-Others	-	-	-	-	-	**-**
Total	**113.82**	**303.29**	**8.61**	**4.78**	**-**	**430.50**

(All amounts in ₹ in Million, unless otherwise stated)

As at 31st March 2023

Particulars	Outstanding for the following periods from					
	Unbilled dues	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
i) MSME	-	4.97	-	-	-	**4.97**
ii) Others	90.88	133.07	11.20	5.90	-	**241.05**
iii) Disputed dues-MSME	-	-	-	-	-	**-**
iv) Disputed dues-Others	-	-	-	-	-	**-**
Total	**90.88**	**138.04**	**11.20**	**5.90**	**-**	**246.02**

18 OTHER FINANCIAL LIABILITIES

	As at 31st March 2024	As at 31st March 2023
At amortised cost		
Interest accrued	21.38	23.00
Creditors for capital expenditure (Other than MSME)	14.52	8.00
Creditors for expenses	19.06	84.92
Dues to employees	128.82	119.91
	183.78	**235.83**

19 OTHER CURRENT LIABILITIES

	As at 31st March 2024	As at 31st March 2023
Statutory liabilities	30.53	37.06
Provision for Corporate Social Responsibility expenditure	17.88	23.44
Advances received from customers (refer (a) below)	346.90	84.80
	395.31	**145.30**

(a) Movement in the Contract Liabilities during the year is as under. Total contract liabilities outstanding as on 31st March 2024 will be recognised in next 12 months.

	As at 31st March 2024	As at 31st March 2023
Opening Balance	84.80	137.95
Advance received during the year	1,229.61	1,061.83
Less : Revenue recognised during the year	(948.82)	(1,044.63)
Less : Other Adjustments during the year	(18.69)	(70.35)
	346.90	**84.80**

20 REVENUE FROM OPERATIONS

	For the year ended 31st March 2024	For the year ended 31st March 2023
Revenue from contracts with customers		
Sale of products - Consumer electronics and durables	59,155.39	50,899.60
Other operating revenue:		
- Commission income	1,194.65	632.25
- Incentive income	2,504.02	2,925.25
	62,854.06	**54,457.10**

(i) **Reconciliation of revenue from sale of products with the contracted price:**

	For the year ended 31st March 2024	For the year ended 31st March 2023
Revenue at contracted price	60,402.83	52,059.07
Less: Sales returns	1,247.44	1,159.47
Total revenue from contracts with customers	**59,155.39**	**50,899.60**

SUMMARY OF THE MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION (Contd.)

(All amounts in ₹ in Million, unless otherwise stated)

(ii) **Disaggregation of revenues:**

Revenue based on type of customer

	For the year ended 31st March 2024	For the year ended 31st March 2023
- Retail	58,417.74	50,095.13
- Wholesalers	598.78	565.79
- E-commerce	138.87	238.68
Total revenue from contracts with customers	**59,155.39**	**50,899.60**

(iii) The Group has operations only in India, hence there are no separately reportable geographical segments.

21 OTHER INCOME

	For the year ended 31st March 2024	For the year ended 31st March 2023
Other non-operating income:		
(i) Interest income on:		
- Bank deposits	63.21	61.48
- Security deposits	24.24	19.91
(ii) Miscellaneous income	13.28	21.00
(iv) Insurance claim on Loss of Stock	-	8.06
	100.73	**110.45**

22 CHANGES IN INVENTORIES OF STOCK-IN-TRADE

	For the year ended 31st March 2024	For the year ended 31st March 2023
Stock-in-trade at the beginning of the year	7,735.34	6,138.21
Less: Stock-in-trade at the end of the year	9,692.76	7,735.34
	(1,957.42)	**(1,597.13)**

23 EMPLOYEE BENEFITS EXPENSE

	For the year ended 31st March 2024	For the year ended 31st March 2023
Salaries and wages	1,041.82	865.67
Contribution to provident and other funds (refer note a)	46.09	43.20
Gratuity (refer note b)	16.46	13.99
Staff welfare expenses	10.45	29.35
	1,114.82	**952.21**
Less: Amount transferred to capital work-in-progress	-	11.76
	1,114.82	**940.45**

(a) Defined contribution plan

The Company contributed ₹ 38.43 (31st March 2023: ₹ 36.06) to provident fund and ₹ 7.66 (31st March 2023: ₹ 7.14) towards employee state insurance fund .

(b) Defined benefit plan

The Group provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Under the gratuity plan, every employee who has completed at least five years of service gets a gratuity on departure @ 15 days of last drawn salary for each completed year of service. The level of benefits provided depends on the member's length of service and salary at retirement age.

(All amounts in ₹ in Million, unless otherwise stated)

(i) The amounts recognised in the statement of profit and loss are as follows:

	For the year ended 31st March 2024	For the year ended 31st March 2023
Current service cost	15.19	13.48
Net interest cost (net of interest on plan assets)	1.27	0.51
Total amount recognised in the statement of profit and loss	**16.46**	**13.99**

(ii) The amounts recognised in the other comprehensive income are as follows:

	For the year ended 31st March 2024	For the year ended 31st March 2023
Actuarial gains	(14.02)	(3.97)
Total amount recognised in the other comprehensive income	**(14.02)**	**(3.97)**

(iii) Changes in present value of defined benefit obligation:

	As at 31st March 2024	As at 31st March 2023
Present value of defined benefit obligation at beginning of the year	68.55	57.63
Current service cost	15.19	13.48
Interest cost	4.78	3.78
Benefits paid	(4.40)	(2.37)
Re-measurement of actuarial gains on obligation	(14.02)	(3.97)
Present value of defined benefit obligation at end of the year	**70.10**	**68.55**

(iv) The fair value of defined benefit plan assets estimated as at:

	As at 31st March 2024	As at 31st March 2023
Fair value of plan assets at the beginning of the year	51.48	50.59
Add: Contributions made	17.07	-
Add: Interest income	3.51	3.27
Less: Benefits paid	(4.40)	(2.37)
Fair value of plan assets at the end of the year *	**67.66**	**51.48**

* Pertains to amount invested in Group variable employee benefit plan with HDFC Life Insurance.

(v) Reconciliation of present value of obligation and the fair value of plan assets

	As at 31st March 2024	As at 31st March 2023
Present value of defined benefit obligation at end of the year	70.10	68.55
Fair value of plan assets at the end of the year	67.66	51.48
Net liability recognised in the balance sheet	**2.44**	**17.07**

(vi) The assumptions used in accounting for the gratuity plan are set out as below:

	For the year ended 31st March 2024	For the year ended 31st March 2023
Discount rate	7.20%	7.45%
Retirement age	58 years	58 years
Salary escalation	8.00%	8.00%
Attrition rate	28.40%	3.45%
Mortality rate	100% of IALM 2012-14	100% of IALM 2012-14

The estimates of future salary increase considered in actuarial valuation take account of inflation, seniority, promotions and other relevant factors such as supply and demand in the employment market. The Group evaluates these assumptions annually based on its long-term plans of growth and industry standards.

SUMMARY OF THE MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION (Contd.)

(All amounts in ₹ in Million, unless otherwise stated)

(vii) Impact on defined benefit obligation - (decrease)/increase in liability

	As at 31st March 2024	As at 31st March 2023
Assumptions		
Sensitivity level		
- Discount rate : 1.00% increase	(2.18)	(7.98)
- Discount rate : 1.00% decrease	2.33	9.66
- Future salary : 1.00% increase	2.13	8.96
- Future salary : 1.00% decrease	(2.02)	(7.62)
- Attrition rate : 50.00% increase	(2.81)	(0.68)
- Attrition rate : 50.00% decrease	4.22	0.78
- Mortality rate : 10.00% increase	(0.01)	(0.01)
- Mortality rate : 10.00% decrease	-	-

The sensitivity analyses above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting year.

