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ANNUAL REPORT 24-25

iMAGINE

# Corporate Information

## Board of Directors, Key Managerial Personnel & Senior Management Team

| | | |
|---|---|---|
| Mr. Sameer Mehta | : | Whole-time Director & Chief Executive Officer |
| Mr. Aman Gupta | : | Whole-time Director |
| Mr. Vivek Gambhir | : | Non-Executive Director |
| Mr. Anish Saraf | : | Non-Executive Director |
| Mr. Aashish Kamat | : | Independent Director |
| Mr. Anand Ramamoorthy | : | Independent Director |
| Mr. Deven Waghani | : | Independent Director |
| Mrs. Purvi Sheth | : | Independent Director |
| Mr. Rakesh Thakur | : | Group Chief Financial Officer |
| Mr. Shreekant Sawant | : | Company Secretary & Compliance Officer *(w.e.f. April 11, 2024 and March 31, 2025 respectively)* |
| Mr. Gaurav Nayyar | : | Chief Operating Officer |
| Mr. Shyam Vedantam | : | Chief Product Delivery Officer |
| Mr. Shashwat Singh | : | Chief Information Officer |
| Mr. Prejith Narayan | : | Chief Business Officer |
| Ms. Jyosmita Chintey | : | Chief Human Resources Officer |
| Mr. Rakshit Gupta | : | Head of Customer Experience |
| Mr. Pranjal Jain | : | Head of Manufacturing and Supply Chain |

## Registered Office & Corporate Office:

Unit No. 204 & 205, 2nd Floor, D-Wing & E-Wing,
Corporate Avenue, Andheri Ghatkopar Link Road,
Andheri (East), Mumbai-400093, Maharashtra, India
Tel. No.: +91–22–62102400
Website: www.boat-lifestyle.com
CIN: U52300MH2013PLC249758

## Registrar & Share Transfer Agent

MUFG Intime India Private Limited
(erstwhile 'Link Intime India Private Limited')
C 101, 247 Park, L.B.S.Marg,
Vikhroli (West), Mumbai – 400083, Maharashtra, India
Tel No.: +91-22-4918 6270

## Bankers

1. The Hongkong and Shanghai Banking Corporation Limited
2. RBL Bank Limited
3. ICICI Bank Limited
4. Axis Bank Limited
5. HDFC Bank Limited
6. Citi Bank N.A.
7. DBS Bank India Limited

## Statutory Auditors

M/s. BSR & Co. LLP,
Chartered Accountants, Mumbai

## Secretarial Auditors

M/s. M Siroya and Company
Company Secretaries, Mumbai

## NOTICE

Dear Members,

**NOTICE** is hereby given that the **12th (Twelfth) Annual General Meeting** ("AGM") of the Members of Imagine Marketing Limited will be held on Monday, September 08, 2025 at 11:30 A.M. (IST) through Video Conference ("VC") / Other Audio Visual Means ("OAVM") organized by the Company, to transact the following businesses:

The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

**ORDINARY BUSINESS:**

(1) **To receive, consider and adopt:**

(a) **the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025 together with the Reports of the Board of Directors and Auditors thereon and in this regard, to consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:**

"**RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

(b) **the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 together with the Reports of Auditors thereon and in this regard, to consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:**

"**RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 and the report of the Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

(2) **To appoint a director in place of Mr. Vivek Gambhir (DIN: 06527810), Non-Executive Director and Chairman, who retires by rotation and being eligible offers himself for re-appointment, and in this regard, to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:**

"**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, (DIN: 06527810), Non-Executive Director and Chairman, who retires by rotation at this meeting and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company."

**SPECIAL BUSINESS:**

(3) **To consider and approve the remuneration to be paid to Mr. Aman Gupta (DIN: 02249682), Whole-time Director of the Company for the Financial Year 2025-26 and to consider and, if thought fit, to pass the following resolution as a Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Schedule V to the Companies Act, 2013, pursuant to applicable Regulations, if any and

Articles of Association of the Company and such other applicable provisions (including any statutory modification or re-enactment thereof), if any and on the recommendation of Nomination and Remuneration Committee and Board of Directors, the consent of the Members of the Company be and is hereby accorded for the payment of remuneration for the financial year 2025-26 to Mr. Aman Gupta (DIN: 02249682), who was appointed as Whole Time Director of the Company for a period of five years with effect from July 5, 2022 by the Members at their 9th Annual General Meeting held on December 23, 2022 (9th AGM), on the following terms and conditions including remuneration as mentioned herein below:

**(a) Remuneration:**

(i) Fixed salary component of the compensation structure will be Rs. 2.00 crores per annum;

(ii) Performance-linked salary component of the overall compensation structure will be 20% of the overall compensation structure. Accordingly, the performance-linked salary component will be Rs. 50 lakh per annum. The pay-out for the performance-linked salary will be governed as per Company policy and the same will be finalized at the discretion of the Board and/or the Nomination and Remuneration Committee, based on certain performance criteria of Company and Whole-time Director and such other parameters as may be considered appropriate;

(iii) The Company's contribution to provident fund, gratuity payment and encashment of leave, as per the rules of the Company, shall be in addition to the remuneration under (i) above;

(iv) Net Pay calculations are excluding of TDS as may be applicable under the Income Tax Act.

(v) The aggregate of the Fixed salary component, Performance-linked salary component and Perquisites and Allowances as aforesaid in any financial year shall not exceed the limit from time to time under Sections 197 & 198 and other applicable provisions, if any, of the Act and Rules made thereunder, read with Schedule V to the Act including any statutory modification(s) or re-enactment thereof for the time being in force, or otherwise as may be permissible subject to the law;

(i) In the event of no profits or inadequacy of the profits of the Company during FY 2025-26, the overall remuneration including the Performance-linked salary component and Perquisites and Allowances as aforesaid will be paid to Mr. Aman Gupta, Whole-Time Director as minimum remuneration for the Financial Year 2025-26 and in accordance with the applicable provisions of the Act, Rules thereunder and Schedule V to the Act.

**(b) Other Terms & Conditions:**

(i) Mr. Aman Gupta, Whole Time Director, shall perform such duties as shall from time to time be entrusted to him, subject to overall supervision, guidance and control of the Board of Directors of the Company.

(ii) Reimbursement of expenses actually and properly incurred by him for and in connection with the business of the Company.

(iii) Shall not be entitled to receive any sitting fees for attending the meetings of the Board of Directors or the Committee(s) thereof.

(iv) Shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.

(v) Shall adhere to the Company's Code of Conduct and policies framed by the Company from time to time.

(vi) If, at any time, Mr. Aman Gupta ceases to be a director of the Company for any cause whatsoever, his office as Whole Time Director shall forthwith be terminated.

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Aman Gupta by way of salary, perquisites and other allowances and benefits shall be in accordance with the limits laid down in Section 197 read with Schedule V of the Companies Act, 2013 including any statutory modifications or re-enactment thereof.

**RESOLVED FURTHER THAT** the Board of Directors or Nomination and Remuneration Committee be and is hereby authorised to vary, alter, increase, enhance or widen the scope of remuneration and perquisites, from time to time, in accordance with the provisions specified in Section 197, 198 and schedule V and other applicable provisions, if any, of the Act and relevant Rules as amended from time to time.

**RESOLVED FURTHER THAT** notwithstanding anything contained herein, if in the financial year 2025-26, the Company has no profits or its profits are inadequate, the Company may make payment of the above remuneration to Mr. Aman Gupta, Whole Time Director of the Company.

**RESOLVED FURTHER THAT** anyone Director of the Company be and is hereby severally authorized to do all such acts, deeds matters and things as it may in its absolute discretion deem necessary or desirable for the purpose of giving effect to this resolution.

**RESOLVED FURTHER THAT** anyone Director of the Company be and is hereby severally authorized to file requisite form(s) with the Ministry of Corporate Affairs, Government of India, inform / intimate such other authorities as may be required and to do all such acts, deeds, things which are incidental and ancillary to it."

(4) **To consider and approve the remuneration to be paid to Mr. Sameer Mehta (DIN: 024945481), Whole-time Director and Chief Executive Officer of the Company for the Financial Year 2025-26 and to consider and, if thought fit, to pass the following resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Schedule V to the Companies Act, 2013, pursuant to applicable Regulations, if any and Articles of Association of the Company and such other applicable provisions (including any statutory modification or re-enactment thereof), if any and on the recommendation of Nomination and Remuneration Committee and Board of Directors, the consent of the Members of the Company be and is hereby accorded for payment of remuneration for the financial year 2025-26 to Mr. Sameer Mehta (DIN: 02945481), who is presently a Whole Time Director & Chief Executive Officer (WTD & CEO) of the Company, and who was appointed as Whole Time Director of the Company for a period of five years with effect from July 5, 2022 by the Members at their 9th Annual General Meeting held on December 23, 2022 (9th AGM), on the following terms and conditions including remuneration as mentioned herein below:

**(a) Remuneration:**

(i) Fixed salary component of the compensation structure will be Rs. 2.00 crores per annum;

(ii) Performance-linked salary component of the overall compensation structure will be 20% of the overall compensation structure. Accordingly, the performance-linked salary component will be Rs. 50 lakh per annum. The pay-out for the performance-linked salary will be governed as per Company policy and the same will be finalized at the discretion of the Board and/or the Nomination and Remuneration Committee, based on certain performance criteria of Company and Whole-time Director & Chief Executive Officer and such other parameters as may be considered appropriate;

(iii) The Company's contribution to provident fund, gratuity payment and encashment of leave, as per the rules of the Company, shall be in addition to the remuneration under (i) above;

(iv) Net Pay calculations are excluding of TDS as may be applicable under the Income Tax Act.

(v) The aggregate of the Fixed salary component, Performance-linked salary component and Perquisites and Allowances as aforesaid in any financial year shall not exceed the limit from time to time under Sections 197 & 198 and other applicable provisions, if any, of the Act and Rules made thereunder, read with Schedule V to the Act including any statutory modification(s) or re-enactment thereof for the time being in force, or otherwise as may be permissible subject to the law;

(vi) In the event of no profits or inadequacy of the profits of the Company during FY 2025-26, the overall remuneration including the Performance-linked salary component and Perquisites and Allowances as aforesaid will be paid to Mr. Sameer Mehta, Whole-Time Director & Chief Executive Officer, as minimum remuneration for the Financial Year 2025-26 and in accordance with the applicable provisions of the Act, Rules thereunder and Schedule V to the Act.

**(b) Other Terms & Conditions:**

(i) Mr. Sameer Mehta, Whole-Time Director & Chief Executive Officer shall perform such duties as shall from time to time be entrusted to him, subject to overall supervision, guidance and control of the Board of Directors of the Company.

(ii) Reimbursement of expenses actually and properly incurred by him for and in connection with the business of the Company.

(iii) Shall not be entitled to receive any sitting fees for attending the meetings of the Board of Directors or the Committee(s) thereof.

(iv) Shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.

(v) Shall adhere to the Company's Code of Conduct and policies framed by the Company from time to time.

(vi) If, at any time, Mr. Sameer Mehta ceases to be a director of the Company for any cause whatsoever, his office as Whole-Time Director shall forthwith be terminated

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Sameer Mehta by way of salary, perquisites and other allowances and benefits shall be in accordance with the limits laid down in Section 197 read with Schedule V of the Companies Act, 2013 including any statutory modifications or re-enactment thereof.

**RESOLVED FURTHER THAT** the Board of Directors or Nomination and Remuneration Committee be and is hereby authorised to vary, alter, increase, enhance or widen the scope of remuneration and perquisites, from time to time, in accordance with the provisions specified in Section 197, 198 and schedule V and other applicable provisions, if any, of the Act and relevant Rules as amended from time to time.

**RESOLVED FURTHER THAT** notwithstanding anything contained herein, if in the financial year 2025-26, the Company has no profits or its profits are inadequate, the Company may make payment of the above remuneration to Mr. Sameer Mehta, Whole-Time Director & Chief Executive Officer of the Company.

**RESOLVED FURTHER THAT** anyone Director of the Company be and is hereby severally authorized to do all such acts, deeds matters and things as it may in its absolute discretion deem necessary or desirable for the purpose of giving effect to this resolution.

**RESOLVED FURTHER THAT** anyone Director of the Company be and is hereby severally authorized to file requisite form(s) with the Ministry of Corporate Affairs, Government of India, inform / intimate such other authorities as may be required and to do all such acts, deeds, things which are incidental and ancillary to it."

(5) **To consider and approve the remuneration to be paid to Non-Executive Director(s) and Independent Directors of the Company for the Financial Year 2025-26 and to consider and, if thought fit, to pass the following resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to (i) the provisions of Schedule V read with sections 149, 197, 198 and all other applicable provisions of the Companies Act, 2013, and Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) ("Act") (ii) the applicable provisions of the Articles of Association of the Company, (iii) all other applicable laws, acts, rules, guidelines, circulars, directions and notifications and (iv) on the recommendation of the Nomination and Remuneration Committee (NRC) and the Board of Directors of the Company and in furtherance to the resolution passed by the members at their 9th Annual General Meeting held on December 23, 2022, the consent of the Members of the Company be and is hereby accorded to pay a fixed remuneration by way of a specified amount upto Rs. 15,00,000/- per annum per such Non-Executive Director(s) (NEDs) and Independent Directors (IDs) of the Company for the financial year 2025-26 or such other amount as may be decided by the Board of Directors from time to time (hereinafter referred to as the "Board" which term shall be deemed to include any committee constituted / may be constituted by the Board of Directors of the Company including the Nomination and Remuneration Committee, or any other person(s), for the time being exercising the powers conferred on the Board of Directors by this resolution and as may be authorized by the Board in this regard), notwithstanding that the aggregate amount of such remuneration may exceed one percent of the net profits of the Company as computed in the manner provided in section 198 of the Companies Act, 2013, with an authority to the Board of Directors to determine the manner and proportion in which the amount be distributed among the Non-Executive Director(s)and Independent Directors.

**RESOLVED FURTHER THAT** the above remuneration shall be in addition to the fee payable to the Director(s) for attending the meetings of the Board or Committees thereof or for any other purpose whatsoever, as may be decided by the Board of Directors and Nomination and Remuneration Committee, and reimbursement of expenses for participation in the Board and other meetings.

**RESOLVED FURTHER THAT** notwithstanding anything contained herein, if in the financial year 2025-26, the Company has no profits or its profits are inadequate, the Company may make payment of the above remuneration to Non-Executive Director(s) (NEDs) and Independent Directors (IDs) of the Company.

**RESOLVED FURTHER THAT** it is clarified that in respect of the remaining period, i.e., period beginning with April 1, 2026 and ending on March 31, 2027, each of the Non-Executive Director(s) and Non-Executive Independent Directors, for the time being and from time to time, shall continue to be paid the remuneration by way of commission in accordance with the original resolution of the members passed in their 9th AGM.

**RESOLVED FURTHER THAT** the Board of Directors (including the Nomination and Remuneration Committee of the Board) be and is hereby authorised to do all such acts, deeds, matters and things in this connection as may be considered necessary, proper, desirable and expedient including seeking all approvals as may be required to give effect to this Resolution and to settle any question, difficulty or doubt that may arise in this regard.”

Place: Mumbai
Date: June 17, 2025

**Registered Office:**
Unit No. 204 & 205, 2nd floor in Wing-“D” & Wing-“E”, Corporate Avenue, Andheri Ghatkopar Link Road, Andheri (East), Mumbai-400093, Maharashtra, India
Tel. No.: +91–22–62102400
CIN: U52300MH2013PTC249758
Website: www.boat-lifestyle.com
e-mail:iml.secretarial@imaginemarketingindia.com

By Order of the Board
**For Imagine Marketing Limited**

Sd/-

**Shreekant Sawant**
**Company Secretary & Compliance Officer**
Membership No.: A30705

**Notes:**

(1) Statement pursuant to Section 102(1) of the Companies Act, 2013 (the “Act”), in respect of the Special Business to be transacted at the 12th Annual General Meeting (“AGM”) is annexed hereto. Details of Directors whose appointment/re-appointment is proposed pursuant to Secretarial Standards on General Meeting (SS-2) is also provided.

(2) In view of the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 02/2021 dated January 13, 2021, 10/2021 dated June 23, 2021, 19/2021 dated December 8, 2021, 02/2022 dated May 05, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (collectively referred to as “**MCA Circulars**”) allowed the Companies to hold their Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”) and MCA Circulars, the Annual General Meeting of the Company is being held through VC / OAVM.

(3) In view of the aforementioned circulars, this AGM of the Members is being held through VC/OAVM. Members are requested to join and participate in the AGM through VC/OAVM only. The detailed procedure for participating in the meeting through VC/OAVM is provided in the notice.

(4) The details of Directors whose remuneration is being fixed/approved and those who are retiring by rotation / seeking appointment / re-appointment at this Meeting are provided in the “Annexure II” to the Notice.

(5) A statement pursuant to the provisions of Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM, is annexed hereto. As per the provisions of clause 3.A.II. of the General Circular No. 20/2020 dated May 5, 2020, issued by the Ministry of Corporate Affairs, the matter of Special Business in the accompanying Notice, are considered to be unavoidable by the Board and hence, forms part of this Notice.

(6) Since the AGM is being conducted through VC/OAVM, there is no provision for appointment of proxies. Accordingly, the facility for appointment of proxies by the members will not be available.

(7) However, pursuant to sections 113 of the Act, representatives of the members may be appointed for the purpose of participation and voting in the meeting. The Institutional / Corporate Shareholders are required to send a scanned copy of its Board or governing body resolution/authorization etc., authorizing its representative to attend this AGM and to vote through VC on its behalf. The said Resolution/Authorization shall be sent to the Company to its designated email address at iml.secretarial@imaginemarketingindia.com.

(8) In accordance with the Secretarial Standard-2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification/Guidance on applicability of SS-2 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

(9) Members holding shares in dematerialised mode are requested to register / update their e-mail address with the relevant Depository Participant for receiving all communications from the Company through electronically mode.

(10) The Company has engaged the services of National Securities Depository Limited (NSDL) as the authorized agency for conducting of the e-AGM and providing e-voting facility.

(11) The remote e-voting period begins on Thursday, September 04, 2025 at 09:00 A.M. (IST) and ends on Sunday, September 07, 2025 at 05:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, September 01, 2025, may cast their vote electronically. The Company has issued different classes of preference shares besides equity shares and each classes of preference shares are entitled to voting rights at all meetings of the equity shareholders on as if converted basis, i.e., fully diluted basis. Accordingly, the voting right of holders of equity shares and holders of each class of preference shares shall be reckoned in proportion to the share of the paid-up equity share capital of the Company and paid-up preference share capital of the Company respectively, as on the cut-off date, being Monday, September 01, 2025.

(12) Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

(13) In case of joint holders, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the meeting.

(14) The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and relevant documents referred to in the Notice or explanatory statement will be available electronically for inspection by the Members during the AGM. Members seeking to inspect such documents can send an e-mail to iml.secretarial@imaginemarketingindia.com mentioning their Folio No./DP ID and Client ID.

(15) The Board of Directors of the Company has appointed Mr. Mukesh Siroya, M Siroya and Company, Company Secretaries, Mumbai, as Scrutinizer to scrutinize the e-voting and remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for same purpose.

(16) The Scrutinizer, after scrutinizing the votes cast during the meeting and through remote e-voting, will, not later than 2 working days from the conclusion of the Meeting, make a consolidated Scrutinizer's report and submit the same to the Chairman of the AGM. The results declared along with the consolidated Scrutinizer's report shall be placed on the website of the Company (i.e. www.boat-lifestyle.com) and on the website of NDSL www.evoting.nsdl.com.

(17) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Monday, September 08, 2025.

(18) Members who would like to express their views or ask questions during the AGM may register themselves at iml.secretarial@imaginemarketingindia.com. The Speaker Registration will be open from Monday, August 25, 2025 at 09:00 A.M. (IST) till Sunday, August 31, 2025 till 05:00 P.M. (IST). Only those Members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.

(19) **Dispatch of AGM Notice alongwith Annual Report through Electronic mode:**

In compliance with the MCA Circulars, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/ Registrar and Transfer Agent/ Depository Participants/ Depositories. Members may note that the Notice and Annual Report 2024-25 will also be available on the

Company's website. https://www.boat-lifestyle.com/pages/investor-relations

(20) **Instructions for attending the AGM and e-voting are as follows:**

(i) In view of the MCA Circulars and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

(ii) Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

(iii) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.

(iv) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

(v) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

(vi) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at https://www.boat-lifestyle.com/pages/investor-relations. The Notice can also be accessed from the websites of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

(vii) AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars.

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

**The remote e-voting period begins on Thursday, September 04, 2025 at 09:00 A.M. (IST) and ends on Sunday, September 07, 2025 at 05:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members /**

**Beneficial Owners as on the record date (cut-off date) i.e. Monday, September 01, 2025, may cast their vote electronically. The Company has issued different classes of preference shares besides equity shares and each classes of preference shares are entitled to voting rights at all meetings of the equity shareholders on as if converted basis, i.e., fully diluted basis. Accordingly, the voting right of holders of equity shares and holders of each class of preference shares shall be reckoned in proportion to the share of the paid-up equity share capital of the Company and paid-up preference share capital of the Company respectively, as on the cut-off date, being Monday, September 01, 2025.**

**Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting, shall be eligible to vote through e-voting system during the AGM.**

**The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.**

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

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

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

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

The Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and Email Id in their demat accounts in order to access e-Voting facility.

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

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<br><br>2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under "**Login**" which is available under '**IDeAS**' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. |

| Type of shareholders | Login Method |
|---|---|
| | Click on **“Access to e-Voting”** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<br><br>3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **“Register Online for IDeAS Portal”** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp<br><br>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<br><br>5. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.<br> |
| 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 Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.<br><br>2. After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote |

| Type of shareholders | Login Method |
|---|---|
| | e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.<br><br>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.<br><br>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| 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. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

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

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

| Login type | Helpdesk details |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at toll free no.: 022 - 4886 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911 |

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for Shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to siroyam@gmail.com with a copy marked to evoting@nsdl.com.

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to iml.secretarial@imaginemarketingindia.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to iml.secretarial@imaginemarketingindia.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at iml.secretarial@imaginemarketingindia.com. The same will be replied by the company suitably.

Place: Mumbai
Date: June 17, 2025

**Registered Office:**
Unit No. 204 & 205, 2nd floor in Wing-"D" & Wing-"E",
Corporate Avenue, Andheri Ghatkopar Link Road,
Andheri (East), Mumbai-400093, Maharashtra, India
Tel. No.: +91–22–62102400
CIN: U52300MH2013PTC249758
Website: www.boat-lifestyle.com
e-mail:iml.secretarial@imaginemarketingindia.com

By Order of the Board
**For Imagine Marketing Limited**

Sd/-

**Shreekant Sawant**
**Company Secretary & Compliance Officer**
Membership No.: A30705

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

**Item No. 3 and 4:**

Mr. Aman Gupta and Mr. Sameer Mehta were appointed as a Whole Time Directors (WTDs) of the Company for a period of five years with effect from July 5, 2022 by means of Special Resolutions passed by the Members at the 9th Annual General Meeting (9th AGM) of the Company held on December 23, 2022 on the terms and conditions including payment of remuneration as mentioned therein. Subsequently, Mr. Vivek Gambhir resigned as Chief Executive Officer with effect from March 15, 2023 and from Whole Time Director from May 4, 2023 and is presently a Non-Executive Director whereas Mr. Sameer Mehta is presently a Whole Time Director and Chief Executive Officer of the Company.

In view of the performance and efforts of Mr. Aman Gupta and Mr. Sameer Mehta in growing the business of the Company, improving the operational efficiency, and bringing in dynamic vision, road-map and professionalism for the Company's growth, your Directors proposed their remuneration as proposed in the resolution set out in Item No. 3 and 4 for approval of Members.

While approving the remuneration of Mr. Aman Gupta and Mr. Sameer Mehta in the 9th AGM, the Members had also inter-alia approved the payment of "Minimum Remuneration" in the event of inadequacy or absence of profits, in any financial year or years during the tenure, subject to requisite approvals.

Further, pursuant to Section 197 of the Companies Act, 2013 read with Schedule V thereto, where a Company has no profits or its profits are inadequate, it may pay any remuneration to the managerial personnel provided that, amongst others, a statement along with a notice calling the general meeting contains certain information. With a view to enable the Company to continue to pay the remuneration to its Whole Time Directors, it is proposed to seek approval of the Members for FY 2025-26 inter-alia, under Schedule V of the Companies Act, 2013 by providing appropriate and required disclosures in accordance with the clause (iv) of the second proviso of Para B of Section II of Part II of Schedule V to the Companies Act, 2013.

The Members are requested to note that there is a change in the structure of overall remuneration mix of fixed salary component (Rs. 2 crores) and performance-linked salary component (20% of total remuneration) of Mr. Aman Gupta and Mr. Sameer Mehta as stated in the resolutions at Item No. 3 and 4, to enable / permit the Company to make the payment of the remuneration, as per Schedule V to the Companies Act, 2013, as approved by the members at this AGM for the Financial Year 2025-26 in the event of any absence or inadequacy of profits.

The Nomination and Remuneration Committee on June 12, 2025 and the Board on June 12, 2025 respectively, subject to the approval of the Members of the Company at this AGM, accorded their approvals for payment of aforesaid remuneration to Mr. Aman Gupta, and Mr. Sameer Mehta for the Financial Year 2025-26 w.e.f. April 1, 2025 under Schedule V of the Act. The Board also, in the interest of the Company, recommends the aforesaid resolutions as set out in this Notice for approval of the Members at Item No. 3 and 4.

The Company has not defaulted in payment of dues to any bank or public financial institution or other secured creditor, if any. The Company has not issued any non-convertible debentures.

The terms and conditions and remuneration stated in Resolutions No. 3 and 4 of the Notice and its explanatory statement may be treated as a written memorandum setting out the terms and remuneration of Mr. Aman Gupta and Mr. Sameer Mehta respectively under Section 190 of the Act.

For this purpose, Special Resolutions are required to be passed in the General Meeting and accordingly, your approval is solicited by way of Special Resolutions.

Save and except Mr. Aman Gupta, Whole Time Director and Mr. Sameer Mehta, Whole Time Director & Chief Executive Officer and their relatives to the extent of their respective shareholding interest, if any, in the Company for Item No. 3 and 4, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 3 and 4.

The information as required to be disclosed under clause (iv) of the second proviso of Para B of Section II of Part II of Schedule V to the Companies Act, 2013 is given in the Annexure – I to the Notice in respect of Mr. Aman Gupta and Mr. Sameer Mehta.

**Item No. 5:**

The Members are requested to note that in accordance with the provisions of the Act, Members of the Company, at the 9th Annual General Meeting held on December 23, 2022, had accorded their approval for payment of remuneration by way of commission to Non- Executive Director(s) and Independent Directors of the Company, for a period of 5 (five) years commencing from financial year 2022-23 to financial year 2026-27, a specified amount or at a specified percentage of net profits, not exceeding in aggregate, 1% (one percent) of the net profits of the Company of each financial year calculated in accordance with Section 198 of the Act.

Pursuant to the resolution passed by the members at the 9th AGM, the Board of Directors had approved the payment of a fixed remuneration by way of a specified amount upto Rs. 15,00,000/- per such Non-Executive Director(s) (NEDs) and Independent Directors (IDs), from time to time, of the Company for a period of 5 (Three) years commencing with the payment for the financial year 2022-23 to financial year 2026-27, or as may be decided by the Board of Directors from time to time.

The Members are requested to note that the Ministry of Corporate Affairs has vide notification dated March 18, 2021 amended the provisions of Section 149, Section 197 and Schedule V of the Act to enable companies having no profits or inadequate profits to pay remuneration to its non-executive director(s) including independent directors provided the conditions specified under the Schedule V of the Act are complied with. Schedule V of the Act prescribes limits/criteria for payment of remuneration to non-executive directors in case of absence or inadequacy of profits, by obtaining approval of members of the Company by way of a resolution.

In view of the inadequacy of the profits and no profits in any given financial year including financial year 2025-26 and in order to enable the Company to appropriately compensate the Non-Executive Director(s) (NEDs) and Independent Directors (IDs), it is proposed to seek approval of Members under the provisions of, inter-alia, Schedule V to the Companies Act, 2013 for the financial year 2025-26 to pay a fixed remuneration of Rs. 15,00,000/- per annum per such NED and ID, from time to time, notwithstanding that the aggregate amount of such remuneration may exceed one percent of the net profits of the Company as computed in the manner provided in section 198 of the Companies Act, 2013, with an authority to the Board of Directors to determine the manner and proportion in which the amount be distributed among the Non-Executive Director(s) and Independent Directors.

Members may please note that considering the vast experience and expertise of Non- Executive Director and Independent Directors in their respective fields, and the need for them to devote time and efforts in helping the Company to take vital strategic decision, the Nomination & Remuneration Committee recommended on June 12, 2025 and the Board of Directors on June 12, 2025, subject to the approval of Members, approved payment of remuneration of upto Rs. 15 Lakhs per annum to each Non-Executive Director(s) and Independent Directors of the Company for the financial year 2025-26 under Schedule V of the Act. The payment of remuneration would be in addition to the sitting fees and other reimbursement payable to them for attending the meetings of the Board of the Directors and committees.

Brief profile(s) of the Non-Executive Director(s)and Independent Directors and disclosure(s) / information under the Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India are set out in Annexure to the AGM Notice.

Members are requested to note that payment of remuneration to Non-Executive Independent Directors of the Company for the financial year 2025-26 under Schedule V read with Section 197 of the Companies Act, 2013, shall require approval of the Members of the Company by way of a Special Resolution.

The Resolution at Item No. 5 is an enabling resolution seeking approval of Members for payment of fixed remuneration to Non-Executive Director(s) and Independent Directors, for the financial year 2025-26 in accordance with the provisions of Schedule V to the Companies Act, 2013 as per the limits mentioned therein.

The Company has not defaulted in payment of dues to any bank or public financial institution or other secured creditor, if any. The Company has not issued any non-convertible debentures

The Board of Directors recommends the resolution set out at Item No. 5 of the AGM Notice to the Members for their consideration and approval, by way of a Special Resolution.

Except the Non-Executive Director and the Independent Directors of the Company and their relatives, none of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 5 of the AGM Notice.

Information as required to be disclosed under clause (iv) of the second proviso after Para B of Section II of Part II of Schedule V to the Act is mentioned in Annexure I.

Place: Mumbai
Date: June 17, 2025

**Registered Office:**
Unit No. 204 & 205, 2nd floor in Wing-"D" & Wing-"E",
Corporate Avenue, Andheri Ghatkopar Link Road,
Andheri (East), Mumbai-400093, Maharashtra, India
Tel. No.: +91–22–62102400
CIN: U52300MH2013PTC249758
Website: www.boat-lifestyle.com
e-mail:iml.secretarial@imaginemarketingindia.com

By Order of the Board
**For Imagine Marketing Limited**

Sd/-

**Shreekant Sawant**
**Company Secretary & Compliance Officer**
Membership No.: A30705

**Annexure – I**

**THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE V OF THE ACT IN RESPECT TO RESOLUTION NO. 3, 4 and 5 OF THE NOTICE**

## I. GENERAL INFORMATION

**1. Nature of Industry**

The Company is into business of manufacturing, buying, selling, reselling, importing, transporting, storing, developing, promoting, marketing or supplying, trading, dealing, in any manner whatsoever in all kinds of Consumer Electrical Appliances, Consumer Electronic devices, gadgets and its components on retail as well as wholesale basis across both offline and online channels.

**2. Date or expected date of commencement of commercial production:**

The Company was incorporated on November 01, 2013 and commenced the business activities in 2014.

**3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:**

Not applicable.

**4. Financial performance based on given indicators:**

**(Rs. in Crores)**

| Financial year | 2024-25 | 2023-24 | 2022-23 |
|---|---|---|---|
| Audited Revenue | 3,089.64 | 3,121.60 | 3,284.76 |
| Profit before Interest, Depreciation and Tax | 128.78 | 14.02 | (50.21) |
| Profit before Tax | 83.37 | (70.80) | (135.88) |
| Profit after Tax | 64.22 | (53.59) | (101.04) |
| Rate of Dividend | - | - | - |
| Earnings per Share on fully diluted basis | 4.26 | (3.57)* | (10.46) |

** Basic and Diluted EPS have been restated and is forming part of restatement adjustments for the year ended March 31, 2024*

**5. Foreign investments or collaborations, if any:**

The Company has made overseas direct investments in its wholly owned subsidiary Company in Singapore. The Company has not received foreign direct investments from overseas/foreign entities in the financial year ended March 31, 2025.

The Company has not made any foreign collaboration.

## II. INFORMATION ABOUT THE APPOINTEE(S):

**1. Mr. Aman Gupta, Whole Time Director**

**a) Background details, Job Profile and his suitability, recognition or awards:**

Mr. Aman Gupta is Whole-time Director of the Company. He is one of the founders and Promoters of our Company. He holds a post-graduate degree in management from Indian School of Business, Hyderabad and is a qualified chartered accountant with the Institute of Chartered Accountants of India.

He is also the Chief Marketing Officer of our Company and heads the marketing department for all brands in our Company's portfolio.

He was named to the Economic Times 40 Under 40, 'IDFC FIRST Private & Hurun India's Top 200 Self-made Entrepreneurs of the Millennia 2024, and "Founder of the Year" by Entrepreneur India. He was recognised as the Best Celebrity Creator by Prime Minister Narendra Modi in 2024 and was featured on the covers of Forbes India and Business Today.

**b) Past remuneration and remuneration proposed:**

Details on proposed remuneration have been stated in Resolution No. 3 of the Notice. In monetary terms, the remuneration for the last 3 financial years is given hereunder:

**(Rs. in Crores)**

| **Financial Year** | **2024-25** | **2023-24** | **2022-23** |
|---|---|---|---|
| Mr. Aman Gupta | 2.50 | 2.50 | 2.50 |

**c) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of origin):**

Considering the size of the Company, responsibilities allocated to Mr. Aman Gupta, his contribution in the growth of business, the relevance of his experience and expertise in marketing and branding, his remuneration is commensurate with the general industry standards.

**d) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:**

As on date of this notice, Mr. Aman Gupta has no pecuniary relationship with the Company except remuneration drawn as Whole-Time Director of the Company and to the extent of shareholding in the Company. Mr. Aman Gupta has no relationship with any key managerial personnel of the Company. As on date of this notice, he holds 3,83,70,000 equity shares in the Company in his personal capacity.

**2. Mr. Sameer Mehta, Whole-Time Director and Chief Executive Officer**

**a) Background details, Job Profile and his suitability, Recognition or awards:**

Mr. Sameer Mehta is Whole-time Director of the Company. He is also the Chief Executive Officer of our Company. He is one of the founders and Promoters of our Company. He is responsible for the overall strategic direction and management of our Company, driving its growth and innovation. He holds a bachelor's degree in commerce from University of Mumbai. He has experience in supply chain, general business operations, technology, product research and development.

He has been featured on the covers of Business Today and Forbes India as "Tycoons of Tomorrow". He was recognized among 'IDFC FIRST Private & Hurun India's Top 200 Self-made Entrepreneurs of the Millennia 2024.'

**b) Past remuneration and remuneration proposed:**

Details on proposed remuneration have been stated in Resolution No. 4 of the Notice. In monetary terms, the remuneration for the last 3 financial years is given hereunder:

**(Rs. in Crores)**

| **Financial Year** | **2024-25** | **2023-24** | **2022-23** |
|---|---|---|---|
| Mr. Sameer Mehta | 2.50 | 2.50 | 2.50 |

c) **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of origin):**

Considering the size of the Company, responsibilities allocated to Mr. Sameer Mehta, contribution to the growth of business, relevance of experience and expertise in supply chain, general business operations, technology, product research and development, his remuneration is commensurate with the general industry standards.

d) **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:**

As on date of this notice, Mr. Sameer Mehta has no pecuniary relationship with the Company except remuneration drawn as Whole-Time Director of the Company and to the extent of shareholding in the Company. Mr. Sameer Mehta has no relationship with any key managerial personnel of the Company. As on date of this notice, he holds 3,83,70,000 equity shares in the Company in his personal capacity.

3. **Non-Executive Director(s) and Independent directors**

a) **Background details, Job Profile and his suitability, Recognition or awards:**

(i) **Mr. Aashish Kamat:**

Mr. Aashish Kamat is an Independent Director of the Company.

He holds a bachelor's degree in arts from the Franklin and Marshall College and is a member of the Pennsylvania Institute of Certified Public Accountants. He currently serves as managing director, chief operating officer at L Catterton Singapore Pte. Ltd. Prior to joining our Company, he was associated with UBS AG, India as chief executive officer, UBS AG, Hong Kong as managing director and JP Morgan Chase Bank as managing director (corporate and investment bank department).

(ii) **Mr. Anand Ramamoorthy:**

Mr. Anand Ramamoorthy is an Independent Director of the Company. He holds a bachelor's degree in engineering (metallurgical engineering) from University of Roorkee (now Indian Institute of Technology, Roorkee), a master's degree in science (mechanical engineering) from Auburn University, a master's degree in business administration from Santa Clara University, California and has completed advanced management program from Harvard Business School, Boston. He currently serves as the vice-president, India (country executive) at Micron Technology Operations India LLP. Prior to joining our Company, he was associated with Intel Technology India Private Limited as director (consumption sales), Intel Security India as managing director, Marvell Semiconductors Inc. as senior director (India business development), and McAfee Software India Private Limited as senior director (sales).

**(iii) Mr. Deven Waghani**

Mr. Deven Waghani is an Independent Director of the Company. He holds a bachelor's degree in technology (chemical engineering) from Indian Institute of Technology, Bombay, and a master's degree in business administration from the University of Chicago. He also holds a post-graduate diploma in management from Indian Institute of Management, Calcutta. Prior to joining our Company he was associated with McKinsey & Company, Inc. as senior engagement manager, Hewlett – Packard as vice president (strategy and planning), Microsoft as senior director (SBU strategy and business development), and with Automation Anywhere Inc as the senior vice president (business operations).

**(iv) Ms. Purvi Sheth:**

Mrs. Purvi Sheth is an Independent Director of our Company. She holds a bachelor degree in arts (economics and political science) from St. Xavier's College, Mumbai, University of Mumbai and has completed the certificate of professional development program from the Wharton Business School, University of Pennsylvania. She has been associated with the firm, Shilputsi Consultants, for more than 25 years where she currently holds the position of Chief Executive Officer.

**(v) Mr. Vivek Gambhir**:

Mr. Vivek Gambhir is currently the Non- Executive Director of the Company. He holds a bachelor's degree in science (computer science), a bachelor's degree in arts (economics and business) from Lafayette College, Easton, Pennsylvania and a master's degree in business administration from Harvard Business School, Boston, Massachusetts. Prior to joining our Company, he was associated with Godrej Consumer Products Limited as chief executive officer and managing director, Godrej Industries Limited as chief strategy officer, Bain & Company India Private Limited as partner and was a founding member of Bain & Company's consulting operations in India. He has previously been the co-chair of the Confederation of Indian Industry, National Committee on FMGC and served as the president of the Harvard Business School Club of India. He is on the advisory board of the Central Square Foundation.

**b) Past remuneration and remuneration proposed:**

Details on proposed remuneration have been stated in Resolution No. 5 of the Notice. In monetary terms, the remuneration for the last 3 financial years is given hereunder:

**(Rs. in Crores)**

| **Financial Year** | **2024-25** | **2023-24** | **2022-23** |
|---|---|---|---|
| Mr. Aashish Kamat | 0.15 | 0.15 | 0.15 |
| Mr. Anand Ramamoorthy | 0.15 | 0.15 | 0.15 |
| Mr. Deven Waghani | 0.15 | 0.15 | 0.15 |
| Mrs. Purvi Sheth | 0.15 | 0.15 | 0.15 |
| Mr. Vivek Gambhir* | 0.15 | 0.15 | 2.96 |

** Mr. Vivek Gambhir was paid remuneration as CEO & Whole-time Director of the Company. He has resigned from the post of CEO w.e.f. March 15, 2023 and as Whole-time Director w.e.f. May 04, 2023.*

**c) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of origin):**

Considering the size of the Company, responsibilities allocated to Non-Executive Director(s) & Independent Directors, their contribution, the relevance of experience and expertise in the industry, their remuneration is commensurate with the general industry standards.

**d) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:**

As on date of this notice, the Non-Executive Director and Independent Directors have no pecuniary relationship with the Company except to the extent of Sitting Fees, Commission / Remuneration, as applicable which may be paid, and reimbursement of out of pocket expenses received by them for attending the meetings, if any. The Non-Executive Director and Independent Directors have no relationship with any key managerial personnel or directors of the Company.

As on date of this notice, Mr. Vivek Gambhir holds 20,14,000 Stock Options in the Company in his personal capacity. The Independent Directors do not hold any shares in the Company.

**III. Disclosures**

The disclosures on remuneration package and all other required details of each Director are contained in the audited financials. The Company is an unlisted public company and therefore the provisions of Corporate Governance Report are not applicable on the Company.

**Annexure II**

**Details of Directors whose remuneration is being fixed/approved and those who are retiring by rotation and seeking appointment/ re-appointment, at the 12th Annual General Meeting: [Pursuant to Secretarial Standards - 2 on General Meetings]**

| Particulars | Mr. Aman Gupta | Mr. Sameer Mehta | Mr. Vivek Gambhir | Mr. Aashish Kamat | Mr. Anand Ramamoorthy | Mr. Deven Waghani | Ms. Purvi Sheth |
|---|---|---|---|---|---|---|---|
| **DIN** | 02249682 | 02945481 | 06527810 | 06371682 | 05277865 | 09434542 | 06449636 |
| **Designation** | Whole Time Director | Whole Time Director and CEO | Non-Executive Director | Independent Director | Independent Director | Independent Director | Independent Director |
| **Father’s name** | Mr. Neeraj Kumar Gupta | Late Mr. Ashok Ochavlal Mehta | Late Mr. Madan Mohan Gambhir | Mr. Ramdas Keshav Kamat | Mr. Laxminarayan Ramamoorthy | Mr. Pravinchandra Amulakh Waghani | Mr. Tarun Sheth |
| **Date of Birth** | 03/03/1981 | 29/11/1976 | 27/11/1968 | 06/10/1965 | 07/06/1974 | 28/04/1965 | 31/05/1972 |
| **Age** | 41 Years | 46 years | 54 Years | 57 Years | 49 Years | 58 Years | 51 Years |
| **Nationality** | Indian | Indian | Indian | Indian | Indian | Indian | Indian |
| **Present residential address** | R-21, Huaz Khas Enclave, New Delhi-, 110016 | A-2301, Omkar 1973, Pandurang Budhkar Marg, Near Shani Mandir, Neelam Centre, Worli, Mumbai 400030 | House No. D-84, Malcha Marg, Chanakya Puri, New Delhi, Delhi, 110 021, India | The Imperial Edge, 2402, B B Nakashe Marg, Tardeo, Mumbai Central, Mumbai-400026, Maharashtra, India | C-1001, Akme Ballet Apartment, Doddanakudi Outer Ring Road, Doddanakundi, Bangalore North Marathahalli Colony, Bangalore-560037, Karnataka | 8642 NE 7th St. Medina, WA 98039 | 505/B, Eldorado, Kashinath Dhuru Lane, Off. Veer Savarkar Marg, Opposite Siddhi Vinayak Temple, Prabhadevi, Mumbai 400025, Maharashtra, India |
| **Qualification** | Chartered Accountant, Post-Graduate degree in management from Indian School of Business, Hyderabad | B.Com. | • Bachelor’s degree in science (computer science)<br>• Bachelor’s degree in arts (economics and business) from Lafayette College, Easton, Pennsylvania<br>• Master’s degree in business administration from Harvard Business School, Boston, Massachusetts | • Bachelor’s Degree in Arts, Franklin and Marshall Collage<br>• Certified Public Accountants, Pennsylvania Institute | B.E. (Metallurgical Engineering)<br>M.E. (Mechanical Engineering)<br>M.B.A. | • B.Tech. (Chemical Engineering), IIT Bombay<br>• Post Graduate Diploma in Management, IIM, Calcutta<br>• Master Degree in Business Administration, University of Chicago | • Bachelor of Arts (economics and political science) University of Mumbai<br>• Certificate of professional development program from the Wharton Business School, University of Pennsylvania |
| **Brief Profile/Experience/ expertise** | Mr. Aman Gupta is Whole-time Director of | Mr. Sameer Mehta is Whole-time Director of | Mr. Vivek Gambhir is currently the Non- | Mr. Aashish Kamat is an Independent | Mr. Anand Ramamoorthy is an | Mr. Deven Waghani is an | Mrs. Purvi Sheth is an Independent |

| Particulars | Mr. Aman Gupta | Mr. Sameer Mehta | Mr. Vivek Gambhir | Mr. Aashish Kamat | Mr. Anand Ramamoorthy | Mr. Deven Waghani | Ms. Purvi Sheth |
|---|---|---|---|---|---|---|---|
| **in specific functional areas** | the Company. He is one of the founders and Promoters of our Company. He holds a post-graduate degree in management from Indian School of Business, Hyderabad and is a qualified chartered accountant with the Institute of Chartered Accountants of India.<br><br>He is also the Chief Marketing Officer of our Company and heads the marketing department for all brands in our Company's portfolio. | the Company. He is also the Chief Executive Officer of our Company. He is one of the founders and Promoters of our Company. He is responsible for the overall strategic direction and management of our Company, driving its growth and innovation. He holds a bachelor's degree in commerce from University of Mumbai. He has experience in supply chain, general business operations, technology, product research and development. | Executive Director of the Company. He holds a bachelor's degree in science (computer science), a bachelor's degree in arts (economics and business) from Lafayette College, Easton, Pennsylvania and a master's degree in business administration from Harvard Business School, Boston, Massachusetts. Prior to joining our Company, he was associated with Godrej Consumer Products Limited as chief executive officer and managing director, Godrej Industries Limited as chief strategy officer, Bain & Company India Private Limited as partner and was a founding member of Bain & Company's consulting operations in India. He has previously been the co-chair of the Confederation of Indian Industry, National Committee on FMGC and served as the president of the Harvard Business School Club of India. He is on the advisory board of the Central Square Foundation. | Director of the Company.<br><br>He holds a bachelor's degree in arts from the Franklin and Marshall College and is a member of the Pennsylvania Institute of Certified Public Accountants. He currently serves as managing director, chief operating officer at L Catterton Singapore Pte. Ltd. Prior to joining our Company, he was associated with UBS AG, India as chief executive officer, UBS AG, Hong Kong as managing director and JP Morgan Chase Bank as managing director (corporate and investment bank department). | Independent Director of the Company. He holds a bachelor's degree in engineering (metallurgical engineering) from University of Roorkee (now Indian Institute of Technology, Roorkee), a master's degree in science (mechanical engineering) from Auburn University, a master's degree in business administration from Santa Clara University, California and has completed advanced management program from Harvard Business School, Boston. He currently serves as the vice-president, India (country executive) at Micron Technology Operations India LLP. Prior to joining our Company, he was associated with Intel Technology India Private Limited as director (consumption sales), Intel Security India as managing director, | Independent Director of the Company. He holds a bachelor's degree in technology (chemical engineering) from Indian Institute of Technology, Bombay, and a master's degree in business administrati on from the University of Chicago. He also holds a post-graduate diploma in managemen t from Indian Institute of Managemen t, Calcutta. Prior to joining our Company he was associated with McKinsey & Company, Inc. as senior engagement manager, Hewlett – Packard as vice president (strategy and planning), Microsoft as senior director (SBU strategy and business developmen t), and with Automation Anywhere Inc as the | Director of our Company. She holds a bachelor degree in arts (economics and political science) from St. Xavier's College, Mumbai, University of Mumbai and has completed the certificate of professional development program from the Wharton Business School, University of Pennsylvania. She has been associated with the firm, Shilputsi Consultants, for more than 25 years where she currently holds the position of Chief Executive Officer. |

| Particulars | Mr. Aman Gupta | Mr. Sameer Mehta | Mr. Vivek Gambhir | Mr. Aashish Kamat | Mr. Anand Ramamoorthy | Mr. Deven Waghani | Ms. Purvi Sheth |
|---|---|---|---|---|---|---|---|
| | | | | | Marvell Semiconductors Inc. as senior director (India business development), and McAfee Software India Private Limited as senior director (sales). | senior vice president (business operations). | |
| **Terms and conditions of appointment** | Appointment as whole-time director for the period of five years as per the terms and conditions set out in the notice. | Appointment as whole-time director for the period of five years as per the terms and conditions set out in the notice. | Appointment as Non-Executive Director of the Company liable to retire by rotation. | Appointment as an Independent Director with period of 5 Years not liable to retire by rotation | Appointment as an Independent Director with period of 5 Years not liable to retire by rotation | Appointment as an Independent Director with period of 5 Years not liable to retire by rotation | Appointment as an Independent Director with period of 5 Years not liable to retire by rotation |
| **Details of remuneration sought to be paid** | Fixed salary: Rs. 2 Crores per annum<br><br>Performance linked salary: Rs. 50 Lakhs per annum | Fixed salary: Rs. 2 Crores per annum<br><br>Performance linked salary: Rs. 50 Lakhs per annum | Rs. 15 Lakhs per annum | Rs. 15 Lakhs per annum | Rs. 15 Lakhs per annum | Rs. 15 Lakhs per annum | Rs. 15 Lakhs per annum |
| **Remuneration last drawn** | Rs. 2.50 Crores per annum | Rs. 2.50 Crores per annum | Rs. 15 Lakhs per annum | Rs. 15 Lakhs per annum | Rs. 15 Lakhs per annum | Rs. 15 Lakhs per annum | Rs. 15 Lakhs per annum |
| **Date of first appointment on the Board** | 01/11/2013 | 01/11/2013 | 20/04/2021 | 12/11/2021 | 12/11/2021 | 15/12/2021 | 12/11/2021 |
| **Shareholding in the Company** | 3,83,70,000 Equity Shares face value of Re. 1/- each | 3,83,70,000 Equity Shares face value of Re. 1/- each | 20,14,000 Stock Options | Nil | Nil | Nil | Nil |
| **Relationship with other Directors, Manager and other Key Managerial Personnel of the Company** | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| **Number of Meetings of the Board attended during the year** | 9 out of 9 Board Meetings | 9 out of 9 Board Meetings | 8 out of 9 Board Meetings | 7 out of 9 Board Meetings | 9 out of 9 Board Meetings | 3 out of 9 Board Meetings | 9 out of 9 Board Meetings |
| **Directorship in other Companies** | **Indian Companies:**<br><br>Nil<br><br>**Foreign Companies:**<br><br>Nil | **Indian Companies:**<br>• Delhivery Limited<br>• Cast Tech Private Limited<br>• Casttech Allied Private Limited | **Indian Companies:**<br>• Metropolis Healthcare Limited<br>• Honasa Consumer Limited | **Indian Companies:**<br>• IDFC First Bank Limited<br>• JSW Cement Limited<br>• The Ugar Sugar | **Indian Companies:**<br>• Hexagon Capability Center India Private Limited<br>• Uniken India | **Indian Companies:**<br><br>Nil<br><br>**Foreign Companies:** | **Indian Companies:**<br>• Deepak Nitrate Limited<br>• Kirloskar Oil Engines Limited |

| Particulars | Mr. Aman Gupta | Mr. Sameer Mehta | Mr. Vivek Gambhir | Mr. Aashish Kamat | Mr. Anand Ramamoorthy | Mr. Deven Waghani | Ms. Purvi Sheth |
|---|---|---|---|---|---|---|---|
| | | • Triocast Technologies Private Limited<br><br>**Foreign Companies:**<br>KaHa Pte. Ltd. | • Samast Technologies Private Limited<br>• Kaha Technologies Private Limited<br>• HOB Ventures Private Limited<br>• Comfort Grid Technologies Private Limited<br>• Harvard Business School Club of India<br><br>**Foreign Companies:**<br>• KaHa Pte. Ltd. | Works Limited<br><br>**Foreign Companies:**<br>• FNZ Fiat Prefco Limited<br>• FNZ Germany Holdco Limited<br>• FNZ Holdings UK Limited<br>• FNZ IP Ventures Ltd<br>• FNZ UK Finco Limited<br>• FNZ Group Technologies Limited<br>• FNZ Group Entities Limited<br>• Thread Escrow 1 Limited<br>• Thread Escrow 2 Limited | Private Limited<br>• Enovix Research and Development Services India Private Limited<br><br>**Foreign Companies:**<br><br>Nil | • A Hundred Basic Points, LLC (USA)<br>• Imagine Marketing Singapore Pte. Ltd. | • Kirloskar Industries Limited<br>• Ambuja Cements Limited<br>• Shoppers Shop Limited<br>• Techfab (India) industries Limited<br>• Deepak Chem Tech Limited<br>• Metropolis Healthcare Limited<br>• Continuum Green Energy Limited<br>• Nirigyan Information Consulting and Services Private Limited<br>• Lastaki Advisors Private Limited<br><br>**Foreign Companies:**<br><br>Nil |
| **Membership/ Chairmanship of the committees of other Companies (consists of membership/chairmanship of Audit Committee, Nomination and Remuneration Committee & Stakeholders' Relationship Committee)** | Nil | Nil | Metropolis Healthcare Limited<br>• Member- Audit Committee<br>• Member- Nomination & Remuneration Committee<br>• Chairman- Stakeholders Relationship Committee<br><br>Honasa Consumer Limited<br>• Member- Audit Committee<br>• Chairman- Nomination and Remuneration Committee | IDFC First Bank Limited<br>• Chairman- Audit Committee<br>• Member- Nomination and Remuneration Committee<br><br>JSW Cement Limited<br>• Chairman – Audit Committee<br><br>The Ugar Sugar Works Limited<br>• Member – Audit Committee | Nil | Nil | Deepak Nitrite Limited<br>• Chairperson- Nomination & Remuneration Committee<br><br>Kirloskar Oil Engines Limited<br>• Member- Nomination and Remuneration Committee<br>• Member- Stakeholders Relationship Committee<br><br>Ambuja Cements Limited<br>• Chairperson- Nomination & |

| Particulars | Mr. Aman Gupta | Mr. Sameer Mehta | Mr. Vivek Gambhir | Mr. Aashish Kamat | Mr. Anand Ramamoorthy | Mr. Deven Waghani | Ms. Purvi Sheth |
|---|---|---|---|---|---|---|---|
| | | | | | | | Remuneration Committee<br><br>Shoppers Stop Limited:<br>• Member - Nomination, Remuneration and Corporate Governance Committee<br><br>Deepak Chem Tech Limited:<br>• Chairperson - Nomination & Remuneration Committee<br><br>TechFab (India) Industries Limited:<br>• Member - Nomination & Remuneration Committee<br><br>Continuum Green Energy Private Limited:<br>• Chairperson - Nomination & Remuneration Committee<br><br>Metropolis Healthcare Limited:<br>• Chairperson - Nomination & Remuneration Committee |

Place: Mumbai
Date: June 17, 2025

By Order of the Board
**For Imagine Marketing Limited**

Sd/-

**Shreekant Sawant**
**Company Secretary & Compliance Officer**
Membership No.: A30705

**Registered Office:**
Unit No. 204 & 205, 2nd floor in Wing-"D" & Wing-"E", Corporate Avenue, Andheri Ghatkopar Link Road, Andheri (East), Mumbai-400093, Maharashtra, India
Tel. No.: +91–22–62102400
CIN: U52300MH2013PTC249758
Website: www.boat-lifestyle.com
e-mail:iml.secretarial@imaginemarketingindia.com

# DIRECTORS' REPORT

**To,**
**The Members of**
**Imagine Marketing Limited**

Your Directors present their 12th Annual Report on the business and operations of Imagine Marketing Limited (**"the Company"**) along with the audited standalone and consolidated financial statements for the financial year (hereinafter referred to as 'FY') ended March 31, 2025.

## (1) FINANCIAL PERFORMANCE

The standalone and consolidated financial performance highlights of the Company are as under:

| **PARTICULARS** | **Standalone** *(Amount Rs. in million)* | | **Consolidated** *(Amount Rs. in million)* | |
|---|---|---|---|---|
| | **For the financial year ended March March 31, 2025** | **For the financial year ended March 31, 2024** | **For the financial year ended March 31, 2025** | **For the financial year ended March 31, 2024** |
| Total Income | 30,896.43 | 31,216.04 | 30,978.14 | 31,353.46 |
| Less: Total Expenditure | 30,062.73 | 31,924.04 | 30,403.54 | 32,335.90 |
| Add: Share of Profit of associate & joint venture | - | - | 86.39 | 19.91 |
| Add: Exceptional item on sale of investment in associate | - | - | 86.03 | - |
| Profit / (Loss) Before Tax | 833.70 | (708.00) | 747.02 | (962.53) |
| Less: Current Tax | - | 0.16 | 4.32 | 6.84 |
| Deferred Tax expense / (credit) | 191.49 | (172.23) | 131.90 | (172.53) |
| Profit / (Loss) after Tax | 642.21 | (535.93) | 610.80 | (796.84) |
| Other Comprehensive Income/(Loss) | (0.28) | 2.97 | (6.67) | 59.43 |
| Total Comprehensive Income / (Loss) | 641.93 | (532.96) | 604.13 | (737.41) |
| Earnings / (Loss) Per Share Basic | 4.28* | (3.57)* | 4.07# | (5.31)# |
| Earnings / (Loss) Per Share Diluted | 4.26* | (3.57)* | 4.05# | (5.31)# |

** Basic and Diluted EPS have been restated and is forming part of restatement adjustments for the year ended March 31, 2024*
*# Basic and Diluted EPS have been restated and is forming part of restatement adjustments for the year ended March 31, 2024*

## (2) ACCOUNTING STANDARDS

The financial statements of your Company for the year ended 31 March 2025 have been prepared under Indian Accounting Standards ('Ind AS') notified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended by Companies (Indian Accounting Standards) Rules, 2016 and other relevant provisions of the Act, to the extent applicable.

During the year under review, no revision was made in the previous financial statements of the Company.

## (3) DIVIDEND AND RESERVES

The Board of Directors of the Company have not recommended any dividend on the Preference shares and Equity shares for the FY under review.

The Board has not proposed to transfer any amount to the General Reserves.

## (4) TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCTION AND PROTECTION FUND

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no unpaid dividend lying with the Company.

## (5) STATE OF COMPANY'S AFFAIRS AND REVIEW OF BUSINESS OPERATIONS

### (i) India's Macroeconomic Overview

India continues to reinforce its position as one of the fastest-growing major economies globally. As per the IMF, India is now the fifth-largest economy by nominal GDP, estimated at Rs. 331 trillion (US$ 3.9 trillion) CY 2024. The country is expected to grow at a CAGR of 6.5% in real terms between CY 2024 and CY 2029, the highest among the G20 economies.

The growth of the Indian economy is supported by rising household incomes, urbanization, and a growing workforce, all of which are driving higher discretionary spending. At the same time, greater smartphone usage and improved internet access are speeding up the shift toward organized and online retail. These trends are creating strong growth opportunities for digital-first brands, which are well-positioned to gain market share over traditional players.

### (ii) India Consumer Devices Market

The consumer devices market is estimated at Rs. 1,076 billion (US$ 13 billion) in CY 2024 and projected to grow at a CAGR of 11-13%, reaching Rs. 1,784-2,018 billion (US$ 21-24 billion) by CY 2029.

The growth of the consumer devices market in India will be driven by two key trends: (a) premiumization, driven by digitally enabled and trend-conscious consumers seeking vibrant designs, lifestyle-relevant, technology-led distinctive advancements, and (b) the expanding presence of offline channel/distribution reach in Tier 2 cities. This shift has contributed to the growth of the aspirational segment across multiple categories, making these devices more accessible to a wider consumer base. Looking ahead, market expansion will be driven by continuous innovation, leading to enhanced product features and functionality.

### (iii) India Audio Market

The Indian audio market encompasses a wide range of products designed for personal and home use and is estimated at Rs. 478 billion (US$ 5.6 billion) by CY 2024 growing at 12% over last 5 years from Rs. 266 billion (US$ 3.1 billion) in CY 2019. It is projected to grow at a CAGR of 11-14% between CY 2024 and CY 2029 to reach Rs. 795-909 billion (US$ 9.3-10.7 billion).

The growth in the Indian audio market between CY 2024 and CY 2029 is being driven by three key factors: (a) a growing demand for premium audio products, supported by improvements in sound technology; (b) continued innovation aimed at delivering affordable, feature-rich audio solutions that offer high sound quality and compatibility with smart home systems; and (c) the expanding reach of offline retail in Tier-2 and smaller cities, which is helping audio products reach a wider customer base.

**(iv) India Wearables Market**

The wearables market encompasses a wide range of devices designed for personal use, including smartwatches, activity trackers, and smart rings. Smartwatches contribute ~93% of the total wearables market in CY 2024 and other wearable devices constitute the remaining 7% of the market. India's wearable market is on a growth trajectory supported by increasing consumer demand for advanced features such as fitness and health tracking and a growing emphasis on lifestyle management.

The wearables market has grown from Rs. 28 billion (US$ 0.3 billion) in CY 2019 to reach an estimated Rs. 104 billion (US$ 1.2 billion) as of CY 2024, at a CAGR of 30%. The market is likely to grow at a CAGR of 18-20% between CY 2024 and CY 2029.

**(v) Other consumer devices market in India**

The consumer devices market in India has expanded to encompass a diverse range of emerging categories. These include charging solutions, mobile accessories, home security products, smart luggage tags, and various home and personal care gadgets, all designed to meet evolving lifestyle needs. Growth in this segment is being driven by increasing demand for reliable charging in a mobile-first environment, rising interest in practical and stylish accessories, greater focus on home security with the rise of smart home devices, and a growing need for convenience and tracking while travelling.

These emerging categories collectively represent a market valued at Rs. 494 billion (US$5.8 billion) in CY 2024 and projected to grow at a CAGR of 9-11% to reach Rs. 754-847 billion (US$ 8.9-10 billion) by CY 2029.

**(vi) Business Overview**

Your Company is a digital-first consumer products company offering wide range of high-quality, and aspirational lifestyle-focused consumer products at accessible price points under the flagship brand "boAt" in the wireless hearables and smartwatch segment. Your Company has established leading market positions in terms of volume and value in India across multiple consumer categories such as audio and smartwatch.

Your Company operates in the consumer devices market which comprises of a wide range of products including audio devices, wearables, charging solutions, and other emerging categories which include mobile and gaming accessories, and personal care appliances. Your Company leveraged the in-house innovations and collaborations to establish a strong presence in the aspirational price segment through premium sub-brand 'Nirvana' product range, offering differentiated audio experiences.

Along with the continued development and expansion of its product portfolio, your Company has significantly strengthened its distribution across both online and offline channels. While boAt has built its foundation as a digital-first consumer products company, scaling rapidly through leading online marketplaces and its own website, it has also expanded its offline presence at a fast pace. Through a robust distributor-led offline model, boAt has established a strong and growing footprint across Tier 1, Tier 2, and smaller cities. This balanced approach across online and offline channels is enabling the Company to reach a wider consumer base, increase brand visibility, and support long-term growth.

A key driver of the market leadership has also been the strength of the brand "boAt", which enjoys high recall and engagement with consumers primarily across the audio and wearables categories, providing us with a significant competitive advantage in the marketplace. The brand positioning has resonated with the target consumers and has helped to build a relationship based on trust and affinity, which is evidenced by the community of over 20 million "boAtheads".

During the year under review, the Standalone income of your Company stood at Rs. 30,896.43 million as compared to Rs. 31,216.04 million in the previous year, registering a decline of 1.02%. The standalone profit after tax for the year was Rs. 642.21 million as compared to loss after tax of Rs. (535.93) million in the previous year, registering an increase of 219.83%.

During the year under review, the Consolidated income stood at Rs. 30,978.14 million as compared to Rs. 31,353.46 million in the previous year, registering a decline of 1.20%. The consolidated profit after tax for the year was Rs. 610.80 million as compared to loss after tax of Rs. (796.84) million in the previous year, registering an increase of 176.65%.

Your Directors are optimistic about the performance for the financial year 2025-2026.

## (6) CHANGE IN NATURE OF BUSINESS

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

## (7) MATERIAL CHANGES & COMMITMENTS AFFECTING THE FINANCIAL POSITION BETWEEN THE END OF FINANCIAL YEAR AND DATE OF REPORT AFTER THE BALANCE SHEET DATE

There were no material changes and commitments affecting the financial position of the Company between the end of FY and the date of this report.

## (8) DETAILS OF MATERIAL EVENTS FROM THE END OF THE FINANCIAL YEAR TILL THE DATE OF THIS REPORT

### (i) Filing of Draft Red Herring Prospectus (DRHP) with Securities and Exchange Board of India (SEBI)

Your Company has filed Pre-filed Draft Red Herring Prospectus on April 3, 2025 ('P-DRHP') with Securities and Exchange Board of India ('SEBI') and the Stock Exchanges, under Chapter IIA of the SEBI ICDR Regulations in relation to the proposed initial public offering ('IPO') of its Equity Shares on the main board of the Stock Exchanges. The proposed IPO comprises of a fresh issue of up to ₹ 5,000 million and an offer for sale of up to ₹ 10,000.00 million. Post IPO, equity shares of the Company are proposed to be listed on BSE Limited ('BSE') and the National Stock Exchange of India Limited ('NSE'). Your Company is awaiting the clearance from SEBI on the P-DRHP and has received in-principle approval for the proposed listing of its shares from the BSE & NSE on June 3, 2025.

**(ii) Adoption of Updated Articles of Association of the Company:**

In order to facilitate the proposed IPO of the Company and pursuant to the approval of the Board in its meeting held on March 31, 2025, the Company has entered into the waiver cum amendment agreement dated April 3, 2025 ('Waiver cum Amendment Agreement'), in relation to the amended and restated shareholders' agreement dated October 24, 2022, executed amongst Imagine Marketing Limited, Mr. Sameer Ashok Mehta, Mr. Aman Gupta, Fireside Ventures Investment Fund - I (Scheme of Fireside Ventures Investment Trust), South Lake Investment Ltd, Qualcomm Ventures LLC, Malabar India Fund Limited, Malabar Select Fund and Malabar Midcap Fund ('Current SHA').

In view of the Waiver cum Amendment Agreement, the Company has amended its existing Articles of Association of the Company, to incorporate the understanding agreed upon in the Waiver cum Amendment Agreement in the Articles of Association.

**(iii) Increase in the maximum number of stock options under Imagine Marketing Employee Stock Option Plan 2023 ('ESOP 2023') and consequent amendments in ESOP 2023:**

Based on the approval of the Nomination and Remuneration Committee at its meeting held on March 31, 2025, Board of Directors at its meeting held on March 31, 2025 and Shareholders via postal ballot on May 23, 2025, the employee stock option pool of ESOP 2023 has been increased from 16,18,551 (Sixteen Lakhs Eighteen Thousand Five Hundred and Fifty-One) options to 20,01,362 (Twenty Lakhs One Thousand Three Hundred and Sixty-Two) options, with each such Option conferring a right to apply for 1 (one) share of the Company, in accordance with the terms and conditions of the ESOP 2023. Accordingly, ESOP 2023 plan has also been amended to give effect to the aforesaid increase in the maximum number of stock options.

## (9) CAPITAL STRUCTURE OF THE COMPANY

**(i) Authorised Share Capital**

During the year under review, the Board of Directors in its meeting held on January 23, 2025 and Shareholders in its extra-ordinary general meeting held on February 15, 2025 have approved the increase in the Authorised Share Capital of the Company from ₹ 29,97,28,000 (Indian Rupees Twenty- Nine Crore Ninety Seven Lakh Twenty Eight Thousand) to ₹ 34,97,28,000 (Indian Rupees Thirty- Four Crore Ninety Seven Lakh Twenty Eight Thousand) and consequential amendments to the existing Clause V of the Memorandum of Association ("MOA") of the Company, as set out below:

| PREVIOUS | CURRENT |
|---|---|
| Rs. 29,97,28,000 (Indian Rupees Twenty-Nine Crore Ninety Seven Lakh Twenty Eight Thousand) consisting of:<br><br>(i) 16,08,28,000 Equity Shares of face value Re. 1 (Indian Rupees One) each.<br>(ii) 24,891 Preference Shares of face value Rs. 10 (Indian Rupees Ten) each.<br>(iii) 1,62,709 Series A Compulsorily Convertible Preference Shares of face value of Rs. 10 (Indian Rupees Ten) each. | Rs. 34,97,28,000 (Indian Rupees Thirty-Four Crore Ninety Seven Lakh Twenty Eight Thousand) consisting of:<br><br>(i) 21,08,28,000 Equity Shares of face value Re. 1 (Indian Rupees One) each.<br>(ii) 24,891 Preference Shares of face value Rs. 10 (Indian Rupees Ten) each.<br>(iii) 1,62,709 Series A Compulsorily Convertible Preference Shares of face value of Rs. 10 (Indian Rupees Ten) each. |

| PREVIOUS | CURRENT |
|---|---|
| (iv) 3,47,600 Series A1 Compulsorily Convertible Preference Shares of face value of Rs. 10 (Indian Rupees Ten) each.<br>(v) 17,158 Series B Compulsorily Convertible Preference Shares of face value of Rs. 6,000 (Indian Rupees Six Thousand) each.<br>(vi) 1,771 Series B1 Compulsorily Convertible Preference Shares of face value of Rs. 6,000 (Indian Rupees Six Thousand) each.<br>(vii) 66,58,000 Series C Compulsorily Convertible Preference Shares of face value of Rs. 3 (Indian Rupee Three) each. | (iv) 3,47,600 Series A1 Compulsorily Convertible Preference Shares of face value of Rs. 10 (Indian Rupees Ten) each.<br>(v) 17,158 Series B Compulsorily Convertible Preference Shares of face value of Rs. 6,000 (Indian Rupees Six Thousand) each.<br>(vi) 1,771 Series B1 Compulsorily Convertible Preference Shares of face value of Rs. 6,000 (Indian Rupees Six Thousand) each.<br>(vii) 66,58,000 Series C Compulsorily Convertible Preference Shares of face value of Rs. 3 (Indian Rupee Three) each. |

As on March 31, 2025, the authorized share capital of your Company stood at **Rs. 349,728,000 (Indian Rupees Thirty-Four Crore Ninety-Seven Lacs Twenty-Eight Thousand)** categorized as follows:

| Authorised Share Capital | Amount in Rs. |
|---|---|
| 210,828,000 Equity shares face value of Re. 1/- each | 210,828,000 |
| 1,62,709 Series A Compulsory Convertible Preference Shares face value of Rs. 10/- each | 16,27,090 |
| 3,47,600 Series A1 Compulsory Convertible Preference Shares face value of Rs. 10/- each | 34,76,000 |
| 24,891 Preference Share face value of Rs. 10/- each | 2,48,910 |
| 17,158 Series B Compulsory Convertible Preference Shares face value of Rs. 6000/- each | 10,29,48,000 |
| 1,771 Series B1 Compulsory Convertible Preference Shares face value of Rs. 6000/- each | 1,06,26,000 |
| 66,58,000 Series C Compulsory Convertible Preference Shares face value of Rs. 3/- each | 1,99,74,000 |
| **Total** | **349,728,000** |

**(ii) Paid-up Share Capital**

As on March 31, 2025, the paid-up share capital of your Company stood at Rs. 22,48,33,673/- (Indian Rupees Twenty Two Crore Forty-Eight Lacs Thirty Three Thousand Six Hundred Seventy Three only) divided into 9,61,46,300 Equity shares face value of Re. 1/- each, 1,62,400 Series A Compulsory Convertible Preference Shares face of Rs. 10/- each, 3,47,600 Series A1 Compulsory Convertible Preference Shares face value of Rs. 10/- each, 15,507 Series B Compulsory Convertible Preference Shares face value of Rs. 6000/- each, 1,762 Series B1 Compulsory Convertible Preference Shares face value of Rs. 6000/- each, 66,57,791 Series C Compulsory Convertible Preference Shares face value of Rs. 3/- each.

