



November 18, 2022

BSE Limited

Corporate Relationship Department
P J Towers, Dalal Street
Mumbai – 400 001
Scrip code- 523558

Sub: Annual Report of the Company for the financial year 2021-22

Dear Sir/ Madam,

This is to inform that the 33rd Annual General Meeting (“AGM”) of the Company will be held on Thursday, 15th December, 2022 at 12:00 noon (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”), in accordance with the applicable circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

The Registrar of Companies, Delhi & Haryana, vide its approval letter dated August 02, 2022, had accorded its approval to the Company under Section 96 of the Companies Act, 2013, allowing the Company to conduct its Annual General Meeting for the financial year ended on March 31, 2022 on or before December 30, 2022.

Pursuant to Regulation 34(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report of the Company for the financial year 2021-22 which is being sent through electronic mode to the Members.

The Annual Report is also uploaded on the Company’s website and can be accessed at www.swissmilitaryshop.com.

Kindly take the above on record.

Thanking You,

For **SWISS MILITARY CONSUMER GOODS LIMITED**

VIKAS JAIN
COMPANY SECRETARY

Encl: A/a

SWISS MILITARY CONSUMER GOODS LIMITED

Regd. Office: W-39, Okhla Industrial Area, Phase-II, New Delhi – 110020

☎ +91 11 41067060, ✉ info@swissmilitaryshop.com

🌐 www.swissmilitaryshop.com, CIN: L51100DL1989PLC034797

BRINGING
SWISSNESS
TO
LIFE



SWISS
MILITARY

ANNUAL **REPORT**

2021 - 2022

SWISS MILITARY CONSUMER
GOODS LIMITED



- www.swissmilitaryshop.com
- www.swissmilitaryindia.com



**SWISS
MILITARY**

CORPORATE OVERVIEW

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**SWISS
MILITARY**

CORPORATE INFORMATION

CHAIRMAN - ASHOK KUMAR SAWHNEY

MANAGING DIRECTOR - ANUJ SAWHNEY

NON-EXECUTIVE DIRECTOR - ASHITA SAWHNEY

INDEPENDENT DIRECTOR - SURENDRA KUMAR BHAGAT

INDEPENDENT DIRECTOR - RAJESH TUTEJA

INDEPENDENT DIRECTOR - CHIRAG GUPTA

BANKERS -  **HDFC BANK **

**CORPORATE IDENTIFICATION
NUMBER- L51100DL1989PLC034797**

CHIEF FINANCIAL OFFICER - VIJAY KALRA

**COMPANY SECRETARY &
COMPLIANCE OFFICER - VIKAS JAIN**

STATUTORY AUDITORS - M/S. B.K. SOOD & CO. ,CHARTERED ACCOUNTANTS

SECRETARIAL AUDITOR - AM & ASSOCIATES, COMPANY SECRETARIES

INTERNAL AUDITOR - SMITA PATNI & ASSOCIATES , CHARTERED ACCOUNTANTS

**REGISTERED OFFICE - W-39, OKHLA INDUSTRIAL AREA, PHASE-II,
NEW DELHI-110020, TELE: 011-41067060**

**REGISTRAR AND
SHARE TRANSFER AGENT - ALANKIT ASSIGNMENTS LTD.
4E/2, ALANKIT HOUSE, JHANDEWALAN EXTENSION, NEW
DELHI-110055, TELE: +91-11-42541955, FAX: +91-11-23552001**



**SWISS
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CHAIRMAN'S MESSAGE

Dear Shareholders,

It gives me immense pleasure to present the 33rd Annual Report of Swiss Military Consumer Goods Limited for the financial year 2021-22. The 33rd Annual General Meeting of the Company is convened as a virtual meeting in compliance with the guidelines issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.

It is an honor and satisfaction for me to address you and to share the performance highlights and achievements of your Company during the financial year 2021-22 and its future outlook.

We at Swiss Military don't believe in offering just products. For us, every product bearing our name is made to offer you an unmatched experience. An experience of using world-class products without any compromise on quality, design & functionality.

Reason why, since its inception in 1984, Swiss Military has carved a niche for itself in more than 26 countries. Here, it's noteworthy that every range of Swiss Military rests on the pillars of style, aesthetics, usability, affordability with a dash of grandeur.

The latest additions to the Swiss Military portfolio are the Men's Personal Range & Home Appliances Range. Designed with an attention to detail, both the ranges of products have a distinctive appeal & functionality.

Swiss Military believes in affordable luxury. The brand firmly believes that more and more people should experience the joy of owning a luxury product. As a brand, Swiss Military offers products that score high on aesthetics and maintains a fine balance between form and functionality. It's noteworthy that Swiss Military has believed and promoted this philosophy for close to four decades.

Your Company has recorded a turnover of INR 5569.95 Lacs during the financial year 2021-22 in comparison of turnover of INR 523.92 Lacs during the financial year 2020-21. The growth in the turnover was recorded as 963.13%.

During the financial year 2021-22 the company has earned a net profit of INR 274.71 lacs in comparison of net profit earned during the year 2020-21 which was INR 2.56 lacs and thereby showing a record growth of nearly 10630.86%.

The Company has out beaten the COVID-19 impact during the year and gave comparatively tremendous results after the new promoters took over the company in financial year 2020-21.

We are pleased to report that we delivered sequential improvement in performance, demonstrating the resilience and agility of our business. Our strategy of good quality at affordable price has served us well.

Looking ahead, we remain focused on building the long-term health of our company. As medium and long-term growth drivers and opportunities for our business remain intact and our approach of 'Emerging Stronger' despite all odds will hold us in good stead.

During the Financial Year 2022-23, company has acquired a subsidiary company i.e. AAA Shenyang Container Seal Pvt Ltd., pursuant to the resolution passed by the shareholders of the Company at their Annual General Meeting held on 04th September, 2021. The company has acquired 100% shareholding of AAA Shenyang Container Seal Private Limited and established a wholly owned subsidiary of the Company for RFID Seal business. In India RFID e-seal used in transport from exporter hub to custom terminal with a pre-clearing customs procedure by integrated the logistics and Customs aspects as per government directives. Indian Custom implemented use of RFID E-Seal for self-sealing container by exporter and accordingly present market size is approx. 24,00,000 to 36,00,000 unit of RFID E-Seal yearly basis which will increase with the advent of new regulation for the ease of tracking of the container and its movement. Accordingly, Company had decided to acquire the profitable venture of RFID e seals.



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CORPORATE GOVERNANCE

Corporate Governance has led a pivotal position at Swiss Military Consumer Goods Limited (Erstwhile Network Limited). The business has, since then, been conducted in the most transparent and ethical manner. All the necessary steps have been taken, with changing socio-economic scenarios, to ensure that the conduct of business is as per the policies of the Management namely "Honesty, Transparency and Ethical Behaviour".

The Company's Policies and Practices are aimed at efficient conduct of business and sincerely meeting its obligations towards its stakeholders through an effective and professional Board of Directors, complete and timely dissemination of information through timely disclosures & maximization of shareholders' wealth.

Your company is committed to comply all directives and guidelines of Government and statutory authorities relating with corporate governance. The philosophy of the company in relation to Corporate Governance is to ensure transparency, disclosure and reporting that conforms to the provisions of Companies Act 2013, SEBI (LODR) Regulations 2015 and all other applicable laws, rules, regulations and guidelines.

OUR STRENGTH, OUR PEOPLE

Our employees are our greatest asset and the cornerstone of our business. Our core strength comes from the diverse background and experience of our staff. Embracing diversity, we have a multinational workforce of highly educated staff that treat each other with mutual respect and professionalism. We create a positive working environment that promotes trust, integrity and innovation, providing continuous training, development and improvement of our qualified staff. From individual training and graduate programs to group wide development plans, we continually strive to develop our team members.



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GRATITUDE

Before I conclude, on behalf of the Board of Directors I wish to convey my sincere regards and deep gratitude to the valued stakeholders for continued support and trust. You always have been the motivational force and have facilitated us to move ahead and achieve the excellent results despite the numerous challenges.

I would like to take this opportunity to thank the entire team, for their perseverance, hard work and dedication towards the Company. Each member of our team has served as a source of inspiration and despite difficulties, has helped to accomplish organisational objectives. I am truly humbled by the ability of the leadership team and the employees to remain steadfast in the face of hardship. I also remain thankful to our customers, suppliers, shareholders, business partners, and other stakeholders for their unwavering support. I look forward to continue on this truly gratifying journey to ensure success.

Last but not the least, I extend my gratitude to the various Regulatory authorities, Company's valued customers, suppliers, vendors and investors for their consistent co-operation and trust.

My Best Wishes to all of you!

Thank you!

JAI HIND!



**SWISS
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KEY FACTS

No. of
SKU's :
147

Appliances - 51 | Mens Garments - 28 |
Luggage - 68

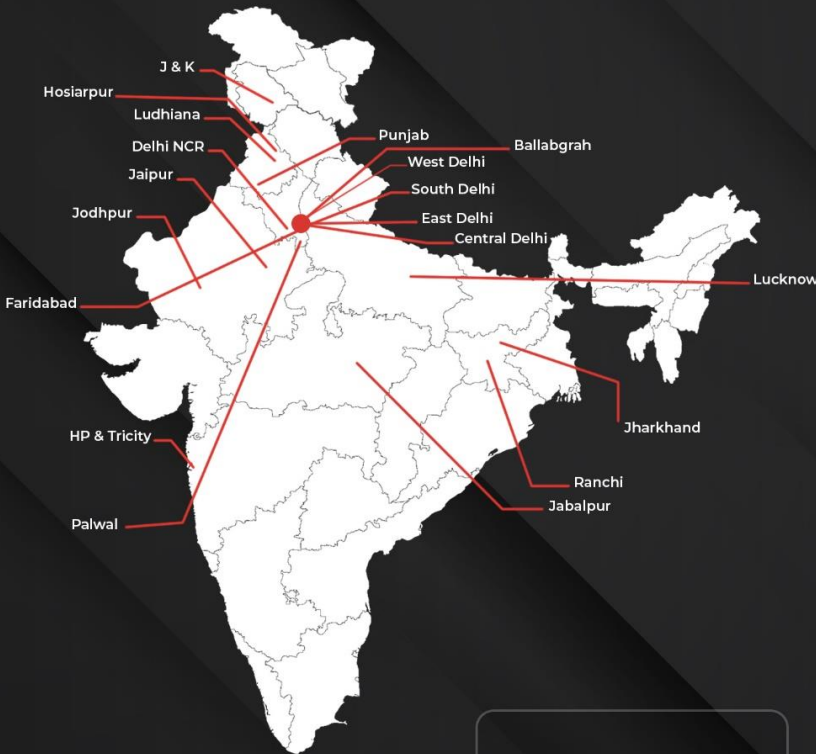
No. of
Distributors :
40

Appliances - 27 | Mens Garments - 08 |
Luggage - 05

No. of
MBO's :
590

GEOGRAPHICAL PRESENCE : **45 CITIES**

Appliances - 27 | Mens Garments - 13 | Luggage - 05



Jodhpur -	30
Jaipur -	15
Delhi NCR -	50
Hp & Tricity -	30
J & K -	27
Ludhiana -	37
Hosiarpur -	16
Punjab -	41
South Delhi -	7
West Delhi -	21
Central Delhi -	3
East Delhi -	23
Jharkhand -	48
Ranchi/ Jamshedpur -	4
Faridabad -	57
Palwal -	51
Ballabgrah -	23
Jabalpur -	81
Lucknow -	26

No. of
Warehouses :
05

Total No. of
Employees :
67



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OUR VISION, MISSION, PHILOSOPHY



VISION

✚ The vision of Swiss Military is "to be the **most coveted & loved brand in India** for its **quality and reliability**"



MISSION

✚ Swiss Military's mission is to **continue its unflinching commitment** towards **offering world class products** at affordable prices.



PHILOSOPHY

✚ Swiss Military believes in **Premium affordable Products** the brand firmly believes that more and more people should experience the joy of owning a luxury product. As a brand, Swiss Military offers products that **score high on aesthetics** and maintains a **fine balance between form and functionality**. It's noteworthy that Swiss Military has believed and **promoted this philosophy for close to four decades**.





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TIMELINE

**SEPTEMBER
2020 :**

Takeover of Network Limited

**DECEMBER
2020 :**

Change the name of the Company

**MAY
2021 :**

Launch of Innerwear and Home appliance segment

**FEBRUARY
2022 :**

Launch of Distributor recognition program.

**JUNE
2022 :**

Arrangement for exclusive right to use the brand "Swiss Military" in India for all the product categories.

**10-08-2022 TO
25-08-2022**

Rights Issue of INR 44.23 cr (issue period)

**NOVEMBER
2020 :**

Agreement for exclusive right to use the brand "Swiss Military" in India for Home Appliance and Innerwear category.

**25-11-2021 TO
08-12-2021**

Rights Issue of INR 9.82 cr (issue period)

**FEBRUARY
2022 :**

Appointment of Mr. Randeep Hooda as brand ambassador for innerwear category.

**APRIL
2022 :**

Acquisition of Wholly Owned Subsidiary for RFID Seal Business.

**JUNE
2022 :**

Appointment of Sonali Bendre as Brand Ambassador for product range of premium Home Appliances.



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OUR PRODUCTS

1. HOME APPLIANCES:



FAN



Mixer, Grinder
and Juicer range
(includes hand
blender and mixer)



FLASKS AND
MUGS



IRON



INFRARED
INDUCTION
COOKTOP



CHOPPER



EGG BOILER



KETTLE
RANGE



TOASTER RANGE



ROOM HEATER

2. MENS PERSONAL WEAR:



BRIEFS



TRUNKS



T-SHIRTS



POLOS



JOGGERS



SHORTS



TOWELS

3. MENS ACCESSORIES :



WALLETS



POUCH



BELTS



PENS





**SWISS
MILITARY**

OUR PRODUCTS

4. TRAVEL LUGGAGE:



TROLLEY BAGS



OFFICE BRIEFCASE



LAPTOP BAGPACK



DUFFLE BAGS



5. ELECTRONICS :



BLUETOOTH SPEAKER



ALARM CLOCK WITH BLUETOOTH SPEAKER



POWER BANK



TRAVEL CHARGER



DUAL PORT ADAPTER



HEADPHONES



EARPHONES



SMART WATCHES



PORTABLE CAR POWER INVERTER



TORCH



WIRELESS VACUUM CLEANER



LAPTOP ACCESSORIES (WORKSTATION CUM ORGANIZER, COOLING PAD, STAND)



MULTI-FUNCTIONAL ADDAPTOR



MULTIPLE CHARGING POWER STATION



USB CABLE



MOBILE STAND



**SWISS
MILITARY**

STRENGTHS

1. RICH EXPERIENCE OF OUR PROMOTERS AND MANAGEMENT

Swiss Military is powered by **Talented and Experienced Management Team with decades of experience** in achieving milestones across different geographies. Owing to the rich experience, our Promoters and Management have knowledge of core aspects of our Business, which gives us an edge over our competitors operating in similar segment.



2. QUALITY, STANDARDS AND UTILITY OF THE PRODUCTS WELL KNOWN AMONG THE CUSTOMERS.

Our main focus is on **delivering quality products and we adhere to high standards for the products marketed by us**. Our brand has longstanding presence in the market, which instills faith in the consumers across all geographies. Owing to our longstanding presence in the market coupled with the quality of products offered by us, we have successful built brand image for our brand "Swiss Military".



3. QUALIFIED PROFESSIONALS

We have an **excellent talent pool with years of industry experienced** which has enabled us to continue pursuing and achieving our targets and help us aim higher.



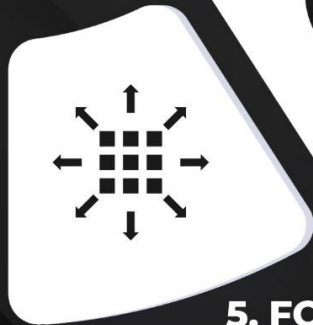
4. FINANCIAL PRUDENCE

We drive our strategy, support our business activities and **achieve our goals through funding obtained from providers of capital**.



5. FORMIDABLE DISTRIBUTION NETWORK

Our focus is on the process of developing new product range in its existing product portfolio, expanding the markets, expanding scale of operations and continue to establish and develop relations with our distributors and retailers who are an important link of our business.



**OUR
STRENGTHS**



**SWISS
MILITARY**



**PREMIUM
AFFORDABLES:
PRODUCTS:
WORLD-CLASS
PREMIUM PRODUCTS**



**UNIQUE STYLED
PRODUCTS:
DIFFERENTIATED DESIGNS
CATERING TO MARKET
'DEMAND VACUUM'**

UNIQUE BRAND POSITIONING



**PAN-INDIA
PRESENCE:
PAN INDIA DISTRIBUTION VIA
B2B/ONLINE PRESENCE**



**SUSTAINABLE
VALUE CHAIN:
SUSTAINABLE VALUE CHAIN BACKED
BY IN-HOUSE PRODUCT ENGINEERING
AND GLOBALLY QUALITY ASSURED
SUPPLIERS**



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STRATEGIES



STRATEGIC INITIATIVES:

Entering exclusive Long-term arrangement for the use of brand "Swiss Military" under all lifestyle verticals in India on exclusive basis including but not limited to Travel Gear, Home Appliances Vertical and Men's Innerwear & Loungewear verticals.



EXPAND AND STRENGTHEN OUR MARKET SHARE:

We plan on expanding our market share by targeting middle class population, for better customer reach aiding our customer acquisition efforts and helping us increase and diversify our customer base.



DIVERSIFICATION OF PRODUCT PORTFOLIO:

We propose to diversify our product portfolio and add more products to our portfolio based on our own assessment of market, demand and supply position.



LEVERAGING OUR BRAND NAME "SWISS MILITARY":

Our brand "Swiss Military" is a well-established brand with global presence and is synonymous with providing quality products at affordable price and we aim to enhance the growth by leveraging on our brand name and brand recognition.



PROMOTIONAL AND MARKETING INITIATIVES:

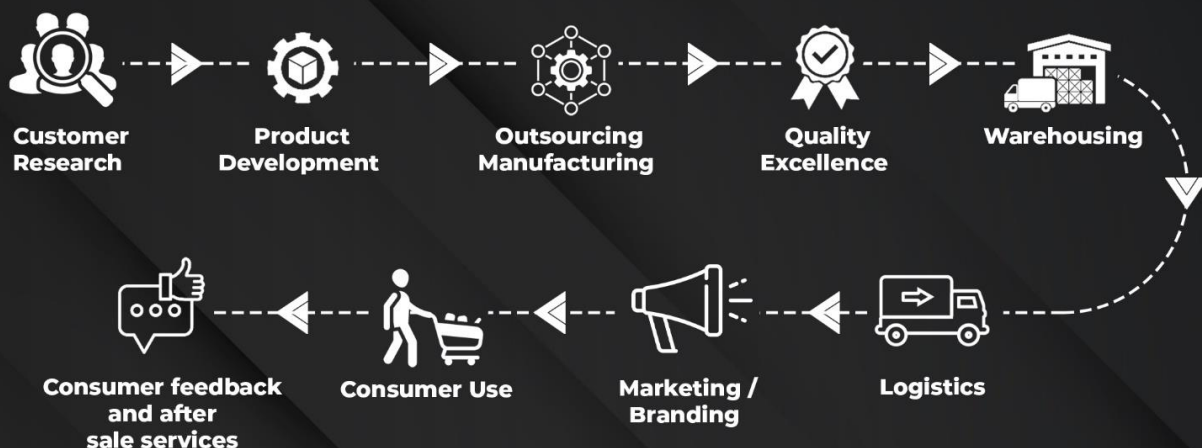
Our focus is on promoting and marketing our brand on social networking platforms to better reach and understand the customers' needs and introduce the brand at lucrative offers to the channel to better take on the competitors



**SWISS
MILITARY**

VALUE CREATION PROCESS

Overall consumer **product process** involves:



- Presence across **4 different channels.**
- **600+ MAJOR** corporate clients.
- **Over 150** distributors and dealers.

A team comprising of **Research Analyst, Product Designer, Product Strategy, Enabling In-house Product Engineering**



Catering all 4 zones with **5 Warehouses Located**

- **Delhi** for north and east
- **Mumbai** for west and south

LONG TERM RELATIONSHIP with contract manufacturing facilities catering to Multi Product Segments

Distributor and Dealers :



Exclusive **Distribution and Resellers Network**



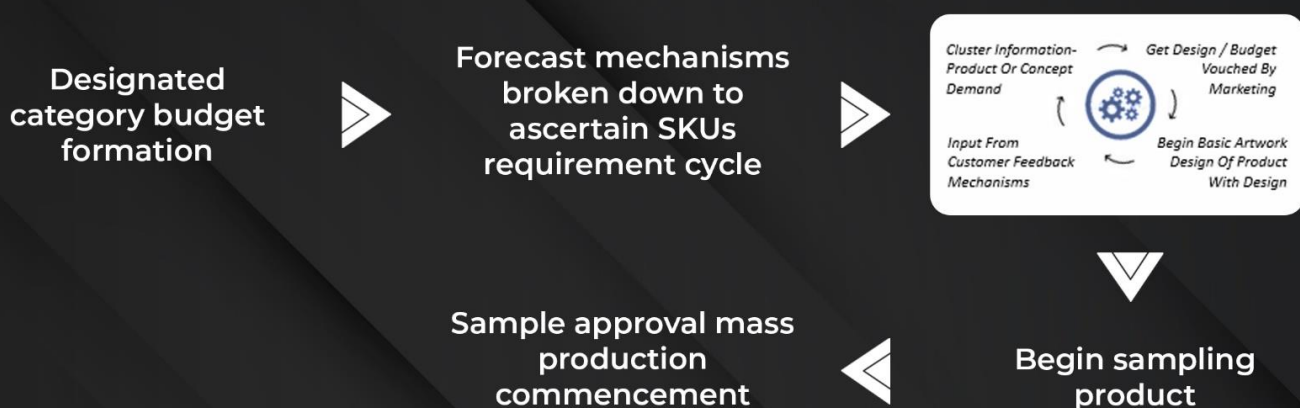
Fully Integrated **Offline and Online** Supply and Inventory Management System.



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VALUE CREATION PROCESS

IN-HOUSE PRODUCT ENGINEERING PROCESS:





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CREATING VALUE FOR STAKEHOLDERS



CUSTOMERS:

We regularly amplify and diversify our product portfolio to meet the changing preferences of our consumers. We are committed to delivering products which create the maximum value for our consumers.



DISTRIBUTORS AND RETAILERS:

We constantly enhance our value proposition to ensure that our products are the first choice. We engage with our distributors on a regular basis and consider them as our equal business partners.



SHAREHOLDERS AND INVESTORS:

We are focused on delivering exceptional financial returns through our growth platforms and strategies.



COMMUNITIES:

We consider communities to be an integral part of our growth plan and are committed to helping societies.



PEOPLE:

We have implemented a safe and encouraging workplace for our employees so that they get ample opportunities to pursue their interests and align their goals with ours.



PLANET:

We have worked and will continue to work towards minimizing our environmental footprint.



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ENHANCING BRAND VISIBILITY

ONBOARDING BRAND AMBASSADORS



IN-STORE MARKETING





**SWISS
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ENHANCING BRAND VISIBILITY

ONLINE MARKETING

Swiss Military Blue Trolley Bag (TB-3)

amazon

MRP
₹ 1,190

Offer Price
₹ 858

SWISS MILITARY

Join Now!
Cross Your Heart Club

Scan QR Code to Download Mobile App

PROMOTIONAL EVENTS



MEGA EVENT

SWISS MILITARY Presents

CORPORATE GIFTS SHOW

17th NOVEMBER 2017

Organized by: **Alpha & Accounting**

The Tribune

NEWS SECTORS

EXPLORING ASPIRATIONS
INTERPRETING LUXURY.

L'Aspiration Summit

9 PM ONWARDS



CORPORATE TIE-UPS

FEEL THE BEAT

Valid from 3rd November - 30th November 2018

Get **FREE** WIRELESS EAR BUD

MRP Rs. 2999/- on purchase of 4 YOKOHAMA TYRES

YOKOHAMA

GET READY FOR AN EXCLUSIVE OFFER FROM MICHELIN

BUY 4 MICHELIN CAR / SUV TYRES AND GET A BLUETOOTH SPEAKER FREE*

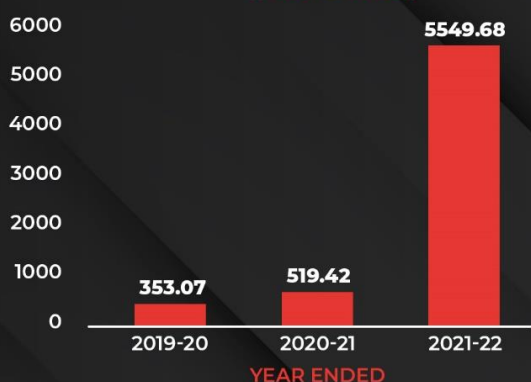
MICHELIN



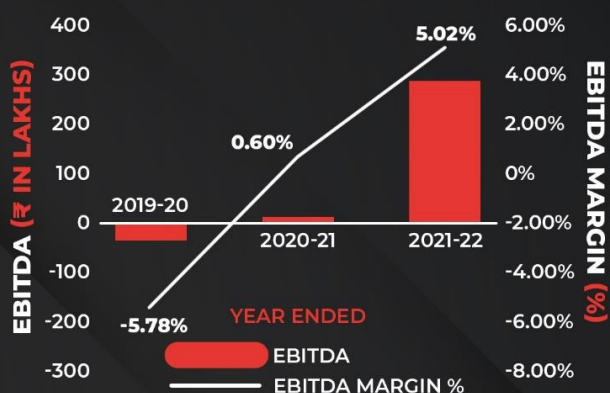
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FINANCIAL HIGHLIGHTS

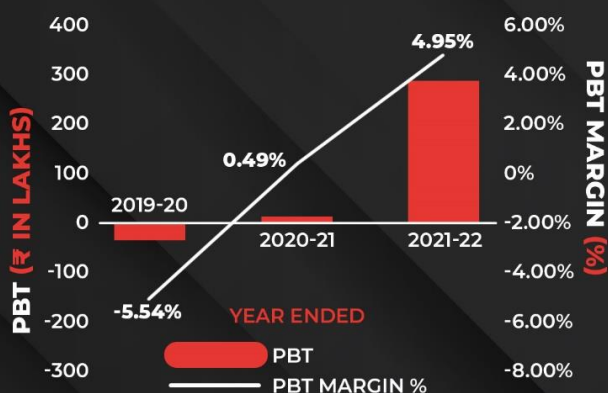
REVENUE (₹ IN LAKHS)



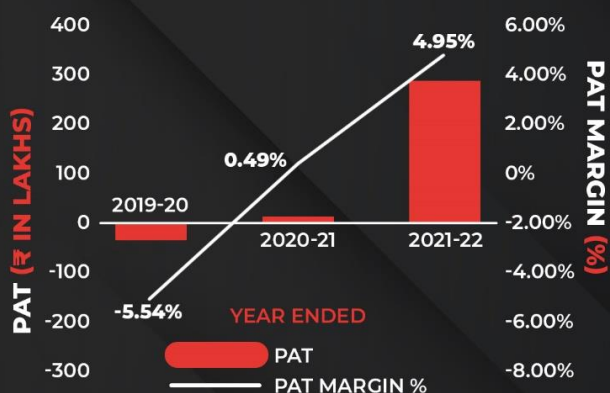
EBITDA



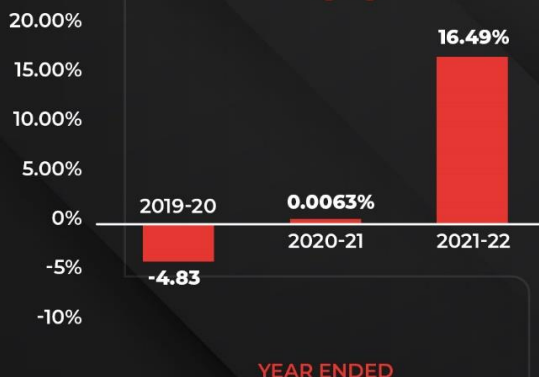
PROFIT BEFORE TAX



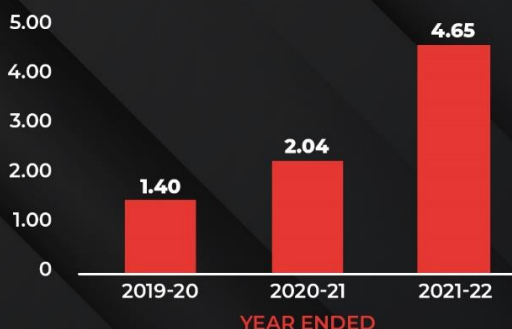
PROFIT AFTER TAX



ROCE (%)



NET CAPITAL TURNOVER RATIO (IN TIMES)





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GOVERNANCE OVERVIEW

Swiss Military has thrived for 4 decades worldwide because of its core values. Our corporate governance goes much beyond the statutory norms, to safeguard the rights of our stakeholders and maximize the returns of our shareholders. Responsibility is ingrained in our organizational culture, ensuring the highest standards of ethics and transparency.