(viii) Defined benefit liability and employer contributions

The following contributions and undiscounted future benefit payments are expected:

	As at 31st March 2024	As at 31st March 2023
Expected future benefit payments		
Within 1 year	23.15	4.43
2 - 5 years	43.65	14.30
6 - 10 years	18.17	21.56
Beyond 10 years	5.78	186.16

24 FINANCE COSTS

	For the year ended 31st March 2024	For the year ended 31st March 2023
Interest expense on:		
- Financial liabilities measured at amortised cost	451.02	467.48
- Lease liabilities	708.25	552.65
Other borrowing costs	26.75	32.65
	1,186.02	**1,052.78**
Less: Amount transferred to capital work-in-progress (note (i))	109.29	67.37
	1,076.73	**985.41**

Note:

(i) The capitalisation rate used to determine the amount of borrowing costs transferred to capital work-in-progress is the weighted average interest rate applicable to the entity's general borrowings ranging between 8.50% p.a. to 11.00% p.a.

25 DEPRECIATION AND AMORTISATION EXPENSE

	For the year ended 31st March 2024	For the year ended 31st March 2023
On property, plant and equipment (refer note 4)	303.84	256.42
On other intangible assets (refer note 6)	3.90	3.54
On right-of-use assets (refer note 36)	749.12	593.83
	1,056.86	**853.79**

(All amounts in ₹ in Million, unless otherwise stated)

26 OTHER EXPENSES

	For the year ended 31st March 2024	For the year ended 31st March 2023
Rent	18.11	11.35
Power and fuel	385.45	319.57
Rates and taxes	54.20	40.31
Insurance	16.96	10.31
Repairs and maintenance:		-
- Buildings	378.46	344.00
- Others	79.18	60.97
Advertisement expenses	543.21	504.45
Business promotion expenses	122.82	102.79
Carriage outwards	42.95	27.37
Commission expenses	51.60	107.73
Communication expenses	31.91	28.93
Sales promotion expenses	1,655.07	1,415.55
Travelling and conveyance	27.39	24.00
Postage and courier charges	18.22	13.93
Printing and stationery	25.67	24.62
Professional and consultancy charges	31.16	19.68
Payments to auditor:		-
- As auditor*	7.17	5.05
- For other services	0.10	0.10
- Out of pocket expenses	0.12	0.12
Water charges	15.22	12.82
Director's sitting fee	3.90	4.60
Donations	0.17	0.10
Corporate social responsibility (refer note (a))	25.50	22.63
Miscellaneous expenses	7.19	7.78
	3,541.73	**3,108.76**
Less: Amount transferred to capital work-in-progress	3.69	3.02
	3,538.04	**3,105.74**

*excluding audit and certification fees amounting to ₹ 5.40 pertaining to Holding Company's IPO which have been adjusted against securities premium for the year ended 31st March 2023.

(a) **Details of Corporate Social Responsibility ('CSR') expenditure**

		For the year ended 31st March 2024	For the year ended 31st March 2023
a.	Gross amount required to be spent by the Group during the year	25.50	22.63
b.	Amount spent during the year on:		
	(i) Construction/acquisition of any asset	-	2.12
	(ii) On purposes other than (i) above	31.06	22.03
c.	Shortfall at the end of the year*	(5.56)	(1.52)
d.	Total of previous years shortfall	23.44	24.96
e.	Details of related party transactions	NA	NA
f.	Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately	NA	NA

SUMMARY OF THE MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION (Contd.)

(All amounts in ₹ in Million, unless otherwise stated)

g. Nature of CSR activities undertaken by the Group:

(i) Healthcare support

(ii) Education

(iii) Rural development

Note: Duly accrued in accordance with the accounting principles

27 INCOME TAXES

(a) Income tax expense recognised in the statement of profit and loss

	For the year ended 31st March 2024	For the year ended 31st March 2023
Statement of profit and loss:		
Current tax expense	688.73	478.26
Deferred tax benefit	(66.56)	(74.34)
	622.17	**403.92**

(b) Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for 31st March 2024 and 31st March 2023

	For the year ended 31st March 2024	For the year ended 31st March 2023
Profit before tax	2,461.64	1,631.92
At statutory income tax rate of 25.168%	619.55	410.72
Reconciling items:		
Permanent disallowances	7.69	6.83
Deduction for IPO expenses	-	(17.82)
Benefit under 80JJAA	(3.61)	(0.49)
Others	(1.46)	4.69
At the effective income tax rates	**622.17**	**403.93**

(c) Non-current tax assets

	As at 31st March 2024	As at 31st March 2023
Non-current tax assets	60.89	20.27

(d) Current tax liabilities

	As at 31st March 2024	As at 31st March 2023
Current tax liabilities	53.36	27.17

28 DEFERRED TAX ASSETS, NET

The tax effects of significant temporary differences that resulted in deferred tax assets and liabilities are as follows:

	As at 31st March 2024	As at 31st March 2023
Deferred tax assets/(liabilities):		
Property, plant and equipment	(46.27)	(43.36)
Right-of-use assets	(1,893.59)	(1,589.90)
Lease liability	2,137.83	1,773.49
Statutory liabilities	0.61	4.34
Fair valuation of security deposits	98.52	83.97
Employee payables	9.15	7.94
Other temporary tax differences	10.91	14.13
Deferred tax assets, net	**317.16**	**250.61**

(All amounts in ₹ in Million, unless otherwise stated)

(a) **Reconciliation of deferred tax assets/(liabilities) at the beginning and end of the year**

	As at 01st April 2022	Charged/ (credited) to profit or loss	As at 31st March 2023	Charged/ (credited) to statement of profit and loss	As at 31st March 2024
Property, plant and equipment	(36.21)	7.15	(43.36)	2.91	(46.27)
Right-of-use assets	(1,270.77)	319.13	(1,589.90)	303.69	(1,893.59)
Lease liability	1,383.60	(389.89)	1,773.49	(364.35)	2,137.83
Statutory liabilities	1.78	(2.56)	4.34	3.73	0.61
Fair valuation of security deposits	70.85	(13.12)	83.97	(14.55)	98.52
Employee payables	8.95	1.01	7.94	(1.21)	9.15
Other temporary tax differences	18.07	3.94	14.13	3.22	10.91
	176.27	**(74.34)**	**250.61**	**(66.56)**	**317.16**

Deferred tax assets and deferred tax liabilities have been offset wherever the Group has a legally enforceable right to set-off current tax assets against current tax liabilities and where the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority.

29 FAIR VALUE MEASUREMENTS

(i) All the financial assets and financial liabilities of the Group are carried at amortised cost

(ii) The management assessed that cash and bank balances, trade receivables, trade payables and other current financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

(iii) In respect of fixed rate financial Liabilities, the management has assessed the carrying value of these liabilities approximates to the fair value mainly since the same are short term borrowings which are repayable on demand. Further, disclosure fair value of Lease liabilities are not presented in line with the requirements of Para 29(d) of IND AS 107.In respect of the balance of non-current financial assets and liabilities in the nature of loans and borrowings, the management has assessed the carrying value of these assets and liabilities approximates to the fair value mainly due to the interest rates are at the market rate or linked to market rate, as the case maybe.