Changes in Paid-up Share Capital :

During the year under review, there was no change in the paid-up share capital of the Company.

## (10) EMPLOYEES' STOCK OPTION PLAN(S)

As on the end of financial year, the Company had three Employees Stock Plans i.e. (i) Employees Stock Option Plan – 2019 ('ESOP 2019'), (ii) Management Stock Option Plan-2021 ('ESOP 2021') and (iii) Employees Stock Option Plan – 2023 ('ESOP 2023').

During the year under review, the aforesaid plans of the Company have been further amended to provide further clarity as per SEBI SBEB & SE Regulations and in order to provide for ease of administration of options under the ESOP 2019 and ESOP 2021, which are not prejudicial to the interest of the current optionees of the Company. Further, pursuant to approval of the nomination and remuneration committee, board of directors and shareholders, ESOP 2023 has been amended in order to comply with the regulatory requirements in terms of SEBI SBEB & SE Regulations and to provide ease of administration of the options under the ESOP 2023.

The maximum number of options which can be granted under ESOP 2019, ESOP 2021 and ESOP 2023 is 39,99,449 options, 54,98,000 options and 20,01,362 options respectively.

The details regarding issue of employee stock options under the Employees Stock Option Plan-2019 (ESOP-2019), Management Stock Option Plan-2021 (MSOP-2021) and Employees Stock Option Plan 2023 (ESOP-2023) required to be furnished as per the provisions of Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014 are as under:

| Particulars | | ESOP-2019 | MSOP-2021 | ESOP-2023 |
|---|---|---|---|---|
| Total Number of options outstanding under the pool of respective scheme at the beginning of the year | : | 38,25,975 | 20,14,000^ | 1,52,336 |
| Options granted during the year# | : | Nil | Nil | 11,32,993 |
| Options Vested as on March 31, 2025 | : | 25,40,714 | 20,14,000 | 33,085 |
| Option exercised during the year | : | Nil | Nil | Nil |
| The total number of shares arising as result of exercise of option | : | 25,40,714 | 20,14,000 | 33,085 |
| Options lapsed during the year | : | 2,33,514 | Nil | 18,851 |
| The exercise price per option | : | The range of exercise price for options outstanding at the end of the year was Rs. 30.267 to Rs. 450.00 | Rs. 141.88 | Rs. 450.00 |
| Vesting Period of Options | : | 1 year to 4 years | 4 years | 4 years |
| Variation of term of Options | : | - | - | - |
| Money realized by exercise of options | : | Nil | Nil | Nil |
| Total number of options in force | : | 35,92,461 | 20,14,000 | 12,66,478 |

**came into force on September 03, 2023 and the outstanding options of 9,55,523 were transferred from ESOP2019 to ESOP-2023.*
*^Nomination & Remuneration Committee on January 7, 2024 approved the closure of further grant from the unvested options of 34,34,000 options.*
*#Denotes the actual grants made during the Financial Year*

During the year under review, given below are the employee wise details of options granted to:

(i) Key Managerial Personnel ("KMPs")

| Particulars of ESOP Schemes | Name of KMPs | No of options granted | No. of Options outstanding |
|---|---|---|---|
| ESOP-2023 | Mr. Rakesh Thakur, Group Chief Financial Officer | 1,48,000 | 1,48,000 |
| ESOP-2023 | Mr. Shreekant Sawant, Company Secretary & Compliance Officer | 3,152 | 3,152 |

(ii) Any other employee who receives a grant of option in any one year of options amounting to five percent or more of total options granted during that year

| Particulars of ESOP Schemes | Relevant Financial Year | Name of Employee | No of options granted | No. of Options outstanding |
|---|---|---|---|---|
| ESOP-2019 | Financial Year 2024-25 | Nil | Nil | Nil |
| | Financial Year 2023-24 | (i) Mr. Arun Mittal | 30,000 | 30,000 |
| | | (ii) Mr. Atul Vivek | 60,000 | 0 |
| | | (iii) Mr. Rishabh Jain | 13,300 | 13,300 |
| | | (iv) Mr. Wasif Kalim | 8,000 | 8,000 |
| | | (v) Mr. Gowtham Dhanpal | 8,000 | 8,000 |
| | Financial Year 2022-23 | (i) Mr. Gaurav Nayyar | 8,75,000 | 8,75,000 |
| | | (ii) Mr. Shyam Vedantam | 1,50,000 | 1,50,000 |
| | | (iii) Mr. Sammyak Jain | 1,50,000 | 1,50,000 |
| | Financial Year 2021-22 | (i) Mr. Prashant Kamal | 2,00,000 | 2,00,000 |
| | | (ii) Mr. Shashwat Singh | 1,70,000 | 1,70,000 |
| | | (iii) Mr. Prejith Narayan | 1,60,000 | 1,60,000 |
| | | (iv) Mr. Ankur Sharma | 2,20,000 | 1,10,000 |
| | Financial Year 2020-21 | (i) Mr. Jignesh Rambhia | 2,00,000 | 2,00,000 |
| | | (ii) Mr. Daman Soni | 3,00,000 | - |
| | Financial Year 2019-20 | (i) Mr. Sushant Dalmia | 2,04,000 | - |
| | | (ii) Mr. Ankush Guglani | 60,000 | - |
| MSOP-2021 | Nil | Nil | Nil | Nil |
| ESOP-2023 | Financial Year 2024-25 | (i) Mr. Pranjal Jain | 1,47,500 | 1,47,500 |
| | | (ii) Mr. Pulkit Bansal | 70,000 | 70,000 |
| | | (iii) Mr. Shrey Walia | 69,444 | 69,444 |
| | Financial Year 2023-24 | (i) Mr. Prejith Narayan | 20,000 | 20,000 |
| | | (ii) Mr. Ashmeet Singh | 8,667 | 8,667 |
| | | (iii) Mr. Prateek Agarwal | 7,778 | 7,778 |
| | | (iv) Mr. Nikhil Chettyar | 7,778 | 7,778 |
| | | (v) Mr. Om Prakash Chouhan | 13,333 | 13,333 |
| | | (vi) Mr. Vedansh Kumar | 20,000 | 20,000 |

| Particulars of ESOP Schemes | Relevant Financial Year | Name of Employee | No of options granted | No. of Options outstanding |
|---|---|---|---|---|
| ESOP-2019 | Financial Year 2024-25 | Nil | Nil | Nil |
| | Financial Year 2023-24 | (i) Mr. Arun Mittal | 30,000 | 30,000 |
| | | (ii) Mr. Atul Vivek | 60,000 | 0 |
| | | (iii) Mr. Rishabh Jain | 13,300 | 13,300 |
| | | (iv) Mr. Wasif Kalim | 8,000 | 8,000 |
| | | (v) Mr. Gowtham Dhanpal | 8,000 | 8,000 |
| | Financial Year 2022-23 | (i) Mr. Gaurav Nayyar | 8,75,000 | 8,75,000 |
| | | (ii) Mr. Shyam Vedantam | 1,50,000 | 1,50,000 |
| | | (iii) Mr. Sammyak Jain | 1,50,000 | 1,50,000 |
| | Financial Year 2021-22 | (i) Mr. Prashant Kamal | 2,00,000 | 2,00,000 |
| | | (ii) Mr. Shashwat Singh | 1,70,000 | 1,70,000 |
| | | (iii) Mr. Prejith Narayan | 1,60,000 | 1,60,000 |
| | | (iv) Mr. Ankur Sharma | 2,20,000 | 1,10,000 |
| | Financial Year 2020-21 | (i) Mr. Jignesh Rambhia | 2,00,000 | 2,00,000 |
| | | (ii) Mr. Daman Soni | 3,00,000 | - |
| | Financial Year 2019-20 | (i) Mr. Sushant Dalmia | 2,04,000 | - |
| | | (ii) Mr. Ankush Guglani | 60,000 | - |
| | | (vii) Ms. Jyosmita Chintey | 15,000 | 15,000 |

(iii) Identified employees, who were granted options during any one year, equal to or exceeding one percent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant: **Nil**

Further details for employee stock options plans forms part of the notes to accounts of the financial statements.

## (11) DETAILS OF SUBSIDIARIES, JOINT VENTURES (JV) OR ASSOCIATE COMPANIES

As on March 31, 2025, your Company has following subsidiaries and associate companies under its fold. The operating and financial performance of the subsidiary and associate companies has been covered in the AOC-1 forming part of the financial statements and enclosed as "**Annexure A**".

| Sr. No. | Name of the Company | Subsidiary/ Associate Company/JV |
|---|---|---|
| 1 | Dive Marketing Private Limited | Wholly Owned Subsidiary |
| 2 | Imagine Marketing Singapore Pte Ltd. | Wholly Owned Subsidiary |
| 3 | HOB Ventures Private Limited | Wholly Owned Subsidiary |
| 4. | KAHA Technologies Private Limited | Wholly Owned Subsidiary |
| 5. | KAHA Pte Ltd., Singapore[1] | Wholly Owned Subsidiary |
| 6. | KAHA Technology (ShenZhen) Co. Limited[2] | Wholly Owned Subsidiary |
| 7. | Califonix Tech and Manufacturing Private Limited[3] | Associate Company (Joint Venture) |

1. *KAHA Pte. Ltd., Singapore (KAHA Singapore) is a wholly owned subsidiary of Imagine Marketing Singapore Pte. Limited (wholly owned subsidiary of the Company)*
2. *KAHA Technology (ShenZhen) Co. Limited is a wholly owned subsidiary of KAHA Singapore*

3. *Califonix Tech and Manufacturing Private Limited was incorporated as Joint Venture Company w.e.f. April 27, 2022.*

*Please note that your Company has divested its stake from Kimirica Lifestyle Private Limited (associate company) w.e.f January 15, 2025 therefore not included in the table above.*

**Joint Venture**

Your Company, on January 17, 2022, had entered into Joint Venture (JV) Agreement with Dixon Technologies (India) Limited to incorporate a 50:50 Joint Venture Company to execute its 'Make in India' strategy. Pursuant to the aforesaid JV agreement, on April 27, 2022, Califonix Tech and Manufacturing India Private Limited was incorporated as a JV Company in which the Company is holding 50% equity shareholding.

**Highlights of performance of subsidiaries, associates and joint venture companies and their contribution to the overall performance of the Company**

(1) Dive Marketing Private Limited is engaged in the business of buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing or supplying, trading, dealing, in any manner whatsoever in all kinds of consumer electrical appliances, consumer electronic devices, gadgets and its components on retail as well as wholesale basis in India or elsewhere.

(2) Imagine Marketing Singapore Pte Limited is engaged in the business of wholesale trade of a variety of goods without a dominant product.

(3) HOB Ventures Private Limited is engaged in the business of to acquire any of the businesses, in India and abroad, providing infrastructural facilities and managing, licensing of brands and to acquire directly or indirectly or through collaboration, joint venture, partnerships, strategic acquisitions in the companies, bodies corporate and other entities engaged in any of the business interests or similar businesses, and to carry on the above businesses either directly or through its affiliates and subsidiaries or under license and/or trade agreements in India and elsewhere.

(4) KAHA Technologies Private Limited is engaged in the business of development, design, commission and implement specialized software in client server internet and other related technologies in India and abroad.

(5) KAHA Pte Ltd., Singapore (KAHA Singapore) is engaged in the business of developing products in the Internet of Things ("IoT") space and has a technology-focused platform for wearables through patented Artificial Intelligence and Machine Learning capabilities, end-to-end smart wearable solutions (hardware and software), device agnostic and data driven smart IoT platforms, providing solutions and analyses for multiple use cases.

(6) KAHA Technology (ShenZhen) Co. Limited is engaged in the business of development and sales of software and hardware of intelligent electronic products; technology development, technical consultation and technology transfer of intelligent electronic products; export of goods and technologies.

(7) Califonix Tech and Manufacturing Private Limited is engaged in the business of Manufacturing of Consumer Electronics products including Bluetooth enabled audio devices.

A report highlighting the performance of each of the subsidiaries, associates and joint venture companies as per the Act, and their contribution to the overall performance of the Company is provided in the consolidated financial statement.

## (12) DIRECTORS, KEY MANAGERIAL PERSONNEL (KMP) & COMMITTEES OF THE BOARD

The Board of Directors, along with the Committees of the Board, provides leadership and guidance to the Company's Management and directs, supervises, and controls the activities of the Company. The Board meets at regular intervals to discuss and decide on Company / business policy and strategy, apart from other Board business. The Board exhibits strong operational oversight with regular business presentations of meetings.

### (i) Directors

As on March 31, 2025, the Board comprises of the following Directors:

| Sr. No. | Name of the Directors | Designation |
|---|---|---|
| 1. | Mr. Vivek Gambhir | Chairman, Non-Executive Director |
| 2. | Mr. Aman Gupta | Whole-Time Director |
| 3. | Mr. Sameer Mehta | Whole-Time Director and Chief Executive Officer |
| 4. | Mr. Anish Saraf | Non-Executive Director |
| 5. | Mr. Aashish Kamat | Independent Director |
| 6. | Mr. Anand Ramamoorthy | Independent Director |
| 7. | Mrs. Purvi Sheth | Independent Director |
| 8. | Mr. Deven Waghani | Independent Director |

The Board composition of your Company is in compliance with the requirements of the Companies Act, 2013 ("the Act"). The Board is of the opinion that the Independent Directors of the Company has the required integrity, expertise, and experience (including the proficiency) and are persons of high integrity and repute. They fulfill the conditions specified in the Act as well as the Rules made thereunder and are independent of the management.

### (ii) Director Liable for Retire by Rotation

In accordance with the provisions of the Act and the Articles of Association of the Company, Mr. Vivek Gambhir (DIN: 06527810), Non-Executive Director and Chairman of the Company, retires by rotation at the ensuing Annual General Meeting (AGM) and being eligible, offers himself for reappointment. Your Directors recommend his re-appointment at the ensuing Annual General Meeting.

### (iii) Key Managerial Personnel

In compliance with provisions of Section 203 of the Act, the following are the KMPs of the Company as on March 31, 2025:

| Sr. No. | Name | Designation |
|---|---|---|
| 1. | Mr. Sameer Ashok Mehta | Chief Executive Officer |
| 2. | Mr. Rakesh Thakur | Group Chief Financial Officer |
| 3. | Mr. Shreekant Sawant[1] | Company Secretary & Compliance Officer |

[1]During the year under review, Mr. Shreekant Sawant was appointed as Company Secretary w.e.f. April 11, 2024.

**(iv) Meetings of the Board**

During the year under review, 9 (nine) Board Meetings were duly convened and held on April 11, 2024, July 03, 2024, August 13, 2024, November 26, 2024, January 23, 2025, February 17, 2025, March 10, 2025, March 29, 2025, and March 31, 2025.

**(v) Board Committees**

In terms of applicable provisions of the Companies Act, 2013, the Board has constituted/ re-constituted the following committees. Details of composition and meeting of the various committees of the Board is given below:

**(a) Audit Committee**

Pursuant to the provisions of Section 177 of the Companies Act, 2013, the Board of Directors has constituted the Audit Committee of the Company. As on March 31, 2025 the Audit Committee was comprised of the following members:

| Sr. No. | Name of the Directors | Designation |
|---|---|---|
| 1. | Mr. Aashish Kamat | Chairperson |
| 2. | Mr. Anand Ramamoorthy | Member |
| 3. | Mr. Anish Saraf | Member |

During the year under review, 7 meetings of the Audit Committee were held on April 11, 2024, August 13, 2024, November 26, 2024, February 17, 2025, March 07, 2025, March 29, 2025, and March 31, 2025. All the recommendations made by the Audit Committee were considered and accepted by the Board.

**(b) Nomination and Remuneration Committee**

Pursuant to the provisions of Section 178 of the Companies Act, 2013, the Board of Directors, has constituted the Nomination and Remuneration Committee of the Company. As on March 31, 2025 the Nomination and Remuneration Committee was comprised of the following members:

| Sr. No. | Name of the Directors | Designation |
|---|---|---|
| 1. | Ms. Purvi Sheth | Chairperson |
| 2. | Mr. Anand Ramamoorthy | Member |
| 3. | Mr. Anish Saraf | Member |

During the year under review, 3 meetings of Nomination and Remuneration Committee were held on August 12, 2024, January 21, 2025, and March 31, 2025. The Nomination and Remuneration policy is available on the website of the Company i.e. https://www.boat-lifestyle.com/pages/policies.

**(c) Corporate Social Responsibility Committee**

Pursuant to the provisions of Section 135 of the Companies Act, 2013, the Board of Directors, has constituted the Corporate Social Responsibility (CSR) Committee of the Company. As on March 31, 2025 the CSR Committee was comprised of the following members:

| Sr. No. | Name of Director | Designation |
|---|---|---|
| 1. | Mr. Aman Gupta | Chairperson |
| 2. | Mr. Vivek Gambhir | Member |
| 3. | Mrs. Purvi Sheth | Member |

During the year under review, there were no meeting of CSR Committee held.

The CSR Committee has formulated and recommended CSR Policy to the Board. The CSR policy indicates the activities to be undertaken by the Company, which have been approved by the Board. The CSR Policy is available on the website of the Company at https://www.boat-lifestyle.com/pages/policies.

During the financial year 2024-25, your Company was not required to spend on CSR activity. There is no unspent amount remains toward CSR liabilities for the financial year 2024-25. Accordingly, your Company is not required to prepare and annex a Report on CSR activities in accordance with the Companies (Corporate Social Responsibility Policy) Rules, 2014.

**(d) Stakeholder Relationship Committee**

Your Company has constituted the Stakeholder Relationship Committee to re-address the grievance of the stakeholders. As on March 31, 2025, the composition of committee was as follows:

| Sr. No. | Name of the Directors | Designation |
|---|---|---|
| 1 | Mr. Deven Waghani | Chairperson |
| 2 | Mr. Aman Gupta | Member |
| 3 | Mr. Vivek Gambhir | Member |

**(e) Risk Management Committee**

You Company has constituted Risk Management Committee to identify and access the key risk areas, oversee the risk mitigation strategies and implementation thereof. As on March 31, 2025, the composition of committee was as follows:

| Sr. No. | Name of the Directors | Designation |
|---|---|---|
| 1 | Mr. Aashish Kamat | Chairman |
| 2 | Mr. Sameer Mehta | Member |
| 3 | Mr. Vivek Gambhir | Member |

The Risk Policy may be accessed on the Company's website at the link https://www.boat-lifestyle.com/pages/policies

**(13) DECLARATIONS BY INDEPENDENT DIRECTORS AND MEETING OF INDEPENDENT DIRECTORS**

In compliance with the provisions of Section 149(6) of the Companies Act, 2013, the Company has received necessary declarations from the Independent Directors confirming that they meet the criteria of independence as prescribed under the Companies Act, 2013 and they have registered their names in the Independent Directors' Databank.

During the year under review, the Independent Directors Meeting was held on March 28, 2025.

## (14) POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION

The Board has adopted a Policy on appointment and remuneration of Directors and Key managerial Personnel which includes the criteria for determining qualifications, positive attributes, independence of a director and other matters, as required under Sub-section (3) of Section 178 of the Companies Act, 2013. The Policy is available on the website of the Company at https://www.boat-lifestyle.com/pages/policies. The remuneration paid to the Directors and Senior Management personnel is as per Managerial Remuneration Policy of the Company.

## (15) PERFORMANCE EVALUATION

Pursuant to the provisions of the Section 178 of the Companies Act, 2013, the annual performance evaluation of the Board, its Committees and Individual Directors was conducted in accordance with the manner specified by the NRC. The Independent Directors carried out annual performance evaluation of the Chairperson, the non- independent Directors, and the Board as a whole. The Chairman of the respective Committees shared the report on evaluation with the respective Committee members. The performance of each Committee was evaluated by the Board, based on the report on evaluation received by it from respective Committees. A consolidated report on performance evaluation was shared with the Chairman of the NRC and Board for their review and giving feedback to each Director.

## (16) RISK MANAGEMENT

Risk Management is an integral part of the Company's business strategy. The Company governs the risk management process through Risk Management Framework which is overseen by the Audit Committee and Board. The Risk Management Framework covers integrated risk management mainly comprising of strategic risks, financial risks, operational risks, reputation risks, investment risks, people risks, Legal and Regulatory Risks, Compliance risks and other risks. The Board of Directors of the Company have designed Risk Management Policy and guidelines to avoid events, situations or circumstances which may lead to negative consequences on the Company's businesses and define a structured approach to manage uncertainty and to make use of these in their decision-making pertaining to all business divisions and corporate functions.

## (17) INTERNAL FINANCIAL CONTROLS

Your Company has in place an adequate internal control system commensurate with the size, nature and operations of the Company. The Company's internal control system is designed to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance with laws and regulations. The internal control system is supported by an internal audit process for reviewing the adequacy and efficacy of the Company's internal controls, including its systems and processes and compliance with regulations and procedures.

Statutory Auditors verified the systems and processes and confirmed that the Internal Financial Controls system over financial reporting are adequate and such controls are operating effectively.

## (18) AUDITORS

### (a) Statutory Auditors

The shareholder at its meeting held on September 25, 2024 has considered and approved the re-appointment of M/s. BSR & Co. LLP, Chartered Accountants for a second term of five consecutive years, to hold office from the conclusion of 11th Annual General Meeting till the conclusion of 16th Annual General Meeting of the Company to be held in the year 2029 for shareholders' approval at the ensuing AGM.

As required under the provisions of Section 139(1) and 141 of the Act, read with the Companies (Accounts and Auditors) Rules, 2014, the Company has received a written consent and certificate from M/s BSR & Co. LLP, Chartered Accountants, Chartered Accountants (ICAI Firm Registration No. 101248W/W-100022) to the effect that they are eligible to be appointed as Statutory Auditor of the Company and that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act.

### (b) Secretarial Auditors

During the year under review, your Board of Directors appointed M/s. M. Siroya & Co., Company Secretaries, to conduct Secretarial Audit of the Company for the financial year 2024-25. The Secretarial Audit Report for the financial year ended March 31, 2025, is annexed herewith marked as "**Annexure B**" to this Report. The Secretarial Audit Report does not contain any qualification, reservation, adverse remark or disclaimer save and except disclaimer made by them in discharge of their professional obligation.

### (c) Cost Auditors

The provision of cost audit as per Section 148 of the Companies Act, 2013 is not applicable to the Company.

## (19) EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS IN THEIR REPORTS

There were no qualifications, reservations or adverse remarks made by the Statutory Auditors in their report. The other comments, if any, by the Auditors are self-explanatory and therefore do not require any further explanation or clarification from the Board of Directors.

## (20) DETAILS IN RESPECT OF FRAUD REPORTED BY AUDITORS

During the financial year under review, no fraud has been reported by the Statutory Auditors to the Audit Committee or the Board of Directors of the Company under section 143(12) of the Companies Act, 2013.

## (21) CONSOLIDATED FINANCIAL STATEMENTS

In accordance with the provisions of the Act and Indian Accounting Standard ("Ind AS") 110 - Consolidated Financial Statements, the audited consolidated financial statement forms part of the Annual Report.

## (22) CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in compliance with all the applicable provisions of the Act. Requisite approval of the Audit Committee and the Board (wherever required) was obtained by the Company for all Related Party Transactions. Prior omnibus approval of the Audit Committee and the Board is obtained for the transactions which are foreseeable and of a repetitive nature. During the financial year, the Company had not entered into any contract / arrangement / transaction with related parties which is required to be reported in Form No. AOC-2 in terms of Section 134(3)(h) read with Section 188 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014. All contracts executed by our Company during the financial year with related parties were on arm's length basis and in the ordinary course of business.

Members may refer to Note provided in the standalone financial statement which sets out related party disclosures pursuant to Indian Accounting Standards.

## (23) DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Section 134(5) of the Companies Act, 2013, ("the Act") your Directors state that:

(a) in the preparation of the annual accounts for the financial year ended March 31, 2025, the applicable accounting standards had been followed and there are no material departures from the same;
(b) they had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for that period;
(c) they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
(d) the annual accounts are prepared on a going concern basis; and
(e) they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## (24) PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The details of loans given, investments made under Section 186 of the Companies Act, 2013 have been provided in the notes to the financial statements. The Company has not given any guarantee or provided any security as specified under Section 186 of the Act.

## (25) VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES

In accordance with the provisions of Section 177(9) of the Companies Act, 2013, the Company has established vigil mechanism by adopting a Whistle Blower Policy for the Directors and employees to report genuine concerns or grievances. The administration of the vigil mechanism is ensured through the Audit Committee. The Policy may be accessed on the Company's website at the link https://www.boat-lifestyle.com/pages/policies

This Policy inter-alia provides a direct access to the Chairman of the Audit Committee and affirms that no Director/employee have been denied access to the Chairman of the Audit Committee and that no complaints were received during the year.

## (26) DEPOSITS

During the financial year under consideration, your Company has not accepted any public deposits within the meaning of Section 73 of the Companies Act, 2013 and the rules made there under.

## (27) POLICY FOR PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

The Company has provided a safe and dignified work environment for its employees which is free of discrimination, intimidation and abuse. The Company has adopted a Policy for Prevention of Sexual Harassment of Women at Workplace pursuant to Section 22 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 read with Rule 14. The objective of this policy is to provide protection against sexual harassment of women at workplace and for redressal of complaints of any such harassment. The Internal Complaints Committee to redress the complaints received under the Act is in place.

During the year under review, there was no complaints reported under the Sexual Harassment of Women at Workplace (Prevention, Provision and Redressal) Act, 2013 and rules made thereunder.

## (28) PARTICULARS OF EMPLOYEES

During the year under review, the Company is not listed. Therefore, 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 are not applicable to the Company.

## (29) DISCLOSURE OF REMUNERATION OR COMMISSION RECEIVED BY A MANAGING OR WHOLE-TIME DIRECTOR FROM THE COMPANY'S HOLDING OR SUBSIDIARY COMPANY

In terms of Section 197(14) of the Companies Act, 2013 and rules made thereunder, during the year under review, no Directors or Whole-time Director has received any commission from any of the subsidiaries of the Company. Hence, the provisions are not applicable to the Company. The Company doesn't have any holding company.

## (30) REGULATORY ACTION/APPROVAL

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and operations of the Company in future.

## (31) CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Particulars required under Section 134(3)(m) of the Companies Act, 2013 read with the Rule 8(3) of the Companies (Accounts) Rules, 2014 regarding conservation of energy, technology absorption is of utmost significance to the Company.

### (a) Conservation of Energy

The operations of the Company are not energy intensive. However, every effort is made to ensure optimum use of energy by using energy efficient computers, manufacturing processes and other office equipment. Constant efforts are made through regular/ preventive maintenance and upkeep of existing electrical equipment to minimize breakdowns and loss of energy. The Company is continuously making efforts for induction of innovative technologies and techniques required for the business activities.

**(b) Technology Absorption**

(i) **Efforts made towards technology absorption:** The technology focus for the Company is in the area of design, development, engineering and manufacturing of Personal and Home Audio products, Wearables products such as Smart watches and Smart Rings, and Charging Accessories. This includes technology which has been developed in-house as well as that sourced from external technology suppliers in domains such as hardware, audio, sensors, display, batteries and cloud software.

(ii) **The benefits derived as a result of above efforts:** These activities aid in initiatives such as design standardization, cost reduction, product competitiveness, import substitution and improve product quality and customer satisfaction.

(iii) **Information regarding imported technology (Imported during last three years):**

| Details of Technology Imported | Year of Import | Technology fully absorbed | If not fully absorbed, areas where absorption has not taken place, and the reasons thereof |
|---|---|---|---|
| Semiconductor hardware including Bluetooth SOC, ICs, media controllers, sensors, power amplifiers and other passive electronics components | 2022 till date | Yes | Not Applicable |
| Lithium Ion batteries in pouch and coin-cell configurations | 2022 till date | Yes | |
| LED, LCD displays of size up to 2" | 2022 till date | Yes | |
| Microphones and Speaker Driver modules | 2022 till date | Yes | |
| Software algorithms for audio processing, noise cancellation and connectivity | 2022 till date | Yes | |

(iv) **Expenditure incurred on research and development:** The Company spent Rs. 38.98 million for recurring research and development work during the financial year.

**(c) Foreign Exchange Earning and Outgo**

The details of inflow and outgo of foreign exchange during the year under review is as follows:

(Amount in Rs. million)

| Particulars | 2024-25 | 2023-24 |
|---|---|---|
| Foreign Currency Earnings | 104.41 | 100.84 |
| Foreign Currency Outgo | 6,867.41 | 7,689.17 |

**(32) COMPLIANCE WITH SECRETARIAL STANDARDS**

The Board of Directors affirm that the Company has complied with the applicable mandatory Secretarial Standards issued by the Institute of Company Secretaries of India.

**(33) APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY & BANKRUPTCY CODE, 2016**

During the year under review, neither the Company has not made any application under the Insolvency & Bankruptcy Code, 2016 nor any proceeding is pending against the Company under said Code.

**(34) THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE- TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF**

There was no such transaction during the FY 2024-25.

**(35) ANNUAL RETURN**

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act and the Companies (Management and Administration) Rules, 2014, the draft Annual Return of the Company for FY 24-25, in the prescribed Form MGT-7, is made available on the website of the Company i.e. https://www.boat-lifestyle.com/pages/annual-report. The Annual Return will be submitted to the Registrar of Companies within the timelines prescribed under the Act.

**(36) GENERAL DISCLOSURES UNDER THE COMPANIES ACT, 2013 READ WITH RULES FORMED UNDER THE ACT AND OTHER APPLICABLE LAWS**

(i) None of the Directors of your Company are disqualified as per the provisions of Section 164(2) of the Act.

(ii) The Company has not provided money for the purchase of its own shares by employees or by trustees for the benefit of employees.

(iii) During the year under review the Company has not issued any debentures therefore the appointment of Debenture Trustee is not applicable.

(iv) The Board of Directors further state that no cases of child labour, forced labour, involuntary labour or discriminatory employment were reported during the year under review.

(v) No equity shares were issued with differential rights as to dividend, voting or otherwise.

(vi) No Sweat Equity shares were issued.

(vii) The Company has not issued any Bonus Shares.

## (37) ACKNOWLEDGEMENT


Your Board of Directors wish to place on record their sincere appreciation for the continued support and cooperation of the shareholders, bankers, various regulatory and government authorities and employees of the Company. Your support as shareholders and members of the Company is greatly valued to us. Board acknowledges your continued association and support in the growth of the organization.


**For and on behalf of the Board of Directors of**
**Imagine Marketing Limited**

| | |
|---|---|
| Sd/- | Sd/- |
| **Sameer Mehta**<br>**Whole Time Director &**<br>**Chief Executive Officer**<br>**(DIN: 02945481)** | **Aman Gupta**<br>**Whole Time Director**<br><br>**(DIN: 02249682)** |

**Date: June 17, 2025**
**Place: Mumbai**

**ANNEXURE A**

**FORM NO. AOC-1**

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

**Statement containing salient features of the financial statement of Subsidiaries/associate companies/joint ventures**

**Part "A": Subsidiaries**

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

| **Name of the subsidiary** | **Dive Marketing Private Limited** | **Imagine Marketing Singapore Pte Limited** | **HOB Ventures Private Limited** | **Kaha Technologies Private Limited** | **Kaha Pte Ltd., Singapore^** |
|---|---|---|---|---|---|
| | **1** | **2** | **3** | **4** | **5** |
| The date since when subsidiary was acquired | 03/06/2021 | 29/11/2021 | 31/12/2021 | 02/02/2022 | 10/02/2022 |
| Reporting period for the subsidiary concerned, if different from the holding company's reporting period | Financial Year 2024-25 | | | | |
| Reporting currency as on the last date of the relevant financial year in the case of foreign subsidiaries | INR | USD | INR | INR | USD |
| Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries | 1 | 85.58 | 1 | 1 | 83.37 |
| Share capital | 0.10 | 3,423.26 | 310.10 | 0.10 | 1,192.86 |
| Reserves & Surplus | (38.36) | (197.41) | (3.79) | 78.52 | (1,295.65) |
| Total assets | 5.49 | 3,247.93 | 307.15 | 100.42 | 67.37 |
| Total Liabilities | 43.75 | 22.08 | 0.83 | 21.79 | 170.15 |
| Investments | - | 3,237.94 | 0 | - | - |
| Turnover | 0.12 | 0.06 | 4.05 | 131.73 | 332.63 |
| Profit/ (Loss) before taxation | (17.46) | (79.95) | (0.88) | 11.94 | (73.60) |
| Provision for taxation | 0 | 0 | 0 | 4.03 | (0.02) |
| Profit after taxation | (17.46) | (79. 95) | 3.06 | 7.91 | (73.62) |
| Proposed Dividend | 0 | 0 | 0 | 0 | 0 |
| **Extent of % of shareholding** | 100% | 100% | 100% | 100% | 100% |

^ KAHA Pte Ltd. Singapore is a Step Down Wholly Owned Subsidiary of the Company

Notes:

1. Names of subsidiaries which are yet to commence operations: NIL
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

| **Sr. No.** | **Name of Associates/ Joint Ventures** | **Califonix Tech and Manufacturing Private Limited** | **Kimirica Lifestyle Private Limited*** |
|---|---|---|---|
| **1** | **Latest audited Balance Sheet Date** | 31/03/2025 | 31/03/2025 |

| Sr. No. | Name of Associates/ Joint Ventures | Califonix Tech and Manufacturing Private Limited | Kimirica Lifestyle Private Limited* |
|---|---|---|---|
| 2 | **Date on which the Associate or Joint Venture was associated or acquired** | 27/04/2022 | 23/02/2022 (through HOB Ventures Private Limited, wholly owned subsidiary) |
| 3 | **Shares of Associate/Joint Ventures held by the company on the year end** | | |
| | (i) Number of Shares | 2,15,50,000 Equity Shares face value of INR 10/- each | The Company through HOB Ventures Private Limited, wholly owned subsidiary, is holding:<br>(i) 476 Equity Shares face value of INR 10/- each;<br>(ii) 4,286 Compulsory Convertible Preference Shares (CCPS) face value of INR 10/-each |
| | (ii) Amount of Investment in Associates/Joint Venture (In INR Million) | 215.50 | 300.01 |
| | (iii) Extend of Holding % | 50% | HOB Ventures Private Limited, wholly owned subsidiary of the Company is holding 33.33% shares / voting rights in the Company |
| 4 | **Description of how there is significant influence** | Direct Associate Company | Indirect Associate Company (through wholly owned subsidiary i.e. HOB Ventures Private Limited) |
| 5 | **Reason why the associate / joint venture is not consolidated** | As per Ind AS 28 "Investments in Associates" accounting is carried out as per equity method for the purpose of consolidation. | As per Ind AS 28 "Investments in Associates" accounting is carried out as per equity method for the purpose of consolidation. |
| 6 | **Net worth attributable to Shareholding as per latest audited Balance Sheet** | 322.60 | 0 |
| 7 | **Profit / Loss for the year** | | |
| | (i) Considered in Consolidation | 92.39 | (6.01) |
| | (ii) Not considered in Consolidation | - | - |

**Ceased to be associated w.e.f. January 15, 2025 pursuant to execution of share purchase agreement between HOB Ventures Private Limited (transferor), promoters of Kimirica (transferee) and Kimirica Lifestyle Private Limited, for transfer of shares at a consideration of Rs. 300 million.*

Notes:
1. Names of associates or joint ventures which are yet to commence operations: NIL
2. Names of associates or joint ventures which have been liquidated or sold during theyear: NIL

**For and on behalf of the Board of Directors of**
**Imagine Marketing Limited**

Sd/-
**Aman Gupta**
**Whole-time Director**
**(DIN: 02249682)**

Sd/-
**Sameer Mehta**
**Whole Time Director & Chief Executive Officer (DIN: 02945481)**

Sd/-
**Rakesh Thakur**
**Chief Financial Officer**

Sd/-
**Shreekant Sawant**
**Company Secretary**

**Date: June 17, 2025**
**Place: Mumbai**

**M Siroya and Company**
*Company Secretaries*
A-103, Samved Building (Madhukunj), Near Ekta Bhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066
T:+91 22 28706523; M:+91 9324310151; E-mail: siroyam@gmail.com; mukesh@msiroya.com; www.msiroya.com

**FORM NO. MR-3**
**SECRETARIAL AUDIT REPORT**
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025
*[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

**To,**
**The Members,**
**Imagine Marketing Limited**
**CIN: U52300MH2013PLC249758**
**Unit no. 204 & 205, 2nd floor, D-wing & E-wing,**
**Corporate Avenue, Andheri Ghatkopar Link Road**
**Mumbai - 400093**

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2025 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2025 according to the relevant and applicable provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder, as may be applicable;
(ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;
(iii) The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment in India;
(iv) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; and

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

1. Secretarial Standards issued by The Institute of Company Secretaries of India ("ICSI"), as amended from time to time; and
2. Listing Agreement: The Company is an unlisted Public Company and therefore compliance with listing agreement/regulations is not applicable.

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

We further report that the Board of the Company and Committees thereof are duly constituted as per the Companies Act 2013 with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Woman Director. The following change in the Key Managerial Personnel that took place during the year under review was carried out in compliance with the provisions of the Act:



M Siroya and Company Mumbai CP No. 4157 Company Secretaries

A-103, Samved Building (Madhukunj), Near Ekta Bhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066
T:+91 22 28706523; M:+91 9324310151; **E-mail:** siroyam@gmail.com; mukesh@msiroya.com; www.msiroya.com

(i) Mr. Shreekant Sawant was appointed as the Company Secretary & Key Managerial Personnel of the Company with effect from April 11, 2024. Subsequently, with effect from March 31, 2025, Mr. Sawant was appointed as Compliance Officer of the Company and re-designated as Company Secretary and Compliance Officer of the Company.

Adequate notice was given to all the Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and in certain cases where meetings were held through shorter notice after due compliance of the applicable provisions, and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation & deliberations at these meetings.

During the period under review, decisions were carried through unanimously and no dissenting views were observed, while reviewing the minutes.

We further report that the systems and processes prevailing in the Company may be further strengthened commensurate with the size and operations of the Company in order to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company has undertaken following significant & material corporate events/actions having a bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above:

(i) The Nomination and Remuneration Committee by circulation dated August 12, 2024 approved closure of further grant from the unvested options of 34,34,000 under the "Imagine Management Stock Option Plan – 2021" (MSOP-2021).

(ii) The members at their Annual General Meeting held on September 25, 2024, inter-alia, approved the following:

(a) Re-appointment of M/s BSR & Co. LLP, Chartered Accountants, Mumbai, as the Statutory Auditors of the Company.
(b) Remuneration to be paid to Mr. Aman Gupta (DIN: 02249682), Wholetime Director of the Company for the Financial Year 2024-25.
(c) Remuneration to be paid to Mr. Sameer Ashok Mehta (DIN: 024945481), Whole-time Director and Chief Executive Officer of the Company for the Financial Year 2024-25;
(d) Remuneration to be paid to Non-Executive Director(s) and Independent Directors of the Company for the FY 2024-25.

(iii) The Board of Directors at their meeting held on November 26, 2024, approved evaluation of options for raising additional capital including through an initial public offering ("IPO") of Equity Shares of the Company and authorized the Company representatives to take necessary steps in relation to the same.

(iv) The Board of Directors at their meeting held on January 23, 2025, inter-alia, approved divestment of investment held by HOB Ventures Private Limited, a wholly owned subsidiary of the Company, in Kimirica Lifestyle Private Limited.

(v) The Members at the Extra Ordinary General Meeting held on February 15, 2025, inter-alia, approved the following:

(a) Increase in the authorized share capital of the Company and amendment of the Capital Clause of the Memorandum of Association.
(b) Adoption of updated Articles of Association of the Company.



M. Siroya and Company Company Secretaries Mumbai CP No. 4157

**M Siroya and Company**
*Company Secretaries*
A-103, Samved Building (Madhukunj), Near Ekta Bhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066
T:+91 22 28706523; M:+91 9324310151; E-mail: siroyam@gmail.com; mukesh@msiroya.com; www.msiroya.com

(c) Amendment of Imagine Employees Stock Option Plan 2019, Imagine Management Stock Option Plan 2021 and Imagine Marketing Employee Stock Option Plan 2023.
(d) Increase in investment limits for non-resident Indians and overseas citizens of India.
(e) Initial Public Offer of Equity Shares of the Company.

(vi) The Board of Directors at their meeting held on March 31, 2025, inter alia, passed the following resolutions: -

(a) Increased the Maximum number of Options under the ESOP 2023 and Consequent amendment in the ESOP 2023 based on the approval of the Nomination and Remuneration Committee.
(b) Adoption of a new set of Articles of Association of the Company.

(vii) During the financial year 2024-25, the Nomination and Remuneration Committee approved the grant of 11,40,598 stock options to the eligible employees of the Company and/or its subsidiaries under the ESOP 2023.

For M Siroya and Company
Company Secretaries

Mukesh Siroya
Proprietor
FCS No.: 5682
CP No.: 4157
**PR No.: 1075/2021**
**ICSI Unique Code: - S2003MH061300**
**UDIN: F005682G000621341**

**Date: June 17, 2025**
**Place: Mumbai**

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

**M Siroya and Company**
*Company Secretaries*
A-103, Samved Building (Madhukunj), Near Ekta Bhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066
T:+91 22 28706523; M:+91 9324310151; E-mail: siroyam@gmail.com; mukesh@msiroya.com; www.msiroya.com

'Annexure A'

To,
The Members,
Imagine Marketing Limited
Mumbai
CIN:U52300MH2013PLC249758

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

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

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

6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For M Siroya and Company
Company Secretaries

M Siroya and Company
Mumbai
CP No. 4157
Company Secretaries

Mukesh Siroya
Proprietor
FCS No.: 5682
CP No.: 4157
PR No.: 1075/2021
ICSI Unique Code: - S2003MH061300
UDIN: F005682G000621341

Date: June 17, 2025
Place: Mumbai

B S R & Co. LLP
Chartered Accountants

14th Floor, Central B Wing and North C Wing
Nesco IT Park 4, Nesco Center
Western Express Highway
Goregaon (East), Mumbai – 400 063, India
Telephone: +91 (22) 6257 1000
Fax: +91 (22) 6257 1010

# Independent Auditor's Report

## To the Members of Imagine Marketing Limited

## Report on the Audit of the Standalone Financial Statements

### Opinion

We have audited the standalone financial statements of Imagine Marketing Limited (the "Company") which comprise the standalone balance sheet as at 31 March 2025, and the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2025, and its profit and other comprehensive loss, changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

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

### Emphasis of Matter

We draw attention to Note 49 to the Standalone Financial Statements which more fully explains the effect of the prior period errors pertaining to the classification and disclosure of certain items in the Standalone Financial Statements for the year ended 31 March 2024. As explained in the said note, management has presented comparative information as at and for the year ended 31 March 2024 which has been restated in accordance with the requirements of applicable Ind ASs.

Our opinion is not modified in respect of this matter.

### Management's and Board of Directors' Responsibilities for the Standalone Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit/ loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

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

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

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

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

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

## Report on Other Legal and Regulatory Requirements

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

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

a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matters stated in the paragraph 2(B)(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

c. The standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account.

d. In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.

e. On the basis of the written representations received from the directors as on 1 April 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2025 from being appointed as a director in terms of Section 164(2) of the Act.

f. the modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2A(b) above on reporting under Section 143(3)(b) of the Act and paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

g. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

a. The Company has disclosed the impact of pending litigations as at 31 March 2025 on its financial position in its standalone financial statements - Refer Note 33 to the standalone financial statements.

b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

d (i) The management has represented that, to the best of their knowledge and belief, other than as disclosed in the Note 47 to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(ii) The management has represented that, to the best of their knowledge and belief, as disclosed in the Note 47 to the standalone financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.

e. The Company has neither declared nor paid any dividend during the year.

f. Based on our examination which included test checks, the Company has used accounting softwares for maintaining its books of accounts, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective softwares except that:

i. the feature of recording audit trail (edit log) facility was not enabled at the database level for the accounting software related to general ledger to log any direct data changes.

ii. the Company has used an accounting software for inventory, which is operated by a third-party software service provider. In the absence of an independent auditor's report in relation to controls regarding audit trail feature at service organization, we are unable to comment whether audit trail feature for the said software was enabled and operated throughout the year for recording all relevant transactions in the software or whether there were any instances of the audit trail feature being tampered with.

Further, where audit trail (edit log) facility was enabled and operated throughout the year, we did not come across any instance of audit trail feature being tampered with.

Additionally, except where audit trail (edit log) facility was not enabled in the previous year, the audit trail has been preserved by the Company as per the statutory requirements for record retention.

C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act: In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid/payable to any director is not in excess of the limit laid down under under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For **B S R & Co. LLP**

*Chartered Accountants*

Firm's Registration No.:101248W/W-100022

AMAR SUNDER

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Date: 2025.06.17 22:34:29 +05'30'

**Amar Sunder**

*Partner*

Place: Mumbai

Date: 17 June 2025

Membership No.: 078305

ICAI UDIN:25078305BMKYHX5029

## Annexure A to the Independent Auditor's Report on the Standalone Financial Statements of Imagine Marketing Limited for the year ended 31 March 2025

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

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment (including Right of use assets)

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

(i) (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment (including Right of use assets) by which all property, plant and equipment are verified in a phased manner over a period of two years. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

(c) The Company does not have any immovable property (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee). Accordingly, clause 3(i)(c) of the Order is not applicable.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(ii) (a) The inventory, except goods-in-transit and stocks lying with third parties, has been physically verified by the management during the year.For stocks lying with third parties at the year-end, written confirmations have been obtained and for goods-in-transit subsequent evidence of receipts has been linked with inventory records. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks or financial institutions are in agreement with the books of account of the Company except as follows:

Amount in Rs. million

| Quarter | Name of bank | Particulars | Amount as per books of account | Amount as reported in the quarterly return/ statement | Amount of difference | Whether return/statement subsequently rectified |
|---|---|---|---|---|---|---|
| March 25 | Citi Bank, RBL, HDFC, ICICI, | Inventory | 3,239.39 | 3,259.08 | (19.69) | Yes |

## Annexure A to the Independent Auditor's Report on the Standalone Financial Statements of Imagine Marketing Limited for the year ended 31 March 2025 *(Continued)*

| Quarter | Name of bank | Particulars | Amount as per books of account | Amount as reported in the quarterly return/ statement | Amount of difference | Whether return/statement subsequently rectified |
|---|---|---|---|---|---|---|
| | HSBC, Axis, DBS | | | | | |
| March 25 | Citi Bank, RBL, HDFC, ICICI, HSBC, Axis, DBS | Trade receivables | 2,540.02 | 2,486.61 | 53.41 | Yes |

(iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms or limited liability partnership during theyear. The Company has made investments in companies and granted loans to other parties in respect of which the requisite information is as below. The Company has made investments in other parties. The Company has not made investments in firms and limited liability partnership.

(a) Based on the audit procedures carried on by us and as per the information and explanations given to us the Company has provided unsecured loans as below:

Amount in Rs. million

| Particulars | Loans |
|---|---|
| Aggregate amount during the year<br><br>Subsidiaries*<br>Others** | <br><br>-<br>0.50 |
| Balance outstanding as at balance sheet date<br>Subsidiaries*#<br>Others** | <br>37.00<br>0.54 |

**As per the Companies Act, 2013*

# This loan has been provided for during the year.

** Others represents interest free unsecured loans to employees as per the policies/practice of the Company

(b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the investments made during the year are not prejudicial to the interest of the Company. The Company has not provided any loan, guarantee or granted any advances in the nature of loans during the year.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given, in our opinion the repayment of principal and payment of interest has been stipulated and the repayments or receipts have been regular except for the loan of Rs. 37.00 millions and interest thereon of Rs. 5.76 millions which is repayable on demand. As informed to us, the Company has not demanded repayment of the loan and interest during the year. Thus, there has been no default on the part of the party to whom the money has been lent. Further, the Company has not given any advance in the nature of loan to any party during the year.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given. Further, the Company has not given any advance in the nature of loan to any party during the year.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan or advance in the nature of loan granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties.

(f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment except for the following loans to a related party as defined in Clause (76) of Section 2 of the Companies Act, 2013 ("the Act"):.

All amount in Rs. millions

| | **Related Parties** |
|---|---|
| Aggregate of loans<br>- Repayable on demand (A)<br>- Agreement does not specify any terms or period of Repayment (B) | 37.00<br>- |
| Total (A+B) | 37.00 |
| Percentage of loans to the total loans | 98.56% |

(iv) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not given any loans, or provided any guarantee or security as specified under Section 185 and 186 of the Companies Act, 2013 ("the Act"). In respect of the investments made by the Company, in our opinion the provisions of Section 186 of the Act have been complied with. The Company has not granted loans, nor made any investments to which the provisions of Section of 185 of the Act apply.

(v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.

(vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act for the products sold by the Company. Accordingly, clause 3(vi) of the Order is not applicable.

(vii) (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.

## Annexure A to the Independent Auditor's Report on the Standalone Financial Statements of Imagine Marketing Limited for the year ended 31 March 2025 *(Continued)*

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion, the undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess and other statutory dues have generally been regularly deposited by the Company with the appropriate authorities, except for slight delays in Provident Fund.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess and other statutory dues were in arrears as at 31 March 2025 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, statutory dues relating to Duty of customs which have not been deposited on account of any dispute are as follows:

Amount Rs. in million

| Name of the statute | Nature of the dues | Amount Demanded (Rs.)* | Amount Paid (Rs.) | Period to which the amount relates | Forum where dispute is pending |
|---|---|---|---|---|---|
| Customs Act, 1962 | Custom Duty | 341.98 | - | June 2019 to December 2020 | Comm. of Customs (Import) ACC Sahar |
| Customs Act, 1962 | Custom Duty | 93.92 | - | February 2018 to February2020 | CESTAT Mumbai |
| Customs Act, 1962 | Custom Duty | 295.29 | - | June 2019 to April 2022 | Comm. of Customs (Import), NS-V, JNCH |
| Customs Act, 1962 | Custom Duty | 1,660.01 | - | February 2018 to February 2020 | CESTAT Mumbai |
| Customs Act, 1962 | Custom Duty | 3.63 | - | February 2018 to February 2020 | Additional Comm. of Customs, Airport & ACC, Bengaluru |
| Customs Act, 1962 | Custom Duty | 13.52 | - | May 2020 to July 2020 | Comm. of Customs, City Customs Commissionerate, Bengaluru |

*excluding interest

## Annexure A to the Independent Auditor's Report on the Standalone Financial Statements of Imagine Marketing Limited for the year ended 31 March 2025 *(Continued)*

(viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

(ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans and borrowing or in the payment of interest thereon to any lender.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.

(c) In our opinion and according to the information and explanations given to us by the management, the Company has not obtained any term loans. Accordingly, clause 3(ix)(c) of the Order is not applicable.

(d) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures as defined under the Act.

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies (as defined under the Act).

(x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.

(xi) (a) During the course of our examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the year.

(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.

(xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.

(xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

(xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

## Annexure A to the Independent Auditor's Report on the Standalone Financial Statements of Imagine Marketing Limited for the year ended 31 March 2025 *(Continued)*

(b) We have considered the internal audit reports of the Company issued till date for the period under audit.

(xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.

(xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.

(b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.

(d) The Company is not part of any group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016 as amended). Accordingly, the requirements of clause 3(xvi)(d) are not applicable.

(xvii) The Company has not incurred cash losses in the current financial year. However, the Company has incurred cash losses of Rs. 479.36 millions in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of 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) The requirements as stipulated by the provisions of Section 135 are not applicable to the Company. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For **B S R & Co. LLP**

*Chartered Accountants*

Firm's Registration No.:101248W/W-100022

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**Amar Sunder**

*Partner*

Place: Mumbai

Membership No.: 078305

Date: 17 June 2025

ICAI UDIN:25078305BMKYHX5029

# Annexure B to the Independent Auditor's Report on the standalone financial statements of Imagine Marketing Limited for the year ended 31 March 2025

## Report on the internal financial controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

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

### Opinion

We have audited the internal financial controls with reference to financial statements of Imagine Marketing Limited ("the Company") as of 31 March 2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2025, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

### Management's and Board of Directors' Responsibilities for Internal Financial Controls

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

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

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

### Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to

## Annexure B to the Independent Auditor's Report on the standalone financial statements of Imagine Marketing Limited for the year ended 31 March 2025 *(Continued)*

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

### Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

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

For **B S R & Co. LLP**

*Chartered Accountants*

Firm's Registration No.:101248W/W-100022

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Date: 2025.06.17 22:35:52 +05'30'

**Amar Sunder**

*Partner*

Place: Mumbai | Membership No.: 078305

Date: 17 June 2025 | ICAI UDIN:25078305BMKYHX5029

# Imagine Marketing Limited

**Standalone Balance Sheet**
**As at 31 March 2025**
**(All amounts are in Rs. million, unless otherwise stated)**

| Particulars | Notes | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|---|
| **ASSETS** | | | |
| **NON-CURRENT ASSETS** | | | |
| Property, plant and equipment | 3 | 184.56 | 214.27 |
| Right-of-use assets | 4 | 178.80 | 266.26 |
| Intangible assets | 5(A) | 317.47 | 412.85 |
| Intangible assets under development | 5(B) | 22.43 | - |
| Financial assets | | | |
| Investments in Subsidiaries and Joint Venture | 6 | 3,711.56 | 3,246.24 |
| Other financial assets | 8 | 38.36 | 38.97 |
| Deferred tax assets (net) | 9 | 359.72 | 551.13 |
| Income tax assets (net) | 9 | 123.27 | 221.58 |
| **TOTAL NON-CURRENT ASSETS** | | **4,936.17** | **4,951.30** |
| **CURRENT ASSETS** | | | |
| Inventories | 10 | 3,239.39 | 4,293.23 |
| Financial assets | | | |
| Investments | 7 | 831.95 | - |
| Trade receivables | 11 | 2,540.02 | 1,497.06 |
| Cash and cash equivalents | 12 | 781.13 | 532.64 |
| Bank balances other than cash and cash equivalents | 13 | 1,990.00 | 1,935.00 |
| Loans | 14 | 0.54 | 37.04 |
| Other financial assets | 8 | 134.28 | 166.36 |
| Other current assets | 15 | 2,145.95 | 3,641.73 |
| **TOTAL CURRENT ASSETS** | | **11,663.26** | **12,103.06** |
| **TOTAL ASSETS** | | **16,599.43** | **17,054.36** |
| **EQUITY AND LIABILITIES** | | | |
| **EQUITY** | | | |
| Equity share capital | 16 | 96.15 | 96.15 |
| Instruments entirely equity in nature | 16 | 108.71 | 108.71 |
| Other equity | 17 | 5,186.77 | 4,510.61 |
| **TOTAL EQUITY** | | **5,391.63** | **4,715.47** |
| **LIABILITIES** | | | |
| **NON-CURRENT LIABILITIES** | | | |
| Financial liabilities | | | |
| Borrowings | 18 | - | 5,039.95 |
| Lease liabilities | 19 | 113.75 | 192.36 |
| Provisions | 20 | 23.03 | 15.73 |
| **TOTAL NON-CURRENT LIABILITIES** | | **136.78** | **5,248.04** |
| **CURRENT LIABILITIES** | | | |
| Financial liabilities | | | |
| Borrowings | 18 | 5,950.62 | 3,561.92 |
| Lease liabilities | 19 | 77.24 | 73.53 |
| Trade payables | | | |
| Total outstanding dues of micro enterprises and small enterprises | 21 | 276.72 | 91.09 |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | 21 | 3,394.75 | 2,077.22 |
| Other financial liabilities | 22 | 117.93 | 73.29 |
| Other current liabilities | 23 | 145.65 | 97.78 |
| Provisions | 20 | 1,108.11 | 1,116.02 |
| **TOTAL CURRENT LIABILITIES** | | **11,071.02** | **7,090.85** |
| **TOTAL LIABILITIES** | | **11,207.80** | **12,338.89** |
| **TOTAL EQUITY AND LIABILITIES** | | **16,599.43** | **17,054.36** |
| **Basis of preparation, measurement and material accounting policies** | 2 | | |

The accompanying notes 3 to 49 are an integral part of these Standalone Financial Statements.

As per our report of even date attached

For **B S R & Co. LLP**

*Chartered Accountants*
Firm Registration No. 101248W/W-100022

AMAR SUNDER
Digitally signed by AMAR SUNDER
Date: 2025.06.17 22:36:49 +05'30'

**Amar Sunder**
*Partner*
Membership No: 078305
Place : Mumbai
Date : 17th June 2025

For and on behalf of the Board of Directors of
**Imagine Marketing Limited**

CIN: U52300MH2013PLC249758

SAMEER ASHOK MEHTA
Digitally signed by SAMEER ASHOK MEHTA
Date: 2025.06.17 22:01:10 +05'30'

**Sameer Mehta**
*Director and CEO*
DIN: 02945481
Place : Bengaluru
Date : 17th June 2025

Aman Gupta
Digitally signed by Aman Gupta
Date: 2025.06.17 22:04:42 +05'30'

**Aman Gupta**
*Director*
DIN: 02249682
Place : Paris
Date : 17th June 2025

RAKESH THAKUR
Digitally signed by RAKESH THAKUR
Date: 2025.06.17 21:57:08 +05'30'

**Rakesh Thakur**
*Group Chief Financial Officer*

Place : Mumbai
Date : 17th June 2025

SHREEKANT JAYRAM SAWANT
Digitally signed by SHREEKANT JAYRAM SAWANT
Date: 2025.06.17 22:07:14 +05'30'

**Shreekant Sawant**
*Company Secretary and Compliance Officer*
(A-30705)
Place : Mumbai
Date : 17th June 2025

## Imagine Marketing Limited

**Standalone Statement of Profit and Loss**
**For the year ended 31 March 2025**
**(All amounts are in Rs. million, unless otherwise stated)**

| **Particulars** | *Notes* | **Year ended 31 March 2025** | **Year ended 31 March 2024 (Restated)** |
|---|---|---|---|
| **INCOME** | | | |
| Revenue from operations | *24* | 30,628.30 | 31,037.78 |
| Other income | *25* | 268.13 | 178.26 |
| **TOTAL INCOME** | | **30,896.43** | **31,216.04** |
| **EXPENSES** | | | |
| Purchases of stock-in-trade | *26* | 20,572.32 | 22,634.39 |
| Changes in inventories of stock-in-trade | *27* | 1,053.84 | 323.25 |
| Employee benefits expense | *28* | 1,115.67 | 967.29 |
| Finance costs | *29* | 201.51 | 628.39 |
| Depreciation and amortisation expense | *30* | 252.61 | 219.82 |
| Other expenses | *31* | 6,866.78 | 7,150.90 |
| **TOTAL EXPENSES** | | **30,062.73** | **31,924.04** |
| **Profit/(Loss) before tax** | | **833.70** | **(708.00)** |
| **Tax expense/(credit)** | | | |
| Current tax | *9* | - | 0.16 |
| Deferred tax expense/(credit) | *9* | 191.49 | (172.23) |
| **Total tax expense/(credit)** | | **191.49** | **(172.07)** |
| **PROFIT/(LOSS) FOR THE YEAR (A)** | | **642.21** | **(535.93)** |
| **OTHER COMPREHENSIVE INCOME** | | | |
| *Items that will not be reclassified subsequently to profit or loss* | | | |
| Remeasurements of the net defined benefit plans | *38* | (0.37) | 3.97 |
| Less: Income tax relating to these items that will not be reclassified to profit or loss | | 0.09 | (1.00) |
| **OTHER COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX (B)** | | **(0.28)** | **2.97** |
| **TOTAL COMPREHENSIVE INCOME FOR THE YEAR (A+B)** | | **641.93** | **(532.96)** |
| **Earnings / (Loss) per equity share (face value of Re. 1 each)** | | | |
| Basic (Rs.)* | *32* | 4.28 | (3.57) |
| Diluted (Rs.)* | *32* | 4.26 | (3.57) |

*the Basic and Diluted EPS have been restated and is forming part of restatement adjustments for the year ended 31 March 2024 (refer note 49)

**Basis of preparation, measurement and material accounting policies** *2*

The accompanying notes 3 to 49 are an integral part of these Standalone Financial Statements.

As per our report of even date attached

For **B S R & Co. LLP**

*Chartered Accountants*
Firm Registration No. 101248W/W-100022

AMAR SUNDER Digitally signed by AMAR SUNDER Date: 2025.06.17 22:37:28 +05'30'

**Amar Sunder**
*Partner*
Membership No: 078305
Place : Mumbai
Date : 17th June 2025

For and on behalf of the Board of Directors of
**Imagine Marketing Limited**

CIN: U52300MH2013PLC249758

SAMEER ASHOK MEHTA Digitally signed by SAMEER ASHOK MEHTA Date: 2025.06.17 22:01:39 +05'30'

**Sameer Mehta**
*Director & CEO*
DIN: 02945481
Place : Bengaluru
Date : 17th June 2025

Aman Gupta Digitally signed by Aman Gupta Date: 2025.06.17 22:05:07 +05'30'

**Aman Gupta**
*Director*
DIN: 02249682
Place : Paris
Date : 17th June 2025

RAKESH THAKUR Digitally signed by RAKESH THAKUR Date: 2025.06.17 21:57:37 +05'30'

**Rakesh Thakur**
*Group Chief Financial Officer*

Place : Mumbai
Date : 17th June 2025

SHREEKANT JAYRAM SAWANT Digitally signed by SHREEKANT JAYRAM SAWANT Date: 2025.06.17 22:08:08 +05'30'

**Shreekant Sawant**
*Company Secretary and Compliance Officer*
(A-30705)
Place : Mumbai
Date : 17th June 2025

# Imagine Marketing Limited

**Statement of Changes in Equity for the year ended 31 March 2025**

***(All amounts are in Rs. million, unless otherwise stated)***

**A. EQUITY SHARE CAPITAL**

| Particulars | Number of Shares | Amount |
|---|---|---|
| **ISSUED, SUBSCRIBED AND PAID UP CAPITAL** | | |
| Equity Shares of ₹ 1/- each fully paid up | | |
| **Balance at 31 March 2023** | **9,60,96,300** | **96.10** |
| Changes in equity share capital due to prior period errors | - | - |
| Changes in equity share capital during the year | 50,000 | 0.05 |
| **Balance at 31 March 2024** | **9,61,46,300** | **96.15** |
| Changes in equity share capital due to prior period errors | - | - |
| Changes in equity share capital during the year | - | - |
| **Balance at 31 March 2025** | **9,61,46,300** | **96.15** |

**B. INSTRUMENTS ENTIRELY EQUITY IN NATURE (Refer note 16)**

| Particulars | Series A CCPS * | | Series B CCPS ** | |
|---|---|---|---|---|
| | Number of Shares | Amount | Number of Shares | Amount |
| **ISSUED, SUBSCRIBED AND PAID UP CAPITAL** | | | | |
| **Balance at 01 April 2023** | **5,10,000** | **5.10** | **17,269** | **103.61** |
| Changes in preference share capital during the year | - | - | - | - |
| **Balance at 31 March 2024** | **5,10,000** | **5.10** | **17,269** | **103.61** |
| Changes in preference share capital during the year | - | - | - | - |
| **Balance at 31 March 2025** | **5,10,000** | **5.10** | **17,269** | **103.61** |

* Series A CCPS represents 0.01% Non-cumulative compulsorily convertible preference shares of Rs 10 each, fully paid up

** Series B CCPS represents 0.01% Cumulative compulsorily convertible preference shares of Rs 6,000 each, fully paid up

**C. OTHER EQUITY**

| Particulars | Reserves and Surplus | | | | Total Other Equity |
|---|---|---|---|---|---|
| | Securities Premium | General reserve | Share Options Outstanding Account | Retained earnings | |
| **Balance at 01 April 2023** | **3,708.07** | **11.25** | **198.22** | **1,007.43** | **4,924.97** |
| Loss for the year | - | - | - | (535.93) | (535.93) |
| Other comprehensive income for the year | - | - | - | 2.97 | 2.97 |
| **Total comprehensive loss for the year** | **-** | **-** | **-** | **(532.96)** | **(532.96)** |
| Share-based payments to employees | - | - | 111.56 | - | 111.56 |
| Issue of equity shares on exercise of employee stock options | 9.27 | - | (2.23) | - | 7.04 |
| **Balance at 31 March 2024** | **3,717.34** | **11.25** | **307.55** | **474.47** | **4,510.61** |
| Profit for the year | - | - | - | 642.21 | 642.21 |
| Other comprehensive loss for the year | - | - | - | (0.28) | (0.28) |
| **Total comprehensive loss for the year** | **-** | **-** | **-** | **641.93** | **641.93** |
| Share-based payments to employees | - | - | 86.04 | - | 86.04 |
| Share issue expenses | (51.81) | - | - | - | (51.81) |
| **Balance at 31 March 2025** | **3,665.53** | **11.25** | **393.59** | **1,116.40** | **5,186.77** |

Refer note 17B for nature and purpose of reserves.

As per our report of even date attached

For **B S R & Co. LLP**
*Chartered Accountants*
Firm Registration No. 101248W/W-100022

AMAR SUNDER Digitally signed by AMAR SUNDER Date: 2025.06.17 22:38:14 +05'30'

**Amar Sunder**
*Partner*
Membership No: 078305
Place : Mumbai
Date : 17th June 2025

For and on behalf of the Board of Directors of
**Imagine Marketing Limited**
CIN: U52300MH2013PLC249758

SAMEER ASHOK MEHTA Digitally signed by SAMEER ASHOK MEHTA Date: 2025.06.17 22:02:19 +05'30'

**Sameer Mehta**
*Director & CEO*
DIN: 02945481
Place : Bengaluru
Date : 17th June 2025

Aman Gupta Digitally signed by Aman Gupta Date: 2025.06.17 22:05:35 +05'30'

**Aman Gupta**
*Director*
DIN: 02249682
Place : Paris
Date : 17th June 2025

RAKESH THAKUR Digitally signed by RAKESH THAKUR Date: 2025.06.17 21:57:58 +05'30'

**Rakesh Thakur**
*Group Chief Financial Officer*
Place : Mumbai
Date : 17th June 2025

SHREEKANT JAYRAM SAWANT Digitally signed by SHREEKANT JAYRAM SAWANT Date: 2025.06.17 22:08:35 +05'30'

**Shreekant Sawant**
*Company Secretary and Compliance Officer*
(A-30705)
Place : Mumbai
Date : 17th June 2025

# Imagine Marketing Limited

## Standalone Statement of Cash Flows

### For the year ended 31 March 2025

**(All amounts are in Rs. million, unless otherwise stated)**

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 (Restated) |
|---|---|---|
| **CASH FLOWS FROM OPERATING ACTIVITIES** | | |
| **Profit/(Loss) before tax** | 833.70 | (708.00) |
| Adjustments for: | | |
| Depreciation and amortisation expense | 252.61 | 219.82 |
| Share based payment expense | 86.04 | 111.56 |
| Interest on fixed deposits from banks | (168.24) | (137.26) |
| Interest income from others | (2.59) | (4.74) |
| Interest on security deposits | (2.61) | - |
| Dividend income | (30.00) | - |
| Fair valuation (gain) from investments designated at FVTPL(net) | (23.82) | (0.15) |
| Bad debts written off | 26.74 | - |
| Fair value loss on account of changes in financial liabilities | 6.52 | 8.72 |
| Gain on derecognition of leases | (0.16) | (2.28) |
| Finance cost | 201.51 | 628.39 |
| Provision/(Reversal) for loss allowance for trade receivables | 18.53 | (62.19) |
| Provision for doubtful advances | 145.59 | 104.00 |
| Provision/(Reversal) for slow and non moving inventory (net) | (589.32) | 758.33 |
| Loss on sale/disposal of tangible and intangible assets (net) | 0.19 | 1.07 |
| Unrealised foreign exchange loss/(gain) (net) | 13.88 | 0.43 |
| Loss on derivative contracts | 14.51 | - |
| Provision for loss allowance for Investments and Loan | 47.10 | - |
| **Operating profit/(loss) before working capital changes** | **830.18** | **917.70** |
| *Adjustments for :* | | |
| Decrease/(Increase) in inventories | 1,643.16 | (435.08) |
| Decrease/(Increase) in trade receivables | (1,088.23) | 1,259.28 |
| Decrease/(Increase) in loans | (0.50) | 0.41 |
| Decrease in other financial assets | 0.27 | 92.59 |
| Decrease in other current assets | 1,350.19 | 2,062.93 |
| Increase/(Decrease) in trade payables | 1,329.03 | (390.15) |
| Increase in other financial liabilities | 36.08 | 25.14 |
| Increase in other current liabilities | 47.87 | 40.39 |
| Increase in current and non-current provisions | (2.15) | 465.90 |
| **Cash generated from operations** | **4,145.90** | **4,039.11** |
| Taxes paid (net of refunds) | 98.31 | (40.11) |
| **Net Cash flows generated from operating activities (A)** | **4,244.21** | **3,999.00** |
| **CASH FLOWS FROM INVESTING ACTIVITIES** | | |
| Dividend received from joint venture | 30.00 | - |
| Investment made in equity shares of subsidiaries and joint venture | (475.42) | (413.26) |
| (Investment) in/Redemption of Mutual Funds (net) | (808.13) | 8.29 |
| Acquisition of Property, plant & equipments | (47.70) | (189.62) |
| Proceeds from sale of Property, plant & equipments | 0.11 | 78.86 |
| Acquisition of intangible assets including expenditure on internally generated intangible assets# | (22.43) | (80.80) |
| Loan given to subsidiaries | - | (10.00) |
| Investment in fixed deposits* | (4,995.00) | (249.00) |
| Redemption of fixed deposits* | 5,075.00 | 244.39 |
| Interest on fixed deposits and others | 174.48 | 213.16 |
| **Net cash flows used in investing activities (B)** | **(1,069.09)** | **(397.98)** |
| **CASH FLOWS FROM FINANCING ACTIVITIES** | | |
| Proceeds from issue of equity shares, including securities premium | - | 7.09 |
| Repayment of short-term borrowings (net) | (2,657.77) | (3,773.18) |
| Principal repayment of lease liabilities | (73.34) | (64.53) |
| Interest repayment of lease liabilities | (20.96) | (23.72) |
| Interest and other borrowing costs paid | (174.56) | (606.32) |
| **Net cash flow used in financing activities (C)** | **(2,926.63)** | **(4,460.66)** |
| **Net increase/(decrease) in cash and cash equivalents (A+B+C)** | **248.49** | **(859.64)** |
| **Cash and cash equivalents at the beginning of the year** | **532.64** | **1,392.27** |
| **Cash and cash equivalents at the end of the year (refer note below)** | **781.13** | **532.64** |

**Imagine Marketing Limited**
**Standalone Statement of Cash Flows**
**For the year ended 31 March 2025**

**(All amounts are in Rs. million, unless otherwise stated)**

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 (Restated) |
|---|---|---|
| **Components of cash and cash equivalents:** | | |
| Cash on hand | 0.35 | 0.86 |
| Balance with banks | | |
| In current accounts | 640.78 | 391.78 |
| In deposits with original maturity of less than 3 months | 140.00 | 140.00 |
| **Total cash and cash equivalents (refer note 12)** | **781.13** | **532.64** |

The above Standalone Cash Flows from operating activities has been prepared under the 'Indirect Method' as set out in Ind AS 7, 'Statement of Cash Flows'.