+ **DIVERSE &
EXPERIENCED**
Board of Directors

+ **75%**
Independent directors as
members in Audit Committee

+ **66%**
Independent directors
in Nomination and
Remuneration Committee

+ **More than
3 decades**
of experience possessed by Promoters



**SWISS
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BOARD OF DIRECTORS



ASHOK KUMAR SAWHNEY : CHAIRMAN

(Non- Executive Director in the category of Promoter)

Mr. Ashok Kumar Sawhney, aged about 84 years, is a Director of the Company. He is the one instrumental in making "Swiss Military" a globally recognized, renowned and celebrated brand. He is a visionary, eminent author, poet and entrepreneur. For his unique sense of entrepreneurship, he has been felicitated with innumerable accolades. The 'Udyog Patra' Award by the Institute of Trade and Industrial Development in 2003. In 2012, the 'Lifetime Achievement Award' by Samaya Bharati, Asia's leading monthly watch trade magazine. The 'Samay Ratna' award for his services as the president of All-India Watch Association. India CSR, world's popular CSR Network, has honoured him with Lifetime Achievement Award for his excellent service to the society and people of India.



ANUJ SAWHNEY : MANAGING DIRECTOR

(Executive Director in the category of Promoter)

Mr. Anuj Sawhney, aged about 48 years, is a Promoter Director of the Company. He is Graduate in B.Com (Honours) from Sri Ram College of Commerce, Delhi and has completed his Masters of Business Administration from Owen Graduate School of Commerce, Vanderbilt University at Nashville, Tennessee. He has experience of around 22 years in operational management, lifestyle branding and related business.



ASHITA SAWHNEY

(Non - Executive Director in the category of Promoter)

Mrs. Ashita Sawhney, aged about 49 years, is a Promoter Director of the Company. She is Graduate in B.A (Honours) from Jesus & Mary College, Delhi. She has experience of around 13 years in business development, lifestyle branding and related business.



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BOARD OF DIRECTORS



RAJESH TUTEJA

(Non - Executive Director in the category of Independent Director)

Mr. Rajesh Tuteja, aged about 61 years, is Non-Executive Director appointed in the capacity of an Independent Director of the Company. He is qualified Chartered Accountant and Company Secretary and holds a degree in Law. He was an IRS officer, who retired as Director General of Income Tax in the year 2020. He has over 30 years' experience in different capacities in administrative capacity for managing Income Tax taxation as well as Investigation and Intelligence.



SURENDRA KUMAR BHAGAT:

(Non-Executive Director in the category of Independent Director)

Mr. Surendra Kumar Bhagat, aged about 65 years, is Non-Executive Director appointed in the capacity of an Independent Director of the Company. He holds a degree in Masters in Political Science from Hindu College, Delhi. He was an IPS officer. He served as SP/SSP of several districts of UP; as SP and DIG in CBI; as IG in Sashastra Seema Bal; as ADG (Admin.) (Law & Order), and DG Vigilance in Uttarakhand. He was Special DG CRPF J&K Zone before taking over as Director General, Railway Protection Force. He is the recipient of several awards, including Kathin Sewa Padak and President's Police Medal for Distinguished Service.



CHIRAG GUPTA

(Non-Executive Director in the category of Independent Director)

Mr. Chirag Gupta, aged about 36 years, is Non-Executive Independent Director of the Company. He is a qualified Chartered Accountant. He is having over 10 years of diversified experience in Financial Planning and Analysis, Budgeting, Financial Controlling etc. in various brands across Indian Corporates and MNCs.



DIRECTORS' REPORT

TO THE MEMBERS OF

SWISS MILITARY CONSUMER GOODS LIMITED

Your Directors have the pleasure of presenting the 33rd Annual Report of the Company together with the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2022.

FINANCIAL HIGHLIGHTS

The Financial Highlights of the Company for the financial year ended on 31st March 2022, as compared to the previous year are summarized below:

(₹ in Lacs)

PARTICULARS	31 st March 22	31 st March 21
Revenue from operations	5549.68	519.42
Other Income	20.27	4.51
Total Expenditure	5569.95	523.93
Profit / (Loss) before Tax & Exceptional Items	255.82	2.56
Exceptional Items	18.73	-
Profit / (Loss) after Tax & Exceptional Items	274.71	2.56
Other Comprehensive Income	-	-
Total Comprehensive Income for the period	274.71	2.56
Earnings Per Share - Face value of Rs. 2/- each	0.28	0.01

- Net Profit after tax for FY 21-22 grows 10630.86%.
- EBIDTA for FY 21-22 grows by 8248.55%.
- Total Revenue for FY 21-22 grows 963.13%.

Your Company has recorded a turnover of INR 5569.95 Lacs during the financial year 2021-22 in comparison of turnover of INR 523.92 Lacs during the financial year 2020-21. The growth in the turnover was recorded as 963.13%.

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We are pleased to report that we delivered sequential improvement in performance, demonstrating the resilience and agility of our business. Our strategy of good quality at affordable price has served us well.

Looking ahead, we remain focused on building the long-term health of our company. As medium and long-term growth drivers and opportunities for our business remain intact and our approach of 'Emerging Stronger' despite all odds will hold us in good stead.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Pursuant to Regulation 34(2)(e) of the Listing Regulations, a detailed Management Discussion and Analysis Report for the Financial Year under review is presented in a separate section, forming part of this Annual Report.

The state of the affairs of the business along with the financial and operational developments has been discussed in detail in the Management Discussion and Analysis Report.

DIVIDEND

The Board of Directors of your Company (the 'Board'), after considering holistically the relevant circumstances and keeping in view the funds requirement to carry on Company's growth momentum, has decided not to recommend any Dividend for the Financial Year ended 31st March, 2022.

TRANSFER TO RESERVES

The Board of Directors of the Company has decided not to transfer any amount to the Reserves for the year under review.

PUBLIC DEPOSITS

Your Company has neither accepted nor renewed any deposits from the public within the meaning of Section 73 and 74 of the Companies Act, 2013 and read together with the Companies (Acceptance of Deposits) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force) for the year ended on 31st March, 2022. Therefore, no amount of principal or interest was outstanding, unpaid or unclaimed as on 31st March, 2022.

RIGHTS ISSUE OF THE EQUITY SHARES OF THE COMPANY

During the year 2021-22

The Board of Directors of your Company at its meeting held on June 09, 2021 inter-alia considered and approved the raising of funds by way of Rights Issue for an amount not exceeding 10 Crores only. Your Company evaluated various options and was of the view that rights issue was an equitable mode of fund raising as it gives its shareholders an equal opportunity to participate in the growth of the Company.



The purpose/object to raise capital was to meet payment/adjustment of certain unsecured loans availed from promoters, to meet working capital requirements and for General Corporate Purposes.

Accordingly, your Company came out with issue of 491,48,498 fully paid up equity shares of face value of Rs. 2/- each (the “rights equity shares”) for cash at a price of Rs. 2/- per rights equity share not exceeding Rs. 9.83 crores on a Rights basis to the existing eligible equity shareholders in the ratio of 1 Rights equity share for every 1 fully paid-up equity share held by the eligible equity shareholders on the record date, i.e. on November 09, 2021 (the “issue”). The Rights Issue opened on 24 November, 2022 and closed on 08 December, 2021. On 21 December, 2021, the Board of Directors of the Company approved the allotment of 491,48,498 equity shares of face value Rs. 2/- each to the eligible equity shareholders as fully paid up. Your Company has received Listing Approvals and Trading Approvals from the BSE Ltd. The numbers of issued shares of the Company increased from 4,91,48,498 equity shares to 9,82,96,996 equity shares post allotment of the rights issue equity shares. Thus, your Company has raised funds of Rs. 9.83 crores through said rights issue.

During the year 2022-23

The Board of Directors of your Company at its meeting held on February 25, 2022, inter-alia considered and approved the raising of funds by way of Rights Issue for an amount up to Rs. 50 crores. Your Company evaluated various options and was of the view that rights issue was an equitable mode of fund raising as it gives its shareholders an equal opportunity to participate in the growth of the Company. The purpose/object to raise capital was to meet working capital requirements for the business verticals of the company, to make payment/adjustment of certain unsecured loans availed from promoters for business purposes and for General Corporate Purposes.

Accordingly, your Company came out with Issue of 9,82,96,996 fully paid up equity shares of face value of Rs. 2/- each (the “rights equity shares”) for cash at a price of Rs. 4.50/- per rights equity share (including a premium of Rs. 2.50/- per rights equity share) up to Rs. 50 crores on a Rights basis to the existing eligible equity shareholders in the ratio of 1 Rights equity share for every 1 fully paid-up equity share held by the eligible equity shareholders on the record date, that is on July 23, 2022 (the “issue”). The Rights Issue opened on August 10, 2022 and closed on August 25, 2022. On September 07, 2022, the Board of Directors of the Company approved the allotment of 9,82,96,996 equity shares of face value of Rs. 2/- each to the eligible equity shareholders as fully paid up. Your Company has received Listing Approvals and Trading Approvals from the exchanges. The numbers of issued shares of the company increased from 9,82,96,996 equity shares to 19,65,93,992 equity shares post allotment of the rights issue equity shares. Thus, your Company has raised funds of Rs. 44.23 crores through said rights issue.



SHARE CAPITAL

a) Authorised Share Capital:

The Authorized share capital of your Company as on March 31, 2022 stood at Rs. 58,50,00,000 (Rupees Fifty-Eight Crores Fifty Lacs Only) divided into 26,25,00,000 (Twenty-Six Crore Twenty-Five Lacs only) Equity Shares of Rs. 2/- (Rupees Two only) each and 6,00,000 (Six Lacs only) Preference Shares of Rs. 100/- (Rupees Hundred only) each.

b) Issued, Subscribed and Paid-up Share Capital:

As on April 01, 2021, the issued, subscribed and paid-up share capital of the Company was Rs. 9,82,96,996/- (Rupees Nine Crore Eighty Two Lacs Ninety Six Thousand Nine Hundred Ninety Six Only) divided into 4,91,48,498 (Four Crores Ninety One Lacs Forty Eight Thousand Four Hundred and Ninety Eight) equity shares of Rs. 2/- (Rupee Two Only) each.

As on December 24, 2021, company made an allotment of 4,91,48,498 Equity Shares of Rs. 2 each/- aggregating to Rs. 9,82,96,996/- on account of rights issue. Accordingly, as on 31st March 2022, the issued, subscribed and paid-up share capital of the Company was stood at Rs. 19,65,93,992/- (Rupees Nineteen Crore Sixty-Five Lacs Ninety Three Thousand Nine Hundred Ninety Two Only) divided into 9,82,96,996 (Nine Crore Eighty Two Lacs Ninety Six Thousand Nine Hundred Ninety Six Only) equity shares of Rs. 2/- (Rupee Two Only) each.

As on September 07, 2022, company made an allotment of 9,82,96,996 Equity Shares of Rs. 2 each/- aggregating to Rs. 19,65,93,992/- on account of rights issue. Accordingly, as on date the issued, subscribed and paid-up share capital of the Company increased to Rs. 39,31,87,984/- (Rupees Thirty Nine Crore Thirty One Lacs Eighty Seven Thousand Nine Hundred Eighty Four Only) divided into 19,65,93,992/- (Nineteen Crore Sixty Five Lacs Ninety Three Thousand Nine Hundred Ninety Two Only) equity shares of Rs. 2/- (Rupee Two Only) each.

SUBSIDIARY/ JOINT VENTURE/ ASSOCIATE COMPANY

The Company do not have any subsidiaries or joint venture companies as on 31st March, 2022.

During the Financial Year 2022-23, company have acquired a subsidiary company i.e. AAA Shenyang Container Seal Pvt Ltd., pursuant to the resolution passed by the shareholders of the Company at their Annual General Meeting held on 04th September, 2021. The company have acquired 100% shareholding of AAA Shenyang Container Seal Private Limited and established a wholly owned subsidiary of the Company for RFID Seal business. In India RFID e-seal used in transport from exporter hub to custom terminal with a preclearing customs procedure by integrated the logistics and Customs aspects as per government directives. Indian Custom implemented use of RFID E-Seal for self-sealing container by exporter and accordingly present market size is approx. 24,00,000 to 36,00,000 unit of RFID E-Seal yearly basis which will increase with the advent of new regulation for the ease of tracking of the container and its movement. Accordingly, Company had decided to acquire the profitable venture of RFID e seals.



MATERIAL CHANGES AND COMMITMENTS

The Board of Directors of the company have identified that following material changes and commitments which have occurred after the close of the year till the date of this report which may affect the financial position of the Company.

- (i) During the Financial Year 2022-23, the Company came out with Rights Issue of 9,82,96,996 fully paid-up equity shares of face value of Rs. 2/- each (the "rights equity shares") for cash at a price of Rs. 4.50/- per rights equity share (including a premium of Rs. 2.50/- per rights equity share) aggregating to Rs. 44.23 crores. The funds are being currently utilized as per object mentioned in the Letter of Offer.
- (ii) Exclusive agreement entered with Promoshirt SM S.A., Switzerland, owners of the brand "SWISS MILITARY" as on 06th June, 2022 and to avoid conflict of interest, the promoter Company Swiss Military Lifestyle Products Pvt. Ltd., (who is already in the business of Swiss Military Brand in India except for the categories given to company), have decided to discontinue their existing business activities in relation to brand "Swiss Military" in India so that same will be streamlined with the business activities of the Company. However, for smooth transition promoter entity shall fulfill their direct pending business obligations for the time being. Accordingly, now onwards all the present and future business operations of brand "SWISS MILITARY" in India shall be carried by the Company for all the categories including but not limited to Luggage & Baggage, Travel Accessories, Electronic including Mobile Accessories by streamline existing running business of the promoter entity with the company under the brand Swiss Military.
- (iii) During the Financial Year 2022-23, pursuant to resolution passed by the shareholders of the Company at their Annual General Meeting held on 04th September, 2021, the company have acquired 100% shareholding of AAA Shenyang Container Seal Private Limited and established a wholly owned subsidiary of the Company for RFID Seal business. Mr. Chirag Gupta, independent director of company has also been appointed on the board of subsidiary company.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

a) Board of Directors:

Your Company has well constituted Board, in accordance with the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company.

Mr. Ashok Kumar Sawhney (DIN : 00303519) was appointed as non-executive Director of the Company by the shareholders in its 32nd Annual General Meeting held on 04th September, 2021. He is also designated as Chairperson of the Company with effect from 12th November 2022.

Mr. Anuj Sawhney (DIN : 00471724) is one of the promoters of the Company and has been associated with the Company for more than two years in the capacity of Director and Manager. He was



appointed as a Manager of the Company by the members of the Company for a period of Five (5) years at their meeting dated November 30, 2020. The Board of Directors of the Company at its meeting held on November 12, 2022, after evaluating his performance and the valuable contribution made by him in the progress of the Company and on the recommendation of the Nomination and Remuneration Committee, subject to the approval of members of the Company, has appointed Mr. Anuj Sawhney as Managing Director of the Company for a period of five (5) years from November 12, 2022 to November 11, 2027 on the terms and conditions including remuneration in accordance with norms laid down in Schedule V and other applicable provisions of Companies act, 2013 and rules made thereunder. The brief resume and other details relating to Mr. Anuj Sawhney, as required to be disclosed under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is incorporated in the annexure to the notice calling 33rd Annual General Meeting. Attention of the Members is invited to the relevant item in the Notice of the Annual General Meeting and the Explanatory Statement thereto.

Mr. Surendra Kumar Bhagat (DIN: 09365562) and Mr. Rajesh Tuteja (DIN: 08952755) have been appointed as Independent Directors on the Board of Director of the Company with effect from 23rd October, 2021 to hold office of Independent Director up to the ensuing Annual General Meeting. Based on recommendations of Nomination and Remuneration Committee, Board have approved the appointment of Mr. Surendra Kumar Bhagat (DIN: 09365562) and Mr. Rajesh Tuteja (DIN: 08952755) as Non-Executive Independent Directors of the Company, not liable to retire by rotation to hold office for Five (5) consecutive years up to the conclusion of 38th Annual General Meeting to be held in the year 2027 subject to approval of the Shareholders. Further, Mr. Umong Sethi and Mrs. Neena Sethi, Independent Directors has resigned from the Board w.e.f. 23rd October, 2021.

In the opinion of the Board, the directors appointed / re-appointed during the year possess requisite expertise, integrity and experience (including proficiency) for appointment / reappointment as an Independent Directors of the Company.

Pursuant to Section 152 and other applicable provisions of the Act, read with the Articles of Association of the Company, one-third of the Directors who are liable to retire by rotation, shall retire at every Annual General Meeting and if eligible, may offer themselves for re-appointment. Accordingly, one of the Directors, other than an Independent Director or Managing Director, Mrs. Ashita Sawhney (DIN: 08612232), would be liable to retire by rotation at the ensuing Annual General Meeting and being eligible offers herself for re-appointment.

Brief resumes of the Directors who are proposed to be regularization/appointed at the forthcoming Annual General meeting, as required as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in the notice convening the Annual General Meeting of the Company.

b) Declaration by Independent Directors

The Company has received necessary declarations from all the Independent Directors of the Company confirming that they meet the criteria of Independence as prescribed under Section 149(6)



of the Act and Regulation 25 (8) read with Regulation 16 of Listing Regulations. The Independent Directors have also confirmed that they have complied with the Company's Code of Conduct for Independent Directors prescribed in Schedule IV of the Act.

c) Statement regarding opinion of the board with regard to integrity, expertise and experience (including the proficiency) of the Independent Directors appointed during the year

With regard to integrity, expertise and experience (including the proficiency) of the Independent Directors appointed/ re-appointed during the Financial Year 2021- 22, the Board of Directors have taken on record the declarations and confirmations submitted by the Independent Directors and is of the opinion that all the Independent Directors are persons of integrity and possess relevant expertise and experience and their continued association as Directors will be of immense benefit and in the best interest of the Company.

d) Meetings of the Board of Directors

During the year, ten Board Meetings and one Independent Directors' Meeting were held, the details of which are given in Corporate Governance Report. The provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 were adhered to while considering the time gap between two meetings. Detailed information on the meetings of the Board is included in the Corporate Governance Report which forms part of the Annual Report.

e) Board Evaluation

In terms of the provisions of the Act read with Rules issued thereunder and Listing Regulations, the Board of Directors in consultation with Nomination and Remuneration Committee, has formulated a framework containing, inter-alia, the criteria for performance evaluation of the entire Board of the Company, its Committees and individual directors, for the Financial Year 2021-22. The Board Evaluation process was carried out to ensure that the Board and various Committees of the Board have appropriate composition and they have been functioning collectively to achieve the business goals of the Company. Directors were evaluated on their contribution at Board / Committee meetings and guidance & support to the management outside Board / Committee meetings and other parameters as specified by the Nomination and Remuneration Committee of the Company. The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees. The process of evaluation is explained in the Corporate Governance Report.

f) Committees of Board

In compliance with the requirement of applicable laws and as part of best governance practices, the Company has followed Committees of the Board as on 31st March, 2022:

- a) Audit Committee
- b) Stakeholders Relationship Committee



c) Nomination and Remuneration Committee

The details pertaining to the composition, meetings and terms of reference of the aforesaid Committees are included in the Corporate Governance Report which forms part of the Annual Report.

Board has accepted all the recommendations made by the Audit Committee.

The Company has constituted Rights Issue Committee in Board Meeting dated 09th June, 2021 to discuss and decided various matters related to Rights Issue of the Equity shares of the company during the financial year 2021-22, which was temporary in nature, and got dissolved completion of said Rights issue.

g) Familiarization Programme of Independent Directors

The Independent Directors have been updated with their roles, rights and responsibilities in the Company by specifying them in their appointment letter along with necessary documents, reports and internal policies to enable them to familiarise with the Company's procedures and practices. The Company endeavours, through presentations at regular intervals to familiarize the Independent Directors with the strategy, operations and functioning of the Company. The Independent Directors also met with senior management team of the Company in formal/ informal gatherings. The details of such familiarization programmes for Independent Directors in terms of provisions of Regulation 46(2)(i) of the Listing Regulations are posted on the website of the Company and can be accessed at <https://swissmilitaryshop.com/investor-relations/>.

h) Key Managerial Personnel

There was no change in the Key Managerial Personnel during the year under review.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(3)(c) and 134(5) of the Act, the Directors to the best of their knowledge and belief, confirm that:

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed, along with the proper explanation relating to material departures;
- b) such accounting policies have been selected and applied 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) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;



- d) the annual accounts have been prepared on a going concern basis;
- e) Internal Financial Controls have been laid down to be followed by the Company and that such Internal Financial Controls are adequate and were operating effectively; and
- f) Proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

NOMINATION AND REMUNERATION POLICY OF THE COMPANY

Pursuant to Section 134(3)(e) and Section 178(3) of the Act, the Nomination and Remuneration Policy adopted by the Board sets out the criteria for determining qualifications, positive attributes and independence while evaluating a person for appointment / re-appointment as Director or as KMP with no discrimination on the grounds of gender, race or ethnicity, nationality or country of origin, and to also determine the framework for remuneration of Directors, KMP, Senior Management Personnel and other employees. Detailed information on the nomination and remuneration policy of the company is included in the Corporate Governance Report which forms part of the Annual Report.

PARTICULARS OF EMPLOYEES

Disclosure pursuant to Section 197 of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

- a) Ratio of the remuneration of each Director to the Median Remuneration of the Employee's and other details pursuant to Section 197 (12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The aforesaid disclosure is attached herewith as 'Annexure – 1' to this report.
- b) Your Company does not have any employee drawing remuneration exceeding limits of Section 197 (12) read with Rule 5(2) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 during the year under review.

PARTICULARS OF LOANS, GUARANTEE OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT 2013

The Company has not granted any loans, secured or unsecured, guarantee to companies, firm or other parties covered under section 186. Particulars of Investments has been disclosed in financial statement of the Company.

RELATED PARTY TRANSACTIONS

During the Financial Year 2021-22, the Company has entered into various transactions with related parties. All the Contracts / arrangements / transactions entered into by the Company with its related parties during the Financial Year under review were in the ordinary course of the business, on the arm's



length basis and were undertaken in compliance with the applicable provisions of the Act and the Listing Regulations.

In terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company have adopted a policy to determine Related Party Transactions which is available on the website of the Company at the link <https://swissmilitaryshop.com/investor-relations/>

The particulars of the material related party transactions are provided in Form AOC-2 as Annexure-2 which forms part of this Report. Further, disclosures as per Ind-AS 24 have been made in note 26 of the financial statements for the year ended March 31, 2022.

AUDITORS & AUDITORS OBSERVATIONS

a) Statutory Auditors & Auditors' Report

As per Section 139 of the Act, read with rules made thereunder, as amended, the first term of M/s. B.K Sood & Co., Chartered Accountants (Firm Registration No. 000948N), as the Statutory Auditors of the Company, expires at the conclusion of the ensuing AGM and they are eligible for re-appointment for a second term of 5 (five) years. Your Company has received a letter from M/s. B.K Sood & Co., Chartered Accountants, to the effect that their re-appointment, if made, would be within the prescribed limits under Section 141 of the Act read with rules made thereunder and that they are not disqualified for such re-appointment.

Your directors recommend the re-appointment of M/s. B.K Sood & Co., Chartered Accountants, as Statutory Auditors of the Company to hold office from the conclusion of this (33rd) AGM till the conclusion of 38th AGM of the Company to be held in the calendar year 2027.

The Board has duly examined the Statutory Auditors' Report to the accounts, which is self-explanatory. The Report given by M/s. B.K Sood & Co., Chartered Accountants (Firm Registration No. 000948N), Statutory Auditors on the financial statement of the Company for the year 2021-22 is part of the Annual Report. There has been no qualification, reservation or adverse remark or disclaimer in their Report.

b) Secretarial Auditor

AM & Associates, Company Secretaries was appointed to conduct the secretarial audit of the Company for the financial year 2021-22, as required under Section 204 of the Companies Act, 2013 and Rules made thereunder. The Secretarial Audit Report for the Financial Year 2021-22 is annexed as Annexure-3 which forms part of this report. The Secretarial Audit Report for the Financial Year ended March 31, 2022 does not contain any qualification, reservation or adverse remarks.



c) Internal Auditor

Pursuant to the provisions of Section 138 of the Act and the Companies (Accounts) Rules, 2014, during the year under review the Internal Audit of the functions and activities of the Company was undertaken by the Internal Auditors of the Company M/s Smita Patni & Associates, Chartered Accountants. They had submitted their reports and findings with the Audit Committee including any observation and follow-up actions thereon.

The Board of Directors of the Company has appointed M/s Smita Patni & Associates, Chartered Accountants, to conduct the Internal Audit as per Rule 13 of the Companies (Accounts) Rules, 2014 prescribed under Section 138 of the Act for the FY 2022-23.

d) Cost Audit

Maintenance of cost records and requirement of cost Audit as prescribed under the provisions of Section 148(1) of the Act are not applicable to the business activities carried out by the Company.

REPORTING OF FRAUDS BY AUDITORS

During the year under review, the Auditors of the Company have not reported to the Audit Committee, under Section 143(12) of the Act, any instances of fraud committed against the Company by its officers or employees, the details of which would be required to be mentioned in the Board's Report.