30 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk. The Group's primary risk management focus is to minimise potential adverse effects of market risk on its financial performance. The Group's risk management assessment and policies and processes are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same. Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the Group's activities. The Board of Directors is responsible for overseeing the Group's risk assessment and management policies and processes.

(a) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk for the Group comprises primarily of interest risk. Financial instruments affected by market risk include loans and borrowings. The sensitivity analysis in the following sections relate to the position as at 31st March 2024.

The analysis exclude the impact of movements in market variables on: the carrying values of gratuity and other post-retirement obligations; provisions; and the non-financial assets.

The following assumptions have been made in calculating the sensitivity analysis:

(1) The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at 31st March 2024.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's variable rate borrowing is subject to interest rate risk. Below is the details of exposure to variable rate instruments:

Particulars	31st March 2024	31st March 2023
Fixed rate instruments		
Financial liabilities	1,522.41	2,123.68
Variable rate instruments		
Financial liabilities	5,605.65	5,147.24

SUMMARY OF THE MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION (Contd.)

(All amounts in ₹ in Million, unless otherwise stated)

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of borrowings affected. With all other variables held constant, the Group's profit before tax (PBT) and Other Equity are affected through the impact on floating rate borrowings, as follows:

Particulars*	31st March 2024	31st March 2023
Interest rates increase by 100 bps - PBT and Other Equity decreases by	56.06	51.47
Interest rates decrease by 100 bps - PBT and Other Equity increases by	(56.06)	(51.47)

* Holding all other variables constant.

(b) Credit risk

Credit risk is the risk of loss that may arise on outstanding financial instruments when a counterparty defaults on its obligations. The Group's exposure to credit risk arises primarily from loans extended, security deposits, balances with bankers and trade and other receivables. The Group's objective is to seek continual revenue growth while minimising losses incurred due to increased credit risk exposure. The credit risk has always been managed by the Group through credit approvals, establishing credit limits, and continuously monitoring the credit worthiness of the customers to whom the Group grants credit terms in the normal course of business. Outstanding customer receivables are regularly monitored.

Exposure to credit risk:

At the end of the reporting year, the Group's maximum exposure to credit risk is represented by the carrying amount of each class of financial assets recognised in the statement of financial position. No other financial assets carry a significant exposure to credit risk.

Credit risk concentration profile:

At the end of the reporting year, there were no significant concentrations of credit risk. The maximum exposures to credit risk in relation to each class of recognised financial assets is represented by the carrying amount of each financial assets as indicated in the balance sheet.

Financial assets that are neither past due nor impaired:

None of the Group's cash and bank balances, loans, security deposits were past due or impaired as at 31st March 2024. Trade and other receivables including loans that are neither past due nor impaired are from various individual customers and reputed financial institutions.

Financial assets that are either past due or impaired:

The Group doesn't have any significant trade receivables or other financial assets which are either past due or impaired. The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, the management also evaluates the factors that may influence the credit risk of its customer base, including the default risk. The management has established a credit policy, procedures and controls relating to customer credit risk management under which each new customer is analysed individually for creditworthiness before the Group's standard payment and delivery terms and conditions are offered. The Group's receivables turnover is quick and historically, there was no significant default on account of trade and other receivables. An impairment analysis is performed at each reporting date on an individual basis. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The Group has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted for forward looking information.

Financial instruments and cash deposits

Credit risk from balances with banks is managed by the Group's finance team in accordance with the Group's policy. Investments of surplus funds are made only with approved and reputed banks and within credit limits assigned to each bank. The amounts invested and details of relevant banks are reviewed by the Group's Board of directors on annual basis.

(c) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they become due. The Group manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the Group's reputation.

Management monitors rolling forecasts of the Group's liquidity position (comprising the undrawn borrowing facilities) and cash and cash equivalents on the basis of expected cash flows. This is generally carried out by the Group in accordance with practice and limits set by the management.

(All amounts in ₹ in Million, unless otherwise stated)

The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted payments:

	As at 31st March 2024	As at 31st March 2023
Less than 1 year		
- Borrowings	6,148.26	6,263.38
- Trade payables	430.50	246.02
- Lease liability	1,153.14	953.67
- Other financial liabilities	183.78	235.83
1 to 2 years		
- Borrowings	226.95	250.40
- Lease liability	1,173.09	949.32
2 to 5 years		
- Borrowings	395.97	528.56
- Lease liability	3,551.65	2,838.09
More than 5 years		
- Borrowings	356.88	228.58
- Lease liability	8,512.75	7,228.64

(d) Excessive risk concentration

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Group's performance to developments affecting a particular industry.

In order to avoid excessive concentrations of risk, the Group's policies and procedures include specific guidelines to focus on the maintenance of a diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly.

31 CAPITAL MANAGEMENT

Capital includes equity and all other reserves attributable to share holders. The primary objective of the capital management is to ensure that it maintain an efficient capital structure and healthy capital ratios in order to support its business and maximise share holders value. The Group manages its capital structure and make adjustments to it, in light of changes in economic conditions or its business requirements.

The Group monitors capital using a gearing ratio, which is net debt divided by equity plus net debt.

The Group includes within net debt, interest bearing loans and borrowings, less cash and bank balances..

Net gearing ratio:

	As at 31st March 2024	As at 31st March 2023
Borrowings*	7,128.06	7,270.92
Less: Cash and bank balances excluding earmarked balances from IPO proceeds towards Capital Expenditure	1,008.17	1,692.35
Net debt	**6,119.89**	**5,578.57**
Equity	3,847.49	3,847.49
Other equity	9,849.10	7,995.61
Total equity	**13,696.59**	**11,843.10**
Total net debt and equity	**19,816.48**	**17,421.67**
Gearing ratio	**30.88%**	**32.02%**

*Total borrowings include non-current borrowings and current borrowings.

In order to achieve this overall objective, the Group's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing during the year ended 31st March 2024.

There have been no changes made in the objectives, policies or processes for managing capital during the year ended 31st March 2024.

SUMMARY OF THE MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION (Contd.)
(All amounts in ₹ in Million, unless otherwise stated)

32 SEGMENT REPORTING

The Group is engaged in the business of electronics retail and wholesale trade through its retail stores and online platforms to customers. The Group does not distinguish revenues, costs and expenses between segments in its internal reporting, and reports costs and expenses by nature as a whole. The CODM reviews the results when making decisions about allocating resources and assessing performance of the Group as a whole and hence, the Group has only one reportable segment. The Group operates and manages its business as a single segment mainly by facilitating the sale of products through the stores and online platforms. As the Group's long-lived assets are all located in India and the Group's revenues are derived from India, no geographical information is presented.

Information about geographical areas

The Group has operations only in India, hence there are no separately reportable geographical segments for the Group as per the requirements of Ind AS 108 – "Operating Segments".

Information about major customers

There is no single customer or customer group who accounts for more than 10% of the total revenue of the Group.

33 CONTINGENT LIABILITIES

	As at 31st March 2024	As at 31st March 2023
(i) Claims against the Group not acknowledged as debts	122.72	10.84

Note:

(i) The Group has received an order from the National Anti-Profiteering Authority of the Central Goods and Services Tax Act, 2017 demanding an amount of ₹ 3.43 alleging certain non-compliances with the anti-profiteering regulations of the Goods and Services Act, 2017. The management has filed necessary appeals in this regard with the appropriate appellate authorities which is pending for adjudication as at the date of the consolidated financial statements. However, on the basis of its internal assessment of the nature of the allegations, the facts of the case and an independent advise received in this regard, management is confident of resolving this matter in favour of the Group.