*These amounts have been restated as a part of restatement adjustments in the above table as at 31 March 2024. (Refer Note 49)
#Acquisition of intangible assets including expenditure on internally generated intangible assets as part of restatement adjustments for the year ended 31 March 2024 (refer note 49)

**Reconciliation between opening and closing balance sheet for liabilities arising from financing activities:**

| Particulars | Opening balance 1 April 2024 | Cash flows | Non- cash movement * | Closing balance 31 March 2025 |
|---|---|---|---|---|
| Proceeds from issue of preference shares classified as financial liability | 5,039.95 | - | 6.52 | 5,046.47 |
| Loan repayable on demand | 3,556.68 | (2,657.77) | 1.82 | 900.73 |
| Interest on borrowings | 5.23 | (174.56) | 172.74 | 3.41 |
| Proceeds from issue of equity capital including premium | 106.41 | - | - | 106.41 |
| Leases | 265.89 | (94.30) | 19.40 | 190.99 |
| **Total liabilities from financing activities** | **8,974.16** | **(2,926.63)** | **200.48** | **6,248.01** |

**Reconciliation between opening and closing balance sheet for liabilities arising from financing activities:**

| Particulars | Opening balance 1 April 2023 | Cash flows | Non- cash movement * | Closing balance 31 March 2024 |
|---|---|---|---|---|
| Proceeds from issue of preference shares classified as financial liability | 5,031.23 | - | 8.72 | 5,039.95 |
| Loan repayable on demand | 7,329.86 | (3,773.18) | - | 3,556.68 |
| Interest on borrowings | 6.88 | (606.32) | 604.67 | 5.23 |
| Proceeds from issue of equity capital including premium | 99.32 | 7.09 | - | 106.41 |
| Leases | 179.72 | (88.25) | 174.42 | 265.89 |
| **Total liabilities from financing activities** | **12,647.01** | **(4,460.66)** | **787.81** | **8,974.16** |

*Non-cash movement represents:
- With respect to leases, accrual of interest on lease liabilities.
- With respect to preference shares, fair value loss on account of fair valuation of financial liability.
- With respect to interest on borrowings, non cash movement is on account of charge in the current year to the statement of profit and loss.

The accompanying notes 3 to 49 are an integral part of these Standalone Financial Statements.

As per our report of even date attached

For **B S R & Co. LLP**
*Chartered Accountants*

Firm Registration No. 101248W/W-100022

AMAR SUNDER Digitally signed by AMAR SUNDER Date: 2025.06.17 22:39:02 +05'30'

**Amar Sunder**
*Partner*
Membership No: 078305
Place : Mumbai
Date : 17th June 2025

For and on behalf of the Board of Directors of
**Imagine Marketing Limited**

CIN: U52300MH2013PLC249758

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**Sameer Mehta**
*Director & CEO*
DIN: 02945481
Place : Bengaluru
Date : 17th June 2025

Aman Gupta Digitally signed by Aman Gupta Date: 2025.06.17 22:06:00 +05'30'

**Aman Gupta**
*Director*
DIN: 02249682
Place : Paris
Date : 17th June 2025

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**Rakesh Thakur**
*Group Chief Financial Officer*

Place : Mumbai
Date : 17th June 2025

SHREEKANT JAYRAM SAWANT Digitally signed by SHREEKANT JAYRAM SAWANT Date: 2025.06.17 22:09:01 +05'30'

**Shreekant Sawant**
*Company Secretary and Compliance Offi*
(A-30705)
Place : Mumbai
Date : 17th June 2025

## 1. Company Information

Imagine Marketing Limited ("Company") was incorporated on 1 November 2013 under the erstwhile Companies Act, 1956. The registered office of the Company is in Mumbai, Maharashtra, India. The principal place of business of the Company is in India. The Company is engaged in the business of trading of digital-first consumer technology products such as headphones, earphones, speakers, wearables and related accessories.

## 2. Material Accounting Policies

### 2.1 Basis of preparation and measurement

### A. Statement of Compliance and basis of preparation

The Standalone Financial Statements of the Company comprise of Balance Sheet as at 31 March 2025, Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended 31 March 2025 (hereinafter collectively referred to as "Standalone Financial Statements").

These Standalone Financial Statements have been prepared on a going concern basis. These Standalone financial statements have been prepared on historical cost basis except for certain financial instruments, share based payments and defined benefit plans which are measured a fair value or amortised cost at the end of each reporting period as explained in accounting policies. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. 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

These Standalone Financial Statements have been prepared in accordance with Indian Accounting Standards ("Ind AS") as per the Companies (Indian Accounting Standards) Rules, 2015 notified under section 133 of Companies Act, 2013 (the 'Act') read with the Companies (Indian Accounting Standards) Rule, 2015 and other relevant provisions of the Act, as amended from time to time and the presentation requirements of Division II of Schedule III of Companies Act, 2013 (Ind AS compliant Schedule III), as applicable.

These Standalone Financial Statements were approved for issue by the Board of Directors of the Company in their meeting held on 17 June 2025.

The accounting policies set out below have been applied consistently to the years presented in the Standalone Financial Statements.

**B. Basis of measurement**

The Standalone Financial Statements have been prepared on a historical cost convention, except for the following measured at fair value:

(i) Employee's defined benefit plan at present value of defined benefit obligation (unfunded) determined as per actuarial valuation;
(ii) Certain financial assets and liabilities that are qualified to be measured at fair value; and
(iii) Share based payments at fair value of the options on the date of the grant.

**C. Functional currency and presentation**

The Standalone Financial Statements has been presented in Indian Rupees (Rs.), which is also the Company's functional currency. All amounts have been rounded off to the nearest millions and decimals thereof, unless otherwise mentioned.

**D. Use of judgements, assumptions and estimates**

The preparation of Standalone Financial Statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, the disclosure of contingent liabilities as on the date of balance sheet and the reported amount of income and expenses for the reporting period. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. They are based on historical experience and other factors that are believed to be reasonable under the circumstance. Revisions to accounting estimates are recognised in the year in which the estimates are revised and future periods are affected.

**Estimation uncertainties:**

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the amounts recognised in the Standalone Financial Statements is included in the following notes:
- Note 2.2 (e) - Impairment test of non-financial assets and financials assets
- Note 2.2 (j) - Measurement of defined benefit obligations: key actuarial assumptions and employee share-based payments
- Note 2.2 (n) - Recognition of deferred tax assets: availability of future taxable profit against which tax losses carried forward can be used
- Note 2.2 (o) - Recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources including provisions for sales return and discounts
- Note 2.2 (f) and 2.2 (p) - Provision for obsolete inventory and provision for warranties
- Note 2.2 (d) - Useful life of intangible assets
- Note 2.2 (c) - Useful life of property plant and equipment
- Note 2.2 (g) - Fair valuation of financial liabilities
- Note 2.2 (e) - Measurement of ECL allowance for trade receivables, loans and contract assets: key assumptions in determining the weighted-average loss rate

**Judgements**

- Note 2.2 (m) - Determining whether the arrangement contains a lease

**E. Current and non-current classification**

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:
- Expected to be realized or intended to be sold or consumed in normal operating cycle,
- Held primarily for the purpose of trading,
- Expected to be 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.

All other assets are classified as non-current.

A liability is treated as 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.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and non-current liabilities.

The operating cycle is the time between the acquisition of assets/inputs for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

**F. Fair value measurement**

Certain accounting policies and disclosures of the Company require the measurement of fair values, for both financial and non-financial assets and liabilities.

The Company has an established control framework with respect to the measurement of fair values. The valuation team regularly reviews significant unobservable inputs and valuation adjustments.

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.

## 2.2 Summary of material accounting policies

### (a) Revenue Recognition

Revenue from sale of goods is recognised when goods are delivered and have been accepted by our customers and 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 measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

The specific recognition criteria described below must also be met before revenue is recognized.

**Sale of products**

The Company recognises revenue at a point in time when the performance obligation is satisfied and the goods underlying the particular performance obligation are transferred to the customer. Customers obtain control of the goods when the goods are delivered at the agreed point of delivery which generally is the premises of the customer.

Further, revenue from sale of goods is recognised based on a 5-Step Methodology which is as follows:
Step 1: Identify the contract(s) with a customer
Step 2: Identify the performance obligation in contract
Step 3: Determine the transaction price
Step 4: Allocate the transaction price to the performance obligations in the contract
Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

Revenue towards satisfaction of performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract. Accumulated expenses is used to estimate the provision for discounts.

Contracts are subject to modification to account for changes in contract specification and requirements. The Company reviews modification to contract in conjunction with the original contract, to determine whether the transaction price should be allocated to a new performance obligation, or if the transaction price of an existing obligation should be changed. In the event transaction price is revised for existing obligation, a cumulative adjustment is accounted for.

MEIS (Merchandise Exports from India Scheme) Income: The Company records MEIS income as and when the scrips are utilised. The Company follows point in time approach for recording of MEIS income.

**Variable consideration**

If the consideration in a contract includes a variable amount, the Company estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

**Right of return**
The Company provides a customer with a right to return in case of any defects or on grounds of quality. The Company uses the expected value method to estimate the goods that will be returned. For goods that are expected to be returned, instead of revenue, the Company recognizes a refund liability. A right of return asset and corresponding adjustment to change in inventory is also recognized for the right to recover products from a customer.

**Contract balances**
Contract assets: The Company classifies its right to consideration in exchange for deliverables as either a receivable or as unbilled revenue. A receivable is a right to consideration that is unconditional upon the passage of time. Revenues in excess of billings is recorded as unbilled revenue and is classified as a financial asset where the right to consideration is unconditional upon passage of time. Trade receivables is presented net of impairment.

Contract liabilities: A contract liability (which we referred to as Unearned Revenue) is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due to the customer) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is received.

Trade receivables: A receivable is recognised if an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets for guidance on recognition and measurement.

**(b) Recognition of dividend income, interest income or expense**
Interest income or expense is recognised using the effective interest method.
The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:
- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

Dividend income is recognised in the Standalone Statement of Profit and Loss on the date on which the Company's right to receive payment is established.

**(c) Property, Plant and Equipment**

**Recognition and measurement**

The cost of an item of property, plant and equipment is recognised as an asset if, and only if, it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably and is measured at cost. Subsequent to recognition, all items of property, plant and equipment (except for freehold land) are stated at cost less accumulated depreciation and accumulated impairment losses.

If the cost of an individual part of property, plant and equipment is significant relative to the total cost of the item, the individual part is accounted for and depreciated separately.

On adoption of Ind AS, the Company retained the carrying value for all of its property, plant and equipment as recognised in the Consolidated Financial Statements as at the date of transition to Ind ASs, measured as per the previous GAAP and used that as its deemed cost as permitted by Ind AS 101 'First-time Adoption of Indian Accounting Standards.'

If the cost of an individual part of property, plant and equipment is significant relative to the total cost of the item, the individual part is accounted for and depreciated separately.

The cost of property, plant and equipment comprises its purchase price plus any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management and the initial estimate of decommissioning, restoration and similar liabilities, if any. Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company and the subsequent expenditure can be measured reliably.

Items such as spare parts, stand-by equipment and servicing that meets the definition of property, plant and equipment are capitalised at cost and depreciated over the useful life. Cost of repairs and maintenance are recognised in the Standalone statement of profit and loss as and when incurred.

**Capital work in progress and Capital advances:**

Assets under construction includes the cost of property, plant and equipment that are not ready to use at the balance sheet date. Advances paid to acquire property, plant and equipment before the balance sheet date are disclosed under other non-current assets. Assets under construction are not depreciated as these assets are not yet available for use.

**Depreciation and useful lives**

Depreciable amount for assets is the cost of asset less its estimated residual value. Depreciation on Property, Plant and Equipment is calculated on the depreciable amount using the straight line method (SLM) using the rates arrived at based on the useful lives estimated by the management as prescribed in Schedule II of the Companies Act, 2013 except for Plant and Equipment where the management has derived useful life based on the technical evaluation. Depreciation is generally recognized in the Standalone Statement of Profit and Loss.

| Block | Useful Life | Useful Life as per schedule II |
|---|---|---|
| Plant and Equipment | 5 years | 15 years |
| Furniture and fixtures | 10 years | 10 years |
| Office equipment | 5 years | 5 years |
| Computers | 3 years | 3 years |
| Leasehold Improvement | Lower of useful life of the leasehold improvement or the lease term | |

Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready for use (disposed of). An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Based on the technical evaluation and consequent assessment, the management believes that its estimate of useful life as given above best represents the period over which the management expects to use these assets. Estimates in respect of method of depreciation were revised from written down value method to straight line method during the year ended March 31, 2023.

**Derecognition**

An item of property, plant and equipment and any significant part initially recognized is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Standalone Statement of Profit and Loss when the asset is derecognised.

**(d) Intangible assets**

**Recognition and measurement**

Intangible assets comprise primarily of brands and software. Intangible assets are initially recorded at cost and subsequent to recognition, intangible assets are stated at cost less accumulated amortisation and accumulated impairment losses. Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates and the cost can be measured reliably. All other expenditure are recognised in the Standalone Statement of Profit and Loss as incurred. On adoption of Ind AS, the Company retained the carrying value for all of its intangible assets as recognised in the Standalone Financial Statements as at the date of transition to Ind ASs, measured as per the previous GAAP and used that as its deemed cost as permitted by Ind AS 101 'First-time Adoption of Indian Accounting Standards.'

**Intangible Assets Under Development**

Development expenditure is capitalised as part of the cost of the resulting intangible asset only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable and the Company intends to and has sufficient resources to complete development and to use the asset. Otherwise, it is recognised in profit or loss as incurred.

Subsequent to initial recognition, development expenditure is measured at cost less accumulated amortisation and any accumulated impairment losses.

**Amortisation**

Amortisation is calculated to write off the cost of intangible assets over their estimated useful lives using the straight line method, and is included in the Depreciation and Amortisation expense in the Standalone Statement of Profit and Loss. The useful lives of intangible assets that is considered for amortization of intangible assets are as follows:

| Intangible Asset | Useful Life |
|---|---|
| Brands | 10 years |
| Computer Software | 3 to 5 years |

The amortisation period and the amortisation method for an intangible asset with finite useful life is reviewed at the end of each financial year. If any of these expectations differ from previous estimates, such changes is accounted for as a change in an accounting estimate.

**Derecognition**

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in the Standalone Statement of Profit and Loss when the asset is derecognised.

**(e) Impairment**

**(i) Non-financial assets**

Assessment for impairment is done at each Balance Sheet date as to whether there is any indication that a non-financial asset may be impaired. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or group of assets is considered as a cash generating unit (CGU). If any indication of impairment exists, an estimate of the recoverable amount of the individual asset/cash generating unit is made. Asset/cash generating unit whose carrying value exceeds their recoverable amount are written down to the recoverable amount by recognising the impairment loss as an expense in the Standalone Statement of Profit and Loss.

Recoverable amount is higher of an assets' or cash generating unit's value in use and its fair value less cost of disposal. Value in use is the estimated future cash flows expected to arise from the continuing use of an asset or cash generating unit and from its disposal at the end of its useful life discounted to their present value using a post-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 transactions are considered. If no such transactions can be identified, an appropriate valuation model is used.

An impairment loss is reversed in the Standalone Statement of Profit and Loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognised for the asset in prior years.

**(ii) Financial assets**

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. The Company recognises loss allowances using the expected credit loss (ECL) model as per Ind AS 109 for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognised as an impairment gain or loss in profit or loss.

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 entity expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate. Lifetime ECL are the expected credit losses resulting from all possible defaults events over the expected life of a financial asset. 12-month ECL are a portion of the lifetime ECL which result from default events that are possible within 12 months from the reporting date.

The Company considers a financial asset to be in default when:
- the counter party is unlikely to pay its credit obligations to the Company in full, without recourse by the Company to actions such as realising security (if any is held); or
- the financial asset in respect of trade receivables is 365 days or more past due and for trade receivables less than 365 days, the Company identifies on case-to-case basis whether there is a risk of default.

ECL are measured in a manner that they reflect unbiased, and probability weighted amounts determined by a range of outcomes, taking into account the time value of money and other reasonable information available as a result of past events, current conditions and forecasts of future economic conditions.

The gross carrying amount of a financial asset is written off when the Company has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. The Company expects no significant recovery from the amount written off during the year.

**Credit-impaired financial assets**

At each reporting date, the Company assesses whether financial assets carried at amortised cost and debt securities at FVOCI are credit impaired. A financial asset is ‘credit-impaired’ when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:
• significant financial difficulty of the debtor;

- a breach of contract such as a default or being more than 365 days past due;
- the restructuring of a loan or advance by the Company on terms that the Company would not consider otherwise;
- it is probable that the debtor will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

**(f) Inventories**

Inventories are valued at the lower of cost and net realisable value. Cost of inventories comprises purchase price, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. In determining the cost, weighted average cost is used. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs to sell. The comparison of cost and net realisable value is made on an item-by-item basis.

Inventories are stated net of write down or allowances on account of obsolescence, damage or slow-moving items. The provision for inventory obsolescence is assessed periodically and is provided as considered necessary.

The Company imports the raw material and sells the same to the manufacturers in India. The cost of raw materials purchased and sold are netted off against the purchase of finished goods from the manufacturer since the cost of finished goods purchased from those manufacturers are inclusive of the cost of raw material transferred to them.

**(g) Financial Instruments**

**Financial Assets**

**i) Recognition and initial measurement**

All financial assets and liabilities are initially recognized when the Company becomes a party to contractual provisions of the instrument. A financial asset or liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction cost that are directly attributable to its acquisition or issue. However trade receivables that do not contain significant financing component are recognised at transaction price. For regular way purchases of financial assets, the Company follows the trade date accounting method, whereby a financial asset is recognized on the trade date—the date on which the Company commits to purchase the asset.

**ii) Classification and subsequent measurement**

On initial recognition, a financial instrument is classified and measured at

- Amortised cost
- Fair value through other comprehensive income (FVOCI) - debt instruments;
- Fair value through other comprehensive income (FVOCI) - equity investments; or
- Fair value through profit and loss (FVTPL).

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both the following conditions and is not designated as at FVTPL:
• The asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
• The contractual terms of the financial assets give rise on a specified date to cash flows that are solely payments of principal and interest on the principal amounts outstanding.

A debt instrument is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:
• The asset is held within a business model whose objective is achieved by both collect contractual cash flows and selling financial assets; and
• The contractual terms of the financial assets give rise on a specified date to cash flows that are solely payments of principal and interest on the principal amounts outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI - equity investment). This election is made on an investment by investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes mutual funds. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

**Subsequent measurement and gains and losses**
Financial assets at FVTPL:
These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income are recognized in profit or loss.

Financial assets at amortised cost:
These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.

Debt investments at FVTOCI:
These assets are subsequently measured at fair value. Interest income under effective interest method, foreign exchange gains and losses and impairment are recognized in profit or loss. Other net gains and losses are recognized in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

Equity investments at FVTOCI:
These assets are subsequently measured at fair value. Dividends are recognized as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognized in OCI and are not reclassified to profit or loss.

**iii) Derecognition of financial assets**

A financial asset is derecognized only when:

• The Company has transferred the rights to receive cash flows from financial asset or

• Retains the contractual rights to receive the cash flows from financial asset but assumed a contractual obligation to pay the cash flows to one or more recipients.

Where the Company has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognized. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized. Where the Company has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognized if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognized to the extent of continuing involvement in the financial asset. For regular way sales of financial assets, the Company applies trade date accounting, whereby the asset is derecognized on the trade date, i.e., the date on which the Company commits to sell the asset.

**Investment in Subsidiaries, Associate(s) and Joint Venture**

"The investments in subsidiaries, associate(s) and joint ventures are carried in the Standalone Financial Statements at historical cost except when the investment, or a portion thereof, is classified as held for sale, in which case measured at lower of carrying amount and fair value less costs to sell. When the Company is committed to a sale plan involving disposal of an investment, or a portion of an investment, in any subsidiary or joint venture or the portion of the investment that will be disposed of is classified as held for sale when the criteria described above are met. Any retained portion of an investment in a subsidiary or a joint venture that has not been classified as held for sale continues to be accounted for at historical cost. Investments in subsidiaries and joint ventures carried at cost are tested for impairment in accordance with Ind AS 36 “Impairment of Assets”. The carrying amount of the investment is tested for impairment as a single asset by comparing its recoverable amount with its carrying amount, any impairment loss recognised reduces the carrying amount of the investment.

**Financial liability**

**i) Initial recognition and measurement**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss or amortised cost. All financial liabilities are recognized initially at fair value and, in case of loans and borrowings and payables, net of directly attributable transaction costs.

**ii) Subsequent measurement**

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separate embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognized in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ losses are not subsequently transferred to Standalone Statement of Profit and Loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognized in the Standalone Statement of Profit or Loss. The Company has not designated any financial liability as at fair value through profit or loss other than series C CCPS which is classified as financial liability designated as FVTPL (Refer note 18).

**Amortised cost**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (“EIR”) method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization 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 amortization is included as finance costs in the Standalone Statement of Profit and Loss."

**Derecognition**

A financial liability is derecognized 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 Standalone Statement of Profit or Loss.

**Offsetting**

Financial assets and financial liabilities are offset and the net amount 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 realize the assets and settle the liabilities simultaneously.

**(h) Cash and cash equivalents**

(h)(i)Cash and cash equivalent includes cash on hand, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value and bank overdrafts.

(h)(ii)Statement of Cash Flows

Cash flows are reported using the indirect method, whereby net profit before taxes for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated. Bank overdrafts and cash credits which are repayable on demand form an integral part of Company's cash management and are included as a component of cash and cash equivalents.

**(i) Foreign Currency transactions and translations**

Foreign currency are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign currency denominated monetary assets and liabilities are translated into relevant functional currency at exchange rates in effect at the balance sheet date. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognized in Standalone Statement of Profit and Loss. Non-monetary assets and non-monetary liabilities denominated in foreign currency and measured at fair value are translated at the exchange rate prevalent at the date when the fair value was determined. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss and are generally recognised in Standalone Statement of Profit and Loss, except exchange differences arising from the translation of the following items which are recognised in OCI:

• equity investments at fair value through OCI (FVOCI)

• a financial liability designated as a hedge of the net investment in a foreign operation to the extent that the hedge is effective; and

• qualifying cash flow hedges to the extent that the hedges are effective.

**(j) Employee Benefits**

**(i) Defined Contribution Plan**

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The Company makes specified contributions towards Government administered provident fund scheme, labour welfare fund and employees' state insurance scheme. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in Standalone Statement of Profit or Loss in the periods during which the related services are rendered by employees.

**(ii) Defined Benefit Plan**

The Company’s gratuity plan is a defined benefit plan. The Company’s net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The present value of the obligation under such defined benefit plan is determined based on actuarial valuation by an independent actuary using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan, are based on the market yields on Government securities as at the balance sheet date.

All remeasurement gains and losses arising from defined benefit plans are recognised in the Standalone Statement of Other Comprehensive Income in the period in which they occur and not reclassified to the Standalone Statement of Profit and Loss in the subsequent period. The Company determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense related to defined benefit plans are recognised under "Finance costs" in the Standalone Statement of Profit and Loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in the Standalone statement of profit and loss. The Company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs in the Standalone Statement of Profit and Loss.

**(iii) Short-term employee benefits**

All employee benefits falling due wholly within twelve months of rendering the services are classified as short-term employee benefits, which include benefits like salaries, wages and performance incentives and are recognised as expenses in the period in which the employee renders the related service.

Short term employee benefits are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid e.g. short term cash bonus, if the Company has a present legal or constructive obligation to pay this amount as a result of past services provided by the employee and the amount of obligation can be estimated reliably.

**(iv) Other long-term employee benefits:**

The Company's net obligation in respect of long-term employment benefits, other than gratuity, is the amount of future benefit that employees have earned in return for their service in the current and prior periods. The obligation is calculated at the balance sheet date on the basis of an actuarial valuation done by an independent actuary using the projected unit credit method and is discounted to its present value and the fair value of any related assets is deducted. Remeasurements gains or losses are recognised in the Standalone Statement of Profit and Loss in the period in which they arise.

Compensated absences which are not expected to occur within twelve months after the end of the year in which the employee renders the related services are recognised as a liability at the present value of the defined benefit obligation at the balance sheet date. The discount rates used for determining the present value of the obligation under long term employment benefits are based on the market yields on Government securities as at the balance sheet date.

**(v) Equity settled share based payments**

Employees of the Company receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments. The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model.

That cost is recognised, together with a corresponding increase in share-based payment reserves in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest.

When the terms of an equity-settled award are modified, the minimum expense recognised is the expense had the terms had not been modified, if the original terms of the award are met. An additional expense is recognised for any modification that increases the total fair value of the share-based payment transaction or is otherwise beneficial to the employee as measured at the date of modification. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through the Standalone Statement of Profit and Loss. The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

**(k) Borrowing Costs**

Borrowing costs include:
(i) interest expense calculated using the effective interest rate method;
(ii) finance charges in respect of leases;
(iii) interest expenses on bill discounting; and
(iv) exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs.

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in the Standalone statement of profit and loss in the period in which they are incurred.

**(l) Share Issue Expenses**

Incremental costs directly attributable to the issue of new equity shares are adjusted with securities premium, and those attributable to offer for sale are shown as recoverable from the selling shareholders.

**(m) Leases**

The Company assesses whether a contract is or contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

(i) the contract involves the use of an identified asset

(ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and

(iii) the Company has the right to direct the use of the asset.

The Company also applied the available practical expedients wherein it:

• Used a single discount rate to a portfolio of leases with reasonably similar characteristics
• Relied on its assessment of whether leases are onerous immediately before the date of initial application
• Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application
• Used hindsight in determining the lease term where the contract contained options to extend or terminate the lease"

**Right-of-use assets**

The Company recognizes 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 recognized, 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 basis over the shorter of the lease term and the estimated useful lives of the assets.

**Lease liability**

At the commencement date of the lease, the Company recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance 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 recognized 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 when 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.

**Short-term leases and leases of low-value assets**

The Company has applied 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) and low-value assets recognition exemption.

**(n) Income Taxes**

Income tax expenses comprises current and deferred tax. It is recognised in Standalone Statement of Profit or Loss except to the extent that it relates to a business combination or to an item recognised directly in equity or in other comprehensive income. The Company has determined that interest and penalties related to income taxes, including uncertain tax treatments, do not meet the definition of income taxes, and therefore accounted for them under Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets.

**(i) Current tax**

Current tax expenses comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

**(ii) Deferred tax**

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction;
- temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Company is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Company recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.
The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

The Company has recognised a separate deferred tax assets in relation to its lease liabilities and a deferred tax liability in relations to its right-to-use assets.

**(o) Provisions, Contingent liabilities and Contingent assets**

**(i) General provision**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, 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. When the Company expects some or all of a provision to be reimbursed, the expense relating to a provision is presented in the Standalone Statements of profit and loss net of any reimbursement. 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.

**(ii) Contingent liabilities**

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources embodying economic benefits or the amount of such obligation cannot be measured reliably. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources embodying economic benefits is remote, no provision or disclosure is made.

**(iii) Contingent assets**

Contingent assets are neither recognised nor disclosed in the Standalone Financial Statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

**(p) Warranties**

The Company recognises provision for warranties in respect of the products that it sells. These are reviewed at each balance sheet date and adjusted to reflect the current estimates. A provision is recognised for expected warranty claims on products sold during the year based on the past trend for actual warranty claims.

**(q) Earnings per share**

The basic earnings per share is computed by dividing the net profit attributable to the owners of the Company for the year by the weighted average number of equity shares outstanding during the reporting period (including instruments entirely equity in nature). The diluted earnings per share is computed by dividing the profit attributable to equity holders (after adjusting the cost recognised during the period for convertible instruments) by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

Diluted earnings per share is computed by dividing the profit (considered in determination of basic earnings per share) after considering the effect of interest and other financing costs or income (net of attributable taxes) associated with dilutive potential equity shares by the weighted average number of equity shares considered for deriving basic earnings per share adjusted for the weighted average number of equity shares that would have been issued upon conversion of all dilutive potential equity shares.

**(r) Operating segments**

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Executive Officer who is designated the Chief Operating Decision Maker (CODM). The Company has identified reportable segments based on the dominant source, nature of risks and return and the internal organisation and management structure and for which discrete Financial Information is available. The CODM monitors the operating results of the entity at segment level for the purpose of making decisions about resource allocation and performance assessment. An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Company's other components, and for which discrete financial information is available.

Revenue and expenses directly attributable to segments are reported under each reportable segment. Other expenses which are not attributable or allocable to segments are disclosed separately. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the Standalone Financial Statements. However, the Company's financing (including finance costs and finance income) and income taxes are managed on a Company basis and are not allocated to operating segments. Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as unallocable assets and liabilities.

**2.3 Recent accounting developments and pronouncements**

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, MCA did not notify any new standard or amendment to the existing standards applicable to the Company.

***(All amounts are in Rs. million, unless otherwise stated)***

**NOTE 3 : PROPERTY, PLANT AND EQUIPMENT**

| Particulars | Plant and Equipment | Furniture and fixtures | Office equipment | Computers | Total |
|---|---|---|---|---|---|
| **Gross carrying value** | | | | | |
| **As at 01 April 2023** | **196.39** | **7.11** | **35.77** | **41.08** | **280.35** |
| Additions during the year | 121.56 | 6.88 | 9.15 | 12.81 | **150.40** |
| Disposals during the year | (78.91) | (0.77) | (5.63) | (2.43) | **(87.74)** |
| **As at 31 March 2024** | **239.04** | **13.22** | **39.29** | **51.46** | **343.01** |
| Additions during the year | 3.92 | 6.02 | 19.98 | 11.84 | **41.76** |
| Disposals during the year | - | (0.31) | (0.07) | (0.04) | **(0.42)** |
| **As at 31 March 2025** | **242.96** | **18.93** | **59.20** | **63.26** | **384.35** |
| **Accumulated depreciation** | | | | | |
| **As at 01 April 2023** | **33.01** | **1.21** | **14.09** | **21.98** | **70.29** |
| Depreciation for the year | 44.61 | 1.34 | 7.69 | 12.50 | **66.14** |
| Disposals for the year | (0.11) | (0.46) | (4.69) | (2.43) | **(7.69)** |
| **As at 31 March 2024** | **77.51** | **2.09** | **17.09** | **32.05** | **128.74** |
| Depreciation for the year | 47.93 | 1.72 | 8.27 | 13.26 | **71.18** |
| Disposals for the year | - | (0.07) | (0.05) | (0.01) | **(0.13)** |
| **As at 31 March 2025** | **125.44** | **3.74** | **25.31** | **45.30** | **199.79** |
| **Net carrying value** | | | | | |
| **As at 31 March 2024** | **161.53** | **11.13** | **22.20** | **19.41** | **214.27** |
| **As at 31 March 2025** | **117.52** | **15.19** | **33.89** | **17.96** | **184.56** |

**Notes:**

(i) The Company does not own any immovable property.

(ii) The Company has not revalued its property, plant and equipment.

(iii) For details of contractual commitment with respect to property, plant and equipment refer note 34.

(iv) During the year ended 31 March 2023, the Company reviewed the depreciation method of property plant and equipment and changed the method of depreciation from written down value to straight line method as it is closely reflects the expected pattern of the consumption of the future economic benefits embodied in the asset.

**The effect of these changes on actual and expected depreciation expense is as follows:**

| Particulars | 31 March 2025 | 31 March 2024 |
|---|---|---|
| (Decrease) in depreciation expense | (38.08) | (8.23) |

***(All amounts are in Rs. million, unless otherwise stated)***

**NOTE 4 : RIGHT-OF-USE ASSETS**

| Particulars | Buildings | Total |
|---|---|---|
| **Gross carrying value** | | |
| **As at 01 April 2023** | **289.67** | **289.67** |
| Additions during the year | 185.78 | **185.78** |
| Derecognition during the year | (41.97) | **(41.97)** |
| **As at 31 March 2024** | **433.48** | **433.48** |
| Additions during the year | 0.15 | **0.15** |
| Derecognition during the year | (4.87) | **(4.87)** |
| **As at 31 March 2025** | **428.76** | **428.76** |
| **Accumulated depreciation** | | |
| **As at 01 April 2023** | **111.62** | **111.62** |
| Depreciation for the year | **87.38** | **87.38** |
| Derecognition during the year | (31.78) | **(31.78)** |
| **As at 31 March 2024** | **167.22** | **167.22** |
| Depreciation for the year | 86.05 | **86.05** |
| Derecognition during the year | (3.31) | **(3.31)** |
| **As at 31 March 2025** | **249.96** | **249.96** |
| **Net carrying value** | | |
| **As at 31 March 2024** | **266.26** | **266.26** |
| **As at 31 March 2025** | **178.80** | **178.80** |

**Notes:**

(i) The Company has lease contracts for premises obtained for warehousing and office purposes. Leases of premises generally have lease terms between 2 and 5 years. The Company's obligations under its leases are secured by the lessor's title to the leased assets.

(ii) Refer note 19 for disclosures pertaining to lease liabilities.

(iii) The following amounts are recognised in the Profit and Loss:

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| Depreciation expenses of right of use assets (refer note 30) | 86.05 | 87.38 |
| Interest expenses on lease liabilities (refer note 19(i)) | 20.96 | 23.72 |
| Expenses relating to short term leases (refer note 31) | 4.56 | 9.18 |

(iv) Amount recognised in statement of Cash Flows:

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| Total Cash outflow for leases - Principal | (73.34) | (64.53) |
| Total Cash outflow for leases - Interest | (20.96) | (23.72) |
| Total cash outflow for leases | (94.30) | (88.25) |

(v) The lease agreements for immovable properties where the Company is the lessee are duly executed in favour of the Company.

(vi) The Company has not revalued its Right-of-use assets.

***(All amounts are in Rs. million, unless otherwise stated)***

**NOTE 5(A) : INTANGIBLE ASSETS**

| Particulars | Brands | Computer Software | Total |
|---|---|---|---|
| **Gross carrying value** | | | |
| **As at 01 April 2023** | **51.50** | **289.17** | **340.67** |
| Additions during the year | - | 163.31 | **163.31** |
| Deletions during the year | - | - | - |
| **As at 31 March 2024** | **51.50** | **452.48** | **503.98** |
| Additions during the year | - | - | - |
| Deletions during the year | - | - | - |
| **As at 31 March 2025** | **51.50** | **452.48** | **503.98** |
| **Accumulated amortisation** | | | |
| **As at 01 April 2023** | **12.65** | **12.18** | **24.83** |
| Amortisation for the year | 5.15 | 61.15 | **66.30** |
| Deletions during the year | - | - | - |
| **As at 31 March 2024** | **17.80** | **73.33** | **91.13** |
| Amortisation for the year | 5.15 | 90.23 | **95.38** |
| Deletions during the year | - | - | - |
| **As at 31 March 2025** | **22.95** | **163.56** | **186.51** |
| **Net carrying value** | | | |
| **As at 31 March 2024** | **33.70** | **379.15** | **412.85** |
| **As at 31 March 2025** | **28.55** | **288.92** | **317.47** |

The Company has not revalued its intangible assets.

**NOTE 5(B) : INTANGIBLE ASSETS UNDER DEVELOPMENT**

| Particulars | Intangible assets under development |
|---|---|
| **Intangible Assets under Development** | |
| **As at 01 April 2023** | **82.51** |
| Additions | - |
| Capitalised during the year | **82.51** |
| **As at 31 March 2024** | - |
| Additions | **22.43** |
| Capitalised during the year | - |
| **As at 31 March 2025** | **22.43** |

Intangible assets under development above includes development of accounting software and modules.

**(a) Ageing schedule for Intangible Assets under development**

**As at 31 March 2025**

| Intangible assets under development | Amount in Intangibles under development for a period of | | | | Total |
|---|---|---|---|---|---|
| | Less than 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | |
| Projects in progress | 22.43 | - | - | - | **22.43** |
| Projects temporarily suspended | - | - | - | - | - |

(b) For Intangible assets under development, none of the assets are overdue for completion or has exceeded its cost compared to its original plan.

(c ) During the year ended 31 March 2023, the Company has reviewed the amortisation method of intangible assets and changed the method of amortisation from written down value to straight line method as it closely reflects the expected pattern of the consumption of the future economic benefits embodied in the asset.

**The effect of these changes on actual and expected amortisation expense is as follows:**

| Particulars | 31 March 2025 | 31 March 2024 |
|---|---|---|
| Increase in amortisation expense | 15.50 | 71.26 |

*(All amounts are in Rs. million, unless otherwise stated)*

### NOTE 6 : INVESTMENTS IN SUBSIDIARIES AND JOINT VENTURE

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Non-Current** | | |
| **Unquoted** | | |
| **Investment in Equity Instruments (measured at amortised cost)** | | |
| **Investment in Subsidiary Companies** | | |
| 9,999 (31 March 2024: 9,999)<br>Equity shares of Dive Marketing Private Limited (Subsidiary company) having face value Rs 10 each, fully paid up | 0.10 | 0.10 |
| 3,10,10,000 (31 March 2024: 3,10,10,000)<br>Equity shares of HOB Ventures Private Limited (Subsidiary company) having face value Rs 10 each, fully paid up | 310.10 | 310.10 |
| Less: Provision for Impairment in the value of Investment | (10.10) | - |
| 4,00,00,000 (31 March 2024: 3,44,60,000)<br>Equity shares of Imagine Marketing Singapore Pte Ltd (Subsidiary company) having face value USD 1<br>(at Rs. 85.81/ USD, 31 March 2024 Rs. 82.75/USD) each, fully paid up | 3,118.71 | 2,643.29 |
| 10,000 (31 March 2024: 10,000)<br>Equity shares of Kaha Technologies Private Limited (Subsidiary company) having face value Rs 10 each, fully paid up | 77.25 | 77.25 |
| **Investment in Joint Venture** | | |
| 2,15,50,000 (31 March 2024: 2,15,50,000)<br>Equity shares of Califonix Tech and Manufacturing Private Limited (JV with Dixon Technologies Ltd) having face value of Rs. 10 each, fully paid up | 215.50 | 215.50 |
| **Total** | **3,711.56** | **3,246.24** |

**Note:**

(i) The Company has complied with the requirements of the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

(ii) Refer note 35 - Financial instruments, fair values and risk measurement for fair valuation methodology.

(iii) During the year ended 31 March 2023, the Company in partnership with Dixon Technologies Ltd. formed a Joint Venture “Califonix Tech and Manufacturing Ltd.” on 50:50 profit sharing basis. The JV was formed to leverage the manufacturing and product design, backward integration and R&D capabilities held by each of the partner.

(iv) Provision for Impairment in the value of Investment: The Company has sold its share in Kimirica Lifestyle Private Limited through HOB Ventures Private Limited for a sale consideration of Rs. 300 millions. Pursuant to this transaction, the difference between cost of investment and sale consideration is provided for as there is no other business in the company to recover the investment amount.

### NOTE 7 : INVESTMENTS

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Current** | | |
| **Investments measured at fair value through profit or loss (Quoted)** | | |
| Investments in Mutual Funds | 831.95 | - |
| **Total** | **831.95** | **-** |
| **Details of aggregate amount of quoted, unquoted and Impairment of Investments:** | | |
| Aggregate amount of quoted investments ( at cost ) | 829.96 | - |
| Market value of quoted investments | 831.95 | - |

### NOTE 8 OTHER FINANCIAL ASSETS

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Non-Current** | | |
| *Unsecured, considered good unless otherwise stated* | | |
| Security deposits | 38.36 | 38.97 |
| **Total** | **38.36** | **38.97** |
| **Current** | | |
| *Unsecured, considered good unless otherwise stated* | | |
| Security deposits | 5.05 | 2.10 |
| Bank deposits with original maturity of more than 12 months but remaining maturity of less than 12 months | - | 135.00 |
| Others (including interest receivable and IPO expenses) # | 129.23 | 29.26 |
| **Total** | **134.28** | **166.36** |
| Note: Others include receivables from related parties amounting to Rs. 0.27 million (31 March, 2024 : 0.11 million) | | |
| **Details of lien against bank deposits:** | | |
| Security lien towards ICICI cash credit facility, Bank guarantee and working capital demand loan | - | 60.00 |
| Security lien towards Axis cash credit facility and working capital demand loan | - | 75.00 |

# During the year ended 31 March 2025, of the said amount the Company has provided for the IPO expenses of INR 155.43 millions. The same has been apportioned on the pro rata basis towards proposed offer for sale and new issue of shares. Accordingly, Other receivables includes amount of INR 103.62 millions expected to be recovered by the Company from the selling shareholders for offer for sale and balance amount of INR 51.81 millions for new public issue is appropriated towards balance in securities premium account in accordance with section 52(2)(c) of the Companies Act, 2013.

***(All amounts are in Rs. million, unless otherwise stated)***

**NOTE 9 : INCOME TAXES**

**A. Components of Tax expenses/(credit)**

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| **I. Tax expense recognised in Profit and Loss** | | |
| **Current Tax Expense** | | |
| Current tax on profits for the year | - | - |
| Adjustments for the current tax of prior periods | - | 0.16 |
| **Total Current Tax Expense** | **-** | **0.16** |
| **Deferred Tax Expense** | | |
| *Attributable to :* | | |
| Origination and reversal of temporary differences | 191.49 | (172.23) |
| **Total Deferred Tax Expense/(Credit)** | **191.49** | **(172.23)** |
| **Tax expense/(credit) recognised in profit and loss** | **191.49** | **(172.07)** |
| **II. Tax expense recognised in Other Comprehensive Income** | | |
| **Deferred Tax Expense/(Credit)** | | |
| *Items that will not be reclassified to profit or loss* | | |
| Net (loss)/gain on remeasurements of defined benefit plans | 0.09 | (1.00) |
| **Income tax expenses recognised in other comprehensive income** | **0.09** | **(1.00)** |

**B. Reconciliation of Effective Tax Rate**

**The reconciliation between the statutory income tax rate applicable and the effective income tax rate is as follows:**

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| **Weighted Average Statutory income tax rate applicable for the year** | 25.17% | 25.17% |
| *Tax effect of:* | | |
| Expenses not deductible for tax purposes | 0.73% | -0.86% |
| Effect of previous year | -2.93% | 0.00% |
| **Effective tax rate** | **22.97%** | **24.31%** |

**C. Deferred tax assets and liabilities**

Deferred tax assets and liabilities are attributable to the following:

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Deferred Tax Assets** | | |
| Lease liabilities | 48.07 | 66.92 |
| Provisions for employee benefits | 12.98 | 9.40 |
| Allowance for expected credit loss | 149.18 | 96.02 |
| Others | 50.78 | 34.29 |
| Losses to be carried forward | 121.23 | 419.73 |
| Property, plant and equipment | 2.42 | (12.41) |
| Security deposits | 1.35 | (1.14) |
| Fair value through profit and loss (CCPS) | 11.70 | - |
| Investments measured at FVTPL and Derivative Liability | 3.15 | - |
| **Total Deferred Tax Assets (A)** | **400.86** | **612.81** |
| **Deferred Tax Liabilities** | | |
| Right-of-use assets | (41.14) | (61.68) |
| **Total Deferred Tax Liabilities (B)** | **(41.14)** | **(61.68)** |
| **Net Deferred Tax Assets / (Liabilities) (A-B)** | **359.72** | **551.13** |

**(i) Movements in Deferred Tax Assets / (Liabilities)**

| Movements during the year ended 31 March 2025 | Opening balance as on 01 April 2024 | Recognised in profit and loss | Recognised in other comprehensive income | Recognised directly in equity | Closing balance as on 31 March 2025 |
|---|---|---|---|---|---|
| **Deferred tax Liabilities** | | | | | |
| Right-of-use assets | (61.68) | 20.54 | - | - | (41.14) |
| **Deferred tax Assets** | | | | | |
| Lease liabilities | 66.93 | (18.86) | - | - | 48.07 |
| Provisions for employee benefits | 9.40 | 3.49 | 0.09 | - | 12.98 |
| Allowance for expected credit loss | 96.02 | 53.16 | - | - | 149.18 |
| Losses to be carried forward | 419.73 | (298.50) | - | - | 121.23 |
| Security Deposits | (1.14) | 2.47 | - | - | 1.34 |
| Investments measured at FVTPL and Derivative Liability | - | 3.15 | - | - | 3.15 |
| Property, plant and equipment | (12.42) | 14.84 | - | - | 2.42 |
| Others | 34.29 | 16.49 | - | - | 50.78 |
| Fair value through profit and loss (CCPS) | - | 11.70 | - | - | 11.70 |
| **Total** | **551.13** | **(191.51)** | **0.09** | **-** | **359.72** |

**Note 9 INCOME TAXES (CONTINUED)**

**Movements in Deferred Tax Assets / (Liabilities)**

| Movements during the year ended 31 March 2024 | Opening balance as on 01 April 2023 | Recognised in profit and loss | Recognised in other comprehensive income | Recognised directly in equity | Closing balance as on 31 March 2024 |
|---|---|---|---|---|---|
| **Deferred tax Liabilities** | | | | | |
| Property, plant and equipment | (10.09) | (2.34) | - | - | (12.42) |
| Right-of-use assets | (37.48) | (24.20) | - | - | (61.68) |
| Investments in equity instruments measured at FVTPL | (0.53) | 0.53 | - | - | - |
| Security Deposits | (0.17) | (0.97) | - | - | (1.14) |
| **Deferred tax Assets** | | | | | |
| Lease liabilities | 45.24 | 21.69 | - | - | 66.93 |
| Provisions for employee benefits | 7.07 | 3.33 | (1.00) | - | 9.40 |
| Allowance for expected credit loss | 85.49 | 10.53 | - | - | 96.02 |
| Losses to be carried forward | 265.75 | 153.98 | - | - | 419.73 |
| Others | 24.62 | 9.67 | - | - | 34.29 |
| **Total** | **379.90** | **172.22** | **(1.00)** | **-** | **551.13** |

**D. Tax assets and liabilities**

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Non-Current tax assets (net)** | | |
| Advance tax and tax deducted at source, net of provision for tax INR 506.47 (31 March 2024 : 506.47) | 123.27 | 221.58 |

The Company has not surrendered or disclosed any income in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961). Accordingly, there are no transaction which are not recorded in the books of accounts.

**E. Business loss/Unabsorbed depreciation can be carried forward as per table mentioned below:***

| Loss for the year ended | Head | Amount (Rs. In millions) | Utilised Amount (Rs. In millions) | Balance amount carried forward | Carried forward till |
|---|---|---|---|---|---|
| 31 March 2024 | Business Loss | 444.77 | 132.40 | 312.37 | 31-03-2032 |
| 31 March 2024 | Unabsorbed depreciation | 167.04 | - | 167.04 | indefinite period |

| Loss for the year ended | Head | Amount (Rs. In millions) | Utilised Amount (Rs. In millions) | Balance amount carried forward | Carried forward till |
|---|---|---|---|---|---|
| 31 March 2023 | Business Loss | 963.31 | 963.31 | - | 31-03-2031 |
| 31 March 2023 | Unabsorbed depreciation | 90.26 | 90.26 | - | indefinite period |
| 31 March 2023 | Capital Loss | 2.21 | - | 2.21 | indefinite period |

***Note:**
a. During the previous year, the Company has incurred losses and the Company is reasonably certain that the above losses will be set off against the profits of the coming years. Based on the future projections and profitability, the Company has created deferred tax assets on the carried forward losses, unabsorbed depreciation and capital loss.
b. The Company has not created deferred tax asset on capital loss in relation to sale of investments.

*(All amounts are in Rs. million, unless otherwise stated)*

**NOTE 10 : INVENTORIES**

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Stock-in-trade | 3,239.39 | 4,293.23 |
| **Total** | **3,239.39** | **4,293.23** |

(i) Inventory includes goods in transit Rs. 236.19 million (31 March 2024: Rs. 53.92 million).
(ii) Value of inventories above is stated after provisions for slow-moving and obsolete items of Rs. 550.46 millions (31 March 2024: Rs. 1,120.74 millions). Additionally, the inventories of finished goods have been reduced by Rs. 41.93 million (March 31, 2024 - Rs 55.00 million) as a result of write down of inventories to net realisable value.
(iii) During the year an amount of Rs. 511.78 millions (31 March 2024: Rs. 737.27 millions) has been charged off to statement of profit and loss on account of cost of goods that have been scrapped.
(iv) The Company has created a charge on its inventories for its borrowings (refer to note 18)
(v) For method of valuation, refer note 2 (f) of significant accounting policies.

**NOTE 11 : TRADE RECEIVABLES**

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Unsecured** | | |
| Trade Receivables considered good | 2,778.97 | 1,717.48 |
| Trade Receivables - credit impaired | 11.05 | 11.05 |
| Less: Loss allowance | (250.00) | (231.47) |
| **Total** | **2,540.02** | **1,497.06** |
| **Category wise details of allowance for expected credit loss** | | |
| Loss allowance for Trade Receivables considered good | 238.95 | 220.42 |
| Loss allowance for Trade Receivables – credit impaired | 11.05 | 11.05 |
| | **250.00** | **231.47** |

Refer note 37 for details of trade receivable from related parties.

Trade receivables are non-interest bearing and are generally on terms of 30 to 60 days.

**(i)** There are no debt which are due by directors or other officers of the Company or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any director is a partner or a director or a member for the year ended 31 March 2025.

**(ii) The movement in allowance for expected credit loss is as follows:**

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Balance as at beginning of the year** | 231.47 | 293.66 |
| Change in allowance during the year | 18.53 | (62.19) |
| **Balance as at the end of the year** | **250.00** | **231.47** |

**(iii) Ageing for trade receivables from the due date of payment for each of the category is as follows:**

| Trade receivables ageing schedule as at 31 March 2025 | Outstanding for following periods from due date of payment: Current (not due) | Less than 6 months | 6 Months to 1 Year | 1 - 2 Years | 2 -3 Years | More than 3 Years | Total |
|---|---|---|---|---|---|---|---|
| (i) Undisputed Trade Receivables - considered good | 1,535.52 | 1,130.74 | 33.50 | 74.84 | 1.20 | 3.16 | 2,778.96 |
| (ii) Undisputed Trade Receivables - significant increase in credit risk | - | - | - | - | - | - | - |
| (iii) Undisputed Trade Receivables - credit impaired | - | - | - | - | - | - | - |
| (iv) Disputed Trade Receivables - considered good | - | - | - | - | - | - | - |
| (v) Disputed Trade Receivables - significant increase in credit risk | - | - | - | - | - | - | - |
| (vi) Disputed Trade Receivables - credit impaired | - | - | - | - | - | 11.05 | 11.05 |
| | **1,535.52** | **1,130.74** | **33.50** | **74.84** | **1.20** | **14.21** | **2,790.02** |
| Less: Loss allowance | (1.56) | (124.68) | (33.50) | (74.84) | (1.20) | (14.21) | (250.00) |
| | **1,533.96** | **1,006.06** | **-** | **-** | **-** | **-** | **2,540.02** |

Note: There are no unbilled dues as at 31 March 2025

| Trade receivables ageing schedule as at 31 March 2024 | Outstanding for following periods from due date of payment: Current (not due) | Less than 6 months | 6 Months to 1 Year | 1 - 2 Years | 2 -3 Years | More than 3 Years | Total |
|---|---|---|---|---|---|---|---|
| (i) Undisputed Trade Receivables - considered good | 1,154.37 | 393.85 | 83.97 | 79.13 | 3.17 | 2.99 | 1,717.48 |
| (ii) Undisputed Trade Receivables - significant increase in credit risk | - | - | - | - | - | - | - |
| (iii) Undisputed Trade Receivables - credit impaired | - | - | - | - | - | - | - |
| (iv) Disputed Trade Receivables - considered good | - | - | - | - | - | - | - |
| (v) Disputed Trade Receivables - significant increase in credit risk | - | - | - | - | - | - | - |
| (vi) Disputed Trade Receivables - credit impaired | - | - | - | - | 11.05 | - | 11.05 |
| | **1,154.37** | **393.85** | **83.97** | **79.13** | **14.22** | **2.99** | **1,728.53** |
| Less: Loss allowance | - | (51.16) | (83.97) | (79.13) | (14.22) | (2.99) | (231.47) |
| | **1,154.37** | **342.69** | **-** | **-** | **-** | **-** | **1,497.06** |

Note: There are no unbilled dues as at 31 March 2024

**NOTE 12 : CASH AND CASH EQUIVALENTS**

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Cash on hand* | 0.35 | 0.86 |
| Balances with banks | | |
| In current accounts | 640.78 | 391.78 |
| In deposits with original maturity of less than 3 months | 140.00 | 140.00 |
| **Total** | **781.13** | **532.64** |

* Cash on hand includes balances in digital wallets of Rs. 0.11 (31 March 2024 : Rs. 0.81)

**Note:**
*Details of lien against fixed deposits:*

| | | |
|---|---|---|
| Security lien towards Citi bank cash credit facility and working capital demand loan | 140.00 | 140.00 |
| | **140.00** | **140.00** |

*(All amounts are in Rs. million, unless otherwise stated)*

**NOTE 13 : BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS**

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Balances with banks to the extent held as security against the borrowings | | |
| Fixed deposits with original maturity of more than 3 months but less than 12 months | 1,990.00 | 1,935.00 |
| **Total** | **1,990.00** | **1,935.00** |

**Note:**
*Details of lien against fixed deposits:*

| | | |
|---|---|---|
| Security lien towards RBL working capital demand loan | 1,575.00 | 1,575.00 |
| Security lien towards ICICI cash credit facility and working capital demand loan | 10.00 | - |
| Security lien towards HDFC working capital demand loan | 60.00 | 60.00 |
| Security lien towards HSBC working capital demand loan and overdraft facility | 150.00 | 150.00 |
| Security lien towards DBS working capital demand loan | 100.00 | 75.00 |
| Security lien towards Axis working capital demand loan | 95.00 | - |
| Security lien towards SCB working capital demand loan | - | 75.00 |
| | **1,990.00** | **1,935.00** |

**NOTE 14 : LOANS**

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Loans Receivables considered good – Unsecured | 0.54 | 0.04 |
| Loan to Subsidiary Company (Refer note (iii) below and note 37) | 37.00 | 37.00 |
| Less : Impairment allowance | (37.00) | - |
| **Total** | **0.54** | **37.04** |

**Notes:**

(i) There are no loans due by directors or other officers of the Company or any of them either severally or jointly with any other persons or amounts due by firms or private companies respectively in which any director is a partner or a director or a member except as disclosed in note (iii) below.

(ii) Loans given to employees as per the Company's policy are not considered for the purposes of disclosure under Section 186(4) of the Companies Act, 2013.

(iii) Loans or advances in the nature of loan to promoters, directors, KMPs or related parties (as defined under Companies Act, 2013) either severally or jointly with any other person, that are:
(a) repayable on demand; or
(b) without specifying any terms or period of repayment *

| Particulars | As at 31 March 2025 Amount outstanding | % of total | As at 31 March 2024 Amount outstanding | % of total |
|---|---|---|---|---|
| **Type of Borrower** | | | | |
| Related party (Subsidiary) (for working capital requirements) | 37.00 | 98.56% | 37.00 | 99.89% |

* There are no loans to promoters, directors, KMPs or related parties (as defined under Companies Act, 2013) either severally or jointly with any other person, that are without specifying any terms or period of repayment.

(iv) There are no advances in the nature of loans to promoters, directors, KMPs or related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person, that are:
(a) repayable on demand; or
(b) without specifying any terms or period of repayment; except as disclosed below

| Particulars | As at 31 March 2025 Amount outstanding | % of total | As at 31 March 2024 Amount outstanding | % of total |
|---|---|---|---|---|
| Advances to subsidiary company | - | 0% | 14.63 | 1% |

**NOTE 15 : OTHER CURRENT ASSETS**

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| <u>**Current**</u> | | |
| *Unsecured, considered good unless otherwise stated* | | |
| Advances to suppliers # | 1,262.88 | 1,853.63 |
| Less: Allowances for credit impaired advances | (295.59) | (150.00) |
| | **967.29** | **1,703.63** |
| Return asset * | 330.00 | 335.80 |
| Prepaid Expenses | 53.11 | 56.43 |
| Balances with Government Authorities | | |
| - Goods and Services Tax credit receivable | 780.55 | 1,544.49 |
| - Custom Duty | 14.97 | 1.35 |
| - Sales Tax/ Value Added Tax | 0.03 | 0.03 |
| **Total** | **2,145.95** | **3,641.73** |

* Return Asset: Customers of the Company have right to return in case of any defects or on grounds of quality. The Company uses expected value method to estimate the goods that will be returned. For goods that are expected to be returned, instead of revenue proceeds, the Company recognise a refund liability.

(i) There are no advances in the nature of loans to promoters, directors, KMPs or related parties (as defined under Companies Act, 2013) either severally or jointly with any other person, that are:
(a) repayable on demand; or
(b) without specifying any terms or period of repayment.
# Advance to Vendors as at 31 March 2025 includes $2.5 Million (31 March 2024: $2.98 Million) advanced to foreign vendors for inventory, outstanding for more than six months due to non-receipt of materials or repatriation. This results in non-compliance with the Master Circulars issued by the Reserve Bank of India with respect to prescribed timelines for receipt of goods against the advances given or remittance of monies back into India. Out of the total outstanding advances mentioned above, the management has already written to its AD Banker for permission to write-off of $ 1.9 Million and is reasonably confident of obtaining the approval from the competent authorities and believes that the approval for an extension of time is only a procedural matter and any fees/penalties in relation to obtaining such a condonation will not be material.

As a matter of abundant caution, the company has created a provision for the anticipated penalty in the financial statements, (included in “ Other Expenses”).
#The amount of $2.98 Mn has been disclosed as part of restatement adjustment for the year ended 31 March, 2024. Refer Note 49.

# Imagine Marketing Limited

**Notes to the Standalone Financial Statements for the year ended 31 March 2025**
***(All amounts are in Rs. million, unless otherwise stated)***

**NOTE 16 SHARE CAPITAL**

| **Particulars** | **As at 31 March 2025** Number of shares | Amount | **As at 31 March 2024** Number of shares | Amount |
|---|---|---|---|---|
| **Authorised share capital** | | | | |
| Equity shares of Re 1 each | 21,08,28,000 | 210.83 | 16,08,28,000 | 160.83 |
| Series A Preference shares of Rs 10 each | 5,35,200 | 5.35 | 5,35,200 | 5.35 |
| Series B Preference shares of Rs 6,000 each | 18,929 | 113.57 | 18,929 | 113.57 |
| Series C Preference shares of Rs 3.00 each # | 66,58,000 | 19.98 | 66,58,000 | 19.98 |

# Classified as financial liability

**Reconciliation of the number of shares**

| **Particulars** | **Equity shares** Number of Shares | Amount | **Series A CCPS** Number of Shares | Amount | **Series B CCPS** Number of Shares | Amount | **Series C CCPS** Number of Shares | Amount |
|---|---|---|---|---|---|---|---|---|
| **As at 31 March 2023** | 16,08,28,000 | 160.83 | 5,35,200 | 5.35 | 18,929 | 113.57 | 66,58,000 | 19.98 |
| Increase/(Decrease) during the year | - | - | - | - | - | - | - | - |
| **As at 31 March 2024** | 16,08,28,000 | 160.83 | 5,35,200 | 5.35 | 18,929 | 113.57 | 66,58,000 | 19.98 |
| Increase during the year | 5,00,00,000 | 50.00 | - | - | - | - | - | - |
| **As at 31 March 2025** | **21,08,28,000** | **210.83** | **5,35,200** | **5.35** | **18,929** | **113.57** | **66,58,000** | **19.98** |

| **Particulars** | **As at 31 March 2025** Number of shares | Amount | **As at 31 March 2024** Number of shares | Amount |
|---|---|---|---|---|
| **Issued, subscribed and paid-up share capital** | | | | |
| **Equity share capital** | | | | |
| Equity shares of Re 1 each * | 9,61,46,300 | 96.15 | 9,61,46,300 | 96.15 |
| | **9,61,46,300** | **96.15** | **9,61,46,300** | **96.15** |
| **Instruments entirely Equity in nature** | | | | |
| Series A Preference shares of Rs 10 each | 5,10,000 | 5.10 | 5,10,000 | 5.10 |
| Series B Preference shares of Rs 6,000 each | 17,269 | 103.61 | 17,269 | 103.61 |
| | **5,27,269** | **108.71** | **5,27,269** | **108.71** |
| **Total** | | **204.86** | | **204.86** |

**(a) Reconciliation of shares outstanding at the beginning and at the end of the reporting period**

| **Particulars** | **Equity shares** Number of shares | Amount | **Series A CCPS** Number of shares | Amount | **Series B CCPS** Number of shares | Amount |
|---|---|---|---|---|---|---|
| **As at 31 March 2023** | **9,60,96,300** | **96.10** | **5,10,000** | **5.10** | **17,269** | **103.61** |
| Issue of Equity Shares on exercise of employee stock option | 50,000 | 0.05 | - | - | - | - |
| **As at 31 March 2024** | **9,61,46,300** | **96.15** | **5,10,000** | **5.10** | **17,269** | **103.61** |
| Issue of Equity Shares on exercise of employee stock option | - | - | - | - | - | - |
| **As at 31 March 2025** | **9,61,46,300** | **96.15** | **5,10,000** | **5.10** | **17,269** | **103.61** |

Equity shares represents equity shares of Re. 1 each, fully paid up
Series A CCPS represents 0.01% Non-cumulative compulsorily convertible preference shares of Rs 10 each, fully paid up
Series B CCPS represents 0.01% Cumulative compulsorily convertible preference shares of Rs 6,000 each, fully paid up

**(b) Rights, preferences and restrictions attached to equity shares:**

The Company has a single class of equity shares. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets. The equity shares are entitled to receive dividend as declared from time to time. The voting rights of an equity shareholder on a poll (not on show of hands) are in proportion to its share of the paid-up equity capital of the Company. Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid.

Failure to pay any amount called up on shares may lead to forfeiture of the shares.

On winding up of the Company, the holders of equity shares will be entitled to receive the residual assets of the Company, remaining after distribution of all preferential amounts in proportion to the number of equity shares held and after payment to the secured and unsecured loan.

**(c) Rights, preferences and restrictions attached to preference shares:**

The Company has three classes of preference shares i.e. 0.01% Non-Cumulative Compulsory Convertible preference shares of Rs. 10 each ('Series A CCPS'), 0.01% Cumulative Compulsory Convertible preference shares of Rs. 6,000 each ('Series B CCPS'), 0.01% Cumulative Compulsory Convertible preference shares of Rs. 3 each ('Series C CCPS').

Series A CCPS comprises Series A CCPS and Series A1 CCPS, both convertible at a ratio of 1:1 (that is 1 Equity Share shall be issued upon conversion of 1 Preference Share), having a right to preferred non - cumulative dividend of 0.01% per annum and of the par value of Rs 10 each in the capital of the Company. Each Preference Share may be converted into Equity Shares at any time at the option of the holder of that Preference Share and/or if mandated by applicable laws.

Subject to applicable Laws, the preference shares shall be automatically converted into equity shares in the ratio of 1 Equity Share for 1 Preference Share ('Conversion Ratio'), upon the earlier of (i) expiry of 19 years and 9 months from the Closing Date or (ii) in connection with an IPO, prior to the filing of a red-herring prospectus (or equivalent document, by whatever name called) by the Company with the competent authority or such later date as may be permitted under applicable law.

In the event of a liquidation, the holders of CCPS will have priority over equity shareholders in the payment of dividend and repayment of capital.

Series B CCPS comprises Series B CCPS and Series B1 CCPS, both cumulative participating compulsorily and fully convertible preference shares having a face value of Rs. 6,000 each, convertible at a ratio of 1:2000 * (that is 2000 Equity Shares shall be issued upon conversion of 1 Preference Share), having a right to preferred cumulative dividend of 0.01% per annum and of the par value of Rs 6,000 each in the capital of the Company. Each Preference Share may be converted into Equity Shares at any time at the option of the holder of that Preference Share and/or if mandated by applicable laws.

Subject to applicable Laws, the preference shares shall be automatically converted into equity shares in the ratio of 2000 Equity Shares for 1 Preference Share ('Conversion Ratio'), upon the earlier of (i) expiry of 19 years and 9 months from the Closing Date; or (ii) in connection with an IPO, prior to the filing of a red-herring prospectus (or equivalent document, by whatever name called) by the Company with the competent authority or such later date as may be permitted under applicable law.

In the event of a liquidation, the holders of CCPS will have priority over equity shareholders in the payment of dividend and repayment of capital.

* As per the original terms of Series B CCPS, the conversion ratio was 1:1 (that is 1 Equity Share shall be issued upon conversion of 1 Preference Share). During the year ended 31 March 2022, pursuant to the Corporate Event being issuance of Bonus Equity Shares and Bonus Series A CCPS and the face value of the equity shares was sub-divided from Rs. 10 per Equity share to Re. 1 per Equity share the Company adjusted the conversion price for Series B CCPS in accordance with their terms of issuance as set out in the articles of association and the amended shareholders agreement dated 9 April 2021 from Rs. 283,749 to Rs. 141.88. Accordingly, the revised conversion ratio is 1:2000.

**NOTE 16 SHARE CAPITAL (CONTINUED)**

**(d) Details of shareholders more than 5% shares of a class of shares in the Company:**

| Particulars | As at 31 March 2025 Number of shares | % in shares | As at 31 March 2024 Number of shares | % in shares |
|---|---|---|---|---|
| **Equity shares** | | | | |
| Mr. Sameer Mehta | 3,83,70,000 | 39.91% | 3,83,70,000 | 39.91% |
| Mr. Aman Gupta | 3,83,70,000 | 39.91% | 3,83,70,000 | 39.91% |
| South Lake Investment Ltd | 1,85,10,000 | 19.25% | 1,85,10,000 | 19.25% |
| **Instruments entirely equity in nature** | | | | |
| **Series A CCPS** | | | | |
| Fireside Ventures Investment Fund - I | 5,10,000 | 100.00% | 5,10,000 | 100.00% |
| **Series B CCPS** | | | | |
| South Lake Investment Ltd | 15,507 | 89.80% | 15,507 | 89.80% |
| Qualcomm Ventures LLC | 1,762 | 10.20% | 1,762 | 10.20% |

**(e) Shares reserved for issue under options and contracts:**

| Particulars | As at 31 March 2025 Number of shares | Amount | As at 31 March 2024 Number of shares | Amount |
|---|---|---|---|---|
| **Under Employee Stock Option Plan 2019:** | | | | |
| Equity shares of Re 1 each, at exercise price of Rs 30.27 per share | 5,38,200 | 0.54 | 5,46,200 | 0.55 |
| Equity shares of Re 1 each, at exercise price of Rs 141.88 per share | 14,72,830 | 1.47 | 16,79,330 | 1.68 |
| Equity shares of Re 1 each, at exercise price of Rs 218.00 per share | 8,75,000 | 0.88 | 8,75,000 | 0.88 |
| Equity shares of Re 1 each, at exercise price of Rs 300.00 per share | 1,63,300 | 0.16 | 1,50,000 | 0.15 |
| Equity shares of Re 1 each, at exercise price of Rs 450.00 per share | 5,28,131 | 0.53 | 5,56,002 | 0.56 |
| Equity shares of Re 1 each, at exercise price of Rs 250.00 per share | 15,000 | 0.02 | - | - |
| **Under Employee Stock Option Plan 2021:** | | | | |
| Equity shares of Re 1 each, at exercise price of Rs 141.88 per share | 20,14,000 | 2.01 | 20,14,000 | 2.01 |
| **Under Employee Stock Option Plan 2023:** | | | | |
| Equity shares of Re 1 each, at exercise price of Rs 450.00 per share | 12,74,082 | 1.27 | 1,52,336 | 0.15 |
| **For 0.01% Non-Cumulative Compulsory Convertible preference shares of Rs. 10 each** | | | | |
| Equity shares of Re 1 each * | 51,00,000 | 5.10 | 51,00,000 | 5.10 |
| **For 0.01% Cumulative Compulsory Convertible preference shares of Rs. 6,000 each** | | | | |
| Equity shares of Re 1 each * | 3,45,38,000 | 34.54 | 3,45,38,000 | 34.54 |

* Pursuant to the Corporate Event being issuance of Bonus Equity Shares and Bonus Series A CCPS, the number of options and the exercise price per share have also been adjusted accordingly, i.e. number of options have been multiplied by 200 and the exercise price per share has been divided by 200.
Terms attached to the Compulsorily Convertible Preference Shares are described in note 18 (c).
Terms attached to the Employee Stock Options granted to the employees are described in note 40 regarding Employee share based payments.

* The number of shares under Employee Stock option plans as on 31 March, 2024 have been restated as a part of restatement adjustments in the above table (refer note 49).

**(f) Information regarding issue of bonus shares in the last five years:**

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Aggregate number and class of shares allotted as fully paid up by way of bonus shares** | | |
| Equity shares of Re 1 each @ | 94,77,375 | 94,77,375 |
| 0.01% Non-Cumulative Compulsory Convertible preference shares of Rs. 10 each # | 5,07,450 | 5,07,450 |
| **Aggregate number and class of shares bought back during the period of five years immediately preceding the reporting date:** | | |
| Equity shares of Re 1 each * | 4,934 | 4,934 |

@ During the year ended 31 March 2022, the Company has issued bonus shares in the ratio of 1:199 ( (i.e. 199 new bonus shares for every 1 share held by the holder) credited as fully paid up, to the eligible equity shareholders of Equity Shares of Rs. 10 each and whose names appear in the Register of Members / Beneficial Owners' position of the Company on 13 May, 2021 ("Record Date").

# During the year ended 31 March 2022, the Company has issued bonus shares in the ratio of 1:199 ( (i.e. 199 new bonus shares for every 1 share held by the holder) credited as fully paid up, to the eligible shareholders 0.01% Non-Cumulative Compulsory Convertible preference shares of Rs. 10 each and whose names appear in the Register of Members / Beneficial Owners' position of the Company on 13 May, 2021 ("Record Date").

Pursuant to the aforementioned Corporate Event being issuance of Bonus Equity Shares and Bonus Series A CCPS and the face value of the equity shares was sub-divided from Rs. 10 per Equity share to Re. 1 per Equity share, the Company adjusted the conversion price for Series B CCPS in accordance with their terms of issuance as set out in the articles of association and the amended and shareholders agreement dated April 9, 2021, from Rs. 283,749 to Rs. 141.88.

* During the year ended 31 March 2021, the Company bought back 4,934 equity shares of Rs 10 each, fully paid up at a price of Rs. 2,83,138.31 per equity share for an amount of Rs.1,13,55,02,418 from Mr. Sameer Mehta (2,467 equity shares) and Mr. Aman Gupta (2,467 equity shares).

**(g) Details of shareholdings by the Promoter's of the Company:**

| Particulars | As at 31 March 2025 Number of shares | % in the class | As at 31 March 2024 Number of shares | % in the class |
|---|---|---|---|---|
| **Equity shares of Rs each fully paid up held by:** | | | | |
| Mr. Sameer Mehta | 3,83,70,000 | 39.91% | 3,83,70,000 | 39.91% |
| Mr. Aman Gupta | 3,83,70,000 | 39.91% | 3,83,70,000 | 39.91% |

**(h) Agreements with Shareholders:**

(i) For terms in relation to Series C CCPS refer note 17(vii).