EXTRACTS OF ANNUAL RETURN

Pursuant to Section 134 and Section 92(3) of the Act read with Rule 12 (1) of the Companies (Management and Administration) Rules, 2014, the annual return as on March 31, 2022 will be available on the website of the Company at the link <https://swissmilitaryshop.com/investor-relations/>

INTERNAL CONTROL SYSTEMS AND ADEQUACY

Sound internal control systems are a prerequisite for building and enhancing shareholder value in the long run. The Company has a sound system of internal controls commensurate with the size of the Company and the nature of its business to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and that transactions are authorized and recorded correctly and adequately. The Company's internal controls are supplemented by internal audits, review by management and documented policies, guidelines and procedures. The internal control is designed to ensure that financial and other records are reliable for preparing financial information.

The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of internal control systems and suggests improvement for strengthening them. The Company continues to strengthen its internal control capabilities by improving its policies and procedures.



The Managing Director and CFO Certificate included in the Corporate Governance Report confirms the existence of effective internal control systems and procedures in the Company. The Audit Committee reviews the effectiveness of the Internal Financial Control framework in the Company.

VIGIL MACHANISM / WHISTLE BLOWER POLICY

Your Company, as required under Section 177 (9) of the Act and Regulation 22 of the Listing Regulations, has established Vigil Mechanism/ Whistle Blower Policy for Directors and the employees of the Company.

This Policy has been established with a view to provide a tool to Directors and employees of the Company to report to the management on the genuine concerns including unethical behavior, actual or suspected fraud or violation of the Code or the Policy. This Policy outlines the procedures for reporting, handling, investigating and deciding on the course of action to be taken in case inappropriate conduct is noticed or suspected. This Policy also provides for adequate safeguards against victimization of director(s)/employee(s) who avail the mechanism and also provides for direct access to the Chairman of the Audit Committee in exceptional cases.

The Audit Committee is authorized to oversee the Vigil Mechanism/ Whistle Blower Policy in the Company. The Company has not received any complaint during the year. Your Company hereby affirms that no person of the Company has been denied access to the Audit Committee.

The Policy is available on the website of the Company at the link <https://swissmilitaryshop.com/investor-relations/>

RISK MANAGEMENT

Risk Management is an integral part of our strategy for stakeholders' value enhancement and is embedded in to governance and decision-making process across the Organisation. The Company has in place the Risk Management policy to ensure effective responses to strategic, operational, financial and compliance risks faced by the Organisation. As per Risk Management Policy all the risks are discussed in detail with the functional heads to identify, evaluate, monitor and minimize the identifiable business risk in the Organization.

SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company is an equal opportunity Company and has zero tolerance for sexual harassment at workplace. It has adopted a policy against sexual harassment in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed thereunder. In this regard, the Company has organized a number of interactive awareness workshops for its employees. During the year, no complaints were received under this policy.



CORPORATE GOVERNANCE

Your Company always places a major emphasis on managing its affairs with diligence, transparency, responsibility and accountability. The Company continues to focus on building trust with shareholders, employees, customers, suppliers and other stakeholders based on the principles of good corporate governance viz. integrity, equity, transparency, fairness, sound disclosure practices, accountability and commitment to values.

In compliance with Regulation 34 of the Listing Regulations, a separate report on Corporate Governance along with a certificate from the Practising Company Secretaries conforming compliance to the conditions of Corporate Governance as stipulated under Regulation 34(3) of the Listing Regulations, is also annexed to the Corporate Governance Report, which forms part of Annual Report.

ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014, is attached herewith as 'Annexure – 4' to this Report.

DISCLOSURE OF ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNALS

No significant material orders have been passed by any Regulators/Courts/Tribunals, which has been received by the Company, having impact on the going concern status and the Company's operation in future.

NATURE OF BUSINESS

There has been no change in the nature of business of the Company.

LISTING OF SHARES

The Equity Shares of the Company are listed on the BSE Limited (BSE) with scrip code No. 523558. The Company confirms that the annual listing fees to the stock exchange for the Financial Year 2022-23 have been paid.

COMPLIANCE WITH SECRETARIAL STANDARDS

During the year under review, the Directors state that applicable Secretarial Standards issued by the Institute of Company Secretaries of India ("ICSI"), i.e. Secretarial Standard-1 ("SS-1") and Secretarial Standard-2 ("SS-2"), relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly complied by the Company.



OTHER DISCLOSURES

- a) The Company does not have any unpaid / unclaimed amount which is required to be transferred, under the provisions of the Act into the Investor Education and Protection Fund ('IEPF') of the Government of India.
- b) There is no proceeding pending under the Insolvency and Bankruptcy Code, 2016.
- c) There was no instance of onetime settlement with any Bank or Financial Institution.
- d) The Company has not issued any shares with differential voting rights and sweat equity shares and hence, no information as required under Section 43(a)(ii) & Section 54(1)(d) of the Act read with applicable rules is required to be disclosed.

HUMAN RESOURCE AND INDUSTRY RELATIONS

Your Company values its employees and believes that the Company's success is a result of the Team Work of all of its employees. The Human Resource Development team strives to create a positive work environment that influences employees' ability, motivation and creates opportunities for them to perform. Our safe, secure and harassment free work environment encourages high performance work culture with focus on employee health / safety, welfare, engagement, development, diversity, productivity, Cost and Quality. We are committed to hiring, nurturing and developing exceptionally talented human resources. Company's unique culture and robust People Practices and Policies, inspire and ensure that every employee aspires to grow in the organization.

There are no industry relation problems during the year and company does not anticipate any material problems on this count in the current year.

ACKNOWLEDGEMENT

The Board of Directors place on record sincere gratitude and appreciation for all the employees at all levels for their hard work, solidarity, cooperation and dedication during the year. The Board conveys its appreciation for its customers, shareholders, suppliers as well as vendors, bankers, business associates, regulatory and government authorities for their continued support

For and on behalf of the Board of Directors

Date: November 12, 2022
Place: New Delhi

Sd/-
Ashok kumar Sawhney
Chairman
DIN : 00303519

Sd/-
Anuj Sawhney
Managing Director
DIN : 00471724



ANNEXURE - 1

**STATEMENT OF DISCLOSURE OF REMUNERATION
UNDER SECTION 197 OF THE COMPANIES ACT 2013 AND RULE 5(1) OF THE COMPANIES
(APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

- 1) Ratio of remuneration of each Director to the median remuneration of all the employees of your Company for the Financial Year 2021-22 in terms of Rule 5(1)(i) and Details of percentage increase in the remuneration of each Director, Chief Financial Officer and Company Secretary in the Financial Year 2021-22 as compared to last year in terms of Rule 5(1)(ii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are as follows:

Name of Director/KMP	Designation	Ratio of Remuneration of Director to the Median Remuneration	Percentage (%) increase in Remuneration
Mr. Ashok Kumar Sawhney	Chairman	Nil	Nil
Mr. Anuj Sawhney	Managing Director	Nil	Nil
Mrs. Ashita Sawhney	Non Executive Director	Nil	Nil
Mr. Surendra Kumar Bhagat ^(d)	Non Executive Independent Director	0.18	Nil
Mr. Rajesh Tuteja ^(d)	Non Executive Independent Director	0.18	Nil
Mr. Chirag Gupta	Non Executive Independent Director	0.18	Nil
Mr. Umong Sethi ^(e)	Non Executive Independent Director	Nil	Nil
Mrs. Neena Sethi ^(e)	Non Executive Independent Director	Nil	Nil
Mr. Vijay Kalra	Chief Financial Officer	N.A.	Nil
Mr. Vikas Jain	Company Secretary	N.A.	Nil

- a) The aforesaid details are calculated on the basis of remuneration for the Financial Year 2021-22.
- b) Median Remuneration for all its employees is Rs. 4,23,398/- for the Financial Year 2021-22.
- c) There is no remuneration paid to directors during the financial year 2021-22 except sitting fee paid to Independent Directors for attending Board & Committee meetings.
- d) Mr. Surendra Kumar Bhagat and Mr. Rajesh Tuteja were appointed as Independent Directors w.e.f. 23rd October 2021.
- e) Mr. Umong Sethi and Mrs. Neena Sethi resigned as Director w.e.f. 23rd October 2021.



- 2) Percentage increase in the median remuneration of all employees in Financial Year 2021-22:
There is increase of 55.37% in median remuneration of all employees in Financial Year 2021-22.
- 3) Number of Permanent Employees on the roll of the Company as on March 31, 2022:
As on March 31, 2022, the Company had 27 permanent employees on its rolls.
- 4) Comparison of average percentage increase in salary of employees other than Managerial Personnel and the percentage increase in the Managerial Remuneration:

The average increase in the salaries of the employees, other than the managerial personnel, in the financial year 2021-22 was 7.08% while increase in managerial remuneration was NIL.

It is hereby affirmed that the remuneration is as per Remuneration Policy of the Company.

For and on behalf of the Board of Directors

Sd/-

Ashok Kumar Sawhney
Chairman
DIN : 00303519

Sd/-

Anuj Sawhney
Managing Director
DIN : 00471724

Date: November 12, 2022
Place: New Delhi



ANNEXURE-2

FORM NO. AOC -2

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

Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

- 1) Details of contracts or arrangements or transactions not at Arm's length basis during Financial Year 2021-22:

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Justification for entering into such contracts or arrangements or transactions'	Not Applicable
f)	Date of approval by the Board	
g)	Amount paid as advances, if any	
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

- 2) Details of material contracts or arrangements or transactions at Arm's length basis during Financial Year 2021-22:

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Swiss Military Lifestyle Products Pvt. Ltd.
b)	Nature of contracts/arrangements/transaction	Sale of Goods
c)	Duration of the contracts/arrangements/transaction	During the Financial Year 2021-22
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Transactions relating to sale of goods amounting to Rs. 475.44 lacs and purchases of goods amounting to Rs. 33.30 Lacs in ordinary course of business and on arm's length basis.
e)	Date of approval by the Board	19 th May 2021 (Also approved by shareholders in AGM held on 04 th September 2021)
f)	Amount paid as advances, if any	During the Financial year no, advance payments were made to the aforementioned related party.



- 3) Details of contracts or arrangements or transactions not in the ordinary course of business during Financial Year 2021-22:

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transactions	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Justification for entering into such contracts or arrangements or transactions'	Not Applicable
f)	Date of approval by the Board	
g)	Amount paid as advances, if any	
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

For and on behalf of the Board of Directors

Date: November 12, 2022
Place: New Delhi

Sd/-

Ashok Kumar Sawhney
Chairman
DIN : 00303519

Sd/-

Anuj Sawhney
Managing Director
DIN : 00471724



ANNEXURE-3

**FORM NO MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED March 31, 2022**

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

To

The Members,

Swiss Military Consumer Goods Limited

(CIN: L51100DL1989PLC034797)

W-39, Okhla Industrial Area, Phase-II

New Delhi-110020

- 1) We have conducted the Secretarial Audit of the compliance of applicable Statutory Provisions and the adherence to good corporate practices by Swiss Military Consumer Goods Limited (Erstwhile Network Limited) (hereinafter called as “the Company”) for the Financial Year ending March 31, 2022. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.
- 2) Based on our verification of the books, papers, minutes books, forms, 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, I hereby report that in our opinion, the Company has, during the Audit Period covering the Financial Year ended on 31st March, 2022 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.
- 3) We have examined the books, papers, minute books, forms and returns filed and other records maintained by Swiss Military Consumer Goods Limited (“the Company”) for the financial year ended on 31st March, 2022 according to the provisions of:
 - i. The Companies Act, 2013 (the act) and the rules made there under;
 - ii. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the Rules made there under;
 - iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
 - iv. Foreign exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings. *(Provisions not Applicable, as there being no transactions involving foreign exchange).*



- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. *(Not Applicable, as the company had not granted any options to its employees during the financial year under review).*
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 *(Not Applicable, as there being no debt securities, which are listed on any of the recognized Stock Exchanges).*
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; *(Not Applicable, as the company is not registered as Registrars to an Issue and Share Transfer Agent during the financial year under review).*
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; *(not applicable, as there being no instances of delisting of Equity Shares during the financial year under review).*
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; *(not applicable, as there being no instances of buy-back of shares during the financial year under review).*

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

- I. Secretarial Standards issued by The Institute of Company Secretaries of India.
- II. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Based on information received & records maintained we further report that:

- 1) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors and Women Director. The changes in the composition of the Board of Directors that took place during the period under review were



carried out in compliance with the provisions of the Act. During the year under review following persons have appointed as Board of Directors of the company.

Sl. No.	Name of the Director	Designation	Date of Appointment
1	Mr. Surendra Kumar Bhagat	Non- executive Independent Director	23/10/2021
2	Mr. Rajesh Tuteja	Non- executive Independent Director	23/10/2021

- 2) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- 3) All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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

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.

FOR AM & ASSOCIATES

Company secretaries

Peer Reviewed Unit No: S2010UP128200

Sd/-

(Anchal Mittal)

Proprietor

M. No.- 7161 / C.P. No.-7825

UDIN: - F007161D000877514

Date: 30th August 2022

Place: New Delhi



Annexure A to the Secretarial Audit Report

To
The Members,
Swiss Military Consumer Goods Limited
(CIN: L51100DL1989PLC034797)
W-39, Okhla Industrial Area, Phase-II
New Delhi-110020

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

- 1) Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these Secretarial records based on our audit.
- 2) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verifications were 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) The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
- 5) Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.
- 6) The secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficiency or effectiveness with which the management has conducted the affairs of the company.

FOR AM & ASSOCIATES

Company secretaries
Peer Reviewed Unit No: S2010UP128200

Sd/-
(Anchal Mittal)
Proprietor
M. No.- 7161 / C.P. No.-7825
UDIN: - F007161D000877514

Date: 30-August-2022
Place: New Delhi



ANNEXURE-4

THE DISCLOSURES TO BE MADE UNDER SECTION 134(3)(M) OF THE COMPANIES ACT, 2013 READ WITH RULE 8 (3) OF THE COMPANIES (ACCOUNTS) RULES, 2014 BY THE COMPANY ARE AS UNDER:

a) Conservation of Energy

Your Company being a trading company for lifestyle products, the business operation of the Company is not energy-intensive. As a responsible corporate citizen, it makes conscious efforts towards energy management and conservation thereby reducing its energy consumption.

Some of the measures undertaken by the Company on a continuous basis, including during the year, are listed below:

- Optimized the usage of office equipment's and electrical appliances including air conditioning system, office illumination, beverage dispensers, laptops & desktops, etc.
- Regular maintenance in place for electro-mechanical equipment's, to ensure efficiency, effectiveness and longevity.
- Our office takes proactive steps to improve efficient use of resources such as use of treated water to recharge ground water, use of heat resistant structure & energy efficient equipment's etc.

Your Company continually takes steps to absorb and adopt the latest technologies and innovations. These initiatives should enable the facilities to become more efficient and productive as the company expands, thus helping to conserve energy.

Our commitment to reduce energy consumption is achieved through installation of energy efficient fixtures and power factor optimization initiatives among others. This resulted in consumption of lesser energy.

b) Technology Absorption

The Company has always been aware of latest technological developments and adapt them to make products more cost effective and to attain high levels of quality. The nature of activities of the Company does not warrant any exclusive R&D department.

c) Foreign Exchange Earnings and Outgo

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange Outgo during the year in terms of actual outflows.

(₹ in Lacs)		
Particulars	Financial Year ended March 31, 2022	Financial Year ended March 31, 2021
Foreign Exchange Earned	-	-
Foreign Exchange Used	0.46	16.84

For and on behalf of the Board of Directors

Sd/-

Date: November 12, 2022

Place: New Delhi

Ashok Kumar Sawhney

Chairman

DIN : 00303519

Sd/-

Anuj Sawhney

Managing Director

DIN : 00471724



REPORT ON CORPORATE GOVERNANCE

[Pursuant to Regulation 34 (3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and forming part of the Boards' Report for the year ended March 31, 2022]

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Corporate Governance is about our commitment to human values in business which translates into ethical corporate conduct. Corporate Governance is about balancing economic goals with greater responsibilities towards society and creating valuable impact with practices and policies embedded within Company's value system, management ethos, and business practices. Corporate Governance practices are reflection of one's value, culture, policies and the manner in which it deals with various stakeholders. Timely and accurate disclosure of information regarding the financial situation, performance, ownership and governance of the Company is an important part of Corporate Governance. When adhered to and implemented in the best of spirit, Corporate Governance positively impacts the activities, processes and policies of an organization, portray a positive vision to investors and enhance the trust and confidence of the stakeholders. It can also encourage a sense of trustworthiness amongst the society at large, influence the immediate corporate environment positively and have an overall healthy impact on the national economy.

The Company believes that good Corporate Governance is a continuing exercise and that each one at company is equally responsible and committed to support this cause in all management and operational activities. Integrity and transparency are key to our Corporate Governance practices helping us earn trust of our stakeholders and facilitate effective and prudent management to come up to their expectations. Your Company is conscious of the fact that success of a corporation is a reflection of the professionalism, conduct and ethical values of its management and employees. In addition to regulatory compliance, your Company endeavors to meet highest standards of ethical and responsible conduct throughout the organization in letter and in spirit.

The Board of Directors (the "Board") are responsible for and committed to sound principles of Corporate Governance in the Company. The Board plays a crucial role in overseeing how the management serves the short and long-term interests of shareholders and other stakeholders.

The Company is complying with the conditions of corporate governance as required under the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and other SEBI Regulations, as applicable.



2. BOARD OF DIRECTORS

The Board, being the trustee of the Company, responsible for the establishment of cultural, ethical and accountable growth of the Company, is constituted with a high level of integrated, knowledgeable and committed professionals.

The Board provides direction and exercises appropriate control to ensure that the Company is managed in a manner that fulfils stakeholder's aspirations and societal expectations.

Composition of the Board:

The composition of Board is in conformity with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and provisions of the Companies Act, 2013 ('Act'), as amended from time to time.

The Board currently comprises of 6 (six) Directors out of which 1 (one) Director is Executive Director, 2 (two) are Non-Executive, Non-Independent Directors and remaining 3 (three) are Independent Directors. Independent Directors are Non-Executive Directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations. The maximum tenure of the Independent Directors is in compliance with the Companies Act, 2013 ("Act"). All the Independent Directors have confirmed that they meet the criteria as mentioned under regulation 16(1)(b) of the SEBI Listing Regulations and Section 149 of the Act. The composition of the Board represents an optimal mix of professionalism, knowledge, experience and expertise in varied fields enabling it to discharge its responsibilities and provide effective leadership for long-term vision with highest standards of governance. The Board reviews its strength and composition from time to time to ensure that it remains aligned with the statutory as well as business requirements.

Necessary disclosures regarding Directorship and Committee positions in other Companies as on March 31, 2022 have been made by the Directors. As per the disclosures received from them, none of the Directors of the Company is a member of more than 10 (Ten) Committees (considering only Audit Committee and Stakeholders' Relationship Committee) or Chairman of more than 5 (Five) Committees across all listed companies in which he / she is a Director. Also, none of the Directors serve as a Director in more than 7 (Seven) Listed Companies.

The composition of the Board during the Financial Year under review and position held by Directors on the Board / Committees of the Company as on March 31, 2022 along with their attendance at Board meetings and Annual General Meeting ("AGM") of the Company during the Financial Year under review are given below:



Name, Designation & DIN of Director	Category of Directorship	No. of other Directorship held	Committee Membership/ Chairmanship		Name of other Listed entities in which the concerned Director is a director	No. of equity shares held as on March 31, 2022
			Chairman	Member		
Mr. Ashok Kumar Sawhney Director DIN: 00303519	Non- Independent & Non- Executive	01	-	-	-	-
Mr. Anuj Sawhney	Promoter & Executive	-	-	-	-	-
Executive Director DIN: 00471724	director and Manager	-	-	-	-	-
Mrs. Ashita Sawhney Director DIN: 08612232	Promoter & Non- Executive	-	-	-	-	-
Mr. Surendra Kumar Bhagat Director DIN: 09365562	Independent & Non- Executive	-	-	-	-	-
Mr. Rajesh Tuteja Director DIN: 08952755	Independent & Non- Executive	01	-	-	Anant Raj Limited	-
Mr. Chirag Gupta Director DIN: 09040722	Independent & Non- Executive	-	-	-	-	-

1) For the purpose of considering the limit of the number of directorships, Private Limited Companies, Foreign Companies and Companies under Section 8 of the Act are excluded which is in line with the requirement of relevant conditions of Regulation 26 of the Listing Regulations. The directorships held



by Directors as mentioned above do not include the directorships held in Swiss Military Consumer Goods Ltd.

- 2) Chairpersonship / Committee Membership of Audit Committee & Stakeholders' Relationship Committee of other public limited companies, excluding private limited companies, foreign companies, high value debt listed entities and companies under Section 8 of the Act, only has been considered in accordance with Regulation 26 of SEBI Listing Regulations
- 3) Mr. Ashok Kumar Sawhney (DIN: 00303519) has been appointed as chairman and Mr. Anuj Sawhney (DIN: 00471724) has been appointed as Managing Director of the company w.e.f. November 12 2022

Relationships between Directors inter-se

Mr. Ashok Kumar Sawhney and Mr. Anuj Sawhney, who are related to each other as father & son and Mrs. Ashita Sawhney who is wife of Mr. Anuj Sawhney. None of the Directors other than above have any relationship with any Director of the Company as per Sec 2(77) of the Act including rules thereunder.

Skills / Expertise / Competence of Board of Directors:

The below matrix summarizes the skills, expertise and competencies possessed by our individual directors, which are key to corporate governance and board effectiveness as on March 31, 2022:

Skills and its description	Ashok Kumar Sawhney	Anuj Sawhney	Ashita Sawhney	Surendra Kumar Bhagat	Rajesh Tuteja	Chirag Gupta
Strategy & Planning - Business strategy and Corporate Management	√	√	√	√	√	√
Governance - developing governance practices, serving the best interests of all stakeholders and driving corporate ethics and values	√	√	√	√	√	√
Operations - Production and Product development, Quality enhancement, environment & safety	√	√	√	√	√	
Finance, Marketing & Human Resource Development - finance, investment & commercial banking, institution affairs, human resource, marketing & sales	√	√			√	√



Board Meetings and its Attendance:

The Board Meetings are governed by structured agenda. All major agenda items are backed by comprehensive background information to enable the Board to take informed decisions. The Company Secretary in consultation with the Senior Management prepares the detailed agenda for the meetings.

During the year under review, Board met ten (10) times on May 12, 2021, June 09, 2021, July 31, 2021, September 10, 2021, September 18, 2021, October 23, 2021, November 01, 2021, December 21, 2021, January 18, 2022 and February 25, 2022. The Board meets at least once in every quarter to review the Company's operations and financial performance. The maximum time gap between any two meetings is not more than 120 days. The necessary quorum was present in all the meetings.

The details of attendance of Directors at the Board Meetings and at the last Annual General Meeting are as under:

Name of Director	No. of Board Meeting held during the tenure	Attendance at the Board Meeting	Whether attended Last AGM
Mr. Ashok Kumar Sawhney*	7	7	N.A.
Mr. Anuj Sawhney	10	10	Yes
Mrs. Ashita Sawhney	10	10	Yes
Mr. Surendra Kumar Bhagat**	5	5	N.A.
Mr. Rajesh Tuteja**	5	5	N.A.
Mr. Chirag Gupta	10	10	Yes
Mr. Umong Sethi#	5	5	Yes
Mrs. Neena Sethi#	5	5	Yes

* Mr. Ashok Kumar Sawhney was appointed as Director w.e.f. 04th September 2021.

** Mr. Surendra Kumar Bhagat and Mr. Rajesh Tuteja were appointed as Independent Directors w.e.f. 23rd October 2021.

Mr. Umong Sethi and Mrs. Neena Sethi resigned as Director w.e.f. 23rd October 2021.

Meeting of independent directors

The Independent Directors meet separately at least once in a Financial Year, without the attendance of non-independent Directors and members / representatives of management of the Company. They meet to discuss and form an independent opinion on the agenda items, various other Board-related matters, identify areas where they need clarity or information from management and to annually review the performance of Non-Independent Directors, the Board as a whole.



Confirmation in respect of Independence

The Board of Directors of the Company hereby confirm that in the opinion of Board, the Independent Directors of the Company fulfil the condition specified in Listing Regulations and are independent of the management.

Familiarization Program

In order to encourage active participation of Independent Directors and in order to understand the business of the Company, programs are conducted for the Independent Directors with detailed presentations covering all aspects of information that they need to possess/update. The details of the programs/sessions conducted for familiarization of Independent Directors can be accessed on the Company website at the link <https://swissmilitaryshop.com/investor-relations/>.

Detailed reason of resignation of Independent Directors

Shri Umong Sethi and Smt. Neena Sethi, Non-Executive Independent Directors has stepped down from the Board effective from October 23, 2021, due to their personal reasons and other professional commitments and there were no other material reasons.

Performance evaluation of Board of Directors

Pursuant to the provisions of the Companies Act, 2013 and The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and Stakeholders' Relationship Committees. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board Effectiveness, Key Stakeholders connect, Ethics and Compliances, Evaluation of Company's Performance, Project Management and Internal Control and Audits. A separate exercise was carried out to evaluate the performance of individual Directors of the Board, who were evaluated on parameters such as level of engagement and contribution, effective participation in Board/Committee Meetings, independence of judgement, safeguarding the interest of the Company and its minority shareholders, providing of expert advice to Board, provide deliberations on approving related party transactions etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Non Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

3. COMMITTEES OF THE BOARD

The Board Committees play a vital role in ensuring sound Corporate Governance practices. The Committees are constituted to handle specific activities and ensure speedy resolution of the diverse matters. The Board Committees are set up under the formal approval of the Board to carry out clearly



defined roles which are considered to be performed by members of the Board, as a part of good governance practice. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. The minutes of the meetings of all the Committees are placed before the Board for review.

AUDIT COMMITTEE

The Audit Committee acts as a link among the Management, the Statutory Auditors, Internal Auditors and the Board of Directors to oversee the financial reporting process of the Company. The Committee's purpose is to oversee the quality and integrity of accounting, auditing and financial reporting process including review of the internal audit reports and action taken report.

As required under Section 177 of the Act, and Regulation 18 read with Part C of Schedule II of Listing Regulations and as a measure for good Corporate Governance and to provide assistance to the Board in its responsibility for overseeing the quality and integrity of the accounting, auditing and reporting practices of the Company, an Audit Committee has been constituted. The Audit Committee primarily constitutes a formal and transparent arrangement for accurate financial reporting and strong internal controls. All members of the Audit Committee, including the Chairman, are financially literate.

Terms of reference:

The terms of reference of the Audit Committee includes all the matters prescribed under the applicable provisions of the Act and Listing Regulations which, inter alia, include the following:

- a) Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- b) Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- c) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- d) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - i. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;
 - ii. Changes, if any, in accounting policies and practices and reasons for the same;
 - iii. Major accounting entries involving estimates based on the exercise of judgment by management;
 - iv. Significant adjustments made in the financial statements arising out of audit findings;
 - v. Compliance with listing and other legal requirements relating to financial statements;



- vi. Disclosure of any related party transactions;
- e) Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
- f) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- g) Approval or any subsequent modification of transactions of the company with related parties.
- h) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- i) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- j) To review the functioning of the Whistle Blower mechanism.
- k) Approval of appointment of Chief Financial Officer (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate.
- l) Reviewing compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 on quarterly basis.