(ii) The Group has received an order from Director General of GST, Hyderabad demanding an amount of ₹ 107.26 alleging that the Group has failed to levy GST on receipt of credit notes of certain types issued by its vendors. The management is in process of filing necessary appeals in this regard with the appropriate appellate authorities. However, on the basis of its internal assessment of the nature of the allegations, the facts of the case and an independent advise received in this regard, management is confident of resolving this matter in favour of the Group.

34 CAPITAL AND OTHER COMMITMENTS

	As at 31st March 2024	As at 31st March 2023
Capital commitments (Net of Advances)	1,157.13	473.11

35 RELATED PARTY DISCLOSURES

(a) **Names of related parties and nature of relationship**

Names of the related parties	Nature of relationship
Pavan Kumar Bajaj	Key managerial personnel ('KMP')
Karan Bajaj	
Astha Bajaj	
Premchand Devarakonda	
Rajiv Kumar	
Prem Bajaj	Relatives of KMP
Renu Bajaj	
Kanwal Bajaj (Joined w.e.f 01st January 2023)	
Seema Narula	
Anil Rajendra Nath (Resigned w.e.f 02nd December 2023)	Independent Directors
Mirza Ghulam Muhammad Baig	
Suman Kumar (Resigned w.e.f 06th May 2022)	
Jyotsna Angara (Joined w.e.f 14th May 2022)	
Gurdeep Singh (Joined w.e.f 26th July 2023)	

SUMMARY OF THE MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION (Contd.)

(All amounts in ₹ in Million, unless otherwise stated)

(b) **Transactions with related parties**

	For the year ended 31st March 2024	For the year ended 31st March 2023
Rent paid		
Pavan Kumar Bajaj	14.42	14.42
Karan Bajaj	1.14	1.14
Renu Bajaj	1.01	1.01
Seema Narula	2.28	2.28
Transaction with key management personnel		
Managerial Remuneration*# (Short-term employee benefits)	82.10	99.44
Remuneration*		
Prem Bajaj	2.49	2.49
Kanwal Bajaj	2.69	0.60
Director's sitting fees		
Mirza Ghulam Muhammad Baig	1.45	1.75
Anil Rajendra Nath	0.50	1.50
Jyotsna Angara	1.15	1.25
Suman Kumar	-	0.10
Gurdeep Singh	0.80	-

*Excluding employer's contribution to defined contribution plans and provision made for defined benefit plans, as it is computed for the Holding Company as a whole and cannot be separately ascertained.

#Includes medical expense reimbursement amounting to ₹ Nil for the year ended 31st March 2024 (31st March 2023 : ₹ 18.11)

(c) **Balances receivable/(payable)**

	As at 31st March 2024	As at 31st March 2023
Karan Bajaj (including security deposit receivable of ₹ 0.83)	4.34	(1.42)
Pavan Kumar Bajaj (including security deposit receivable of ₹ 10.45)	7.32	7.32
Astha Bajaj	(1.25)	(1.25)
Prem Bajaj	(0.21)	(0.21)
Premchand Devarakonda	(0.81)	(0.81)
Rajiv Kumar	(0.29)	(0.29)
Kanwal Bajaj	(0.20)	(0.20)
Seema Narula	(0.17)	(0.17)
Renu Bajaj (including security deposit receivable of ₹ 0.74)	0.59	0.59

(d) **Details of Personal Guarantees**

	As at 31st March 2024	As at 31st March 2023
Pavan Kumar Bajaj	5,605.65	6,142.94
Karan Bajaj	5,605.65	6,142.94
Renu Bajaj	3,452.79	3,889.84
Astha Bajaj	3,452.79	3,889.84

The working capital facility from HDFC bank is also secured by way of pledge of certain personal properties of Pavan Kumar Bajaj, Karan Bajaj and Renu Bajaj.

SUMMARY OF THE MATERIAL ACCOUNTING POLICIES AND
OTHER EXPLANATORY INFORMATION (Contd.)

(All amounts in ₹ in Million, unless otherwise stated)

36 LEASES

(a) **The movement in lease liabilities during the year ended 31st March 2024 and 31st March 2023 is as follows:**

Particulars	**As at 31st March 2024**	**As at 31st March 2023**
Balance at the beginning of the year	7,046.61	5,551.77
Add: Additions during the year	1,871.66	1,821.21
Add: Impact of reassessment of lease liability for the year	11.67	6.88
Add: Interest accrued during the year	708.25	552.65
Less: Payment of lease liabilities	1,012.92	813.52
Less: De-recognised during the year	54.81	72.38
Balance at the end of the year	**8,570.46**	**7,046.61**
Bifurcation of lease liability as on :		
Current lease liabilities	473.96	389.39
Non-current lease liabilities	8,096.50	6,657.22
	8,570.46	**7,046.61**

(b) **The details of the contractual maturities of lease liabilities as at year ended on an undiscounted basis are as follows:**

Particulars	**As at 31st March 2024**	**As at 31st March 2023**
Less than one year	1,153.14	953.67
One to five years	4,724.74	3,787.41
More than five years	8,512.75	7,228.64
Total	**14,390.63**	**11,969.72**

The Group does not face a significant liquidity risk with regard to its current lease liabilities as the current assets are sufficient to meet the current obligations related to lease liabilities.

Rental expense recorded for short-term leases was ₹ 16.21 (31st March 2023: ₹ 7.73) for the year ended 31st March 2024.

The future cash outflows to which the lessee is potentially exposed that are not reflected in the measurement of lease liabilities are -

1) Leases not yet commenced to which the Company is committed amounts to 31st March 2024: ₹ 459.45 (31st March 2023: ₹ 71.78).

2) Variable lease payments based on sales amounts to 31st March 2024: ₹ 1.90 (31st March 2023: ₹ 3.62).

(c) **The movement in right-of-use assets during the year ended is as follows:**

Particulars	**As at 31st March 2024**	**As at 31st March 2023**
Balance at the beginning of the year	6,317.14	5,049.14
Add: Additions during the year	1,990.18	1,915.70
Add: Impact of reassessment of lease liability for the year	11.67	4.76
Less: Depreciation expense accrued during the year	749.12	593.83
Less: De-recognised during the year	46.05	58.63
Balance at the end of the year	**7,523.82**	**6,317.14**

37 ADDITIONAL DISCLOSURE AS REQUIRED UNDER PARAGRAPH 2 OF 'GENERAL INSTRUCTIONS FOR THE PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS' OF THE SCHEDULE III TO THE ACT:

The consolidated subsidiary, Cloudnine Retail Private Limited have not commenced activities, hence its share in the consolidated net assets, consolidated profit and share in consolidated other comprehensive income as at and for the year ended 31st March 2024 is negligible. Therefore, disclosures as required under paragraph 2 of the "General Instructions for Preparation of Consolidated Financial Statements" of the Schedule III to the Act, is not included in these consolidated financial statements.

(All amounts in ₹ in Million, unless otherwise stated)

38 DISCLOSURE OF RELATIONSHIP WITH STRUCK OFF COMPANIES

Details of transactions entered into by the Group with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956 are as follows:

Name of struck off Company	Nature of Transactions	As at 31st March 2024	As at 31st March 2023	Relationship with the struck off company, if any, to be disclosed
VLN Sun Broad Band (India) Private Limited	Payables	-	(0.02)	None
Sun Enterprises Private Limited	Payables	-	-	
Vardhaman Enterprises Limited	Payables	(0.07)	(0.01)	None

39 (i) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Group to or in any other persons or entities, including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Group (Ultimate Beneficiaries).