(ii) **During the year ended 31 March 2022:**
Pursuant to a Shareholders Agreement (SHA) dated 9 April 2021 entered into by and between Imagine Marketing Private Limited, Sameer Mehta (Promoter 1), Aman Gupta (Promoter 2), Fireside Ventures Investment Fund - I (Scheme of Fireside Ventures Investments Trust), South Lake Investments Ltd and Qualcomm Ventures LLC and the Share Subscription Agreement (SSA) dated 9 April 2021 entered into by and between Imagine Marketing Private Limited, the Promoters, Fireside Ventures Investment Fund - I (Scheme of Fireside Ventures Investments Trust), South Lake Investments Ltd and Qualcomm Ventures LLC, the Company issued 1,762 0.01% Cumulative Compulsory Convertible preference shares of Rs. 6,000 each to Qualcomm Ventures LLC on 20 April 2021 on a private placement basis as per the provisions of Section 42 of the Companies Act, 2013. Consequent to such issue of shares, the Company received Rs. 499.96 million the details of which are included in the table below:

During the year ended March 31, 2022, Innoven Capital India Private Limited has exercised the right to subscribe shares of the Company provided as part of the loan agreement. Pursuant to this, the Company has issued 4,63,500 equity shares of Re 1 each, fully paid to Innoven Capital India Private Limited at an exercise price of Rs 43.15 per equity share totalling to Rs. 20.00 million.

| Type of share | Face value per share | Issue price per share | Premium on issue per share | No. of shares | Total amount in Rs. million |
|---|---|---|---|---|---|
| 0.01% Cumulative Compulsory Convertible preference shares of Rs. 6,000 each (Series B1 | 6,000.00 | 2,83,749.00 | 2,77,749.00 | 1,762 | 499.96 |

Pursuant to the SHA dated 9 April 2021 as mentioned above, the conversion ratio of the Series B1 CCPS was determined to be 1:1. Accordingly, Series B1 CCPS were considered to be "Instrument entirely Equity in nature" as at the transaction date.

***(All amounts are in Rs. million, unless otherwise stated)***

**NOTE 17 : OTHER EQUITY**

**A. Summary of Other Equity balance:**

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Securities Premium | 3,665.53 | 3,717.34 |
| General Reserve | 11.25 | 11.25 |
| Share Options Outstanding Account | 393.59 | 307.55 |
| Retained Earnings | 1,116.40 | 474.47 |
| **Total Other Equity** | **5,186.77** | **4,510.61** |

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Securities Premium** | | |
| Balance at the beginning of the year | 3,717.34 | 3,708.07 |
| Add: Addition during the year on account of issue of equity shares on exercise of employee stock options | - | 9.27 |
| Less: Share issue expenses (refer note 7) | (51.81) | - |
| **Balance at the end of the year** | **3,665.53** | **3,717.34** |
| | | |
| **General Reserve** | | |
| Balance at the beginning of the year | 11.25 | 11.25 |
| **Balance at the end of the year** | **11.25** | **11.25** |
| | | |
| **Share Based Payment Reserve** | | |
| Balance at the beginning of the year | 307.55 | 198.22 |
| Add: Charge for the year (Refer note 27 and 39) | 86.04 | 111.56 |
| Less: Issue of equity shares on exercise of employee stock options | - | (2.23) |
| **Balance at the end of the year** | **393.59** | **307.55** |
| | | |
| **Retained Earnings** | | |
| Balance at the beginning of the year | 474.47 | 1,007.43 |
| Add: Profit/(Loss) for the year | 642.21 | (535.93) |
| Less: Remeasurement of post employment benefit obligation, net of tax | (0.28) | 2.97 |
| **Balance at the end of the year** | **1,116.40** | **474.47** |

**B. Nature and purpose of reserves:**

**Securities Premium** - Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Act.

**General Reserve** - On redemption of the debentures for which the debenture redemption reserve was created, the Company has transferred the balance in the debenture redemption reserve to the General Reserve.

**Share Based Payment Reserve** - The fair value of the equity-settled share based payment transactions is recognised in Standalone statement of profit and loss with corresponding credit to Employee Stock Options Outstanding Account.

**Retained Earnings** - Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

**NOTE 18 : BORROWINGS**

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Non-Current** | | |
| **Unsecured, at Fair value through profit and loss (FVTPL)** | | |
| 6,657,791 0.01% Cumulative Compulsory Convertible preference shares of Rs. 3 each (refer note viii below) | - | 5,039.95 |
| **Total** | - | 5,039.95 |
| **Current** | | |
| **Unsecured, at Fair value through profit and loss (FVTPL)** | | |
| Series C 6,657,791 0.01% Cumulative Compulsorily Convertible preference shares of Rs. 3 each (refer note (viii)below) | 5,046.47 | - |
| **Secured, at amortised cost** | | |
| Cash credit from banks (refer note (i) below) | 0.03 | 581.69 |
| Loan repayable on demand: | | |
| - from banks (refer note (i) below) | 463.36 | 2,980.23 |
| - Buyers credit (refer note (i)(l) below) | 138.76 | - |
| **Unsecured, at amortised cost** | | |
| Loan repayable on demand: | | |
| - from subsidiary company (refer note (ix) below and note 37) | 302.00 | - |
| **Total** | **5,950.62** | **3,561.92** |

**Notes:**

(i)(a) **As at March 31, 2025**

| Name of the bank | Limits INR Millions | Nature of Limits | Outstanding As on March 31, 2025 | FY25 - Interest Rates From | To |
|---|---|---|---|---|---|
| HSBC | 1,500 | SBLC , CC & WCDL Limits | 11.54 | 5.00 | 9.55 |
| HSBC (unsecured) | 1,000 | Bill Discounting facility | - | 9.40 | 9.40 |
| Citi Bank | 1,400 | CC & WCDL Limits | - | 8.03 | 8.90 |
| ICICI Bank | 10 | BG OD facility | - | NA | NA |
| RBL Ltd | 750 | OD CC & WCDL Limits | 0.03 | 7.95 | 9.93 |
| RBL Ltd | 1,500 | FD OD limits | 463.36 | 7.95 | 9.93 |
| Axis Bank | 750 | CC & WCDL Limits | - | 8.32 | 9.28 |
| DBS Bank | 750 | SBLC & WCDL Limits | 125.80 | 5.14 | 8.80 |
| HDFC Bank | 600 | CC & WCDL Limits | - | 8.09 | 8.40 |
| **Total** | **8,260** | | **600.73** | | |

(i)(b) **As at March 31, 2024**

| Name of the bank | Limits INR Millions | Nature of Limits | Outstanding As on March 31, 2024 | FY24 - Interest Rates From | To |
|---|---|---|---|---|---|
| HSBC | 1,500 | CC & WCDL Limits | 500.00 | 8.85 | 8.85 |
| HSBC (unsecured) | 1,000 | Bill Discounting facility | - | 8.95 | 9.40 |
| Citi Bank | 1,400 | CC & WCDL Limits | 500.00 | 8.57 | 8.57 |
| ICICI Bank | 500 | OD CC & WCDL Limits | - | I-MCLR 6M +0.7% | NA |
| ICICI Bank | 990 | FD OD limits | - | FD rate + 0.50% | NA |
| RBL Ltd | 750 | OD CC & WCDL Limits | 580.19 | 6.60 | 8.10 |
| RBL Ltd | 1,500 | FD OD limits | 900.00 | 6.60 | 8.10 |
| Standard Chartered Bank | 750 | CC & WCDL Limits | - | 9.15 | 9.17 |
| Axis Bank | 750 | CC & WCDL Limits | 676.50 | 8.30 | 8.30 |
| DBS Bank | 750 | WCDL Limits | - | 8.65 | 9.50 |
| HDFC Bank | 600 | CC & WCDL Limits | 400.00 | 8.30 | 8.30 |
| **Total** | **10,490** | | **3,556.69** | | |

**(c)** Unsecured loan was obtained by the Company from HSBC Bank towards working capital through sales invoice discounting facility of invoices of Appario Retail Private Limited ('Appario') which carried an interest rate of 9.40% as on 31 March 2025 and between 8.95% to 9.40% as on 31 March 2024. Loan was repayable as per due dates of invoices of Appario and interest on transaction basis for the amount utilised for number of days and Utilised Balance as on 31 March 2025 is NIL.

**(d)** Cash Credit (CC) facility and Overdraft facility has been availed by the Company from ICICI bank for meeting the working capital requirements of the Company and carries an interest rate at FD rate + 0.50% as on 31 March 2025 and I-MCLR 6M+0.7% as on 31 March 2024, computed on monthly basis on the actual amount utilized to be paid on last date of each month against the pledge of current asset receivable and current asset inventory. In the current year, the company has closed the CC, WCDL & FD OD facility and only 100% FD backed bank guarantee facility continues.

**(e)** Cash Credit (CC) facility and working capital demand loan (WCDL) facility from Citi bank has been availed and carried an interest rate mutually agreed between the parties at the time of disbursement (refer table above for interest rates), computed on monthly basis on the actual amount utilised to be paid on last date of each month.
In the current year, the Company continued to avail an aggregate limit of Rs.1400 million which is secured against hypothecation on current stocks and book debts of the Company as well as pledge against fixed deposits or mutual funds.
The WCDLs generally had a tenure ranging up to 6 months. These cash credit and WCDLs loans are repayable on demand. As on March 31, 2023, there was a breach of financial covenant (Debt to EBITDA) for which the Company has made representation to the bank for waiver. In the financial year ended 31 March 2024, the breach continued and however, the bank continued to provide financial limits as mentioned above vide Sanction letter dated July 21, 2023. There is no such breach in the current year.

**(f)** Secured cash credit (sublimit of working capital demand loan facility) has been obtained by the Company from RBL bank against fixed deposit of Rs 75 million as on 31 March 2025. The Company has given RBL First Passu Charge on the entire current assets of the Company, both present and future. The interest rate is applicable as per disbursement date and the bank reserves the right to charge additional interest at the rate of 2% in case of takeover. The tenure of the WCDL loans ranges up to 3 months and the same was repayable on demand. In the previous year, the Company has availed fixed deposit backed overdraft facility (FD-OD) of Rs.1,500 million from RBL bank secured against the 100% Fixed Deposit and carried interest rate of FD rate + 0.50% which subsequently was changed to FD rate + 0.00% w.e.f June 1, 2023 and outstanding under the same is 463.39 Million as on 31 March 2025.

**(g)** Overdraft facility has been availed by the Company from HSBC Bank and carried an interest rate mutually agreed per annum which was linked to the prevalent Bank MCLR/3M T-bill against the pari passu charge on present and future inventory and receivable and had placed under lien Fixed Deposits of Rs. 150 million as on 31 March 2025. The tenure of the WCDL loans ranged up to 90 days and the same is repayable on demand. In the current year, the Company has obtained SBLC facility from HSBC bank and outstanding against this as on 31 March 2025 is Rs. 11.54 Million. The interest rate on buyers credit is SOFR + 70 bps.

**(h)** Secured loan including cash credit and working capital demand loans has been obtained by the Company from HDFC bank towards working capital which carries an interest rate as per the table above. The Company has given First pari passu charge on receivables and inventory of the Company, present and future, to all the banks. Also, fixed deposit charge of Rs 60 million as on 31 March 2025 and Rs 60 million as on 31 March 2024 lien marked to HDFC Bank.

**(i)** Secured loan was obtained by the Company from Standard Chartered Bank towards working capital which carried an interest rate specified by the bank at the time of drawdown i.e. 9.15% to 9.17% as at 31 March 2024. The Company had given first pari passu charge on current assets (stock and book debt) and has placed fixed deposits of Rs. 75 million as on 31 March 2024 under lien. The maximum tenure of this loan was 150 days and the same was repayable on demand. As on the reporting date, the facility has been closed.

**NOTE 18 : BORROWINGS (CONTINUED)**

**(j)** Secured loan has been obtained by the Company from Axis Bank towards working capital which carries an interest rate specified by the bank at the time of drawdown (refer table above for interest rates). The Company has given first pari passu charge on current assets (current and future stock and book debt) of the Company both, present and future and has placed fixed deposits of Rs. 95 million as on 31 March 2025 under lien. The maximum tenure of this loan is 90 days and the same is repayable on demand.

**(k)** During the year ended 31 March 2025, secured loan has been obtained by the Company from DBS Bank towards working capital which carries an interest rate specified by the bank (mutually agreed at the time of drawdown). The Company has given first pari passu charge on current assets (current and future stock and book debt) and has placed fixed deposits of Rs. 100 million as on 31 March 2025 under lien. The maximum tenure of this loan is 180 days and the same is repayable on demand. Further, in the current year, the Company has obtained Facility from DBS Bank with interest rate as mentioned in the table above. Outstanding against this facility stands at Rs. 125.80 million as on 31 March 2025.
This facility extends the payment terms beyond the supplier's standard credit terms, with repayments scheduled to occur 30, 60, or 90 days after the maturity date of the Letter of Credit. The interest rate applicable to the facility is linked to the Secured Overnight Financing Rate (SOFR). As collateral for the facility, the Holding Company has granted a lien over its assets.

**(ii)** Borrowings from banks and financial institutions have been used for the purpose for which they were obtained.

| Name of the Bank | Quarter | Particulars | Amount as per books of account | Amount as reported in the quarterly return/ statement | Amount of difference | Reason for material discrepancies |
|---|---|---|---|---|---|---|
| Citi Bank, RBL, HDFC, ICICI, HSBC, SCB, Axis, DBS | Jun-23 | Inventory | 5,165.25 | 5,165.25 | - | |
| Citi Bank, RBL, HDFC, ICICI, HSBC, SCB, Axis, DBS | Jun-23 | Trade receivables | 5,883.71 | 5,883.71 | - | |
| Citi Bank, RBL, HDFC, ICICI, HSBC, SCB, Axis, DBS | Jun-23 | Advance to Vendor | 6,640.70 | 6,640.70 | - | |
| Citi Bank, RBL, HDFC, ICICI, HSBC, SCB, Axis, DBS | Sep'23 | Inventory | 7,621.31 | 7,621.31 | - | |
| Citi Bank, RBL, HDFC, ICICI, HSBC, SCB, Axis, DBS | Sep'23 | Trade receivables | 7,939.17 | 7,939.17 | - | |
| Citi Bank, RBL, HDFC, ICICI, HSBC, SCB, Axis, DBS | Sep'23 | Advance to Vendor | 5,766.61 | 5,766.61 | - | |
| Citi Bank, RBL, HDFC, ICICI, HSBC, SCB, Axis, DBS | Dec-23 | Inventory | 7,830.34 | 7,830.34 | - | |
| Citi Bank, RBL, HDFC, ICICI, HSBC, SCB, Axis, DBS | Dec-23 | Trade receivables | 3,491.68 | 3,491.68 | - | |
| Citi Bank, RBL, HDFC, ICICI, HSBC, SCB, Axis, DBS | Dec-23 | Advance to Vendor | 2,700.83 | 2,700.83 | - | |
| Citi Bank, RBL, HDFC, ICICI, HSBC, SCB, Axis, DBS | Mar-24 | Inventory | 4,293.23 | 4,308.71 | (15.48) | On account of cut off reversals |
| Citi Bank, RBL, HDFC, ICICI, HSBC, SCB, Axis, DBS | Mar-24 | Trade receivables | 1,497.06 | 1,706.25 | (209.19) | Reclass of advance from customers from current assets to current liabilities and provisions for support cost moved from payables to receivables. |
| Citi Bank, RBL, HDFC, ICICI, HSBC, SCB, Axis, DBS | Mar-24 | Advance to Vendor | 1,853.63 | 1,853.63 | - | |
| Citi Bank, RBL, HDFC, ICICI, HSBC, Axis, DBS | Jun-24 | Inventory | 2,824.08 | 2,824.08 | - | |
| Citi Bank, RBL, HDFC, ICICI, HSBC, Axis, DBS | Jun-24 | Trade receivables | 3,307.86 | 3,307.86 | - | |
| Citi Bank, RBL, HDFC, ICICI, HSBC, Axis, DBS | Jun-24 | Advance to Vendor | 2,554.56 | 2,554.56 | - | |
| Citi Bank, RBL, HDFC, ICICI, HSBC, Axis, DBS | Sep-24 | Inventory | 3,300.26 | 3,300.26 | - | |
| Citi Bank, RBL, HDFC, ICICI, HSBC, Axis, DBS | Sep-24 | Trade receivables | 6,180.55 | 6,180.55 | - | |
| Citi Bank, RBL, HDFC, ICICI, HSBC, Axis, DBS | Sep-24 | Advance to Vendor | 2,283.04 | 2,283.04 | - | |
| Citi Bank, RBL, HDFC, ICICI, HSBC, Axis, DBS | Dec-24 | Inventory | 2,980.37 | 2,980.37 | - | |
| Citi Bank, RBL, HDFC, ICICI, HSBC, Axis, DBS | Dec-24 | Trade receivables | 4,017.33 | 4,017.33 | - | |
| Citi Bank, RBL, HDFC, ICICI, HSBC, Axis, DBS | Dec-24 | Advance to Vendor | 2,642.10 | 2,642.10 | - | |
| Citi Bank, RBL, HDFC, ICICI, HSBC, Axis, DBS | Mar-25 | Inventory | 3,239.39 | 3,239.39 | - | |
| Citi Bank, RBL, HDFC, ICICI, HSBC, Axis, DBS | Mar-25 | Trade receivables | 2,540.02 | 2,540.02 | - | |
| Citi Bank, RBL, HDFC, ICICI, HSBC, Axis, DBS | Mar-25 | Advance to Vendor | 1,262.88 | 1,262.88 | - | |

**(iii)** The Company has registered all the charges or satisfaction with the Registrar of Companies (ROC) by the statutory date.

**(iv)** The company has not been declared a Wilful defaulter.

**(v)** There has been no discrepancy in utilisation of borrowings.

**(vi)** In the previous year, the Company has not obtained any long term borrowings except for Series C CCPS classified as a financial liability. In the current year, this has been classified as short term borrowings.

**(vii)** During the year, the company has taken a loan from its subsidiary company HOB Ventures Private Limited Rs 300 million @ 9% p.a and it is repayable on demand.

**(viii)** **Terms of series C CCPS:**
**During the year ended 31 March 2023:**

Pursuant to a Shareholders Agreement (SHA) dated 24 October 2022 entered into by and between Imagine Marketing Limited, Sameer Mehta (Promoter 1), Aman Gupta (Promoter 2), Fireside Ventures Investment Fund - I (Scheme of Fireside Ventures Investments Trust), South Lake Investments Ltd, Qualcomm Ventures LLC, Malabar India Fund Limited, Malabar Select Fund and Malabar Midcap Fund and the Share Subscription Agreement (SSA) dated 24 October 2022 entered into by and between Imagine Marketing Limited, the Promoters, South Lake Investments Ltd, Malabar India Fund Limited, Malabar Select Fund and Malabar Midcap Fund, the Company issued 6,657,791 0.01% Cumulative Compulsory Convertible preference shares of Rs. 3 each to South Lake Investments Ltd, Malabar India Fund Limited, Malabar Select Fund and Malabar Midcap Fund on December 2, 2022 on a private placement basis as per the provisions of Section 42 of the Companies Act, 2013. Consequent to such issue of shares, the Company received Rs. 5,000 million the details of which are included in the table below:

| Type of share | Face value per share | Issue price per share | Premium on issue per share | No. of shares | Total amount in Rs. million |
|---|---|---|---|---|---|
| 0.01% Cumulative Compulsory Convertible preference shares of Rs. 3 each (Series C CCPS) | 3.00 | 751.00 | 748.00 | 66,57,791 | 5,000.00 |
| Add: Fair value loss on account of changes in financial liabilities | | | | | 31.23 |
| **Carrying amount of liability as at March 31, 2023** | | | | | **5,031.23** |
| Add: Fair value loss on account of changes in financial liabilities | | | | | 8.72 |
| **Carrying amount of liability as at March 31, 2024** | | | | | **5,039.95** |
| Add: Fair value loss on account of changes in financial liabilities | | | | | 6.52 |
| **Carrying amount of liability as at March 31, 2025** | | | | | **5,046.47** |

*(All amounts are in Rs. million, unless otherwise stated)*

**NOTE 18 : BORROWINGS (CONTINUED)**

Series C CCPS comprises cumulative compulsorily and fully convertible preference shares having a face value of Rs. 3 each, to be converted into such number of equity shares of face value of Rs. 1 each as per the adjustment ratio linked to next external funding round as mentioned in the shareholding agreement (SHA) dated October 24, 2022. Further, the Series C CCPS have a right to preferred cumulative dividend of 0.01% per annum and of the par value of Rs 3 each in the capital of the Company.

Subject to applicable Laws, the preference shares shall be automatically converted as per the terms mentioned above, upon the earlier of (i) expiry of 19 years and 9 months from the of the issuance and allotment; or (ii) in connection with an IPO, prior to the filing of a red-herring prospectus (or equivalent document, by whatever name called) by the Company with the competent authority or such later date as may be permitted under applicable law.

In the event of a liquidation, the holders of CCPS will have priority over equity shareholders in the payment of dividend and repayment of capital.

As per Ind AS 32 - Financial Instruments: Presentation, and terms and conditions mentioned in the SHA mentioned above, the Company has classified the same as financial liability since it comprises an obligation on the Company to deliver a variable number of shares on the basis of conversion ratio and price as defined in the SHA. Although the variability is subject to the adjustment ratio as mentioned in the SHA at the time of conversion, the overall number of equity instruments that the issuer is obliged to deliver is not fixed. Since the variability is limited by a cap and a floor, it features an embedded derivative and therefore is to be measured at fair value, with all changes in fair value recognised in profit or loss.

(ix) Loan from subsidiary company is in tha nature of ICD and carries an interest rate of 9% repayable on demand

**NOTE 19 : LEASE LIABILITIES**

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Non-current** | | |
| Lease liabilities payable beyond 12 months | 113.75 | 192.36 |
| | **113.75** | **192.36** |
| **Current** | | |
| Lease liabilities payable within 12 months | 77.24 | 73.53 |
| | **77.24** | **73.53** |

**(i) Reconciliation of carrying amount of Lease Liabilities**

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Opening balance | 265.89 | 179.72 |
| Add: Addition | - | 163.16 |
| Add: Interest on lease liabilities | 20.96 | 23.72 |
| Less: Deletion | (1.56) | (12.46) |
| Less: Payment of lease liabilities | (94.30) | (88.25) |
| **Closing balance** | **190.99** | **265.89** |
| Non-Current | 113.75 | 192.36 |
| Current | 77.24 | 73.53 |
| **Total** | **190.99** | **265.89** |

**(ii) Maturity analysis of lease liabilities (undiscounted basis):**

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Not later than one year | 96.54 | 101.06 |
| Later than one year and not later than five years | 161.46 | 209.77 |
| Later than five years | - | - |
| **Total** | **258.00** | **310.83** |

**(iii)** The effective interest rate for lease liabilities is 10.26% as on 31 March 2025 (10.26% as on 31 March 2024)

**(iv)** The Company had total cash outflow for leases (including the short-term leases) for 31 March 2025: Rs. 98.86 million (31 March 2024: Rs. 97.44 million).

**NOTE 20 : PROVISIONS**

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Non-Current** | | |
| Provision for employee benefits | | |
| - Provision for gratuity (refer note 39) | 23.03 | 15.73 |
| **Total** | **23.03** | **15.73** |
| **Current** | | |
| Provision for employee benefits | | |
| - Provision for gratuity (refer note 39) | 2.18 | 1.03 |
| - Provision for compensated absence (refer note 39) | 25.99 | 20.58 |
| Other provisions | | |
| - Provision for warranties | 489.94 | 534.75 |
| Refund liabilities | 590.00 | 559.66 |
| **Total** | **1,108.11** | **1,116.02** |

The provision for warranties represents management's best estimate of the Company's liability under warranties granted on products, based on prior experience and industry averages.
The provision for refund liabilities represents management's best estimate of the Company's liability with respect to the customers contractual right to return goods in case of any defects or on grounds of quality.

**(i) Movements in Other Provisions**

The provision for warranties relates mainly to product sold during the year. The provision has been estimated based on historical warranty data associated with similar products and services. The Company expects to settle the majority of the liability over the next year.

| Provision for warranties | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| At the beginning of the year | 534.75 | 220.85 |
| Addition during the year * | 489.94 | 534.75 |
| Utilised during the year | (534.75) | (220.85) |
| **At the end of the year** | **489.94** | **534.75** |

*The above additions do not include expenses charged off to P&L for claims received and settled during the year.

The provision for refund liabilities represents management's best estimate of the Company's liability with respect to the customers contractual right to return goods in case of any defects or on grounds of quality.

| Provision for refund liabilities | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| At the beginning of the year | 559.66 | 420.87 |
| Addition during the year ^ | 590.00 | 559.66 |
| Utilised during the year | (559.66) | (420.87) |
| **At the end of the year** | **590.00** | **559.66** |

^ The above additions does not include those sales which are sold and returned during the same period.
For movements in provisions for employee benefits, refer Note 39.
The Company does not expect any reimbursements in respect of the above provisions.

***(All amounts are in Rs. million, unless otherwise stated)***

**NOTE 21 : TRADE PAYABLES**

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Total outstanding dues of micro enterprises and small enterprises | 276.72 | 91.09 |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | | |
| Acceptances | 364.17 | - |
| Other than acceptances | 3,030.58 | 2,077.22 |
| **Total** | **3,671.47** | **2,168.31** |

Trade payables are non-interest bearing and are normally settled on 0 to 30 day terms.

Refer note 35 for information about liquidity risk and market risk of trade payables.

Refer note 37 for details of trade payables to related parties.

**(i) Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006)**

*The below disclosures are provided by the Company based on the information available with the Company in respect of the registration status of its vendors/ suppliers.*

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Principal amount due to the suppliers registered under MSMED Act and remaining unpaid at the end of accounting year; | 271.90 | 91.09 |
| Interest due to suppliers registered under MSMED Act and remaining unpaid as at the end of accounting year | 0.08 | - |
| The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the year | 290.27 | - |
| The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006 | - | - |
| The amount of interest accrued and remaining unpaid at the end of each accounting year. | 4.82 | - |
| The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under the MSMED Act, 2006 | 4.82 | - |

**(ii) Ageing for trade payable from the due date of payment for each of the category is as follows:**

| Trade payables ageing schedule as at 31 March 2025 | Unbilled | Not due | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
|---|---|---|---|---|---|---|---|
| Undisputed dues of micro enterprises and small enterprises | 4.82 | 149.53 | 117.64 | 3.42 | 0.36 | 0.95 | **276.72** |
| Undisputed dues of creditors other than micro enterprises and small enterprises | 1,885.38 | 424.95 | 1,052.18 | 22.69 | 5.93 | 3.66 | **3,394.79** |
| Disputed dues of micro enterprises and small enterprises | | | | | | | **-** |
| Disputed dues of creditors other than micro enterprises and small enterprises | - | - | - | - | - | - | **-** |
| | **1,890.20** | **574.48** | **1,169.82** | **26.11** | **6.29** | **4.61** | **3,671.51** |

| Trade payables ageing schedule as at 31 March 2024 | Unbilled | Not due | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
|---|---|---|---|---|---|---|---|
| Undisputed dues of micro enterprises and small enterprises | - | 68.84 | 22.25 | - | - | - | **91.09** |
| Undisputed dues of creditors other than micro enterprises and small enterprises | 1,142.18 | 196.57 | 705.78 | 26.29 | 2.54 | 3.86 | **2,077.22** |
| Disputed dues of micro enterprises and small enterprises | - | - | - | - | - | - | **-** |
| Disputed dues of creditors other than micro enterprises and small enterprises | - | - | - | - | - | - | **-** |
| | **1,142.18** | **265.41** | **728.03** | **26.29** | **2.54** | **3.86** | **2,168.31** |

**NOTE 22 : OTHER FINANCIAL LIABILITIES**

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Current** | | |
| Derivatives - Forward exchange contracts used for hedging | 14.51 | - |
| Employee benefits payable | 103.42 | 67.34 |
| Capital creditors | - | 5.95 |
| **Total** | **117.93** | **73.29** |

Refer note 35 - Financial instruments, fair values and risk measurement

**NOTE 23 : OTHER CURRENT LIABILITIES**

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Current** | | |
| Contract liabilities (Advance from customers) | 82.88 | 58.12 |
| Statutory dues (includes goods and services tax, tax deducted at source, provident fund, etc.) | 62.77 | 39.66 |
| **Total** | **145.65** | **97.78** |

*(All amounts are in Rs. million, unless otherwise stated)*

## NOTE 24 : REVENUE FROM OPERATIONS

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| Sale of products | 30,599.40 | 31,010.72 |
| Other Operating Income | 28.90 | 27.06 |
| **Total Revenue from Operations** | **30,628.30** | **31,037.78** |

**(i) Reconciliation of Revenue from sale of products with the contracted price:**

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| Contracted Price | 37,121.70 | 38,300.27 |
| Less: Returns | (2,042.04) | (2,632.26) |
| Less: Discounts | (4,480.26) | (4,657.29) |
| **Sale of products** | **30,599.40** | **31,010.72** |

**(ii) Contract balances:**

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| Trade receivables (refer note 11) | 2,540.02 | 1,497.06 |
| Contract Liabilities (refer note 23) | 82.88 | 58.12 |

**Note:**
Contract liabilities represent advance received from customers for sale of products at the reporting date.

**(iii) Movement in contract liabilities during the year:**

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| Balance as at beginning of the year | 58.12 | 23.14 |
| Revenue recognised that was included in the contract liability balance at the beginning of the year | (58.12) | (23.14) |
| Advance received during the year | 82.88 | 58.12 |
| **Balance as at end of the year** | **82.88** | **58.12** |

**(iv) Disaggregation of revenue from contracts with customers:**

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| **Based on geographies** | | |
| Within India | 30,482.42 | 30,903.19 |
| Outside India | 116.98 | 107.53 |
| **Total** | **30,599.40** | **31,010.72** |
| **Based on business segments** | | |
| Audio | 25,860.40 | 24,591.99 |
| Wearables | 3,199.67 | 5,365.01 |
| Others | 1,539.33 | 1,053.72 |
| **Total** | **30,599.40** | **31,010.72** |

(v) No information is provided about remaining performance obligations as at 31 March 2025 and 31 March 2024 or that have an original expected duration of one year or less, as allowed by Ind AS 115.

## NOTE 25 : OTHER INCOME

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| Interest income under the effective interest method : | | |
| - From Banks (calculated using the effective interest method for financial assets) | 168.24 | 137.26 |
| - From Others* | 5.20 | 4.74 |
| Other non-operating income | | |
| - Fair valuation gain from investments designated at FVTPL (net) | 23.82 | 0.15 |
| - Dividend income** | 30.00 | - |
| - Other non-operating income (includes miscellaneous income, etc.) | 40.87 | 36.11 |
| **Total** | **268.13** | **178.26** |

* This includes interest income from subsidiary company (refer note 37)
** This relates to dividend income from Joint Venture (refer note 37)

***(All amounts are in Rs. million, unless otherwise stated)***

**NOTE 26 : PURCHASES OF STOCK-IN-TRADE**

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| Purchases of stock-in-trade | 20,572.32 | 22,634.39 |
| **Total** | **20,572.32** | **22,634.39** |

Note: The above purchase amount is net of sale of raw material made to the manufacturers in India for conversion of raw materials into finished goods amounting to 1,589.51 million (31 March 2024 Rs. 2,107.86 million). The same is netted off since the cost of finished goods purchased from those manufacturers are inclusive of the cost of raw material transferred to them.

**NOTE 27 : CHANGES IN INVENTORIES OF STOCK-IN-TRADE**

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| Inventory at the beginning of the year | 4,293.23 | 4,616.48 |
| Inventory at the end of the year | 3,239.39 | 4,293.23 |
| **Decrease in inventories of stock-in-trade** | **1,053.84** | **323.25** |

**NOTE 28 : EMPLOYEE BENEFITS EXPENSE**

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| Salaries, wages and bonus | 979.37 | 814.20 |
| Contribution to provident fund and other funds | 29.83 | 24.78 |
| Defined benefit plan expenses (refer note 39) | 7.91 | 8.09 |
| Compensated absence | 12.52 | 8.66 |
| Share based payment expense (refer note 40) | 86.04 | 111.56 |
| **Total** | **1,115.67** | **967.29** |

**NOTE 29 : FINANCE COSTS**

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| Interest cost on financial liabilities measured at amortized cost | | |
| - Borrowings from banks | 127.53 | 545.33 |
| - Lease liabilities | 20.96 | 23.72 |
| Interest cost on others | | |
| - Net defined benefit liability (refer note 39) | 1.17 | 0.89 |
| - Interest on inter company loan (refer note 37) | 2.00 | - |
| - Others (includes interest on MSME (refer note 21)) | 4.82 | - |
| Other borrowing costs | 45.03 | 58.45 |
| **Total** | **201.51** | **628.39** |

**NOTE 30 : DEPRECIATION AND AMORTISATION EXPENSE**

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| Depreciation for property, plant and equipment | 71.18 | 66.14 |
| Depreciation of right-of-use assets | 86.05 | 87.38 |
| Amortisation of intangible assets | 95.38 | 66.30 |
| **Total** | **252.61** | **219.82** |

**NOTE 31 : OTHER EXPENSES**

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| Warranty expenses | 825.77 | 1,445.32 |
| Advertisement and promotion expenses | 3,897.18 | 3,653.93 |
| Freight and transportation charges | 645.09 | 621.62 |
| Legal and professional expenses | 187.65 | 185.38 |
| Contract labour charges | 158.95 | 143.67 |
| Payment to auditor (refer note i below) | 4.10 | 7.05 |
| Fair value loss on account of changes in financial liabilities | 6.52 | 8.72 |
| Rent expense | 4.56 | 9.18 |
| Rates, fees and taxes | 37.79 | 24.00 |
| Repair and maintenance expense | 14.47 | 12.87 |
| Royalty and License Expenses | 302.71 | 407.06 |
| Expenditure on corporate social responsibility (refer note (ii) below) | - | 6.70 |
| Information Technology and Support charges | 238.57 | 271.97 |
| Loss on Sale/Disposal of tangible and intangible assets | 0.20 | - |
| Provision for loss allowance for trade receivables | 18.53 | (62.19) |
| Provision for loss allowance for Investments and Loan | 47.10 | - |
| Provision for doubtful advances | 145.59 | 104.00 |
| Miscellaneous expenses | 332.00 | 311.62 |
| **Total** | **6,866.78** | **7,150.90** |

***(All amounts are in Rs. million, unless otherwise stated)***

**NOTE 31 : OTHER EXPENSES (CONTINUED)**

**(i) Payment to Auditor (excluding applicable taxes)**

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| As auditors: | | |
| - Statutory audit | 3.80 | 6.50 |
| - Certification | - | 0.18 |
| For reimbursement of expense | 0.30 | 0.37 |
| **Total** | **4.10** | **7.05** |

**(ii) Expenses towards corporate social responsibility**

| | Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|---|
| (a) | Gross amount required to be spent by the Company during the year | - | 6.70 |
| (b) | Actual amount spent by the Company during the year | | |
| | Amount spent during the year on (paid in cash) : | | |
| | Construction /acquisition of any asset | - | - |
| | On purpose other than above | - | 6.70 |
| | Amount spent during the year on (yet to be paid in cash) : | | |
| | Construction /acquisition of any asset | - | - |
| | On purpose other than above | - | - |
| | | **-** | **6.70** |
| (c) | Shortfall at the end of the year (paid subsequent to year end) | - | - |
| (d) | Total of previous years shortfall | - | - |
| (e) | Reason for shortfall | NA | NA |

(f) Nature of CSR activities includes child educational and talent development and healthcare and PM care fund.

(g) There were no CSR spends which were incurred by the Company through its related party.

(h) The Company has not spent any excess amount during the year.

(i) The Company does not have any ongoing projects as at 31 March 2025.

***(All amounts are in Rs. million, unless otherwise stated)***

**NOTE 32 : EARNINGS PER SHARE ('EPS')**

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 (Restated) |
|---|---|---|
| **Profit/(Loss) attributable to shareholders (basic and diluted):** | 642.21 | (535.93) |
| Less: Preference dividend on cumulative CCPS | (0.01) | - |
| **Profit/(Loss) attributable to equity shareholders (basic and diluted):** | **642.20** | **(535.93)** |
| **Basis EPS** | | |
| Number of equity shares at the beginning of the year | 9,61,46,300 | 9,60,96,300 |
| Add: Issue of Equity Shares on exercise of employee stock option | - | 50,000 |
| Number of equity shares outstanding at the end of the year | **9,61,46,300** | **9,61,46,300** |
| Number of instruments completely in the nature of equity at the beginning of the year | 5,27,269 | 5,27,269 |
| Number of equity shares outstanding at the end of the year | **5,27,269** | **5,27,269** |
| Total of equity shares and instruments completely in the nature of equity | **9,66,73,569** | **9,66,73,569** |
| Weighted average number of shares outstanding during the year for Basic EPS** | 15,00,98,551 | 15,00,98,551 |
| **Diluted EPS** | | |
| Weighted average number of shares outstanding during the year for Basic EPS** | 15,00,98,551 | 15,00,98,551 |
| Add: Employee stock options outstanding* | 5,60,643 | - |
| Weighted average number of shares outstanding during the year for Diluted EPS** | 15,06,59,194 | 15,00,98,551 |
| **Earnings / (Loss) Per Share (Rs.):** | | |
| Basic | 4.28 | (3.57) |
| Diluted * | 4.26 | (3.57) |

* Employee Stock options outstanding (31 March 2024: 560,643) were excluded from the diluted weighted-average number of equity shares calculation because their effect would have been anti-dilutive.

** The number of shares have been restated from 96,673,569 to 150,098,551 as a part of restatement adjustments in the above table for year ended 31 March 2024. (Refer Note 49)

**Note:**

(a) For the purpose of computing Basic EPS, equity shares that are mandatorily convertible into equity are included in the weighted average number of shares outstanding from the date of their issue. Additionally, refer note 16 (c) and 18 (viii) for the conversion ratio.

(b) The Company has issued bonus share in the ratio of 1:199 during the year ended 31 March 2022 (refer note 16(f)). In line with the requirements of Para 28 of Ind AS 33, for the purpose of EPS calculations, bonus shares issued have been considered as if the event of bonus issue had occurred at the beginning of the earliest period presented.

(c) Pursuant to the resolutions passed by the Board of Directors on 15 December 2021 and the Shareholders on 15 December 2021, the face value of the equity shares was sub-divided from Rs. 10 per equity share to Re. 1 per equity share. Accordingly, the issued, subscribed and paid-up equity share capital of the Company being 9,525,000 equity shares of Rs. 10 each was sub-divided into 95,250,000 equity shares for Re. 1 each. The number of shares to be used in the Basic EPS and Diluted EPS calculation in respect of the period presented above have been accordingly adjusted to give retrospective effect to the share split.

**NOTE 33 : CONTINGENT LIABILITIES AND CONTINGENT ASSETS**

**(i) Contingent Liabilities**

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| **Contingencies** | | |
| Indirect Tax matters (refer note(a) (b) (c)) | 2,408.43 | 435.90 |
| **Claims against the Company not acknowledged as debts** | | |
| Dividend on 0.01% Cumulative Compulsory Convertible preference shares of Rs. 6,000 each (refer note (d)) | 0.05 | 0.03 |
| Dividend on 0.01% Cumulative Compulsory Convertible preference shares of Rs. 3 each (refer note (d)) | # | # |

(a) The Company has received a show cause notice from the Commissioner of Customs (Import) alleging incorrect classification of the product "Bluetooth Headphone" during the year ended 31 March 2022. The Company has filed an appeal before Commissioner of Customs (Import) ACC Sahar. The Company believes that the it has a strong case and expects no significant outflow of liability. Hence same has been disclosed as contingent liabilities. The above amount excludes interest and penalty (not quantified in order)

(b) The Company has received a show cause notice from the Commissioner of Customs (Import) alleging incorrect classification of the product "Bluetooth Headset and Headphone" during the year ended 31 March 2024. The Company has filed an appeal before Commissioner of Customs (Import) JNCH. The Company believes that the it has a strong case and expects no significant outflow of liability. Hence same has been disclosed as contingent liabilities. The above amount excludes interest and penalty (not quantified in order)

(c) During the year ended 31 March 2025:
(i) The Company has received a show cause notice (SCN) from the Commissioner of Customs (Import), NS-V, JNCH alleging incorrect classification of the product 'Bluetooth Headsets/ Headphones/ Earphones'. The Company is in process of filing reply. SCN is pending adjudication as on date. The Company believes that it has a strong case and expects no significant outflow of liability. Hence same has been disclosed as contingent liabilities. The above amount excludes interest and penalty (not quantified in order)

(ii) The Company has received show cause notice (SCN) from the Commissioner of Customs (Import), ACC Sahar, Mumbai, Commissioner of Customs, City Customs Commissionerate, Bengaluru and Additional Commissioner of Customs, Airport & ACC, Bengaluru alleging incorrect classification of the product 'True Wireless Bluetooth Stereo, Headsets/Headphones/Earphones/Hands-free'. The Company is in process of filing reply. SCN is pending adjudication as on date. The Company believes that it has a strong case and expects no significant outflow of liability. Hence same has been disclosed as contingent liabilities. The above amount excludes interest and penalty (not quantified in order)

(d) # The below mentioned numbers are absolute and not in millions

(i) The Company has issued 1,762 0.01% Cumulative Compulsorily Convertible preference shares of Rs. 6,000 each which carry a right to preferred cumulative dividend of 0.01% of the par value per annum as at 31 March 2025, the arrears of preferred cumulative dividend not yet declared by the Company amounts to Rs 43,580 (31 March 2024: Rs 33,219).

(ii) During the year ended 31 March 2023, the Company has issued 0.01% Cumulative Compulsorily Convertible preference shares of Rs. 3 each which carry a right to preferred cumulative dividend of 0.01% of the par value per annum. As at 31 March 2025, the arrears of preferred cumulative dividend not yet declared by the Company amounts to Rs 3,994 (31 March 2024: Rs 1,997)

(e) There are no other contingent liabilities as on 31 March 2025 (31 March 2024: Nil)

**(ii) Contingent assets**

There are no contingent assets as on 31 March 2025 (31 March 2024: Nil)

**NOTE 34 : COMMITMENTS**

| Particulars | Year ended 31 March 2025 | Year ended 2024(Restated) |
|---|---|---|
| **A. Capital commitments** | | |
| Estimated amount of contracts remaining to be executed on capital account for purchase of property, plant & equipment and intangible assets and not provided for (net of capital advances) | 16.06 | 4.96 |

*Other commitments were disclosed erroneously in previous year which has been removed as part of restatement adjustments for 31 March, 2024. Refer Note 49.

*(All amounts are in Rs. million, unless otherwise stated)*

**NOTE 35 : FINANCIAL INSTRUMENTS FAIR VALUE AND RISK MEASUREMENTS**

**A. Financial instruments by category and their fair value**

The carrying amounts and fair values of financial instruments by class are as follows:
It does not include fair value information for all financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

| Particulars | Notes | Carrying amount | |
|---|---|---|---|
| | | As at 31 March 2025 | As at 31 March 2024 (Restated) |
| **FINANCIAL ASSETS** | | | |
| **Financial assets measured at fair value** | | | |
| Investments | *7* | 831.95 | - |
| **Financial assets not measured at fair value** | | | |
| **Financial assets at amortised cost** | | | |
| Trade receivables | *11* | 2,540.02 | 1,497.06 |
| Cash and cash equivalents | *12* | 781.13 | 532.64 |
| Bank balance other than cash and cash equivalents | *13* | 1,990.00 | 1,935.00 |
| Loans | *14* | 0.54 | 37.04 |
| Other financial assets | *8* | 172.64 | 205.33 |
| **Total financial assets** | | **6,316.28** | **4,207.07** |
| **FINANCIAL LIABILITIES** | | | |
| **Financial liabilities measured at fair value** | | | |
| **Fair value through profit and loss (FVTPL)** | | | |
| Financial liabilities in relation of CCPS | *18* | 5,046.47 | 5,039.95 |
| **Financial liabilities not measured at fair value** | | | |
| **Financial liabilities at amortised cost #** | | | |
| Borrowings | *18* | 904.15 | 3,561.92 |
| Trade payables | *21* | 3,671.47 | 2,168.31 |
| Other financial liabilities | *22* | 117.93 | 73.29 |
| **Total financial liabilities** | | **9,740.02** | **10,843.47** |

# The "Investments in Associates and Joint venture" have been removed from the above note, as these are not considered as a Financial Asset as per Ind AS 109 "Financial Instruments" for 31 March 2024: Rs 480.20 million. The same is forming part of restatement adjustments. Refer Note 49.

# The "Lease liabilities" have been removed from the above note, as these are not considered as a Financial Liability as per Ind AS 109 "Financial Instruments" for 31 March 2024: Rs 280.41 million. The same is forming part of restatement adjustments. Refer Note 49.

**B. Fair Value Hierarchy**

The fair value of financial instruments as referred to in note (A) above have been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements).

The categories used are as follows:
**Level 1:** Quoted prices for identical instruments in an active market;
**Level 2:** Directly or indirectly observable market inputs, other than Level 1 inputs; and
**Level 3:** Inputs which are not based on observable market data.

For assets and liabilities which are measured at fair value as at Balance Sheet date, the classification of fair value calculations by category is summarised below:

| Particulars | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| **As at 31 March 2025** | | | | |
| **Financial assets/liabilities measured at fair value** | | | | |
| Investments in mutual funds | 831.95 | - | - | 831.95 |
| Financial Liabilities (Compulsorily convertible preference shares) | - | - | 5,046.47 | 5,046.47 |
| **As at 31 March 2024** | | | | |
| **Financial liabilities measured at fair value** | | | | |
| Financial Liabilities (Compulsorily convertible preference shares) | - | - | 5,039.95 | 5,039.95 |

There have been no transfers between Level 1 and Level 2 during the reporting periods.

**Calculation of Fair Values**

The fair values of the financial assets and liabilities are defined as the price that would be received on sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Methods and assumptions used to estimate the fair values are consistent with those used for the year ended 31 March 2024.

**Financial assets and liabilities measured at fair value as at Balance Sheet date:**

The fair values of investments in mutual fund units is based on the net asset value ('NAV') as stated by the issuers of these mutual fund units in the published statements as at Balance Sheet date. NAV represents the price at which the issuer will issue further units of mutual fund and the price at which issuers will redeem such units from the investors.

During the year ended 31 March 2023, the Company has issued 0.01% Cumulative Compulsory Convertible preference shares of Rs. 3 each (Series C CCPS) classified as financial liability. The Company has derived the fair value of CCPS with the help of independent valuer. The valuer has used discounted cash flow method to derive the value of the instruments. The Company used level III fair valuation model for fair valuation of CCPS.

***(All amounts are in Rs. million, unless otherwise stated)***

**NOTE 35 : FINANCIAL INSTRUMENTS FAIR VALUE AND RISK MEASUREMENTS (CONTINUED)**

**B. Fair Value Hierarchy (Continued)**

**Valuation techniques and significant unobservable inputs**
The following tables show the valuation techniques used in measuring Level 3 fair values for financial instruments measured at fair value in the standalone statement of financial position, as well as the significant unobservable inputs used.

| Type | Valuation techniques | Significant unobservable inputs | Inter-relationship between key unobservable inputs and fair value measurement |
|---|---|---|---|
| Compulsory Convertible Preference Shares | For the purpose of determining fair value, the Company has used the Discounted cash flow technique.<br><br>• Discounted cash flows technique (DCF): The valuation model considers the present value of expected cash flows, discounted using a risk-adjusted discount rate. The expected cashflows is determined by considering the forecast annual revenue and EBITDA. | • Discounted cash flow (DCF) :<br><br>- Forecast annual revenue growth rate<br><br>- Forecast Terminal revenue growth rate<br><br>- Risk-adjusted discount rate<br><br>- EBITDA Margin* | The estimated fair value would increase (decrease) if:<br><br>- the forecast annual revenue growth rate were higher (lower);<br><br>- the terminal growth rate were higher (lower);<br><br>- the risk adjusted discount rate were lower (higher).<br><br>- the EBITDA margin were higher (lower) |

**Significant unobservable inputs used for Level III fair valuation are as follow:**

| | |
|---|---|
| - Risk-adjusted discount rate | 18.24% |
| - Forecast Terminal revenue growth rate | 3.00% |
| - Forecast annual revenue growth rate | 17% to 25% |
| - EBITDA Margin* | 4.5% to 16.6% |

**Transfers between Levels in the fair value hierarchy**
There have been no transfers between levels in the fair value hierarchy

**The following tables shows a reconciliation from the opening balance to the closing balance for level 3 fair values.**

| Particulars | 31 March 2025 Series C CCPS | 31 March 2024 Series C CCPS |
|---|---|---|
| Balance at the beginning of the year | 5,039.95 | 5,031.23 |
| Issued during the year | - | - |
| Unrealised Gain /(losses) recognised in profit or loss | 6.52 | 8.72 |
| Balance at the end of the year | 5,046.47 | 5,039.95 |

**Level 3 fair value sensitivity analysis**

| Sensitivity analysis: Impact on profit and loss (after tax) | Change by 1% | Impact on | (Gain)/Loss |
|---|---|---|---|
| - Risk-adjusted discount rate | Impact of 1% increase | (64.41) | (Gain) |
| | Impact of 1% decrease | 66.85 | Loss |
| - Forecast Terminal revenue growth rate | Impact of 1% increase | 6.75 | Loss |
| | Impact of 1% decrease | (5.95) | (Gain) |
| - Forecast annual revenue growth rate # | Impact of 1% increase | 238.13 | Loss |
| | Impact of 1% decrease | (235.93) | (Gain) |
| - EBITDA Margin* | Impact of 1% increase | 59.40 | Loss |
| | Impact of 1% decrease | (58.62) | (Gain) |

* The "EBITDA Margin" and sensitivity has been disclosed in note no. 35(B), as required by Ind AS 109 "Financial Instruments". The same has been restated as part of restatement adjustment for year ended 31 March, 2024. Refer Note 49.
# The Forecast annual revenue growth rate sensitivity has been disclosed in note no. 35(B), as required by Ind AS 109 "Financial Instruments". The same has been restated as part of restatement adjustment for year ended 31 March, 2024. Refer Note 49

**Other financial assets and liabilities**

Fair value of financial assets and liabilities measured at amortised cost (cash and cash equivalents, other bank balance, trade receivables, other financial assets, trade payables, borrowings, lease liabilities and other financial liabilities) is not materially different from the amortised cost. Further, impact of time value of money is not significant for the financial instruments classified as current. Accordingly, the fair value has not been disclosed separately.

**C. Financial risk management**

The Company's business activities are exposed to a variety of financial risks, namely liquidity risk, market risk and credit risk. The Company's senior management has the overall responsibility for establishing and governing the Company's risk management framework. The Company has constituted a Risk Management Committee, which is responsible for developing and monitoring the Company's risk management policies. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set and monitor appropriate risk limits and controls, periodically review the changes in market conditions and reflect the changes in the policy accordingly. The key risks and mitigating actions are also placed before the Audit Committee of the Company.

***(All amounts are in Rs. million, unless otherwise stated)***

**NOTE 35 : FINANCIAL INSTRUMENTS FAIR VALUE AND RISK MEASUREMENTS (CONTINUED)**

**(i) Management of Liquidity Risk**

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are proposed to be settled by delivering cash or other financial asset. The Company's financial planning has ensured, as far as possible, that there is sufficient liquidity to meet the liabilities whenever due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company has obtained fund and non-fund based working capital lines from various banks. The Company also monitors the level of expected cash inflows on trade receivables together with expected cash outflows on trade payables. The Company regularly monitors the rolling forecasts to ensure it has sufficient cash on an on-going basis to meet operational needs. Any short-term surplus cash generated, over and above the amount required for working capital management and other operational requirements, is retained as cash and cash equivalents (to the extent required) and any excess is invested in interest bearing term deposits with appropriate maturities to optimise the cash returns on investments while ensuring sufficient liquidity to meet its liabilities.

**Financing arrangement**
The Company had access to the following undrawn borrowing facilities at the end of the reporting year:

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Cash credit facilities (includes bank overdraft and working capital facilities) | 6,659.27 | 5,933.31 |
| Other financing arrangements (includes bill discounting, letter of credit, etc.) | 1,000.00 | 1,000.00 |
| | **7,659.27** | **6,933.31** |

**Exposure to liquidity risk**
The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest receipts / payments and exclude the impact of netting agreements.

| Particulars | Note | Discounted / Carrying amount | Undiscounted Amount | | Total |
|---|---|---|---|---|---|
| | | | Within 1 year | More than 1 year | |
| **As at 31 March 2025** | | | | | |
| **Financial liabilities (non derivative liabilities)** | | | | | |
| Borrowings - Short term | 18 | 5,950.62 | 5,950.62 | - | 5,950.62 |
| Lease liabilities | 19 | 190.99 | 96.54 | 161.46 | 258.00 |
| Trade payables | 21 | 3,671.47 | 3,671.47 | - | 3,671.47 |
| Other financial liabilities | 22 | 103.42 | 103.42 | - | 103.42 |
| **As at 31 March 2024** | | | | | |
| **Financial liabilities (non derivative liabilities)** | | | | | |
| Borrowings - Short term | 18 | 3,561.92 | 3,561.92 | - | 3,561.92 |
| Borrowings - Long term | 18 | 5,039.95 | - | 5,039.95 | 5,039.95 |
| Lease liabilities | 19 | 265.89 | 101.06 | 209.77 | 310.83 |
| Trade payables | 21 | 2,168.31 | 2,168.31 | - | 2,168.31 |
| Other financial liabilities | 22 | 73.29 | 73.29 | - | 73.29 |

**Note:**
For terms and conditions on series C CCPS refer note foot note (viii) to note 18

***(All amounts are in Rs. million, unless otherwise stated)***

**NOTE 35 : FINANCIAL INSTRUMENTS FAIR VALUE AND RISK MEASUREMENTS (CONTINUED)**

**C. Financial risk management (continued)**

**(ii) Management of Market Risk**

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the Company's income or the value of its holdings of financial instruments.

The Company size and operations result in it being exposed to the following market risks that arise from its use of financial instruments:
- currency risk
- price risk
- interest rate risk

**Currency risk**

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate due to changes in foreign exchange rates. The functional currency of the Company is Indian Rupees and its revenue is generated from operations in India. The Company does not enter into any derivative instruments for trading or speculative purposes. The Company's borrowings are all in Indian rupees.

The carrying amounts of the Company's foreign currency denominated monetary items are as follows:

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Payable** | | |
| USD | | |
| Amount in foreign currency | 12.91 | 1.08 |
| Amount in INR | 1,104.86 | 90.43 |
| CNY | | |
| Amount in foreign currency | 0.31 | - |
| Amount in INR | 3.59 | - |
| **Receivable** | | |
| USD | | |
| Amount in foreign currency # | 0.00 | - |
| Amount in INR | 0.20 | - |
| **Cash and cash equivalent** | | |
| USD | | |
| Amount in foreign currency | 0.03 | - |
| Amount in INR | 2.57 | - |

# Note: The amount denotes Rs. 2,368.

The Company is mainly exposed to changes in USD. The below table demonstrates the sensitivity to a 5% increase or decrease in the USD against INR, with all other variables held constant. The sensitivity analysis is prepared on the net unhedged exposure of the Company as at the reporting date. 5% represents management's assessment of reasonably possible change in foreign exchange rate.

| Particulars | | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|---|
| 5% strengthening of INR compared to USD | Profit or (Loss) | 55.24 | 4.52 |
| 5% strengthening of USD compared to INR | Profit or (Loss) | (55.24) | (4.52) |
| 5% strengthening of INR compared to USD | Equity (net of tax) | 41.34 | 3.38 |
| 5% strengthening of USD compared to INR | Equity (net of tax) | (41.34) | (3.38) |

**Price risk**

The Company is mainly exposed to the price risk due to its investment in debt mutual funds. The price risk arises due to uncertainties about the future market values of these investments. The Company has laid policies and guidelines which it adheres to in order to minimise price risk arising from investments in debt mutual funds.

**Interest rate risk**

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates.

The Company's portfolio of borrowings does not comprise of fixed rate loans.

The Company does not account for any fixed-rate financial assets or financial liabilities at fair value through profit or loss except for series C CCPS classified as financial liabilities and the Company does not have any designated derivatives (interest rate swaps). Therefore, a change in interest rates at the reporting date would not affect profit or loss.

| **Fixed-rate instruments** | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Financial assets (fixed deposits, security deposits and interest accrued on deposits) | 2,852.20 | 2,672.97 |
| Financial liabilities | 5,348.47 | 5,039.95 |
| **Variable rate instruments** | | |
| Financial assets | - | - |
| Financial liabilities | 602.15 | 3,561.92 |

| Particulars | | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|---|
| Sensitivity analysis: | | | |
| 100 bps increase | Profit or (Loss) | (59.51) | (35.62) |
| 100 bps decrease | Profit or (Loss) | 59.51 | 35.62 |
| 100 bps increase | Equity (net of tax) | (44.53) | (26.65) |
| 100 bps decrease | Equity (net of tax) | 44.53 | 26.65 |

***(All amounts are in Rs. million, unless otherwise stated)***

**NOTE 35 : FINANCIAL INSTRUMENTS FAIR VALUE AND RISK MEASUREMENTS (CONTINUED)**

**C. Financial risk management (continued)**

**(iii) Management of Credit Risk**

Credit risk is the risk that a customer or counterparty to a financial instrument will fail to perform or fail to pay amounts due causing financial loss to the Company. The potential activities where credit risks may arise include from cash and cash equivalents and security deposits and principally from credit exposures to customers relating to outstanding receivables. The maximum credit exposure associated with financial assets is equal to the carrying amount. Details of the credit risk specific to the company along with relevant mitigation procedures adopted have been enumerated below:

**Trade receivables**

The Company's exposure to credit risk is that the Company has major business dealings with few parties to whom sales are made on credit basis. The Company's majority customer base are e-commerce marketplace players. Since the sales are as per contract, the company's exposure to credit risk is influenced by the individual characterstics of each customer. However, the management also considers the factors that may influence the credit risk of it's customer base including the default risk associated with the industry. Customers with whom legal dispute is going on are considered as credit impaired.

The Company has considered an assessment of past history and has taken into account various factors including future forecast conditions for determination of allowance for expected

The following table provides information about the exposure to credit risk and ECLs for trade receivables from individual customers as at 31 March 2025.

| 31 March 2025 | Weighted average loss rate | Gross carrying amount | Credit impaired |
|---|---|---|---|
| Not Due | 0% | 1,535.52 | No |
| Less than 6 months | 3%-16% | 1,130.74 | No |
| 6 Months to 1 Year | 6%-50% | 33.50 | No |
| 1 - 2 Years | 100% | 74.84 | No |
| 2 -3 Years | 100% | 1.20 | No |
| More than 3 Years | 100% | 14.21 | Yes |

| 31 March 2024 | Weighted average loss rate | Gross carrying amount | Credit impaired |
|---|---|---|---|
| Not Due | 0% | 1,154.37 | No |
| Less than 6 months | 3%-6% | 393.85 | No |
| 6 Months to 1 Year | 6%-56% | 83.97 | No |
| 1 - 2 Years | 100% | 79.13 | No |
| 2 -3 Years | 100% | 14.22 | Yes |
| More than 3 Years | 100% | 2.99 | No |

Refer to note 11(iii) for ageing for trade receivables from the due date of payment.

The Company does not have any impaired trade receivables as on March 31, 2025, except for those as added above.

**Other financial assets**
The Company maintains exposure in cash and cash equivalents, term deposits with banks and other financial assets. The Company has set counter-party limits based on multiple factors including financial position, credit rating, etc. The Company's maximum exposure to credit risk as at 31 March 2025 and 31 March 2024 is the carrying value of each class of financial assets.

*(All amounts are in Rs. million, unless otherwise stated)*

**NOTE 36 : CAPITAL MANAGEMENT**

The Company defines capital as total equity including issued equity capital (equity and preference), share premium and all other equity reserves attributable to equity holders of the Company (which is the Company's net asset value). The Company manages its capital so as to safeguard its ability to continue as a going concern and to optimise returns to shareholders. The capital structure of the Company is based on management's judgement of its strategic and day-to-day needs with a focus on total equity so as to maintain investor, creditors and market confidence.

The Company monitors capital using a ratio of 'adjusted net debt' to 'adjusted equity'. For this purpose, adjusted net debt is defined as total liabilities, comprising interest-bearing loans and borrowings less cash and cash equivalents. Adjusted equity comprises all components of equity.

The Company's adjusted net debt to equity ratio was as follows.

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Borrowings (including Series C CCPS classified as financial liability) | 5,950.62 | 8,601.87 |
| Lease liabilities (refer note 19) | 190.99 | 265.89 |
| Total debt liabilities | 6,141.61 | 8,867.76 |
| Less : Cash and bank balances (refer note 12) | (781.13) | (532.64) |
| Less : Bank balance other than cash and cash equivalents (refer note 13) | (1,990.00) | (1,935.00) |
| Less : Bank deposits with remaining maturity more than 1 year (refer note 8) | - | - |
| Less : Bank deposits with remaining maturity less than 1 year (refer note 8) | - | (135.00) |
| Less : Financial Liability in relation to CCPS (Refer note 18) | (5,046.47) | (5,039.95) |
| Adjusted net debt | (1,675.99) | 1,225.17 |
| Total equity | 5,391.63 | 4,715.47 |
| Add : Financial Liability in relation to CCPS if classified as instruments entirely in equity in nature | 5,046.47 | 5,039.95 |
| Total adjusted equity | 10,438.10 | 9,755.42 |
| Adjusted net debt to total equity ratio (considering CCPS as debt) | 0.63 | 1.33 |
| Adjusted net debt to adjusted equity ratio | (0.16) | 0.13 |

**Note:**

a. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2025 and 31 March 2024.

b. Borrowings include financial liability in relation to CCPS issued during the year ended 31 March, 2023 which is classified as financial liability as per Ind AS.

***(All amounts are in Rs. million, unless otherwise stated)***

**NOTE 37 : RELATED PARTY DISCLOSURES**

**A. Names of the related parties of the Company**

**Entity having significant influence** — South Lake Investment Ltd

**Subsidiary company**
Dive Marketing Private Limited
HOB Ventures Private Limited
Imagine Marketing Singapore Pte. Ltd.
Kaha Technologies Private Limited

**Step- down subsidiary company**
Kaha Pte Ltd
KaHa Technology (ShenZhen) Co. Ltd

**Joint Venture** — Califonix Tech and Manufacturing Private Limited

**Key management personnel (KMP)**

| Name | Designation | Date of appointment | Date of resignation |
|---|---|---|---|
| Mr. Aman Gupta | Whole-time Director | 05-Jul-22 | NA |
| Mr. Sameer Mehta | Whole-time-Director, (Chief Executive Officer), (Group's Chief Operating Decision Maker) | 04-May-23 | NA |
| Mr. Anish Saraf | Non Executive Director | 05-Jan-21 | NA |
| Mr. Aashish Kamat | Independent Director | 12-Nov-21 | NA |
| Mr. Anand Ramamoorthy | Independent Director | 12-Nov-21 | NA |
| Mr. Deven Waghani | Independent Director | 15-Dec-21 | NA |
| Ms. Purvi Sheth | Independent Director | 12-Nov-21 | NA |
| Mr. Vivek Gambhir | Non executive Director | 04-May-23 | NA |
| Mr. Ankur Sharma | Chief Financial Officer | 15-Dec-21 | 12-Dec-23 |
| Mr. Rakesh Thakur | Chief Financial Officer | 12-Dec-23 | NA |
| Mr. Mukesh Ranga | Company Secretary | 05-May-22 | 13-Oct-23 |
| Mr. Shreekant Sawant | Company Secretary and Compliance Officer | 11-Apr-24 | NA |

**Entities in which KMP have significant influence** — Redwood Interactive ( Partnership firm, were one of the Director is interested)

**B. Disclosure of transactions between the Company and related parties**

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| **Sales of goods** | | |
| *Subsidiary company* | | |
| Kaha Pte. Ltd. | - | 2.60 |
| **High Sea Sales** | | |
| *Joint Venture* | | |
| Califonix Tech and Manufacturing Private Limited | 202.06 | - |
| **Purchase of goods** | | |
| *Subsidiary company* | | |
| Kaha Pte. Ltd. | - | 15.41 |
| *Joint Venture* | | |
| Califonix Tech and Manufacturing Private Limited | 7,318.55 | 4,006.40 |
| **Purchase of Services (License fees and other services)** | | |
| *Subsidiary company* | | |
| Kaha Pte. Ltd. | 252.10 | 332.17 |
| **Royalty expense** | | |
| *Subsidiary company* | | |
| Dive Marketing Private Limited | 0.12 | 1.01 |
| **Rent income** | | |
| *Subsidiary company* | | |
| Dive Marketing Private Limited | 0.20 | 0.20 |
| HOB Ventures Private Limitied | 0.22 | 0.22 |
| **Interest income** | | |
| *Subsidiary company* | | |
| Dive Marketing Private Limited | 2.59 | 2.39 |
| **Dividend income** | | |
| *Joint Venture* | | |
| Califonix Tech and Manufacturing Private Limited | 30.00 | - |
| **Interest Expense** | | |
| *Subsidiary company* | | |
| HOB Ventures Private Limitied | 2.00 | - |

*(All amounts are in Rs. million, unless otherwise stated)*

**NOTE 37 : RELATED PARTY DISCLOSURES (CONTINUED)**

**B. Disclosure of transactions between the Company and related parties *(continued)***

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| **Reimbursement of expenses paid** | | |
| *Subsidiary company* | | |
| Kaha Pte. Ltd. | 3.33 | 6.97 |
| Imagine Marketing Singapore Pte. Ltd. | 1.11 | - |
| Kaha Technologies Private Limited | 0.11 | - |
| **Reimbursement of expenses received** | | |
| *Subsidiary company* | | |
| Kaha Technologies Private Limited | 0.97 | - |
| **Reimbursement of expenses paid** | | |
| *Key management personnel* | | |
| Mr. Aman Gupta | 0.31 | 0.39 |
| Mr. Sameer Mehta | 0.67 | 0.01 |
| Mr. Ankur Sharma | - | 0.08 |
| Mr. Vivek Gambhir | - | 0.23 |
| Mr. Anand Ramamoorthy | - | 0.03 |
| Mr. Mukesh Ranga* | - | 0.00 |
| Mr. Rakesh Thakur | 0.22 | 0.20 |
| Mr. Shreekant Sawant | 0.48 | - |
| *Note: The amount denotes Rs. 1400. | | |
| **Contribution paid towards equity share capital** | | |
| *Subsidiary company* | | |
| Imagine Marketing Singapore Pte. Ltd. | 475.41 | 248.26 |
| *Joint Venture* | | |
| Califonix Tech and Manufacturing Private Limited | - | 165.00 |
| **Impairment of Investment** | | |
| *Subsidiary company* | | |
| HOB Ventures Private Limited | 10.10 | - |
| **Impairment of Loan** | | |
| *Subsidiary company* | | |
| Dive Marketing Private Limited | 37.00 | - |
| **Loan given** | | |
| *Subsidiary company* | | |
| Dive Marketing Private Limited | - | 10.00 |
| **Inter corporate deposit taken** | | |
| *Subsidiary company* | | |
| HOB Ventures Private Limitied | 300.00 | - |
| **Advance given against supply of goods/services during the year** | | |
| *Subsidiary company* | | |
| Kaha Pte. Ltd. | 258.10 | - |
| *Joint Venture* | | |
| Califonix Tech and Manufacturing Private Limited | 6,079.92 | 3,760.09 |
| **Sale of Property Plant and Equipment** | | |
| *Joint Venture* | | |
| Califonix Tech and Manufacturing Private Limited | - | 78.91 |
| **Directors Sitting Fees** | | |
| *Key management personnel* | | |
| Mr. Aashish Kamat | 1.03 | 0.48 |
| Ms. Purvi Sheth | 0.93 | 0.53 |
| Mr. Deven Waghani | 0.28 | 0.15 |
| Mr. Anand Ramamoorthy | 1.33 | 0.40 |
| Mr. Vivek Gambhir | 0.60 | 0.35 |
| **Commission to Directors** | | |
| *Key management personnel** | | |
| Mr. Aashish Kamat | 1.50 | 1.50 |
| Mr. Anand Ramamoorthy | 1.50 | 1.50 |
| Mr. Deven Waghani | 1.50 | 1.50 |
| Ms. Purvi Sheth | 1.50 | 1.50 |
| Mr. Vivek Gambhir | 1.50 | 1.50 |
| **Remuneration to Key management personnel** | | |
| Mr. Aman Gupta | 25.00 | 25.00 |
| Mr. Sameer Mehta | 25.00 | 25.00 |
| Mr. Vivek Gambhir | - | 19.16 |
| Mr. Ankur Sharma | - | 14.85 |
| Mr. Mukesh Ranga | - | 0.92 |
| Mr. Rakesh Thakur | 14.41 | 8.58 |
| Mr. Shreekant Sawant | 2.53 | - |

*(All amounts are in Rs. million, unless otherwise stated)*

**NOTE 37 : RELATED PARTY DISCLOSURES (CONTINUED)**

**B. Disclosure of transactions between the Company and related parties *(continued)***

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 (Restated) |
|---|---|---|
| **Post employment benefits** | | |
| Mr. Rakesh Thakur** | 0.32 | 0.23 |
| Mr. Shreekant Sawant | 0.07 | - |
| **Share based payments expense** | | |
| Mr. Rakesh Thakur | 3.70 | 0.96 |
| Mr. Shreekant Sawant # | 0.00 | - |

** the amount of Post employment benefits has been restated from 0 to 0.23 million as a part of restatement adjustments for the year ended 31 March 2024 (refer Note 49).
# Note: The amount denotes Rs. 724

**C. Status of outstanding balances**

| Particulars | As at 31 March 2025 | As at 31 March 2024 (Restated) |
|---|---|---|
| **Trade and other receivables** | | |
| *Subsidiary company* | | |
| Dive Marketing Private Limited | 0.21 | 0.05 |
| HOB Ventures Private Limitied | 0.06 | 0.06 |
| **Trade payables** | | |
| *Subsidiary company* | | |
| Dive Marketing Private Limited | 0.12 | 0.77 |
| Califonix Tech and Manufacturing Private Limited | 290.33 | - |
| **Advance to vendor** | | |
| *Subsidiary Company* | | |
| Kaha Pte. Ltd. | 53.86 | 14.63 |
| *Joint Venture* | | |
| Califonix Tech and Manufacturing Private Limited | - | 149.49 |
| **Reimbursement of expenses payable** | | |
| *Subsidiary Company* | | |
| Imagine Marketing Singapore Pte. Ltd. | 1.11 | - |
| **Loan receivable** | | |
| *Subsidiary Company* | | |
| Dive Marketing Private Limited | 37.00 | 37.00 |
| Less : Impairment allowance | (37.00) | - |
| **Inter corporate deposits outstanding** | | |
| *Subsidiary Company* | | |
| HOB Ventures Private Limitied | 300.00 | - |
| **Interest receivable on loan** | | |
| *Subsidiary Company* | | |
| Dive Marketing Private Limited | 5.76 | 3.43 |
| **Interest payable on loan** | | |
| *Subsidiary Company* | | |
| HOB Ventures Private Limitied | 2.00 | - |
| **Commission to Directors Payable*** | | |
| *Key Managerial Personnel* | | |
| Mr. Aashish Kamat | 1.50 | 1.50 |
| Mr. Anand Ramamoorthy | 1.50 | 1.50 |
| Mr. Deven Waghani | 1.50 | 1.50 |
| Ms. Purvi Sheth | 1.50 | 1.50 |
| Mr. Vivek Gambhir | 1.50 | 1.50 |
| **Directors Sitting Fee Payable** | | |
| Mr. Aashish Kamat | 0.20 | - |
| Ms. Purvi Sheth | 0.23 | - |
| Mr. Deven Waghani | 0.03 | - |
| Mr. Anand Ramamoorthy | 0.32 | - |
| Mr. Vivek Gambhir | 0.14 | - |

* the numbers of Commission to Directors have been restated as a part of restatement adjustments for the year ended 31 March 2024 (refer Note 49).