The Audit Committee shall mandatorily review the following information:

- a) Management discussion and analysis of financial condition and results of operations;
- b) Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- c) Management letters / letters of internal control weaknesses issued by the statutory auditors;
- d) Internal audit reports relating to internal control weaknesses;
- e) Appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee;
- f) Statement of deviations;



- g) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1); and
- h) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

Meetings during the year

The Audit Committee met four (4) times during the year under review. The Committee meetings were held on times on May 12, 2021, July 31, 2021, November 01, 2021 and January 18, 2022. The intervening gap between two meetings did not exceed 120 days. The necessary quorum was present for all the meetings.

Composition & Attendance

Name of the Directors	Category	Nature of Membership	Number of Meetings held/attended
Mr. Chirag Gupta	Non – Executive Independent	Chairman	04/04
Mr. Anuj Sawhney	Executive Director	Member	04/04
Mr. Surendra Kumar Bhagat*	Non – Executive Independent	Member	02/02
Mr. Rajesh Tuteja*	Non – Executive Independent	Member	02/02
Mr. Umong Sethi#	Non – Executive Independent	Member	02/02
Mrs. Neena Sethi#	Non – Executive Independent	Member	02/02

The Company Secretary, Mr. Vikas Jain, acts as the Secretary to the Audit Committee.

** Mr. Surendra Kumar Bhagat and Mr. Rajesh Tuteja were appointed as Independent Directors w.e.f. 23rd October 2021.*

Mr. Umong Sethi and Mrs. Neena Sethi resigned as Director w.e.f. 23rd October 2021.

In pursuance, to Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the members of the Audit Committee possess financial / accounting expertise / exposure.

II) STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee of the Company is constituted in line with the provisions of Regulation 20 of the Listing Regulations, 2015 read with Section 178 of the Companies Act, 2013.

The Stakeholders Relationship Committee is responsible for the satisfactory redressal of investor complaints and recommends measures for overall improvement in the quality of investor services.



The primary responsibilities of this Committee includes:

- i. Monitor and review any investor complaints received by the Company or through SEBI, SCORES and ensure its timely and
- ii. speedy resolution, in consultation with the Company Secretary, Compliance officer and Registrar and Share Transfer Agent of the Company.
- iii. Monitor implementation and compliance with the Company's Code of Conduct for Prohibition of Insider Trading.
- iv. Carry out any other function as is referred by the Board from time to time and / or enforced by any statutory notification / amendment or modification as may be applicable.
- v. Perform such other functions as may be necessary or appropriate for the performance of its duties such as:
 - a) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/ transmission of shares, non - receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
 - b) Review of measures taken for effective exercise of voting rights by shareholders.
 - c) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
 - d) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

Further, the role of the Committee shall inter-alia include the following:

- a) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- b) Review of measures taken for effective exercise of voting rights by shareholders.
- c) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- d) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.



e) Any allied matter out of and incidental to these functions

Meetings during the Year:

The Stakeholders Relationship Committee met four (4) times during the year under review. The Committee meetings were held on times on May 12, 2021, July 31, 2021, November 01, 2021 and January 18, 2022. The necessary quorum was present for all the meetings.

Composition and Attendance

Name of the Directors	Category	Nature of Membership	Number of Meetings held/attended
Mr. Surendra Kumar Bhagat*	Non – Executive Independent	Chairman	02/02
Mr. Anuj Sawhney	Executive Director	Member	04/04
Mr. Chirag Gupta	Non – Executive Independent	Member	02/02
Mr. Umong Sethi#	Non – Executive Independent	Member	02/02
Mrs. Neena Sethi#	Non – Executive Independent	Member	02/02

* Mr. Surendra Kumar Bhagat were appointed as Independent Directors w.e.f. 23rd October 2021.

Mr. Umong Sethi and Mrs. Neena Sethi resigned as Director w.e.f. 23rd October 2021.

Name, designation and Contact details of Compliance Officer:

Mr. Vikas Jain, Company Secretary
Swiss Military Consumer Goods Limited
W-39, Okhla Industrial Area, Phase-II, New Delhi- 110020
Phone Number- 011-41067060
Email- investor@swissmilitaryshop.com

Nature of Complaints and Redressal Status

Investor Complaint	No. of complaints including through SEBI SCORES platform
Complaints pending at the beginning of the FY 2021-22	Nil
Number of Complaints received during the FY 2021-22	4
Number of Complaints redressed during the FY 2021-22	4
Complaints pending at the end of the FY 2021-22	Nil

III) NOMINATION & REMUNERATION COMMITTEE

The Nomination and Remuneration Committee of the Company is constituted in line with the provisions of Regulation 19 of the Listing Regulations, 2015 read with Section 178 of the Companies Act, 2013.

This Committee has been vested with authority to inter alia recommend nominations for Board Membership, develop and recommend policies with respect to the composition of the Board



Commensurate with the size, nature of the business and operations of the Company, establish criteria for selection to the Board with respect to the competencies, qualifications, experiences, track record and integrity and establish Director retirement policies and appropriate succession plans and determining overall remuneration policies of the Company.

The principal scope / role also includes review of market practices and decide on remuneration packages applicable to Executive Directors, Senior Management Personnel, etc. and review the same.

The Nomination and Remuneration Committee will lay the foundation to the effective functioning of the Board.

The primary responsibilities of this Committee include:

- i. Identifying potential candidates who are qualified to become Directors and who may be appointed in senior management.
- ii. Determining the composition of the Board of Directors and the sub-committees of the board.
- iii. Specify methodology for effective evaluation of performance of Board/ Committees/Directors either by Board, NRC or an Independent external agency and to review implementation of evaluation system;
- iv. Carry out the evaluation of every Director's performance and formulate criteria for evaluation of Independent Directors, Board/Committees of Board and review the term of appointment of Independent Directors on the basis of the report of performance evaluation of Independent Directors;
- v. Formulate the criteria for determining qualifications, positive attributes and independence of a director.
- vi. Recommend to the Board a policy, relating to the remuneration of the Directors, key managerial personnel and other employees;
- vii. To assist the Board's overall responsibility relating to executive compensation and recommend to the Board appropriate compensation packages for Whole-time Directors and Senior Management personnel in such a manner so as to attract and retain the best available personnel for position of substantial responsibility with the Company.
- viii. Overall responsibility of approving and evaluating the compensation plans, policies and programs for all the Executive Directors and Senior Management Personnel.
- ix. Devising a policy on diversity of board of directors.



- x. Deciding whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- xi. Recommend to the board, the remuneration of the Directors, Key Managerial Personnel and other employees and in whatever form payable to senior management.
- xii. Undertake any other matters as the Board may decide from time to time.

Meetings during the year:

The Nomination and Remuneration Committee met two times during the year under review on May 12, 2021 and January 18, 2022. The necessary quorum was present for all the meetings.

Composition and attendance

Name of the Directors	Category	Nature of Membership	Number of Meetings attended
Mr. Surendra Kumar Bhagat*	Non – Executive Independent	Chairman	01/01
Mr. Chirag Gupta	Non- Executive Independent	Member	01/01
Mrs. Ashita Sawhney	Non – Executive Non-Independent	Member	02/02
Mr. Umong Sethi#	Independent	Member	01/01
Mrs. Neena Sethi#	Non – Executive Independent	Member	01/01

The Company Secretary, Mr. Vikas Jain acts as the Secretary to the Nomination and Remuneration Committee.

* Mr. Surendra Kumar Bhagat were appointed as Independent Directors w.e.f. 23rd October 2021.

Mr. Umong Sethi and Mrs. Neena Sethi resigned as Director w.e.f. 23rd October 2021.

Nomination and Remuneration Policy of the Company

The Nomination and Remuneration Policy is also available on the website of the Company at the following link <https://swissmilitaryshop.com/investor-relations/>

Pursuant to applicable provisions of the Act and the Listing Regulations, the Board of Directors, in consultation with Nomination and Remuneration Committee, has formulated a Board evaluation framework containing inter-alia, the criteria for performance evaluation of the entire Board of the Company, its Committees and individual Directors including Independent Directors.

The NRC has specified the manner for effective evaluation of performance of Board, its Committee and individual Director including Independent Directors. The Board has carried out evaluation of performance of each of them. The NRC reviews its implementation and ensures the compliances thereof.



Board's functioning was evaluated on various aspects including inter alia degree of fulfillment of key responsibilities, Board structure and composition, role and accountability, management oversight, risk management, culture and communication, frequency and effectiveness of meetings.

The Committees of the Board were assessed on the basis of degree of fulfillment of key responsibilities, adequacy of Committee composition and effectiveness of meetings. The Chairman appointed for the Board Meetings was also evaluated by all the Directors on the basis of managing relations, leadership, competence and diligence. Directors were evaluated on aspects such as attendance and contribution at Board/ Committee Meetings, guidance/ support to the management outside Board/ Committee Meetings, professional qualifications and prior experience.

The Independent Directors' performance evaluation was carried out by the entire Board excluding the Director being evaluated.

The performance evaluation of the Chairman appointed for the Board Meetings and the Non-Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Board as a whole.

4. REMUNERATION DETAILS

The details of remuneration paid to Executive and Non-Executive Directors during the Financial Year 2021-22 are given below:

a) Pecuniary Relationship of Non-Executive Directors: Non-Executive Directors the Company, have no pecuniary relationship or transaction with the Company, except the payment of sitting fees to them for attending meetings of the Board and its Committees.

b) Remuneration to Non- Executive / Independent Directors:

1. The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Committee and approved by the Board of Directors.
2. All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Committee and approved by the Board of Directors or shareholders, as the case maybe.
3. An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share-based payment schemes of the Company.
4. Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:



- a. The Services are rendered by such Director in his capacity as the professional;
- b. In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

c) Details with respect to Remuneration: As on date, the Company has not granted any options to its Directors. The details of remuneration disbursed to Executive and Non-Executive Directors, during the period under review are as under:

(Amount in ₹)

Name	Fixed Component/ Salary	Benefits	Sitting Fees	Performance Linked Incentive/ Commission	Total
Ashok Kumar Sawhney	-	-	-	-	-
Anuj Sawhney	-	-	-	-	-
Ashita Sawhney	-	-	-	-	-
Surendra Kumar Bhagat	-	-	75,000	-	75,000
Rajesh Tuteja	-	-	75,000	-	75,000
Chirag Gupta	-	-	75,000	-	75,000

5. ANNUAL GENERAL MEETING

Financial Year	Location	Date	Time	No. of Special Resolution (s) passed
2020-21	AGM held through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), due to COVID-19 pandemic in compliance with various circulars issued by MCA and SEBI.	04.09.2021	11.30 A.M	Four
2019-20	AGM held through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), due to COVID-19 pandemic in compliance with various circulars issued by MCA and SEBI.	30.11.2020	11.00 A.M	Two
2018-19	MPCU Shah Auditorium, Shree Delhi Gujrati Samaj Marg, Civil Lines, New Delhi – 110 054	24.09.2019	10.30 A.M	One

Whether Special resolutions were put through Postal Ballot last year? **No**

Are Special resolutions proposed to be put through Postal Ballot this Year? **No**

During the year under review, no Extraordinary General Meeting of the members of the Company was convened.



6. DISCLOSURES

(a) Related Party Transactions

There are no material related party transactions during the year under review that have conflict with the interest of the Company. Transactions entered into with related parties during FY 2021-22 were in the ordinary course of business and at arms' length basis and were approved by the Shareholders and Audit Committee.

None of the transactions with any of the related parties were in conflict with the interest of the Company rather, they synchronize and synergies with the Company's operations. Attention of members is drawn to the disclosure of transactions with the related parties set out in note no. 26 of the Financial Statements, forming part of the Annual Report.

The required statements / disclosures, with respect to the related party transactions, are placed before the Audit Committee /Board, on quarterly basis in terms of Regulation 23(3) of the Listing Regulations and other applicable laws for approval / information. Prior omnibus approval is obtained for Related Party Transactions which are of repetitive in nature. The Board of Directors has formulated a Policy on dealing with related parties, pursuant to the provisions of the Act and the Listing Regulations. The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and related parties and can be accessed at the following link: <https://swissmilitaryshop.com/investor-relations/>.

The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties.

Disclosure of related party transactions on a standalone basis is also sent to the Stock Exchanges after publication financial results for the half year

(b) Non-compliance by the Company, Penalties, Strictures

There has not been any non-compliance by the Company and no penalties or stricture have been imposed on the Company by Stock Exchange(s) or SEBI or any statutory authority, on any matter related to capital markets, during the last three years. The Company has complied with applicable rules and regulations prescribed by Stock Exchange, SEBI or any other statutory authority relating to Capital Market. All Returns/Reports were filed within stipulated time with the Stock Exchanges / other authorities.

(c) Whistle Blower Policy/Vigil Mechanism

In accordance with the requirement of Section 177 of the Act read with the Rules made thereunder and Regulation 22 of Listing Regulations, the Company has formulated a 'Vigil Mechanism / Whistle Blower Policy' which provides a tool to the Directors and Employees of the Company to report genuine concerns including unethical behavior, actual or suspected fraud or violation of the Code of Conduct or Policy. The Policy also provides for adequate safeguards against victimization of Directors and employees who avail of the mechanism and direct access to the Chairperson of the Audit Committee in exceptional cases. The Audit Committee reviews the functioning of Whistle Blower



Mechanism. The Whistle Blower Policy is available at the website of the company at following link <https://swissmilitaryshop.com/investor-relations/>.

The Audit Committee periodically reviews the existence and functioning of the mechanism. It reviews the status of complaints received under this policy on a quarterly basis. The Committee has, in its report, affirmed that no personnel has been denied access to the Audit Committee.

(d) Disclosure of Accounting Treatment:

The Company has followed Indian Accounting Standards (Ind-AS) in the preparation of its financial statements, pursuant to the notification issued by Ministry of Corporate Affairs dated February 16, 2015 regarding the Companies (Indian Accounting Standards) Rules, 2015.

(e) Compliance of Regulation 27 of the Listing Regulations

The Company has complied with the mandatory requirements specified in Regulation 17 to 27 & clause “b” to “i” of sub-regulation (2) of Regulation 46 of the Listing Regulations and Quarterly compliance report on Corporate Governance, in the prescribed format duly signed by the compliance officer, is submitted quarterly with the Stock Exchanges where the shares of the Company are listed. The Company has also complied with relevant para of Schedule V of Listing Regulations on Corporate Governance.

(f) Compliance of Mandatory and Non-Mandatory Requirements

The Company has complied with all the mandatory requirements of relevant regulations and schedules of the Listing Regulations, relating to Corporate Governance. In addition to the mandatory requirements, the Company has also adopted the following non-mandatory requirements i.e. Regulation 27(1) read with Part E of Schedule II of the Listing Regulations:

i. Modified opinion(s) in the audit reports

The Auditors of the Company have issued Audit Reports with unmodified opinion on the financial statements for the year ended March 31, 2022.

ii. Reporting of Internal Auditors

Internal Auditors directly report to the Audit Committee.

(g) Code for prevention of Insider -Trading

The Company has adopted an ‘Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Designated Persons’ (“the Code”) in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 (The PIT Regulations).



The Code is applicable to Promoters, Member of Promoter’s Group, all Directors and such Designated Employees who are expected to have access to unpublished price sensitive information relating to the Company. The Company Secretary is the Compliance Officer for monitoring adherence to the said PIT Regulations.

The Company has also formulated ‘The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)’ in compliance with the PIT Regulations.

The code is posted on the website of the Company at the link <https://swissmilitaryshop.com/investor-relations/>

(h) Policy for Determining Material Subsidiaries Companies

In terms of Regulation 16 (1) (c) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has formulated a Policy for Determining Material Subsidiaries and the same is available on the Company’s website. The Policy can be accessed at <https://swissmilitaryshop.com/investor-relations/>.

- (i) The Company has not raised any funds through preferential allotment or qualified institutions placement during the Financial Year ended March 31, 2022.
- (j) Your Company has obtained a certificate from a company secretary in practice that none of the Directors on the board of the company have been debarred or disqualified from being appointed or continuing as Directors of companies by the SEBI/ Ministry of Corporate Affairs or any such statutory authority in accordance with Listing Regulations. The copy of the same is enclosed with this report.
- (k) There has been no such incidence where the Board has not accepted the recommendation of the Committees of the Company during the year under review.
- (l) Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part given in note no. 19.1 of financial statements.

(m) Policy for Prevention, Prohibition & Redressal Sexual Harassment of Women at Workplace

As per the requirement of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH), your Company has a robust mechanism in place to redress complaints reported under it. Status of Complaints during the year are as follows:

Sr. No.	Particulars	Number
1.	Number of Complaints on Sexual harassment received during the year	Nil
2.	Number of Complaints disposed off during the year	Nil
3.	Number of Complaints pending as on end of the Financial Year	Nil



(n) Disclosure of Non-Compliance with Corporate Governance Requirement

There is no Non-Compliance of any requirement of Corporate Governance Report of sub-para (2) to (10) of the Part C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

7. MEANS OF COMMUNICATION

a) Financial Results

The quarterly Financial Results of the Company are published in accordance with the requirements of the Listing Regulations, 2015.

b) Newspapers wherein results are normally published:

The Quarterly / half-yearly / annual accounts results are published in the English and Hindi Newspaper.

- which newspaper normally published in (Hindi) Financial Express (English) and Jansatta

- Any website where displayed www.swissmilitaryshop.com

- whether it also displays official news release No

- whether presentations made to institutional investors or to analyst No

-Designated Exclusive email-id for investor services investor@swissmilitaryshop.com

c) BSE Corporate Compliance & Listing Centre (the 'Listing Centre')

BSE's Listing Centre is a web-based application designed for corporate. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, among others are also filed electronically on the Listing Centre.

d) SEBI Complaints Redress System (SCORES)

The investor complaints are processed in a centralised web-based complaints redress system. The salient features of this system are: Centralised database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

e) Company's Corporate Website

Upto date financial results, annual reports, shareholding patterns, official news releases, financial analysis reports, latest presentation made to the institutional investors and other general



information about the Company are available on the Company's website www.swissmilitaryshop.com

8. GENERAL SHAREHOLDERS INFORMATION AND DISCLOSURES

i) Annual General Meeting

Day & Date	Time	Venue
Thursday, 15 th December, 2022	12.00 NOON	VC/OAVM

ii) Financial Year

The Company follows April to March as its Financial Year i.e. April 1, 2021 – March 31, 2022. The results for every quarter, beginning from April, will be declared within 45 days of the end of quarter, except for the last quarter, which will be submitted, along with the annual audited results within 60 days of the end of the last quarter or such extended date prescribed by SEBI from time to time.

iii) **Dates of Book Closure** 8th December, 2022 to 15th December, 2022
(Both days inclusive)

iv) **Dividend Payment Date** Not applicable as the Company has not declared any Dividend

v) **Listing on Stock Exchange** BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai – 400 001
listing fees for the year 2022-2023 has been paid.

vi) **Stock Code:** 523558

vii) **ISIN Number for NSDL & CDSL:** INE010C01025

viii) **Market Price Data:** High/ low of market price of the Company's equity shares traded frequently on BSE during the last financial year were as follows:

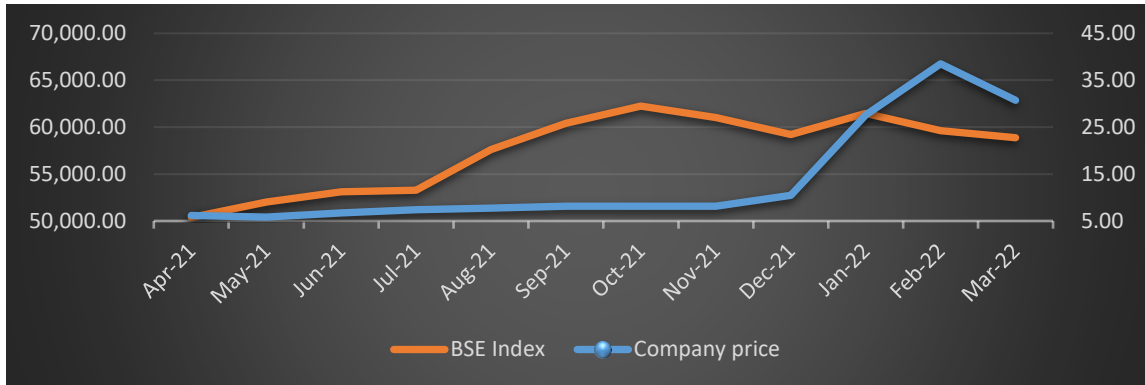
Month	High	Low	Month	High	Low
Apr-21	6.16	5.82	Oct-21	8.16	8.16
May-21	5.83	5.30	Nov-21	8.16	5.08
Jun-21	6.73	5.54	Dec-21	10.46	5.33
Jul-21	7.41	7.06	Jan-22	27.60	10.98
Aug-21	7.78	7.41	Feb-22	38.50	24.15
Sep-21	8.16	7.78	Mar-22	30.70	20.65

Source: www.bseindia.com

There was no suspension of trading in the Securities of the Company during the year under review.



ix) Performance of the Company's Share Price in comparison with BSE Sensex



x) Registrar and Share Transfer Agent

SEBI has made it mandatory for all the listed companies that all the work relating to share transfer / registry, physical and demat registry work, to be handled either wholly 'in house' by companies or wholly by a SEBI registered external Registrar and Share Transfer Agent. The Company has appointed M/s. Alankit Assignments Limited as the Registrar and Share Transfer Agent of the Company. As required under Regulation 7(3) of the Listing Regulations, the Company files, on yearly basis, certificate issued by RTA and compliance officer of the Company certifying that all activities in relation to share transfer facility are maintained by RTA registered with SEBI. All correspondence with regard to share transfers and matters related therewith may directly be addressed to the Registrar and Share Transfer Agents at the address given below:

Name : **Alankit Assignments Limited**
Address : Alankit House, 4E/2, Jhandewalan Extn., New Delhi-110 055
Telephone No : 011-42541955
Fax No. : 011-42540064

xi) Share Transfer System:

In accordance with the proviso to Regulation 40(1) of the Listing Regulations, transfers of shares of the Company shall not be processed unless the shares are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in various corporate actions. Now as per Amendment in SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2022, w.e.f. January 24, 2022, transmission or transposition of securities held in physical or dematerialized form shall be effected only in dematerialized form only.

Pursuant to Regulation 40(9) & 40(10) of the Listing Regulations, Certificate on yearly basis confirming due compliance with all pending Share Transfer formalities by the Company and Certificate for timely dematerialization of shares as per SEBI (Depositories and Participants) Regulations, 1996, have been submitted with stock exchanges.



xii) Distribution of Shareholding as on 31st March, 2022:

Share Held	31.03.2022			
	No. of Share holders	% of Share holders	No. of Shares held	% of Share holding
1-500	11625	83.98	1428395	2.91
501-1000	934	6.75	791090	1.61
1001-5000	911	6.58	2239022	4.56
5001-10000	153	1.11	1205539	2.45
10001 and above	220	1.59	92632950	88.48
TOTAL	13843	100	98296996	100

xiii) Dematerialization of shares and liquidity: As on 31st March, 2022 about 99.50% of the Company's equity paid-up capital had been dematerialized. Trading in equity shares of the Company at the Stock Exchange is permitted compulsorily in demat mode.

xiv) Commodity price risk or foreign exchange risk and hedging activities: The Company is not engaged in commodity trading, hedging or exchange risk management activities.

xv) Plant Locations: Not Applicable as company is not carrying any direct manufacturing activities. The products manufactured through contract manufacturing / OEMs.

xvi) Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity: The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments in the past and hence, as on March 31, 2022, the Company does not have any outstanding GDRs/ADRs/Warrants or any convertible instruments.

xvii) Categories of Shareholding as on 31st March 2022:

Category	Category of Shareholder	Number of Shareholders	Total Numbers of Shares	As a percentage
A	Shareholding of Promoter and Promoter Group			
	1. Indian	05	65538645	66.67
	2. Foreign	-	-	-
	Total Shareholding of Promoter and Promoter Group	05	65538645	66.67
B	Public Shareholding			
	1. Institutions	5	8300	0.01
	2. Non-institutions	13833	32750051	33.32
	Total Public Shareholding	13838	32758351	33.33
C	Non Promoter-Non-Public			
	C1. Shares underlying DRs	-	-	-



Category	Category of Shareholder	Number of Shareholders	Total Numbers of Shares	As a percentage
C2. Share held by Employee Trusts		-	-	-
Total (A+B+C)		13843	98296996	100

xviii) Address for Correspondence: The shareholders may send their communication grievances/ queries to the Registrar and Share Transfer Agents at their Address mentioned above or to the Company at:

Regd. Office:

W-39, Okhla Industrial Area, Phase II,
New Delhi-110 020

Mr. Vikas Jain, Company Secretary

Email-id for Investor Grievances: investor@swissmilitaryshop.com

xix) List of all credit ratings obtained by the Company along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad: Not Applicable.

9. Compliance Certificate on Corporate Governance:

Company has obtained a Certificate from the M/s. AM & Associates, Company Secretaries confirming compliance with the conditions of Corporate Governance as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Copy of the Certificate is attached to this report.

10. Compliance of Code of Conduct

As provided under Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company has laid down Code of Conduct for all the Board Members and Senior Management personnel of the Company. All the Board Members and senior management personnel have affirmed their compliance with the said Code of Conduct for the financial year ended 31st March, 2022. Declaration signed by Mr. Anuj Sawhney, Managing Director is attached to this report.

11. Disclosure with respect to Demat Suspense Account / Unclaimed Suspense Account

Particulars	No. of Shareholders
Aggregate no. of shareholders and the outstanding shares in the suspense account lying at the beginning of the year <i>(The Company had allotted equity shares pursuant to the rights issue as on 21st December 2021 and the status upon</i>	Aggregate no. of shareholders – 5 Outstanding shares - 940



Particulars	No. of Shareholders
<i>listing is mentioned instead of the status as at the beginning of the year)</i>	
No. of shareholders who approached listed entity for transfer of shares from suspense account during the year	NIL
No. of shareholders to whom shares were transferred from suspense account during the year	NIL
Aggregate no. of shareholders and the outstanding shares in the suspense account lying at the end of the year	Aggregate no. of shareholders – 5 Outstanding shares - 940
That the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares	940

12. CEO/CFO Certification

As required by Regulation 17(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the certificate duly certified by Mr. Anuj Sawhney, Managing Director and Mr. Vijay Kalra, Chief Financial Officer of the Company was placed before the Board at its meeting held on 12th November, 2022. This certificate is annexed to the report.

For and on behalf of the Board of Directors

Date: 12th November 2022
Place: New Delhi

Sd/-
Ashok Kumar Sawhney
Chairman
DIN : 00303519

Sd/-
Anuj Sawhney
Managing Director
DIN : 00471724



**CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE PURSUANT TO PART E OF SCHEDULE V OF
SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

To
The Members
Swiss Military Consumer Goods Limited

We have examined the compliance of conditions of Corporate Governance by Swiss Military Consumer Goods Limited for the financial year ended March 31, 2022, as stipulated under Regulations 17 to 27, clauses (b) to (i) of sub- regulation (2) of Regulation 46 and para C and D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated under Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and Para C, D and E of Schedule V to the Listing Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company. The compliance of conditions of Corporate Governance is the responsibility of the management of the Company. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

For AM & Associates

Company Secretaries
Peer Reviewed Unit No: S2010UP128200

Sd/-

(ANCHAL MITTAL)

Proprietor
M. No.- 7161/ C.P. No.- 7825
UDIN: - F007161D001248214

Date: October 15, 2022

Place: New Delhi



**SWISS
MILITARY**

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

To,
The Members
Swiss Military Consumer Goods Limited

Sub: Compliance with Code of Conduct

I hereby declare that all the Board members and Senior Management Personnel have affirmed compliance with the Code of Conduct of the Company as adopted by the Board of Directors.