(ii) The Group has not received any fund from any party (Funding Party) with the understanding that the Group shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

40 The Ministry of Corporate Affairs (MCA) has prescribed a new requirement for companies under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 inserted by the Companies (Accounts) Amendment Rules 2021 requiring companies, which uses accounting software for maintaining its books of accounts, shall use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of accounts along with the date when such changes were made and ensuring that the audit trail cannot be disabled.

The Group have used certain accounting software for recording of transactions, billing records and inventory records.

a) The Holding Company and Subsidiary Companies have used an accounting software for recording transactions which did not have a feature of recording audit trail (edit log) facility.

b) Audit trail (edit log) is enabled at the application level for the software used for maintenance of billing records by Holding Company except that the audit trail (edit log) for changes made to the mode of receipt (tender changes) for the period 01st March 2024 to 31st March 2024 is not available.

c) The audit trail feature was not enabled at the database level to log any direct data changes in the software used for maintenance of inventory records and details of wholesale revenue by the Holding Company.

41 ADDITIONAL DISCLOSURES

(i) No proceeding have been initiated on or is pending against the Group for holding benami property under the Benami Transactions Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

(ii) The Group has not been declared wilful defaulter by any bank or financial Institution or other lender.

(iii) The Group has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

(iv) No Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Act.

(v) There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

(vi) The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

This is the summary of significant accounting policies and other explanatory information referred to in our report of even date.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Sanjay Kumar Jain
Partner
Membership No.: 207660

Place: Hyderabad
Date: 27th May 2024

For and on behalf of the Board of Directors of
Electronics Mart India Limited

Pavan Kumar Bajaj
Managing Director
DIN: 07899635

Karan Bajaj
Wholetime Director & CEO
DIN: 07899639

Premchand Devarakonda
Chief Financial Officer
M.No.: F203205

Rajiv Kumar
Company Secretary
M.No.: A42082

Place: Hyderabad
Date: 27th May 2024

NOTICE

ELECTRONICS MART INDIA LIMITED
CIN: L52605TG2018PLC126593
Registered Office: 6-1-91, Shop No. 10, Ground Floor,
Next to Telephone Bhavan, Secretariat Road, Saifabad, Hyderabad – 500004
Website: www.electronicsmartindia.com • Email ID: cs@bajajelectronics.in

NOTICE OF 06TH (SIXTH) ANNUAL GENERAL MEETING
(PURSUANT TO SECTION 101 OF THE COMPANIES ACT, 2013)

Dear Members,

Notice is hereby given that the 06th (Sixth) Annual General Meeting ("AGM") of the members of Electronics Mart India Limited (the "Company") will be held on Friday, 30th August 2024 at 12:30 P.M. through the Video Conference ("VC") / other Audio-Visual Means ("OAVM") to transact the following business items:

ORDINARY BUSINESS:

1. **Adoption of Audited Financial Statements**

   a. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended on 31st March 2024 together with the Board's Report and Auditor's Report thereon.

   b. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended on 31st March 2024, together with the Auditor's Report thereon.

2. Appointment of Mr Karan Bajaj (DIN: 07899639) as a Director, who retires by rotation and being eligible, offers himself for re-appointment.

3. **Re-Appointment of Statutory Auditor**

   To consider and, if thought fit, to approve the re-appointment of M/s Walker Chandiok & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company for their second term of 04 (four) years and to approve, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"**Resolved that** pursuant to the provisions of Sections 139 and 142 of the Companies Act, 2013 ("**the Act**") read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions of the Act, if any (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendations of the Audit Committee and the Board of Directors, the Consent of the Members be and is hereby accorded to re-appoint Walker Chandiok & Co. LLP, Chartered Accountants, Hyderabad (FRN: 001076N / N500013) as the Statutory Auditors of the Company for the second term of four years to hold office from the conclusion of Sixth Annual General Meeting till the conclusion of the Tenth Annual General Meeting of the Company to be held in the calendar year of 2028, at such remuneration as may be decided by the Board of Directors (or any committee thereof) in consultation with the Statutory Auditors and out of pocket expenses incurred by them in connection with audit of Company's accounts.

Resolved further that the Board of Directors be and is hereby authorized to do all such acts, deeds, things, matters and to take all such steps/actions as may be necessary, desirable, expedient or incidental to give effect to the foregoing resolution and to settle any question, difficulty or doubt that may arise in this regard."

By order of the Board of Directors
For **Electronics Mart India Limited**

Rajiv Kumar
Company Secretary
M. No. A42082

Date: 02nd August 2024
Place: Hyderabad

NOTES:

1. An Explanatory Statement setting out all material facts as required under Section 102 of the Companies Act, and SEBI Listing Regulations is appended and forms part of the Notice.

2. Profile of Mr Karan Bajaj (DIN: 07899639), who is seeking re-appointment as the Director due to retirement by rotation, is annexed to this Notice and marked as **Annexure-A**.

3. The Ministry of Corporate Affairs ("MCA") vide its Circular No. 09/2023 dated 25th September 2023, read with Circular Nos. 20/2020 dated 05th May 2020, 14/2020 dated 08th April 2020, 17/2020 dated 13th April 2020, 02/2021 dated 13th January 2021, 21/2021 dated 14th December 2021, 02/2022 dated 05th May 2022, and 11/2022 dated 28th December 2022 (collectively referred to as "MCA Circulars") and SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021, SEBI/HO/DDHS/P/CIR/2022/0063 dated 13th May 2022, and SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/001 dated 05th January 2023 have permitted the holding of the Annual General Meeting through Video Conference/Other Audio Visual Means, without the physical presence of the Members at a common venue. Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with the Circulars issued by the MCA and SEBI, Sixth AGM of the Company being conducted through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) hereinafter called as "e- AGM".

4. The Venue of the Meeting shall be deemed to be the Corporate Office of the Company situated at 6-3-666/A1 to 7, 3rd & 4th Floors, Opp. NIMS Hospital, Punjagutta Main Road, Hyderabad, Telangana-500082.

5. **e-AGM:** The Company has appointed KFin Technologies Limited (KFin), Registrars and Transfer Agents, to provide Video Conferencing (VC) / Other Audio-Visual Means (OAVM) facility for the Annual General Meeting and the attendant enablers for conducting e-AGM.

6. Pursuant to the provisions of the MCA Circulars, members can attend the meeting through login credentials provided to them to connect to Video Conference (VC) / Other Audio-Visual Means (OAVM). The Physical attendance of the Members at the Meeting venue is not required. Since the AGM will be conducted through VC / OAVM, there is no requirement of appointment of proxies. Hence, Proxy Form and Attendance Slip, including Route Map, are not annexed to this Notice.

7. Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorisation etc., authorising its representative to attend the e-AGM on its behalf and to vote through remote e-voting. The said Resolution / Authorisation shall be sent to the Scrutiniser by email through its registered email address to acs.vinod@gmail.com with a copy marked to cs@bajajelectronics.in.

8. As per Regulation 40 of SEBI Listing Regulations, as amended from time to time, securities of listed companies can be transferred only in dematerialised form with effect from, 01st April 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for the ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company or Company's Registrars and Transfer Agents, KFin Technologies Limited.