**NOTE 37 : RELATED PARTY DISCLOSURES (CONTINUED)**

**D. Terms and conditions of transactions with related parties**

All Related Party Transactions entered during the year were in ordinary course of the business and on arm's length basis. Outstanding balances at the year-end are unsecured and settlement occurs in cash.
There have been no guarantees provided or received for any related party receivables or payables.

**E.** The balances disclosed in note 37 (C) above exclude amount receivable from Selling Shareholders pertaining to IPO expenses recoverable.

**F. Payment of Managerial Remuneration**

During the previous year ended March 31, 2024, the Company had obtained approval for excess remuneration to the executive directors in excess of the limits provided under section 197 read with schedule V to the Act by way of special resolution in the 10th Annual General Meeting and accordingly the Company was in compliance with the provisions of section 197 of the Act.

**G.** The Company appointed new Company Secretary w.e.f April 11, 2024 and the erstwhile Company Secretary resigned on October 13, 2023. Therefore, the Company operated without Company Secretary during the period October 14, 2023 to April 10, 2024.

*(All amounts are in Rs. million, unless otherwise stated)*

**NOTE 38 : SEGMENT INFORMATION**

**A. Business Segments**

The Chief Executive Officer of the Company, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the CODM. The Company has determined following reporting segments based on the information reviewed by the Company's Chief Operating Decision Maker ('CODM'):

(i) Audio includes wired earphone, wireless earphone, wired headphone, wireless headphone, wireless speakers and soundbar.
(ii) Wearables include smart watches.
(iii) Others includes charging solutions, cables, mens grooming kit and gaming equipment's.

**The above business segments have been identified considering:**
(i) The nature of products
(ii) The differing risks and returns
(iii) The internal organisation and management structure, and
(iv) The internal financial reporting systems

Segment Results are arrived at based on segment revenues less direct and allocable cost associated with the segment.

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| **Revenue from operations** | | |
| **Revenues from external customers** | | |
| Audio | 25,860.40 | 24,591.99 |
| Wearables | 3,199.67 | 5,365.01 |
| Others | 1,539.33 | 1,053.72 |
| | **30,599.40** | **31,010.72** |
| **Inter segment revenue** | | |
| Audio | - | - |
| Wearables | - | - |
| Others | - | - |
| | **-** | **-** |
| **Total revenue** | | |
| Audio | 25,860.40 | 24,591.99 |
| Wearables | 3,199.67 | 5,365.01 |
| Others | 1,539.33 | 1,053.72 |
| | **30,599.40** | **31,010.72** |
| **Segment Results** | | |
| Audio | 1,714.60 | 2,287.40 |
| Wearables | (466.53) | (1,960.59) |
| Others | 144.03 | 5.19 |
| **Segment Results** | **1,392.10** | **332.00** |
| Less: Un-allocated corporate expenses net of un-allocated income | (324.22) | (384.41) |
| Add: Interest income | 173.44 | 142.00 |
| Less: Interest costs | (148.49) | (569.05) |
| Less: Fair value loss on account of changes in financial liabilities | (6.52) | (8.72) |
| Less: Depreciation and amortisation | (252.61) | (219.82) |
| **Profit/(Loss) before tax** | **833.70** | **(708.00)** |
| Tax expense | | |
| Current tax | - | 0.16 |
| Deferred tax | 191.49 | (172.23) |
| **Total tax expense** | **191.49** | **(172.07)** |
| **Profit/(Loss) for the year** | **642.21** | **(535.93)** |

*(All amounts are in Rs. million, unless otherwise stated)*

**NOTE 38 : SEGMENT INFORMATION (CONTINUED)**

**B. Other Information**

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Segment Assets** | | |
| Audio | 6,000.50 | 4,846.64 |
| Wearables | 729.02 | 2,425.08 |
| Others | 464.70 | 372.20 |
| Total segment assets | 7,194.22 | 7,643.92 |
| Unallocated corporate assets | 9,405.23 | 9,410.44 |
| **Total assets** | **16,599.45** | **17,054.36** |
| **Segment Liabilities** | | |
| Audio | 3,905.46 | 2,500.46 |
| Wearables | 617.27 | 649.55 |
| Others | 228.67 | 112.72 |
| Total segment liabilities | 4,751.41 | 3,262.73 |
| Unallocated corporate liabilities | 6,456.37 | 9,076.16 |
| **Total liabilities** | **11,207.78** | **12,338.89** |

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| **Capital expenditure** | | |
| Audio | 3.31 | 94.77 |
| Wearables | 0.41 | 22.58 |
| Others | 0.20 | 4.31 |
| Unallocated corporate capital expenditure | 60.27 | 192.06 |
| **Depreciation/Amortisation** | | |
| Audio | 40.51 | 5.58 |
| Wearables | 5.01 | 1.34 |
| Others | 2.41 | 1.34 |
| Unallocated corporate depreciation/amortisation | 204.68 | 211.56 |
| **Non-cash expenses other than depreciation** | | |
| Audio | - | - |
| Wearables | - | - |
| Others | - | - |
| Unallocated corporate non-cash expenses other than depreciation | 358.91 | 816.85 |

**C. Additional information by geographies**

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| **Revenue by Geographical Market** | | |
| India | 30,482.42 | 30,903.19 |
| Outside India | 116.98 | 107.53 |

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Carrying Amount of Segment Assets** | | |
| India | 7,140.36 | 7,629.29 |
| Outside India | 53.86 | 14.63 |
| **Non-current assets *** | | |
| India | 703.26 | 893.38 |
| Outside India | - | - |

*Non-current assets excludes financial instruments, non-current tax assets (net) and deferred tax assets.”

*(All amounts are in Rs. million, unless otherwise stated)*

**NOTE 38 : SEGMENT INFORMATION (CONTINUED)**

**D. Revenue from major customers**

The Company earns revenue from few of its major customers which individually amounts to 10 per cent or more of the Company's revenues. Details of such customers (i.e. the total amount of revenues from each such customer) are disclosed below. Revenue from such customers are reported under all the segments of the Company.

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| Customer 1 | 12,054.65 | 13,334.70 |
| Customer 2 | 7,784.38 | 9,134.91 |
| **Total** | **19,839.03** | **22,469.61** |

Outstanding from such customers are reported under all the segments of the Company #

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 (Restated) |
|---|---|---|
| Customer 1 | 651.17 | 472.34 |
| Customer 2 | 710.33 | 298.11 |
| **Total** | **1,361.50** | **770.45** |

# The "Outstanding from top two customers" has been disclosed in note no. 37 (D), as required by Ind AS 108 "Segment Reporting".

***(All amounts are in Rs. million, unless otherwise stated)***

**NOTE 39 : EMPLOYEE BENEFIT PLANS**

**A. Defined Contribution Plan**

Amount incurred and paid towards contribution to provident fund, Labour Welfare Fund and employees' state insurance corporation is recognised as an expense and included in employee benefit expense:

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| Contribution to provident fund and other funds | 29.83 | 24.78 |

**B. Defined Benefit Plan**

**(i) Description of Plan**

Retirement Benefit Plan of the Company include Gratuity. Every employee who has completed five years or more of service gets a gratuity on death or resignation or retirement at 15 days salary (last drawn salary) for each completed year of service with maximum ceiling as per Companies policies. Gratuity plan is unfunded.

**(ii) Balance Sheet**

The assets, liabilities and (surplus)/deficit position of the defined benefit plans at the Balance Sheet date were:

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Fair value of plan assets | - | - |
| Present value of obligations | (25.21) | (16.76) |
| **(Liability) recognised in balance sheet** | **(25.21)** | **(16.76)** |

Movements in Present Value of Obligation:

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Defined benefit obligation at the commencement of the year | 16.76 | 12.01 |
| Current service cost | 7.91 | 8.09 |
| Past service cost | - | - |
| Interest cost | 1.17 | 0.89 |
| Actuarial losses / (gains) | 0.37 | (3.97) |
| Benefits paid | (1.00) | (0.27) |
| **Defined benefit obligation at the end of the year** | **25.21** | **16.76** |
| Provision for gratuity (under Non-Current provisions) (Refer note 20) | 23.03 | 15.73 |
| Provision for gratuity (under Current provisions) (Refer note 20) | 2.18 | 1.03 |
| | **25.21** | **16.76** |

**(iii) Standalone statement of profit and loss**

The charge to the Standalone statement of profit and loss comprises:

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| **Employee Benefit Expenses:** | | |
| Current service cost | 7.91 | 8.09 |
| Past service cost | - | - |
| | **7.91** | **8.09** |
| **Finance costs:** | | |
| Interest cost | 1.17 | 0.89 |
| Interest income | - | - |
| | **1.17** | **0.89** |
| **Net impact on profit (before tax)** | **9.08** | **8.99** |
| **Remeasurement of the net defined benefit plans:** | | |
| Actuarial (gains)/losses arising from changes in financial assumptions | 0.73 | 0.25 |
| Actuarial (gains)/losses arising from changes in demographic assumptions | - | (2.52) |
| Actuarial (gains)/losses arising from experience adjustments | (0.36) | (1.70) |
| **Net impact on other comprehensive income (before tax)** | **0.37** | **(3.97)** |

*(All amounts are in Rs. million, unless otherwise stated)*

**NOTE 39 : EMPLOYEE BENEFIT PLANS**

**(iv) Assumptions**

With the objective of presenting the plan obligations of the defined benefits plans at their fair value on the Balance Sheet, assumptions under Ind AS 19 are set by reference to market conditions at the valuation date.

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Financial Assumptions** | | |
| Discount rate (per annum) | 6.55% | 7.20% |
| Salary Escalation Rate (per annum) | 7.00% | 7.00% |

The obligations are measured at the present value of estimated future cash flows by using a discount rate that is determined with reference to the market yields at the Balance Sheet date on Government Bonds, which is consistent with the estimated terms of the obligation.

The estimates of future salary increases, considered in actuarial valuation, takes into account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

| Particulars | | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|---|
| **Demographic Assumptions** | Age | | |
| Withdrawal Rate | 25 and below | 24.00% | 24.00% |
| | 25 to 35 | 24.00% | 24.00% |
| | 35 to 45 | 24.00% | 24.00% |
| | 45 to 55 | 24.00% | 24.00% |
| | 55 and above | 24.00% | 24.00% |
| Mortality Rate | | Indian Assured Lives Mortality (2012-14) | Indian Assured Lives Mortality (2012-14) |

**(v) Sensitivity Analysis**

The sensitivity of the overall plan obligations to changes in the weighted key assumptions are:

| Particulars | | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|---|
| Discount rate (per annum) | Increase of 0.5% | (24.65) | (16.36) |
| | Decrease of 0.5% | 25.80 | 17.17 |
| Salary escalation rate (per annum) | Increase of 0.5% | 25.68 | 17.10 |
| | Decrease of 0.5% | (24.77) | (16.41) |
| Withdrawal Rate | Increase of 0.1% | (24.20) | (15.91) |
| | Decrease of 0.1% | 26.23 | 17.62 |

The sensitivity analysis above have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the year and may not be representative of the actual change. It is based on a change in the key assumption while holding all other assumptions constant. When calculating the sensitivity to the assumption, the same method used to calculate the liability recognised in the Balance Sheet has been applied. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared with the previous years.

*(All amounts are in Rs. million, unless otherwise stated)*

**NOTE 39 : EMPLOYEE BENEFIT PLANS**

**(vi) Weighted average duration of the defined benefit plan:**

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Gratuity plan | 4.11 | 4.11 |

**(vii) Expected future cash flows in respect of gratuity:**

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Less than a year | 2.18 | 1.03 |
| Between 2-5 years | 16.24 | 10.80 |
| More than 5 years | 11.79 | 9.01 |

**C. Compensated absences**

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Expense towards compensated absences included in Employee Benefit expenses | 12.52 | 8.66 |

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Provision for compensated absences | 25.99 | 20.58 |

(All amounts are in Rs. million, unless otherwise stated)

## NOTE 40 : SHARE BASED PAYMENTS

**Equity Settled Share Based Payments**

**Employees Stock Option Plan 2019 ('ESOP 2019')**

The ESOP 2019 had been formulated by the Board of Directors of the Company in its Meeting held on 24 October 2019 and Shareholders pursuant to the resolution passed in Extra Ordinary General Meeting held on 5 November 2019. Subsequently, ESOP 2019 had been amended by Board on 25 March 2021, 15 December 2021, 31 July 2023 and 23 January 2025 and by shareholders on 25 March 2021, 15 December 2021, 03 September 2023 and 15 February 2025. The ESOP 2019 entitles eligible employees to purchase shares in the Company at the stipulated exercise price, subject to compliance with vesting conditions. As per the ESOP 2019, holders of vested options are entitled to purchase an equity share for every option at an exercise price as stated in the grant letter.

**Management Stock Option Plan 2021 ('ESOP 2021')**

The ESOP 2021 has been formulated by the Board of Directors of the Company in its Meeting held on 25 March 2021 and Shareholders pursuant to the resolution passed in Extra Ordinary General Meeting held on 25 March 2021. Subsequently, ESOP 2021 had been amended by the Board on 15 December 2021 and 23 January 2025 and by the shareholders of the Company on 15 December 2021 and 15 February 2025. The ESOP 2021 entitles eligible employees to purchase shares in the Company at the stipulated exercise price, subject to compliance with vesting conditions. As per the ESOP 2021, holders of vested options are entitled to purchase on equity share for every option at an exercise price as stated in the grant letter.

**Employees Stock Option Plan 2023 ('ESOP 2023')**

The ESOP 2023 has been formulated by the Board of Directors of the Company in its Meeting held on 31 July 2023 and Shareholders pursuant to the resolution passed in Extra Ordinary General Meeting held on 3 September 2023. Subsequently, ESOP 2023 had been amended by the Board on 23 January 2025 and 31 March 2025 and by the shareholders of the Company on 15 February 2025 and 23 May 2025. The ESOP 2023 entitles eligible employees to purchase shares in the Company at the stipulated exercise price, subject to compliance with vesting conditions. As per the ESOP 2023, holders of vested options are entitled to purchase on equity share for every option at an exercise price as stated in the grant letter.

| Plan | Employee Entitled | Vesting Conditions | Contractual life of options |
|---|---|---|---|
| ESOP 2019 | Eligible Employees | Continued employment with Company | 4 years |
| ESOP 2021 | Eligible Employees | Continued employment with Company | 4 years |
| ESOP 2023 | Eligible Employees | Continued employment with Company | 4 years |

**(All amounts are in Rs. million, unless otherwise stated)**

**NOTE 40 : SHARE BASED PAYMENTS**

| Scheme | Year | Date of Grant | Numbers of options granted | Vesting Conditions | Exercise Period | Exercise Price (Rs.) per share (refer note below) | Weighted Average Exercise Price (Rs.) per share |
|---|---|---|---|---|---|---|---|
| ESOP 2019 | 2019 | 16 November 2019 | 256 | Graded vesting over 4 years from grant date | 7 years from date of vesting | 30.27 | 30.27 |
| | 2020 | 15 November 2020 | 453 | Graded vesting over 4 years from grant date | 7 years from date of vesting | 30.27 | 30.27 |
| | 2021 | 25 March 2021 | 50 | Graded vesting over 4 years from grant date | 7 years from date of vesting | 30.27 | 30.27 |
| | 2022 | 25 October 2021 | 14,33,500 | Graded vesting over 4 years from grant date | 7 years from date of vesting | 141.88 | 141.88 |
| | 2022 | 25 October 2021 | 30,000 | Vesting over 1 years from grant date | 7 years from date of vesting | 141.88 | 141.88 |
| | 2022 | 2 December 2021 | 14,250 | Graded vesting over 4 years from grant date | 7 years from date of vesting | 141.88 | 141.88 |
| | 2022 | 1 February 2022 | 4,10,000 | Graded vesting over 4 years from grant date | 7 years from date of vesting | 141.88 | 141.88 |
| | 2022 | 29 March 2022 | 5,37,400 | Graded vesting over 4 years from grant date | 7 years from date of vesting | 141.88 | 141.88 |
| | 2023 | 24 June 2022 | 60,000 | Graded vesting over 4 years from grant date | 7 years from date of vesting | 141.88 | 141.88 |
| | 2023 | 24 June 2022 | 1,20,517 | Graded vesting over 4 years from grant date | 7 years from date of vesting | 450.00 | 450.00 |
| | 2023 | 21 December 2022 | 8,75,000 | Graded vesting over 4 years from grant date | 7 years from date of vesting | 218.00 | 218.00 |
| | 2023 | 21 December 2022 | 1,50,000 | Graded vesting over 4 years from grant date | 7 years from date of vesting | 300.00 | 300.00 |
| | 2023 | 21 December 2022 | 3,03,042 | Graded vesting over 4 years from grant date | 7 years from date of vesting | 450.00 | 450.00 |
| | 2023 | 30 January 2023 | 1,32,443 | Graded vesting over 4 years from grant date | 7 years from date of vesting | 450.00 | 450.00 |
| | 2024 | 04 May 2023 | 66,000 | Graded vesting over 4 years from grant date | 7 years from date of vesting | 450.00 | 450.00 |
| | 2024 | 04 May 2023 | 13,300 | Graded vesting over 4 years from grant date | 7 years from date of vesting | 300.00 | 300.00 |
| | 2024 | 04 May 2023 | 60,000 | Graded vesting over 4 years from grant date | 7 years from date of vesting | 250.00 | 250.00 |
| ESOP 2021 | 2021 - 1 | 13 April 2021 | 2,062 | Grade vesting over 4 years from grant date | 7 years from date of vesting | 141.88 | 141.88 |
| | 2021 - 2 | 13 April 2021 | 687 | 4 years from grant date | 7 years from date of vesting | 141.88 | 141.88 |
| ESOP 2023 | 2024 | 15 October 2023 | 1,39,327 | Grade vesting over 4 years from grant date | As per the scheme | 450.00 | 450.00 |
| | 2024 | 15 January 2024 | 15,000 | Grade vesting over 4 years from grant date | As per the scheme | 450.00 | 450.00 |
| | 2024 | 16 April 2024 | 34,777 | Grade vesting over 4 years from grant date | As per the scheme | 450.00 | 450.00 |
| | 2024 | 15 July 2024 | 2,60,307 | Grade vesting over 4 years from grant date | As per the scheme | 450.00 | 450.00 |
| | 2024 | 15 October 2024 | 1,26,277 | Grade vesting over 4 years from grant date | As per the scheme | 450.00 | 450.00 |
| | 2025 | 15 January 2025 | 41,237 | Grade vesting over 4 years from grant date | As per the scheme | 450.00 | 450.00 |
| | 2025 | 15 February 2025 | 4,000 | 14 months from grant date | As per the scheme | 450.00 | 450.00 |
| | 2025 | 15 February 2025 | 22,500 | 17 months from grant date | As per the scheme | 450.00 | 450.00 |
| | 2025 | 26 February 2025 | 34,000 | Grade vesting over 4 years from grant date | As per the scheme | 450.00 | 450.00 |
| | 2025 | 31 March 2025 | 6,17,500 | Grade vesting over 4 years from grant date | As per the scheme | 450.00 | 450.00 |

**Note:**

(i) The original exercise price for the shares granted under the ESOP 2019 on 16 November 2019, 15 November 2020 and 25 March 2021 was Rs. 60,532 per share. Pursuant to the Corporate Event being issuance of Bonus Equity Shares and Bonus Series A CCPS, the Company adjusted the exercise price for ESOPs under the ESOP 2019 Plan in accordance with their terms of issuance as set out in the ESOP 2019 and the exercise price was amended from Rs. 60,532 to Rs. 302.66. Further on 15 December 2021, the face value of the equity shares was sub-divided from Rs. 10 per equity share to Re. 1 per equity share resulting in adjustment of exercise price from Rs. 302.66 to Rs 30.27.

(ii) The original exercise price for the shares granted under the ESOP 2019 on 25 October 2021 and 02 December 2021 was Rs. 1,418.745 per share. Pursuant to the Corporate Event on 15 December 2021, the face value of the equity shares was sub-divided from Rs. 10 per equity share to Re. 1 per equity share, the Company adjusted the exercise price for ESOPs under the ESOP 2019 in accordance with their terms of issuance as set out in the ESOP 2019 and the amended from Rs. 1,418.75 to Rs. 141.88.

(iii) The original exercise price for the shares granted under the ESOP 2021 on 13 April 2021 was Rs. 283,749 per share. Pursuant to the Corporate Event being issuance of Bonus Equity Shares and Bonus Series A CCPS, the Company adjusted the exercise price for ESOPs under the ESOP 2021 in accordance with their terms of issuance as set out in the ESOP 2021 and the amended from Rs. 283,749 to Rs. 1,418.75. Further on December 15, 2021 the face value of the equity shares was sub-divided from Rs. 10 per equity share to Re. 1 per equity share resulting in adjustment of exercise price from Rs. 1,418.75 to Rs 141.88.

**(All amounts are in Rs. million, unless otherwise stated)**

**NOTE 40 : SHARE BASED PAYMENTS**

| Scheme | Year | For the year ended | Number of Share Options | | | | |
|---|---|---|---|---|---|---|---|
| | | | Outstanding at the beginning of the year | Granted during the year* | Forfeited/Expired during the year | Exercised during the year | Outstanding at the end of the year |
| ESOP 2019 | 2019 | 31 March 2021 | 256 | - | (15) | - | 241 |
| | | 31 March 2022 | 241 | 4,81,759 | (1,10,000) | (1,96,500) | 1,75,500 |
| | | 31 March 2023 | 1,75,500 | - | (52,000) | (54,500) | 69,000 |
| | | 31 March 2024 | 69,000 | - | (4,000) | - | 65,000 |
| | | 31 March 2025 | 65,000 | - | - | - | 65,000 |
| | 2021 | 31 March 2021 | - | 453 | - | - | 453 |
| | | 31 March 2022 | 453 | 9,05,547 | (3,08,000) | (1,20,300) | 4,77,700 |
| | | 31 March 2023 | 4,77,700 | | (61,500) | - | 4,16,200 |
| | | 31 March 2024 | 4,16,200 | - | (35,000) | - | 3,81,200 |
| | | 31 March 2025 | 3,81,200 | - | (8,000) | - | 3,73,200 |
| | 2021 | 31 March 2021 | - | 50 | - | - | 50 |
| | | 31 March 2022 | 50 | 99,950 | - | - | 1,00,000 |
| | | 31 March 2023 | 1,00,000 | - | - | - | 1,00,000 |
| | | 31 March 2024 | 1,00,000 | - | - | - | 1,00,000 |
| | | 31 March 2025 | 1,00,000 | - | - | - | 1,00,000 |
| | 2022 | 31 March 2022 | - | 24,25,150 | (42,000) | - | 23,83,150 |
| | | 31 March 2023 | 23,83,150 | - | (3,79,500) | (11,500) | 19,92,150 |
| | | 31 March 2024 | 19,92,150 | - | (3,72,820) | - | 16,19,330 |
| | | 31 March 2025 | 16,19,330 | - | (1,31,500) | - | 14,87,830 |
| | 2023 | 31 March 2023 | - | 16,41,002 | (15,700) | - | 16,25,302 |
| | | 31 March 2024 | 16,25,302 | - | (42,296) | - | 15,83,006 |
| | | 31 March 2025 | 15,83,006 | - | (82,596) | - | 15,00,410 |
| | 2024 | 31 March 2024 | - | 1,39,300 | (61,111) | - | 78,189 |
| | | 31 March 2025 | 78,189 | - | (12,167) | - | 66,022 |
| ESOP 2021 | 2021 - 1 | 31 March 2021 | - | 2,062 | - | - | 2,062 |
| | | 31 March 2022 | 2,062 | 41,21,938 | - | - | 41,24,000 |
| | | 31 March 2023 | 41,24,000 | - | (20,60,000) | - | 20,64,000 |
| | | 31 March 2024 | 20,64,000 | - | - | (50,000) | 20,14,000 |
| | | 31 March 2025 | 20,14,000 | - | - | - | 20,14,000 |
| | 2021 - 2 | 31 March 2021 | - | 687 | - | - | 687 |
| | | 31 March 2022 | 687 | 13,73,313 | - | - | 13,74,000 |
| | | 31 March 2023 | 13,74,000 | - | (13,74,000) | - | - |
| ESOP 2023 | 2024 | 31 March 2024 | - | 1,54,327 | (1,991) | - | 1,52,336 |
| | | 31 March 2025 | 1,52,336 | - | (15,000) | - | 1,37,336 |
| | 2024 | 31 March 2025 | - | 4,21,360 | (3,852) | - | 4,17,508 |
| | 2025 | 31 March 2025 | - | 7,19,237 | - | - | 7,19,237 |

* Granted during the previous year includes additional options granted upon issuance of bonus shares to existing shareholders and share split from Rs. 10 each to Re. 1 each (refer note 16(f))

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| Weighted average equity share price at the date of exercise of options during the year | 352.55 | 353.88 |
| Weighted average remaining contractual life of options (years) as at the end of the year | 7.21 | 6.77 |

The value of the underlying shares has been determined by an independent valuer. The following assumptions were used for calculation of fair value of grants in accordance with Black Scholes model:

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| Risk-free interest rate (%) | 6.62% to 7.20% | 7.01% to 7.33% |
| Expected life of options (years) [(year to vesting) + (contractual option term)/2] | 4.5 to 7.5 years | 4 to 5.5 years |
| Expected volatility (%) | 41.92% to 45.77% | 22.17% to 22.18% |
| Dividend yield | 0.00% | 0.00% |

The risk free interest rates are determined based on the zero-coupon sovereign bond yields with maturity equal to the expected term of the option. Volatility calculation is based on historical stock prices using standard deviation of daily change in stock price. The historical period is taken into account to match the expected life of the option. Dividend yield has been calculated taking into account expected rate of dividend on equity share price as on grant date.

**Effect of share based payment transactions on the Standalone statement of profit and loss:**

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| Equity settled share based payments | 86.04 | 111.56 |
| **Total expense recognized under "Employee benefits expense"** | **86.04** | **111.56** |

***(All amounts are in Rs. million, unless otherwise stated)***

**NOTE 41 : RATIOS AS REQUIRED BY SCHEDULE III TO THE COMPANIES ACT, 2013**

**A. Computation of ratios:**

| | Particulars | Numerator | Denominator | Year ended 31 March 2025 | Year ended 31 March 2024 | % variance 31 March 2025 vs 31 March 2024 |
|---|---|---|---|---|---|---|
| (i) | Current ratio (in times) | Current assets | Current liabilities | 1.05 | 1.71 | -38.28% |
| (ii)(a) | Debt-equity ratio (in times) (CCPS treated as financial liability) | Total Debt | Shareholder's Equity | 1.10 | 1.82 | -39.50% |
| (ii)(b) | Debt-equity ratio (in times) (CCPS treated as Equity) | Total Debt | Shareholder's Equity | 0.09 | 0.37 | -76.28% |
| (iii) | Debt service coverage ratio (in times) | Earnings available for debt service | Debt Service | 0.43 | 0.08 | 440.53% |
| (iv)(a) | Return on equity ratio (in %) (CCPS treated as financial liability) | Profit/(loss) after taxes – Preference Dividend (if any) | Average Shareholder's Equity | 12.71% | -10.89% | -216.73% |
| (iv)(b) | Return on equity ratio (in %) (CCPS treated as Equity) | Profit/(loss) after taxes – Preference Dividend (if any) | Average Shareholder's Equity | 6.36% | -5.38% | -218.22% |
| (v) | Inventory turnover ratio(in times) | Cost of goods sold | Average Inventory | 5.74 | 5.15 | 11.42% |
| (vi) | Trade receivables turnover ratio (in times) | Revenue from operations | Average Trade receivables | 15.17 | 14.81 | 2.45% |
| (vii) | Trade payables turnover ratio (in times) | Purchase of stock-in-trade + Other expenses | Average Trade payables | 9.06 | 11.97 | -24.34% |
| (viii) | Net capital turnover ratio (in times) | Revenue from operations | Working Capital | 51.72 | 6.19 | 735.15% |
| (ix) | Net profit ratio (in %) | Profit/(loss) for the year (after tax) | Revenue from operations | 2.10% | -1.73% | -221.43% |
| (x) | Return on capital employed (in %) | Profit/(loss) before interest and taxes | Capital Employed | 9.13% | -0.60% | -1626.79% |
| (xi) | Return on investment (in %) | Interest income from bank | Fixed deposits | 7.90% | 6.21% | 27.17% |

**Definitions:**

(a) Earning for available for debt service = Net Profit after taxes + Non-cash operating expenses like depreciation and other amortizations + Interest + other adjustments like loss on sale of Fixed assets etc.
(b) Debt service = Interest & Lease Payments + Principal Repayments
(c) Average inventory = (Opening inventory balance + Closing inventory balance) / 2
(d) Average trade receivables = (Opening trade receivables balance + Closing trade receivables balance) / 2
(e) Average trade payables = (Opening trade payables balance + Closing trade payables balance) / 2
(f) Working capital = Current assets - Current liabilities.
(g) Earning before interest and taxes = Profit before tax + Interest expense
(h) Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability
(i) Total Debt - Total debt is calculated including the financial liability in relation to CCPS issued during the year which is classified as financial liability as per Ind AS.

**B. Explanation for change in the ratio by more than 25%:**

| | Particulars | % variance 31 March 2025 vs 31 March 2024 |
|---|---|---|
| (i) | Debt service coverage ratio | Increase is mainly on account of profit during the year and decrease in borrowings at overall level |
| (ii) | Return on Equity Ratio | Increase is mainly on account of profit during the year and decrease in borrowings at overall level |
| (iii) | Trade receivables turnover ratio (in times) | Increase is mainly on account of reduction in overall trade receivables as compared to previous year |
| (iv) | Net profit ratio | Improvement is mainly on account of profit during the year as compared to previous year |
| (v) | Return on capital employed | Improvement is mainly on account of profit during the year as compared to previous year |
| (vi) | Current ratio | Decrease is mainly on account of increase in current liabilities as compared to previous year |
| (vii) | Debt-equity ratio | Increase is mainly on account of profit during the year and decrease in borrowings |
| (viii) | Net capital turnover ratio (in times) | Improvement is mainly on account of profit during the year as compared to previous year loss |
| (ix) | Return on investment (in %) | Improvement is mainly on account of increase in interest income as compared to previous year |

***(All amounts are in Rs. million, unless otherwise stated)***

**NOTE 42 : DISCLOSURES PURSUANT TO SECTION 186 OF THE COMPANIES ACT, 2013**

(i) Refer to note 6 for details of investment in subsidiary companies and joint ventures.

(ii) The Company has not given any loan or guarantee or provided any security during the year as covered under Section 186 of the Companies Act, 2013 except as disclosed below : (Also refer note 14 (iii) and 8).

**Details of loan given by the Company are as follows :**

| Name of the entity | Purpose | As at 31 March 2025 | Loan given during the period | Loan prepaid | Foreign exchange adjustment |
|---|---|---|---|---|---|
| Dive Marketing Private Limited | Working capital loan | 37.00 | - | - | - |

The above loan is repayable on demand and carries interest rate of 7% per annum.

| Name of the entity | Purpose | As at 31 March 2024 | Loan given during the year | Loan prepaid | Foreign exchange adjustment |
|---|---|---|---|---|---|
| Dive Marketing Private Limited | Working capital loan | 37.00 | 10.00 | - | - |

The above loan is repayable on demand and carries interest rate of 7% per annum.

**NOTE 43 : DISCLOSURE OF STRUCK OFF COMPANIES**

The Company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

**NOTE 44 :** The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses except for Series C CCPS issued in the year ended 31 March, 2023 and derivative liabilities . Refer note 18(viii) and note 22.

**NOTE 45 : SUBSEQUENT EVENTS**

There are no subsequent events after the balane sheet date till the date of signing of financial statements which may require adjustments.

**NOTE 46 :** No transactions to report against the following disclosure requirements as notified by MCA pursuant to amended Schedule III:

(a) Crypto Currency or Virtual Currency
(b) Benami Property held under Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder

**NOTE 47 :** Other than disclosed below, 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).

**Investments made in the equity share capital of Intermediary, during 2024-2025:**

| Name of the Intermediary | Relationship with the Company | Nature of Investment | Date | Amount |
|---|---|---|---|---|
| Imagine Marketing Singapore Pte Limited | Wholly Owned Subsidiary | 5,540,000 Equity shares of Imagine Marketing Singapore Pte Ltd having face value USD 1 (at Rs. 83.45/ USD) each, fully paid up | 04-04-2024<br>14-02-2025 | 475.42 |

**Investments made by Imagine Marketing Singapore Pte Ltd, as intermediary, during 2024-2025:**

| Investee Company | Relationship with the Company | Nature of Investment | Date | Amount |
|---|---|---|---|---|
| Kaha Pte Ltd | Wholly Owned Subsidiary | 5,640,712 Equity shares of Kaha Pte Ltd (Subsidiary Company) having face value of USD 1 each, fully paid | 05-04-2024<br>14-02-2025 | 477.04 |

**Investments made in the equity share capital of Intermediary, during 2023-2024:**

| Name of the Intermediary | Relationship with the | Nature of Investment | Date | Amount |
|---|---|---|---|---|
| Imagine Marketing Singapore Pte Limited | Wholly Owned Subsidiary | 3,000,000 Equity shares of Imagine Marketing Singapore Pte Ltd having face value USD 1 (at Rs. 82.75/ USD) each, fully paid up | 14-04-2023<br>23-02-2024 | 248.26 |

**Investments made by Imagine Marketing Singapore Pte Ltd, as intermediary, during 2023-2024:**

| Investee Company | Relationship with the Company | Nature of Investment | Date | Amount |
|---|---|---|---|---|
| Kaha Pte Ltd | Wholly Owned Subsidiary | 2,796,440 Equity shares of Kaha Pte Ltd (Subsidiary Company) having face value of USD 1 each, fully | 14-04-2023<br>23-02-2024 | 231.41 |

The above investment is in compliance with the relevant provisions of the Companies Act, 2013 and the transactions are not violative of the Prevention of Money-Laundering Act, 2002 (15 of 2003)

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.

**NOTE 48 :** Information with regards to other matters in the Companies Act are either Nil or Not applicable to the Company.

***(All amounts are in Rs. million, unless otherwise stated)***

**Note 49 Reclassifications and disclosure misstatements adjustments**

In the current year, certain material prior period errors were identified pertaining to classification and disclosure of certain items in the audited standalone financial statements for the year ended 31 March 2024. These errors have been corrected in these standalone financial statements by restating each of the affected financial statement line items as at and for the year ended 31 March 2024 as per the requirements of the applicable Ind ASs. The following table summarises the impact on the standalone financial statements:

**(I) Reclassification in Standalone Statement of Cash flows**

The Company has revised the presentation of Cash Flow Statement in the Standalone Financial Statement in order to reflect the correct classification of certain line items. Hence, amounts for the year ended 31 March 2024 have been reclassified for consistency.

| Particulars | As reported for the year ended 31 March 2024 | Adjustments | Restated for the year ended 31 March 2024 |
|---|---|---|---|
| **Net cash flow (used in) investing activities** | | | |
| -Acquisition of intangible assets including expenditure on internally generated intangible assets | - | (80.80) | (80.80) |
| -Acquisition of intangible assets | (163.31) | 163.31 | - |
| -Development expenditure on internally generated intangible assets | 82.51 | (82.51) | - |
| - Investment in Fixed deposits | (4.61) | (244.39) | (249.00) |
| - Redemption of fixed deposits | - | 244.39 | 244.39 |

**(II) Corrections in Earnings Per Share disclosure (EPS)**

The Company has revised the EPS computation after considering the correct conversion impact of its convertible instruments (Series A, Series B and Series C CCPS) (refer note 32) while computing Basic EPS & Dilutive EPS for the years ended 31 March 2024. The tables below summarise the impact of these corrections on the Company's Standalone Financial Statements:

| Particulars | As reported for the year ended 31 March 2024 | Adjustments | Restated for the year ended 31 March 2024 |
|---|---|---|---|
| Weighted average number of shares outstanding during the year for Basic EPS | 9,66,73,569 | 5,34,24,982 | 15,00,98,551 |
| Weighted average number of shares outstanding during the year for Diluted EPS** | 11,15,48,462 | 3,85,50,089 | 15,00,98,551 |
| Profit /(loss) attributable to equity shareholders (diluted) | (527.21) | (8.72) | (535.93) |
| **Earnings / (Loss) Per Share (Rs.):** | | | |
| Basic | (5.54) | 1.97 | (3.57) |
| Diluted** | (5.54) | 1.97 | (3.57) |

**Employee Stock options outstanding for 31 March 2024: 5,60,643 were excluded from the diluted weighted-average number of equity shares calculation because their effect would have been anti-dilutive.

**(III) Corrections in Commitments disclosure:**

The "Other commitments" have been removed from the Commitment note as these were neither long term in nature nor non-cancellable for 31 March 2024.

| Particulars | As reported for the year ended 31 March 2024 | Adjustments | Restated for the year ended 31 March 2024 |
|---|---|---|---|
| Other commitments | 1,784.43 | (1,784.43) | - |

**(IV) Corrections in Related Party Transactions disclosure:**

The Company identified following errors / ommissions as compared to the previously disclosed balances in its Standalone financial statements for the year ended 31 March 2024 which has now been restated. The tables below summarise the impact of these corrections on the Company's Standalone Financial Statement:

| Particulars | As reported for the year ended 31 March 2024 | Adjustments | Restated for the year ended 31 March 2024 |
|---|---|---|---|
| **Commission to Directors Payable** | | | |
| Mr. Aashish Kamat | 3.00 | (1.50) | 1.50 |
| Mr. Anand Ramamoorthy | 3.00 | (1.50) | 1.50 |
| Mr. Deven Waghani | 3.00 | (1.50) | 1.50 |
| Ms. Purvi Sheth | 3.00 | (1.50) | 1.50 |
| Mr. Vivek Gambhir | - | 1.50 | 1.50 |
| **Post employment benefits** | | | |
| Mr. Rakesh Thakur | - | 0.23 | 0.23 |

**(V)** The "Outstanding from top two customers" has been disclosed in note 37 (D), as required by Ind AS 108 "Segment Reporting" which was inadvertently ommitted in 31 March 2024.

**(VI) Other dislcosure changes:**

| Note Number | Description |
|---|---|
| Note 35A - Financial instruments by category and their fair value | The "Investments in Subsidiaries and Joint venture" and "Lease liabilities" have been removed from the note 35A, as these are not considered as a Financial Asset and Financial Liability as per Ind AS 109 "Financial Instruments" for 31 March 2024. |
| Note 35B - Fair Value Hierarchy | The "EBITDA Margin" and sensitivity has been disclosed in note no. 35(B), as required by Ind AS 109 "Financial Instruments" for 31 March 2024.<br>The Forecast annual revenue growth rate sensitivity has been disclosed in note no. 35(B), as required by Ind AS 109 "Financial Instruments" for 31 March 2024. |
| Note 15 - Other Assets | The Company has disclosed the outstanding advance amount pertaining to advance to suppliers in foreign currency on account of non-compliance with Master Circulars issued by the Reserve Bank of India with respect to prescribed timelines of receipt of goods against the advances given or remittance of money back into India , as a part of restatement adjustments due to inadvertent omission for year ended 31 March 2024. |

As per our report of even date attached

For **B S R & Co. LLP**

*Chartered Accountants*
Firm Registration No. 101248W/W-100022

AMAR SUNDER Digitally signed by AMAR SUNDER Date: 2025.06.17 22:41:19 +05'30'

**Amar Sunder**
*Partner*
Membership No: 078305
Place : Mumbai
Date : 17th June 2025

For and on behalf of the Board of Directors of
**Imagine Marketing Limited**

CIN: U52300MH2013PLC249758

SAMEER ASHOK MEHTA Digitally signed by SAMEER ASHOK MEHTA Date: 2025.06.17 22:03:17 +05'30'

**Sameer Mehta**
*Director and CEO*
DIN: 02945481
Place : Bengaluru
Date : 17th June 2025

Aman Gupta Digitally signed by Aman Gupta Date: 2025.06.17 22:06:23 +05'30'

**Aman Gupta**
*Director*
DIN: 02249682
Place : Paris
Date : 17th June 2025

RAKESH THAKUR Digitally signed by RAKESH THAKUR Date: 2025.06.17 21:59:40 +05'30'

**Rakesh Thakur**
*Group Chief Financial Officer*

Place : Mumbai
Date : 17th June 2025

SHREEKANT JAYRAM SAWANT Digitally signed by SHREEKANT JAYRAM SAWANT Date: 2025.06.17 22:09:31 +05'30'

**Shreekant Sawant**
*Company Secretary and Compliance Officer*
(A-30705)
Place : Mumbai
Date : 17th June 2025

B S R & Co. LLP
Chartered Accountants

14th Floor, Central B Wing and North C Wing
Nesco IT Park 4, Nesco Center
Western Express Highway
Goregaon (East), Mumbai – 400 063, India
Telephone: +91 (22) 6257 1000
Fax: +91 (22) 6257 1010

# Independent Auditor's Report

## To the Members of Imagine Marketing Limited

## Report on the Audit of the Consolidated Financial Statements

### Opinion

We have audited the consolidated financial statements of Imagine Marketing Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), its associate and its joint venture, which comprise the consolidated balance sheet as at 31 March 2025, and the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of the other auditors on separate financial statements of such subsidiaries and joint venture as were audited by the other auditors, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, its associate and joint venture as at 31 March 2025, of its consolidated profit and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group, its associate and joint venture in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence obtained by us along with the consideration of reports of the other auditors referred to in paragraph (a) of the "Other Matters" section below, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

### Emphasis of Matter

We draw attention to Note 51 to the Consolidated Financial Statements which more fully explains the effect of the prior period errors pertaining to the classification and disclosure of certain items in the Consolidated Financial Statements for the year ended 31 March 2024. As explained in the said note, management has presented the comparative information as at and for the year ended 31 March 2024 which has been restated in accordance with the requirements of applicable IND ASs.

Our opinion is not modified in respect of this matter.

### Management's and Board of Directors Responsibilities for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit/ loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group including its associate and joint venture in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Management and Board of Directors of the Companies included in the Group and of its associate and joint venture are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group and of its associate and joint venture are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and the respective Board of Directors of its associate and joint venture are responsible for overseeing the financial reporting process of each company.

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

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 SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.

- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group, its associate and joint venture to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated 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 such entities or business activities within the Group, its associate and joint venture to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in paragraph (a) of the section titled "Other Matters" in this audit report.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

## Other Matters

a. We did not audit the financial statements of four subsidiaries, whose financial statements reflect total assets (before consolidation adjustments) of Rs. 3,417.07 million as at 31 March 2025, total revenues (before consolidation adjustments) of Rs. 464.36 million and net cash outflows (before consolidation adjustments) amounting to Rs. 16.72 million for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net profit (and other comprehensive income) of Rs. 92.39 million for the year ended 31 March 2025, in respect of one joint venture, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and joint venture, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and joint venture is based solely on the reports of the other auditors.

   Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of this matter with respect to our reliance on the work done and the reports of the other auditors.

b. The consolidated financial statements include the Group's share of net loss (and other comprehensive income) of Rs. (6.01) million for the year ended 31 March 2025, as considered in the consolidated financial statements, in respect of an associate, whose financial information have not been audited by us or by other auditors. This unaudited financial information have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this associate, and our report in terms of sub-section (3) of Section 143 of the Act in so far as it relates to the aforesaid associate, is based solely on such unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, this financial information is not material to the Group.

   Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of this matter with respect to the financial information certified by the Management.

## Report on Other Legal and Regulatory Requirements

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

2 A. As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditors on separate financial statements of such subsidiaries and joint venture as were audited by other auditors, as noted in the "Other Matters" paragraph, we report, to the extent applicable, that:

   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

   b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors except for the matters stated in the paragraph 2(B)(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

   c. The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

   d. In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.

   e. On the basis of the written representations received from the directors of the Holding Company as on 01 April 2025 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiaries and joint venture incorporated in India, none of the directors of the Group companies, its joint venture incorporated in India is disqualified as on 31 March 2025 from being appointed as a director in terms of Section 164(2) of the Act.

   f. the modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2(A)(b) above on reporting under Section 143(3)(b) of the Act and paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

   g. With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies and joint venture company incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements of the subsidiaries and joint venture, as noted in the "Other Matters" paragraph:

   a. The consolidated financial statements disclose the impact of pending litigations as at 31 March 2025 on the consolidated financial position of the Group and its joint venture. Refer Note 33 to the consolidated financial statements.

   b. The Group and its joint venture did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended 31 March 2025.

   c. There are no amounts which are required to be transferred to the Investor Education and Protection Fund by the Holding Company or its subsidiary companies, and joint venture company incorporated in India during the year ended 31 March 2025.

d (i) The respective management of the Holding Company and its subsidiary companies and joint venture company incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiary companies and joint venture company respectively that, to the best of their knowledge and belief, other than as disclosed in the Note 49 to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiary companies and joint venture company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of such subsidiary companies and joint venture company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(ii) The respective management of the Holding Company and its subsidiary companies and joint venture company incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiary companies and joint venture company respectively that, to the best of their knowledge and belief, as disclosed in the Note 49 to the consolidated financial statements, no funds have been received by the Holding Company or any of such subsidiary companies and joint venture company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiary companies and joint venture company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiary companies and joint venture company incorporated in India whose financial statements have been audited under the Act, nothing has come to our or the other auditors notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.

e. The interim dividend declared and paid by the joint venture company incorporated in India during the year is in accordance with Section 123 of the Act. The Holding Company and its subsidiary companies incorporated in India have neither declared nor paid any dividend during the year.

f. Based on our examination which included test checks and that performed by the respective auditors of the subsidiary companies and joint venture company incorporated in India whose financial statements have been audited under the Act, except for the instances mentioned below, the Holding Company and its subsidiary companies and joint venture company have used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective softwares:

In respect of the Holding Company and the two subsidiary companies, the feature of recording audit trail (edit log) facility was not enabled at the database level for the accounting software related to general ledger to log any direct data changes. In respect of the Holding Company, for the accounting software for inventory operated by a third-party software service provider, in the absence of an independent auditor's report for controls regarding audit trail feature at service organizations, we are unable to comment whether audit trail feature for the said software was enabled and operated throughout the year for recording all relevant transactions in the software or whether there were any instances of the audit trail feature being tampered with.

Further, where audit trail (edit log) facility was enabled and operated throughout the year, we and respective auditors of such subsidiary companies and joint venture company did not come across any instance of audit trail feature being tampered with. Additionally, except where audit trail (edit log) facility was not enabled in the previous year, the audit trail has been preserved by the Holding Company, subsidiary companies and joint venture company as per the statutory requirements for record retention.

C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act

In our opinion and according to the information and explanations given to us and based on the report of the statutory auditor of such subsidiary companies incorporated in India which was not audited by us, the remuneration paid during the current year by the Holding Company and its subsidiary companies to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company and its subsidiary companies is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us. Further, based on the report of the statutory auditor of joint venture company incorporated in India which was not audited by us, the Company being a private company, Section 197 of the Act related to the managerial remuneration is not applicable.

For **B S R & Co. LLP**

*Chartered Accountants*

Firm's Registration No.:101248W/W-100022

AMAR SUNDER

Digitally signed by AMAR SUNDER Date: 2025.06.17 23:34:59 +05'30'

**Amar Sunder**

*Partner*

Place: Mumbai

Membership No.: 078305

Date: 17 June 2025

ICAI UDIN:25078305BMKYHY1448

## Annexure A to the Independent Auditor's Report on the Consolidated Financial Statements of Imagine Marketing Limited for the year ended 31 March 2025

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

(xxi) In our opinion and according to the information and explanations given to us, following companies incorporated in India and included in the consolidated financial statements, have unfavourable remarks, qualification or adverse remarks given by the respective auditors in their reports under the Companies (Auditor's Report) Order, 2020 (CARO):

| Sr. No. | Name of the entities | CIN | Holding Company/Subsidiary | Clause number of the CARO report which is unfavourable or qualified or adverse |
|---|---|---|---|---|
| 1. | Imagine Marketing Limited | U52300MH2013PLC249758 | Holding Company | 3(ii)(b)<br>3(iii)(c)<br>3(vii)(a) |
| 2. | Dive Marketing Private Limited | U52520MH2021PTC361514 | Subsidiary Company | 3(xvii) |

For **B S R & Co. LLP**

*Chartered Accountants*

Firm's Registration No.:101248W/W-100022

AMAR SUNDER Digitally signed by AMAR SUNDER Date: 2025.06.17 23:35:37 +05'30'

**Amar Sunder**

*Partner*

Place: Mumbai
Membership No.: 078305

Date: 17 June 2025
ICAI UDIN:25078305BMKYHY1448

# Annexure B to the Independent Auditor's Report on the consolidated financial statements of Imagine Marketing Limited for the year ended 31 March 2025

## Report on the internal financial controls with reference to the aforesaid consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

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

## Opinion

In conjunction with our audit of the consolidated financial statements of Imagine Marketing Limited (hereinafter referred to as "the Holding Company") as of and for the year ended 31 March 2025, we have audited the internal financial controls with reference to financial statements of the Holding Company and such companies incorporated in India under the Act which are its subsidiary company and joint venture company, as of that date.

In our opinion and based on the consideration of reports of the other auditors on internal financial controls with reference to financial statements of subsidiary company and joint venture company as were audited by the other auditors, the Holding Company and such companies incorporated in India which are its subsidiary company and joint venture company, have, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2025, based on the internal financial controls with reference to financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

## Management's and Board of Directors' Responsibilities for Internal Financial Controls

The respective Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the respective company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

## Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the relevant subsidiary company and joint venture company in terms of their reports referred to in the

## Annexure B to the Independent Auditor's Report on the consolidated financial statements of Imagine Marketing Limited for the year ended 31 March 2025 *(Continued)*

Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to financial statements.

### Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

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

### Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements insofar as it relates to one subsidiary company and one joint venture company, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

Our opinion is not modified in respect of above matters.

For **B S R & Co. LLP**

*Chartered Accountants*

Firm's Registration No.:101248W/W-100022

AMAR SUNDER

Digitally signed by AMAR SUNDER
Date: 2025.06.17 23:36:02 +05'30'

**Amar Sunder**

*Partner*

Place: Mumbai

Membership No.: 078305

Date: 17 June 2025

ICAI UDIN:25078305BMKYHY1448

## Imagine Marketing Limited

**Consolidated Balance Sheet**

**As at 31 March 2025**

*(All amounts are in Rs. million, unless otherwise stated)*

| Particulars | Notes | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|---|
| **ASSETS** | | | |
| **NON-CURRENT ASSETS** | | | |
| Property, plant and equipment | *3* | 187.11 | 219.17 |
| Right-of-use assets | *4* | 185.41 | 280.41 |
| Goodwill | *5(A)* | 1,783.84 | 1,783.84 |
| Other Intangible assets | *5(A)* | 1,082.97 | 1,318.14 |
| Intangible assets under development | *5(B)* | 22.43 | - |
| Investments accounted for using the equity method | *6* | 322.60 | 480.20 |
| Financial assets | | | |
| Other financial assets | *8* | 38.51 | 42.37 |
| Deferred tax assets (net) | *9* | 362.87 | 553.91 |
| Income tax assets (net) | *9* | 123.75 | 220.11 |
| Other non-current assets | *10* | 3.51 | 3.40 |
| **TOTAL NON-CURRENT ASSETS** | | **4,113.00** | **4,901.55** |
| **CURRENT ASSETS** | | | |
| Inventories | *11* | 3,258.12 | 4,310.06 |
| Financial assets | | | |
| Investments | *7* | 831.95 | - |
| Trade receivables | *12* | 2,545.41 | 1,507.96 |
| Cash and cash equivalents | *13* | 837.68 | 604.45 |
| Bank balances other than cash and cash equivalents | *14* | 1,990.00 | 1,935.00 |
| Loans | *15* | 0.54 | 0.04 |
| Other financial assets | *8* | 133.04 | 164.06 |
| Other current assets | *10* | 2,099.68 | 3,632.13 |
| **TOTAL CURRENT ASSETS** | | **11,696.42** | **12,153.70** |
| **TOTAL ASSETS** | | **15,809.42** | **17,055.25** |
| **EQUITY AND LIABILITIES** | | | |
| **EQUITY** | | | |
| Equity share capital | *16* | 96.15 | 96.15 |
| Instruments entirely equity in nature | *16* | 108.71 | 108.71 |
| Other equity | *17* | 4,506.36 | 3,868.00 |
| **TOTAL EQUITY** | | **4,711.22** | **4,072.86** |
| **LIABILITIES** | | | |
| **NON-CURRENT LIABILITIES** | | | |
| Financial liabilities | | | |
| Borrowings | *18* | - | 5,039.95 |
| Lease liabilities | *19* | 114.79 | 197.48 |
| Provisions | *20* | 31.93 | 22.53 |
| Deferred tax liabilities (net) | *9* | 107.60 | 166.89 |
| **TOTAL NON-CURRENT LIABILITIES** | | **254.32** | **5,426.85** |
| **CURRENT LIABILITIES** | | | |
| Financial liabilities | | | |
| Borrowings | *18* | 5,648.81 | 3,561.92 |
| Lease liabilities | *19* | 83.23 | 82.93 |
| Trade payables | | | |
| Total outstanding dues of micro enterprises and small enterprises | *21* | 276.79 | 91.08 |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | *21* | 3,434.56 | 2,109.57 |
| Other financial liabilities | *22* | 139.87 | 489.77 |
| Other current liabilities | *23* | 151.43 | 101.17 |
| Provisions | *20* | 1,109.19 | 1,119.10 |
| **TOTAL CURRENT LIABILITIES** | | **10,843.88** | **7,555.54** |
| **TOTAL LIABILITIES** | | **11,098.20** | **12,982.39** |
| **TOTAL EQUITY AND LIABILITIES** | | **15,809.42** | **17,055.25** |
| **Basis of preparation, measurement and material accounting policies** | *2* | | |

The accompanying notes 3 to 51 are an integral part of these Consolidated Financial Statements.

As per our report of even date attached

For **B S R & Co. LLP**
*Chartered Accountants*
Firm Registration No. 101248W/W-100022

AMAR SUNDER Digitally signed by AMAR SUNDER Date: 2025.06.17 23:37:04 +05'30'

**Amar Sunder**
*Partner*
Membership No: 078305
Place : Mumbai
Date : 17 June, 2025

For and on behalf of the Board of Directors of
**Imagine Marketing Limited**
CIN: U52300MH2013PLC249758

SAMEER ASHOK MEHTA Digitally signed by SAMEER ASHOK MEHTA Date: 2025.06.17 23:14:59 +05'30'

**Sameer Mehta**
*Director & CEO*
DIN: 02945481
Place : Bengaluru
Date : 17 June, 2025

Aman Gupta Digitally signed by Aman Gupta Date: 2025.06.17 23:16:50 +05'30'

**Aman Gupta**
*Director*
DIN: 02249682
Place : Paris
Date : 17 June, 2025

RAKESH THAKUR Digitally signed by RAKESH THAKUR Date: 2025.06.17 23:12:27 +05'30'

**Rakesh Thakur**
*Group Chief Financial Officer*

Place : Mumbai
Date : 17 June, 2025

SHREEKANT JAYRAM SAWANT Digitally signed by SHREEKANT JAYRAM SAWANT Date: 2025.06.17 23:18:44 +05'30'

**Shreekant Sawant**
*Company Secretary and Compliance Officer*
(A-30705)
Place : Mumbai
Date : 17 June, 2025

**Imagine Marketing Limited**
**Consolidated Statement of Profit and Loss**
**For the year ended 31 March 2025**
***(All amounts are in Rs. million, unless otherwise stated)***

| Particulars | Notes | Year ended 31 March 2025 | Year ended 31 March 2024 (Restated) |
|---|---|---|---|
| **INCOME** | | | |
| Revenue from operations | *24* | 30,732.77 | 31,176.74 |
| Other income | *25* | 245.37 | 176.72 |
| **TOTAL INCOME** | | **30,978.14** | **31,353.46** |
| **EXPENSES** | | | |
| Purchases of stock-in-trade | *26* | 20,697.81 | 22,711.25 |
| Changes in inventories of stock-in-trade | *27* | 1,051.94 | 391.69 |
| Employee benefits expense | *28* | 1,348.04 | 1,305.19 |
| Finance costs | *29* | 278.85 | 683.69 |
| Depreciation and amortisation expense | *30* | 399.32 | 355.86 |
| Other expenses | *31* | 6,627.58 | 6,888.22 |
| **TOTAL EXPENSES** | | **30,403.54** | **32,335.90** |
| **Profit/(Loss) before exceptional items, share of profit/(losses) of associate and joint venture and tax** | | **574.60** | **(982.44)** |
| **Share of profit of associate and joint venture (net of tax)** | | 86.39 | 19.91 |
| **Profit/(Loss) Before Exceptional Items and Tax** | | **660.99** | **(962.53)** |
| Add: Exceptional item on sale of investment in associate | *48* | 86.03 | - |
| **Profit/(Loss) before tax** | | **747.02** | **(962.53)** |
| **Tax expense/(credit)** | | | |
| Current tax | | 4.32 | 6.84 |
| Deferred tax expense/(credit) | | 131.90 | (172.53) |
| **Total tax expense/(credit)** | | **136.22** | **(165.69)** |
| **PROFIT/(LOSS) FOR THE YEAR (A)** | | **610.80** | **(796.84)** |
| **OTHER COMPREHENSIVE INCOME** | | | |
| *Items that will not be reclassified subsequently to profit or loss* | | | |
| Remeasurements of the net defined benefit plans | | (0.61) | 4.32 |
| Less: Income tax relating to items that will not be reclassified to profit or loss | | 0.15 | (1.09) |
| *Items that will be reclassified subsequently to profit or loss* | | | |
| Exchange differences in translating financial statements of foreign operations* | | (6.21) | 56.20 |
| **OTHER COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX (B)** | | **(6.67)** | **59.43** |
| **TOTAL COMPREHENSIVE INCOME FOR THE YEAR (A+B)** | | **604.13** | **(737.41)** |
| **Profit/(Loss) for the year attributable to:** | | | |
| Owners of the Company | | 610.80 | (796.84) |
| **Other comprehensive income for the year attributable to:** | | | |
| Owners of the Company | | (6.67) | 59.43 |
| **Total comprehensive income for the year attributable to:** | | | |
| Owners of the Company | | 604.13 | (737.41) |
| **Earnings/(Loss) per equity share (face value of Re. 1 each)** | | | |
| Basic (Rs.) # | *32* | 4.07 | (5.31) |
| Diluted (Rs.) # | *32* | 4.05 | (5.31) |
| **Basis of preparation, measurement and material accounting policies** | *2* | | |

* the number for exchange differences in translating financial statements of foreign operations have been restated from Rs (56.20 millions) to Rs. 56.20 millions as a part of restatement adjustments for the year ended 31 March 2024 (refer note 51).
# the Basic and Diluted EPS have been restated and is forming part of restatement adjustments for the year ended 31 March 2024 (refer note 51)
The accompanying notes 3 to 51 are an integral part of these Consolidated Financial Statements.

As per our report of even date attached

For **B S R & Co. LLP**
*Chartered Accountants*
Firm Registration No. 101248W/W-100022

AMAR SUNDER Digitally signed by AMAR SUNDER Date: 2025.06.17 23:37:48 +05'30'

**Amar Sunder**
*Partner*
Membership No: 078305
Place : Mumbai
Date : 17 June, 2025

For and on behalf of the Board of Directors of
**Imagine Marketing Limited**
CIN: U52300MH2013PLC249758

SAMEER ASHOK MEHTA Digitally signed by SAMEER ASHOK MEHTA Date: 2025.06.17 23:15:19 +05'30'

**Sameer Mehta**
*Director & CEO*
DIN: 02945481
Place : Bengaluru
Date : 17 June, 2025

Aman Gupta Digitally signed by Aman Gupta Date: 2025.06.17 23:17:10 +05'30'

**Aman Gupta**
*Director*
DIN: 02249682
Place : Paris
Date : 17 June, 2025

RAKESH THAKUR Digitally signed by RAKESH THAKUR Date: 2025.06.17 23:13:02 +05'30'

**Rakesh Thakur**
*Group Chief Financial Officer*

Place : Mumbai
Date : 17 June, 2025

SHREEKANT JAYRAM SAWANT Digitally signed by SHREEKANT JAYRAM SAWANT Date: 2025.06.17 23:19:11 +05'30'

**Shreekant Sawant**
*Company Secretary and Compliance Officer*
(A-30705)
Place : Mumbai
Date : 17 June, 2025

## Imagine Marketing Limited
**Consolidated Statement of Changes in Equity**
**For the year ended 31 March 2025**
***(All amounts are in Rs. million, unless otherwise stated)***

**A. EQUITY SHARE CAPITAL**

| Particulars | Number of Shares | Amount |
|---|---|---|
| **ISSUED, SUBSCRIBED AND PAID UP CAPITAL** | | |
| Equity Shares of ₹ 1/- each fully paid up | | |
| **Balance at 01 April 2023** | **9,60,96,300** | **96.10** |
| Changes in equity share capital during the year | 50,000 | 0.05 |
| **Balance at 31 March 2024** | **9,61,46,300** | **96.15** |
| Changes in equity share capital during the year | - | - |
| **Balance at 31 March 2025** | **9,61,46,300** | **96.15** |

**B. INSTRUMENTS ENTIRELY EQUITY IN NATURE**

| Particulars | Series A CCPS* | | Series B CCPS ** | |
|---|---|---|---|---|
| | Number of Shares | Amount | Number of Shares | Amount |
| **ISSUED, SUBSCRIBED AND PAID UP CAPITAL** | | | | |
| **Balance at 01 April 2023** | **5,10,000** | **5.10** | **17,269** | **103.61** |
| Changes in preference share capital during the year | - | - | - | - |
| **Balance at 31 March 2024** | **5,10,000** | **5.10** | **17,269** | **103.61** |
| Changes in preference share capital during the year | - | - | - | - |
| **Balance at 31 March 2025** | **5,10,000** | **5.10** | **17,269** | **103.61** |

* Series A CCPS represents 0.01% Non-cumulative compulsorily convertible preference shares of Rs 10 each, fully paid up
** Series B CCPS represents 0.01% Cumulative compulsorily convertible preference shares of Rs 6,000 each, fully paid up

**C. OTHER EQUITY**

| Particulars | *Attributable to owners of the Company* | | | | | |
|---|---|---|---|---|---|---|
| | Reserves and Surplus | | | | Items of OCI | Total Other Equity |
| | Securities Premium | General Reserve | Share Options Outstanding Account | Retained Earnings | Foreign Currency Translation Reserve | |
| **Balance at 01 April 2023** | **3,708.07** | **11.25** | **198.22** | **621.71** | **(52.44)** | **4,486.81** |
| (Loss) for the year | - | - | - | (796.84) | - | (796.84) |
| Other comprehensive income for the year | - | - | - | 3.23 | 56.20 | 59.43 |
| **Total comprehensive income for the year** | - | - | - | **(793.61)** | **56.20** | **(737.41)** |
| Share-based payments to employees | - | - | 111.56 | - | - | 111.56 |
| Issue of equity shares on exercise of employee stock options | 9.27 | - | (2.23) | - | - | 7.04 |
| **Balance at 31 March 2024** | **3,717.34** | **11.25** | **307.55** | **(171.90)** | **3.76** | **3,868.00** |
| Profit for the year | - | - | - | **610.80** | | 610.80 |
| Other comprehensive income for the year | - | - | - | (0.46) | (6.21) | (6.67) |
| **Total comprehensive income for the year** | - | - | - | **610.34** | **(6.21)** | **604.13** |
| Share-based payments to employees | - | - | 86.04 | - | - | 86.04 |
| Share issue expenses (refer note 8) | (51.81) | - | - | - | - | (51.81) |
| Issue of equity shares on exercise of employee stock options | - | - | - | - | - | - |
| **Balance at 31 March 2025** | **3,665.53** | **11.25** | **393.59** | **438.44** | **(2.45)** | **4,506.36** |

Refer note 17B for nature and purpose of reserves.

**Basis of preparation, measurement and material accounting policies (refer note 2)**
The accompanying notes 3 to 51 are an integral part of these Consolidated Financial Statements.
As per our report of even date attached

For **B S R & Co. LLP**
*Chartered Accountants*
Firm Registration No. 101248W/W-100022

AMAR SUNDER Digitally signed by AMAR SUNDER Date: 2025.06.17 23:38:32 +05'30'

**Amar Sunder**
*Partner*
Membership No: 078305
Place : Mumbai
Date : 17 June, 2025

For and on behalf of the Board of Directors of
**Imagine Marketing Limited**
CIN: U52300MH2013PLC249758

SAMEER ASHOK MEHTA Digitally signed by SAMEER ASHOK MEHTA Date: 2025.06.17 23:15:34 +05'30'

**Sameer Mehta**
*Director & CEO*
DIN: 02945481
Place : Bengaluru
Date : 17 June, 2025

Aman Gupta Digitally signed by Aman Gupta Date: 2025.06.17 23:17:29 +05'30'

**Aman Gupta**
*Director*
DIN: 02249682
Place : Paris
Date : 17 June, 2025

RAKESH THAKUR Digitally signed by RAKESH THAKUR Date: 2025.06.17 23:13:18 +05'30'

**Rakesh Thakur**
*Group Chief Financial Officer*

Place : Mumbai
Date : 17 June, 2025

SHREEKANT JAYRAM SAWANT Digitally signed by SHREEKANT JAYRAM SAWANT Date: 2025.06.17 23:19:35 +05'30'

**Shreekant Sawant**
*Company Secretary and Compliance Officer*
(A-30705)
Place : Mumbai
Date : 17 June, 2025

## Imagine Marketing Limited

**Consolidated Statement of Cash Flow**

**For the year ended 31 March 2025**

***(All amounts are in Rs. million, unless otherwise stated)***

| **Particulars** | **Year ended 31 March 2025** | **Year ended 31 March 2024 (Restated)** |
|---|---|---|
| **CASH FLOWS FROM OPERATING ACTIVITIES** | | |
| Profit / (Loss) before tax | 747.02 | (962.53) |
| *Adjustments for:* | | |
| Share of Profit of associates and joint venture (net of tax) | (86.39) | (19.91) |
| Exceptional item | 86.03 | - |
| Depreciation and amortisation expense | 399.32 | 355.86 |
| Impairment expense | 7.73 | - |
| Share based payment expense | 86.04 | 111.56 |
| Interest on fixed deposits from banks | (170.29) | (137.26) |
| Interest income from others | (2.72) | (2.40) |
| Fair valuation (gain) from investments designated at FVTPL (net) | (23.82) | (0.15) |
| Gain on derecognition of leases | (0.16) | (2.28) |
| Fair value loss on account of changes in financial liabilities | 6.52 | 8.72 |
| Finance cost | 278.85 | 683.69 |
| Provision/(Reversal) for loss allowance for trade receivables | 18.67 | (62.23) |
| Provision for doubtful advances | 145.59 | 104.26 |
| Provision/(Reversal) for slow and non moving inventory (net) | (589.32) | 758.33 |
| Loss on Sale/Disposal of tangible and intangible assets (net) | 0.20 | 1.07 |
| Unrealised foreign exchange loss (net) | 13.88 | 0.49 |
| Loss on derivative contracts | 14.51 | - |
| **Operating Profit before working capital changes** | **931.66** | **837.22** |
| *Adjustments for :* | | |
| Decrease/(Increase) in inventories | 1,641.26 | (366.64) |
| (Increase)/Decrease in trade receivables | (1,056.12) | 1,312.34 |
| (Increase)/Decrease in loans | (0.50) | 0.41 |
| (Increase)/Decrease in other financial assets | 0.13 | 105.52 |
| Decrease in other current and non-current assets | 1,386.75 | 2,062.45 |
| Increase/(Decrease) in trade payables | 1,336.57 | (395.30) |
| Increase in other financial liabilities * | 36.47 | 9.42 |
| Increase/(Decrease) in other current liabilities | 50.25 | (50.11) |
| Increase/(Decrease) in current and non-current provisions | (2.71) | 466.01 |
| **Cash generated from operations#** | **4,323.76** | **3,981.32** |
| Taxes paid (net of refunds) | 92.04 | (47.25) |
| **Net Cash flows generated from operating activities (A)*** | **4,415.79** | **3,934.08** |
| **CASH FLOWS FROM INVESTING ACTIVITIES** | | |
| Dividend received from Joint Venture | 30.00 | - |
| Sale of Investment in associate/(Investment made in equity shares of joint venture) (net of exceptional items) | 127.96 | (165.00) |
| (Investment in) / Redemption of Mutual Funds (net) | (808.13) | 8.29 |
| Acquisition of property, plant and equipment | (50.33) | (199.67) |
| Proceeds from sale of property, plant and equipment | 0.10 | 78.87 |
| Acquisition of intangible assets including expenditure on internally generated intangible assets# | (22.84) | (82.85) |
| Redemption of fixed deposits * | (4,995.00) | 244.39 |
| Investment in fixed deposits * | 5,075.00 | (249.00) |
| Payment of deferred consideration # | (470.85) | (224.53) |
| Interest on fixed deposits | 176.38 | 215.32 |
| **Net cash flow (used in) investing activities (B)** | **(937.71)** | **(374.18)** |
| **CASH FLOWS FROM FINANCING ACTIVITIES** | | |
| Proceeds from issue of equity shares, including securities premium | - | 7.09 |
| (Repayment) of short-term borrowings (net) | (2,959.58) | (3,767.96) |
| Principal repayment of lease liabilities | (85.02) | (87.74) |
| Interest repayment of lease liabilities | (21.50) | (24.66) |
| Interest and other borrowing costs paid | (172.56) | (612.40) |
| **Net cash flows (used in) financing activities (C)** | **(3,238.66)** | **(4,485.67)** |

## Imagine Marketing Limited
**Consolidated Statement of Cash Flow**
**For the year ended 31 March 2025**

*(All amounts are in Rs. million, unless otherwise stated)*

| Particulars | As at 31 March 2025 | As at 31 March 2024 (Restated) |
|---|---|---|
| Effect of exchange differences on translation of foreign currency | (6.21) | 56.20 |
| **Net increase/ (decrease) in cash and cash equivalents (A+B+C)** | **233.23** | **(869.58)** |
| **Cash and cash equivalents at the beginning of the year** | **604.45** | **1,474.03** |
| **Cash and cash equivalents at the end of the year (refer note below)** | **837.68** | **604.45** |
| **Components of cash and cash equivalents:** | | |
| Cash on hand | 0.35 | 0.86 |
| Balance with banks | | |
| In current accounts | 696.04 | 463.59 |
| In deposits with original maturity of less than 3 months | 141.29 | 140.00 |
| **Total cash and cash equivalents (refer note 13)** | **837.68** | **604.45** |

#Refer note 41 for Business Combination
The above Consolidated cash flow from operating activities has been prepared under the 'Indirect Method' as set out in Ind AS 7, 'Statement of Cash Flows'.