Date: November 12, 2022
Place: New Delhi

Sd/-
Anuj Sawhney
(Managing Director)
DIN: 00471724



CEO/CFO CERTIFICATION

To
The Board of Directors
Swiss Military Consumer Goods Limited

We, Anuj Sawhney, Managing Director and Vijay Kalra, Chief Financial Officer of Swiss Military Consumer Goods Limited, to the best of our knowledge and belief certify that:

- a) We have reviewed the financial statements and cash flow statements for the year ended 31st March, 2022 and to the best of our knowledge and belief:
 - i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and
 - ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year ended 31st March, 2022 which are fraudulent, illegal or violate the company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the auditors and the Audit Committee:
 - i) significant changes in internal control over financial reporting during the year under reference;
 - ii) there are no significant changes in accounting policies during the year; and
 - iii) instance of significant fraud of which we have become aware and the involvement therein, if any, of the management or any employee having a significant role in the Company's internal control system over financial reporting;

Date: November 12, 2022
Place: New Delhi

Sd/-
Anuj Sawhney
Managing Director

Sd/-
Vijay Kalra
Chief Financial Officer



CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,
The Members of
Swiss Military Consumer Goods Limited
W-39, Okhla Industrial Area, Phase-II,
New Delhi-110020

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Swiss Military Consumer Goods Limited having **CIN L51100DL1989PLC034797** and having registered office at W-39, Okhla Industrial Area, Phase-II, New Delhi- 110020 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors of the Company as stated below for the Financial Year ending on 31st March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in company
1	Ashok Kumar Sawhney	00303519	04/09/2021
2.	Anuj Sawhney	00471724	23/09/2020
3.	Ashita Sawhney	08612232	23/09/2020
4.	Surendra Kumar Bhagat	09365562	23/10/2021
5.	Rajesh Tuteja	08952755	23/10/2021
6.	Chirag Gupta	09040722	27/01/2021



Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For V K SINGH & CO
(Company Secretaries)

Sd/-
(Vikash Kumar Singh)
PROPRITOR
C.P. NO. 15806

Date: April 18, 2022
Place: New Delhi
UDIN: A042789D000152360



Management Discussion & Analysis

Global Economic Overview

Global growth is forecast to slow from 6.0 percent in 2021 to 3.2 percent in 2022 and 2.7 percent in 2023. This is the weakest growth profile since 2001 except for the global financial crisis and the acute phase of the COVID-19 pandemic and reflects significant slowdowns for the largest economies: a US GDP contraction in the first half of 2022, a euro area contraction in the second half of 2022, and prolonged COVID-19 outbreaks and lockdowns in China with a growing property sector crisis. About a third of the world economy faces two consecutive quarters of negative growth. Global inflation is forecast to rise from 4.7 percent in 2021 to 8.8 percent in 2022 but to decline to 6.5 percent in 2023 and to 4.1 percent by 2024. Upside inflation surprises have been most widespread among advanced economies, with greater variability in emerging market and developing economies.

Global Growth Outlook Projections (in %):

Country/Group	Projections		
	2021	2022	2023
World Output	6.0	3.2	2.7
Advanced Economies	5.2	2.4	1.1
United States	5.7	1.6	1.0
Euro Area	5.2	3.1	0.5
Japan	1.7	1.7	1.6
United Kingdom	7.4	3.6	0.3
Canada	4.5	3.3	1.5
Other Advanced Economies	5.3	2.8	2.3
Emerging Markets and Developing Economies	6.6	3.7	3.7
Emerging and Developing Asia	7.2	4.4	4.9
China	8.1	3.2	4.4
India*	8.7	6.8	6.1
ASEAN-5	3.4	5.3	4.9
Emerging and Developing Europe	6.8	0.0	0.6
Russia	4.7	-3.4	-2.3
Latin America and the Caribbean	6.9	3.5	1.7
Middle East and Central Asia	4.5	5.0	3.6
Sub-Saharan Africa	4.7	3.6	3.7
Emerging Market and Middle-Income Economies	6.8	3.6	3.6
Low-Income Developing Countries	4.1	4.8	4.9

*For India, data and forecasts are presented on a fiscal year basis. For the October 2022 WEO Update, India's growth projections are 6.8% in 2022 and 6.1% in 2023.



Source: IMF, World Economic Outlook, October 2022.

Advanced Economies Group:

For advanced economies, growth is projected to slow from 5.2 percent in 2021 to 2.4 percent in 2022 and 1.1 percent in 2023. With the slowdown gathering strength, growth is revised down compared with the July WEO *Update* (by 0.1 percentage point for 2022 and 0.3 percentage point for 2023). The projected slowdown and the downgrades are concentrated in the US and European economies.

Growth in the *United States* is projected to decline from 5.7 percent in 2021 to 1.6 percent in 2022 and 1.0 percent in 2023, with no growth in 2022 on a fourth-quarter-over-fourth-quarter basis. Growth in 2022 has been revised down by 0.7 percentage point since July, reflecting the unexpected real GDP contraction in the second quarter. Declining real disposable income continues to eat into consumer demand, and higher interest rates are taking an important toll on spending, especially spending on residential investment.

In the *euro area*, the growth slowdown is less pronounced than that in the United States in 2022 but is expected to deepen in 2023. Projected growth is 3.1 percent in 2022 and 0.5 percent in 2023. There is an upward revision of 0.5 percentage point since July for 2022, on account of a stronger-than-projected second-quarter outturn in most euro area economies, and a downward revision of 0.7 percentage point for 2023. In Italy and Spain, a recovery in tourism-related services and industrial production in the first half of 2022 has contributed to projected growth of 3.2 percent and 4.3 percent, respectively, in 2022. However, growth in both countries is set to slow sharply in 2023, with Italy experiencing negative annual growth. Projected growth in 2022 is lower in France, at 2.5 percent, and in Germany, at 1.5 percent, and the slowdown in 2023 is especially sharp for Germany, with negative annual growth. Weak 2023 growth across Europe reflects spillover effects from the war in Ukraine, with especially sharp downward revisions for economies most exposed to the Russian gas supply cuts, and tighter financial conditions, with the European Central Bank having ended net asset purchases and rapidly raising policy rates by 50 basis points in July 2022 and 75 basis points in September 2022. At the same time, a number of factors have contributed to a less rapid near-term slowdown than in the United States, including policy interest rates at still lower levels and, in a number of European economies, NextGenerationEU funds supporting economic activity.

Emerging Market and Developing Economies Group:

Growth in the emerging market and developing economy group is expected to decline to 3.7 percent in 2022 and remain there in 2023, in contrast to the deepening slowdown in advanced economies. The forecast for 2022 is modestly upgraded from the July forecast, reflecting a smaller-than-expected contraction in emerging and developing Europe.

In *emerging and developing Asia*, growth is projected to decline from 7.2 percent in 2021 to 4.4 percent in 2022 before rising to 4.9 percent in 2023, with a 0.2 percentage point and 0.1 percentage point downgrade since July for 2022 and 2023, respectively. The revisions reflect the downgrade for growth in *China*, to 3.2 percent in 2022 (the lowest growth in more than four decades, excluding the initial COVID-19 crisis in 2020). COVID-19 outbreaks and lockdowns in multiple localities, as well as the



worsening property market crisis, have held back economic activity in China, although growth is expected to rise to 4.4 percent in 2023. The outlook for *India* is for growth of 6.8 percent in 2022—a 0.6 percentage point downgrade since the July forecast, reflecting a weaker-than-expected outturn in the second quarter and more subdued external demand—and 6.1 percent in 2023, with no change since July. For the Association of Southeast Asian Nations (ASEAN)-5 economies, projected growth in 2023 is revised down to reflect mainly less favourable external conditions, with slower growth in major trading partners such as China, the euro area, and the US; the decline in household purchasing power from higher food and energy prices; and in most cases, more rapid monetary policy tightening to bring inflation back to target.

In *emerging and developing Europe*, growth is projected at 0.0 percent in 2022 and 0.6 percent in 2023, with a 1.4 percentage point upgrade for 2022 and a 0.3 percentage point downgrade for 2023, compared with the July forecast. The economic weakness reflects -3.4 percent and -2.3 percent projected growth in Russia in 2022 and 2023 and a forecast contraction of 35.0 percent in Ukraine in 2022, as a result of the war in Ukraine and international sanctions aimed at pressuring Russia to end hostilities. The contraction in Russia's economy is less severe than earlier projected, reflecting resilience in crude oil exports and in domestic demand with greater fiscal and monetary policy support and a restoration of confidence in the financial system.

In *sub-Saharan Africa*, the growth outlook is slightly weaker than predicted in July, with a decline from 4.7 percent in 2021 to 3.6 percent and 3.7 percent in 2022 and 2023, respectively - downward revisions of 0.2 percentage point and 0.3 percentage point, respectively. This weaker outlook reflects lower trading partner growth, tighter financial and monetary conditions, and a negative shift in the commodity terms of trade.

Policies with Immediate Impact:

- 1) **Fighting Inflation:** The priority must be to tackle inflation, normalize central bank balance sheets, and raise real policy rates above their neutral level fast enough and for long enough to keep inflation and inflation expectations under control. Fiscal policy also needs to support monetary policy in softening demand in economies with excess aggregate demand and overheating labour markets. Without price stability, any gains from future growth are at risk of being eaten up by a renewed cost-of-living squeeze. Yet taming inflation will come at a cost: unemployment will rise and wages will decline as monetary policy tightens.
- 2) **Monetary and fiscal policy coordination:** Following a broad loosening of public purse strings during the pandemic, tightening is expected in 2022 and 2023. However, in a number of countries, fiscal policy is expected to loosen, potentially boosting aggregate demand and offsetting monetary policy's disinflationary effect. Fiscal consolidation can also send a powerful signal that policymakers are aligned in their fight against inflation. Countries will need to make difficult choices in the composition of spending, given the need to keep a tight fiscal stance. For example, the cost-of-living crisis may put pressure on governments to approve above-inflation public sector pay deals. Without fiscal



contraction elsewhere, and with tight supply, unfunded government spending increases or tax cuts will only push inflation up further and make monetary policymakers' jobs harder.

- 3) **Protecting the vulnerable during the adjustment:** As the cost of living continues to rise, policymakers will need to protect the most vulnerable members of society from the impact of higher prices. Poorer households often spend relatively more than others on food, heating, and fuel: categories that have seen particularly steep price increases. In countries lacking well-developed safety nets, governments should look to extend any already active programs. In general, broad price caps or food and energy subsidies should be avoided, as they increase demand while diminishing or removing supply incentives. This can result in rationing and an unbridled underground economy. Moreover, such programs are often expensive and regressive, funnelling public cash to those who consume the most rather than to those with the greatest need.

- 4) **Warding off pandemic risks:** COVID-19 continues to have long-lasting effects on the global economy. Even though many of the new variants are less deadly than early ones, they continue to have considerable economic impact. Although strict lockdowns are increasingly rare, the disease continues to cause economic disruption, as businesses may struggle to adapt to unpredictable absences when workers or their family members fall sick. As the virus persists and continues to evolve, ensuring equitable access to a comprehensive toolkit of vaccines, tests, and treatments worldwide is the best strategy not only to save lives, but also to reduce a key source of uncertainty holding back the global recovery. Regarding vaccinations, the primary focus should be on fully vaccinating the most clinically vulnerable populations. Ongoing investments in research, disease surveillance, and health systems will also be needed to keep a broad set of tools updated as the virus evolves. The impact of the pandemic is perhaps most keenly felt in China, where intermittent lockdowns in parts of the country have continued to affect economic activity. Temporary disruptions to domestic logistics and supply chains during the largest outbreaks, besides being a drag on private consumption, have hit the country's manufacturers, adding to existing pressures on global supply chains. The recurring outbreaks stress the importance of paving the way for a safe exit from China's zero-COVID strategy, including by adding to the country's successful vaccination campaign, especially for the under vaccinated elderly.

Indian Economic Overview

The Indian economy has fully recovered to the pre-pandemic real GDP level of 2019-20, according to the provisional estimates of GDP released on May 31, 2022. India has emerged as the fastest-growing major economy in the world, and is expected to be one of the top three economic players globally over the next 10-15 years, backed by its robust democracy and strong partnerships.

Real GDP or Gross Domestic Product (GDP) at Constant (2011-12) Prices in Q1 2022-23 is estimated to attain a level of ₹36.85 lakh crore, as against ₹32.46 lakh crore in Q1 2021-22, showing a growth of 13.5%.

Nominal GDP or GDP at Current Prices in Q1 2022-23 is estimated at ₹ 64.95 lakh crore, as against ₹ 51.27 lakh crore in Q1 2021-22, showing a growth of 26.7%.

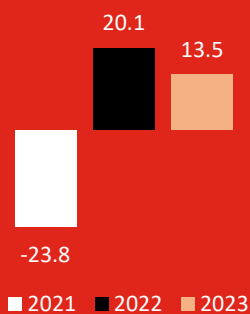
GDP per capita
US \$2,321.104

Unemployment
6.5%

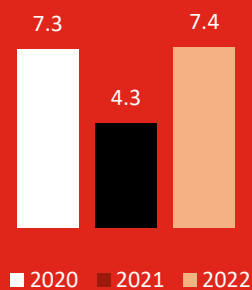
Main Exports
Engineering
Petroleum
Gems & Jewellery
Chemicals

PE/VC Investments
(August 2022)
US \$2.2 Billion

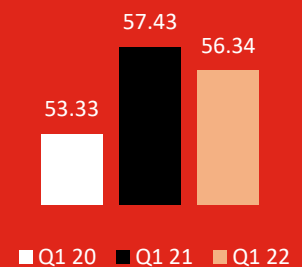
Q1 Estimates of GDP



September Inflation Rates



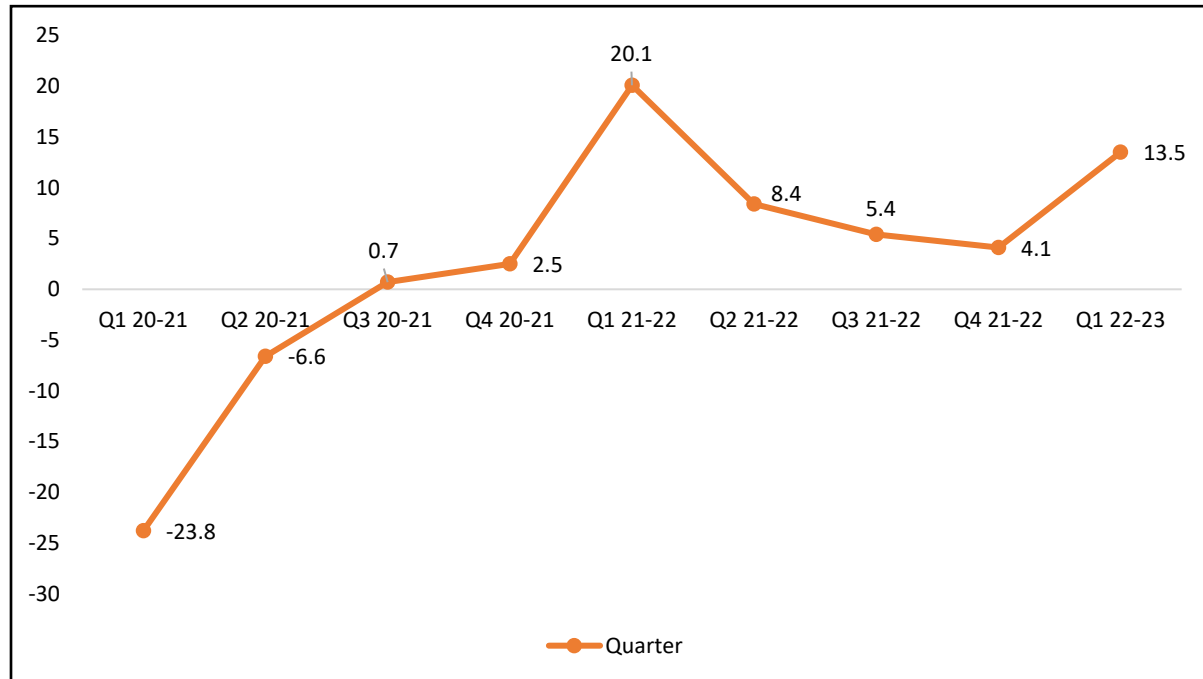
India's Government Debt (% of GDP)



India reports data on a fiscal year basis with each period starting April 1



Sequential growth in GDP at constant prices (in %)



Source: MOSPI

The provisional estimates released by National Statistical Office (NSO) show real GDP in Q1 of 2022-23 going past nearly 4 per cent of the pre-pandemic real GDP level of Q1 of 2019-20. In the next three quarters of the current year, India's real GDP needs to grow by (only) 5.4 per cent on average every quarter to achieve the growth rate of 7.2 per cent in 2022-23 as projected by the RBI.

Source: https://www.ibef.org/download/1664786994_Monthly-Economic-Review-August%202022_3.pdf

In September 2022, the following key frequency indicators highlighted improved performances:

- 1) Private consumption stood at 57.5% of the nominal GDP in FY 2021-22, indicating that it is becoming a macro growth driver.
- 2) According to data released by the Ministry of Statistics & Programme Implementation (MoSPI), India's Consumer Price Index (CPI) based retail inflation reached 7% in August 2022.
- 3) In August 2022, the Manufacturing Purchasing Managers' Index (PMI) in India stood at 49.3.
- 4) PMI Services remained comfortably in the expansionary zone at 58.2 in August 2022.
- 5) In July 2022, the overall IIP (Index of Industrial Production) stood at 134.6. The Indices of Industrial Production for the mining, manufacturing and electricity sectors stood at 101.1, 135.2 and 188.9, respectively, in July 2022.



- 6) In July 2022, the combined index of eight core industries stood at 140.7, driven by production of coal, refinery products, fertilizers, steel, electricity and cement industries.
- 7) In August 2022, the gross Goods and Services Tax (GST) revenue collection stood at Rs. 143,612 crore (US\$ 17.53 billion).
- 8) In August 2022, UPI transactions were valued at Rs. 10.73 lakh crore (US\$ 130.98 billion) compared to Rs. 10.62 lakh crore (US\$ 129.75 billion) in July 2022.
- 9) Merchandise exports in August 2022 stood at US\$ 33 billion.
- 10) In 2022, (until September 28, 2022), Foreign Portfolio Investment (FPI) outflows stood at Rs. 166,076 crore (US\$ 20.28 billion).
- 11) In the second half of February through March 2022 (up to March 13), daily liquidity absorptions under the liquidity adjustment facility (LAF) averaged Rs. 8.4 lakh crore (US\$ 111.27 billion), up from Rs. 7.4 lakh crore (US\$ 98.02 billion) in the second fortnight of January to mid-February 2022.
- 12) As of April 22, 2022, reserve money stood at Rs. 4,002,311 crore (US\$ 523.6 billion).
- 13) In FY 2021-22, India received a total of US\$ 58.77 billion in foreign direct investment.
- 14) As of September 16, 2022, India's foreign exchange reserves stood at US\$ 545,652 million.
- 15) According to RBI:
 - a) Bank credit stood at Rs. 123.69 trillion (US\$ 1.51 trillion) as of July 29, 2022.
 - b) Credit to non-food industries stood at Rs. 123.36 trillion (US\$ 1.51 trillion) as of July 29 2022.

In the second quarter of FY 2022-23, the growth momentum of the first quarter was sustained, and high-frequency indicators (HFIs) performed well in July and August of 2022. India's comparatively strong position in the external sector reflects the country's generally positive outlook for economic growth and rising employment rates. India ranked fifth in foreign direct investment inflows among the developed and developing nations listed for the first quarter of 2022. Despite the continued global slowdown, India's exports climbed at the second highest rate this quarter. In August 2022, CPI-C inflation was 7.0%, down from 7.8% in April 2022. Similarly, WPI inflation has decreased from 15.4% in April 2022 to 12.4% in August 2022. With a proactive set of administrative actions by the government, flexible monetary policy, and a softening of global commodity prices and supply-chain bottlenecks, inflationary pressures in India look to be on the decline overall.

Between April 2000-June 2022, cumulative FDI equity inflows to India stood at US\$ 604,996 million. The central government finances registered improved performances. In the review period, the corporation tax recorded 91.6% YoY growth. Between April 2021 and October 2021, custom revenue collection registered 122.3% YoY growth, and the IGST collection to the Centre increased by 40% YoY, primarily due to the recovery of economic activities. Net collections of direct taxes in FY 2021-22 (until March 16,

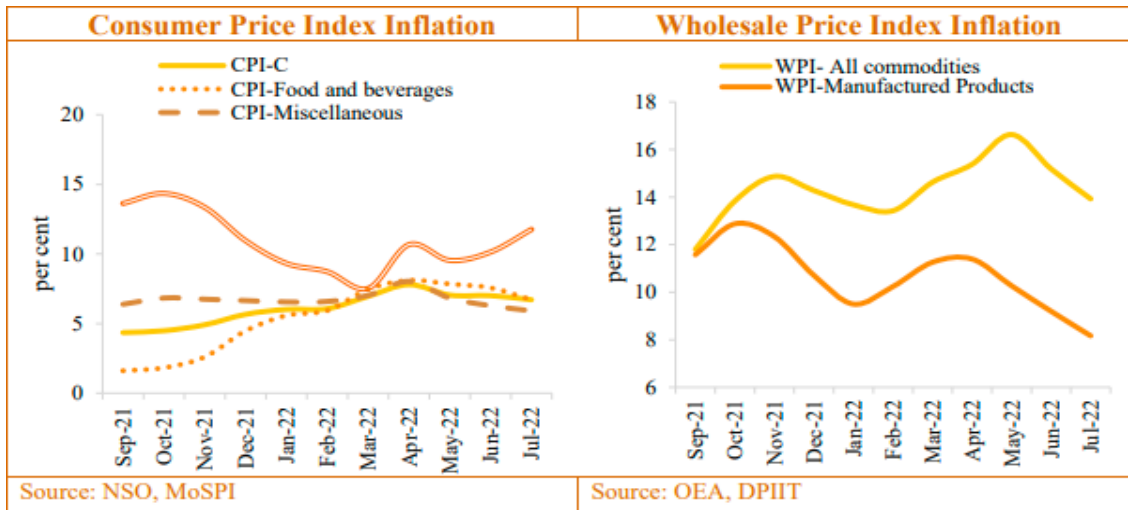


2022) stood at Rs. 13.63 trillion (US\$ 175.83 billion) compared to Rs. 9.18 trillion (US\$ 118.42 billion) in FY 2020-21.

Source: <https://www.ibef.org/economy/monthly-economic-report>

Consumer Price Index:

The sequential decline in CPI-C inflation in recent months has also helped moderate business inflation expectations further. Results from the July round of the IIM Ahmedabad's Business Inflation Expectations Survey (BIES) have shown that the one-year ahead business inflation expectations have further declined by 34 bps from 5.17 per cent in June to 4.83 per cent in July, dropping below 5 per cent first time in 17 months, after peaking to 6.12 per cent in March 2022. The recent decline in commodity prices and easing of supply chains are also reflected in the cost perceptions data indicating easing cost pressures. The proportion of firms in the survey expecting significant cost increases has come down from June 2022 round.



Source: https://www.ibef.org/download/1664786994_Monthly-Economic-Review-August%202022_3.pdf

Road Ahead

Despite continuing geopolitical concerns, rising interest rates in the US and India and high prices of crude oil and few other commodities, economic activity in India is holding up better than anticipated. Electricity consumption, manufacturing PMI, exports, power supply and other high-frequency indicators indicate that the pace of economic activity has fully recovered from the COVID-19 pandemic shock. Economic growth is anticipated to be fueled by the effective implementation of PLI schemes, development of renewable energy sources while diversifying import dependence on crude oil and bolstering of the banking sector.

Recent government initiatives to boost revenue will aid in containing the rise in the current account deficit and ensure that any potential fiscal slippage is adequately contained. Overall, the first ten days



of July and June were better than the first two months of FY 2022–23, which is a cause for comfort and even cautious optimism in these testing times. According to a Boston Consulting Group (BCG) analysis, India is expected to be the third-largest consumer economy as its consumption may quadruple to US\$ 4 trillion by 2025 due to changes in consumer behaviour and spending patterns.

By 2040, India is anticipated to overtake the US to become the second-largest economy in terms of purchasing power parity (PPP), according to a report by PricewaterhouseCoopers.

Source: <https://www.ibef.org/economy/indian-economy-overview>

Men's Innerwear Industry

Executive Summary

Men's increasing awareness of health and fitness, as well as personal hygiene, is influencing them to spend money on high-quality undergarments. Men's underwear sales are consistently increasing as a result of glitzy promotional campaigns and celebrity endorsements.

Source: <https://www.databridgemarketresearch.com/reports/global-mens-underwear-market>

The most popular type of men's underwear is boxer briefs. Boxer briefs are available in a variety of materials, including cotton, polyester, and spandex.

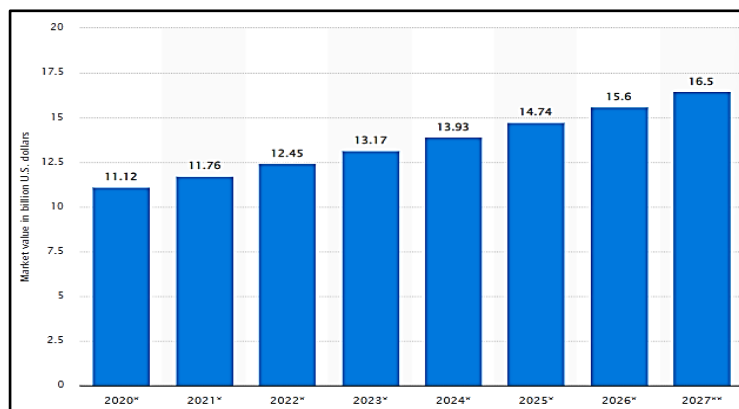
Another popular type of men's underwear is trunks. These are similar to boxer briefs, but they are shorter in length. Trunks are a good option if you want something that is more comfortable to wear in the summer.

Briefs are the traditional style of men's underwear. Briefs are available in a variety of materials, including cotton, polyester, and spandex.

Source: <https://www.globalinsightservices.com/reports/mens-underwear-market/>

Global Men's Innerwear Market:

In 2020, the value of the global men's underwear market amounted to about 11.12 billion U.S. dollars. The value of the global men's intimates market was expected to rise to 16.5 billion U.S. dollars by 2027.



Source: <https://www.statista.com/statistics/1058025/mens-underwear-market-value-worldwide/>



India: Men's Innerwear Market

The men's innerwear market is currently valued at Rs 11,000 crore and is expected to grow at a CAGR of 7 percent to reach Rs 21,800 crore by 2028. It contributes 7 percent of the total men's apparel market. The market is dominated by numerous small-scale players that cater to ~60-65 percent of the total demand.