9. In line with the Ministry of Corporate Affairs ("MCA") vide its Circular dated 05th May 2020, read with Circulars dated 08th April 2020, 13th April 2020, 13th January 2021, 14th December 2021, 05th May 2022 and 28th December 2022 (collectively referred to as "MCA Circulars") and SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020, SEBI/HO/CFD/CMD2 CIR/P/2021/11 dated 15th January 2021 SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May 2022, and SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/001 dated 05th January 2023, the Notice calling the e-AGM and Annual Report have been uploaded on the website of the Company at https://investors.electronicsmartindia.com/notices. The Notice can also be accessed from the websites of the Stock Exchanges i.e., NSE Limited at https://www.nseindia.com/ and BSE Limited at https://www.bseindia.com/ respectively. The Notice and Annual Report are also available on the e-voting agency KFin Technologies Limited's website at https://evoting.kfintech.com/.

10. The Annual Report for the Financial Year ended on 31st March 2024 and Notice of e-AGM are being sent in electronic mode to the Members whose e-mail address is registered with the Company or the Depository Participant(s). However, the shareholders may request physical copy of the Notice and Annual Report from the Company by sending a request at cs@bajajelectronics.in in case they wish to obtain the same.

11. The Ministry of Corporate Affairs ("**MCA**") vide its Circulars dated 21st April 2011 and 29th April 2011 has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its shareholders/members. To

support this green initiative of the Government in full, the shareholders who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses and in case of shareholders holding shares in demat, with depository through concerned Depository Participants.

12. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest to avail the nomination facility. Members holding shares in dematerialised form may contact their respective depository participant(s) for recording nominations in respect of their shares.

13. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to the Share Transfer Agent/Company. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the e-AGM.

14. The attendance of the Members attending the e-AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

15. The recorded transcript of the forthcoming 06th e-AGM on Friday, 30th August 2024, shall also be made available on the website of the Company https://investors.electronicsmartindia.com/ in the Investors Section, as soon as possible after the Meeting is concluded.

16. The helpline number for any query or assistance for participation in the e-AGM is **1800 309 4001.**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT") AND/OR REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Item No. 3

The Members at the adjourned First Annual General Meeting of the Company held on 07th December 2019, had approved appointment of M/s Walker Chandiok & Co. LLP, Chartered Accountants, Hyderabad (FRN: 001076N / N500013), as the Statutory Auditors of the Company to hold office from the conclusion of the First AGM till the conclusion of the Sixth AGM of the Company to be held in the calender year 2024.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company ('**Board**') has, based on the recommendation of the Audit Committee, proposed the re-appointment of Walker Chandiok & Co. LLP, Chartered Accountants, Hyderabad (FRN: 001076N / N500013), as the Statutory Auditors of the Company, for the second consecutive term of 04 (four) years from the conclusion of Sixth AGM till the conclusion of Tenth AGM of the Company to be held in the calender year 2028, at a remuneration as may be mutually agreed between the Board and the Statutory Auditors.

Walker Chandiok & Co. LLP (the Audit Firm) was established as a partnership firm in 1935 and converted into a limited liability partnership firm (LLP) on 25th March 2014 having its registered office at L-41, Connaught Circus, New Delhi -110 001. The Audit Firm is registered and empanelled with The Institute of Chartered Accountants of India, Public Company Accounting Oversight Board, and Comptroller and Auditor General of India. It has 15 offices across the country at Bengaluru, Chandigarh, Chennai, Delhi (2 offices including head office) Goa, Gurgaon, Hyderabad, Kolkata, Mumbai, Noida, Pune, Kochi, Dehradun and Ahmedabad, 68 partners and a team of over 2,500 people. The Audit Firm provides audit, tax and advisory services in India and has rich experience across a range of industries, market segments, and geographical corridors. The Audit Firm has a valid Peer Review Certificate.

Walker Chandiok & Co. LLP, Chartered Accountants, Hyderabad (FRN: 001076N / N500013), have consented to their appointment as the Statutory Auditors and have confirmed that the appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and that they are not disqualified to be appointed as the Statutory Auditors in terms of the provisions of Section 139 and 141 of the Act and the Rules framed thereunder.

The Company has in place a Policy for approval of services to be rendered by the Auditors ('Pre-Approval Policy') by the Audit Committee to ensure, inter alia, that the Statutory Auditors function in an independent manner.

Walker Chandiok & Co. LLP, Chartered Accountants, Hyderabad (FRN: 001076N / N500013) was paid a fee of ₹ 7.17 Million on consolidated basis for the audit of financial statements of the Company for the financial year ended on 31st March 2024 plus applicable taxes and out-of-pocket expenses being ₹ 0.12 Million. The increase in fee proposed to be paid to Walker Chandiok & Co. LLP, Chartered Accountants, Hyderabad (FRN: 001076N / N500013) for the financial year ending 31st March 2025 will be mutually agreed based on the efforts involved and shall not exceed 10% of the fee paid for the previous year. The Board, in consultation with the Audit Committee shall approve revisions in the remuneration of the Statutory Auditors for the remaining part of the tenure.

Besides the audit services, the Company would also obtain certifications from the Statutory Auditors under various statutory regulations for which they will be remunerated separately on mutually agreed terms, as approved by the Board in consultation with the Audit Committee.

The Board, in consultation with the Audit Committee, may alter and vary the terms and conditions of re-appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution at Item No. 3 of the accompanying Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth in Item No.3 of the Notice for approval by the Members.

By order of the Board of Directors
For **Electronics Mart India Limited**

Rajiv Kumar
Company Secretary
M. No. A42082

Date: 02nd August 2024
Place: Hyderabad

ANNEXURE-A

Details of Directors seeking appointment/ re-appointment at the 6th AGM to be held on Friday, 30th August 2024 [Pursuant to Regulation 36(3) of the SEBI LODR Regulations, 2015]

Name of Director	Karan Bajaj (DIN: 07899639)
Date of Birth / Age	20th March 1987 / 37 years
Date of First Appointment	10th September 2018
Relation with Directors and Key Managerial Personnel	Mr Karan Bajaj is the son of Mr Pavan Kumar Bajaj, Executive Chairman & Managing Director of the Company and spouse of Mrs Astha Bajaj, Whole-time Director of the Company.
Brief Profile and nature of expertise	Mr Karan Bajaj holds a Bachelor's degree in Commerce from Osmania University and a Post-graduate Diploma in International Management from the University of Strathclyde. He has over 13 years of experience in retail business management. Mr Karan Bajaj is a dynamic and visionary leader with extensive experience in the retail industry, specifically in the consumer electronics sector. As the CEO of Electronics Mart India Limited, a leading consumer electronics retailer, he has played a crucial role in driving the Company's growth, innovation, and customer-centric approach. With a deep understanding of the ever-evolving consumer electronics market, Mr Karan Bajaj has successfully positioned Electronics Mart as a trusted destination for cutting-edge technology products. Under his leadership, the Company has consistently exceeded industry standards, achieved remarkable revenue growth, and established a robust brand presence.
Number of Equity Shares held in the Company as on 31st March 2024	13,82,59,848
Remuneration paid during the FY 2023-24	₹ 24.00 Million
Number of Board Meetings attended during the FY 2023-24	5 out of 5
List of other Companies in which Directorship is held	1. Cloudnine Retail Private Limited 2. EMIL CSR Foundation
Chairperson*/ Member of Committee(s) of the Board of Directors of the Company	**Electronics Mart India Limited** • Finance Committee* • Corporate Social Responsibility Committee • Risk Management Committee • Stakeholders' Relationship Committee
Names of listed entities from which he has resigned in the past three years	**NIL**
Shareholding of Non-Executive Directors	**NIL**

INSTRUCTIONS FOR THE MEMBERS FOR ATTENDING THE E-AGM THROUGH VIDEO CONFERENCE / OTHER AUDIO-VISUAL MODE:

Attending the e-AGM: Members will be able to attend the e-AGM through VC / OAVM or view the live webcast of the e-AGM at https://emeetings.kfintech.com/ by using their remote e-voting login credentials and selecting the 'Event' for Company's e-AGM. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, Members can also use the OTP-based login for logging into the e-voting system.