*# These amounts have been restated as a part of restatement adjustments in the above table as at 31 March 2024. (Refer Note 51)

**Reconciliation between opening and closing balance sheet for liabilities arising from financing activities:**

| Particulars | Opening balance 1 April 2024 | Cash flows | Non- cash movement* | Closing balance 31 March 2025 |
|---|---|---|---|---|
| Loan repayable on demand | 3,561.90 | (2,959.58) | - | 602.32 |
| Interest on borrowings | - | (172.56) | 172.56 | - |
| Leases | 280.41 | (106.52) | 24.13 | 198.02 |
| Proceeds from issue of equity capital | 106.41 | - | - | 106.41 |
| Proceeds from issue of preference shares classified as financial liability | 5,039.95 | - | 6.52 | 5,046.47 |
| Expenses incurred for issuance of preference share capital | (12.07) | - | - | (12.07) |
| **Total liabilities from financing activities** | **8,976.60** | **(3,238.66)** | **203.21** | **5,941.15** |

**Reconciliation between opening and closing balance sheet for liabilities arising from financing activities:**

| Particulars | Opening balance 1 April 2023 | Cash flows | Non- cash movement* | Closing balance 31 March 2024 |
|---|---|---|---|---|
| Loan repayable on demand | 7,329.86 | (3,767.96) | - | 3,561.90 |
| Interest on borrowings | 6.88 | (612.40) | 605.52 | - |
| Leases | 188.49 | (112.40) | 204.32 | 280.41 |
| Proceeds from issue of equity capital | 99.32 | 7.09 | - | 106.41 |
| Proceeds from issue of preference shares classified as financial liability | 5,031.23 | - | 8.72 | 5,039.95 |
| Expenses incurred for issuance of preference share capital | (12.07) | - | - | (12.07) |
| **Total liabilities from financing activities** | **12,643.71** | **(4,485.67)** | **818.56** | **8,976.60** |

*Non-cash movement represents:
- With respect to borrowings, accrual of interest on liability component of compound financial instruments and reclassification of liability component to Instrument entirely equity in nature
- With respect to leases, accrual of interest on lease liabilities.
- With respect to preference shares, fair value loss on account of fair valuation of financial liability.
- With respect to interest on borrowings, non cash movement is on account of charge in the current year to the statement of profit and loss.

The accompanying notes 3 to 51 are an integral part of these Consolidated Financial Statements.

As per our report of even date attached

**For B S R & Co. LLP**
*Chartered Accountants*
Firm Registration No. 101248W/W-100022

AMAR SUNDER Digitally signed by AMAR SUNDER Date: 2025.06.17 23:39:47 +05'30'

**Amar Sunder**
*Partner*
Membership No: 078305
Place : Mumbai
Date : 17 June, 2025

For and on behalf of the Board of Directors of
**Imagine Marketing Limited**
CIN: U52300MH2013PLC249758

SAMEER ASHOK MEHTA Digitally signed by SAMEER ASHOK MEHTA Date: 2025.06.17 23:15:50 +05'30'

**Sameer Mehta**
*Director & CEO*
DIN: 02945481
Place : Bengaluru
Date : 17 June, 2025

Aman Gupta Digitally signed by Aman Gupta Date: 2025.06.17 23:17:49 +05'30'

**Aman Gupta**
*Director*
DIN: 02249682
Place : Paris
Date : 17 June, 2025

RAKESH THAKUR Digitally signed by RAKESH THAKUR Date: 2025.06.17 23:13:34 +05'30'

**Rakesh Thakur**
*Chief Financial Officer*

Place : Mumbai
Date : 17 June, 2025

SHREEKANT JAYRAM SAWANT Digitally signed by SHREEKANT JAYRAM SAWANT Date: 2025.06.17 23:19:57 +05'30'

**Shreekant Sawant**
*Company Secretary and Compliance Officer*
(A-30705)
Place : Mumbai
Date : 17 June, 2025

*(All amounts are in Rs. million, unless otherwise stated)*

## 1. GROUP INFORMATION

Imagine Marketing Limited ("Holding Company" or "Company") was incorporated on 1 November 2013 under the erstwhile Companies Act, 1956. The registered office of the Holding Company is in Mumbai, Maharashtra, India. The principal place of business of the Holding Company is in India. The Holding Company is engaged in the business of trading of digital-first consumer technology products such as headphones, earphones, speakers, wearables and related accessories.

**a. Subsidiary**

| Name of the company | Country of incorporation | Principal activities | Effective date of control | Proportion (%) of equity interest As at 31 March 2025 |
|---|---|---|---|---|
| Dive Marketing Private Limited | India | Sub-license of brand | 03-Jun-2021 | 100% |
| HOB Ventures Private Limited | India | House the Brands and provide advisory service to FMCG | 31-Dec-2021 | 100% |
| Imagine Marketing Singapore Pte Ltd | Singapore | Investment and Trading Company | 29-Nov-2021 | 100% |
| Kaha Technologies Private Limited | India | Cost plus mark up | 02-Feb-2022 | 100% |

**b. Step down subsidiary**

| Name of the company | Country of incorporation | Principal activities | Effective date of control | Proportion (%) of equity interest As at 31 March 2025 |
|---|---|---|---|---|
| Kaha Pte Ltd (Holding Company Imagine Marketing Singapore Pte Ltd) | Singapore | Develop, design and trading in electronic product | 10-Feb-2022 | 100% |
| Kaha Technology (ShenZhen) Co. Limited (Holding Company Kaha Pte Ltd) | China | Trading in electronic product | 02-Feb-2022 | 100% |

**c. Subsidiaries, Associate and Joint Venture**

Indian Accounting Standard (Ind AS) 28 on Investments in associate and Joint Ventures defines Associate as an entity over which the investor has significant influence. A joint venture is an arrangement in which the Group has joint control, whereby the Group has rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities. It mentions that if an entity holds, directly or indirectly through intermediaries, 20 per cent or more of the voting power of the enterprise, it is presumed that the entity has significant influence, unless it can be clearly demonstrated that this is not the case.

*(All amounts are in Rs. million, unless otherwise stated)*

The Group holds investments in the below entities which by share ownership are deemed to be an associate/joint venture company:

| Name of the company | Country of incorporation | Principal activities | Effective date of control | Proportion (%) of equity interest As at 31 March 2025 | Nature of relationship |
|---|---|---|---|---|---|
| Kimirica Lifestyle Private Limited | India | Manufacturing & Selling of Personal & beauty care products | 23-Feb-2022 up to 15-Jan-25 (refer note 47) | 33.33% | Associate |
| Califonix Tech and Manufacturing Private Limited | India | Manufacturing of Audio products | 27-Apr-2022 | 50.00% | Joint Venture |

## 2. BASIS OF PREPARATION, MEASUREMENT AND MATERIAL ACCOUNTING POLICIES

### 2.1 Basis of preparation and measurement

#### A. Statement of compliance

The Consolidated Financial Statements of Imagine Marketing Limited (hereinafter referred to as the 'Company' or 'Holding Company') and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group") comprise of Consolidated Balance Sheet as at 31 March 2025, Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year ended 31 March 2025 (hereinafter collectively referred to as “ Consolidated Financial Statements”).

These Consolidated Financial Statements have been prepared in accordance with Indian Accounting Standards ("Ind AS") as per the Companies (Indian Accounting Standards) Rules, 2015 notified under section 133 of Companies Act, 2013 (the 'Act') read with the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act, as amended from time to time.

'These Consolidated Financial Statements were approved for issue by the Board of Directors of the Holding Company in their meeting held on 17 June 2025.

#### B. Basis of preparation

The Consolidated Financial Statement of Imagine Marketing Limited (hereinafter referred to as the 'Company' or 'Holding Company') and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), its associate and its joint venture comprising the Consolidated Balance Sheet as at 31 March 2025, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and Consolidated Statement of Cash Flows for the year from 01 April 2024 to 31 March 2025, Material Accounting Policies and notes to the Consolidated Financial Statements (collectively referred to as " Consolidated Financial Statements").

These Consolidated Financial Statements have been prepared under Indian Accounting Standards (‘Ind AS’) notified under Section 133 of the Companies Act, 2013, (‘the Act’) and other relevant provisions of the Act as amended from time to time.

The Consolidated Financial Statement have been prepared on a going concern basis and were approved for issue in accordance with the resolution of the Board of Directors on 17 June 2025.

These Consolidated Financial Statements are presented in Indian Rupees (INR), which is also the Holding Company functional currency. All amounts have been rounded off to the nearest million, unless otherwise indicated.

The material accounting policies used in preparation of these Consolidated Financial Statements have been discussed in the respective notes.

The accounting policies set out below have been applied consistently to the years presented in the Consolidated Financial Statements.

These Consolidated Financial Statements have been prepared on a going concern basis.

**C. Basis of measurement**

These Consolidated Financial Statements are prepared under the historical cost convention on the accrual basis, except for the following:

- Employee's defined benefit plan at present value of defined benefit obligation (unfunded) determined as per actuarial valuation;
- certain financial assets and liabilities which are measured at fair value (refer accounting policy regarding financial instruments);
- Share based payments at fair value of the options on the date of the grant; and
- Assets and liabilities arising in a business combination.

**D. Functional currency and presentation**

The Consolidated Financial Statements has been presented in Indian Rupees (INR), which is also the Holding Company's functional currency. All amounts have been rounded off to the nearest millions and decimals thereof, unless otherwise mentioned.

**E. Use of Judgements, assumptions and estimates**

The preparation of Consolidated Financial Statements is in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, the disclosure of contingent liabilities as on the date of Balance Sheet and the reported amount of income and expenses for the year reporting year. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. They are based on historical experience and other factors that are believed to be reasonable under the circumstance. Revisions to accounting estimates are recognised in the year in which the estimates are revised, and future years are affected.

**Estimation uncertainties:**

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the amounts recognised in the Consolidated Financial Statements is included in the following notes:

- Note 2.3 (E) - Impairment test of non-financial assets and financials assets

- Note 2.3 (J) - Measurement of defined benefit obligations: key actuarial assumptions and employee share-based payments

- Note 2.3 (M) - Recognition of deferred tax assets: availability of future taxable profit against which tax losses carried forward can be used

- Note 2.3 (N) - Recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources including provisions for sales return and discounts

- Note 2.3 (F) and 2.3 (O) - Provision for obsolete inventory and provision for warranties

- Note 2.3 (D) - Useful life of intangible assets

- Note 2.3 (C) - Useful life property, plant and equipment

- Note 2.3 (G) - Fair valuation of financial liabilities

- Note 2.3 (E) - measurement of ECL allowance for trade receivables, loans and contract assets: key assumptions in determining the weighted-average loss rate.

**Judgements:**

- Note 2.2 (l) - Determining whether the arrangement contains a lease

- Note 2.2 (E) - Equity accounted investees

### F. Current and non-current classification

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:
- Expected to be realized or intended to be sold or consumed in normal operating cycle,
- Held primarily for the purpose of trading,
- Expected to be realised within twelve months after the reporting year, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting year.

All other assets are classified as non-current.

A liability is treated as 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 year, or

- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting year.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and non-current liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Group has identified twelve months as its operating cycle.

### G. Fair value measurement

Certain accounting policies and disclosures of the Group require the measurement of fair values, for both financial and non-financial assets and liabilities.

The Group has an established control framework with respect to the measurement of fair values. The valuation team regularly reviews significant unobservable inputs and valuation adjustments.

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.

## 2. BASIS OF PREPARATION, MEASUREMENT AND MATERIAL ACCOUNTING POLICIES

### 2.2 Principles of consolidation

#### A. Subsidiaries

The Consolidated Financial Statement comprises the financial statements of the Group and its subsidiaries, associate and joint venture as at 31 March 2025. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary.

The Consolidated Financial Statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the Consolidated Financial Statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the Consolidated Financial Statements to ensure conformity with the Group's accounting policies. The Holding Company has evaluated the accounting policies of foreign subsidiaries at the time of consolidation and GAAP differences, if any, were appropriately considered in the Consolidated Financial Statements.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the Holding Company i.e. for the year ended 31 March 2025. When the end of the reporting year of the parent is different from that of a subsidiary, the subsidiary prepares, for consolidation purposes, additional financial information as of the same date as the Consolidated Financial Statements of the Group to enable the Holding Company to consolidate the financial information of the subsidiary, unless it is impracticable to do so.

**Consolidation procedure:**

- Combine like items of assets, liabilities, equity, income, expenses and cash flows of the Holding Company with those of its subsidiary. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the Consolidated Financial Statements at the acquisition date.

- Offset (eliminate) the carrying amount of the Holding Company's investment in each subsidiary and the Holding Company's portion of equity of each subsidiary.

- Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and property, plant and equipment, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the Consolidated Financial Statements. Ind AS 12 "Income Taxes" applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

#### B. Non-controlling interests (NCI)

NCI are measured at their proportionate share of the acquiree's net identifiable assets at the date of acquisition.

Changes in the Group's equity interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

#### C. Changes in ownership interests

The Group treats transactions with non-controlling interests that do not result in loss of control as transactions with equity owners of the Group. For purchases from non-controlling interests, the difference between fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity. The share of non-controlling interest is restricted to the extent of contractual obligation of the Group.

When the Group ceases to consolidate or equity account for an investment because of loss of control, joint control or significant influence, any retained interest in the entity is re-measured to its fair value with the change in carrying amount recognised in the Consolidated Statement of Profit and Loss. This fair value becomes the initial carrying amount for the purpose of subsequently accounting for the retained interest in joint venture or financial asset.

**D. Loss of control**

When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any interest retained in the former subsidiary is measured at fair value at the date the control is lost. Any resulting gain or loss is recognised in profit or loss.

**E. Equity accounted investees**

The Group's interests in equity accounted investees comprise interests in an subsidiaries, associate and joint venture.

An associate is an entity in which the Group has significant influence, but not control or joint control, over the financial and operating policies.

The Group has applied judgement in evaluating the terms of the investment made in compulsorily convertible preference shares (CCPS). The Group has assessed that the CCPS will be converted to equity shared based on the terms and conditions of the agreement and in commercial substance the investment is akin to the investment in the equity shares of the associate. Group has made this assessment based on the exposure to both the investees profits and losses as well as by the exposure to changes in the fair value of the investee's net assets, if any.

A joint venture is an arrangement in which the Group has joint control, whereby the Group has rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities.

Interests in associate and joint venture are accounted for using the equity method. They are initially recognised at cost which includes transaction costs. Subsequent to initial recognition, the Consolidated Financial Statements include the Group's share of profit or loss and OCI of equity accounted investees until the date on which significant influence ceases.

Unrealised gains arising from transactions with equity accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

**F. Business combination (other than common control business combination) and Goodwill**

The cost of an acquisition is measured at the fair value of the assets transferred, equity instruments issued, and liabilities incurred or assumed at the date of acquisition, which is the date on which control is transferred to the Group. The cost of acquisition also includes the fair value of any contingent consideration. Identifiable assets acquired, liabilities and contingent liabilities assumed in a business combination are measured initially at their fair value on the date of acquisition.

Purchase consideration paid in excess of the fair value of net assets acquired is recognised as goodwill. Where the fair value of identifiable assets and liabilities exceed the cost of acquisition, after reassessing the fair values of the net assets and contingent liabilities, the excess is recognised as capital reserve.

Transaction costs that the Group incurs in connection with a business combination such as finder's fees, legal fees, due diligence fees and other professional and consulting fees are expensed as incurred.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

A cash generating unit to which goodwill has been allocated is tested for impairment at each reporting year as presented, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in consolidated profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent years. Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Business combinations have been accounted for using the acquisition method under the provisions of Ind AS 103, "Business Combinations."

## 2. BASIS OF PREPARATION, MEASUREMENT AND MATERIAL ACCOUNTING POLICIES

### 2.3 Summary of material accounting policies

### A. Revenue Recognition

Revenue from sale of goods is recognised when goods are delivered and have been accepted by our customers and 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 measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

The specific recognition criteria described below must also be met before revenue is recognized.

**Sale of products:**

The Group recognises revenue at a point in time when the performance obligation is satisfied of the goods underlying the particular performance obligation are transferred to the customer. Customers obtain control of the goods when the goods are delivered at the agreed point of delivery which generally is the premises of the customer.

Further, revenue from sale of goods is recognised based on a 5-Step Methodology which is as follows:
Step 1: Identify the contract(s) with a customer
Step 2: Identify the performance obligation in contract
Step 3: Determine the transaction price
Step 4: Allocate the transaction price to the performance obligations in the contract
Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

Revenue towards satisfaction of performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts & schemes offered by the Holding Company as part of the contract. Accumulated expenses is used to estimate the provision for discount.

Contracts are subject to modification to account for changes in contract specification and requirements. The Group reviews modifications to contracts in conjunction with the original contract to determine whether the transaction price should be allocated to a new performance obligation, or if the transaction price of an existing performance obligation should be changed. In the event transaction price is revised for existing obligation, a cumulative adjustment is accounted for.

**High seas sales:** The Group records high seas sales of raw materials as and when the ownership of goods is transferred to the manufacturers and the Group has no control over the goods. The said sales are netted off from purchases since the cost of finished goods purchased from those manufacturers are inclusive of the cost of raw materials sold in High Sea Sales.

**Variable consideration:**

If the consideration in a contract includes a variable amount, the Group estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

**Right of return:**

The Group provides a customer with a right to return in case of any defects or on grounds of quality. The Group uses the expected value method to estimate the goods that will be returned. For goods that are expected to be returned, instead of revenue, the Group recognizes a refund liability. A right of return asset and corresponding adjustment to change in inventory is also recognized for the right to recover products from a customer.

**Contract balances:**

**Contract assets:** The Group classifies its right to consideration in exchange for deliverables as either a receivable or as unbilled revenue. A receivable is a right to consideration that is unconditional upon the passage of time. Revenues in excess of billings is recorded as unbilled revenue and is classified as a financial asset where the right to consideration is unconditional upon passage of time. Trade receivables is presented net of impairment.

**Contract liabilities:** A contract liability (which we referred to as Unearned Revenue) is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration due to the customer) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is received.

**Trade receivables:** A receivable is recognised if an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets for guidance on recognition and measurement. The credit year offered to customers generally ranges from 0 to 60 days.

**B. Recognition of dividend income, interest income or expense**

Interest income or expense is recognised using the effective interest method.

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:
- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

Dividend income is recognised in the Consolidated Statement of Profit and Loss on the date on which the Group's right to receive payment is established.

**C. Property, Plant and Equipment**

**Recognition and measurement:**

The cost of an item of property, plant and equipment is recognised as an asset if, and only if, it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably and is measured at cost. Subsequent to recognition, all items of property, plant and equipment (except for freehold land) are stated at cost less accumulated depreciation and accumulated impairment losses.

On adoption of Ind AS, the Group retained the carrying value for all of its tangible assets as recognised in the consolidated Financial Statements as at the date of transition to Ind ASs, measured as per the previous GAAP and used that as its deemed cost as permitted by Ind AS 101 'First-time Adoption of Indian Accounting Standards.'

If the cost of an individual part of property, plant and equipment is significant relative to the total cost of the item, the individual part is accounted for and depreciated separately.

The cost of property, plant and equipment comprises its purchase price plus any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management and the initial estimate of decommissioning, restoration and similar liabilities, if any. Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group and the subsequent expenditure can be measured reliably.

Items such as spare parts, stand-by equipment and servicing that meets the definition of property, plant and equipment are capitalised at cost and depreciated over the useful life. Cost of repairs and maintenance are recognised in the Consolidated Statement of Profit and Loss as and when incurred.

**Depreciation and useful lives - Indian Entities:**

Depreciable amount for assets is the cost of asset less its estimated residual value. Depreciation on Property, Plant and Equipment is calculated on the depreciable amount using the straight line method (SLM) using the rates arrived at based on the useful lives estimated by the management as prescribed in Schedule II of the Companies Act, 2013 except for Plant and Equipment where the management has derived useful life based on the technical evaluation. Depreciation is generally recognized in the statement of profit and loss.

| Tangible Asset | Useful Life | Useful life as per Schedule II |
|---|---|---|
| Plant and Equipment | 5 years | 15 years |
| Furniture and fixtures | 10 years | 10 years |
| Office equipment | 5 years | 5 years |
| Computers | 3 years | 3 years |

Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (up to) the date on which asset is ready for use (disposed of). An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting year, with the effect of any changes in estimate accounted for on a prospective basis.

Based on the technical evaluation and consequent assessment, the management believes that its estimate of useful life as given above best represents the year over which the management expects to use these assets. Estimates in respect of method of depreciation were revised from written down value method to straight line method during the year ended 31 March 2023.

**Depreciation and useful lives - International Entities:**

Depreciation is based on the cost of an asset less its residual value. Depreciation is recognised in profit or loss and calculated using the straight-line method to allocate depreciable amounts over their estimated useful lives of each component of an item of plant and equipment. The estimated useful lives for the current and comparative years are as follows:

| Tangible Asset | Useful Life |
|---|---|
| Furniture and fixtures | 3 years |
| Office equipment | 1 year |
| Computers | 1 year |
| Renovation | 5 years |

**Derecognition:**

An item of property, plant and equipment and any significant part initially recognized is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Consolidated Statement of Profit and Loss when the asset is derecognised.

**D. Intangible Assets**

**Recognition and measurement:**

Intangible assets comprise primarily of brands, software, patents and trademarks. Intangible assets are initially recorded at cost and subsequent to recognition, intangible assets are stated at cost less accumulated amortisation and accumulated impairment losses. Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates, and the cost can be measured reliably. All other expenditure are recognised in the statement of profit and loss as incurred. On adoption of Ind AS, the Group retained the carrying value for all of its intangible assets as recognised in the Consolidated Financial Statements as at the date of transition to Ind ASs, measured as per the previous GAAP and used that as its deemed cost as permitted by Ind AS 101 'First-time Adoption of Indian Accounting Standards.'

**Intangible Assets under Development:**

Development expenditure is capitalised as part of the cost of the resulting intangible asset only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Group intends to and has sufficient resources to complete development and to use the asset. Otherwise, it is recognised in profit or loss as incurred. Subsequent to initial recognition, development expenditure is measured at cost less accumulated amortisation and any accumulated impairment losses.

**Amortisation:**

Amortisation is calculated to write off the cost of intangible assets over their estimated useful lives using the straight line method and is included in the Depreciation and Amortisation expense in the Statement of profit and loss. The useful lives of intangible assets that is considered for amortization of intangible assets are as follows:

| Intangible Asset | Useful Life |
|---|---|
| Brands | 10 years |
| Software | 3 to 5 years |
| Patents and Trademarks | 4 to 10 years |

The amortisation year and the amortisation method for an intangible asset with finite useful life is reviewed at the end of each financial year. If any of these expectations differ from previous estimates, such changes is accounted for as a change in an accounting estimate.

**Derecognition:**

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in the Consolidated Statement of Profit and Loss when the asset is derecognised.

**E. Impairment**

**Non-Financial assets:**

Assessment for impairment is done at each Balance Sheet date as to whether there is any indication that a non-financial asset may be impaired. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets is considered as a cash generating unit (CGU). If any indication of impairment exists, an estimate of the recoverable amount of the individual asset/cash generating unit is made. Asset/cash generating unit whose carrying value exceeds their recoverable amount are written down to the recoverable amount by recognising the impairment loss as an expense in the Consolidated Statement of Profit and Loss.

Recoverable amount is the higher of an asset's or cash generating unit's value in use and its fair value less cost of disposal. Value in use is estimated future cash flows expected to arise from the continuing use of an asset or cash generating unit and from its disposal at the end of its useful life discounted to their present value using a post-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 transactions are considered. If no such transactions can be identified, an appropriate valuation model is used.

An impairment loss is reversed in the Consolidated Statement of Profit and Loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognised for the asset in prior years.

**Financial assets:**

The Group assesses on a forward-looking basis the expected credit losses associated with its assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. The Group recognises loss allowances using the expected credit loss (ECL) model as per Ind AS 109 for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognised as an impairment gain or loss in profit or loss.

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 entity expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate. Lifetime ECL are the expected credit losses resulting from all possible defaults events over the expected life of a financial asset. 12-month ECL are a portion of the lifetime ECL which result from default events that are possible within 12 months from the reporting date.

The Group considers a financial asset to be in default when:
- the counter party is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or
- the financial asset in respect of trade receivables is 365 days or more past due and for trade receivables less than 365 days, the Group identifies on case-to-case basis whether there is a risk of default.

ECL are measured in a manner that they reflect unbiased, and probability weighted amounts determined by a range of outcomes, taking into account the time value of money and other reasonable information available as a result of past events, current conditions and forecasts of future economic conditions.

The gross carrying amount of a financial asset is written off when the Group has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. The Group expects no significant recovery from the amount written off during the year.

**Credit-impaired financial assets**

At each reporting date, the Group assesses whether financial assets carried at amortised cost and debt securities at FVOCI are credit impaired. A financial asset is ‘credit-impaired’ when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:
- significant financial difficulty of the debtor;
- a breach of contract such as a default or being more than 365 days past due;
- the restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise;
- it is probable that the debtor will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for security because of financial difficulties.

**F. Inventories**

Inventories are valued at the lower of cost or net realisable value. Cost of inventories comprises purchase price, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. In determining the cost, weighted average cost is used. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs to sell. The comparison of cost and net realisable value is made on an item-by-item basis.

Inventories are stated net of write down or allowances on account of obsolescence, damage or slow-moving items. The provision for inventory obsolescence is assessed periodically and is provided as considered necessary.

## G. Financial Instruments

### Financial assets

**Recognition and initial measurement:**

All financial assets and liabilities are initially recognized when the Group becomes a party to contractual provisions of the instrument. A Financial asset or liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction cost that are directly attributable to its acquisition or issue. However trade receivable that do not contain significant financing component are recognised at transaction price. For regular way purchases of financial assets, the Company follows the trade date accounting method, whereby a financial asset is recognized on the trade date—the date on which the Company commits to purchase the asset.

**Classification and subsequent measurement:**

On initial recognition, a financial instrument is classified and measured at
- Amortised cost
- Fair value through other comprehensive income (FVOCI) - debt instruments.
- Fair value through other comprehensive income (FVOCI) - equity investments; or
- Fair value through profit or loss (FVTPL).

Financial assets are not reclassified subsequent to their initial recognition, except if and in the year the Group changes its business model for managing financial assets.
A financial asset is measured at amortised cost if it meets both the following conditions and is not designated as at FVTPL:
- The asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- The contractual terms of the financial assets give rise on a specified date to cash flows that are solely payments of principal and interest on the principal amounts outstanding.

A debt instrument is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:
- The asset is held within a business model whose objective is achieved by both collect contractual cash flows and selling financial assets; and
- The contractual terms of the financial assets give rise on a specified date to cash flows that are solely payments of principal and interest on the principal amounts outstanding.

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI - equity investment). This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes Mutual Funds as well as derivative assets. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

**Derivative financial instruments and hedge accounting:**

The Group holds derivative financial instruments to hedge its foreign currency exposures. Derivatives are initially measured at fair value. Subsequent to initial recognition, derivatives are measured at fair value, and changes therein are generally recognised in profit or loss.

**Subsequent measurement and gains and losses:**

**Financial assets at FVTPL -** These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income are recognized in profit or loss.

**Financial assets at amortised cost -** These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.

**Debt investments at FVTOCI -** These assets are subsequently measured at fair value. Interest income under effective interest method, foreign exchange gains and losses and impairment are recognized in profit or loss. Other net gains and losses are recognized in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

**Equity investments at FVTOCI -** These assets are subsequently measured at fair value. Dividends are recognized as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognized in OCI and are not reclassified to profit or loss.

**Derecognition of Financial assets:**

A Financial asset is derecognized only when:
- The Group has transferred the rights to receive cash flows from financial asset or
- Retains the contractual rights to receive the cash flows from financial asset but assumed a contractual obligation to pay the cash flows to one or more recipients.

Where the Group has transferred an asset, the Group evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognized. Where the Group has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized. Where the Group has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognized if the Group has not retained control of the financial asset. Where the Group retains control of the financial asset, the asset is continued to be recognized to the extent of continuing involvement in the financial asset. For regular way sales of financial assets, the Company applies trade date accounting, whereby the asset is derecognized on the trade date, i.e., the date on which the Company commits to sell the asset.

**Investment in Subsidiaries, Associate and Joint Ventures:**

The investments in subsidiaries, associate and joint ventures are carried in the Financial Statements at historical cost except when the investment, or a portion thereof, is classified as held for sale, in which case measured at lower of carrying amount and fair value less costs to sell. When the Group is committed to a sale plan involving disposal of an investment, or a portion of an investment, in any subsidiary or joint venture, the investment or the portion of the investment that will be disposed of is classified as held for sale when the criteria described above are met. Any retained portion of an investment in a subsidiary or a joint venture that has not been classified as held for sale continues to be accounted for at historical cost. Investments in subsidiaries and joint ventures carried at cost are tested for impairment in accordance with Ind AS 36 “Impairment of Assets.” The carrying amount of the investment is tested for impairment as a single asset by comparing its recoverable amount with its carrying amount, any impairment loss recognised reduces the carrying amount of the investment.

**Financial liabilities**

**Initial recognition and measurement:**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss or amortised cost. All financial liabilities are recognized initially at fair value and, in case of loans and borrowings and payables, net of directly attributable transaction costs.

**Subsequent measurement:**

The measurement of financial liabilities depends on their classification, as described below:

**Financial liabilities at fair value through profit or loss**

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separate embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognized in the Profit or Loss.

Financial liabilities designated upon initial recognition at fair value through Profit or Loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ losses are not subsequently transferred to the Consolidated Statement of Profit and Loss. However, the Group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognized in the Consolidated Statement of Profit or Loss. The Group has not designated any financial liability as at fair value through profit or loss other than series C CCPS which is classified as Financial liability designated as FVTPL (Refer note 18).

**Amortised cost**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate ("EIR") method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization 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 amortization is included as finance costs in the Consolidated Statement of Profit and Loss.

**Derecognition:**

A financial liability is derecognized 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 Consolidated Statement of profit or loss.

**Offsetting:**

Financial assets and financial liabilities are offset and the net amount 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 realize the assets and settle the liabilities simultaneously.

**H. Cash and cash equivalents**

Cash and cash equivalent includes cash on hand, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash, and which are subject to an insignificant risk of changes in value, and bank overdrafts.

**Statement of Cash Flows:**

Cash flows are reported using the indirect method, whereby net profit before taxes for the year is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated. Bank overdrafts and cash credits which are repayable on demand form an integral part of Group's cash management and are included as a component of cash and cash equivalents.

**I. Foreign Currency transactions and translations**

Foreign currencies are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign currency denominated monetary assets and liabilities are translated into relevant functional currency at exchange rates in effect at the balance sheet date. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognized in Consolidated Statement of Profit and Loss. Non-monetary assets and non-monetary liabilities denominated in foreign currency and measured at fair value are translated at the exchange rate prevalent at the date when the fair value was determined. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction.

Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss and are generally recognised in Consolidated Statement of Profit and Loss, except exchange differences arising from the translation of the following items which are recognised in OCI:
- equity investments at fair value through OCI (FVOCI)
- a financial liability designated as a hedge of the net investment in a foreign operation to the extent that the hedge is effective; and
- qualifying cash flow hedges to the extent that the hedges are effective.

**Translation of financial statements of foreign operations:**

Assets and liabilities of foreign entities are translated into Indian Rupees on the basis of the closing exchange rates as at the end of the year. Income and expenditure and cash flow are generally translated using average exchange rates for the year unless those rates do not approximate the actual exchange rates at the dates of specific transactions, in which case the exchange rates as at the dates of transaction are used. All resulting exchange differences are recognised in Other Comprehensive Income. On consolidation, exchange differences arising from the translation of any net investment in foreign entities are recognised in Other Comprehensive Income. When a foreign operation is sold, the associated exchange differences are reclassified to the Consolidated Statement of Profit and Loss, as a part of gain or loss on sale.

**J. Employee Benefits**

**Defined Contribution Plan:**

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The Group makes specified contributions towards Government administered provident fund scheme, labour welfare fund and employees' state insurance scheme. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in profit or loss in the years during which the related services are rendered by employees.

**Defined Benefit Plan:**

The Group's gratuity plan is a defined benefit plan. The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior years, discounting that amount and deducting the fair value of any plan assets.

The present value of the obligation under such defined benefit plan is determined based on actuarial valuation by an independent actuary using the Projected Unit Credit Method, which recognises each year of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan, are based on the market yields on Government securities as at the balance sheet date.

All remeasurement gains and losses arising from defined benefit plans are recognised in the Consolidated statement of other comprehensive income in the year in which they occur and not reclassified to the Consolidated Statement of Profit and Loss in the subsequent year. The Group determines the net interest expense (income) on the net defined benefit liability (asset) for the year by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual year to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the year as a result of contributions and benefit payments. Net interest expense related to defined benefit plans are recognised under "Finance costs" in the Consolidated Statement of Profit and Loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in the Consolidated Statement of Profit and Loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs in the Consolidated Statement of Profit and Loss.

**Short-term employee benefits:**

All employee benefits falling due wholly within twelve months of rendering the services are classified as short-term employee benefits, which include benefits like salaries, wages and performance incentives and are recognised as expenses in the year in which the employee renders the related service.

Short term employee benefits are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid e.g. short-term cash bonus, if the Group has a present legal or constructive obligation to pay this amount as a result of past services provided by the employee and the amount of obligation can be estimated reliably.

In one of the Subsidiary Company, employee entitled annual leave are recognized when they accrue to the employees. A provision is made for the estimated undiscounted liability for annual leave expected to be settled wholly within 1 month after the end of reporting year as a result of services rendered by employees up to the end of the reporting year.

**Other long-term employee benefits:**

The Group's net obligation in respect of long-term employment benefits, other than gratuity, is the amount of future benefit that employees have earned in return for their service in the current and prior years. The obligation is calculated at the balance sheet date on the basis of an actuarial valuation done by an independent actuary using the projected unit credit method and is discounted to its present value and the fair value of any related assets is deducted. Remeasurements gains or losses are recognised in the Consolidated Statement of Profit and Loss in the year in which they arise.

Compensated absences which are not expected to occur within twelve months after the end of the year in which the employee renders the related services are recognised as a liability at the present value of the defined benefit obligation at the balance sheet date. The discount rates used for determining the present value of the obligation under long term employment benefits, are based on the market yields on Government securities as at the balance sheet date.

**Equity settled share-based payments:**

Employees of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments. The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model.

That cost is recognised, together with a corresponding increase in share-based payment reserves in equity, over the year in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group’s best estimate of the number of equity instruments that will ultimately vest.

When the terms of an equity-settled award are modified, the minimum expense recognised is the expense had the terms had not been modified, if the original terms of the award are met. An additional expense is recognised for any modification that increases the total fair value of the share-based payment transaction , or is otherwise beneficial to the employee as measured at the date of modification. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through the Consolidated Statement of Profit and Loss . The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

**K. Borrowing Costs**

Borrowing costs include:
- interest expense calculated using the effective interest rate method;
- finance charges in respect of leases;
- interest expenses on bill discounting; and
- exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs.

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in the Consolidated Statement of Profit and Loss in the year in which they are incurred.

**L. Leases**

The Group assesses whether a contract is or contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

- the contract involves the use of an identified asset
- the Group has substantially all of the economic benefits from use of the asset through the period of the lease and
- the Group has the right to direct the use of the asset.

The group also applied the available practical expedients wherein it:
- Used a single discount rate to a portfolio of leases with reasonably similar characteristics
- Relied on its assessment of whether leases are onerous immediately before the date of initial application
- Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application
- Used hindsight in determining the lease term where the contract contained options to extend or terminate the lease

**Right-of-use assets:**

The Group recognizes 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 recognized, 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 basis over the shorter of the lease term and the estimated useful lives of the assets.

**Lease liability:**

At the commencement date of the lease, the group recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance 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 recognized as expenses (unless they are incurred to produce inventories) in the year 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 when 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.

**Short-term leases and leases of low-value assets:**

The Group has applied 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) and low-value assets recognition exemption.

**M. Income Taxes**

Income tax comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination or to an item recognised directly in equity or in other comprehensive income. The Group has determined that interest and penalties related to income taxes, including uncertain tax treatments, do not meet the definition of income taxes, and therefore accounted for them under Ind AS 37 “Provisions, Contingent Liabilities and Contingent Assets.”

**Current tax:**

Current tax expenses comprise the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

**Deferred tax:**

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction.
- temporary differences related to investments in subsidiaries, associate and joint arrangements to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Group recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis, or their tax assets and liabilities will be realised simultaneously.

The group has recognised a separate deferred tax asset in relation to its lease liabilities and a deferred tax liability in relations to its right-to-use assets.

**N. Provisions, Contingent liabilities and Contingent assets**

**General provision:**

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, 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. When the Group expects some or all of a provision to be reimbursed, the expense relating to a provision is presented in the Consolidated Statement of Profit and Loss net of any reimbursement. 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.

**Onerous contract:**

Provision for onerous contracts. i.e. contracts where the expected unavoidable cost of meeting the obligations under the contract exceed the economic benefits expected to be received under it, are recognised when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event based on a reliable estimate of such obligation.

**Contingent liabilities:**

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources embodying economic benefits or the amount of such obligation cannot be measured reliably. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources embodying economic benefits is remote, no provision or disclosure is made.

**Contingent assets:**

Contingent assets are neither recognised nor disclosed in the Consolidated Financial Statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the year in which the change occurs.

**O. Warranties**

The Holding Company recognises provision for warranties in respect of the products that it sells. These are reviewed at each balance sheet date and adjusted to reflect the current estimates. A provision is recognised for expected warranty claims on products sold during the year based on the past trend for actual warranty claims.

**P. Earnings per share**

The basic earnings per share is computed by dividing the net profit attributable to the owners of the Group for the year by the weighted average number of equity shares outstanding during the reporting year (including instruments entirely equity in nature). The diluted earnings per share is computed by dividing the profit attributable to equity holders (after adjusting the cost recognised during the year for convertible instruments) by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

Diluted earnings per share is computed by dividing the profit (considered in determination of basic earnings per share) after considering the effect of interest and other financing costs or income (net of attributable taxes) associated with dilutive potential equity shares by the weighted average number of equity shares considered for deriving basic earnings per share adjusted for the weighted average number of equity shares that would have been issued upon conversion of all dilutive potential equity shares.

**Q. Operating segments**

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Executive Officer who is designated the Chief Operating Decision Maker (CODM). The Group has identified reportable segments based on the dominant source, nature of risks and return and the internal organisation and management structure and for which discrete financial information is available. The CODM monitors the operating results of the entity at segment level for the purpose of making decisions about resource allocation and performance assessment. An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Company’s other components, and for which discrete financial information is available.

Revenue and expenses directly attributable to segments are reported under each reportable segment. Other expenses which are not attributable or allocable to segments are disclosed separately. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the Consolidated Financial Statements. However, the Group's financing (including finance costs and finance income) and income taxes are managed on a Group basis and are not allocated to operating segments. Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as unallocable assets and liabilities.

**2.4 Recent accounting developments and pronouncements**

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On 31 March 2025, MCA did not notify any new standard or amendment to the existing standards applicable to the Group.

**2.5 Changes in material accounting policies**

The Group adopted Disclosure of Accounting Policies (Amendments to IND AS 1) from 1st April 2024. Although the amendments did not result in any changes in the accounting policies themselves, they impacted the accounting policy information disclosed in the Financial Statements.

The amendments require the disclosure of 'material' rather than 'significant' accounting policies. The amendments also provide guidance on the application of materiality to disclosure of accounting policies, assisting entities to provide useful, entity specific accounting policy information that users need to understand other information in the Financial Statement.

*(All amounts are in Rs. million, unless otherwise stated)*

**3 PROPERTY, PLANT AND EQUIPMENT**

| Particulars | Plant and Equipment | Furniture and fixtures | Office equipment | Computers | Total |
|---|---|---|---|---|---|
| **Gross carrying value** | | | | | |
| **As at 01 April 2023** | **196.39** | **8.44** | **38.24** | **56.53** | **299.60** |
| Additions during the year | 121.56 | 8.86 | 9.53 | 13.19 | **153.14** |
| Disposals during the year | (78.91) | (3.78) | (5.91) | (3.19) | **(91.79)** |
| Exchange difference on translation of foreign operations | - | 0.03 | (0.23) | - | **(0.20)** |
| **As at 31 March 2024** | **239.04** | **13.55** | **41.63** | **66.53** | **360.75** |
| Additions during the year | 3.92 | 6.02 | 19.98 | 11.86 | 41.78 |
| Disposals during the year | - | (0.31) | (0.07) | (0.04) | (0.42) |
| Exchange differences on translation of foreign operations | - | - | - | - | - |
| **As at 31 March 2025** | **242.96** | **19.26** | **61.54** | **78.35** | **402.11** |
| **Accumulated depreciation** | | | | | |
| **As at 01 April 2023** | **33.01** | **2.17** | **16.28** | **31.88** | **83.34** |
| Depreciation for the year | 44.96 | 1.88 | 8.22 | 15.54 | **70.60** |
| Disposals during the year | (0.11) | (3.48) | (5.01) | (2.90) | **(11.50)** |
| Exchange difference on translation of foreign operations | (0.35) | (0.11) | (0.15) | (0.25) | **(0.86)** |
| **As at 31 March 2024** | **77.52** | **0.46** | **19.34** | **44.27** | **141.57** |
| Depreciation for the year | 47.93 | 2.38 | 8.44 | 14.80 | 73.55 |
| Disposals during the year | - | (0.07) | (0.05) | (0.01) | (0.13) |
| Exchange differences on translation of foreign operations | - | - | - | - | - |
| **As at 31 March 2025** | **125.45** | **2.77** | **27.73** | **59.06** | **214.99** |
| **Net carrying value** | | | | | |
| **As at 31 March 2024** | **161.53** | **13.09** | **22.29** | **22.27** | **219.17** |
| **As at 31 March 2025** | **117.52** | **16.49** | **33.81** | **19.30** | **187.11** |

**Notes:**

(i) The Group does not own any immovable property.

(ii) The Group has not revalued its property, plant and equipment.

(iii) For details of contractual commitment with respect to property, plant and equipment refer note 34.

(iv) During the year ended 31st March 2023, the Holding Company reviewed the depreciation method of property plant and equipment and changed the method of depreciation from written down value to straight line method as it closely reflects the expected pattern of the consumption of the future economic benefits embodied in the asset.

**The effect of these changes on actual and expected depreciation expense is as follows:**

| Particulars | 31 March 2025 | 31 March 2024 |
|---|---|---|
| (Decrease) in depreciation expense | (38.08) | (8.23) |

***(All amounts are in Rs. million, unless otherwise stated)***

## 4 RIGHT-OF-USE ASSETS

| Particulars | Buildings | Motor Vehicle | Total |
|---|---|---|---|
| **Gross carrying value** | | | |
| **As at 01 April 2023** | **295.41** | **4.81** | **300.22** |
| Additions during the year | 199.58 | 3.13 | **202.71** |
| Derecognition during the year | (41.97) | - | **(41.97)** |
| Exchange differences on translation of foreign operations | (0.07) | - | **(0.07)** |
| **As at 31 March 2024** | **452.95** | **7.94** | **460.89** |
| Additions during the year | 4.50 | - | **4.50** |
| Derecognition during the year | (4.87) | - | **(4.87)** |
| Exchange differences on translation of foreign operations | (0.07) | - | **(0.07)** |
| **As at 31 March 2025** | **452.51** | **7.94** | **460.45** |
| **Accumulated depreciation** | | | |
| **As at 01 April 2023** | **113.40** | **0.20** | **113.60** |
| Depreciation for the year | 95.71 | 3.05 | **98.76** |
| Derecognition during the year | (31.90) | - | **(31.90)** |
| Exchange difference on translation of foreign operations | 0.02 | - | **0.02** |
| **As at 31 March 2024** | **177.23** | **3.25** | **180.48** |
| Depreciation for the year | 94.17 | 3.77 | **97.94** |
| Derecognition during the year | (3.31) | - | **(3.31)** |
| Exchange differences on translation of foreign operations | (0.07) | - | **(0.07)** |
| **As at 31 March 2025** | **268.02** | **7.02** | **275.04** |
| **Net carrying value** | | | |
| **As at 31 March 2024** | **275.72** | **4.69** | **280.41** |
| **As at 31 March 2025** | **184.49** | **0.92** | **185.41** |

**Notes:**

(i) The Holding Company has lease contracts for premises obtained for warehousing and office purposes. Leases of premises generally have lease terms between 2 and 5 years. The Holding Company's obligations under its leases are secured by the lessor's title to the leased assets.

(ii) Refer note 19 for disclosures pertaining to lease liabilities.

(iii) The following amount are recognised in the Consolidated Statement of Profit and Loss:

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| Depreciation expenses of right of use assets (refer note 30) | 97.94 | 98.76 |
| Interest expenses on lease liabilities (refer note 19(i)) | 21.50 | 24.66 |
| Expenses relating to short term leases (refer note 31) | 6.56 | 12.82 |

(iv) Amount recognised in Statement of Cash Flows

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| Total cash outflow for leases - Principal | (85.02) | (87.74) |
| Total cash outflow for leases - Interest | (21.50) | (24.66) |

(v) The lease agreements for immovable properties where the Group is the lessee are duly executed in favour of the Group.

(vi) The Group has not revalued its Right-of-use assets.

***(All amounts are in Rs. million, unless otherwise stated)***

**5 GOODWILL, OTHER INTANGIBLE ASSETS AND INTANGIBLE ASSETS UNDER DEVELOPMENT**

**5(A) GOODWILL AND OTHER INTANGIBLE ASSETS**

| Particulars | Brands | Software | Patent and Trademarks | Total | Goodwill |
|---|---|---|---|---|---|
| **Gross carrying value** | | | | | |
| **As at 01 April 2023** | **84.46** | **438.10** | **988.82** | **1,511.38** | **1,783.84** |
| Additions during the year | - | 163.32 | 1.51 | **164.83** | - |
| Exchange difference on translation of foreign operations | - | 0.49 | 0.12 | **0.61** | - |
| **As at 31 March 2024** | **84.46** | **601.91** | **990.45** | **1,676.82** | **1,783.84** |
| Additions during the year | - | - | 0.13 | **0.13** | - |
| Exchange differences on translation of foreign operations | - | - | - | - | - |
| **As at 31 March 2025** | **84.46** | **601.91** | **990.58** | **1,676.95** | **1,783.84** |
| **Accumulated amortisation and Impairment losses** | | | | | |
| **As at 01 April 2023** | **18.09** | **22.52** | **131.51** | **172.12** | - |
| Amortisation for the year | 5.15 | 66.61 | 114.74 | **186.50** | - |
| Exchange difference on translation of foreign operations | - | 0.21 | (0.15) | **0.06** | - |
| **As at 31 March 2024** | **23.24** | **89.34** | **246.10** | **358.68** | - |
| Amortisation for the year | 11.74 | 93.29 | 122.82 | **227.85** | - |
| Impairment during the year | 7.73 | - | - | **7.73** | - |
| Exchange differences on translation of foreign operations | - | (0.15) | (0.13) | **(0.28)** | - |
| **As at 31 March 2025** | **42.71** | **182.48** | **368.79** | **593.98** | - |
| **Net carrying value** | | | | | |
| **As at 31 March 2024** | **61.22** | **512.57** | **744.35** | **1,318.14** | **1,783.84** |
| **As at 31 March 2025** | **41.75** | **419.43** | **621.79** | **1,082.97** | **1,783.84** |

**Note:**

(i) The Group has not revalued its intangible assets in the current year.

(ii) During the year ended 31 March 2023, the Holding Company has reviewed the amortisation method of intangible assets and changed the method of amortisation from written down value to straight line method as it is closely reflects the expected pattern of the consumption of the future economic benefits embodied in the asset.

**The effect of these changes on actual and expected amortisation expense is as follows:**

| Particulars | 31 March 2025 | 31 March 2024 |
|---|---|---|
| Increase in amortisation expense | 15.50 | 71.26 |

(iii) The KaHa Group (refer note 41) has been identified as a single Cash-Generating Unit (CGU) for the purpose of goodwill allocation.

The Goodwill of Rs. 1,783.84 million arose during the year ended 31 March 2022 pursuant to the acquisition of the KaHa Group (refer note 41). The Group has performed an impairment testing of goodwill which is required to be performed annually. As part of the impairment test, the recoverable amount is determined based on value-in-use calculations, estimated as the present value of projected future cash flows, which require the use of assumptions.

**Key assumptions used in calculating the discounted cash flows**

| Particulars | Singapore Operations 31 March 2025 | Singapore Operations 31 March 2024 |
|---|---|---|
| Discount rate | 12.08% | 10.00% |
| Average annual revenue growth rates | 15%-31% | 15.00% |
| Long - Term sustainable growth rates | 3.00% | 3.00% |
| Operating margins | 9% to 48% | 14% to 38% |

The discount rate was a post-tax measure estimated based on the historical industry average weighted-average cost of capital.

The cash flow projections for the CGU included specific estimates for 5 years and a terminal growth rate thereafter. The terminal growth rate was determined based on management's estimate of the long-term compounded annual EBITDA growth rate.

Financial forecasts was prepared taking into account past experience and the Group's future business plans.

Management has identified that a reasonably possible change in two key assumptions could cause the carrying amount to exceed the recoverable amount. The following table shows the amount by which these two assumptions would need to change individually for the estimated recoverable amount to be equal to the carrying amount.

| Particulars | Singapore Operations - Change required for carrying amount to equal recoverable amount 31 March 2025 | 31 March 2024 |
|---|---|---|
| Discount rate | 2.00% | 0.10% |
| Long - Term sustainable growth rates | -2.00% | -0.10% |

**5(B) INTANGIBLE ASSETS UNDER DEVELOPMENT**

| Particulars | Intangible assets under development |
|---|---|
| **As at 01 April 2023** | **82.51** |
| Additions during the year | **65.95** |
| Capitalised during the year | **(148.46)** |
| **As at 31 March 2024** | **-** |
| Additions during the year | **22.43** |
| Capitalised during the year | **-** |
| **As at 31 March 2025** | **22.43** |

**(a) Ageing schedule for Intangible Assets under development**
**As at 31 March 2025**

| Intangible assets under development | Amount in Intangibles under development for a period of: Less than 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | Total |
|---|---|---|---|---|---|
| Projects in progress | 22.43 | - | - | - | **22.43** |
| Projects temporarily suspended | - | - | - | - | - |

**As at 31 March 2024**

| Intangible assets under development | Amount in Intangibles under development for a period of: Less than 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | Total |
|---|---|---|---|---|---|
| Projects in progress | - | - | - | - | - |
| Projects temporarily suspended | - | - | - | - | - |

(b) For Intangible assets under development, none of the assets are overdue for completion or has exceeded its cost compared to its original plan.

*(All amounts are in Rs. million, unless otherwise stated)*

## 6 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Non-Current** | | |
| **Unquoted** | | |
| **Interests in associate** | | |
| **Investment in equity & preference shares of associate** | | |
| Nil equity shares of Kimirica Lifestyle Private Limited (Associate company) having face value Rs 10 each, fully paid up (at cost) (31 March 2024 : 476) (Refer note 48) | - | 29.99 |
| Nil, 0.01% Non Cumulative Compulsorily Convertible Preference Shares of Kimirica Lifestyle Private Limited (Associate company) having face value Rs 10 each, fully paid up (at cost) (31 March 2024 : 4,286) (Refer note 48) | - | 270.02 |
| Less: Share of net (loss) of equity accounted investees (net of income tax) from date of acquisition | - | (80.02) |
| | **-** | **219.99** |
| **Interests in Joint Venture** | | |
| 2,15,50,000 equity shares of Califonix Tech and Manufacturing Private Ltd. (JV with Dixon Technologies Limited) having face value of Rs. 10 each, fully paid up (31 March 2024 : 2,15,50,000) | 215.50 | 215.50 |
| Add: Share of net profit/(loss) of equity accounted investees (net of income tax) from date of acquisition | 137.10 | 44.71 |
| Less: Dividend received from equity accounted investees from date of acquisition | (30.00) | - |
| | **322.60** | **260.21** |
| **Total** | **322.60** | **480.20** |

| Disclosure Of Joint Venture And Associate | As at March 2025 | | As at March 2024 | |
|---|---|---|---|---|
| Name of the entity | Kimirica Lifestyle Private Limited | Califonix Tech and Manufacturing Private Limited | Kimirica Lifestyle Private Limited | Califonix Tech and Manufacturing Private Limited |
| Place of Business | NA | India | India | India |
| % of ownership interest | NA | 50.00% | 33.33% | 50.00% |
| Relationship | NA | Joint Venture | Associate | Joint Venture |
| Accounting method | NA | Equity Method | Equity Method | Equity Method |
| Carrying Amounts | NA | 322.60 | 219.99 | 260.21 |

**A Summary financial information of Californix Tech and Manufacturing Private Limited not adjusted for the percentage ownership held by the Group is as follows:**

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Ownership | 50% | 50% |
| Cash and cash equivalent | 21.14 | 73.03 |
| Other current assets | 1,085.68 | 370.35 |
| Total current assets | 1,106.82 | 443.38 |
| Total non-current assets | 638.72 | 629.27 |
| **Total Assets** | **1,745.54** | **1,072.65** |
| **Current liabilities:** | | |
| Financial liabilities (excluding trade payables and provisions) | 33.03 | 14.72 |
| Other liabilities | 826.15 | 278.81 |
| **Total current liabilities** | 859.17 | 293.53 |
| **Total non current liabilities** | 241.16 | 258.70 |
| **Total Liabilities** | **1,100.33** | **552.23** |
| **Net Assets** | **645.21** | **520.42** |
| Groups' share of net assets | 322.60 | 260.21 |
| Carrying amount of interest in joint venture | 322.60 | 260.21 |

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| Revenues | 7,321.33 | 4,254.31 |
| Depreciation and amortisation | 144.56 | 88.84 |
| Interest expense (net) | 20.56 | 20.77 |
| Other expenses | 6,935.49 | 4,037.10 |
| Profit before tax | 220.71 | 129.93 |
| Profit after tax | 183.23 | 107.60 |
| Other comprehensive income | 1.55 | (3.57) |
| Total comprehensive income | 184.79 | 104.03 |
| Group's share of profit | 92.39 | 52.01 |

**B Summary financial information of Kimirica Lifestyle Private Limited not adjusted for the percentage ownership held by the Group is as follows:**

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Ownership | NA | 33.33% |
| Cash and cash equivalent | NA | 8.31 |
| Other current assets | NA | 109.47 |
| Total current assets | NA | 117.78 |
| **Total non-current assets** | NA | 123.23 |
| **Total Assets** | NA | 241.01 |
| **Total liabilities:** | | |
| **Total current liabilities** | NA | 183.94 |
| **Total non current liabilities** | NA | 21.09 |
| **Total Liabilities** | NA | 205.03 |
| **Net Assets** | NA | 35.98 |
| Groups' share of net assets | NA | 11.99 |
| **Carrying amount of interest in associate** | NA | 219.99 |

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| Revenue | 257.02 | 274.48 |
| Loss before tax | (25.79) | (96.53) |
| Loss after tax | (18.02) | (67.56) |
| Other comprehensive income | - | 0.23 |
| Total comprehensive income | (18.02) | (67.33) |
| Group's share of profit/(loss) | (6.01) | (22.44) |

***(All amounts are in Rs. million, unless otherwise stated)***

**Notes:**

(i) The investment in 4,286, non cumulative compulsorily convertible preference shares ("CCPS") were convertible into equity shares in a ratio of 1:1 at any point of time at the option of the Holding Company by giving 15 days notice. In case the preference shares were not converted prior to 20 years from the date of issue, the same shall automatically get converted to equity shares immediately upon expiry of 20 (twenty) years from the date of issuance. Accordingly, the investment in the CCPS of the associate company are in terms of the commercial substance akin to the investment in the equity shares of the associate.

(ii) During the year ended 31 March 2025, the equity as well as preference shares held in Kimirica has been sold. Refer note 48 for details.

(iii) During the year ended 31 March 2023, the Holding Company in partnership with Dixon Technologies Ltd. formed a Joint Venture "Califonix Tech and Manufacturing Private Limited" on 50:50 profit sharing basis. The JV was formed to leverage the manufacturing and product design, backward integration and R&D capabilities held by each of the partner. Accordingly, the Holding Company made initial investment of Rs.50.5 Mn for 50,50,000 equity shares of face value of Rs.10 each. Further during the previous year, the Holding Company has made additional investment of Rs. 165 Mn for 16,500,000 equity shares.

(iv) The Group has complied with the requirements of 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) Refer note 35 - Financial instruments, fair values and risk measurement for fair valuation methodology.

**7 INVESTMENTS**

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| __Current__ | | |
| **Investments measured at fair value through profit or loss (Quoted)** | | |
| Investments in Mutual Funds | 831.95 | - |
| **Total** | **831.95** | **-** |
| **Details of aggregate amount of quoted, unquoted and Impairment of Investments:** | | |
| Aggregate amount of quoted investments (at cost) | 829.96 | - |
| Market value of quoted investments | 831.95 | - |

**8 OTHER FINANCIAL ASSETS**

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| __Non-Current__ | | |
| *__Unsecured, considered good unless otherwise stated__* | | |
| Security deposits | 38.51 | 42.37 |
| **Total** | **38.51** | **42.37** |
| __Current__ | | |
| *__Unsecured, considered good unless otherwise stated__* | | |
| Security deposits | 12.88 | 6.54 |
| Less: Allowance for expected credit loss - refer note (ii) below | (3.31) | (3.31) |
| Bank deposits with original maturity of more than 12 months but remaining maturity of less than 12 months | - | 135.00 |
| Others (including interest receivable and IPO expenses) # | 123.47 | 25.83 |
| **Total** | **133.04** | **164.06** |

| | Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|---|
| **(i)** | **Details of lien against bank deposits:** | | |
| | Security lien towards ICICI cash credit facility, bank guarantee and working capital demand loan | - | 60.00 |
| | Security lien towards Axis cash credit facility and working capital demand loan | - | 75.00 |
| | **Total** | **-** | **135.00** |

**Notes:**

**(ii)** The Subsidiary Company had advanced Rs. 4.05 million in 2019-20 in accordance with the lease agreement executed for rental premises. The Subsidiary Company had vacated the premises and terminated the lease in April 2020 on account of invocation of force majeure clause invoked due to COVID 2019 lockdown. The Security Deposit was recoverable to the extent of Rs. 3.31 million in April 2020, after adjustment of rent, etc. However the lessor has not refunded the same. Thus, though the efforts are being made to recover the amount due to the extent of Rs. 3.31 million in April 2020, after adjustment of rent, etc. the management has decided to make a provision for doubtful debts amounting to Rs. 3.31 million.

**(iii)** # During the year ended 31 March 2025, of the said amount the Holding Company has provided for the IPO expenses of INR 155.43 millions. The same has been apportioned on the pro rata basis towards proposed offer for sale and new issue of shares. Accordingly, Other receivables includes amount of INR 103.62 millions expected to be recovered by the Holding Company from the selling shareholders for offer for sale and balance amount of INR 51.81 millions for new public issue is appropriated towards balance in securities premium account in accordance with section 52(2)(c) of the Companies Act, 2013.

***(All amounts are in Rs. million, unless otherwise stated)***

**9 INCOME TAXES**

**A. Components of income tax expense**

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| **I. Tax expense recognised in Profit and Loss** | | |
| **Current Tax Expense** | | |
| Current tax on profits for the year | 4.32 | 6.84 |
| **Total Current Tax Expense** | **4.32** | **6.84** |
| **Deferred Tax Expense/(Credit)** | | |
| *Attributable to :* | | |
| Origination and reversal of temporary differences | 131.90 | (172.53) |
| **Total Deferred Tax Expense/(Credit)** | **131.90** | **(172.53)** |
| **Income tax expenses recognised in profit and loss** | **136.22** | **(165.69)** |
| **II. Tax expense recognised in Other Comprehensive Income** | | |
| **Deferred Tax Expense** | | |
| **Items that will not be reclassified to profit or loss** | | |
| Net (loss)/gain on remeasurements of defined benefit plans | 0.15 | (1.09) |
| **Income tax expenses recognised in other comprehensive income** | **0.15** | **(1.09)** |

**B. Reconciliation of Effective Tax Rate**

**The reconciliation between the statutory income tax rate applicable to the Group and the effective income tax rate of the Group is as follows:**

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| **Weighted Average statutory income tax rate applicable to group for the year** | 25.17% | 25.17% |
| *Tax effect of:* | | |
| Expenses not deductible for tax purposes | 0.96% | -0.87% |
| Recognition of previously unrecognised tax losses | 0.00% | -0.04% |
| Impact of adjustments for the current tax of prior periods | -3.28% | 0.00% |
| Deferred tax asset not recognised for share of profits in relation to associate and joint venture | -5.80% | 2.03% |
| Others* | 1.19% | -9.08% |
| **Effective tax rate** | **18.24%** | **17.21%** |

*Majorly includes impact of deferred tax not created on losses of subsidiary companies.

**C. Deferred tax assets and liabilities**

Deferred tax assets and liabilities are attributable to the following:

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Deferred Tax Assets** | | |
| Lease liabilities | 48.09 | 66.97 |
| Provisions for employee benefits | 15.46 | 11.54 |
| Loss allowance | 149.44 | 96.18 |
| Tax-loss carry forwards | 121.23 | 419.74 |
| Property, plant and equipment | 2.78 | (11.97) |
| Investments measured at FVTPL and Derivative Liability | 3.15 | - |
| Security deposits | 1.35 | (1.16) |
| Fair value through profit and loss (CCPS) | 11.70 | - |
| Others | 50.81 | 34.29 |
| **Total Deferred Tax Assets (A)** | **404.01** | **615.59** |
| **Deferred Tax Liabilities** | | |
| Right-of-use assets | (41.14) | (61.68) |
| Business Combination | (107.60) | (166.89) |
| **Total Deferred Tax Liabilities (B)** | **(148.74)** | **(228.57)** |
| **Net Deferred Tax Assets (A-B)** | **255.27** | **387.02** |

**9 INCOME TAXES (CONTINUED)**

**C. Deferred tax assets and liabilities *(Continued)***

**(i) Movements in Deferred Tax Assets / (Liabilities)**

| Movements during the year ended 31 March 2025 | Opening balance as on 01 April 2024 | Recognised in profit and loss | Recognised in other comprehensive income | Pursuant to Business Combination | Recognised directly in equity | Closing balance as on 31 March 2025 |
|---|---|---|---|---|---|---|
| **Deferred Tax Assets** | | | | | | |
| Lease liabilities | 66.98 | (18.89) | - | - | - | 48.09 |
| Provisions for employee benefits | 11.54 | 3.77 | 0.15 | - | - | 15.46 |
| Loss allowance | 96.18 | 53.26 | - | - | - | 149.44 |
| Tax-loss carry forwards | 419.74 | (298.51) | - | - | - | 121.23 |
| Property, plant and equipment | (11.97) | 14.75 | - | - | - | 2.78 |
| Investments measured at FVTPL and Derivative Liability | - | 3.15 | - | - | - | 3.15 |
| Security deposits | (1.16) | 2.51 | - | - | - | 1.35 |
| Fair value through profit and loss (CCPS) | - | 11.70 | - | - | - | 11.70 |
| Others | 34.28 | 16.53 | - | - | - | 50.81 |
| **Deferred Tax Liabilities** | | | | | | |
| Right-of-use assets | (61.68) | 20.54 | - | - | - | (41.14) |
| Business Combination | (166.89) | 59.29 | - | - | - | (107.60) |
| **Total** | **387.02** | **(131.90)** | **0.15** | **-** | **-** | **255.27** |
| | | | | | | |
| **Net deferred tax assets as at 31 March 2025** | | | | | | **362.87** |
| **Net deferred tax liabilities as at 31 March 2025** | | | | | | **(107.60)** |
| **Net closing balance as on 31 March 2025** | | | | | | **255.27** |

| Movements during the year ended 31 March 2024 | Opening balance as on 01 April 2023 | Recognised in profit and loss | Recognised in other comprehensive income | Pursuant to Business Combination | Recognised directly in equity | Closing balance as on 31 March 2024 |
|---|---|---|---|---|---|---|
| **Deferred Tax Assets** | | | | | | |
| Lease liabilities | 45.24 | 21.74 | - | - | - | 66.98 |
| Provisions for employee benefits | 9.28 | 3.35 | (1.09) | - | - | 11.54 |
| Loss allowance | 85.67 | 10.51 | - | - | - | 96.18 |
| Tax-loss carry forwards | 265.74 | 154.00 | - | - | - | 419.74 |
| Others | 24.62 | 9.66 | - | - | - | 34.28 |
| **Deferred Tax Liabilities** | | | | | | |
| Property, plant and equipment | (9.88) | (2.09) | - | - | - | (11.97) |
| Right-of-use assets | (37.48) | (24.20) | - | - | - | (61.68) |
| Investments in equity instruments measured at FVTPL | (0.53) | 0.53 | - | - | - | - |
| Security Deposits | 0.19 | (0.97) | - | - | - | (1.16) |
| Business Combination | (166.89) | - | - | - | - | (166.89) |
| **Total** | **215.58** | **172.53** | **(1.09)** | **-** | **-** | **387.02** |
| | | | | | | |
| **Net deferred tax assets as at 31 March 2024** | | | | | | **553.91** |
| **Net deferred tax liabilities as at 31 March 2024** | | | | | | **(166.89)** |
| **Net closing balance as on 31 March 2024** | | | | | | **387.02** |

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

**D. Tax assets and liabilities**

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Non-Current tax assets (net)** | | |
| Advance tax and tax deducted at source, net of provision for tax Rs. 510.61 (31 March 2024 : Rs. 512.95) | 123.75 | 220.11 |

The Group has not surrendered or disclosed any income in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961). Accordingly, there are no transaction which are not recorded in the books of accounts.

**E. Business loss/Unabsorbed depreciation of the Holding Company can be carried forward as per table mentioned below:**

| Loss for the year ended | Head | Amount (Rs. In millions) | Utilised Amount (Rs. In millions) | Balance amount carried forward | Carried forward till |
|---|---|---|---|---|---|
| 31 March 2024 | Business Loss | 444.77 | 132.40 | 312.37 | 31-03-2032 |
| 31 March 2024 | Unabsorbed depreciation | 167.04 | - | 167.04 | Indefinite period |

| Loss for the year ended | Head | Amount (Rs. In millions) | Utilised Amount (Rs. In millions) | Balance amount carried forward | Carried forward till |
|---|---|---|---|---|---|
| 31 March 2023 | Business Loss | 963.31 | 963.31 | - | 31-03-2031 |
| 31 March 2023 | Unabsorbed depreciation | 90.26 | 90.26 | - | Indefinite period |
| 31 March 2023 | Capital loss | 2.21 | - | 2.21 | 31-03-2031 |

**Note:**

1. During the year ended 31 March 2024 and 31 March 2023, the Holding Company has incurred losses and the Holding Company is reasonably certain that the above losses will be set off against the profits of the coming years. Based on the future projections and profitability, the Holding Company has created Deferred Tax asset on the carried forward losses, unabsorbed depreciation and capital loss.

2. The Group has not recognised deferred tax asset on the losses of subsidiary companies Rs. 1,559.06 (31 March 2024: Rs. 1,478.49 Million on account of uncertainty in generating future taxable profits. #

# The Group has quantified the "Deferred tax asset on the Business losses and capital losses of subsidiary companies" as a part of restatement adjustments (refer note 51)

***(All amounts are in Rs. million, unless otherwise stated)***

**10 OTHER NON CURRENT AND CURRENT ASSETS**

| **Particulars** | **As at 31 March 2025** | **As at 31 March 2024** |
|---|---|---|
| **Non-Current** | | |
| *Unsecured, considered good unless otherwise stated* | | |
| Balances with Government Authorities | 3.51 | 3.40 |
| | **3.51** | **3.40** |
| **Current** | | |
| *Unsecured, considered good unless otherwise stated* | | |
| Advances to suppliers # | 1,210.81 | 1,839.41 |
| Less: Allowances for credit impaired advances | (295.59) | (150.00) |
| Return asset * | 330.00 | 335.80 |
| Prepaid Expenses | 54.21 | 57.35 |
| Balances with Government Authorities | | |
| - Goods and Services Tax credit receivable | 785.25 | 1,548.19 |
| - Custom Duty | 14.97 | 1.35 |
| - Sales Tax/ Value Added Tax | 0.03 | 0.03 |
| **Total** | **2,099.68** | **3,632.13** |

* Return Asset: Customers of the Holding Company have right to return in case of any defects or on grounds of quality. The Holding Company uses expected value method to estimate the goods that will be returned. For goods that are expected to be returned, instead of revenue proceeds, the Holding Company recognize a refund liability.

(i) There are no advances in the nature of loans to promoters, directors, KMPs or related parties (as defined under Companies Act, 2013) either severally or jointly with any other person, that are:
(a) repayable on demand; or

(b) without specifying any terms or period of repayment

# Advance to Vendors as at 31 March 2025 includes $2.5 Million (31 March 2024: $2.98 Million) advanced to foreign vendors for inventory, outstanding for more than six months due to non-receipt of materials or repatriation. This results in non-compliance with the Master Circulars issued by the Reserve Bank of India with respect to prescribed timelines for receipt of goods against the advances given or remittance of monies back into India. Out of the total outstanding advances mentioned above, the management has already written to its AD Banker for permission to write-off of $ 1.9 Million and is reasonably confident of obtaining the approval from the competent authorities and believes that the approval for an extension of time is only a procedural matter and any fees/penalties in relation to obtaining such a condonation will not be material.

As a matter of abundant caution, the Holding Company has created a provision for the anticipated penalty in the financial statements, (included in " Other Expenses").

#The amount of $2.98 Mn has been disclosed as part of restatement adjustment for the year ended 31 March, 2024. Refer Note 51.

**11 INVENTORIES**

| **Particulars** | **As at 31 March 2025** | **As at 31 March 2024** |
|---|---|---|
| Stock-in-trade | 3,258.12 | 4,310.06 |
| **Total** | **3,258.12** | **4,310.06** |

(i) Inventory includes goods in transit Rs. 236.19 million (31 March 2024: Rs. 53.92 million).
(ii) Value of provisions for slow-moving and obsolete items of Rs. 550.56 millions (31 March 2024: Rs. 1,120.74 millions). Additionally, the inventories of finished goods have been reduced by Rs. 41.93 million (March 31, 2024 - 55.00) as a result of write down of inventories to net realisable value.
(iii) The Holding Company has charged off to Statement of Profit and Loss the cost of goods that have been scrapped. Rs. 511.78 million (31 March 2024: Rs. 737.27 million)
(iv) The Holding Company has created a charge on its inventories for its borrowings (refer to note 18)
(v) For method of valuation, refer note 2.3 (F) of material accounting policies

***(All amounts are in Rs. million, unless otherwise stated)***

**12 TRADE RECEIVABLES**

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Unsecured** | | |
| Trade receivables considered good | 2,785.07 | 1,728.95 |
| Trade Receivables – credit impaired | 11.05 | 11.05 |
| Less: Loss allowance | (250.71) | (232.04) |
| **Total** | **2,545.41** | **1,507.96** |
| **Category wise details of allowance for expected credit loss** | | |
| Loss allowance for Trade Receivables considered good | 239.66 | 220.99 |
| Loss allowance for Trade Receivables – credit impaired | 11.05 | 11.05 |
| | **250.71** | **232.04** |

**(i)** There are no debt which are due by directors or other officers of the Holding Company or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any director is a partner or a director or a member.