Source: <https://indiancompanies.in/apparel-industry-in-india-garment-sector/>

Key Trends

Here are some of the key trends in men's underwear:

- 1) Performance-based underwear: More and more men are looking for underwear that can meet their specific needs, whether it be for sport, work or every day wear. As a result, there has been a surge in the popularity of performance-based underwear, which is designed to offer support, comfort and breathability.
- 2) Sustainable materials: An increasing number of men are looking for underwear that is made from sustainable materials, such as bamboo or organic cotton. This is in response to the growing awareness of the environmental impact of the fashion industry.
- 3) Innovative designs: There has been a trend towards more innovative and unusual designs in men's underwear in recent years. This includes everything from prints and patterns to new cuts and silhouettes.
- 4) High-tech fabrics: A new generation of high-tech fabrics is being used in men's underwear, such as moisture-wicking and anti-odour fabrics. These fabrics offer improved comfort and performance, and are ideal for active men.
- 5) Premium brands: There is a growing demand for premium men's underwear brands that offer high-quality products at a higher price point. These brands are often seen as a status symbol, and are popular with affluent men.

Source: <https://www.globalinsightservices.com/reports/mens-underwear-market/>

Key Drivers

1) Manufacturers are focusing on the development of comfortable and personalised product patterns

Growing awareness about the use of various fabrics and their benefits is a key factor influencing market growth. Polyester, rayon, silk, cotton, and nylon are some of the fabrics used in men's underwear. Manufacturers are focusing on developing comfortable and personalised product patterns and designs such as C-strings, jockstraps, thongs, tanga, and others to cater to changing consumer needs.



2) Growing product visibility through retail and digital marketing

Major market players are investing in marketing their product lines through various social media platforms and celebrity endorsement, which will help companies create an impressive brand image, gaining a competitive advantage and prospects for increased sales. Product visibility is increasing as the penetration of modern retail formats such as supermarkets, discount stores, and pharmacy stores grows. Furthermore, the availability of a wide range of products related to intimate apparel for men at discounted prices is fuelling online shopping trends, allowing the men's underwear market to grow.

Opportunity

Millennials are the most important customers in the male underwear market because they are more willing to try unique and novel products than other customers. The demand for innovative underwear products with distinct design, material, and colour is growing among millennials, creating a lucrative opportunity for manufacturers. Customers are more likely to buy new products than traditional ones, so the introduction of innovative underwear products in various designs and patterns is expected to influence their purchasing decisions.

Restraints & Challenges

Men's underwear market growth is being hampered by high levels of competition and an unorganised market in developing countries.

Source: <https://www.databridgemarketresearch.com/reports/global-mens-underwear-market>

One of the biggest challenges facing the underwear market is the commoditization of products. With so many brands and products available, it can be difficult for consumers to differentiate one from another. As a result, many brands are forced to compete on price, which can erode margins and profitability.

In addition, the underwear market is highly seasonal, with the majority of sales occurring in the lead-up to the winter holidays. This can make it difficult for brands to maintain momentum and generate sales throughout the year.

Finally, the underwear market is also being impacted by changing consumer preferences. An increasing number of consumers are seeking out more comfortable, functional and stylish underwear options. This is driving demand for new product innovations, such as boxer briefs and trunks. Source: <https://www.globalinsightservices.com/reports/mens-underwear-market/Home Appliances Market Executive Summary>



Home Appliances Market

Executive Summary

The home appliance industry, which includes electrical or mechanical devices used in a household, is a multi-billion dollar industry with global retail sales of major and small appliances amounting to more than 420 billion U.S. dollars in 2020. The overall appliances market is forecast to grow further over the next few years to more than 500 billion U.S. dollars in value by 2023.

GLOBAL HOUSEHOLD APPLIANCES RETAIL SALES 2021

448bn USD

MAJOR HOME APPLIANCES UNIT SHIPMENTS

668m

SMALL KITCHEN APPLIANCES REVENUE WORLDWIDE

117bn USD

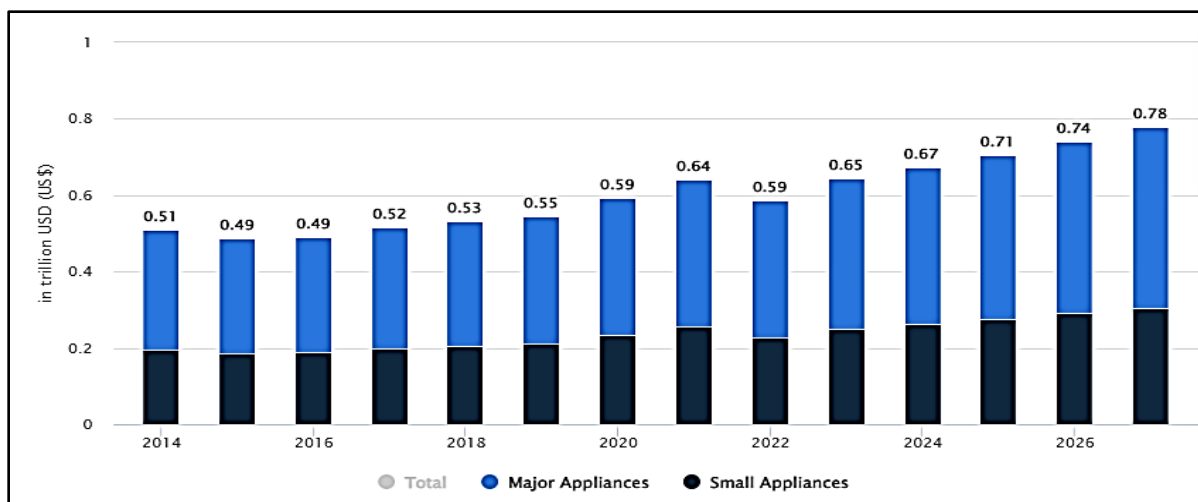
Household Appliances Market Segment

The home appliance industry is divided into two main sectors: major domestic appliances and small domestic appliances. The first category includes large machines used at home, such as refrigerators, freezers, stoves, dryers, and washing machines. [Sales of major appliances](#) make up most of the overall home appliances market, with retail sales of more than 300 billion U.S. dollars and close to 700 million [units shipped](#) annually.

The second category, small domestic appliances, includes products such as food processors, toasters, and coffee makers, to name a few. The [global market revenue of small kitchen appliances](#) is projected to exceed the 100 billion dollar mark consistently over the next few years.

Global Home Appliances Market

Revenue in the Household Appliances market amounts to US\$0.59tn in 2022. The market is expected to grow annually by 5.77% by 2027. The market's largest segment is the Major Appliances with a market volume of US\$0.36tn in 2022. In the Household Appliances market, 28.8% of total revenue will be generated through online sales by 2022.





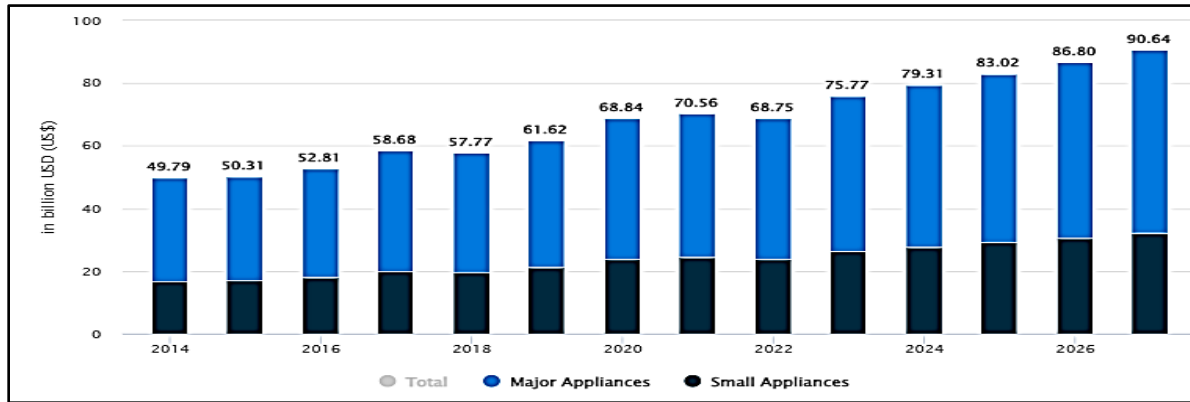
Notes: Data shown is using current exchange rates and reflects market impacts of the Russia-Ukraine war.

Most recent update: Jun 2022

Source: <https://www.statista.com/outlook/cmo/household-appliances/worldwide>

India: Home Appliances Market

Revenue in the Household Appliances market amounts to US\$68.75bn in 2022. The market is expected to grow annually by 5.68% by 2027. The market's largest segment is the segment Major Appliances with a market volume of US\$45.00bn in 2022. In relation to total population figures, per person revenues of US\$48.88 are generated in 2022. In the Household Appliances market, 2.9% of total revenue will be generated through online sales by 2022.



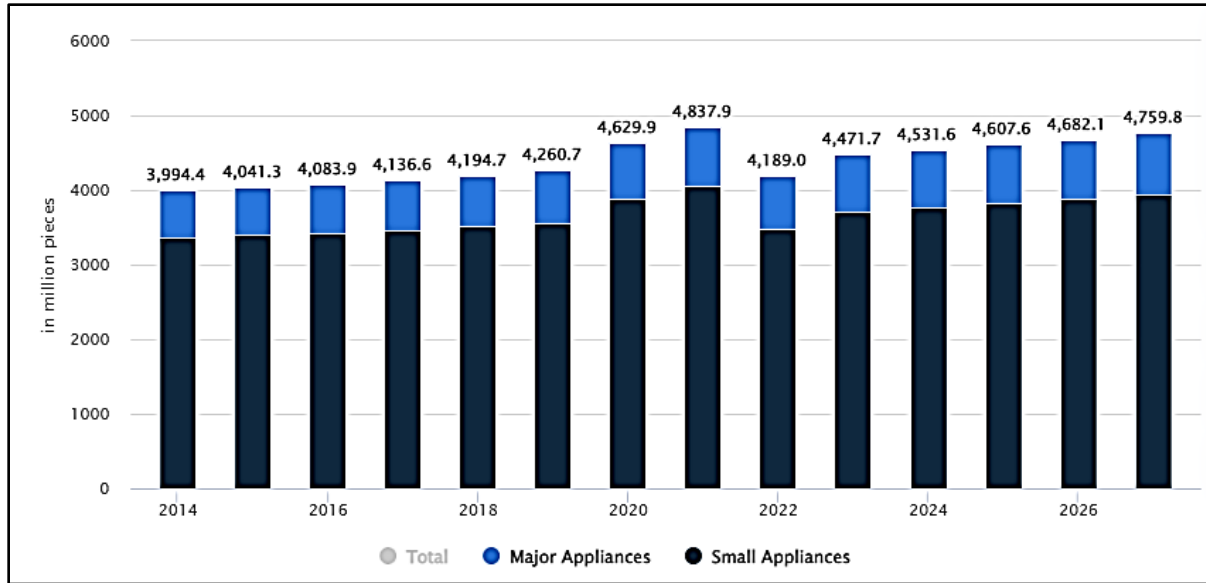
Notes: Data shown is using current exchange rates and reflects market impacts of the Russia-Ukraine war.

Most recent update: Jun 2022

Source: <https://www.statista.com/outlook/cmo/household-appliances/india#revenue>

Global Household Appliances Volume per Person

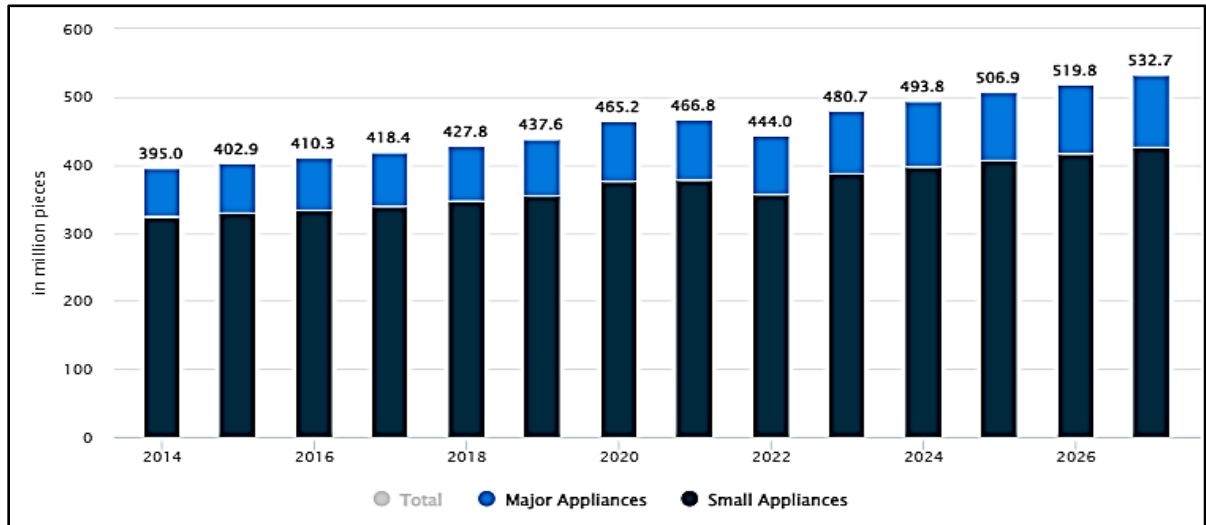
The average volume per person in the Household Appliances market is expected to amount to 0.6 pieces in 2022. In the Household Appliances market, volume is expected to amount to 4,759.8m pcs by 2027. The Household Appliances market is expected to show a volume growth of 6.8% in 2023.



Source: <https://www.statista.com/outlook/cmo/household-appliances/worldwide>

India: Home Appliances Volume per Person

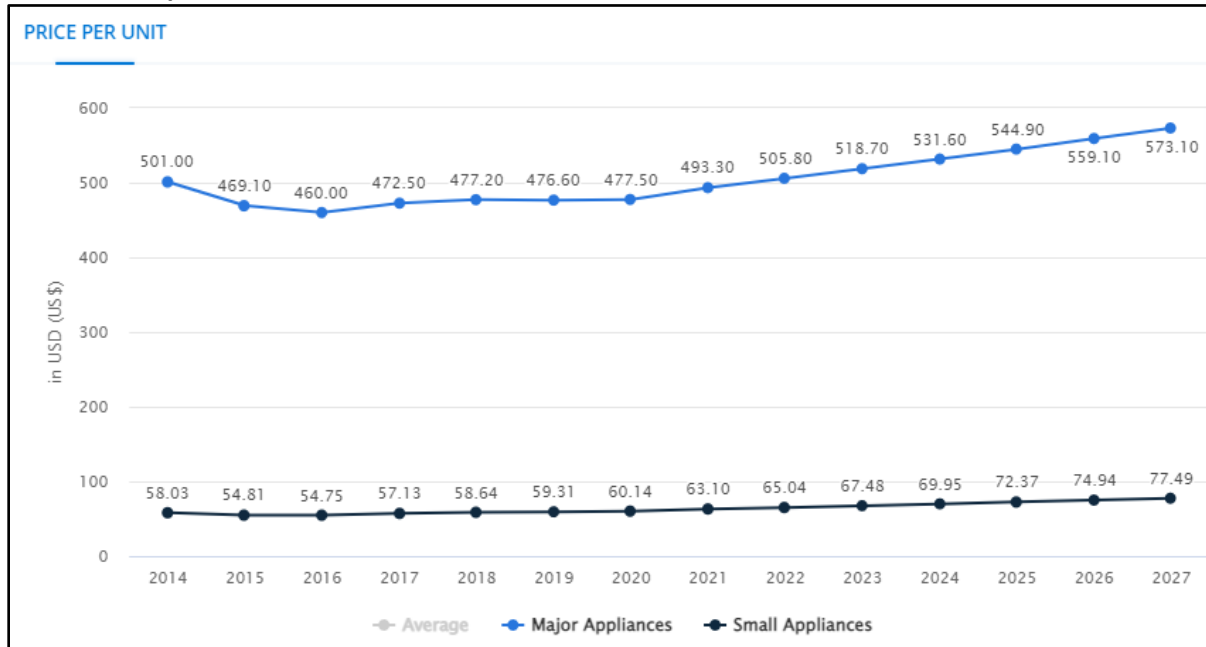
In the Household Appliances market, volume is expected to amount to 532.7m pcs. by 2027. The Household Appliances market is expected to show a volume growth of 8.3% in 2023. The average volume per person in the Household Appliances market is expected to amount to 0.3 pieces in 2022.



Source: <https://www.statista.com/outlook/cmo/household-appliances/india#revenue>

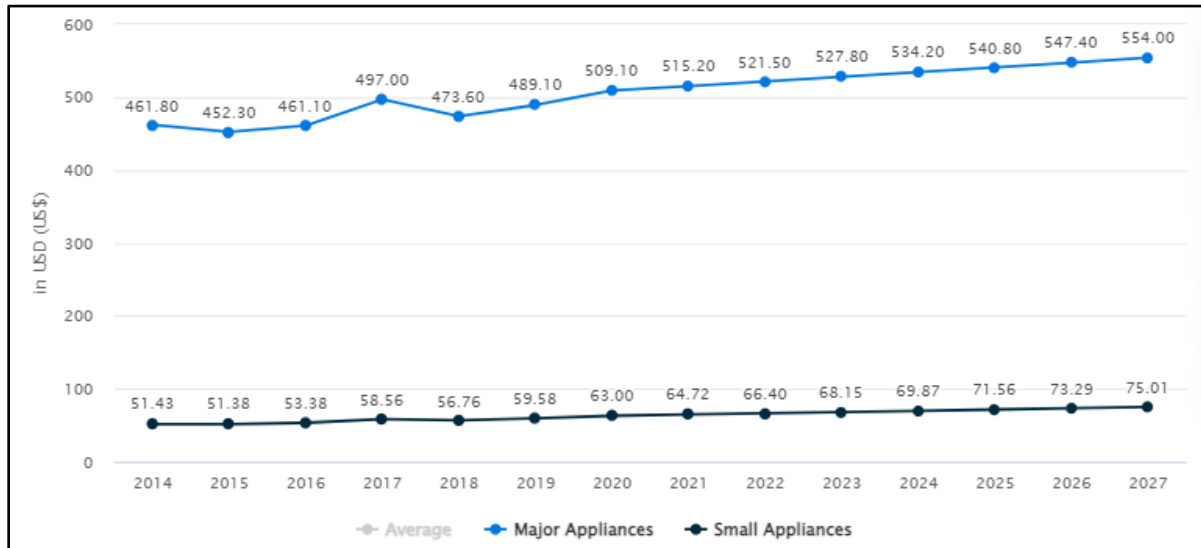


Global: Price per Unit



Source: <https://www.statista.com/outlook/cmo/household-appliances/worldwide>

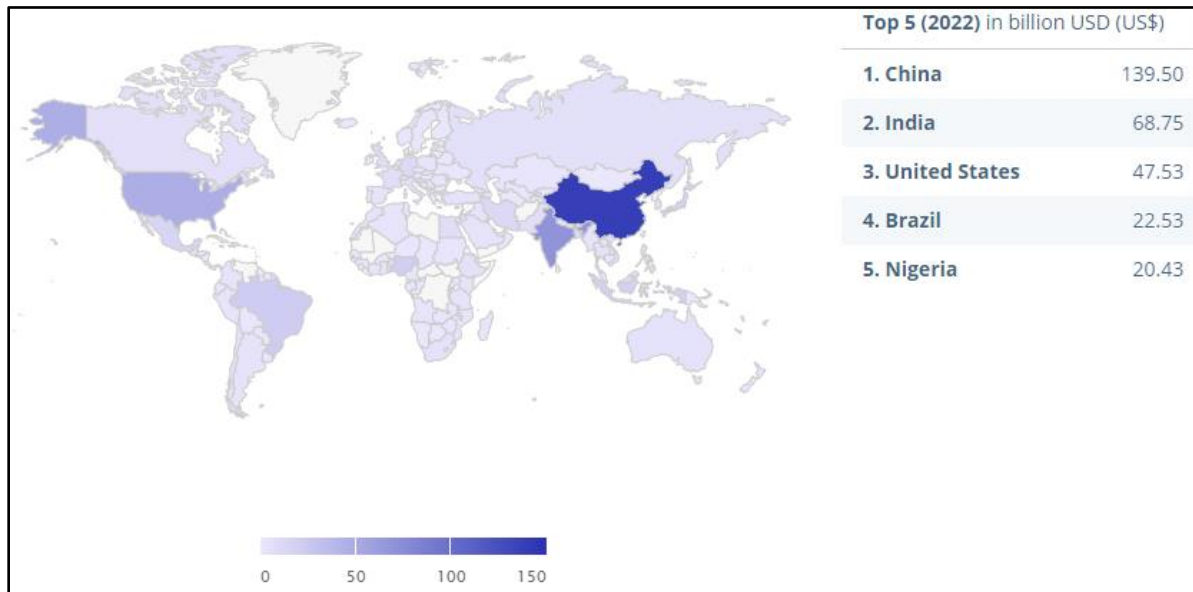
India: Price per Unit



Source: <https://www.statista.com/outlook/cmo/household-appliances/india#revenue>



Revenue Comparison



Source: <https://www.statista.com/outlook/cmo/household-appliances/worldwide>

Major Factors Driving the Growth of the Home Appliance Market

Increased technological development, rapid urbanization, housing market expansion, rise in per capita income, improved living standards, the surge in demand for comfort in household chores, shift in consumer lifestyle, and rise in the number of smaller households are the main factors propelling the global home appliance market.

Additionally, customer preference for eco-friendly and energy-efficient appliances contributes to the home appliance market expansion. In addition, factors like government programs for energy-efficient appliances are anticipated to make it easier for people to adopt them in the coming years.

Trends Influencing the Growth of the Home Appliances Market

The rapid increase in the standard of living is expected to drive the growth of the home appliance market. The rapid industrialization and rise in disposable money have made comfort and convenience necessary.

Another innovation that is popular right now is the integration of all kitchen appliances into modular kitchens. Families want built-in kitchen appliances, particularly in metropolitan locations, such as a cooktop that combines gas and induction. Appliances for the kitchen can be integrated completely or only partially. Integration of kitchen appliances improves the aesthetics of the space in addition to making it more energy-efficient. This factor is expected to further drive the growth of the home appliance market.

Source: <https://www.prnewswire.com/in/news-releases/home-appliance-market-will-reach-usd-282150-million-by-2028-with-a-cagr-of-4-4-valuation-reports->



[821895283.html#:~:text=Increased%20technological%20development%2C%20rapid%20urbanization,factors%20propelling%20the%20global%20home](https://www.swissmilitaryshop.com/821895283.html#:~:text=Increased%20technological%20development%2C%20rapid%20urbanization,factors%20propelling%20the%20global%20home)

Luggage and Travel Gear Industry

Global Luggage and Travel Gear Industry

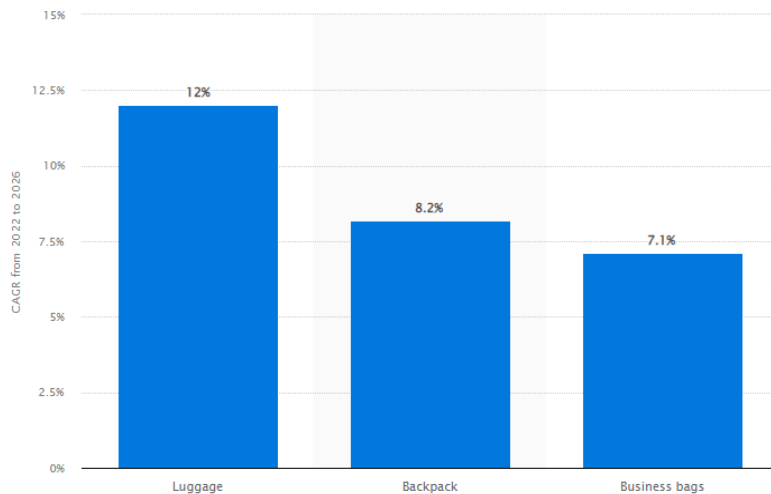
The global travel bags market size reached US\$ 16.2 Billion in 2021. The market is expected to reach US\$ 23.2 Billion by 2027, exhibiting a growth rate (CAGR) of 6.32% during 2022-2027.

Travel bags are a type of travel gear that is used by explorers, trekkers, tourists and travellers to carry their clothes and other belongings. Duffel bags, wheeled backpacks, rolling luggage, weekenders, totes, and travel packs are the most common types of travel bags available in the market. The hard-side variants are manufactured using materials such as polypropylene, polycarbonate and acrylonitrile-butadiene-styrene (ABS) and are suitable for carrying electronic gadgets and fragile products. On the other hand, the durable and light-weight soft-side variants are manufactured using nylon, polyester, cotton, leather and vinyl. These travel bags are available in a variety of sizes, patterns and colors and can be customized according to the consumers' demands.

GLOBAL LUGGAGE MARKET VALUE 16bn USD
LUGGAGE AND BAGS MARKET REVENUE IN THE U.S. 24.4bn USD
TRAVEL SHARE OF LUGGAGE MARKET 44.4%

Market Trends and Drivers

The CAGR for luggage market's sales are expected to grow at 12%, for Backpack segment at 8.2% whereas for Business Bags segment is expected to grow at 7.1% between 2022 and 2026.



Source: www.statista.com



The growing tourism industry, along with rapid urbanization across the globe, currently represents as one of the key factors driving the growth of the market. Furthermore, consumers are now more inclined to spend on premium and luxury travel bags to keep up with the ever-changing trends. Various product innovations, such as the launch of visually appealing and creative designs, along with eco-friendly variants, are also creating a positive outlook for the market. Consumers are increasingly adopting luggage and travel bags, which are made using natural and organic fabric dyes, organic canvas, recycled leather and other eco-friendly materials. Other factors, including aggressive promotional activities by brands and the development of the online retailing market that provides a hassle-free shopping experience to the customers while displaying a wide range of options to choose from, are projected to drive the market further.

Source: www.imarcgroup.com

Indian Luggage and Travel Gear Industry

The luggage industry in India is estimated at Rs 4,000-7,000 crore with organized players accounting for about 40% of the industry.

Over the last few years, the industry has grown consistently, aided by rising personal income levels, changing lifestyles, growing middle-class, availability of low-cost airfares, and diverse travel packages. Growing convenience of online shopping has led to a major shift in consumer preferences towards the purchase of travel bags and other luggage bags through e-commerce platforms. Since the COVID-19 pandemic prompted majority of the population to sit at home owing to travel restrictions and lockdown, the luggage and backpacks industry has been hit hard by the pandemic. Also, most of the potential consumers limited their spending on travel luggage, which directly impacted the growth of the industry players.

Domestic demand has picked up since with improving consumer sentiment and recovering air passenger traffic. The desire in consumers to vacation abroad or to visit friends and relatives has been displayed on several occasions, with a surge in bookings when restrictions were eased on certain international routes.

Domestic air passenger traffic grew by nearly 67 percent (year-on-year) to 5.72 crore during the January-June period of this year, according to air traffic data released by the Directorate General of Civil Aviation (DGCA) whereas in the corresponding six months a year ago, domestic airlines had carried around 3.43 crore passengers in the country. On a monthly basis, the passenger air traffic growth rate domestically soared to 238 percent in June this year over the same month a year ago, data showed.



Company Overview

The company was taken over by the present promoters in September, 2020 as “Network Limited” which was incorporated as on 25th January 1989. The name of our Company was changed to its present name “Swiss Military Consumer Goods Limited” and a fresh certificate of incorporation consequent upon change of name was issued by the Registrar of Companies, Delhi on December 03, 2020.

Our Company is primarily engaged in the business of trading and marketing of lifestyle products of all kinds including but not limited to Travel Gear, Home Appliances Vertical and Men’s Innerwear & Loungewear verticals, under the brand “Swiss Military”.