1. Members are encouraged to join the meeting through devices (Laptops, Desktops, Mobile devices) with Google Chrome for a seamless experience.
2. Further, members registered as speakers will be required to allow camera during e-AGM and hence are requested to use internet with a good speed to avoid any disturbance during the meeting.
3. Members may join the meeting using headphones for better sound clarity.
4. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspots may experience Audio/Video loss due to fluctuations in their respective network. Therefore, Stable Wi-Fi or LAN Connection is recommended to mitigate any aforesaid glitches.
5. Facility of joining the e-AGM shall be open 15 minutes before the time scheduled for the e-AGM.
6. **Speaker Registration before e-AGM:** Members, who would like to express their views or ask questions during the e-AGM will have to register themselves as a speaker by visiting the URL https://emeetings.kfintech.com/ and clicking on the tab 'Speaker Registration' during the period starting from Sunday, 25th August 2024 (9:00 a.m.) up to Wednesday, 28th August 2024 (5:00 p.m.). Only those members who have registered themselves as a speaker will be allowed to express their views/ ask questions during the e-AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the e-AGM. Only questions of the members holding shares as on the cut-off date will be considered.
7. Facility of joining the e-AGM shall be available to 1,000 members on first come first served basis. However, the participation of members holding 2% or more shares, promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of the Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee, and Auditors are not restricted on first come first served basis.
8. A video guide assisting the members attending e-AGM either as a speaker or participant is available for quick reference at URL https://emeetings.kfintech.com/, under the "How It Works" tab placed on top of the page.
9. Members who need technical assistance before or during the e-AGM can contact KFin at emeetings@kfintech.com or Helpline: 1800 309 4001.

INSTRUCTIONS FOR REMOTE E-VOTING:

The Company has appointed KFin Technologies Limited ("**KFin**") as the agency for conducting the e-AGM and enabling participation of shareholders at the meeting thereto and for providing facility of remote e-voting and e-voting during the e-AGM.

In terms of the provisions of Sections 108 and 109 of the Companies Act, 2013 (**the Act**) read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 (hereinafter called "**the Rules**" for the purpose of this Section of the Notice) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and MCA Circulars, the Company is providing facility of remote e-voting to its shareholders in respect of the business to be transacted at the e-AGM.

Any person, whose name is recorded in the Register of Members or in the Register of beneficial owners (in case of electronic shareholding) maintained by the depositories as on the Friday, 23rd August 2024 ("**cut-off date**") only shall be entitled to avail the facility of remote e-voting. The remote e-voting period commences on Tuesday, 27th August 2024 at 9:00 a.m. and ends on Thursday, 29th August 2024 at 5:00 p.m. The remote e-voting module shall be disabled by KFin for voting thereafter. Once the vote on a resolution is cast by the shareholder, he/she/it shall not be allowed to change it subsequently.

The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

In order to increase the efficiency of the voting process, and pursuant to the SEBI Circular No. SEBI/HO/CFD/ CMD/ CIR/P/2020/242 dated 09th December 2020, the demat account holders, are provided a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders will now be able to cast their vote without having to register again with the E-voting Service Providers ("ESPs"), thereby facilitating seamless authentication and convenience of participating in e-voting process.

The procedure for remote e-voting is as under:

A. The detailed process and manner for remote e-voting for individual shareholders holding securities in Demat mode are explained herein below:

Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website http://www.cdslindia.com and click on login icon & New System MyEasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting their vote during the remote e-voting period or joining virtual meeting and voting during the meeting. Additionally, there is also links provided to access the system of all ESPs, so that the user can visit the ESPs' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at www.cdslindia.com and click on login & New System MyEasi Tab and then click on registration option.
	4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all ESPs.
Individual Shareholders holding securities in Demat mode with NSDL	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-Voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting. **NSDL Mobile App is available on** App Store Google Play

Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After successful login, 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. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.

Important note: *Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.*

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Shareholders 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.
Individual Shareholders holding securities in Demat mode with NSDL	Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000.

B. Login method for e-voting and joining virtual meetings for shareholders holding shares in physical mode and non- individual shareholders holding shares in demat form:

i) Shareholders should log on to the e-voting website: https://evoting.kfintech.com.

- Enter the login credentials i.e., user id and password mentioned below:

For Members holding shares in Demat Form :-

a) For NSDL: 8 Character DP ID followed by 8 Digits Client ID

b) For CDSL: 16 digits beneficiary ID

- For Members holding shares in Physical Form:
- **Event no.** i.e. 8208, followed by Folio Number registered with the Company.
- **Password**: If you are already registered for e-Voting, then you can use your existing password to login and cast your vote. If you are using KFin's e-Voting system for the first time, you will need to retrieve the 'initial password' communicated to you by e-mail. Shareholders who have not registered their email addresses can follow the steps provided at serial no xiii below to obtain the User ID and password.
- **Captcha**: Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

ii. After entering the details appropriately, click on LOGIN.

iii. In case you are retrieving and using your 'initial password', you need to enter the 'initial password' and the system will force you to change your password. Once you reach the Password change menu you will be 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. The system will prompt you to change your password and update any contact details like mobile, e-mail etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

You need to login again with the new credentials.

iv. On successful login, the system will prompt you to select the EVENT i.e., 8208

v. On the voting page, the number of shares as held by the shareholder as on the Cut-off Date will appear. If you desire to cast all the votes assenting/ dissenting to the Resolution, then enter all shares and click "FOR"/" AGAINST" as the case may be. You are not required to cast all your votes in the same manner. You may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR / AGAINST" taken together should not exceed your total shareholding as mentioned hereinabove. You may also choose the option "ABSTAIN" in case you wish to abstain from voting. If you do not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

vi. Shareholders holding multiple folios / demat account shall choose the voting process separately for each folios / demat account.

vii. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote.

viii. During the voting period, shareholders can login any number of times till they have voted on the resolution.

ix. Once you have cast your vote on a resolution you will not be allowed to modify it subsequently.

x. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cutoff date i.e., Friday, 23rd August 2024.

xi. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e., Friday, 23rd August 2024, may obtain the User ID and password in the manner as mentioned below:

If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may:

a) Send SMS: MYEPWD <space>

E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399

Example for NSDL:
MYEPWD <SPACE> IN12345612345678

Example for CDSL :
MYEPWD <SPACE> 1402345612345678

Example for Physical:
MYEPWD <SPACE> XXXX1234567890

b) On the home page of https://evoting. kfintech.com, click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

xii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of https://evoting.kfintech.com or contact KFin Technologies Ltd. at 1800 309 4001 (toll free). It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

xiii. **Those members who have not yet registered their email addresses are requested to get their email addresses registered with KFin, by following the procedure mentioned below:**

For the purpose of updation of KYC details (any of the details viz., PAN; Choice of Nomination; Contact Details; Mobile Number and Bank Account Details and signature, if any) against your folio, you are requested to send the details to our RTA, M/s. KFin Technologies Limited (Unit: Electronics Mart India Limited), Selenium Tower-B", Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, Telangana

a. Through hard copies which should be self -attested and dated**. OR**

b. Through electronic mode, provided that they are sent through E-mail id of the holder registered with RTA and all documents should be electronically/digitally signed by the Shareholder and in case of joint holders, by first joint holder**. OR**

c. Through web- portal of our RTA KFin Technologies Limited - https://ris.kfintech.com