**(ii) Trade receivables from related parties:** There are no Trade Receivable from Related Party at the group level.

**(iii) The movement in allowance for expected credit loss is as follows:**

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Balance as at beginning of the year** | **232.04** | **294.27** |
| Change in allowance during the year | 18.67 | (62.23) |
| **Balance as at the end of the year** | **250.71** | **232.04** |

**(iv) Ageing for trade receivables from the due date of payment for each of the category is as follows:**

| Trade receivables ageing schedule as at 31 March 2025 | Outstanding for following periods from due date of payment | | | | | | |
|---|---|---|---|---|---|---|---|
| | Current (not due) | Less than 6 months | 6 Months to 1 Year | 1 - 2 Years | 2 -3 Years | More than 3 Years | Total |
| (i) Undisputed Trade Receivables - considered good | 1,479.04 | 1,183.16 | 43.67 | 74.84 | 1.20 | 3.16 | 2,785.07 |
| (ii) Undisputed Trade Receivables - significant increase in credit risk | - | - | - | - | - | - | - |
| (iii) Undisputed Trade Receivables - credit impaired | - | - | - | - | - | - | - |
| (iv) Disputed Trade Receivables - considered good | - | - | - | - | - | - | - |
| (v) Disputed Trade Receivables-significant increase in credit risk | - | - | - | - | - | - | - |
| (vi) Disputed Trade Receivables - credit impaired | - | - | - | - | - | 11.05 | 11.05 |
| | **1,479.04** | **1,183.16** | **43.67** | **74.84** | **1.20** | **14.21** | **2,796.12** |
| Loss allowance | (1.65) | (125.20) | (33.60) | (74.84) | (1.20) | (14.21) | (250.71) |
| | **1,477.39** | **1,057.96** | **10.07** | **-** | **-** | **-** | **2,545.41** |

**Note:** There are no unbilled dues as at 31 March 2025

| Trade receivables ageing schedule as at 31 March 2024 | Outstanding for following periods from due date of payment | | | | | | |
|---|---|---|---|---|---|---|---|
| | Current (not due) | Less than 6 months | 6 Months to 1 Year | 1 - 2 Years | 2 -3 Years | More than 3 Years | Total |
| (i) Undisputed Trade Receivables - considered good | 1,158.81 | 400.73 | 84.12 | 79.13 | 3.17 | 2.99 | 1,728.95 |
| (ii) Undisputed Trade Receivables - significant increase in credit risk | - | - | - | - | - | - | - |
| (iii) Undisputed Trade Receivables - credit impaired | - | - | - | - | - | - | - |
| (iv) Disputed Trade Receivables - considered good | - | - | - | - | - | - | - |
| (v) Disputed Trade Receivables - significant increase in credit risk | - | - | - | - | - | - | - |
| (vi) Disputed Trade Receivables - credit impaired | - | - | - | - | 11.05 | - | 11.05 |
| | **1,158.81** | **400.73** | **84.12** | **79.13** | **14.22** | **2.99** | **1,740.00** |
| Loss allowance | (0.21) | (51.52) | (83.97) | (79.13) | (14.22) | (2.99) | (232.04) |
| | **1,158.60** | **349.21** | **0.15** | **-** | **-** | **-** | **1,507.96** |

**Note:** There are no unbilled dues as at 31 March 2024.

***(All amounts are in Rs. million, unless otherwise stated)***

**13 CASH AND CASH EQUIVALENTS**

| **Particulars** | **As at 31 March 2025** | **As at 31 March 2024** |
|---|---|---|
| Cash on hand* | 0.35 | 0.86 |
| Balances with banks | | |
| In current accounts | 696.04 | 463.59 |
| In deposits with original maturity of less than 3 months | 141.29 | 140.00 |
| **Total** | **837.68** | **604.45** |

* Cash on hand includes balances in digital wallets of Rs. 0.11 (31 March 2024 : Rs. 0.81)

**Note:**
Details of lien against fixed deposits:

| | | |
|---|---|---|
| Security lien towards Citi cash credit and working capital demand loan | 140.00 | 140.00 |
| | **140.00** | **140.00** |

Refer note 35 - Financial instruments, fair values and risk measurement

**14 BANK BALANCE OTHER THAN CASH AND CASH EQUIVALENTS**

| **Particulars** | **As at 31 March 2025** | **As at 31 March 2024** |
|---|---|---|
| Balances with banks to the extent held as security against the borrowings | | |
| Fixed deposits with original maturity of more than 3 months but less than 12 months | 1,990.00 | 1,935.00 |
| **Total** | **1,990.00** | **1,935.00** |

Refer note 35 - Financial instruments, fair values and risk measurement

**Note:**
*Details of lien against fixed deposits:*

| | | |
|---|---|---|
| Security lien towards RBL cash credit facility | 1,575.00 | 1,575.00 |
| Security lien towards HDFC working capital demand loan | 60.00 | 60.00 |
| Security lien towards ICICI cash credit facility and working capital demand loan | 10.00 | - |
| Security lien towards HSBC working capital demand loan and overdraft facility | 150.00 | 150.00 |
| Security lien towards DBS working capital demand loan | 100.00 | 75.00 |
| Security lien towards Axis cash credit and working capital demand loan | 95.00 | - |
| Security lien towards SCB working capital demand loan | - | 75.00 |
| | **1,990.00** | **1,935.00** |

**15 LOANS**

| **Particulars** | **As at 31 March 2025** | **As at 31 March 2024** |
|---|---|---|
| Loan to employees considered good – Unsecured | 0.54 | 0.04 |
| **Total** | **0.54** | **0.04** |

Refer note 35 - Financial instruments, fair values and risk measurement

**Notes:**

(i) There are no loans due by directors or other officers of the Group or any of them either severally or jointly with any other persons or amounts due by firms or private companies respectively in which any director is a partner or a director or a member, except as disclosed in note (iii) below.

(ii) Loans given to employees as per the Group's policy are not considered for the purposes of disclosure under Section 186(4) of the Companies Act, 2013.

(iii) Loans or advances in the nature of loans to promoters, directors, KMPs or related parties (as defined under Companies Act, 2013) either severally or jointly with any other person, that are:
(a) repayable on demand; or
(b) without specifying any terms or period of repayment;

There are no loans to promoters, directors, KMPs or related parties (as defined under Companies Act, 2013) either severally or jointly with any other person, that are without specifying any terms or period of repayment.

*(All amounts are in Rs. million, unless otherwise stated)*

**16 SHARE CAPITAL**

| Particulars | As at 31 March 2025 Number of shares | As at 31 March 2025 Amount | As at 31 March 2024 Number of shares (Restated) | As at 31 March 2024 Amount (Restated) |
|---|---|---|---|---|
| **AUTHORISED SHARE CAPITAL** | | | | |
| Equity shares of Re 1 each (Previous Year of Rs. 1 each) * | 21,08,28,000 | 210.83 | 16,08,28,000 | 160.83 |
| Series A Preference shares of Rs 10 each | 5,35,200 | 5.35 | 5,35,200 | 5.35 |
| Series B Preference shares of Rs 6,000 each | 18,929 | 113.57 | 18,929 | 113.57 |
| Series C Preference shares of Rs 3.00 each # | 66,58,000 | 19.98 | 66,58,000 | 19.98 |

# Classified as financial liability

**Reconciliation of the number of shares**

| Particulars | Equity shares | | Series A CCPS | | Series B CCPS | | Series C CCPS | |
|---|---|---|---|---|---|---|---|---|
| | Number of Shares | Amount | Number of Shares | Amount | Number of Shares | Amount | Number of Shares | Amount |
| **As at 01 April 2023** | 16,08,28,000 | 160.83 | 5,35,200 | 5.35 | 18,929 | 113.57 | 66,58,000 | 19.98 |
| Increase/(Decrease) during the year | - | - | - | - | - | - | - | - |
| **As at 31 March 2024** | 16,08,28,000 | 160.83 | 5,35,200 | 5.35 | 18,929 | 113.57 | 66,58,000 | 19.98 |
| Increase during the year | 5,00,00,000 | 50.00 | - | - | - | - | - | - |
| **As at 31 March 2025** | **21,08,28,000** | **210.83** | **5,35,200** | **5.35** | **18,929** | **113.57** | **66,58,000** | **19.98** |

| Particulars | As at 31 March 2025 Number of shares | As at 31 March 2025 Amount | As at 31 March 2024 Number of shares | As at 31 March 2024 Amount |
|---|---|---|---|---|
| **ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL** | | | | |
| **Equity share capital** | | | | |
| Equity shares of Re 1 each (Previous Year of Rs. 1 each) | 9,61,46,300 | 96.15 | 9,61,46,300 | 96.15 |
| | **9,61,46,300** | **96.15** | **9,61,46,300** | **96.15** |
| **Instruments entirely equity in nature** | | | | |
| Series A Preference shares of Rs 10 each | 5,10,000 | 5.10 | 5,10,000 | 5.10 |
| Series B Preference shares of Rs 6,000 each | 17,269 | 103.61 | 17,269 | 103.61 |
| | **5,27,269** | **108.71** | **5,27,269** | **108.71** |
| **Total** | **9,66,73,569** | **204.86** | **9,66,73,569** | **204.86** |

*The amount and number of Authorised Share Capital for Equity shares of Rs. 1 each has been restated from 14,64,68,000 equity shares to 16,08,28,000 and amount from Rs. 146.47 Million to 160.83 Million as a part of restatement adjustments in the above table for years ended 31 March 2024 (refer note 51)

**(a) Reconciliation of the number of shares**

| Particulars | Equity shares | | Series A CCPS | | Series B CCPS | |
|---|---|---|---|---|---|---|
| | Number of Shares | Amount | Number of Shares | Amount | Number of Shares | Amount |
| **As at 01 April 2023** | **9,60,96,300** | **96.10** | **5,10,000** | **5.10** | **17,269** | **103.61** |
| Issue of Equity Shares on exercise of employee stock option | 50,000 | 0.05 | - | - | - | - |
| **As at 31 March 2024** | **9,61,46,300** | **96.15** | **5,10,000** | **5.10** | **17,269** | **103.61** |
| Issue of Equity Shares on exercise of employee stock option | - | - | - | - | - | - |
| **As at 31 March 2025** | **9,61,46,300** | **96.15** | **5,10,000** | **5.10** | **17,269** | **103.61** |

Equity shares represents equity shares of Rs 1 each, fully paid up
Series A CCPS represents 0.01% Non-cumulative compulsorily convertible preference shares of Rs 10 each, fully paid up
Series B CCPS represents 0.01% Cumulative compulsorily convertible preference shares of Rs 6,000 each, fully paid up

**(b) Rights, preferences and restrictions attached to equity shares:**

The Holding Company has a single class of equity shares. Accordingly, all equity shares rank equally with regard to dividends and share in the Holding Company's residual assets. The equity shares are entitled to receive dividend as declared from time to time. The voting rights of an equity shareholder on a poll (not on show of hands) are in proportion to its share of the paid-up equity capital of the Company. Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid.

Failure to pay any amount called up on shares may lead to forfeiture of the shares.

On winding up of the Holding Company, the holders of equity shares will be entitled to receive the residual assets of the Holding Company, remaining after distribution of all preferential amounts in proportion to the number of equity shares held and after payment to the secured and unsecured loan.

**(c) Rights, preferences and restrictions attached to preference shares:**

The Holding Company has three classes of preference shares i.e. 0.01% Non-Cumulative Compulsory Convertible preference shares of Rs. 10 each ('Series A CCPS') and 0.01% Cumulative Compulsory Convertible preference shares of Rs. 6,000 each ('Series B CCPS'), 0.01% Cumulative Compulsory Convertible preference shares of Rs. 3 each ('Series C CCPS').

Series A CCPS comprises Series A CCPS and Series A1 CCPS, both convertible at a ratio of 1:1 (that is 1 Equity Share shall be issued upon conversion of 1 Preference Share), having a right to preferred non - cumulative dividend of 0.01% per annum and of the par value of Rs 10 each in the capital of the Holding Company. Each Preference Share may be converted into Equity Shares at any time at the option of the holder of that Preference Share and/or if mandated by applicable laws.

Subject to applicable Laws, the preference shares shall be automatically converted into equity shares in the ratio of 1 Equity Share for 1 Preference Share ('Conversion Ratio'), upon the earlier of (i) expiry of 19 years and 9 months from the Closing Date or (ii) in connection with an IPO, prior to the filing of a red hearing prospectus (or equivalent document, by whatever name called) by the Holding Company with the competent authority or such later date as may be permitted under applicable law.

In the event of a liquidation, the holders of CCPS will have priority over equity shareholders in the payment of dividend and repayment of capital.

Series B CCPS comprises Series B CCPS and Series B1 CCPS, both cumulative participating compulsorily and fully convertible preference shares having a face value of Rs. 6,000 each, convertible at a ratio of 1:2000 * (that is 2000 Equity Share shall be issued upon conversion of 1 Preference Share), having a right to preferred cumulative dividend of 0.01% per annum and of the par value of Rs 6,000 each in the capital of the Holding Company. Each Preference Share may be converted into Equity Shares at any time at the option of the holder of that Preference Share and/or if mandated by applicable laws.

Subject to applicable Laws, the preference shares shall be automatically converted into equity shares in the ratio of 2000 Equity Share for 1 Preference Share ('Conversion Ratio'), upon the earlier of (i) expiry of 19 years and 9 months from the Closing Date; or (ii) in connection with an IPO, prior to the filing of a red-herring prospectus (or equivalent document, by whatever name called) by the Holding Company with the competent authority or such later date as may be permitted under applicable law.

In the event of a liquidation, the holders of CCPS will have priority over equity shareholders in the payment of dividend and repayment of capital.
As per the original terms of Series B CCPS, the conversion ratio was 1:1 (that is 1 Equity Share shall be issued upon conversion of 1 Preference Share). During the year ended 31 March 2022, pursuant to the Corporate Event being issuance of Bonus Equity Shares and Bonus Series A CCPS and the face value of the equity shares was sub-divided from Rs. 10 per Equity share to Re. 1 per Equity share the Company adjusted the conversion price for Series B CCPS in accordance with their terms of issuance as set out in the articles of association and the amended shareholders agreement dated 9 April 2021 from Rs. 283,749 to Rs. 141.88. Accordingly, the revised conversion ratio is 1:2000.

**16 EQUITY SHARE CAPITAL AND INSTRUMENTS ENTIRELY EQUITY IN NATURE (CONTINUED)**

**(d) Details of shareholders holding more than 5% shares of a class of shares in the Holding Company:**

| Particulars | As at 31 March 2025 Number of shares | As at 31 March 2025 % in shares | As at 31 March 2024 Number of shares | As at 31 March 2024 % in shares |
|---|---|---|---|---|
| **Equity shares** | | | | |
| Mr. Sameer Mehta | 3,83,70,000 | 39.91% | 3,83,70,000 | 39.91% |
| Mr. Aman Gupta | 3,83,70,000 | 39.91% | 3,83,70,000 | 39.91% |
| South Lake Investment Ltd | 1,85,10,000 | 19.25% | 1,85,10,000 | 19.25% |
| **Instruments entirely equity in nature** | | | | |
| **Series A CCPS** | | | | |
| Fireside Ventures Investment Fund - I | 5,10,000 | 100.00% | 5,10,000 | 100.00% |
| **Series B CCPS** | | | | |
| South Lake Investment Ltd | 15,507 | 89.80% | 15,507 | 89.80% |
| Qualcomm Ventures LLC | 1,762 | 10.20% | 1,762 | 10.20% |

**(e) Shares reserved for issue under options and contracts:**

| Particulars | As at 31 March 2025 Number of shares | As at 31 March 2025 Amount | As at 31 March 2024 Number of shares | As at 31 March 2024 Amount |
|---|---|---|---|---|
| **Under Employee Stock Option Plan 2019:** | | | | |
| Equity shares of Re 1 each, at exercise price of Rs 30.27 per share | 5,38,200 | 0.54 | 5,46,200 | 0.59 |
| Equity shares of Re 1 each, at exercise price of Rs 141.88 per share | 14,72,830 | 1.47 | 16,79,330 | 2.04 |
| Equity shares of Re 1 each, at exercise price of Rs 218.00 per share | 8,75,000 | 0.88 | 8,75,000 | 0.88 |
| Equity shares of Re 1 each, at exercise price of Rs 300.00 per share | 1,63,300 | 0.16 | 1,50,000 | 0.15 |
| Equity shares of Re 1 each, at exercise price of Rs 450.00 per share | 5,28,131 | 0.53 | 5,56,002 | 0.56 |
| Equity shares of Re 1 each, at exercise price of Rs 250.00 per share | 15,000 | 0.02 | - | - |
| **Under Employee Stock Option Plan 2021:** | | | | |
| Equity shares of Re 1 each, at exercise price of Rs 141.88 per share | 20,14,000 | 2.01 | 20,14,000 | 2.01 |
| **Under Employee Stock Option Plan 2023:** | | | | |
| Equity shares of Re 1 each, at exercise price of Rs 450.00 per share | 12,58,582 | 1.26 | 1,52,336 | 0.15 |
| **For 0.01% Non-Cumulative Compulsorily Convertible preference shares of Rs. 10 each** | | | | |
| Equity shares of Re 1 each * | 51,00,000 | 5.10 | 51,00,000 | 5.10 |
| **For 0.01% Cumulative Compulsorily Convertible preference shares of Rs. 6,000 each** | | | | |
| Equity shares of Re 1 each * | 3,45,38,000 | 34.54 | 3,45,38,000 | 34.54 |

* Pursuant to the Corporate Event being issuance of Bonus Equity Shares and Bonus Series A CCPS, the number of options and the exercise price per share have also been adjusted accordingly, i.e. number of options have been multiplied by 200 and the exercise price per share has been divided by 200.
Terms attached to the Compulsorily Convertible Preference Shares are described in note 16 (c).
Terms attached to the Employee Stock Options granted to the employees are described in note 40 regarding Employee share based payments.

* The number of shares under Employee Stock option plans as on 31 March, 2024 have been restated as a part of restatement adjustments in the above table (refer note 51).

**(f) Information regarding issue of bonus shares in the last five years:**

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Aggregate number and class of shares allotted as fully paid up by way of bonus shares** | | |
| Equity shares of Re 1 each (Previous Year of Rs. 10 each) @ | 94,77,375 | 94,77,375 |
| 0.01% Non-Cumulative Compulsory Convertible preference shares of Rs. 10 each # | 5,07,450 | 5,07,450 |
| **Aggregate number and class of shares bought back during the period of five years immediately preceding the reporting date:** | | |
| Equity shares of Re 1 each (Previous Year of Rs. 1 each) * | 4,934 | 4,934 |

@ During the year ended 31 March 2022, the Holding Company has issued bonus shares in the ratio of 1:199 ( (i.e. 199 new bonus shares for every 1 share held by the holder) credited as fully paid up, to the eligible equity shareholders of Equity Shares of Rs. 10 eachand whose names appear in the Register of Members / Beneficial Owners' position of the Company on 13 May, 2021 ("Record Date").

# During the year ended 31 March 2022, the Holding Company has issued bonus shares in the ratio of 1:199 ( (i.e. 199 new bonus shares for every 1 share held by the holder) credited as fully paid up, to the eligible shareholders 0.01% Non-Cumulative Compulsory Convertible preference shares of Rs. 10 each and whose names appear in the Register of Members / Beneficial Owners' position of the Company on 13 May, 2021 ("Record Date").

Pursuant to the aforementioned Corporate Event being issuance of Bonus Equity Shares and Bonus Series A CCPS and the face value of the equity shares was sub-divided from Rs. 10 per Equity share to Re. 1 per Equity share, the Holding Company adjusted the conversion price for Series B CCPS in accordance with their terms of issuance as set out in the articles of association and the amended and shareholders agreement dated April 9, 2021, from Rs. 283,749 to Rs. 141.88.

* During the year ended 31 March 2021, the Holding Company bought back 4,934 equity shares of Rs 10 each, fully paid up at a price of Rs. 283,138.31 per equity share for an amount of Rs.1,135,502,418 from Mr. Sameer Mehta (2,467 equity shares) and Mr. Aman Gupta (2,467 equity shares).

**(g) Details of shares by the Promoter's of the Holding Company:**

| Name of the promotor | change % | As at 31 March 2025 Number of shares | As at 31 March 2025 % in the class | As at 31 March 2024 Number of shares | As at 31 March 2024 % in the class |
|---|---|---|---|---|---|
| **Equity shares of Rs each fully paid up held by:** | | | | | |
| Mr. Sameer Mehta | 0.00% | 3,83,70,000 | 39.91% | 3,83,70,000 | 39.91% |
| Mr. Aman Gupta | 0.00% | 3,83,70,000 | 39.91% | 3,83,70,000 | 39.91% |

**(h) Agreements with Shareholders:**

(i) For terms in relation to Series C CCPS refer note 18(viii).

**(i) During the year ended 31 March 2023:**

Pursuant to a Shareholders Agreement (SHA) dated 24 October 2022 entered into by and between Imagine Marketing Limited, Sameer Mehta (Promoter 1), Aman Gupta (Promoter 2), Fireside Ventures Investment Fund - I (Scheme of Fireside Ventures Investments Trust), South Lake Investments Ltd, Qualcomm Ventures LLC, Malabar India Fund Limited, Malabar Select Fund and Malabar Midcap Fund and the Share Subscription Agreement (SSA) dated 24 October 2022 entered into by and between Imagine Marketing Limited, the Promoters, South Lake Investments Ltd, Malabar India Fund Limited, Malabar Select Fund and Malabar Midcap Fund, the Company issued 6,657,791 0.01% Cumulative Compulsory Convertible preference shares of Rs. 3 each to South Lake Investments Ltd, Malabar India Fund Limited, Malabar Select Fund and Malabar Midcap Fund on December 2, 2022 on a private placement basis as per the provisions of Section 42 of the Companies Act, 2013. Consequent to such issue of shares, the Company received Rs. 5,003.22 million the details of which are included in the table below:

| Type of share | Face value per share | Issue price per share | Premium on issue per share | No. of shares | Total amount in Rs. million |
|---|---|---|---|---|---|
| 0.01% Cumulative Compulsory Convertible preference shares of Rs. 3 each (Series C CCPS) | 3.00 | 751.49 | 748.49 | 66,57,791 | 5,003.22 |
| Add: Fair value (gain)/loss on account of changes in Financial Liability | | | | | 31.23 |
| **Carrying amount of liability as at March 31, 2023** | | | | | **5,034.45** |

**During the year ended 31 March 2022:**

(ii) Pursuant to a Shareholders Agreement (SHA) dated 9 April 2021 entered into by and between Imagine Marketing Limited, Sameer Mehta (Promoter 1), Aman Gupta (Promoter 2), Fireside Ventures Investment Fund - I (Scheme of Fireside Ventures Investments Trust), South Lake Investments Ltd and Qualcomm Ventures LLC and the Share Subscription Agreement (SSA) dated 9 April 2021 entered into by and between Imagine Marketing Limited, the Promoters, Fireside Ventures Investment Fund - I (Scheme of Fireside Ventures Investments Trust), South Lake Investments Ltd and Qualcomm Ventures LLC, the Holding Company issued 1,762 0.01% Cumulative Compulsorily Convertible preference shares of Rs. 6,000 each to Qualcomm Ventures LLC on 20 April 2021 on a private placement basis as per the provisions of Section 42 of the Companies Act, 2013. Consequent to such issue of shares, the Holding Company received Rs. 499.96 million the details of which are included in the table below:

| Type of share | Face value per share | Issue price per share | Premium on issue per share | No. of shares | Total amount in Rs. million |
|---|---|---|---|---|---|
| 0.01% Cumulative Compulsorily Convertible preference shares of Rs. 6,000 each (Series B1 CCPS) | 6,000.00 | 2,83,749.00 | 2,77,749.00 | 1,762.00 | 499.96 |

Pursuant to the SHA dated 9 April 2021 as mentioned above, the conversion ratio of the Series B1 CCPS was determined to be 1:1. Accordingly, Series B1 CCPS were considered to be "Instrument entirely Equity in nature" as at the transaction date.

***(All amounts are in Rs. million, unless otherwise stated)***

**17 OTHER EQUITY**

**A. Summary of Other Equity balance:**

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Securities Premium | 3,665.53 | 3,717.34 |
| General Reserve | 11.25 | 11.25 |
| Share Based Payment Reserve | 393.59 | 307.55 |
| Retained Earnings | 438.44 | (171.90) |
| Foreign Currency Translation Reserve | (2.45) | 3.76 |
| **Total Other Equity** | **4,506.36** | **3,868.00** |

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Securities Premium** | | |
| Balance at the beginning of the year | 3,717.34 | 3,708.07 |
| Add: Addition during the year on account of issue of equity shares on exercise of employee stock options | - | 9.27 |
| Less: Share issue expenses (refer note 8) | (51.81) | - |
| **Balance at the end of the year** | **3,665.53** | **3,717.34** |
| **General Reserve** | | |
| Balance at the beginning of the year | 11.25 | 11.25 |
| Add: Transferred from debenture redemption reserve | - | - |
| **Balance at the end of the year** | **11.25** | **11.25** |
| **Share Based Payment Reserve** | | |
| Balance at the beginning of the year | 307.55 | 198.22 |
| Add: Charge for the year (Refer note 28 and 40) | 86.04 | 111.56 |
| Less: Issue of equity shares on exercise of employee stock options | - | (2.23) |
| **Balance at the end of the year** | **393.59** | **307.55** |
| **Retained Earnings** | | |
| Balance at the beginning of the year | (171.90) | 621.71 |
| Add: Profit/(Loss) for the year | 610.80 | (796.84) |
| Less: Remeasurement of post employment benefit obligation, net of tax | (0.46) | 3.23 |
| **Balance at the end of the year** | **438.44** | **(171.90)** |
| **Other Comprehensive Income** | | |
| **(i) Foreign Currency Translation Reserve** | | |
| Balance at the beginning of the year | 3.76 | (52.44) |
| Add: Exchange differences in translating financial statements of foreign operations | (6.21) | 56.20 |
| **Balance at the end of the year** | **(2.45)** | **3.76** |

**B. Nature and purpose of reserves:**

**Securities Premium -** Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Act.

**General Reserve -** On redemption of the debentures for which the debenture redemption reserve was created, the Holding Company has transferred the balance in the debenture redemption reserve to the General Reserve.

**Share Based Payment Reserve -** The fair value of the equity-settled share based payment transactions is recognised in Consolidated Statement of Profit and Loss with corresponding credit to Employee Stock Options Outstanding Account.

**Retained Earnings -** Retained earnings are the profits that the group has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

**Foreign currency translation reserve -** The translation reserve comprises all foreign currency differences arising from the translation of the financial statements of foreign subsidiaries.

## 18 BORROWINGS

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Non-Current** | | |
| **Unsecured, at Fair value through profit and loss (FVTPL)** | | |
| Series C 6,657,791 0.01% Cumulative Compulsorily Convertible preference shares of Rs. 3 each (refer note (vi)below) | - | 5,039.95 |
| **Total** | **-** | **5,039.95** |
| **Current** | | |
| **Unsecured, at Fair value through profit and loss (FVTPL)** | | |
| Series C 6,657,791 0.01% Cumulative Compulsorily Convertible preference shares of Rs. 3 each (refer note (vi)below) | 5,046.47 | - |
| **Secured, at amortised cost** | | |
| Cash credit from banks | 0.03 | 581.69 |
| Loan repayable on demand: | | |
| - from banks (refer note (i) below) | 465.35 | 2,980.23 |
| - Buyers credit (refer note (i)(l) below) | 136.96 | |
| **Total** | **5,648.81** | **3,561.92** |

Refer note 35 - Financial instruments, fair values and risk measurement

**Notes:**

(i)(a) As at 31 March 2025

| Name of the bank | Limits INR Millions | Nature of Limits | Outstanding as on 31 March 2025 | FY25 - Interest Rates | |
|---|---|---|---|---|---|
| | | | | From | To |
| HSBC | 1,500 | CC, SBLC & WCDL Limits | 11.54 | 5.00 | 9.55 |
| HSBC (unsecured) | 1,000 | Bill Discounting facility | - | 9.40 | 9.40 |
| Citi Bank | 1,400 | CC & WCDL Limits | - | 8.03 | 8.90 |
| ICICI Bank | 10 | BG OD facility | - | NA | NA |
| RBL Ltd | 750 | OD CC & WCDL Limits | 0.03 | 7.95 | 9.93 |
| RBL Ltd | 1,500 | FD OD limits | 463.36 | 7.95 | 9.93 |
| Axis Bank | 750 | CC & WCDL Limits | - | 8.32 | 9.28 |
| DBS Bank | 750 | WCDL & SBLC Limits | 125.80 | 5.14 | 8.80 |
| HDFC Bank | 600 | CC & WCDL Limits | - | 8.09 | 8.40 |
| **Total** | **8,260** | | **600.73** | | |

(i)(b) As at 31 March 2024

| Name of the bank | Limits INR Millions | Nature of Limits | Outstanding as on 31 March 2024 (Restated) | Year ended - Interest Rates | |
|---|---|---|---|---|---|
| | | | | From | To |
| HSBC | 1,500.00 | CC & WCDL Limits | 500.00 | 8.85 | 8.85 |
| HSBC (unsecured) | 1,000.00 | Bill Discounting facility | - | 8.95 | 9.40 |
| Citi Bank | 1,400.00 | CC & WCDL Limits | 500.00 | 8.57 | 8.57 |
| ICICI Bank | 500.00 | OD CC & WCDL Limits | - | I-MCLR 6M + 0.7% | NA |
| ICICI Bank | 990.00 | FD OD limits | - | FD Rate + 0.50% | NA |
| RBL Ltd | 750.00 | OD CC & WCDL Limits | 580.19 | 6.60 | 8.10 |
| RBL Ltd | 1,500.00 | FD OD limits | 900.00 | 6.60 | 8.10 |
| Standard Chartered Bank | 750.00 | CC & WCDL Limits | - | 9.15 | 9.17 |
| Axis Bank | 750.00 | CC & WCDL Limits | 676.50 | 8.30 | 8.30 |
| DBS Bank | 750.00 | WCDL Limits | - | 8.65 | 9.50 |
| HDFC Bank * | 600.00 | CC & WCDL Limits | 400.00 | 8.30 | 8.30 |
| **Total** | **10,490** | | **3,556.69** | | |

* the number for outstanding balance for HDFC bank have been restated as part of restatement adjustments as on 31 March 2024 (refer note 51.)

(c) Unsecured loan was obtained by the Holding Company from HSBC Bank towards working capital through sales invoice discounting facility of invoices of Appario Retail Private Limited ('Appario') which carried an interest rate of 9.40% as on 31 March 2025 and between 8.95% to 9.40% as on 31 March 2024. Loan was repayable as per due dates of invoices of Appario and interest on transaction basis for the amount utilised for number of days and Utilised Balance as on 31 March 2025 is NIL.

(d) Cash Credit (CC) facility and Overdraft facility has been availed by the Company from ICICI bank for meeting the working capital requirements of the Company and carries an interest rate at FD rate + 0.50% as on 31 March 2025 and I-MCLR 6M+0.7% as on 31 March 2024, computed on monthly basis on the actual amount utilized to be paid on last date of each month against the pledge of current asset receivable and current asset inventory. In the current year, the holding company has closed the CC, WCDL & FD OD facility and only 100% FD backed bank guarantee facility continues.

(e) Cash Credit (CC) facility and working capital demand loan (WCDL) facility from Citi bank has been availed and carried an interest rate mutually agreed between the parties at the time of disbursement (refer table above for interest rates), computed on monthly basis on the actual amount utilised to be paid on last date of each month.
In the current year, the Holding Company continued to avail an aggregate limit of Rs.1400 million which is secured against hypothecation on current stocks and book debts of the Holding Company as well as pledge against fixed deposits or mutual funds.
The WCDLs generally had a tenure ranging up to 6 months. These cash credit and WCDLs loans are repayable on demand. As on March 31, 2023, there was a breach of financial covenant (Debt to EBITDA) for which the Holding Company has made representation to the bank for waiver. In the financial year ended 31 March 2024, the breach continued and however, the bank continued to provide financial limits as mentioned above vide Sanction letter dated July 21, 2023. There is no such breach in the current year.

(f) Secured cash credit (sublimit of working capital demand loan facility) has been obtained by the Holding Company from RBL bank against fixed deposit of Rs 75 million as on 31 March 2025. The Holding Company has given RBL First Passu Charge on the entire current assets of the Holding Company, both present and future. The interest rate is applicable as per disbursement date and the bank reserves the right to charge additional interest at the rate of 2% in case of takeover. The tenure of the WCDL loans ranges up to 3 months and the same was repayable on demand. In the previous year, the Holding Company has availed fixed deposit backed overdraft facility (FD-OD) of Rs.1,500 million from RBL bank secured against the 100% Fixed Deposit and carried interest rate of FD rate + 0.50% which subsequently was changed to FD rate + 0.00% w.e.f June 1, 2023 and outstanding under the same is 463.39 Million as on 31 March 2025.

(g) Overdraft facility has been availed by the Holding Company from HSBC Bank and carried an interest rate mutually agreed per annum which was linked to the prevalent Bank MCLR/3M T-bill against the pari passu charge on present and future inventory and receivable and had placed under lien Fixed Deposits of Rs. 150 million as on 31 March 2025. The tenure of the WCDL loans ranged up to 90 days and the same is repayable on demand. In the current year, the Company has obtained SBLC facility from HSBC bank and outstanding against this as on 31 March 2025 is Rs. 11.54 Million. The interest rate on buyers credit is SOFR + 70 bps.

(h) Secured loan including cash credit and working capital demand loans has been obtained by the Holding Company from HDFC bank towards working capital which carries an interest rate as per the table above. The Holding Company has given First pari passu charge on receivables and inventory of the Holding Company, present and future, to all the banks. Also, fixed deposit charge of Rs 60 million as on 31 March 2025 and Rs 60 million as on 31 March 2024 lien marked to HDFC Bank.

(i) Secured loan was obtained by the Holding Company from Standard Chartered Bank towards working capital which carried an interest rate specified by the bank at the time of drawdown i.e. 9.15% to 9.17% as at 31 March 2024. The Holding Company had given first pari passu charge on current assets (stock and book debt) and has placed fixed deposits of Rs. 75 million as on 31 March 2024 under lien. The maximum tenure of this loan is 150 days and the same is repayable on demand. As on the reporting date, the facility has been closed.

(j) Secured loan has been obtained by the Holding Company from Axis Bank towards working capital which carries an interest rate specified by the bank at the time of drawdown (refer table above for interest rates). The Holding Company has given first pari passu charge on current assets (current and future stock and book debt) of the Holding Company both, present and future and has placed fixed deposits of Rs. 95 million as on 31 March 2025 under lien. The maximum tenure of this loan is 90 days and the same is repayable on demand.

(k) During the year ended 31 March 2025, secured loan has been obtained by the Holding Company from DBS Bank towards working capital which carries an interest rate specified by the bank (mutually agreed at the time of drawdown). The Company has given first pari passu charge on current assets (current and future stock and book debt) and has placed fixed deposits of Rs. 75 million under lien. The maximum tenure of this loan is 180 days and the same is repayable on demand. In the year ended March 31, 2025, the Holding Company has obtained buyer's Credit Facility from DBS Bank with interest rate between 5.13% to 5.25% and Outstanding as on March 2025 is 125.80 million.
This facility extends the payment terms beyond the supplier's standard credit terms, with repayments scheduled to occur 30, 60, or 90 days after the maturity date of the Letter of Credit. The interest rate applicable to the facility is linked to the Secured Overnight Financing Rate (SOFR). As collateral for the facility, the Holding Company has granted a lien over its assets.

(ii) Borrowings from banks and financial institutions have been used for the purpose for which they were obtained. There has been no discrepancy in utilisation of borrowings

(iii) The Group has registered all the charges or satisfaction with the Registrar of Companies (ROC) by the statutory date.

(iv) The Group has not been declared as a Wilful defaulter.

(v) In the previous year, the Group has not obtained any long term borrowings except for Series C CCPS classified as a financial liability. In the current year, this has been classified as short term borrowings.

(vi) **Terms of series C CCPS:**
**During the year ended 31 March 2023:**
Pursuant to a Shareholders Agreement (SHA) dated 24 October 2022 entered into by and between Imagine Marketing Limited, Sameer Mehta (Promoter 1), Aman Gupta (Promoter 2), Fireside Ventures Investment Fund - I (Scheme of Fireside Ventures Investments Trust), South Lake Investments Ltd, Qualcomm Ventures LLC, Malabar India Fund Limited, Malabar Select Fund and Malabar Midcap Fund and the Share Subscription Agreement (SSA) dated 24 October 2022 entered into by and between Imagine Marketing Limited, the Promoters, South Lake Investments Ltd, Malabar India Fund Limited, Malabar Select Fund and Malabar Midcap Fund, the Holding Company issued 6,657,791 0.01% Cumulative Compulsory Convertible preference shares of Rs. 3 each to South Lake Investments Ltd, Malabar India Fund Limited, Malabar Select Fund and Malabar Midcap Fund on December 2, 2022 on a private placement basis as per the provisions of Section 42 of the Companies Act, 2013. Consequent to such issue of shares, the Holding Company received Rs. 5,000 million the details of which are included in the table below:

| Type of share | Face value per share | Issue price per share | Premium on issue per share | No. of shares | Total amount in Rs. million |
|---|---|---|---|---|---|
| 0.01% Cumulative Compulsory Convertible preference shares of Rs. 3 each (Series C CCPS) | 3.00 | 751.00 | 748.00 | 66,57,791.00 | 5,000.00 |
| Add: Fair value (gain)/loss on account of changes in financial liabilities | | | | | 31.23 |
| **Carrying amount of liability as at 31 March 2023** | | | | | **5,031.23** |
| Add: Fair value (gain)/loss on account of changes in financial liabilities | | | | | 8.72 |
| **Carrying amount of liability as at 31 March 2024** | | | | | **5,039.95** |
| Add: Fair value (gain)/loss on account of changes in financial liabilities | | | | | 10.81 |
| **Carrying amount of liability as at 31 March 2025** | | | | | **5,050.76** |

Series C CCPS comprises cumulative compulsorily and fully convertible preference shares having a face value of Rs. 3 each, to be converted into such number of equity shares of face value of Rs. 1 each as per the adjustment ratio linked to next external funding round as mentioned in the shareholding agreement (SHA) dated October 24, 2022. Further, the Series C CCPS have a right to preferred cumulative dividend of 0.01% per annum and of the par value of Rs 3 each in the capital of the Holding Company.

Subject to applicable Laws, the preference shares shall be automatically converted as per the terms mentioned above, upon the earlier of (i) expiry of 19 years and 9 months from the of the issuance and allotment; or (ii) in connection with an IPO, prior to the filing of a red-herring prospectus (or equivalent document, by whatever name called) by the Holding Company with the competent authority or such later date as may be permitted under applicable law.

In the event of a liquidation, the holders of CCPS will have priority over equity shareholders in the payment of dividend and repayment of capital.

As per Ind AS 32 - Financial Instruments: Presentation, and terms and conditions mentioned in the SHA mentioned above, the Holding Company has classified the same as financial liability since it comprises an obligation on the Holding Company to deliver a variable number of shares on the basis of conversion ratio and price as defined in the SHA. Although the variability is subject to the adjustment ratio as mentioned in the SHA at the time of conversion, the overall number of equity instruments that the issuer is obliged to deliver is not fixed. Since the variability is limited by a cap and a floor, it features an embedded derivative and therefore is to be measured at fair value, with all changes in fair value recognised in profit or loss.

***(All amounts are in Rs. million, unless otherwise stated)***

**19 LEASE LIABILITIES**

| **Particulars** | **As at 31 March 2025** | **As at 31 March 2024** |
|---|---|---|
| **Non-current** | | |
| Lease liabilities payable beyond 12 months | 114.79 | 197.48 |
| | **114.79** | **197.48** |
| **Current** | | |
| Lease liabilities payable within 12 months | 83.23 | 82.93 |
| | **83.23** | **82.93** |

**(i) Reconciliation of carrying amount of Lease Liabilities**

| **Particulars** | **As at 31 March 2025** | **As at 31 March 2024** |
|---|---|---|
| Opening balance | 280.41 | 188.49 |
| Add: Addition | 4.50 | 199.58 |
| Add: Interest on lease liabilities | 21.50 | 24.66 |
| Less: Deletion | (1.87) | (19.92) |
| Less: Payment of lease liabilities | (106.52) | (112.40) |
| **Closing balance** | **198.02** | **280.41** |
| Non-Current | 114.79 | 197.48 |
| Current | 83.23 | 82.93 |
| **Total** | **198.02** | **280.41** |

**(ii) Maturity analysis of lease liabilities (undiscounted basis):**

| **Particulars** | **As at 31 March 2025** | **As at 31 March 2024** |
|---|---|---|
| Not later than one year | 97.93 | 101.48 |
| Later than one year and not later than five years | 125.96 | 210.66 |
| **Total** | **223.89** | **312.14** |

**(iii)** The effective interest rate for lease liabilities for Indian Entity is 10.26% as on 31 March 2025 (10.26% as on 31 March 2024), for foreign entity Effective Interest Rate was 3%

**(iv)** The Group had total cash outflow for leases (including the short-term leases) for 31 March 2025 : Rs. 113.58 million (31 March 2024: Rs. 125.22 million)

**20 PROVISIONS**

| **Particulars** | **As at 31 March 2025** | **As at 31 March 2024** |
|---|---|---|
| **Non-Current** | | |
| Provision for employee benefits | | |
| - Provision for compensated absence (refer note 39) | 2.28 | 1.39 |
| - Provision for gratuity (refer note 39) | 29.65 | 21.14 |
| **Total** | **31.93** | **22.53** |
| **Current** | | |
| Provision for employee benefits | | |
| - Provision for gratuity (refer note 39) | 2.90 | 1.62 |
| - Provision for compensated absence (refer note 39) | 26.35 | 23.07 |
| Other provisions | | |
| - Provision for warranties | 489.94 | 534.75 |
| Refund liabilities | 590.00 | 559.66 |
| **Total** | **1,109.19** | **1,119.10** |

The provision for warranties represents management's best estimate of the Group's liability under warranties granted on products, based on prior experience and industry averages.
The provision for refund liabilities represents management's best estimate of the Group's liability with respect to the customers contractual right to return goods in case of any defects or on grounds of quality.

**(i) Movements in Other Provisions**

The provision for warranties relates mainly to products sold during the year. The provision has been estimated based on historical warranty data associated with similar products and services. The Group expects to settle the majority of the liability over the next year.

| **Provision for warranties** | **As at 31 March 2025** | **As at 31 March 2024** |
|---|---|---|
| At the beginning of the year | 534.75 | 220.85 |
| Addition during the year* | 489.94 | 534.75 |
| Utilised during the year | (534.75) | (220.85) |
| **At the end of the year** | **489.94** | **534.75** |

*The above additions do not include expenses charged off to P&L for claims received and settled during the year.

The provision for expected return liability represents management's best estimate of the Group's liability with respect to the customers contractual right to return goods in case of any defects or on grounds of quality.

| **Provision for refund liability** | **As at 31 March 2025** | **As at 31 March 2024** |
|---|---|---|
| At the beginning of the year | 559.66 | 420.87 |
| Addition during the year* | 590.00 | 559.66 |
| Utilised during the year | (559.66) | (420.87) |
| **At the end of the year** | **590.00** | **559.66** |

For movements in provisions for employee benefits, refer Note 39.
* The above additions does not include those sales which are sold and returned during the same year.
The Company does not expect any reimbursements in respect of the above provisions.

***(All amounts are in Rs. million, unless otherwise stated)***

## 21 TRADE PAYABLES

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Total outstanding dues of micro enterprise and small enterprises | 276.79 | 91.08 |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | | |
| Acceptances | 364.17 | - |
| Other than acceptances | 3,070.39 | 2,109.57 |
| **Total** | **3,711.35** | **2,200.65** |

Trade payables are non-interest bearing and are normally settled on 0 to 30 day terms.

(i) **Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006)**

*The below disclosures are provided by the Group based on the information available with the Group in respect of the registration status of its vendors/ suppliers.*

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Principal amount due to the suppliers registered under MSMED Act and remaining unpaid at the end of each accounting year; | 275.99 | 91.08 |
| Interest due to suppliers registered under MSMED Act and remaining unpaid as at the end of each accounting year | 0.80 | - |
| The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the year | 290.27 | - |
| The amounts of the payments made to micro and small enterprise suppliers beyond the appointed day during each accounting year. | - | - |
| The amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006 | - | - |
| The amount of interest accrued and remaining unpaid at the end of each accounting year | 4.82 | - |
| The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act, 2006 Further due and remaining for the earlier years. | 4.82 | - |

(i) **Ageing for trade payable from the due date of payment for each of the category is as follows:**

| Trade payables ageing schedule as at 31 March 2025 | Unbilled | Not due | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
|---|---|---|---|---|---|---|---|
| Undisputed dues of micro enterprises and small enterprises | 4.82 | 149.53 | 117.64 | 3.42 | 0.36 | 0.95 | **276.72** |
| Undisputed dues of creditors other than micro enterprises and small enterprises | 1,885.40 | 430.93 | 1,086.02 | 22.69 | 5.93 | 3.66 | **3,434.63** |
| | **1,890.22** | **580.46** | **1,203.66** | **26.11** | **6.29** | **4.61** | **3,711.35** |

| Trade payables ageing schedule as at 31 March 2024 | Unbilled | Not due | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
|---|---|---|---|---|---|---|---|
| Undisputed dues of micro enterprises and small enterprises | - | 68.83 | 22.25 | - | - | - | **91.08** |
| Undisputed dues of creditors other than micro enterprises and small enterprises | 1,142.59 | 227.33 | 706.84 | 25.88 | 2.43 | 3.85 | **2,108.92** |
| Disputed dues of creditors other than micro enterprises and small enterprises | - | 0.65 | - | - | - | - | **0.65** |
| | **1,142.59** | **296.81** | **729.09** | **25.88** | **2.43** | **3.85** | **2,200.65** |

## 22 OTHER FINANCIAL LIABILITIES

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Current** | | |
| Deferred purchase consideration payable | 21.55 | 414.02 |
| Other Payables | 0.39 | - |
| Derivates | | |
| Forward exchange contracts used for hedging | 14.51 | - |
| Employee benefits payable | 103.42 | 67.34 |
| Capital creditors | - | 8.41 |
| **Total** | **139.87** | **489.77** |

Refer note 35 - Financial instruments, fair values and risk measurement

In the year ended 31 March 2022, Imagine Singapore Pte Ltd (subsidiary company) acquired 100% shareholding of Kaha Pte Ltd for consideration of USD 40 million which was payable in instalments over a period of 4 years starting February 2022. Out of the total consideration of USD 40.00 million, Imagine Singapore Pte Ltd has paid USD 39.75 million till 31 March 2025 (USD 34.11 million till 31 March 2024) and balance amount of USD 0.25 million will be paid in FY 26. The discounted present value of outstanding deferred consideration payable is USD 0.25 million (INR 21.55 million) (USD 4.97 million (INR 414.02 million) as at 31 March 2024) is disclosed as deferred purchase consideration mentioned above.

## 23 OTHER CURRENT LIABILITIES

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Current** | | |
| Contract liabilities (Advance from customers) | 83.84 | 55.87 |
| Statutory dues (includes goods and services tax, tax deducted at source, provident fund, etc.) | 67.59 | 45.30 |
| **Total** | **151.43** | **101.17** |

***(All amounts are in Rs. million, unless otherwise stated)***

**24 REVENUE FROM OPERATIONS**

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| Sale of products | 30,703.87 | 31,149.68 |
| Other Operating Income | 28.90 | 27.06 |
| **Total Revenue from Operations** | **30,732.77** | **31,176.74** |

**(i) Reconciliation of Revenue from sale of products with the contracted price:**

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| Contracted Price | 37,226.17 | 38,439.23 |
| Less: Returns | (2,042.04) | (2,632.26) |
| Less: Discounts | (4,480.26) | (4,657.29) |
| **Sale of products** | **30,703.87** | **31,149.68** |

**(ii) Contract balances:**

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| Trade receivables (refer note 12) | 2,796.12 | 1,740.00 |
| Contract Liabilities (refer note 23) | 83.84 | 55.87 |

**Note:** Contract liabilities represent advance received from customers for sale of products at the reporting date.

**(iii) Movement in contract liabilities during the year:**

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| Balance as at beginning of the year | 55.87 | 113.29 |
| Revenue recognised that was included in the contract liability balance at the beginning of the year | (55.87) | (113.29) |
| Advance received during the year | 83.84 | 55.87 |
| **Balance as at end of the year** | **83.84** | **55.87** |

**(iv) Disaggregation of revenue from contracts with customers:**

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| **Based on geographies** | | |
| Within India | 30,504.75 | 31,011.73 |
| Outside India | 199.12 | 137.95 |
| **Total** | **30,703.87** | **31,149.68** |
| **Based on business segments** | | |
| Audio | 25,860.40 | 24,591.99 |
| Wearables | 3,304.14 | 5,502.96 |
| Others | 1,539.33 | 1,054.73 |
| **Total** | **30,703.87** | **31,149.68** |

No information is provided about remaining performance obligations as at 31 March 2025 and 31 March 2024 or that have an original expected duration of one year or less, as allowed by Ind AS 115.

***(All amounts are in Rs. million, unless otherwise stated)***

**25 OTHER INCOME**

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| Interest income under the effective interest method : | | |
| - From Banks (calculated using the effective interest method for financial assets) | 170.29 | 137.26 |
| - From Others | 2.72 | 2.40 |
| Other non-operating income | | |
| - Fair valuation gain from investments designated at FVTPL (net) | 23.82 | 0.15 |
| - Net gain on account of foreign exchange fluctuation | | |
| - Net gain on account of foreign exchange fluctuation | 2.52 | - |
| - Other non-operating income (includes miscellaneous income, etc.) | 46.02 | 36.91 |
| **Total** | **245.37** | **176.72** |

**26 PURCHASES OF STOCK-IN-TRADE**

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| Purchases of stock-in-trade | 20,697.81 | 22,711.25 |
| **Total** | **20,697.81** | **22,711.25** |

Note: The above purchase amount is net of sale of raw material made to the manufacturers in India for conversion of raw materials into finished goods amounting to Rs. 1,589.51 million (31 March 2024 Rs. 2,107.86 million). The same is netted off since the cost of finished goods purchased from those manufacturers are inclusive of the cost of raw material transferred to them.

**27 CHANGES IN INVENTORIES OF STOCK-IN-TRADE**

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| Inventory at the beginning of the year | 4,310.06 | 4,701.75 |
| Inventory at the end of the year | 3,258.12 | 4,310.06 |
| **Decrease in inventories of stock-in-trade** | **1,051.94** | **391.69** |

**28 EMPLOYEE BENEFITS EXPENSE**

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| Salaries, wages and bonus | 1,196.79 | 1,146.38 |
| Contribution to provident and other funds | 43.60 | 24.78 |
| Defined benefit plan expenses (refer note 39) | 8.93 | 13.82 |
| Compensated absence (refer note 39) | 12.68 | 8.65 |
| Share based payment expense (refer note 40) | 86.04 | 111.56 |
| **Total** | **1,348.04** | **1,305.19** |

**29 FINANCE COSTS**

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| Interest cost on financial liabilities measured at amortized cost | | |
| - Borrowings from banks | 127.53 | 545.33 |
| - Lease liabilities | 21.50 | 24.66 |
| - Deferred Purchase Consideration | 78.38 | 53.52 |
| Interest cost on others | | |
| - Net defined benefit liability (refer note 39) | 1.59 | 0.89 |
| - Others (includes interest on MSME) | 4.82 | - |
| Other borrowing costs | 45.03 | 59.29 |
| **Total** | **278.85** | **683.69** |

***(All amounts are in Rs. million, unless otherwise stated)***

**30 DEPRECIATION AND AMORTISATION EXPENSES**

| **Particulars** | **Year ended 31 March 2025** | **Year ended 31 March 2024** |
|---|---|---|
| Depreciation for property, plant and equipment | 73.53 | 70.60 |
| Depreciation of right-of-use assets | 97.94 | 98.76 |
| Amortisation of intangible assets | 227.85 | 186.50 |
| **Total** | **399.32** | **355.86** |

**31 OTHER EXPENSES**

| **Particulars** | **Year ended 31 March 2025** | **Year ended 31 March 2024** |
|---|---|---|
| Advertisement and promotion expenses | 3,897.18 | 3,656.87 |
| Freight and transportation charges | 645.30 | 622.51 |
| Warranty expenses | 825.77 | 1,445.32 |
| Legal and professional expenses | 189.64 | 188.26 |
| Contract labour charges | 158.95 | 143.67 |
| Payment to auditor | 11.78 | 10.75 |
| Rent expense | 6.56 | 12.82 |
| Rates, fees and taxes | 53.72 | 37.74 |
| Repair and maintenance expense | 15.09 | 15.54 |
| Royalty expenses | 50.91 | 73.88 |
| Information technology and support charges | 242.85 | 291.46 |
| Expenditure on corporate social responsibility | - | 6.70 |
| Loss on Sale/Disposal of tangible and intangible assets | 0.20 | 1.07 |
| Provision for impairment of intangible assets | 7.73 | - |
| Provision for loss allowance for trade receivables | 18.67 | (62.23) |
| Fair value loss on account of changes in financial liability | 6.52 | 8.72 |
| Provision for doubtful advances | 145.59 | 104.00 |
| Net loss on account of foreign exchange fluctuation | - | 1.92 |
| Miscellaneous expenses | 351.12 | 329.22 |
| **Total** | **6,627.58** | **6,888.22** |

***(All amounts are in Rs. million, unless otherwise stated)***

**32 EARNINGS PER SHARE ('EPS')**

| **Particulars** | **Year ended 31 March 2025** | **Year ended 31 March 2024 (Restated)** |
|---|---|---|
| **Profit/(Loss) attributable to shareholders (basic and diluted):** | 610.80 | (796.84) |
| Less: Preference dividend on cumulative CCPS | (0.01) | - |
| **Profit/(Loss) attributable to equity shareholders (basic and diluted): #** | **610.79** | **(796.84)** |
| | | |
| **Weighted average number of Equity Shares for:** | | |
| **Basic EPS** | | |
| Number of equity shares at the beginning of the year | 9,61,46,300 | 9,60,96,300 |
| Add: Issue of Equity Shares on exercise of employee stock option | - | 50,000 |
| Number of equity shares outstanding at the end of the year | **9,61,46,300** | **9,61,46,300** |
| | | |
| Number of instruments completely in the nature of equity at the beginning of the year (Refer note 16 (a)) | 1,48,41,520 | 1,48,41,520 |
| Number of equity shares outstanding at the end of the year | **1,48,41,520** | **1,48,41,520** |
| | | |
| Total of equity shares and instruments completely in the nature of equity | **11,09,87,820** | **11,09,87,820** |
| | | |
| Weighted average number of shares outstanding during the year for Basic EPS* | 15,00,98,551 | 15,00,98,551 |
| | | |
| **Diluted EPS** | | |
| Weighted average number of shares outstanding during the year for Basic EPS | 15,00,98,551 | 15,00,98,551 |
| Add: Employee stock options outstanding** | 5,60,643 | - |
| Weighted average number of shares outstanding during the year for Diluted EPS* | 15,06,59,195 | 15,00,98,551 |
| | | |
| **Profit/(Loss) Per Share (Rs.):** | | |
| Basic | 4.07 | (5.31) |
| Diluted | 4.05 | (5.31) |

* The number of shares have been restated from 96,673,569 to 150,098,551 as a part of restatement adjustments in the above table for year ended 31 March 2024. (Refer Note 51)

**Employee Stock options outstanding for 31 March 2024: 56,0643 were excluded from the diluted weighted-average number of equity shares calculation because their effect would have been anti-dilutive

# Profit/(loss) attributable to equity shareholders (diluted) have been restated as part of restatement adjustmnets in the above table for year ended 31 March, 2024. (Refer Note 51)

(a) For the purpose of computing Basic EPS, equity shares that are mandatorily convertible into equity are included in the weighted average number of shares outstanding from the date of their issue.
Additionally, refer note 16 (c) and 18 (vi) for the conversion ratio.

(b) The Holding Company has issued bonus share in the ratio of 1:199 during the year ended 31 March 2022 (refer note 16(f)). In line with the requirements of Para 28 of Ind AS 33, for the purpose of EPS calculations, bonus shares issued have been considered as if the event of bonus issue had occurred at the beginning of the earliest period presented.

**33 CONTINGENT LIABILITIES AND CONTINGENT ASSETS**

**(i) Contingent Liabilities**

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Contingencies** | | |
| Indirect Tax matters (refer note(a), (b) and (c)) | 2,408.43 | 435.90 |
| **Claims against the Holding Company not acknowledged as debts** | | |
| Dividend on 0.01% Cumulative Compulsory Convertible preference shares of Rs. 6,000 each @ (refer note (d)) | 0.05 | 0.03 |
| Dividend on 0.01% Cumulative Compulsory Convertible preference shares of Rs. 3 each # (refer note (d)) | # | # |

(a) The Holding Company has received a show cause notice from the Commissioner of Customs (Import) alleging incorrect classification of the product "Bluetooth Headphone". The Company has filed an appeal before Commissioner of Customs (Import) ACC Sahar. The Holding Company believes that it has a strong case and expects no significant outflow of liability. Hence same has been disclosed as contingent liabilities. The above amount excludes interest and penalty (not quantified in order).

(b) The Holding Company has received a show cause notice from the Commissioner of Customs (Import) alleging incorrect classification of the product "Bluetooth Headset and Headphone". The Company has filed an appeal before Commissioner of Customs (Import) JNCH. The Holding Company believes that it has a strong case and expects no significant outflow of liability. Hence same has been disclosed as contingent liabilities. The above amount excludes interest and penalty (not quantified in order).

(c) In the current year:
1. The Holding Company has received a show cause notice (SCN) from the Commissioner of Customs (Import), NS-V, JNCH alleging incorrect classification of the product 'Bluetooth Headsets/ Headphones/ Earphones'. The Holding Company is in process of filing reply. SCN is pending adjudication as on date. The Holding Company believes that it has a strong case and expects no significant outflow of liability. Hence same has been disclosed as contingent liabilities. The above amount excludes interest and penalty (not quantified in order).
2. The Holding Company has received show cause notices (SCN) from the Commissioner of Customs (Import), ACC Sahar, Mumbai, Commissioner of Customs, City Customs Commissionerate, Bengaluru and Additional Commissioner of Customs, Airport & ACC, Bengaluru alleging incorrect classification of the product 'True Wireless Bluetooth Stereo, Headsets/Headphones/Earphones/Hands-free'. The Holding Company believes that it has a strong case and expects no significant outflow of liability. Hence same has been disclosed as contingent liabilities. The above amount excludes interest and penalty (not quantified in order).

(d) # The below mentioned numbers are absolute and not in millions

(i) The Company has issued 1,762 0.01% Cumulative Compulsorily Convertible preference shares of Rs. 6,000 each which carry a right to preferred cumulative dividend of 0.01% of the par value per annum as at 31 March 2025, the arrears of preferred cumulative dividend not yet declared by the Holding Company amounts to Rs 43.580 (31 March 2024: Rs 33,219).

(ii) During the year ended 31 March 2023, the Company has issued 0.01% Cumulative Compulsorily Convertible preference shares of Rs. 3 each which carry a right to preferred cumulative dividend of 0.01% of the par value per annum. As at 31 March 2025, the arrears of preferred cumulative dividend not yet declared by the Company amounts to Rs 3,994 (31 March 2024: Rs 1,997)

(e) There are no other contingent liabilities as on 31 March 2025 (31 March 2024: Nil)

**(ii) Contingent assets**

There are no other contingent assets as on 31 March 2025 (31 March 2024: Nil)

**34 COMMITMENTS**

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **A. Capital commitments** | | |
| Estimated amount of contracts remaining to be executed on capital account for purchase of property, plant & equipment and intangible assets and not provided for (net of capital advances) | 16.06 | 4.96 |

There are no commitments which are given outside the Group, Holding Company has given support letter to its Wholly Owned Subsidiary Dive Marketing Private Limited and HOB Ventures Private Limited.

Other commitments were disclosed erroneously in previous year which has been removed as part of restatement adjustments for 31 March, 2024. Refer Note 51.

***(All amounts are in Rs. million, unless otherwise stated)***

**35 FINANCIAL INSTRUMENTS FAIR VALUE AND RISK MEASUREMENTS**

**A. Financial instruments by category and their fair value**

The carrying amounts and fair values of financial instruments by class are as follows:

| Particulars | Notes | Carrying amount As at 31 March 2025 | Carrying amount As at 31 March 2024 (Restated) |
|---|---|---|---|
| **FINANCIAL ASSETS** | | | |
| **Financial assets not measured at fair value** | | | |
| Investments | *7* | 831.95 | - |
| **Financial assets at amortised cost #** | | | |
| Trade receivables | *12* | 2,545.41 | 1,507.96 |
| Cash and cash equivalents | *13* | 837.68 | 604.45 |
| Bank balance other than cash and cash equivalents | *14* | 1,990.00 | 1,935.00 |
| Loans | *15* | 0.54 | 0.04 |
| Other financial assets | *8* | 171.55 | 206.43 |
| **Total financial assets** | | **6,377.13** | **4,253.88** |
| **FINANCIAL LIABILITIES** | | | |
| **Financial liabilities measured at fair value** | | | |
| **Fair value through profit and loss (FVTPL)** | | | |
| Financial liabilities in relation of CCPS | *18* | 5,046.47 | 5,039.95 |
| **Financial liabilities not measured at fair value** | | | |
| **Financial liabilities at amortised cost ##** | | | |
| Borrowings | *18* | 602.34 | 3,561.92 |
| Trade payables | *21* | 3,711.35 | 2,200.65 |
| Other financial liabilities | *22* | 139.87 | 489.77 |
| **Total financial liabilities** | | **9,500.03** | **11,292.29** |

# The "Investments in Associates and Joint venture" have been removed from the above note, as these are not considered as a Financial Asset as per Ind AS 109 "Financial Instruments" for 31 March 2024: Rs 480.20 million. The same is forming part of restatement adjustments. Refer Note 51.

## The "Lease liabilities" have been removed from the above note, as these are not considered as a Financial Liability as per Ind AS 109 "Financial Instruments" for 31 March 2024: Rs 280.41 million. The same is forming part of restatement adjustments. Refer Note 51.

**B. Fair Value Hierarchy**

The fair value of financial instruments as referred to in note (A) above have been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements).

The categories used are as follows:
**Level 1:** Quoted prices for identical instruments in an active market;
**Level 2:** Directly or indirectly observable market inputs, other than Level 1 inputs; and
**Level 3:** Inputs which are not based on observable market data.

For assets and liabilities which are measured at fair value as at Balance Sheet date, the classification of fair value calculations by category is summarised below:

| Particulars | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| **As at 31 March 2025** | | | | |
| **Assets/Liabilities at fair value** | | | | |
| Investments in mutual funds | 831.95 | - | - | 831.95 |
| Financial liabilities in relation of CCPS | - | - | 5,046.47 | 5,046.47 |
| **As at 31 March 2024** | | | | |
| **Financial liabilities measured at fair value** | | | | |
| Financial Liabilities (Compulsorily convertible preference shares) | - | - | 5,039.95 | 5,039.95 |

There have been no transfers between Level 1 and Level 2 during the reporting periods.

**Calculation of Fair Values**

The fair values of the financial assets and liabilities are defined as the price that would be received on sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Methods and assumptions used to estimate the fair values are consistently applied by the Group.

**Financial assets and liabilities measured at fair value as at Balance Sheet date:**
During the year ended 31 March 2023, the Holding Company had issued 0.01% Cumulative Compulsory Convertible preference shares of Rs. 3 each (Series C CCPS) classified as financial liability. The Holding Company has derived the fair value of CCPS with the help of independent valuer. The valuer has used discounted cash flow method to derive the value of the instruments. The Holding Company used level III fair valuation model for fair valuation of CCPS.

**Valuation techniques and significant unobservable inputs**
The following tables show the valuation techniques used in measuring Level 3 fair values for financial instruments measured at fair value in the condensed statement of financial position, as well as the significant unobservable inputs used.

**35 FINANCIAL INSTRUMENTS FAIR VALUE AND RISK MEASUREMENTS (CONTINUED)**

**B. Fair Value Hierarchy (continued)**

| Type | Valuation techniques | Significant unobservable inputs | Inter-relationship between key unobservable inputs and fair value |
|---|---|---|---|
| Compulsory Convertible Preference Shares | For the purpose of determining fair value, the Holding Company has used the Discounted cash flow technique.<br><br>• Discounted cash flows technique (DCF): The valuation model considers the present value of expected cash flows, discounted using a risk-adjusted discount rate. The expected cashflows is determined by considering the forecast annual revenue and EBITDA. | - Forecast annual revenue growth rate<br><br>- Forecast Terminal revenue growth rate<br><br>-Risk-adjusted discount rate<br><br>- EBITDA Margin * | The estimated fair value would increase (decrease) if:<br><br>- the forecast annual revenue growth rate were higher (lower);<br><br>- the terminal growth rate were higher (lower);<br><br>- the risk adjusted discount rate were lower (higher).<br><br>- the EBITDA margin were higher (lower) |

| **Significant unobservable inputs used for Level III fair valuation are as follow:** | **31-March-2025** | **31-March-2024** |
|---|---|---|
| - Risk-adjusted discount rate | 18.24% | 17.09% |
| - Forecast Terminal revenue growth rate | 3.00% | 3.00% |
| - Forecast annual revenue growth rate | 17% to 25% | 2% to 17% |
| - EBITDA Margin* | 4.5% to 16.6% | 5.9% to 18.1% |

**Transfers between Levels in the fair value hierarchy**
There have been no transfers between levels in the fair value hierarchy

**The following tables shows a reconciliation from the opening balance to the closing balance for level 3 fair values.**

| Particulars | 31-March-2025 Series C CCPS | 31-March-2024 Series C CCPS |
|---|---|---|
| Balance at the beginning of the year | 5,039.95 | 5,031.23 |
| Unrealised Gain /(losses) recognised in profit or loss | 6.52 | 8.72 |
| Balance at the end of the year | 5046.47 | 5039.95 |

**Level 3 fair value sensitivity analysis**
**As at 31 March 2025**

| Sensitivity analysis: Impact on profit and loss (after tax) | Change by 1% | Impact on Profit and Loss (in millions) | (Gain)/Loss |
|---|---|---|---|
| - Risk-adjusted discount rate | Impact of 1% increase | (64.41) | (Gain) |
| | Impact of 1% decrease | 66.85 | Loss |
| - Forecast Terminal revenue growth rate | Impact of 1% increase | 6.75 | Loss |
| | Impact of 1% decrease | (5.95) | (Gain) |
| - Forecast annual revenue growth rate | Impact of 1% increase | 238.13 | Loss |
| | Impact of 1% decrease | (235.93) | (Gain) |
| - EBITDA Margin* | Impact of 1% increase | 59.40 | Loss |
| | Impact of 1% decrease | (58.62) | (Gain) |

**As at 31 March 2024**

| Sensitivity analysis: Impact on profit and loss (after tax) | Change by 1% | Impact on Profit and Loss (in millions) |
|---|---|---|
| - Risk-adjusted discount rate | Impact of 1% increase | (70.93) |
| | Impact of 1% decrease | 70.93 |
| - Forecast Terminal revenue growth rate | Impact of 1% increase | 6.52 |
| | Impact of 1% decrease | (6.52) |
| - Forecast annual revenue growth rate# | Impact of 1% increase | 150.90 |
| | Impact of 1% decrease | (149.50) |
| - EBITDA Margin* | Impact of 1% increase | 38.65 |
| | Impact of 1% decrease | (38.09) |

* The "EBITDA Margin" and sensitivity has been disclosed in note no. 35(B), as required by Ind AS 109 "Financial Instruments". The same has been restated as part of restatement adjustment for year ended 31 March, 2024. Refer Note 51.

# The Forecast annual revenue growth rate sensitivity has been disclosed in note no. 35(B), as required by Ind AS 109 "Financial Instruments". The same has been restated as part of restatement adjustment for year ended 31 March, 2024. Refer Note 51

**Other financial assets and liabilities**
Fair value of financial assets and liabilities measured at amortised cost (cash and cash equivalents, other bank balance, trade receivables, other financial assets, trade payables, borrowings, lease liabilities and other financial liabilities) is not materially different from the amortised cost. Further, impact of time value of money is not significant for the financial instruments classified as current. Accordingly, the fair value has not been disclosed separately.

***(All amounts are in Rs. million, unless otherwise stated)***

**35 FINANCIAL INSTRUMENTS FAIR VALUE AND RISK MEASUREMENTS (CONTINUED)**

**C. Financial risk management**

The Group's business activities are exposed to a variety of financial risks, namely liquidity risk, market risk and credit risk. The Group's senior management has the overall responsibility for establishing and governing the Group's risk management framework. The Group has constituted a Risk Management Committee, which is responsible for developing and monitoring the Group's risk management policies. The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set and monitor appropriate risk limits and controls, periodically review the changes in market conditions and reflect the changes in the policy accordingly. The key risks and mitigating actions are also placed before the Audit Committee of the Group.

**(i) Management of Liquidity Risk**

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are proposed to be settled by delivering cash or other financial asset. The Group's financial planning has ensured, as far as possible, that there is sufficient liquidity to meet the liabilities whenever due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group has obtained fund and non-fund based working capital lines from various banks. The Group also monitors the level of expected cash inflows on trade receivables together with expected cash outflows on trade payables. The Group regularly monitors the rolling forecasts to ensure it has sufficient cash on an on-going basis to meet operational needs. Any short-term surplus cash generated, over and above the amount required for working capital management and other operational requirements, is retained as cash and cash equivalents (to the extent required) and any excess is invested in interest bearing term deposits with appropriate maturities to optimise the cash returns on investments while ensuring sufficient liquidity to meet its liabilities.

**Financing arrangement**
The Holding Company had access to the following undrawn borrowing facilities at the end of the reporting year:

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Cash credit facilities (includes bank overdraft and working capital facilities) | 6,659.27 | 6,333.31 |
| Other financing arrangements (includes bill discounting, letter of credit, etc.) | 1,000.00 | 1,000.00 |
| | **7,659.27** | **7,333.31** |

**Exposure to liquidity risk**

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest receipts / payments and exclude the impact of netting agreements.

| Particulars | Note | Discounted Carrying amount | Undiscounted Amount Within 1 year | Undiscounted Amount More than 1 year | Total |
|---|---|---|---|---|---|
| **As at 31 March 2025** | | | | | |
| **Financial liabilities (non derivative liabilities)** | | | | | |
| Borrowings - Short term | 18 | 5,648.81 | 5,648.81 | - | 5,648.81 |
| Lease liabilities | 19 | 198.02 | 97.93 | 125.96 | 223.89 |
| Trade payables | 21 | 3,711.35 | 3,711.35 | - | 3,711.35 |
| Other financial liabilities | 22 | 125.36 | 125.36 | - | 125.36 |
| **As at 31 March 2024** | | | | | |
| **Financial liabilities (non derivative liabilities)** | | | | | |
| Borrowings - Long term | 18 | 5,039.95 | - | 5,039.95 | 5,039.95 |
| Borrowings - Short term | 18 | 3,561.92 | 3,561.92 | - | 3,561.92 |
| Lease liabilities | 19 | 280.41 | 101.48 | 210.66 | 312.14 |
| Trade payables | 21 | 2,200.65 | 2,200.65 | - | 2,200.65 |
| Other financial liabilities | 22 | 489.77 | 387.49 | 176.93 | 564.42 |

**Note:** For terms and conditions on series C CCPS refer note foot note (vi) to note 18

**(ii) Management of Market Risk**

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the Group's income or the value of its holdings of financial instruments.