The Innerwear Category is one of the high growth categories in the apparel market and promises growth and innovation. The higher income, along with higher discretionary spending, growing fashion orientation of consumers and product innovations by the innerwear market have turned innerwear from a traditionally utilitarian item to an essential fashion requirement. The Indian innerwear market is shifting from a price sensitive market to a fashion quotient market. Accordingly, the Company is seeking to mark its presence in the premium segment with premium affordable products under the internationally renowned and celebrated brand “Swiss Military”.

The products in Appliance category are promoted/ marketed by the Company are sourced from various OEM’s who work with us on contract basis. These original equipment manufacturers (OEMs), manufacture the final products based on the specifications and quality benchmark provided by the Company. Our Company believes in promoting quality products and hence our main task is to choose vendors who would be working with us. The Company has a long-drawn vendor approval process which ensures that the vendors working with us understand and share our vision.

In the Baggage/Travel Gear category the Company has been offering Innovative solutions and addresses the ever- evolving needs of the travellers across India. The Company addresses the luggage needs of young visionaries and leaders who are relentless in their pursuit of the next big idea and the next revolution. Our product range straddles price points, enabling customers to engage with the brand specifically designed for their budget and lifestyle. We have stayed focussed on investing in product innovations that meet shifting customer preferences and are most relevant in creating the best customer experience. Our products are crafted for superior performance and are put through the most stringent quality tests. The quality of our products is complemented by after-sales services provided across our brand portfolio.

With a growing network of more than 590 dealers & touch points across the country, the company has built a noteworthy presence in a very short span of time. Company have emerged stronger and are well-positioned to harness the long-term growth opportunities in India. Rapid urbanization, favourable demographics, rising disposable income and increasing inclination towards premium products will drive market growth. The goal is to simplify things for consumers and be a part of their day-to-day life by keeping things affordable. The company aims to create value through relationships and networks. They are also looking to grow the market — by increasing the flow of customers and products.



For ever growing ecosystem, the company is working towards technology implementation to get real time data for the real time solutions which further eases operations and help in grow the business model exponentially.

The company has taken a few initiatives to gain long term benefits by growing an ecosystem:

1. Working with industry’s experienced manufacturer(s) to work with the company as 100% contract manufacturer, to avoid supply chain bottle neck in the coming time.
2. The company is working towards establishing more OEM units for the product category where the well-established sales channel and reverse integration of creating OEM’s will give more confidence and value to the stakeholders.
3. The company has on-boarded Bollywood celebrities such as Randeep Hoodh for Men’s innerwear range and Sonali Bendre for Home Appliances range which would aid the company in its massive expansion plans by gaining maximum attention and market share within a short span of time.
4. The company continues to build a strong retail chain network by assuring full support for the range and price with quality products which will help get a real time market feedback and industry knowledge.

SWOT Analysis

Strengths:

- a) Long Business Experience and Established Network
- b) Asset Light Model, Huge Business Demand and Scalability
- c) Premium Affordable products
- d) Growing population, increase in urbanization and high disposable income

Opportunities:

- a) Increase in seasons per year has resulted in shortening of fashion cycles
- b) Growing need for value-added products
- c) Supply chain management and Information technology plays a pivotal role in apparel manufacturing
- d) Emergence of retail industry and malls

Weakness:

- a) Excessive Dependence on Contract manufacturers
- b) Easy replication of products

Threats:

- a) Economic slowdown could hamper growth
- b) Intense competition in the industry



Financial Performance and Analysis

The Financial statements of the company have been prepared in accordance with Indian Accounting Standard (Ind AS) notified under the Companies (Indian Accounting Standards) Rules 2015 as amended from time to time by the Ministry of Corporate Affairs (MCA), the provisions of Companies Act, 2013, and guidelines issued by the Securities and Exchange Board of India (SEBI). Financial statements of the company are prepared under the historical cost convention except for the certain financial assets and liabilities measured at fair value as mentioned in applicable accounting policies.

(₹ in Lakhs)

Particulars	For the year ended 31-03-2022	For the year ended 31-03-2021
Revenue from Operations	5,549.68	519.42
Other Income	20.27	4.51
Total Revenue	5,569.95	523.93
Earnings before interest, taxes and Depreciation & Amortization	278.37	3.12
Earnings before Interest & Tax	274.55	2.56
Profit before Taxation	274.55	2.56
Current Tax	-	-
Deferred Tax	(0.16)	-
Net Profit/(Loss) for the year	274.71	2.56

Following are important ratios for FY 2022:

Particulars	FY 2020	FY 2021	FY 2022
Profitability Ratios			
EBITDA Margin	(5.78%)	0.60%	5.02%
EBIT Margin	(5.54)%	0.49%	4.95%
Net Profit Margin	(5.54)%	0.49%	4.95%
Growth Ratios			
Total Revenue	(19.40%)	28.93%	963.13%
EBITDA	51.97%	115.30%	8822.12%
EBIT	53.17%	113.09%	10624.61%
Net Profit	53.17%	113.09%	10630.86%
Net Worth	(30.08%)	0.63%	308.75%
Liquidity Ratios (Times)			
Current Ratio	5.58x	46.60x	2.19x
Return Ratios			
Return on Equity	(4.83%)	0.63%	16.50%
Return on Capital Employed	(4.83%)	0.63%	16.49%
Return on Assets	(4.37%)	0.62%	10.29%
Efficiency Ratios			
Asset Turnover (Times)	0.91x	1.27x	2.09x
Receivable Turnover (Times)	43.58x	5.44x	7.66x



Particulars	FY 2020	FY 2021	FY 2022
Receivable Days	8	67	47
Inventory Turnover (Times)	32.66x	10.24x	11.65x
Inventory Days	11	36	31
Payables Turnover (Times)	8.98x	335.97x	21.55x
Payable Days	41	1	17
Cash Conversion Cycle	(21)	101	62

Revenue from Operations: Revenue from Operation of the Company stood at ₹5,549.68 Lakhs in FY 2021-22, increasing by 968.44% compared to ₹519.42 Lakhs in FY 2020-21. Due to its long standing presence, varied range of premium affordable products and extensive marketing efforts, the demand for the products picked up in the year following the COVID-19 outbreak.

Other Income: Other income for the financial year 2021-22 increased by 3.5x at ₹20.27 lakhs as compared to ₹4.51 lakhs in the previous year.

EBITDA: The (EBITDA) increased by 88.22x at ₹278.37 lakhs for the financial year 2021-22 as compared to ₹3.12 lakhs for the financial year 2020-21. This was mainly due to increase in revenue. The EBITDA Margin also increased from 0.60% for the financial year 2020-21 to 5.02% for the financial year 2021-22.

Profit After Tax: Profit after Tax (PAT) at ₹274.71 lakhs for the financial year 2021-22 increased by 106.3x as compared to ₹2.56 lakhs in the previous year majorly due to expansion of business operations under the brand “Swiss Military” after takeover of company by new promoters.

Growth Ratios: The Company has shown multi-fold growth in its growth ratios mainly due to huge growth in its revenues. The EBITDA has grown by 88.2x in FY 2022 whereas the operating profit or EBIT has shown a strong growth of 106.24x. The Net Profit Margin has grown by 106.30x.

Liquidity Ratio: The Current Ratio has been fluctuating over the last 3 years. The company currently has a Current Ratio of 2.19x indicating it has sufficient current assets to meet its short-term obligations.

Return Ratios: Return Ratios measures how effectively an investment is being managed by the company so that highest possible return is generated on the investment. The below three return ratios: ROE, ROCE and ROA have increased indicating that the company is making efficient use of the resources available to generate profits. ROE has increased due to rise in net profit by 106.3x. The ROCE has increased on account of increase in operating profit by 106.24x. The ROA has similar reason for rise due to increase in net profit while assets stood at ₹412.91 lakhs In FY 2021 and ₹2,670.96 lakhs In FY 2022.

Leverage Ratios: Leverage ratio provides an indication of how the company’s assets and business operations are financed (using debt or equity). The Company has taken interest free short-term borrowings from promoters in the current year amounting to ₹675 Lakhs which has taken the Debt-Equity Ratio to 0.34x.

Efficiency Ratios: Performance is quite favourable in operational front. The asset turnover ratio has shown a steady increase from 1.27x to 2.09x for last 2 years and there is an increase in the receivables



turnover ratio from 5.44x in FY 2021 to 7.6x in FY 2022 indicating that the company enjoys a high-quality customer base that is able to pay their debts quickly. Overall the cash conversion cycle has decreased from 101 days in FY22 to 62 days in FY21.

Liquidity: Cash & cash equivalents increased to ₹71.32 Lakhs in the financial year 2021-22 as compared to ₹525.20 Lakhs in the previous year.

Particulars	For the year ended 31-03-2022	For the year ended 31-03-2021
Net Cash Generated from Operating Activities (A)	(903.49)	(93.27)
Net Cash generated from Investing Activities (B)	(299.61)	1.94
Net Cash generated from Financing Activities (C)	1,657.97	-
Net increase/decrease in Cash	454.88	(91.33)
Cash and Cash Equivalents at the beginning	71.32	162.65
Cash and Cash Equivalents at the end	526.20	71.32

Internal Control System and their adequacy

The Company considers that internal control is one of the key support of governance which provides freedom to the management within an outline of appropriate checks and balances. Our Company has a strong internal control framework, which was instituted considering the size, nature and risk in the business. The Company's internal control environment provides assurance on efficient conduct of operations, security of Assets, prevention and detection of frauds/errors, accuracy and completeness of accounting records, timely preparation of authentic financial information and compliance with applicable laws and regulation. The Internal Auditor is responsible to conduct regular Internal Audit and report to the management on the lapses, if any and submit Report on periodic basis to the Board of Directors for their review and comments. Fully professional and experienced boards, as mentioned in the corporate overview section in itself ensures efficient internal control. To ensure efficient internal control system, the Company has a well constituted Audit committee who at its periodical meeting, review the competence of internal control system and Procedures thereby suggesting improvement in the system and process as per the changes of Business dynamics. The system and process are continuously improved by adopting best in class processes, automation and implementing latest IT tools.

Key Risks:

Business Operational Risk: The business operational risk is defined as the risk of loss resulting from inadequate or failed internal processes, people and systems, or from external events like economic and market conditions, cut throat competitions at local as well as at international level, introduction of new players in baggage/travel gear, apparel and appliance markets, even events which are not directly connected with the organization like natural disasters, political and military turmoil etc. It can be minimized by decreasing logistics, balancing demand & supply risks, implementing latest technologies to create new and innovative designs for products, techniques required to upgrade plants, machines and equipment.



Supplier Risk: We rely heavily on third parties to source our manufacturing requirements. Third-party suppliers provide us with our key products, which are baggage/travel gear, apparels, accessories and appliances. Due to unforeseen circumstances, a bottleneck could be created in the supply leading to loss of revenues. Even though we have contract manufacturers working with us to meet the rising demand, there is no guarantee that our existing or potential suppliers will continue to supply us with the appropriate quantity of products. We are working with our manufactures to create an ecosystem for sustainable growth and working with industry's experienced manufacturer(s) to work with us as 100% contract manufacturer, to avoid supply chain bottle neck in the coming time.

Credit Risk: Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers. The Risk Management Committee has established a credit policy under which each new customer is analyzed individually for Creditworthiness before the Company's standard payment and delivery terms and conditions are offered. Credit limits are established for each customer and reviewed periodically.

Liquidity Risk: Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Competition risk: Swiss Military faces competition risk from domestic branded players in the baggage/travel gear, Kitchen appliance and Innerwear Apparel sector, which could have a negative impact on our business operations and financial situation. The Company's investments in quality control, cost optimization, timely delivery and an extended distribution network translated into superior product quality and competitiveness.

Changing fashion trends risk: The Company's failure to address dynamic fashion trends could result in loss of unit sales and revenue. The Company has a well-equipped design team and provides a wide variety of options for the consumers to choose from for its baggage/travel gear, innerwear apparel and appliances category.

Political Risk: Political risk may be defined as the probability that a political event will impact adversely on a firm's profit. It represents the financial risk that a country's government will suddenly change its policies.

Health & Safety: The Company considers health and safety to be an essential province. The company has provided appropriate facilities for all of its employees, such as adequate lighting, ventilation, and lack of congestion, as well as medical kits, stretchers, and fire extinguishers, among other things, at prominent locations. Personnel at supervisory level have been trained in basic life support techniques. The safety measures taken by the company has resulted in improving the conditions under which workers are employed and work, consequently increasing the productivity.



Cautionary Statement

The above Management Discussion and Analysis contains certain forward looking statements within the meaning of applicable security laws and regulations. These pertain to the Company's future business prospects and business profitability, which are subject to a number of risks and uncertainties and the actual results could materially differ from those in such forward looking statements. The risks and uncertainties relating to these statements include, but are not limited to, risks and uncertainties, regarding a fluctuations in earnings, our ability to manage growth, competition, economic growth in India, ability to attract and retain highly skilled professionals, time and cost over runs on contracts, government policies and actions with respect to investments, fiscal deficits, regulation etc. In accordance with the Code of Corporate Governance approved by the Securities and Exchange Board of India, shareholders and readers are cautioned that in the case of data and information external to the Company, no representation is made on its accuracy or comprehensiveness though the same are based on sources thought to be reliable. The Company does not undertake to make any announcement in case any of these forward looking statements become materially incorrect in future or update any forward looking statements made from time to time on behalf of the Company.



INDEPENDENT AUDITOR'S REPORT

Unique Document Identification Number (UDIN) for this document is **22089895AHGERO9195**

**To the Members of
Swiss Military Consumer Goods Limited
Report on the Audit of the Financial Statements**

Opinion

We have audited the accompanying financial statements of **Swiss Military Consumer Goods Limited** ("the Company"), which comprise the Balance Sheet as at 31st March 2022, the Statement of Profit and Loss (including Other Comprehensive Income), the statement of changes in Equity and the statement of Cash Flow for the year then ended and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 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 March 31, 2022, its Profit, total comprehensive income, the changes in equity and its cash flows for the year 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 Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key Audit Matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Reporting of Key Audit Matters as per SA-701; Key Audit Matters are properly complied in our audit.



Information Other than the Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditors' report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibilities for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed 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 the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management 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 Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with 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 financial statements.



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

- Identified and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentation override of internal control.
- Obtained 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 Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls
- Evaluated the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Concluded on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluated the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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

From the matters communicated with those charged with governance, we determined those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We described these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determined that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2020 issued by the Central Government of India in terms of Section 143 (11) of the Companies Act, 2013, We give it the "Annexure-A" a statement on the matters specified in paragraph 3 and 4 of the order.to the extent applicable.

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 purpose of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss & the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31 March 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company

For B K Sood & Co.

Chartered Accountants
FRN. 000948N

CA Nitin Jain

Partner
M. No. 089895
Place: New Delhi
Date: 18th April, 2022



“Annexure A” to the Independent Auditors’ Report

(Referred to in paragraph I under ‘Report on Other Legal and Regulatory Requirements’ section of the Independent Auditor’s Report of even date to the members of “SWISS MILITARY CONSUMER GOODS LIMITED on the financial statements as of and for the year ended 31st March, 2022

1. In respect of its fixed assets: -

- (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) The Property, Plant and Equipment have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical assets have been noticed.
- (c) According to the information and explanations given to us and based on the examination of the title deeds of all the immovable properties (which are included under the head of property, plant and equipment) are held in the name of the Company.
- (d) In our opinion company has not revalued Property, Plant and Equipment or Intangible assets or both during the year.
- (e) According to information and explanation given to us there are no proceedings initiated or are pending against the company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988.

2. In respect of its inventories: -

- (a) The management has physically verified the inventories at reasonable intervals and during the year. In our opinion, the frequency of verification is reasonable.
- (b) The discrepancies noticed on verification between the physical stocks and the book records were not material and such discrepancies have been properly dealt with in the books of accounts.

3. Based upon the audit procedures performed and the information and explanations given by the management, During the Year Company has not made an Loan or Advance investments in, companies, firms, Limited Liability Partnership or any other parties.

- (a) In our Opinion Company has not made investments, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the company’s Interest.



- (b) Based upon the audit procedures performed and the information and explanations given to us by the management, the repayment schedule of loans and advances has been checked and company is regular in repayment of principal and payment of interest on loans and advances.
- (c) As per informed to us, there is no overdue in loans and advance for more than 90 Days.
- (d) As per information and explanations given to us by the management there are no loan or advance in the nature of loan granted which has fallen due during the year has been renewed or extended or fresh loans granted to settle the over dues of existing loans given to the same parties.
- (e) As informed to us, there are no any loans or advance in the nature of loans granted to promoters, related parties as defined in clause (76) of section 2 of the Companies Act, 2013.
4. In our opinion and according to the information and explanations given to us, the company has not provided any loan, guarantees, and investments to which the provision of sec 185 of the act apply. However, regarding loans, guarantees, and Investments to which the provision of sec 186 apply, the company has complied with the provision of section.
5. The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
6. As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company. Accordingly, clause is not applicable.
7. (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, or any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2022 for a period of more than six months from the date on when they become payable.
- (b) According to the information and explanation given to us, there are no dues of Goods and service Tax, income tax, duty of customs outstanding on account of any dispute.
8. According to the information and explanations given to us and the records examined by us, the Company has not taken any loans from financial institutions and banks nor has it issued any debentures. Accordingly, the provisions of clause 3 (viii) of the Order is not applicable to the Company.



9. (a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks and financial institutions.
- (b) In our opinion company is not a declared willful defaulter by any Bank or financial institution or other lender.
- (c) As per information and explanations given to us loan were applied for the purpose for which the loans was obtained.
- (d) According to the information and explanations no fund raised on short term basis has been utilized for long term purposes.
- (e) As per information 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.
- (f) As per information Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
10. Based on our audit procedures and according to the information given by the management, during the year under review the company has allotted 4,91,48,498 equity shares of face value of Rs. 2 each at a price of Rs. 2 per equity share, aggregating to Rs.9,82,96,996/- on Rights basis in the ratio of 1 equity share for every 1 existing fully-paid equity share, held by the eligible equity shareholders of the company.
11. (a) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud has been made by the Company or on the company by its officers or employees that has been noticed or reported during the year.
- (b) Based upon the audit procedures performed and the information and explanations given by the management, we have observed that no offence involving fraud has been committed against the company by officers or employees of the company. Hence auditor has not reported u/s (12) of section 143 of the companies Act and no forms has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) Based upon the audit procedures performed we have not come cross any whistle-blower complaints. Accordingly, the provisions of clause 3(xi)(c) of the Order are not applicable to the Company and hence not commented upon.
12. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the order are not applicable to the Company.
13. In our opinion, all transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and the details have been disclosed in the financial statements, as required by the applicable Indian accounting standards.



14. (a) In our opinion the company has an adequate internal audit system commensurate with the size and the nature of its business.

(b) We have considered, the internal audit reports issued to the company during the year and covering the period up to 31st March, 2022 for the period under audit.
15. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company.
16. (a) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi)(a) of the Order are not applicable to the Company.

(b) In our opinion, the company has not conducted any Non-Banking Financial or Housing Finance activities. Accordingly, the provisions of clause 3 (xvi)(b) of the Order are not applicable to the Company.

(c) In our opinion, company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the provisions of clause 3 (xvi) (c) of the Order are not applicable to the Company.

(d) As the Company is not a Core Investment Company as defined in the regulations made by the Reserve Bank of India. Accordingly, the provisions of clause 3 (xvi)(d) of the Order are not applicable to the Company.
17. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
18. There is no resignation of the statutory auditors during the year. Accordingly, the provisions of clause 3 (xviii) of the Order are not applicable to the Company.
19. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and 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 indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
20. Based upon audit procedure performed and the information and explanations given by the management, Companies does not fall under section 135 Corporate Social responsibility of the said act. Accordingly, the provisions of clause 3 (xx) of the Order are not applicable to the Company.



21. As the company does not have any subsidiary or a Joint venture, hence, the provisions of clause 3 (xxi) of the Order are applicable to the Company

For B K Sood & Co.

Chartered Accountants
FRN. 000948N

CA Nitin Jain

Partner
M. No. 089895
Place: New Delhi
Date: 18th April, 2022



“Annexure B” to the Independent Auditor’s Report of even date on the Financial Statements of SWISS MILITARY CONSUMER GOODS LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

We have audited the Internal Financial Controls over financial reporting of **SWISS MILITARY CONSUMER GOODS LIMITED** as of March 31, 2022 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining Internal Financial Controls based on “the internal control over financial reporting 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”. 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 Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s Internal Financial Controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of Internal Financial Controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate Internal Financial Controls over financial reporting was 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 system over financial reporting and their operating effectiveness. Our audit of Internal Financial Controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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 system over financial reporting.



Meaning of Internal Financial Controls over Financial Reporting

A company's Internal Financial Control over financial reporting 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 control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of Internal Financial Controls over financial reporting, 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 over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate Internal Financial Controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on "the internal control over financial reporting 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.

For B. K. Sood & Co.

Chartered Accountants

FRN No. 000948N

CA. Nitin Jain

Partner

M. No. 089895

Place: New Delhi

Date: 18th April, 2022



Financial Statement & Notes to Accounts

Swiss Military Consumer Goods Limited

Balance Sheet As on March 31, 2022

(₹ in Lacs)

	Particulars	Note	As on March 31, 2022	As on March 31, 2021
I	ASSETS			
	NON-CURRENT ASSETS			
	a) Property, Plant and Equipment	3	51.64	2.22
	b) Financial Assets			
	i) Investments	4	418.99	151.05
	c) Deferred Tax Assets (Net)		0.16	-
	TOTAL NON-CURRENT ASSETS		470.79	153.27
	CURRENT ASSETS			
	a) Inventories	5	476.28	50.73
	b) Financial Assets			
	i) Trade Receivables	6	723.92	95.45
	ii) Cash and Cash Equivalents	7	525.20	71.32
	iii) Other Financial Assets	8	22.41	10.79
	c) Other Current Assets	9	452.37	31.36
	TOTAL CURRENT ASSETS		2,200.17	259.65
	TOTAL ASSETS		2,670.96	412.91
II	EQUITY AND LIABILITIES			
	EQUITY			
	a) Equity Share Capital	10	1,965.94	982.97
	b) Other Equity	11	(300.92)	(575.63)
	TOTAL EQUITY		1,665.02	407.34
	LIABILITY			
	CURRENT LIABILITIES			
	a) Financial Liabilities			
	i) Borrowings	12	675.00	-
	ii) Trade Payables	13		
	A) Total outstanding dues of micro enterprises and small enterprises		23.04	1.53
	B) Total outstanding dues of creditors other than micro enterprises and small enterprises		231.97	-
	iii) Other Financial Liabilities	14	45.02	3.61
	b) Other Current Liabilities	15	30.91	0.43
	TOTAL CURRENT LIABILITIES		1,005.94	5.57
	TOTAL EQUITY AND LIABILITIES		2,670.96	412.91



Corporate information	1
Significant accounting policies	2
The accompanying notes are an integral part of financial statements As per our report of even date	

For and on behalf of

B. K. Sood & Co.

Chartered Accountants

Firm Registration No. 000948N

For and on behalf of the Board of Directors

Sd/-

CA Nitin Jain

Partner

M. No. 089895

Sd/-

Ashok Kumar Sawhney
Director

DIN: 00303519

Sd/-

Anuj Sawhney
Director

DIN: 00471724

Place: New Delhi

Date: 18th April, 2022

Sd/-

Vijay Kalra
Chief Financial Officer

Sd/-

Vikas Jain
Company Secretary



Standalone Statement of Profit and Loss for the year ended March 31, 2022

(₹ in Lacs)

	Particulars	Note	Year ended March 31, 2022	Year ended March 31, 2021
	INCOME			
	Revenue from Operations	16	5,549.68	519.42
	Other Income	17	20.27	4.51
I	Total Income		5,569.95	523.92
	EXPENSES			
	Purchase of Stock in Trade		5,496.37	514.05
	Change in Inventories of Stock in Trade		(425.55)	(39.92)
	Employee benefits expenses	18	68.35	17.35
	Depreciation & Ammortisation Expenses	3	3.82	0.56
	Other Expenses	19	171.14	29.33
II	Total Expenses		5,314.12	521.36
III	Profit/(Loss) before exceptional items and tax		255.82	2.56
	Exceptional Items		18.73	-
	Profit/(Loss) before tax		274.55	2.56
	Tax Expense:			
	a) Current Tax		-	-
	b) Deferred Tax		(0.16)	-
	Profit/(Loss) after Tax for the period		274.71	2.56
	Other Comprehensive Income		-	-
	Total comprehensive Income for the period		274.71	2.56
	Earnings Per Equity Share			
	a) Basic (₹)		0.28	0.01
	b) Diluted (₹)		0.28	0.01

Corporate information

1

Significant accounting policies

2

The accompanying notes are an integral part of financial statements

As per our report of even date

For and on behalf of

B. K. Sood & Co.

Chartered Accountants

Firm Registration No. 000948N

For and on behalf of the Board of Directors

Sd/-

CA Nitin Jain

Partner

M. No. 089895

Sd/-

Ashok Kumar Sawhney

Director

DIN: 00303519

Sd/-

Anuj Sawhney

Director

DIN: 00471724

Place: New Delhi

Date: 18th April, 2022

Sd/-

Vijay Kalra

Chief Financial Officer

Sd/-

Vikas Jain

Company Secretary



Standalone Statement of Cash Flows for the year ended March 31, 2022

(₹ in Lacs)

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
A. Cash Flow from Operating Activities		
Profit/(Loss) before Tax	274.55	2.56
Adjustments for:		
Depreciation	3.82	0.56
Interest Income on Fixed Deposit	(2.07)	(2.44)
Exchange Fluctuation (net)	(0.78)	-
Profit on Sale of Property, Plant and Equipment (net)	(18.73)	
Property, Plant and Equipment write off	-	0.03
Property, Plant and Equipment write back	-	(1.27)
Operating (Loss)/Profit Before Working Capital Changes	256.79	(0.56)
Adjustments for:		
(Increase)/Decrease in Inventories	(425.55)	(39.92)
(Increase)/Decrease in Trades Receivables	(627.47)	(87.35)
(Increase)/Decrease in Other Financial Assets	(11.62)	0.74
(Increase)/Decrease in Other Current Assets	(421.01)	71.21
Increase/(Decrease) in Trade Payables	253.48	(39.83)
Increase/(Decrease) in Other Financial Liabilities	41.41	3.61
Increase/(Decrease) in Other Current Liabilities	30.48	(1.17)
Net Cash Generated/(used in) from Operating Activities	(903.49)	(93.27)
B. Cash Flow from Investing Activities		
Interest Income on Fixed Deposit	2.07	2.44
Exchange Fluctuation (net)	0.78	-
Payment for Purchase PPE	(54.51)	(0.50)
From Non-Current Investment	(267.95)	-
Sale of PPE	20.00	
Net Cash from/(used in) Investing Activities	(299.61)	1.94
C. Cash Flow from Financing Activities		
Proceeds from Rights Issue	982.97	
Proceeds from Borrowings	675.00	
Net cash from/(used in) Financing Activities	1,657.97	-
D. Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	454.88	(91.33)
Cash & Cash Equivalents at beginning of the year	71.32	162.65
Cash & Cash Equivalents at end of the year	526.20	71.32



Notes:

1. The above Cash Flow Statement has been prepared under Indirect Method as set out in Indian Accounting Standard-7 Statement of Cash Flows.
2. Previous year's figures have been regrouped/ rearranged/ recasted wherever necessary to make them comparable with those of current year.