Investors can download the following forms and relevant SEBI Circular, which are also uploaded on the website of the Company at https://investors.electronicsmartindia.com/circular and on the website of Kfin Technologies Limited at https://ris.kfintech.com/clientservices/isc/isrforms.aspx :

a) Form ISR-1 duly filled in along with self-attested supporting documents for updation of KYC details

b) Form ISR-2 duly filled in for banker attestation of signature along with Original cancelled cheque with your name(s) printed thereon or self-attested copy of bank passbook/statement

c) Form SH-13 for updation of Nomination for the aforesaid folio

d) ISR-3 for Opt-out of the Nomination

INSTRUCTIONS FOR MEMBERS FOR VOTING DURING THE E-AGM SESSION:

1. Only those members/shareholders, who will be present in the e-AGM and who have not cast their vote through remote e-voting and are otherwise not barred from doing so are eligible to vote.

2. Members who have voted through remote e-voting will still be eligible to attend the e-AGM but shall not be allowed to vote again.

3. Members attending the e-AGM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.

4. Voting at e-AGM will be available at the end of the e-AGM and shall be kept open for 15 minutes. Members viewing the e-AGM, shall click on the 'e-voting' sign placed on the left-side bottom corner of the video screen. Members will be required to use the credentials, to login on the e-Meeting webpage, and click on the 'Thumbs-up' icon against the unit to vote.

GENERAL INFORMATION:

1. The Company's equity shares are Listed on the National Stock Exchange of India Limited, Exchange Plaza, Plot No: C/1, G Block, Bandra Kurla Complex- Bandra(E), Mumbai - 400051 and BSE Limited, Phiroze JeeJeebhoy Towers, Dalal Street, Mumbai - 400001, Maharashtra, India, and the Company has paid the Annual Listing Fees to the said Stock Exchanges for the financial year 2023-24.

2. Members are requested to send all communication relating to shares (Physical and Electronic) to the Company's Registrar and Share Transfer Agent at KFIN Technologies Limited (Unit: Electronics Mart India Limited), Selenium Building, Tower-B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy - 500032, Telangana, India.

3. Register of Directors and Key Managerial Personnel (KMP) and their shareholding under Section 170 of the Companies Act, 2013 and the rules made thereunder, and Register of Contracts maintained under Section 189 of the Companies Act, 2013 and the rules made thereunder are available for inspection at the Corporate Office of the Company.

4. As required under Listing Regulations and Secretarial Standard - 2 on General Meetings, details in respect of Director seeking appointment/re-appointment at e-AGM are separately annexed hereto. Director seeking appointment / re-appointment has furnished requisite declarations under Section 164 and other applicable provisions of the Companies Act, 2013, including rules framed thereunder.

5. The results declared along with the Scrutiniser's Report shall be placed on the Company's website https://investors.electronicsmartindia.com and on the website of KFin Technologies Limited i.e. https://evoting.kfintech.com/ within two days of the passing of the Resolutions at the e-AGM of the Company and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.

By order of the Board of Directors
For **Electronics Mart India Limited**

Rajiv Kumar
Company Secretary
M. No. A42082

Date: 02nd August 2024
Place: Hyderabad

ELECTRONICS MART

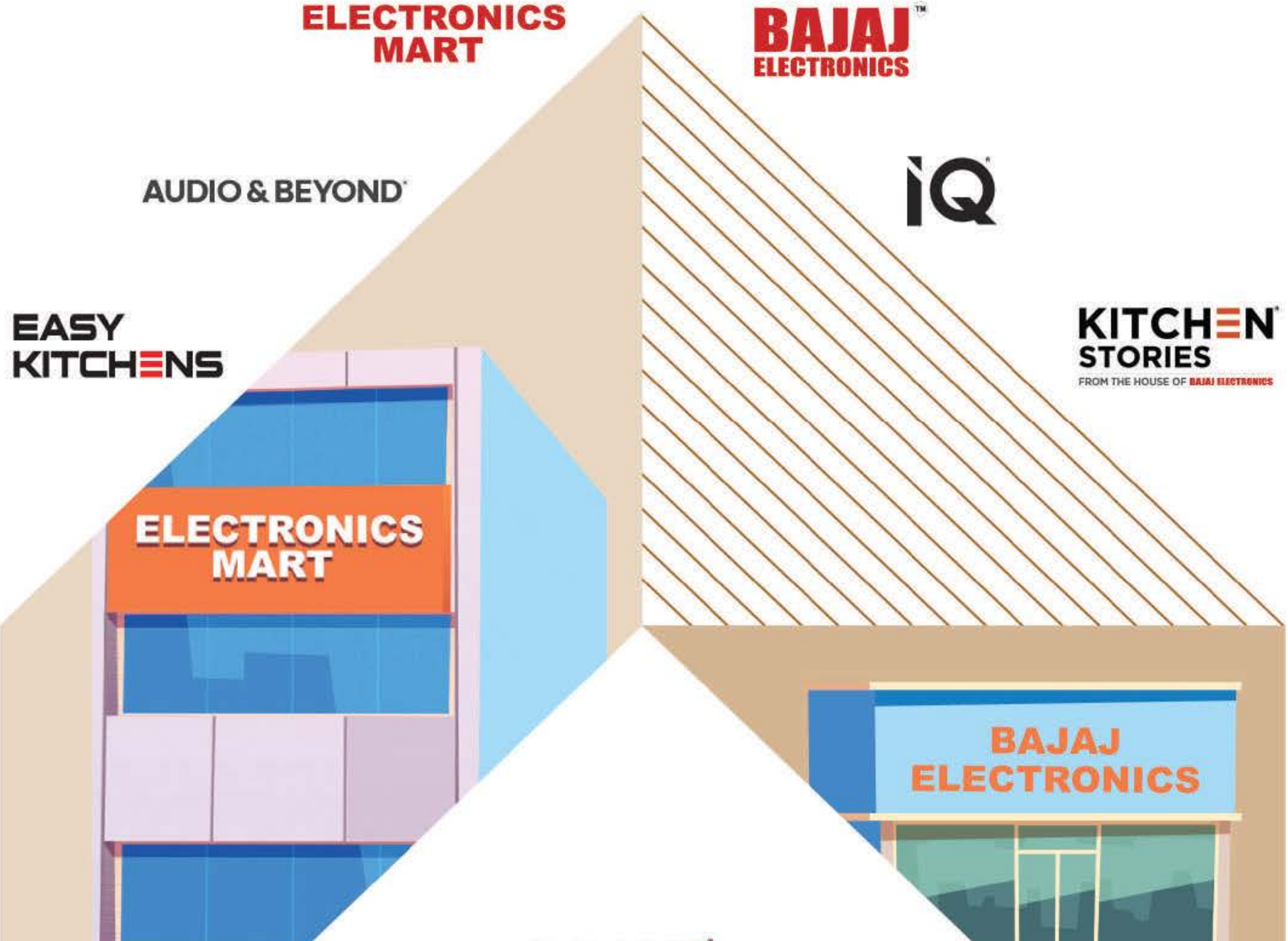
BAJAJ ELECTRONICS

AUDIO & BEYOND

IQ

EASY KITCHENS

KITCHEN STORIES
FROM THE HOUSE OF BAJAJ ELECTRONICS



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