The Group size and operations result in it being exposed to the following market risks that arise from its use of financial instruments:
- Currency risk
- Price risk
- Interest rate risk

<u>**Currency risk**</u>
Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate due to changes in foreign exchange rates. The functional currency of the Group is Indian Rupees and its revenue is generated from operations in India. The Group does not enter into any derivative instruments for trading or speculative purposes. The Group's borrowings are in INR and USD currency.

Transactional exposures arise from transactions in foreign currency. They are managed in a prudent and systematic manner in accordance with the Group's specific business needs.

***(All amounts are in Rs. million, unless otherwise stated)***

**35 FINANCIAL INSTRUMENTS FAIR VALUE AND RISK MEASUREMENTS (CONTINUED)**

**C. Financial risk management (continued)**

**(ii) Management of Market Risk (continued)**

The carrying amounts of the Group's foreign currency denominated monetary items are as follows:

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Payable** | | |
| USD | | |
| Amount in foreign currency | 13.66 | 1.09 |
| Amount in INR | 1,169.25 | 90.62 |
| CNY (Chinese Renminbi) | | |
| Amount in foreign currency | 0.57 | 1.51 |
| Amount in INR | 6.74 | 17.40 |
| SGD (Singapore Dollar) | | |
| Amount in foreign currency | 0.07 | 0.05 |
| Amount in INR | 4.61 | 2.96 |
| **Trade and Other Receivable** | | |
| USD (United States Dollar) | | |
| Amount in foreign currency | 0.08 | 0.00 |
| Amount in INR | 6.65 | 0.40 |
| CNY (Chinese Renminbi) | | |
| Amount in foreign currency | 0.07 | 0.46 |
| Amount in INR | 0.80 | 5.32 |
| SGD (Singapore Dollar) | | |
| Amount in foreign currency | 0.04 | 0.05 |
| Amount in INR | 2.61 | 3.40 |
| **Cash and cash equivalent** | | |
| USD (United States Dollar) | | |
| Amount in foreign currency | 0.16 | 0.37 |
| Amount in INR | 14.03 | 31.26 |
| CNY (Chinese Renminbi) | | |
| Amount in foreign currency | 0.07 | 0.00 |
| Amount in INR | 0.80 | 0.02 |
| SGD (Singapore Dollar) | | |
| Amount in foreign currency | 0.07 | 0.11 |
| Amount in INR | 4.61 | 7.03 |

The Group is exposed to changes in USD, CNY and SGD. The below table demonstrates the sensitivity to a 5% increase or decrease in the currencies against INR, with all other variables held constant. The sensitivity analysis is prepared on the net unhedged exposure of the Group as at the reporting date. 5% represents management's assessment of reasonably possible change in foreign exchange rate.

| Particulars | | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|---|
| 5% strengthening of INR compared to USD | Profit or (Loss) | 58.83 | 4.51 |
| 5% strengthening of USD compared to INR | Profit or (Loss) | (58.83) | (4.51) |
| 5% strengthening of INR compared to USD | Equity (net of tax) | 44.02 | 3.38 |
| 5% strengthening of USD compared to INR | Equity (net of tax) | (44.02) | (3.38) |
| 5% strengthening of INR compared to CNY | Profit or (Loss) | 0.26 | 0.60 |
| 5% strengthening of CNY compared to INR | Profit or (Loss) | (0.26) | (0.60) |
| 5% strengthening of INR compared to CNY | Equity (net of tax) | 0.19 | 0.45 |
| 5% strengthening of CNY compared to INR | Equity (net of tax) | (0.19) | (0.45) |
| 5% strengthening of INR compared to SGD | Profit or (Loss) | (0.13) | (0.37) |
| 5% strengthening of SGD compared to INR | Profit or (Loss) | 0.13 | 0.37 |
| 5% strengthening of INR compared to SGD | Equity (net of tax) | (0.10) | (0.28) |
| 5% strengthening of SGD compared to INR | Equity (net of tax) | 0.10 | 0.28 |

***(All amounts are in Rs. million, unless otherwise stated)***

**35 FINANCIAL INSTRUMENTS FAIR VALUE AND RISK MEASUREMENTS (CONTINUED)**

**C. Financial risk management (continued)**

**Price risk**

The Group is mainly exposed to the price risk due to its investment in debt mutual funds. The price risk arises due to uncertainties about the future market values of these investments. The Company has laid policies and guidelines which it adheres to in order to minimise price risk arising from investments in debt mutual funds.

**Interest rate risk**

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates.

The Holding Company's portfolio of borrowings comprise of variable rate loans which are monitored continuously in the light of market conditions. The group does not have any fixed rates loans.

The Holding Company does not account for any fixed-rate financial assets or financial liabilities at fair value through profit or loss except for series C CCPS classified as financial liabilities and the Holding Company does not have any designated derivatives (interest rate swaps). Therefore, a change in interest rates at the reporting date would not affect profit or loss.

| **Fixed-rate instruments** | **As at 31 March 2025** | **As at 31 March 2024** |
|---|---|---|
| Financial assets (cash and cash equivalent, fixed deposits, security deposits and interest accrued on deposits) | 2,902.61 | 2,745.88 |
| Financial liabilities | 5,046.47 | 5,039.95 |
| **Variable rate instruments** | | |
| Financial assets | - | - |
| Financial liabilities | 602.34 | 3,561.92 |

| **Particulars** | | **As at 31 March 2025** | **As at 31 March 2024** |
|---|---|---|---|
| Sensitivity analysis: | | | |
| 100 bps increase | Profit or (Loss) | (6.02) | (35.62) |
| 100 bps decrease | Profit or (Loss) | 6.02 | 35.62 |
| 100 bps increase | Equity (net of tax) | (4.51) | (26.65) |
| 100 bps decrease | Equity (net of tax) | 4.51 | 26.65 |

**(iii) Management of Credit Risk**

Credit risk is the risk that a customer or counterparty to a financial instrument will fail to perform or fail to pay amounts due causing financial loss to the Group. The potential activities where credit risks may arise include from cash and cash equivalents and security deposits and principally from credit exposures to customers relating to outstanding receivables. The maximum credit exposure associated with financial assets is equal to the carrying amount. Details of the credit risk specific to the Group along with relevant mitigation procedures adopted have been enumerated below:

**Trade receivables**

The Group's exposure to credit risk is that the Group has major business dealings with few parties to whom sales are made on credit basis. The Group's majority customer base are e-commerce marketplace players. Since the sales are as per contract, the Group's exposure to credit risk is influenced by the individual characteristics of each customer. However, the management also considers the factors that may influence the credit risk of it's customer base including the default risk associated with the industry. Customers with whom legal dispute is going on are considered as credit impaired.

The Group has considered an assessment of past history and has taken into account various factors including future forecast conditions for determination of allowance for expected credit loss.

The following table provides information about the exposure to credit risk and ECLs for trade receivables from individual customers as at 31 March 2025.

| **31 March 2025** | **Weighted average loss rate** | **Gross carrying amount** | **Credit impaired** |
|---|---|---|---|
| Not Due | 0% | 1,479.04 | No |
| Less than 6 months | 3%-16% | 1,183.16 | No |
| 6 Months to 1 Year | 6%-50% | 43.67 | No |
| 1 - 2 Years | 100% | 74.84 | No |
| 2 -3 Years | 100% | 1.20 | No |
| More than 3 Years | 100% | 14.21 | Yes |

The following table provides information about the exposure to credit risk and ECLs for trade receivables from individual customers as at 31 March 2024.

| **31 March 2024** | **Weighted average loss rate** | **Gross carrying amount** | **Credit impaired** |
|---|---|---|---|
| Not due | 0% | 1,158.81 | No |
| Less than 6 months | 3%-6% | 400.73 | No |
| 6 Months to 1 Year | 6%-56% | 84.12 | No |
| 1 - 2 Years | 100% | 79.13 | No |
| 2 -3 Years | 100% | 14.22 | Yes |
| More than 3 Years | 100% | 2.99 | No |

Refer to note 12 (iv) for ageing for trade receivables from the due date of payment.

The Group does not have any impaired trade receivable as on 31 March 2025 and 31 March 2024 except for those disclosed above.

**Other financial assets**

The Group maintains exposure in cash and cash equivalents, term deposits with banks and other financial assets (including loan to employees and security deposit). The Group has set counter-party limits based on multiple factors including financial position, credit rating, etc. The Group's maximum exposure to credit risk as at 31 March 2025 and 31 March 2024 is the carrying value of each class of financial assets.

***(All amounts are in Rs. million, unless otherwise stated)***

**36 CAPITAL MANAGEMENT**

The Group defines capital as total equity including issued equity capital, share premium and all other equity reserves attributable to equity holders of the Group (which is the Group's net asset value). The Group manages its capital so as to safeguard its ability to continue as a going concern and to optimise returns to shareholders. The capital structure of the Group is based on management's judgement of its strategic and day-to-day needs with a focus on total equity so as to maintain investor, creditors and market confidence.

The Group monitors capital using a ratio of 'adjusted net debt' to 'adjusted equity'. For this purpose, adjusted net debt is defined as total liabilities, comprising interest-bearing loans and borrowings less cash and cash equivalents. Adjusted equity comprises all components of equity.

The Group's adjusted net debt to equity ratio was as follows.

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Borrowings (including Series C CCPS classified as financial liability) | 5,648.81 | 8,601.87 |
| Lease liabilities (refer note 19) | 198.02 | 280.41 |
| Total debt liabilities | 5,846.83 | 8,882.27 |
| Less : Cash and bank balances (refer note 13) | (837.68) | (604.45) |
| Less : Bank balance other than cash and cash equivalents (refer note 14) | (1,990.00) | (1,935.00) |
| Less : Bank deposits with remaining maturity more than 1 year (refer note 8) | - | - |
| Less : Bank deposits with remaining maturity less than 1 year (refer note 8) | - | (135.00) |
| Less : Financial Liability in relation to CCPS (refer note 18) | (5,046.47) | (5,039.95) |
| Adjusted net debt | (2,027.32) | 1,167.87 |
| Total equity | 4,711.22 | 4,072.86 |
| Add : Financial Liability in relation to CCPS if classified as instruments entirely in equity in nature | 5,046.47 | 5,039.95 |
| Total adjusted equity | 9,757.69 | 9,112.81 |
| Net debt to total equity ratio (considering CCPS as debt) | 0.64 | 1.52 |
| Adjusted net debt to adjusted equity ratio | (0.21) | 0.13 |

**Note:**

a. No changes were made in the objectives, policies or processes for managing capital during the year ended 31 March 2025 and 31 March 2024.

b. Borrowings include financial liability in relation to CCPS issued during the year which is classified as financial liability as per Ind AS.

## Imagine Marketing Limited
### Notes to the Consolidated Financial Statement
**For the year ended 31 March 2025**
***(All amounts are in Rs. million, unless otherwise stated)***

**37 RELATED PARTY DISCLOSURES**

**A. Names of the related parties of the Group**

| | |
|---|---|
| **Entity having significant influence** | South Lake Investment Ltd |
| **Subsidiary company** | Dive Marketing Private Limited<br>HOB Ventures Private Limited<br>Imagine Marketing Singapore Pte. Ltd.<br>Kaha Technologies Private Limited |
| **Step- down subsidiary company** | Kaha Pte Ltd<br>KaHa Technology (ShenZhen) Co. Ltd |
| **Associate company** | Kimirica Lifestyles Private Limited (upto 15 January 2025) |
| **Joint Venture** | Califonix Tech and Manufacturing Private Limited |

**Key management personnel (KMP)**

| Name | Designation | Date of appointment | Date of resignation |
|---|---|---|---|
| Mr. Aman Gupta | Whole-time Director | 05-Jul-22 | NA |
| Mr. Sameer Mehta | Whole-time-Director, (Chief Executive Officer), (Group`s Chief Operating Decision Maker) | 04-May-23 | NA |
| Mr. Anish Saraf | Non Executive Director | 05-Jan-21 | NA |
| Mr. Aashish Kamat | Independent Director | 12-Nov-21 | NA |
| Mr. Anand Ramamoorthy | Independent Director | 12-Nov-21 | NA |
| Mr. Deven Waghani | Independent Director | 15-Dec-21 | NA |
| Ms. Purvi Sheth | Independent Director | 12-Nov-21 | NA |
| Mr. Vivek Gambhir | Non executive Director | 04-May-23 | NA |
| Mr. Ankur Sharma | Chief Financial Officer | 15-Dec-21 | 12-Dec-23 |
| Mr. Rakesh Thakur | Chief Financial Officer | 12-Dec-23 | NA |
| Mr. Mukesh Ranga | Company Secretary | 05-May-22 | 13-Oct-23 |
| Mr. Shreekant Sawant | Company Secretary and Compliance Officer | 11-Apr-24 | NA |

**Entities in which KMP have significant influence** — Redwood Interactive (partnership firm where one of the Director is interested)

**B. Disclosure of transactions between the Group and related parties**

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| **Purchase of goods** | | |
| *Joint Venture* | | |
| Califonix Tech and Manufacturing Private Limited | 7,318.55 | 4,006.40 |
| **High Sea Sales** | | |
| *Joint Venture* | | |
| Califonix Tech and Manufacturing Private Limited | 202.06 | 15.86 |
| **Dividend Income** | | |
| *Joint Venture* | | |
| Califonix Tech and Manufacturing Private Limited | 30.00 | - |
| **Reimbursement of expenses paid** | | |
| *Key managerial personnel* | | |
| Mr. Aman Gupta | 0.31 | 0.39 |
| Mr. Sameer Mehta | 0.67 | 0.01 |
| Mr. Ankur Sharma | - | 0.08 |
| Mr. Vivek Gambhir | - | 0.23 |
| Mr. Anand Ramamoorthy | - | 0.03 |
| Mr. Mukesh Ranga* (Refer Note below) | - | 0.00 |
| Mr. Rakesh Thakur | 0.22 | 0.20 |
| Mr. Shreekant Sawant | 0.48 | - |
| *Note: The amount denotes Rs. 1400 for 31 March 2024 | | |
| **Contribution paid towards equity share capital** | | |
| *Joint Venture* | | |
| Califonix Tech and Manufacturing Private Limited | - | 165.00 |
| **Advance against supply of goods given during the year** | | |
| *Joint Venture* | | |
| Califonix Tech and Manufacturing Private Limited | 6,079.92 | 3,760.09 |
| **Sale of Property Plant and Equipment** | | |
| *Joint Venture* | | |
| Califonix Tech and Manufacturing Private Limited | - | 78.91 |
| **Directors Sitting Fees** | | |
| *Key managerial personnel* | | |
| Mr. Aashish Kamat | 1.03 | 0.48 |
| Ms. Purvi Sheth | 0.93 | 0.53 |
| Mr. Deven Waghani | 0.28 | 0.15 |
| Mr. Anand Ramamoorthy | 1.33 | 0.40 |
| Mr. Vivek Gambhir | 0.60 | 0.35 |
| **Commission to Directors** | | |
| *Key managerial personnel* | | |
| Mr. Aashish Kamat | 1.50 | 1.50 |
| Mr. Anand Ramamoorthy | 1.50 | 1.50 |
| Mr. Deven Waghani | 1.50 | 1.50 |
| Ms. Purvi Sheth | 1.50 | 1.50 |
| Mr. Vivek Gambhir | 1.50 | 1.50 |

***(All amounts are in Rs. million, unless otherwise stated)***

**B. Disclosure of transactions between the Group and related parties** ***(continued)***

| **Particulars** | **Year ended 31 March 2025** | **Year ended 31 March 2024** |
|---|---|---|
| **Remuneration to Key management personnel** | | |
| **Short term employee benefits:** | | |
| Mr. Aman Gupta | 25.00 | 25.00 |
| Mr. Sameer Mehta | 25.00 | 25.00 |
| Mr. Vivek Gambhir | - | 19.16 |
| Mr. Ankur Sharma | - | 14.85 |
| Mr. Mukesh Ranga | - | 0.92 |
| Mr. Rakesh Thakur | 14.41 | 8.58 |
| Mr. Shreekant Sawant | 2.53 | - |
| **Post employment benefits** | | |
| Mr. Rakesh Thakur** | 0.32 | 0.23 |
| Mr. Shreekant Sawant | 0.07 | - |
| **Share based payments expense** | | |
| Mr. Rakesh Thakur | 3.70 | 0.96 |
| Mr. Shreekant Sawant # | 0.00 | 0 |
| # Note: The amount denotes Rs. 724 | | |

**C. Status of outstanding balances**

| **Particulars** | **As at 31 March 2025** | **As at 31-03-2024 (Restated)** |
|---|---|---|
| **Advance to vendor** | | |
| *Joint venture* | | |
| Califonix Tech and Manufacturing Private Limited | - | 149.49 |
| **Trade payables** | | |
| *Joint venture* | | |
| Califonix Tech and Manufacturing Private Limited | 290.33 | - |
| **Commission to Directors Payable*** | | |
| *Key managerial personnel* | | |
| Mr. Aashish Kamat | 1.50 | 1.50 |
| Mr. Anand Ramamoorthy | 1.50 | 1.50 |
| Mr. Deven Waghani | 1.50 | 1.50 |
| Ms. Purvi Sheth | 1.50 | 1.50 |
| Mr. Vivek Gambhir | 1.50 | 1.50 |
| **Directors Sitting Fee Payable** | | |
| Mr. Aashish Kamat | 0.20 | - |
| Ms. Purvi Sheth | 0.23 | - |
| Mr. Deven Waghani | 0.03 | - |
| Mr. Anand Ramamoorthy | 0.32 | - |
| Mr. Vivek Gambhir | 0.14 | - |

* The numbers of Commission to Directors have been restated as a part of restatement adjustments for the year ended 31 March 2024 (refer Note 51).
** The amount of Post employment benefits has been restated from 0 to 0.23 million as a part of restatement adjustments for the year ended 31 March 2024 (refer Note 51).

**D. Terms and conditions of transactions with related parties**

All Related Party Transactions entered during the year were in ordinary course of the business and on arm's length basis. Outstanding balances at the year-end are unsecured and settlement occurs in cash.

There have been no guarantees provided or received for any related party receivables or payables.

**E.** The balances disclosed in note 37 (C) above exclude amount receivable from Selling Shareholders pertaining to IPO expenses recoverable.

**F. Payment of Managerial Remuneration**

During the previous year ended March 31, 2024, the Holding Company had obtained approval for excess remuneration to the executive directors in excess of the limits provided under section 197 read with schedule V to the Act by way of special resolution in the 10th Annual General Meeting and accordingly the Company was in compliance with the provisions of section 197 of the Act.

**G.** The Company has appointed new Company Secretary w.e.f April 11, 2024 and the erstwhile Company Secretary resigned on October 13, 2023. Therefore, the Company operated without Company Secretary during the period October 14, 2023 to December 31, 2023.

***(All amounts are in Rs. million, unless otherwise stated)***

**38 SEGMENT INFORMATION**

**Business Segments**

The Chief Executive Officer of the Holding Company, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the CODM.
The Group has determined following reporting segments based on the information reviewed by the Group's Chief Operating Decision Maker ('CODM'):

(i) Audio includes wired earphone, wireless earphone, wired headphone, wireless headphone, wireless speakers and soundbar.
(ii) Wearables include smart watches.
(iii) Others includes charging solutions, cables, mens grooming kit and gaming equipments.

**The above business segments have been identified considering:**

(i) the nature of products
(ii) the differing risks and returns
(iii) the internal organisation and management structure, and
(iv) the internal financial reporting systems

Segment Results are arrived at based on segment revenues less direct and allocable cost associated with the segment.

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| **Revenue from operations** | | |
| **Revenues from external customers** | | |
| Audio | 25,860.40 | 24,591.99 |
| Wearables | 3,304.14 | 5,502.96 |
| Others | 1,539.33 | 1,054.73 |
| | **30,703.87** | **31,149.68** |
| **Inter segment revenue** | | |
| Audio | - | - |
| Wearables | - | - |
| Others | - | - |
| | - | - |
| **Total revenue** | | |
| Audio | 25,860.40 | 24,591.99 |
| Wearables | 3,304.14 | 5,502.96 |
| Others | 1,539.33 | 1,054.73 |
| | **30,703.87** | **31,149.68** |
| **Segment Results** | | |
| Audio | 1,714.60 | 2,287.40 |
| Wearables | (543.86) | (2,035.65) |
| Others | 139.24 | 4.61 |
| **Results** | **1,309.98** | **256.36** |
| Less: Un-allocated corporate expenses net of un-allocated income | (223.70) | (330.19) |
| Add: Interest income | 173.01 | 139.66 |
| Less: Interest costs | (278.85) | (683.69) |
| Less: Fair value loss on account of changes in financial liabilities | (6.52) | (8.72) |
| Less: Depreciation and amortisation | (399.32) | (355.86) |
| **Proft/(Loss) before exceptional items, share of profit/(losses) of associate and joint venture and tax** | **574.60** | **(982.44)** |
| Share of profit/(loss) in associates and joint venture (net of tax) | 86.39 | 19.91 |
| **Profit/(Loss) Before Exceptional Items and Tax** | **660.99** | **(962.53)** |
| Add: Exceptional Item | 86.03 | - |
| **Profit/(Loss) before tax** | **747.01** | **(962.53)** |
| Tax expense | | |
| Current tax | 4.32 | 6.84 |
| Deferred tax | 131.90 | (172.53) |
| **Total tax expense** | **136.22** | **(165.69)** |
| **Profit/(Loss) for the year** | **610.79** | **(796.84)** |

**B. Other Information**

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Segment Assets** | | |
| Audio | 6,000.50 | 4,846.64 |
| Wearables | 3,084.45 | 4,924.16 |
| Others | 470.19 | 372.20 |
| Total segment assets | 9,555.14 | 10,143.00 |
| Unallocated corporate assets | 6,254.28 | 6,912.25 |
| **Total assets** | **15,809.42** | **17,055.25** |
| **Segment Liabilities** | | |
| Audio | 3,905.46 | 2,500.46 |
| Wearables | 507.93 | 1,015.75 |
| Others | 228.49 | 112.72 |
| Total segment liabilities | 4,641.88 | 3,628.93 |
| Unallocated corporate liabilities | 6,456.32 | 9,353.46 |
| **Total liabilities** | **11,098.20** | **12,982.39** |

***(All amounts are in Rs. million, unless otherwise stated)***

**38 SEGMENT INFORMATION (CONTINUED)**

**B. Other Information (continued)**

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 (Restated) |
|---|---|---|
| **Capital expenditure** | | |
| Audio | 3.31 | 94.77 |
| Wearables | 0.43 | 25.06 |
| Others | 3.31 | 4.31 |
| Unallocated corporate capital expenditure | 57.29 | 482.44 |
| **Depreciation/Amortisation*** | | |
| Audio | 40.51 | 5.58 |
| Wearables | 144.81 | 113.76 |
| Others | 9.16 | 8.26 |
| Unallocated corporate depreciation/amortisation | 204.84 | 228.26 |
| **Non-cash expenses other than depreciation** | | |
| Audio | - | - |
| Wearables | - | - |
| Others | - | - |
| Unallocated corporate non-cash expenses other than depreciation | 356.32 | 816.85 |

* the numbers for depreciation/amortisation have been restated as a part of restatement adjustments for the year ended 31 March 2024 (refer note 51).

**C. Additional information by geographies**

| Particulars | Year ended 31 March 2025 | Year ended 1 March 2024(Restated) |
|---|---|---|
| **Revenue by Geographical Market** | | |
| India | 30,504.75 | 31,011.73 |
| Outside India | 199.12 | 137.95 |

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Carrying Amount of Segment Assets** | | |
| India | 7,246.27 | 6,879.72 |
| Outside India | 2,308.87 | 3,263.28 |
| **Non-current assets *** | | |
| India | 3,575.79 | 4,064.32 |
| Outside India | 8.57 | 17.44 |

*Non-current assets excludes financial instruments, non-current tax assets (net) and deferred tax assets.

**D. Revenue and outstanding from major customers #**

The Group earns revenue from few of its major customers which individually amounts to 10 per cent or more of the Company's revenues. Details of such customers (i.e. the total amount of revenues from each such customer) are disclosed below. Revenue and outstanding from such customers are reported under all the segments of the Group.

| Particulars | Revenue | Outstanding | Revenue | Outstanding |
|---|---|---|---|---|
| | Year ended 31 March 2025 | As at 31 March 2025 | Year ended 31 March 2024 | As at 31 March 2024 (Restated) |
| Customer 1 | 12,054.65 | 651.17 | 13,334.70 | 472.34 |
| Customer 2 | 7,784.38 | 710.33 | 9,134.91 | 298.11 |

# The "Outstanding from top two customers" has been disclosed, as required by Ind AS 108 "Segment Reporting". The previous year has been restated as part of restatement adjustments. Refer Note 51.

***(All amounts are in Rs. million, unless otherwise stated)***

**39 EMPLOYEE BENEFIT PLANS**

**A. Defined Contribution Plan**

Amount incurred and paid towards contribution to provident fund, Labour Welfare Fund and employees' state insurance corporation is recognised as an expense and included in employee benefit expense:

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| Contribution to provident fund and other funds | 43.60 | 24.78 |

**B. Defined Benefit Plan**

**(i) Description of Plan**

Retirement Benefit Plan of the Group includes Gratuity. Every employee who has completed five years or more of service gets a gratuity on death or resignation or retirement at 15 days salary (last drawn salary) for each completed year of service with maximum ceiling as per the Group policies. Gratuity plan is unfunded.

**(ii) Balance Sheet**

The assets/(liabilities) and (surplus)/deficit position of the defined benefit plans at the Balance Sheet date were:

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Fair value of plan assets | - | - |
| Present value of obligations | (32.55) | (22.76) |
| **(Liability) recognised in balance sheet** | **(32.55)** | **(22.76)** |

Movements in Present Value of Obligation:

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Defined benefit obligation at the commencement of the year | 22.76 | 18.21 |
| Current service cost | 8.93 | 13.82 |
| Past service cost | - | - |
| Interest cost | 1.59 | 0.89 |
| Taken over pursuant to business combination | - | - |
| Actuarial losses / (gains) | 0.61 | (4.32) |
| Benefits paid | (1.34) | (5.84) |
| **Defined benefit obligation at the end of the year** | **32.55** | **22.76** |
| Provision for gratuity (under Non-Current provisions) (Refer note 20) | 29.65 | 21.14 |
| Provision for gratuity (under Current provisions) (Refer note 20) | 2.90 | 1.62 |
| | **32.55** | **22.76** |

**(iii) Consolidated statement of profit and loss**

The charge to the Consolidated statement of profit and loss comprises:

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| **Employee Benefit Expenses:** | | |
| Current service cost | 8.93 | 13.82 |
| | **8.93** | **13.82** |
| **Finance costs:** | | |
| Interest cost | 1.59 | 0.89 |
| | **1.59** | **0.89** |
| **Net impact on profit (before tax)** | | |
| | **10.52** | **14.71** |
| **Remeasurement of the net defined benefit plans:** | | |
| Actuarial (gains)/losses arising from changes in financial assumptions | 1.10 | 0.26 |
| Actuarial (gains)/losses arising from changes in demographic assumptions | - | - |
| Actuarial (gains)/losses arising from experience adjustments | (0.49) | (4.58) |
| **Net impact on other comprehensive income (before tax)** | **0.61** | **(4.32)** |

**(iv) Assumptions**

With the objective of presenting the plan obligations of the defined benefits plans at their fair value on the Balance Sheet, assumptions under Ind AS 19 are set by reference to market conditions at the valuation date.

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Financial Assumptions** | | |
| Discount rate (per annum) | 6.55%-6.73% | 7.20%-7.27% |
| Salary Escalation Rate (per annum) | 7.00%-10.00% | 7.00%-10.00% |

The obligations are measured at the present value of estimated future cash flows by using a discount rate that is determined with reference to the market yields at the Balance Sheet date on Government Bonds, which is consistent with the estimated terms of the obligation.

**39 EMPLOYEE BENEFIT PLANS (CONTINUED)**

**(iv) Assumptions (continued)**

The estimates of future salary increases, considered in actuarial valuation, takes into account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

| Particulars | | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|---|
| **Demographic Assumptions** | Age | | |
| Withdrawal Rate | 25 and below | 20% - 24% | 24.00% |
| | 25 to 35 | 17.65% - 24% | 24.00% |
| | 35 to 45 | 5.8% - 24% | 24.00% |
| | 45 to 55 | 1% - 24% | 24.00% |
| | 55 and above | 0% - 24% | 24.00% |
| Mortality Rate | | Indian Assured Lives Mortality (2012-14) Ult | Indian Assured Lives Mortality (2012-14) Ult |

**(v) Sensitivity Analysis**

**The sensitivity of the overall plan obligations for Holding Company to changes in the weighted key assumptions are:**

| Particulars | | | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|---|---|
| Discount rate (per annum) | Increase | 0.50% | (24.65) | (16.36) |
| | Decrease | 0.50% | 25.80 | 17.17 |
| Salary escalation rate (per annum) | Increase | 0.50% | 25.68 | 17.10 |
| | Decrease | 0.50% | (24.77) | (16.41) |
| Withdrawal Rate | Increase | W.R. x 110% | (24.20) | (15.91) |
| | Decrease | W.R. x 90% | 26.23 | 17.62 |

The sensitivity analysis above have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the year and may not be representative of the actual change. It is based on a change in the key assumption while holding all other assumptions constant. When calculating the sensitivity to the assumption, the same method used to calculate the liability recognised in the Balance Sheet has been applied. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared with the previous years.

**(vi) Weighted average duration of the defined benefit plan:**

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Gratuity plan | 4.10 | 4.11 |

**(vii) Expected future cash flows in respect of gratuity:**

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Less than a year | 2.90 | 1.03 |
| Between 2-5 years | 18.04 | 10.80 |
| More than 5 years | 16.61 | 9.01 |

**C. Compensated absences**

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Expense towards compensated absences included in Employee Benefit expenses | 12.68 | 8.65 |

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Provision for compensated absences | 28.63 | 24.46 |

***(All amounts are in Rs. million, unless otherwise stated)***

**40 SHARE BASED PAYMENTS**

**Equity Settled Share Based Payments**

**Employees Stock Option Plan 2019 ('ESOP 2019')**

The ESOP 2019 had been formulated by the Board of Directors of the Company in its Meeting held on 24 October 2019 and Shareholders pursuant to the resolution passed in Extra Ordinary General Meeting held on 5 November 2019. Subsequently, ESOP 2019 had been amended by Board on 25 March 2021, 15 December 2021, 31 July 2023 and 23 January 2025 and by shareholders on 25 March 2021, 15 December 2021, 03 September 2023 and 15 February 2025. The ESOP 2019 entitles eligible employees to purchase shares in the Company at the stipulated exercise price, subject to compliance with vesting conditions. As per the ESOP 2019, holders of vested options are entitled to purchase an equity share for every option at an exercise price as stated in the grant letter.

**Management Stock Option Plan 2021 ('ESOP 2021')**

The ESOP 2021 has been formulated by the Board of Directors of the Company in its Meeting held on 25 March 2021 and Shareholders pursuant to the resolution passed in Extra Ordinary General Meeting held on 25 March 2021. Subsequently, ESOP 2021 had been amended by the Board on 15 December 2021 and 23 January 2025 and by the shareholders of the Company on 15 December 2021 and 15 February 2025. The ESOP 2021 entitles eligible employees to purchase shares in the Company at the stipulated exercise price, subject to compliance with vesting conditions. As per the ESOP 2021, holders of vested options are entitled to purchase on equity share for every option at an exercise price as stated in the grant letter.

**Employees Stock Option Plan 2023 ('ESOP 2023')**

The ESOP 2023 has been formulated by the Board of Directors of the Company in its Meeting held on 31 July 2023 and Shareholders pursuant to the resolution passed in Extra Ordinary General Meeting held on 3 September 2023. Subsequently, ESOP 2023 had been amended by the Board on 23 January 2025 and 31 March 2025 and by the shareholders of the Company on 15 February 2025 and 23 May 2025. The ESOP 2023 entitles eligible employees to purchase shares in the Company at the stipulated exercise price, subject to compliance with vesting conditions. As per the ESOP 2023, holders of vested options are entitled to purchase on equity share for every option at an exercise price as stated in the grant letter.

| Plan | Employee Entitled | Vesting Conditions | Contractual life of options |
|---|---|---|---|
| ESOP 2019 | Eligible Employees | Continued employment with Company | 4 years |
| ESOP 2021 | Eligible Employees | Continued employment with Company | 4 years |
| ESOP 2023 | Eligible Employees | Continued employment with Company | 4 years |

***(All amounts are in Rs. million, unless otherwise stated)***

**40 SHARE BASED PAYMENTS**

| Scheme | Year | Date of Grant | Numbers of options granted | Vesting Conditions | Exercise Period | Exercise Price (Rs.) per share (refer note below) | Weighted Average Exercise Price (Rs.) per share |
|---|---|---|---|---|---|---|---|
| ESOP 2019 | 2019 | 16 November 2019 | 256 | Graded vesting over 4 years from grant date | 7 years from date of vesting | 30.27 | 30.27 |
| | 2020 | 15 November 2020 | 453 | Graded vesting over 4 years from grant date | 7 years from date of vesting | 30.27 | 30.27 |
| | 2021 | 25 March 2021 | 50 | Graded vesting over 4 years from grant date | 7 years from date of vesting | 30.27 | 30.27 |
| | 2022 | 25 October 2021 | 14,33,500 | Graded vesting over 4 years from grant date | 7 years from date of vesting | 141.88 | 141.88 |
| | 2022 | 25 October 2021 | 30,000 | Vesting over 1 years from grant date | 7 years from date of vesting | 141.88 | 141.88 |
| | 2022 | 2 December 2021 | 14,250 | Graded vesting over 4 years from grant date | 7 years from date of vesting | 141.88 | 141.88 |
| | 2022 | 1 February 2022 | 4,10,000 | Graded vesting over 4 years from grant date | 7 years from date of vesting | 141.88 | 141.88 |
| | 2022 | 29 March 2022 | 5,37,400 | Graded vesting over 4 years from grant date | 7 years from date of vesting | 141.88 | 141.88 |
| | 2023 | 24 June 2022 | 60,000 | Graded vesting over 4 years from grant date | 7 years from date of vesting | 141.88 | 141.88 |
| | 2023 | 24 June 2022 | 1,20,517 | Graded vesting over 4 years from grant date | 7 years from date of vesting | 450.00 | 450.00 |
| | 2023 | 21 December 2022 | 8,75,000 | Graded vesting over 4 years from grant date | 7 years from date of vesting | 218.00 | 218.00 |
| | 2023 | 21 December 2022 | 1,50,000 | Graded vesting over 4 years from grant date | 7 years from date of vesting | 300.00 | 300.00 |
| | 2023 | 21 December 2022 | 3,03,042 | Graded vesting over 4 years from grant date | 7 years from date of vesting | 450.00 | 450.00 |
| | 2023 | 30 January 2023 | 1,32,443 | Graded vesting over 4 years from grant date | 7 years from date of vesting | 450.00 | 450.00 |
| | 2024 | 04 May 2023 | 66,000 | Graded vesting over 4 years from grant date | 7 years from date of vesting | 450.00 | 450.00 |
| | 2024 | 04 May 2023 | 13,300 | Graded vesting over 4 years from grant date | 7 years from date of vesting | 300.00 | 300.00 |
| | 2024 | 04 May 2023 | 60,000 | Graded vesting over 4 years from grant date | 7 years from date of vesting | 250.00 | 250.00 |
| ESOP 2021 | 2021 - 1 | 13 April 2021 | 2,062 | Grade vesting over 4 years from grant date | 7 years from date of vesting | 141.88 | 141.88 |
| | 2021 - 2 | 13 April 2021 | 687 | 4 years from grant date | 7 years from date of vesting | 141.88 | 141.88 |
| ESOP 2023 | 2024 | 15 October 2023 | 1,39,327 | Grade vesting over 4 years from grant date | As per the scheme | 450.00 | 450.00 |
| | 2024 | 15 January 2024 | 15,000 | Grade vesting over 4 years from grant date | As per the scheme | 450.00 | 450.00 |
| | 2024 | 16 April 2024 | 34,777 | Grade vesting over 4 years from grant date | As per the scheme | 450.00 | 450.00 |
| | 2024 | 15 July 2024 | 2,60,307 | Grade vesting over 4 years from grant date | As per the scheme | 450.00 | 450.00 |
| | 2024 | 15 October 2024 | 1,26,277 | Grade vesting over 4 years from grant date | As per the scheme | 450.00 | 450.00 |
| | 2025 | 15 January 2025 | 41,237 | Grade vesting over 4 years from grant date | As per the scheme | 450.00 | 450.00 |
| | 2025 | 15 February 2025 | 4,000 | 14 months from grant date | As per the scheme | 450.00 | 450.00 |
| | 2025 | 15 February 2025 | 22,500 | 17 months from grant date | As per the scheme | 450.00 | 450.00 |
| | 2025 | 26 February 2025 | 34,000 | Grade vesting over 4 years from grant date | As per the scheme | 450.00 | 450.00 |
| | 2025 | 31 March 2025 | 6,17,500 | Grade vesting over 4 years from grant date | As per the scheme | 450.00 | 450.00 |

***(All amounts are in Rs. million, unless otherwise stated)***

**40 SHARE BASED PAYMENTS**

**Note:**

(i) The original exercise price for the shares granted under the ESOP 2019 on 16 November 2019, 15 November 2020 and 25 March 2021 was Rs. 60,532 per share. Pursuant to the Corporate Event being issuance of Bonus Equity Shares and Bonus Series A CCPS, the Company adjusted the exercise price for ESOPs under the ESOP 2019 Plan in accordance with their terms of issuance as set out in the ESOP 2019 and the exercise price was amended from Rs. 60,532 to Rs. 302.66. Further on 15 December 2021, the face value of the equity shares was sub-divided from Rs. 10 per equity share to Re. 1 per equity share resulting in adjustment of exercise price from Rs. 302.66 to Rs 30.27.

(ii) The original exercise price for the shares granted under the ESOP 2021 on 13 April 2021 was Rs. 283,749 per share. Pursuant to the Corporate Event being issuance of Bonus Equity Shares and Bonus Series A CCPS, the Company adjusted the exercise price for ESOPs under the ESOP 2021 in accordance with their terms of issuance as set out in the ESOP 2021 and the amended from Rs. 283,749 to Rs. 1,418.75. Further on December 15, 2021 the face value of the equity shares was sub-divided from Rs. 10 per equity share to Re. 1 per equity share resulting in adjustment of exercise price from Rs. 1,418.75 to Rs 141.88.

(iii) The original exercise price for the shares granted under the ESOP 2019 on 25 October 2021 and 02 December 2021 was Rs. 1,418.745 per share. Pursuant to the Corporate Event on 15 December 2021, the face value of the equity shares was sub-divided from Rs. 10 per equity share to Re. 1 per equity share, the Company adjusted the exercise price for ESOPs under the ESOP 2019 in accordance with their terms of issuance as set out in the ESOP 2019 and the amended from Rs. 1,418.75 to Rs. 141.88.

| | | | Number of Share Options | | | | |
|---|---|---|---|---|---|---|---|
| **Scheme** | **Year** | **For the year ended** | **Outstanding at the beginning of the year** | **Granted during the year*** | **Forfeited/Expired during the year** | **Exercised during the year** | **Outstanding at the end of the year** |
| ESOP 2019 | 2019 | 31 March 2021 | 256 | - | (15) | - | 241 |
| | | 31 March 2022 | 241 | 4,81,759 | (1,10,000) | (1,96,500) | 1,75,500 |
| | | 31 March 2023 | 1,75,500 | - | (52,000) | (54,500) | 69,000 |
| | | 31 March 2024 | 69,000 | - | (4,000) | - | 65,000 |
| | | 31 March 2025 | 65,000 | - | - | - | 65,000 |
| | 2021 | 31 March 2021 | - | 453 | - | - | 453 |
| | | 31 March 2022 | 453 | 9,05,547 | (3,08,000) | (1,20,300) | 4,77,700 |
| | | 31 March 2023 | 4,77,700 | | (61,500) | - | 4,16,200 |
| | | 31 March 2024 | 4,16,200 | - | (35,000) | - | 3,81,200 |
| | | 31 March 2025 | 3,81,200 | - | (8,000) | - | 3,73,200 |
| | 2021 | 31 March 2021 | - | 50 | - | - | 50 |
| | | 31 March 2022 | 50 | 99,950 | - | - | 1,00,000 |
| | | 31 March 2023 | 1,00,000 | - | - | - | 1,00,000 |
| | | 31 March 2024 | 1,00,000 | - | - | - | 1,00,000 |
| | | 31 March 2025 | 1,00,000 | - | - | - | 1,00,000 |
| | 2022 | 31 March 2022 | - | 24,25,150 | (42,000) | - | 23,83,150 |
| | | 31 March 2023 | 23,83,150 | - | (3,79,500) | (11,500) | 19,92,150 |
| | | 31 March 2024 | 19,92,150 | - | (3,72,820) | - | 16,19,330 |
| | | 31 March 2025 | 16,19,330 | - | (1,31,500) | - | 14,87,830 |
| | 2023 | 31 March 2023 | - | 16,41,002 | (15,700) | - | 16,25,302 |
| | | 31 March 2024 | 16,25,302 | - | (42,296) | - | 15,83,006 |
| | | 31 March 2025 | 15,83,006 | - | (82,596) | - | 15,00,410 |
| | 2024 | 31 March 2024 | - | 1,39,300 | (61,111) | - | 78,189 |
| | | 31 March 2025 | 78,189 | - | (12,167) | - | 66,022 |
| ESOP 2021 | 2021 - 1 | 31 March 2021 | - | 2,062 | - | - | 2,062 |
| | | 31 March 2022 | 2,062 | 41,21,938 | - | - | 41,24,000 |
| | | 31 March 2023 | 41,24,000 | - | (20,60,000) | - | 20,64,000 |
| | | 31 March 2024 | 20,64,000 | - | - | (50,000) | 20,14,000 |
| | | 31 March 2025 | 20,14,000 | - | - | - | 20,14,000 |
| | 2021 - 2 | 31 March 2021 | - | 687 | - | - | 687 |
| | | 31 March 2022 | 687 | 13,73,313 | - | - | 13,74,000 |
| | | 31 March 2023 | 13,74,000 | - | (13,74,000) | - | - |
| ESOP 2023 | 2024 | 31 March 2024 | - | 1,54,327 | (1,991) | - | 1,52,336 |
| | | 31 March 2025 | 1,52,336 | - | (15,000) | - | 1,37,336 |
| | 2024 | 31 March 2025 | - | 4,21,360 | (3,852) | - | 4,17,508 |
| | 2025 | 31 March 2025 | - | 7,19,237 | - | - | 7,19,237 |

* Granted during the previous year includes additional options granted upon issuance of bonus shares to existing shareholders and share split from Rs. 10 each to Re. 1 each (refer note 16(f))

| **Particulars** | **Year ended 31 March 2025** | **Year ended 31 March 2024** |
|---|---|---|
| Weighted average equity share price at the date of exercise of options during the year | 352.55 | 353.88 |
| Weighted average remaining contractual life of options (years) as at the end of the year | 7.21 | 6.77 |

The value of the underlying shares has been determined by an independent valuer. The following assumptions were used for calculation of fair value of grants in accordance with Black Scholes model:

| **Particulars** | **Year ended 31 March 2025** | **Year ended 31 March 2024** |
|---|---|---|
| Risk-free interest rate (%) | 6.62% to 7.20% | 7.01% to 7.33% |
| Expected life of options (years) [(year to vesting) + (contractual option term)/2] | 4.5 to 7.5 years | 4 to 5.5 years |
| Expected volatility (%) | 41.92% to 45.77% | 22.17% to 22.18% |
| Dividend yield | 0.00% | 0.00% |

The risk free interest rates are determined based on the zero-coupon sovereign bond yields with maturity equal to the expected term of the option. Volatility calculation is based on historical stock prices using standard deviation of daily change in stock price. The historical period is taken into account to match the expected life of the option. Dividend yield has been calculated taking into account expected rate of dividend on equity share price as on grant date.

**Effect of share based payment transactions on the Standalone statement of profit and loss:**

| **Particulars** | **Year ended 31 March 2025** | **Year ended 31 March 2024** |
|---|---|---|
| Equity settled share based payments | 86.04 | 111.56 |
| **Total expense recognized under "Employee benefits expense"** | **86.04** | **111.56** |

*(All amounts are in Rs. million, unless otherwise stated)*

### 41 BUSINESS COMBINATION / INVESTMENT IN ASSOCIATE

During the year ended 31 March 2022, the Holding Company has acquired control of KaHa Group. Prior to acquisition, the KaHa Group comprised of Kaha PTE Limited (“Kaha Pte”) headquartered in Singapore and its subsidiaries, KaHa Technology (ShenZhen) Co. Limited ("Kaha China") and KaHa Technologies Private Limited ("KaHa India"). For purpose of acquisition of the KaHa Group, the Holding Company entered into separate shareholders agreements to acquire shares in Kaha PTE Limited and KaHa Technologies Private Limited.

**A** Imagine Marketing Singapore Pte. Ltd (Imagine Singapore), one of the wholly owned subsidiaries of the Holding Company acquired on 10 February 2022, 100% stake in Kaha PTE Limited (“Kaha Pte”) and consequently indirect control of its wholly owned subsidiary KaHa Technology (ShenZhen) Co. Limited ("Kaha China") for a cash consideration of US$ 40 million equivalent to Rs. 2,992.00 millions (Present Value Rs. 2,833.04 million) to be paid in a staggered manner over a period of 3 years. As per the terms and conditions of the Share Purchase Agreement between Imagine Singapore and Kaha Pte., post completion of the aforesaid acquisition, “Kaha Pte” and “Kaha China” has become wholly owned subsidiary and step down subsidiary respectively of Imagine Singapore.

Upon acquisition of Kaha Pte and its subsidiary, which is in the business to develop, design and trade in Smart watches, this will enable the Group to accelerate its journey in smart watch segment through building scalable digital-first brands, either organically or inorganically.

The fair values of identifiable assets and liabilities acquired have been determined by the Holding Company and accounted for in accordance with Ind AS 103 - Business Combination as at the date of acquisition as follows:

| **Particulars** | **Amount** |
|---|---|
| **Assets** | |
| **Non-current assets** | |
| Property, Plant and equipment | 1.77 |
| Right to use assets | 8.85 |
| Intangible assets - Patents and Trademarks | 986.48 |
| Intangible assets - software | 80.74 |
| Intangible Assets under development | 63.31 |
| **Total** | **1,141.15** |
| **Current assets** | |
| Inventories | 27.28 |
| Trade Receivables | 27.54 |
| Other Current Assets | 153.25 |
| Cash and Bank Balance | 198.71 |
| **Total** | **406.78** |
| **Fair value of assets acquired** | **1,547.93** |
| **Liabilities** | |
| Trade payables and Other payables | 283.85 |
| Other Current Liabilities | 1.24 |
| Lease Liability | 9.33 |
| **Fair value of liabilities acquired** | **294.42** |
| **Deferred tax on acquisition** | **166.89** |
| **Total identifiable net assets acquired** | **1,086.62** |

| **Particulars** | **Amount** |
|---|---|
| **Consideration Paid/ Payable (includes deferred payment consideration amounting to Rs 997.55 millions)** | 2,831.95 |
| **Less: identifiable net assets acquired** | 1,086.62 |
| **Goodwill** | **1,745.33** |

*(All amounts are in Rs. million, unless otherwise stated)*

**41 BUSINESS COMBINATION / INVESTMENT IN ASSOCIATE (continued)**

**B** The Holding Company acquired 100% stake in Kaha Technologies Private Limited on 02 February 2022 for a cash consideration of Rs. 77.25 millions as per the terms and conditions of the Share Purchase Agreement thereof entered between the Company and Kaha Technologies Private Limited. Post completion of the aforesaid acquisition, "Kaha Technologies Private Limited" has become wholly owned subsidiary of the Holding Company. This subsidiary, which is in the business to develop, design software used in Smart watches will enable the Group to accelerate its journey in smart watch segment.

The fair values of identifiable assets and liabilities acquired have been determined by the Company and accounted for in accordance with Ind AS 103 - Business Combination as at the date of acquisition as follows:

| Particulars | Amount |
|---|---|
| **Assets** | |
| **Non-current assets** | |
| Property, Plant and equipment | 1.60 |
| Intangible assets - software | 0.02 |
| **Total** | **1.62** |
| | |
| **Current assets** | |
| Trade Receivables | 32.61 |
| Other Current Assets | 4.99 |
| Cash and Bank Balance | 10.73 |
| Deferred tax assets (net) | 2.81 |
| Other Financial Assets | 1.13 |
| **Total** | **52.27** |
| | |
| **Fair value of assets acquired** | **53.89** |
| | |
| **Liabilities** | |
| Trade payables and Other payables | 6.44 |
| Other Current Liabilities | 1.61 |
| Provisions | 7.11 |
| | |
| **Fair value of liabilities acquired** | **15.16** |
| **Total identifiable net assets acquired** | **38.73** |

| Particulars | Amount |
|---|---|
| **Consideration Paid** | 77.25 |
| **Less: identifiable net assets acquired** | 38.73 |
| **Goodwill** | **38.52** |

**Summary of standalone financial information relating to KaHa Group as on 23rd February 2022**

| | Revenue | Net Loss |
|---|---|---|
| i. Since the acquisition date | 90.04 | (43.62) |
| ii. Assuming the acquisition had occurred at beginning of year. | 262.21 | -20.22 |

The Group incurred acquisition related cost of Rs 39.85 million on legal fees. These costs have been included in "Legal and professional expenses"

The goodwill recognised primarily reflects the value attributed to the workforce, technical expertise of the KaHa Group, including its subsidiaries. The integration of these businesses into the Group's existing portfolio is expected to create significant synergies, particularly in accelerating the Group's wearable segment. None of the goodwill recognised is expected to be deductible for tax purposes.

The fair value of the acquired receivables at the acquisition date is equivalent to its carrying amount. In addition, there are no contractual receivables at the acquisition date.

**41 BUSINESS COMBINATION / INVESTMENT IN ASSOCIATE (continued)**

**C Investment in Associate**

In the year ended 31 March 2022, HOB Ventures Private Limited, a subsidiary in the Group, acquired 33.33% stake by way of investment in equity shares and non cumulative compulsory convertible preference shares (on fully diluted basis in Kimirica Lifestyle Private Limited (Kimirica) on 23 February 2022 for a cash consideration of Rs. 300.01 million as per the terms and conditions of the Share Purchase Agreement thereof. The Company is in the business of manufacturing & Selling of Personal & beauty care products.

Total Value of Tangible Assets of Kimirica Lifestyle Private Limited is Rs 15.64 million. Further, the Kimirica owns certain brands (intangible assets),

the fair value of which has been determined to be Rs. 415.32 million and useful life is estimated as 10 years. The details of investments are as follows:

| Investee Company | Date | Nature of Investment |
|---|---|---|
| Kimirica Lifestyle Private Limited | 23 February 2022 | 476 Equity shares of Kimirica Lifestyle Private Limited (Associate company) having face value Rs 10 each, fully paid up |
| | 23 February 2022 | 4286, 0.01% Non Cumulative Compulsory Convertible Preference Shares of Kimirica Lifestyle Private Limited (Associate company) having face value Rs 10 each, fully paid up |

**Summary of standalone financial information relating to Kimirica as on 23rd February 2022**

| **Particulars** | **Amount in million ( Rs.)** |
|---|---|
| Ownership interest | 33.33% |
| Total non-current assets | 482.16 |
| Total current assets | 264.20 |
| **Total assets** | **746.36** |
| Total non-current liabilities | 46.41 |
| Total current liabilities | 36.69 |
| **Total liabilities** | **83.10** |

| | **Revenue** | **Net Loss** |
|---|---|---|
| i. Since the acquisition date | 7.40 | 14.07 |
| ii. Assuming the acquisition had occurred at beginning of year. | 7.40 | 14.07 |

***(All amounts are in Rs. million, unless otherwise stated)***

**42 SHARE OF ENTITIES IN THE GROUP**

| Name of the Entity | As at 31 March 2025 | | For the year ended 31 March 2025 | | | | | |
|---|---|---|---|---|---|---|---|---|
| | Net Assets (Total Assets - Total Liabilities) | | Share in Profit and Loss | | Share in Other Comprehensive Income | | Share in Total Comprehensive Income | |
| | As % of consolidated net assets | Amount | As % of consolidated profit and loss | Amount | As % of Standalone other comprehensive income | Amount | As % of consolidated total comprehensive income | Amount |
| **Parent** | | | | | | | | |
| Imagine Marketing Limited | 114.44% | 5,391.63 | 105.14% | 642.21 | -4.15% | (0.28) | 106.26% | 641.93 |
| **Subsidiary** | | | | | | | | |
| **Indian** | | | | | | | | |
| Dive Marketing Private Limited | -0.81% | (38.26) | -2.86% | (17.46) | 0.00% | - | -2.89% | (17.46) |
| HOB Ventures Private Limited | 6.50% | 306.31 | 0.47% | 2.85 | 0.00% | - | 0.47% | 2.85 |
| Kaha Technologies Private Limited | 1.67% | 78.62 | 1.30% | 7.91 | 0.00% | - | 1.31% | 7.91 |
| **Foreign** | | | | | | | | |
| Imagine Marketing Singapore Pte Ltd | 68.47% | 3,225.85 | -13.09% | (79.95) | 0.00% | - | -13.23% | (79.95) |
| Kaha Pte Ltd | -2.18% | (102.79) | -12.05% | (73.60) | 0.00% | - | -12.18% | (73.60) |
| **Associate (Investment as per Equity Method)** | | | | | | | | |
| **Indian** | | | | | | | | |
| Kimirica Lifestyles Private Limited | NA | NA | -0.98% | (6.01) | 0.00% | - | -0.99% | (6.01) |
| **Joint Venture (Investment as per Equity Method)** | | | | | | | | |
| **Indian** | | | | | | | | |
| Califonix Tech and Manufacturing Private Limited | 6.85% | 322.60 | 15.13% | 92.39 | 0.00% | - | 15.29% | 92.39 |
| Inter-company eliminations and consolidation adjustments | -94.94% | (4,472.75) | 6.95% | 42.45 | -95.85% | (6.39) | 5.97% | 36.06 |
| **Total** | **100.00%** | **4,711.22** | **100.00%** | **610.80** | **-100.00%** | **(6.67)** | **100.00%** | **604.13** |

| Name of the Entity | As at 31 March 2024 | | For the year ended 31 March 2024 | | | | | |
|---|---|---|---|---|---|---|---|---|
| | Net Assets (Total Assets - Total Liabilities) | | Share in Profit and Loss | | Share in Other Comprehensive Income | | Share in Total Comprehensive Income | |
| | As % of Standalone net assets | Amount | As % of Standalone profit and loss | Amount | As % of Standalone other comprehensive income | Amount | As % of Standalone total comprehensive income | Amount |
| **Parent** | | | | | | | | |
| Imagine Marketing Limited | 115.78% | 4,715.45 | 67.26% | (535.95) | -5.61% | 2.97 | 62.72% | (532.98) |
| **Subsidiary** | | | | | | | | |
| **Indian** | | | | | | | | |
| Dive Marketing Private Limited | -0.51% | (20.80) | 1.10% | (8.79) | 0.00% | - | 1.03% | (8.79) |
| HOB Ventures Private Limited | 7.45% | 303.26 | 0.11% | (0.88) | 0.00% | - | 0.10% | (0.88) |
| Kaha Technologies Private Limited | 1.74% | 70.89 | -2.15% | 17.15 | -0.49% | 0.26 | -2.05% | 17.41 |
| **Foreign** | | | | | | | | |
| Imagine Marketing Singapore Pte Ltd | 67.76% | 2,759.60 | 6.83% | (54.44) | 0.00% | - | 6.41% | (54.44) |
| Kaha Pte Ltd | -0.88% | (35.76) | 15.48% | (123.38) | 0.00% | - | 14.52% | (123.38) |
| **Associate (Investment as per Equity Method)** | | | | | | | | |
| **Indian** | | | | | | | | |
| Kimirica Lifestyles Private Limited | 5.40% | 219.99 | 0.00% | - | -0.15% | 0.08 | -0.01% | 0.08 |
| **Joint Venture (Investment as per Equity Method)** | | | | | | | | |
| **Indian** | | | | | | | | |
| Califonix Tech and Manufacturing Private Limited | 6.39% | 260.21 | 0.00% | - | 3.37% | (1.79) | 0.21% | (1.79) |
| Inter-company eliminations and consolidation adjustments | -103.12% | (4,199.97) | 11.36% | (90.54) | 102.87% | (54.50) | 17.07% | (145.04) |
| **Total** | **100.00%** | **4,072.88** | **100.00%** | **(796.83)** | **100.00%** | **(52.98)** | **100.00%** | **(849.81)** |

***(All amounts are in Rs. million, unless otherwise stated)***

**43 DISCLOSURES PURSUANT TO SECTION 186 OF THE COMPANIES ACT, 2013**

(i) Refer to note 6 for details of investment in associate company and joint venture.

(ii) The Holding Company has not given any loan or guarantee or provided any security during the year as covered under Section 186 of the Companies Act, 2013 except as disclosed below : (Also refer note 14 (iii) and 10)

**Details of loan given by the Holding Company are as follows :**

| Name of the entity | Purpose | As at 31 March 2025 | Loan given during the year | Loan prepaid | Foreign exchange adjustment |
|---|---|---|---|---|---|
| Dive Marketing Private Limited | Working capital loan | 37.00 | - | - | - |

The above loan is repayable on demand and carries interest rate of 7% per annum.

| Name of the entity | Purpose | As at 31 March 2024 | Loan given during the year | Loan prepaid | Foreign exchange adjustment |
|---|---|---|---|---|---|
| Dive Marketing Private Limited | Working capital loan | 37.00 | 10.00 | - | - |

The above loan is repayable on demand and carries interest rate of 7% per annum.

**Details of loan given by one of the subsidiary to the Holding Company during the year are as follows :**

| Name of the entity | Purpose | As at 31 March 2025 | Loan given during the year | Loan prepaid | Foreign exchange adjustment |
|---|---|---|---|---|---|
| HOB Ventures Private Limited | Working capital loan | 300.00 | 300.00 | - | - |

The above loan is repayable on demand and carries interest rate of 9% per annum.

**44 DISCLOSURE OF STRUCK OFF COMPANIES**

The Holding Company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

**45** The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses except for Series C CCPS issued in the year ended 31 March, 2023 and derivative liabilities. Refer note 18(vi).

**46 SUBSEQUENT EVENTS**

There are no subsequent events after the Balance Sheet date till the date of signing the financial statements which may require adjustment.

**47** No transactions to report against the following disclosure requirements as notified by MCA pursuant to amended Schedule III:
(a) Crypto Currency or Virtual Currency
(b) Benami Property held under Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder

**48 Sale of Investment**
The Group signed a share purchase agreement between HOB Ventures Private Limited (holding company of Kimirica), promoters of Kimirica Lifestyle Private Limited and Kimirica Lifestyle Private Limited for transfer of the shares on 15 January 2025 for a consideration of Rs. 300 million. The sale of investment has resulted in gain of Rs. 86.02 million and the same is shown as "Exceptional items" in the Consolidated Financial Statements.

**49** Other than disclosed below, 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).

**Investments made in the equity share capital of Intermediary, during the year ended 31 March 2025:**

| Name of the Intermediary | Relationship with the Company | Nature of Investment | Date | Amount |
|---|---|---|---|---|
| Imagine Marketing Singapore Pte Limited | Wholly Owned Subsidiary | 5,540,000 Equity shares of Imagine Marketing Singapore Pte Ltd having face value USD 1 (at Rs. 83.45/ USD) each, fully paid up | 04-04-2024<br>14-02-2025 | 475.42 |

**Investments made by Imagine Marketing Singapore Pte Ltd, as intermediary, during the year ended 31 March 2025:**

| Investee Company | Relationship with the Company | Nature of Investment | Date | Amount |
|---|---|---|---|---|
| Kaha Pte Ltd | Wholly Owned Subsidiary | 5,640,712 Equity shares of Kaha Pte Ltd (Subsidiary Company) having face value of USD 1 each, fully paid | 05-04-2024<br>14-02-2025 | 477.04 |

**Investments made in the equity share capital of Intermediary, during the previous year 31 March 2024:**

| Name of the Intermediary | Relationship with the Company | Nature of Investment | Date | Amount |
|---|---|---|---|---|
| Imagine Marketing Singapore Pte Limited | Wholly Owned Subsidiary | 3,000,000 Equity shares of Imagine Marketing Singapore Pte Ltd having face value USD 1 (at Rs. 82.75/ USD) each, fully paid up | 14-04-2023<br>23-02-2024 | 248.26 |

**Investments made by Imagine Marketing Singapore Pte Ltd, as intermediary, during the previous year 31 March 2024:**

| Investee Company | Relationship with the Company | Nature of Investment | Date | Amount |
|---|---|---|---|---|
| Kaha Pte Ltd | Wholly Owned Subsidiary | 2,796,440 Equity shares of Kaha Pte Ltd (Subsidiary Company) having face value of USD 1 each, fully paid | 14-04-2023<br>23-02-2024 | 231.41 |

**50** Information with regards to other matters in the Companies Act, 2013 are either Nil or Not applicable to the Holding Company

***(All amounts are in Rs. million, unless otherwise stated)***

**51 Reclassifications and disclosure misstatements adjustments**

In the current year, certain material prior period errors were identified pertaining to classification and disclosure of certain items in the audited consolidated financial statements for the year ended 31 March 2024. These errors have been corrected in these consolidated financial statements by restating each of the affected financial statement line items as at and for the year ended 31 March 2024 as per the requirements of the applicable Ind ASs. The following table summarises the impact on the consolidated financial statements:

**(I) Corrections in Authorised Share Capital disclosure:**
The amount and number of Authorised Share Capital for Equity shares of Rs. 1 each has been restated from 14,64,68,000 equity shares to 16,08,28,000 and amount from Rs. 146.47 Million to 160.83 Million as a part of restatement adjustments in the above table for year ended 31 March 2024. Refer Note 16.

**(II) Correction in Borrowings disclosure:**
The total amount of borrowings was correctly reflected however the below mentioned amount was added in the utilization of limits disclosure in note 18(i)(b) as part of restatement adjustments.

| Name of the bank | As reported for the year ended 31 March 2024 | Adjustments | Restated for the year ended 31 March 2024 |
|---|---|---|---|
| HDFC Bank | - | 400.00 | 400.00 |

**(III) Corrections in Other Comprehensive Income disclosure under Consolidated Statement of profit and loss**
The Group identified error in the amount for "Exchange differences in translating financial statements of foreign operations" in its Consolidated Profit and Loss for the year ended 31 March 2024. Consequently, this resulted in change in the amount for "Other Comprehensive Income for the year, net of tax" and and "Total Comprehensive Income for the year". The amount has been restated for the year ended 31 March 2024.

| Particulars | As reported for the year ended 31 March 2024 | Adjustments | Restated for the year ended 31 March 2024 |
|---|---|---|---|
| Exchange differences in translating financial statements of foreign operations | (56.20) | 112.40 | 56.20 |

**(IV)** Reclassifications in Consolidated statements of cash flows: The Group has revised the presentation of Cash Flow Statement in order to reflect the correct classification/presentation of certain line items in current year. Hence, amounts for the year ended 31 March 2024 have been reclassified for consistency.

| Particulars | As reported for the year ended 31 March 2024 | Adjustments | Restated for the year ended 31 March 2024 |
|---|---|---|---|
| **Cash generated from/(used in) operations** | 3,756.79 | (224.53) | 3,981.32 |
| - Increase/(Decrease) in other financial liabilities | (215.11) | (224.53) | 9.42 |
| **Net Cash flows generated from/(used in) operating activities** | 3,709.54 | (224.53) | 3,934.07 |
| **Net cash flow (used in) investing activities** | (149.65) | (224.53) | (374.18) |
| -Acquisition of intangible assets including expenditure on internally generated intangible | - | (82.85) | (82.85) |
| -Acquisition of intangible assets | (165.36) | 165.36 | - |
| -Development expenditure on internally generated intangible assets | 82.51 | (82.51) | - |
| - Payment of deferred consideration* | - | (224.53) | (224.53) |
| - Investment in Fixed deposits | (4.61) | (244.39) | (249.00) |
| - Redemption of fixed deposits | - | 244.39 | 244.39 |

* Deferred consideration payable pertains to the amount payable to the shareholders of KaHa Pte. pursuant to its acquisition by Imagine Marketing Singapore Pte. (Refer note 22)

**(V) Corrections in Earnings Per Share disclosure (EPS)**
The Group has revised the EPS computation after considering the correct conversion impact of its convertible instruments (Series A, Series B and Series C CCPS) (refer note. 32) while computing Basic EPS & Dilutive EPS for the year ended 31 March 2024. The tables below summarise the impact of these corrections on the Group's Consolidated Financial Statement:

| Particulars | As reported for the year ended 31 March 2024 | Adjustments | Restated for the year ended 31 March 2024 |
|---|---|---|---|
| Weighted average number of shares outstanding during the year for Basic EPS | 9,66,73,569 | 5,34,24,982 | 15,00,98,551 |
| Weighted average number of shares outstanding during the year for Diluted EPS** | 11,15,48,462 | 3,85,50,089 | 15,00,98,551 |
| Profit /(loss) attributable to equity shareholders (diluted) | (788.12) | (8.72) | (796.84) |
| **Earnings / (Loss) Per Share (Rs.):** | | | |
| Basic | (8.24) | 2.93 | (5.31) |
| Diluted** | (8.24) | 2.93 | (5.31) |

**Employee Stock options outstanding for 31 March 2024: 56,0643 were excluded from the diluted weighted-average number of equity shares calculation because their effect would have been anti-dilutive.

**(VI) Corrections in Commitments disclosure:**
The "Other commitments" have been removed from the Commitment note as these were neither long term in nature nor non-cancellable for 31 March 2024.

| Particulars | As reported for the year ended 31 March 2024 | Adjustments | Restated for the year ended 31 March 2024 |
|---|---|---|---|
| Other commitments | 1,784.43 | (1,784.43) | - |

**(VII) Corrections in Related Party Transactions disclosure:**
The Group identified following omissions/errors as compared to the previously disclosed in its consolidated financial statements for the year ended 31 March 2024 which has now been restated. The tables below summarise the impact of these corrections on the Group's Consolidated Financial Statement:

| Particulars | As reported for the year ended 31 March 2024 | Adjustments | Restated for the year ended 31 March 2024 |
|---|---|---|---|
| **Commission to Directors Payable** | | | |
| Mr. Aashish Kamat | 3.00 | (1.50) | 1.50 |
| Mr. Anand Ramamoorthy | 3.00 | (1.50) | 1.50 |
| Mr. Deven Waghani | 3.00 | (1.50) | 1.50 |
| Ms. Purvi Sheth | 3.00 | (1.50) | 1.50 |
| Mr. Vivek Gambhir | - | 1.50 | 1.50 |
| **Post employment benefits** | | | |
| Mr. Rakesh Thakur | - | 0.23 | 0.23 |

***(All amounts are in Rs. million, unless otherwise stated)***

**51 Reclassifications and disclosure misstatements adjustments (continued)**

**(VIII) Corrections in Segment Statement disclosure**

The Group identified errors in the segment Statement previously disclosed in its consolidated financial statements for the year ended 31 March 2024 and have now been restated (refer note 38). The tables below summarise the impact of these corrections on the Group's Consolidated Financial Statement:

| Particulars | As reported for the year ended 31 March 2024 | Adjustments | Restated for the year ended 31 March 2024 |
|---|---|---|---|
| **B. Other Information** | | | |
| **Depreciation/Amortisation** | | | |
| Audio | 5.58 | - | 5.58 |
| Wearables | 113.76 | - | 113.76 |
| Others | 8.26 | - | 8.26 |
| Unallocated corporate depreciation/amortisation | 129.50 | 98.76 | 228.26 |

The "Outstanding from top two customers" has been disclosed in note 37 (D), as required by Ind AS 108 "Segment Reporting" which was inadvertently ommitted in 31 March 2024.

**(IX) Other disclosure changes:**

| Note Number | Description |
|---|---|
| Note 35A - Financial instruments by category and their fair value | The "Investments in Subsidiaries and Joint venture" and "Lease liabilities" have been removed from the note 35A, as these are not considered as a Financial Asset and Financial Liability as per Ind AS 109 "Financial Instruments" for 31 March 2024. |
| Note 35B - Fair Value Hierarchy | The "EBITDA Margin" and sensitivity has been disclosed in note no. 35(B), as required by Ind AS 109 "Financial Instruments" for 31 March 2024.<br>The Forecast annual revenue growth rate sensitivity has been disclosed in note no. 35(B), as required by Ind AS 109 "Financial Instruments" for 31 March 2024. |
| Note 9E - Deferred tax | The Group has quantified the "Deferred tax asset on the Business losses and capital losses of subsidiary companies" as a part of restatement adjustments due to inadvertent omission for year ended 31 March 2024. |
| Note 10 - Other Assets | The Group has disclosed the outstanding advance amount pertaining to advance to suppliers in foreign currency on account of non-compliance with Master Circulars issued by the Reserve Bank of India with respect to prescribed timelines of receipt of goods against the advances given or remittance of money back into India , as a part of restatement adjustments due to inadvertent omission for year ended 31 March 2024. |

As per our report of even date attached

For **B S R & Co. LLP**
*Chartered Accountants*
Firm Registration No. 101248W/W-100022

AMAR SUNDER Digitally signed by AMAR SUNDER Date: 2025.06.17 23:43:47 +05'30'

**Amar Sunder**
*Partner*
Membership No: 078305
Place : Mumbai
Date : 17 June, 2025

For and on behalf of the Board of Directors of
**Imagine Marketing Limited**
CIN: U52300MH2013PLC249758

SAMEER ASHOK MEHTA Digitally signed by SAMEER ASHOK MEHTA Date: 2025.06.17 23:16:08 +05'30'

**Sameer Mehta**
*Director & CEO*
DIN: 02945481
Place : Bengaluru
Date : 17 June, 2025

Aman Gupta Digitally signed by Aman Gupta Date: 2025.06.17 23:18:08 +05'30'

**Aman Gupta**
*Director*
DIN: 02249682
Place : Paris
Date : 17 June, 2025

RAKESH THAKUR Digitally signed by RAKESH THAKUR Date: 2025.06.17 23:14:07 +05'30'

**Rakesh Thakur**
*Group Chief Financial Officer*
Place : Mumbai
Date : 17 June, 2025

SHREEKANT JAYRAM SAWANT Digitally signed by SHREEKANT JAYRAM SAWANT Date: 2025.06.17 23:20:20 +05'30'

**Shreekant Sawant**
*Company Secretary and Compliance Officer*
(A-30705)
Place : Mumbai
Date : 17 June, 2025