As per our report of even date attached

For and on behalf of

B. K. Sood & Co.

Chartered Accountants

Firm Registration No. 000948N

For and on behalf of the Board of Directors

Sd/-

CA Nitin Jain

Partner

M. No. 089895

Sd/-

Ashok Kumar Sawhney

Director

DIN: 00303519

Sd/-

Anuj Sawhney

Director

DIN: 00471724

Place: New Delhi

Date: 18th April, 2022

Sd/-

Vijay Kalra

Chief Financial Officer

Sd/-

Vikas Jain

Company Secretary

Statement of Change in Equity for the year ended 31st March, 2022

a) Equity Share Capital

(₹ in Lacs)

Particulars	As at 31st March 2022 No. of Shares	As at 31st March 2021 Amount
Equity Share Capital as at beginning of the year	982.97	982.97
Add: Equity Share Capital issued during the year	982.97	-
Equity Shares Capital at the end of the year	1,965.94	982.97

b) Other Equity

(₹ in Lacs)

Particulars	Reserves & Surplus			Other Comprehensive Income			
	Capital Redemption Reserve	Securities Premium Reserve	Capital Reserve	Retained Earnings	Equity Instrument through Other Comprehensive Income	Share in aggregate other Comprehensive Income of Associate(s)	Total Other Equity
Balance as at 31st March 2020	4.00	764.13	199.11	(1,018.74)	(522.00)	(4.69)	(578.19)
Profit / (Loss) for the year	-	-	-	2.56	-	-	2.56
Amount Transferred	-	-	-	(53.75)	49.06	4.69	-
Balance as at 31st March 2021	4.00	764.13	199.11	(1,069.93)	(472.94)	-	(576.16)
Profit / (Loss) for the year	-	-	-	274.71	-	-	274.71
Amount Transferred	-	-	-	(472.94)	472.94	-	-
Balance as at 31st March, 2022	4.00	764.13	199.11	(1,268.15)	-	-	(301.45)



As per our report of even date attached

For and on behalf of

B. K. Sood & Co.

Chartered Accountants

Firm Registration No. 000948N

For and on behalf of the Board of Directors

Sd/-

CA Nitin Jain

Partner

M. No. 089895

Sd/-

Ashok Kumar Sawhney

Director

DIN: 00303519

Sd/-

Anuj Sawhney

Director

DIN: 00471724

Place: New Delhi

Date: 18th April, 2022

Sd/-

Vijay Kalra
Chief Financial Officer

Sd/-

Vikas Jain
Company Secretary



Notes to Accounting Policies

1. CORPORATE INFORMATION

Swiss Military Consumer Goods Limited ("the Company") is a Public Limited Company incorporated in India with its registered office at W-39, Okhla Industrial Area, New Delhi - 110020. The Company has its Listings on the BSE Ltd.

2. SIGNIFICANT ACCOUNTING POLICIES

a) Basis of preparation and measurement

The financial statements of the company have been prepared in accordance with the Indian Accounting Standard (Ind AS), the provisions of the companies Act, 2013 ('the Act') and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

The financial statements of the company have been prepared as per notification of Ministry of Corporate Affairs (MCA) dated March 24, 2021, amended Schedule III of the companies Act 2013 with effect from April 1, 2021.

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

b) Basis of measurement

The financial statements have been prepared on an accrual basis and in accordance with the historical cost convention, unless otherwise stated. All assets and liabilities are classified into current and non-current generally based on the nature of product / activities of the Company and the normal time between acquisition of assets/liabilities and their realisation / settlement in cash or cash equivalent. The Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

c) Use of estimates and judgements

The preparation of the financial statements in conformity with Ind AS requires the Management to make estimates, judgements and assumptions. These estimates, judgements and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. The application of accounting policies that require critical accounting estimates involving complex and subjective judgements and the use of assumptions in these financial statements have been disclosed in para (d) below. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Changes in



estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

Estimation of uncertainties relating to the global health pandemic from COVID-19

The Company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of property, plant and equipment, inventories, receivables and other current assets. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Company, as at the date of approval of these financial statements has used internal and external sources on the expected future performance of the company. Based on current estimates the Company expects the carrying amount of these assets will be recovered. The impact of COVID-19 on the Company's financial statements may differ from that estimated as at the date of approval of these financial statements.

i) Expected credit loss:

The Company has considered the current and anticipated future conditions relating to industries the Company deals with. In calculating expected credit loss, the Company has also considered related credit information for its customers to estimate the probability of defaults in future and has taken into account estimates of possible effect from the pandemic, COVID-19 using the forward looking approach prescribed by Ind AS 109.

ii) Impact on unhedged foreign currency exposure:

Based on its assessment, the Company believes that the probabilities of occurrence of its forecasted transactions are not likely to be impacted by COVID-19. Hence, the Company continues to believe that there is no foreseeable impact on the effectiveness of its cash flow hedges due to this global pandemic.

d) Critical accounting estimates and judgements

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Company's accounting policies.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the company and that are believed to be reasonable under the circumstances.



i) Provisions

Provisions are determined based on the best estimate required to settle the obligation at the reporting date. If the effect of time value of money is material, provisions are discounted using a current pre-tax rate that reflects the risks specific to the liability. These estimates are reviewed at each balance sheet date and adjust to reflect the current best estimates.

ii) Allowance for credit losses on receivables

The Company determines the allowance for credit losses based on historical loss experience adjusted to reflect current and estimated future economic conditions. The Company considered current and anticipated future economic conditions relating to industries. In calculating expected credit loss, the Company has also considered credit reports and other related credit information for its customers to estimate the probability of default in future and has taken into account estimates of possible effect from the pandemic relating to COVID-19.

e) Property, plant and equipment

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment, if any. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by the Management. The Company depreciates property, plant and equipment over their estimated useful lives using the straight-line method based on estimated useful life of assets as prescribed in schedule II to the Companies Act, 2013.

Advances paid towards the acquisition of property, plant and equipment outstanding at each Balance Sheet date is classified as capital advances under other non-current assets and the cost of assets not ready to use before such date are disclosed under "Capital work-in-progress". Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. Repairs and maintenance costs are recognized in the Statement of Profit and Loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or disposal of the asset and the resultant gains or losses are recognized in the Statement of Profit and Loss.

f) Intangible Assets: -

Intangible assets acquired separately are measured on initial recognition at cost less accumulated amortisation and accumulated impairment losses, if any.

The cost of an intangible asset includes purchase cost (net of rebates and discounts), including any import duties and non-refundable taxes, and any directly attributable costs on making the asset ready for its intended use.

The amortisation period and method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly.



The estimated useful life of an identifiable intangible asset is based on number of factors including the effects of obsolescence demand, competition, and other economic factors and the level of maintenance expenditures required to obtain the expected future cash flows from assets.

An intangible asset is derecognized on disposal or when no future economic benefits are expected from use. Gains and losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset are recognised in the statement of profit and loss when the asset is derecognized or on disposal.

g) Impairment of tangible assets intangible assets

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

If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the 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 depreciation) had no impairment loss been recognized for the asset in prior years.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

h) Investment Property

Property that is held for long-term rental yields or for capital appreciation or both, and that is not used in the production of goods and services or for the administrative purposes is classified as investment property. Investment property is measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Subsequent expenditure related to investment properties are added to its book value only when 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. Investment properties are depreciated using the straight- line method over the estimated useful lives.



a. Inventories: -

i. Basis of valuation:

Inventories are valued at the lower of cost or net realizable value. Cost of inventories has been measured on FIFO basis & comprises of all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. The comparison of cost and net realizable value is made on item-by-item basis.

ii. Method of valuation:

Cost of traded goods has been determined by using first-in-first-out method and comprises all costs of purchase, duties, taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventories to their present location and condition.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

Due allowances are made in respect of slow-moving, non-moving and obsolete inventory based on estimates made by the management.

j) Foreign currency translation

Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian rupee, which is the Company's functional and presentation currency.

Transactions and translations

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of transactions. Foreign-currency denominated monetary assets and liabilities are translated into the relevant functional currency at exchange rates in effect at the Balance Sheet date. The gains or losses resulting from such translations are recognized in the Statement of Profit and Loss and reported within exchange gains / (losses) on translation of assets and liabilities, net, except when deferred in "other comprehensive income" as qualifying cash flow hedges. Non-monetary assets and non-monetary liabilities denominated in a 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 the transaction. The related revenue and expense are recognized using the same exchange rate.

Transaction gains or losses realized upon settlement of foreign currency transactions are included in determining net profit for the period in which the transaction is settled. Revenue, expense and cash-flow items denominated in foreign currencies are translated into the relevant functional currencies using the exchange rate in effect on the date of the transaction.



Exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as adjustment to interest costs on those foreign currency borrowings.

k) Revenue Recognition

i. Revenue from customers

Revenue from customers is recognised when the Company satisfies performance obligation by transferring promised goods to the customer. Performance obligations are satisfied at the point of time when the customer obtains controls of the asset.

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue and associated costs incurred or to be incurred can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable.

ii. Other income

Other income is comprised primarily of interest income, dividend income, gain/loss on investment and exchange gain/ loss on capital market in future & Options. Interest income is recognized using the effective interest method. Dividend income is recognized when the right to receive payment is established.

l) Borrowing Costs

Borrowing costs consist of interest, ancillary and other costs that the Company incurs in connection with the borrowing of funds and interest relating to other financial liabilities. Borrowing costs also include exchange differences to the extent regarded as an adjustment to the borrowing costs.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which these incurred except loan processing fees which is recognized as per effective rate of interest method.

m) Financial Instruments

Initial recognition and measurement:

Financial Instruments recognized at its fair value plus or minus transaction costs that are directly attributable to the acquisition or issue of the financial instruments.

Financial assets

The Company classifies its financial assets in the following categories:



i) Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Financial assets measured at amortised cost using effective interest rate method less impairment, if any. The EIR amortization is included in finance income in the statement of profit and loss.

These are presented as current assets, except for those maturing later than 12 months after the reporting date which are presented as non-current assets. Financial assets are measured initially at fair value which usually represents cost plus transaction costs and subsequently, if maturing after 12 months' period, carried at amortized cost using the effective interest method, less any impairment loss.

Following financial assets are measured at amortised cost: -

- (i) Security deposit
- (ii) Cash and cash equivalent
- (iii) Advances adjustable with other financial instrument

ii) Financial Assets at Fair Value through Other Comprehensive Income (FVTOCI) –

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The company has made an irrevocable election for its investments which are classified as equity instruments to present the subsequent changes in fair value in other comprehensive income based on its business model.

iii) Financial assets at Fair Value through Profit and loss (FVTPL) –

FVTPL is a residual category for financial Assets. Any financial assets, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the company may elect to designate financial asset, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. If doing so reduces or eliminates a measurement or recognition inconsistency.

Financial assets included within the FVTPL category are measured at fair value with all changes recognized in the Statement of P&L.

iv) Impairment of financial assets –

The Company assesses expected credit losses associated with its assets carried at amortised cost and fair value through other comprehensive income based on Company's past history of recovery, credit-worthiness of the counter party and existing market conditions. The impairment methodology



applied depends on whether there has been a significant increase in credit risk. For trade receivables, the Company applies the simplified approach for recognition of impairment allowance as provided in Ind AS 109 – Financial Instruments, which requires expected lifetime losses to be recognised on initial recognition of the receivables.

Financial liabilities

Initial recognition and measurement

All financial liabilities are recognised initially at fair value and in case of loans and borrowings net of directly attributable costs.

i. Financial liabilities at Amortised Cost

Financial liabilities at amortised cost represented by trade and other payables, security deposits, advances refundable and retention money are initially recognized at fair value, and subsequently carried at amortized cost using the effective interest rate method.

ii. Financial liabilities at Fair Value through Profit & Loss (FVTPL)

The company has not designated any financial liabilities at FVTPL.

Investment in Equity Instrument of Joint Venture/partnership.

Investment in equity instruments of joint ventures are measured at cost as per Ind AS 27- Separate Financial Statements. All equity investments in scope of Ind AS 109 are measured at fair value other than investment in subsidiary, Associates and Joint Ventures.

Financial Guarantee Contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because the beneficiary fails to make payments when due in accordance with the terms of a debt instrument. Financial guarantee contracts issued by the Company are measured at their applicable fair values.

De-recognition

Financial Asset

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognized only when the contractual rights to the cash flows from the asset expires or it transfers the financial assets and substantially all risks and rewards of the ownership of the asset.

Financial Liability

A financial liability is derecognised 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 a de-recognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in the statement of Profit & Loss.

Fair value measurement

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

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

The principal or the most advantageous market must be accessible to the company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. The company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

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

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

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

At the reporting date, the Company analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per the accounting policies. For this analysis, the Company verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The Company also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

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



n) Income Tax

i) Current Income Tax

Income tax expense is recognized in net profit in the Statement of Profit and Loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in other comprehensive income. Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date.

ii) Deferred Tax:

Deferred tax is provided using the Balance Sheet approach on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The tax rates and tax laws used to compute the tax are those that are enacted or substantively enacted at the reporting date.

Current and Deferred Tax are recognised in the Statement of Profit and Loss except to items recognised directly in Other Comprehensive income or equity in which case the deferred tax is recognised in Other Comprehensive Income or equity respectively.

iii) Dividend Distribution Tax:

Tax on Dividends declared by the Company is recognized as an appropriation of Profit.

o) Employee Benefits

i) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

ii) Post retirement employee benefits:

The Company operates the following post- employment schemes

- a. Defined benefit plans such as gratuity; and
- b. Defined contribution plans such as provident fund

The above post retirement employee benefits are not applicable to the company.



iii) Other employee benefits:

The liabilities for earned leaves and compensated absences are settled at the year end.

p) Provisions, contingent liabilities and contingent assets

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 economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. If the effect of the time value of money is material, provisions are discounted. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognized as interest expense.

Contingent liabilities exist when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company, or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required or the amount cannot be reliably estimated. Contingent liabilities are appropriately disclosed unless the possibility of an outflow of resources embodying economic benefits is remote.

A contingent asset is a possible asset arising from past events, the existence of which will be confirmed only by the occurrence or non- occurrence of one or more uncertain future events not wholly within the control of the Company. Contingent assets are not recognised till the realisation of the income is virtually certain. However, the same are disclosed in the financial statements where inflows of economic benefits are possible.

q) Cash and cash equivalents

Cash and cash equivalents for the purpose of presentation in the statement of cash flows comprises of cash at bank and in hand, bank overdraft and short term highly liquid investments/bank deposits with an original maturity of three months or less that are readily convertible to known amounts of cash and are subject to an insignificant risk of changes in value.

r) Events after the reporting period

Adjusting events are events that provide further evidence of conditions that existed at the end of the reporting period. The financial statements are adjusted for such events before authorisation for issue.

Non-adjusting events are events that are indicative of conditions that arose after the end of the reporting period. Non-adjusting events after the reporting date are not accounted but disclosed.



s) Earnings Per Share

i. Basic earnings per share

Basic earnings per share is calculated by dividing:

- The profit attributable to owners of the company
- By the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

ii. Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- The after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- The weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as at the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

t) Offsetting instruments

Financial assets and liabilities are offset and the net amount reported in the Balance Sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

u) Segment Reporting

The Company is primarily engaged in trading activities. Since this segment meets the aggregation criteria as per the requirements of Ind AS 108 on 'Operating segments', the management considers this as a single reportable segment. Accordingly, disclosure of segment information has not been furnished.



v) Financial Risk Management

Risk management framework

The Company's Board of Director has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board has established the Risk Management Policy.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Audit Committee oversees how management monitors compliance with the company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The Audit Committee is assisted in its oversight role by Internal Audit function, which regularly reviews risk management controls and procedures, the results of which are reported to the Audit Committee.

The Company has exposure to Credit, Liquidity and Market risks arising from financial instruments.

A. Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers

Trade and other receivables: -

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the country in which customers operate.

The Risk Management Committee has established a credit policy under which each new customer is analysed individually for Creditworthiness before the Company's standard payment and delivery terms and conditions are offered. Credit limits are established for each customer and reviewed periodically.

At the end of the reporting period, there are no significant concentrations of credit risk. The carrying amount reflected above represents the maximum exposure to credit risk.



B. Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

C. Market Risk

Market risk is the risk that changes in market prices such as commodity prices risk, foreign exchange rates and interest rates which will affect the Company's financial position. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables.

Capital Management

The Company's objective for capital management is to maximize shareholder wealth, safeguard business continuity and support the growth of the Company. The Company determines the capital management requirement based on annual operating plans and long term and other strategic investment plans. The funding requirements are met through a mix of equity, borrowings and operating cash flows

Interest rate risk Management

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The company is exposed to interest rate risk because company borrows funds at both fixed and floating interest rates. The risk is managed by the company by maintaining an appropriate mix between fixed and variable rate borrowings.

Note No.3: PROPERTY, PLANT & EQUIPMENT

(₹ in Lacs)

	Land	Plant & Machinery	Office Equipment	Furniture & Fixtures	Total
Gross Carrying Value					
As at 1st April 2020	-	2.56	0.77	3.00	6.33
Addition During the year	-	0.42	0.08	-	0.50
Adjustments / (Deletions) During the year	1.27	-	(0.61)	-	0.66
As at 31st March 2021	1.27	2.97	0.25	3.00	7.50
As at 1st April 2021	0.00	0.00	0.00	0.00	7.50
Addition During the period	-	41.56	0.67	12.28	54.51
Adjustments / (Deletions) During the period	(1.27)	-	-	-	(1.27)
As at 31st March 2022	(1.27)	41.56	0.67	12.28	60.74
Depreciation / Amortization					



	Land	Plant & Machinery	Office Equipment	Furniture & Fixtures	Total
As at 1st April 2020	-	1.83	0.62	2.85	5.30
Provided for the year	-	0.52	0.04	-	0.56
Adjustments / (Deletions) During the year	-	-	(0.57)	-	(0.57)
As at 31st March 2021	-	.35	0.08	2.85	5.28
As at 1st April 2021	-	2.35	0.08	2.85	5.28
Provided for the period	-	3.49	0.10	0.22	3.82
Adjustments / (Deletions) During the period	-	-	-	-	-
As at 31st March 2022	-	5.84	0.18	3.07	9.09
NET CARRYING VALUE					
As at 31st March 2021	1.27	0.62	0.18	0.15	2.22
As at 31st March 2022	(1.27)	35.72	0.49	9.21	51.64

Note No. 4: Non-Current Investments

(₹ in Lacs)

Particulars	As at 31st March, 2022		As at 31st March, 2021	
	Quantity	Amount	Quantity	Amount
Measured at Cost				
Equity Instruments				
Unquoted : Fully Paid-Up				
International Amusement Limited	-	-	19,20,000	103.06
Appu Ghar Entertainment Private Limited	-	-	1,62,450	46.98
AAA Shenyang Containers Seal Pvt. Ltd. (Refer Note - 23)	20,76,112	418.99		
Total (A)		418.99		150.05
Investment in Partnership Firm		-		1.00
Total (B)		-		1.00
Total (A+B)		418.99		151.05



Note No. 5: INVENTORIES

(₹ in Lacs)

Particulars	As at 31 st March, 2022	As at 31 st March, 2022
Stock in Trade	476.28	50.73
Total	476.28	50.73

Note No. 6: TRADE RECIEVABLES

(₹ in Lacs)

Particulars	As at 31 st March, 2022	As at 31 st March, 2022
Trade receivables considered good - Unsecured	723.92	95.45
Total	723.92	95.45

Trade receivables ageing schedule are disclosed in note 20.

Note No. 7: CASH & CASH EQUIVALENTS

(₹ in Lacs)

Particulars	As at 31 st March, 2022	As at 31 st March, 2022
Cash on hand	0.03	0.78
Balance with bank :		
- in current accounts	501.63	70.54
- in deposit accounts with original maturity of three month or less	23.53	-
Total	525.20	71.32

Note No. 8: OTHER FINANCIAL ASSETS

(₹ in Lacs)

Particulars	As at 31 st March, 2022	As at 31 st March, 2022
Interest accrued on deposits	0.17	-
Security Deposits	22.24	10.79
Total	22.41	10.79

Note No. 9: OTHER CURRENT ASSETS

(₹ in Lacs)

Particulars	As at 31 st March, 2022	As at 31 st March, 2022
Prepaid Expenses	58.77	1.31
Advance to employees	0.18	0.31
Advance for supply of Goods / Service	364.18	26.86
Balance with Government Authorities	29.24	2.88
Total	452.37	31.36



Note No. 10: EQUITY SHARE CAPITAL

(₹ in Lacs)

Particulars	As at	
	31 st March, 2022	31 st March, 2022
AUTHORISED CAPITAL		
26,25,00,000 (Previous year 26,25,00,000) Equity Shares of face value of Rs.2/-	5,250.00	5,250.00
6,00,000 (Previous year 6,00,000) Preference share of face value of Rs.100/-	600.00	600.00
	5,850.00	5,850.00
ISSUED, SUBSCRIBED AND PAID UP CAPITAL		
9,82,96,996 (Previous year 4,91,48,498) Equity Shares of face value of Rs.2/-	1,965.94	982.97
	1,965.94	982.97

a) RIGHTS, PREFERENCE AND RESTRICTIONS

The company has only one class of shares referred to as equity shares having a face value of Rs.2/- each. Holder of equity shares is entitled to one vote per share.

b) ISSUE OF SHARES ON RIGHTS BASIS

The Board of Directors at their meeting held on December 21, 2021 allotted 4,91,48,498 equity shares of face value of Rs. 2 each at a price of Rs. 2 per equity share, aggregating to Rs.9,82,96,996, on Rights basis in the ratio of 1 equity share for every 1 existing fully-paid equity share, held by the eligible equity shareholders as on the record date i.e. November 9, 2021.

c) RECONCILIATION OF NUMBER OF EQUITY SHARES OUTSTANDING AT THE BEGINNING AND AT THE END OF THE YEAR IS SET OUT BELOW:

	As at		As at	
	31 st March, 2022		31 st March, 2021	
	No. of Shares	Amount (Rs.)	No. of Shares	Amount (Rs.)
Number of shares at the beginning	4,91,48,498	982.97	4,91,48,498	982.97
Add: Shares issued during the year	4,91,48,498	982.97	-	-
Number of shares at the end	9,82,96,996	1,965.94	4,91,48,498	982.97



d) THE DETAILS OF SHAREHOLDING OF PROMOTERS & PROMOTERS GROUP IS SET OUT BELOW:

Name	As at 31st March, 2022		As at 31st March, 2021	
	No. of Shares	%	No. of Shares	%
Promoters				
Anushi Retail LLP	5,73,51,462	58.35	2,73,51,462	55.65
Promoters Group				
Pankaj Shrimali	48,46,800	4.93	48,46,800	9.86
Madhuri Shrimali	33,37,200	3.40	33,37,200	6.79
Praful Kumar	1,007	0.00	1,007	0.00
Vijay Kumar Sharma	2,176	0.00	2,176	0.0

e) THE DETAILS OF SHAREHOLDERS HOLDING MORE THAN 5% SHARES IS SET OUT BELOW :

Name	As at 31st March, 2022		As at 31st March, 2021	
	No. of Shares	%	No. of Shares	%
Anushi Retail LLP	5,73,51,462	58.35	2,73,51,462	55.65
Pankaj Shrimali	48,46,800	4.93	48,46,800	9.86
Madhuri Shrimali	33,37,200	3.40	33,37,200	6.79
Uninet Strategic Advisory Limited	1,23,95,225	12.61	68,49,150	13.94

Note No. 11: EQUITY SHARE CAPITAL:

(₹ in Lacs)

Particulars	Reserves & Surplus				Other Comprehensive Income		
	Capital Redemption Reserve	Securities Premium Reserve	Capital Reserve	Retained Earnings	Equity Instrument through other Comprehensive Income	Share in aggregate other Comprehensive Income of Associate(s)	Total Other Equity
Balance as at 1st April, 2020	4.00	764.13	199.11	(1,018.74)	(522.00)	(4.69)	(578.19)
Profit / (Loss) for the year	-	-	-	2.56	-	-	2.56
Amount Transferred	-	-	-	(53.75)	49.06	4.69	-
Balance as at 31st March 2021	4.00	764.13	199.11	(1,069.93)	(472.94)	-	(575.63)
Profit / (Loss) for the period	-	-	-	274.71	-	-	274.71
Amount Transferred	-	-	-	(472.94)	472.94	-	-
Balance as at 31st March, 2022	4.00	764.13	199.11	(1,268.15)	-	-	(300.92)



Note No. 12: BORROWINGS:

(₹ in Lacs)

Particulars	As at 31 st March, 2022	As at 31 st March, 2022
Loans repayable on demand		
From Promoters - Unsecured	675.00	-
Total	675.00	-

Note No. 13: TRADE PAYABLES:

(₹ in Lacs)

Particulars	As at 31 st March, 2022	As at 31 st March, 2022
Total outstanding dues of micro enterprises and small enterprises	23.04	1.53
Total outstanding dues of creditors other than micro enterprises and small enterprises	231.97	-
Total	255.01	1.53

-Trade payables ageing schedule are disclosed in note 21.

Note No. 14: OTHER FINANCIAL LIABILITIES:

(₹ in Lacs)

Particulars	As at 31 st March, 2022	As at 31 st March, 2022
Employees Benefits Payable	13.12	1.40
Deposit from Dealers	26.00	-
Others	5.90	2.21
Total	45.02	3.61

Note No. 15: OTHER CURRENT LIABILITIES:

(₹ in Lacs)

Particulars	As at 31 st March, 2022	As at 31 st March, 2022
Statutory Dues	24.64	0.03
Advance from Customers	6.27	0.41
Total	30.91	0.43



Note No. 16: REVENUE FROM OPERATIONS:

(₹ in Lacs)

Particulars	As at 31 st March, 2022	As at 31 st March, 2022
Sale of product	5,549.68	519.42
Total	5,549.68	519.42

Note No. 17: OTHER INCOME:

(₹ in Lacs)

Particulars	As at 31 st March, 2022	As at 31 st March, 2022
Interest from Fixed Deposits	2.07	2.44
Exchange fluctuation (net)	0.78	-
Transportation & Courier Charges Received	13.54	0.16
Miscellaneous income	3.88	1.91
Total	20.27	4.51

Note No. 18: EMPLOYEE BENEFIT EXPENSE:

(₹ in Lacs)

Particulars	As at 31 st March, 2022	As at 31 st March, 2022
Establishment Expenses	67.34	16.69
Staff Welfare Expenses	1.01	0.66
Total	68.35	17.35

Note No. 19: OTHER EXPENSES:

(₹ in Lacs)

Particulars	As at 31 st March, 2022	As at 31 st March, 2022
Advertising and Publicity	1.53	0.57
Travelling & Conveyance	14.79	1.84
Payment to Auditors (Refer note no. 19.1)	1.45	1.00
Business Promotion	40.70	0.38
AGM Expenses	0.14	0.42
Warehouse Expenses & Logistic Charges	51.14	3.69
Printing and Stationery	1.53	0.42
Postage & Courier	0.06	0.16
Communication Expenses	0.32	0.38
Commission & Brokerage	5.48	1.47
Insurance Expenses	0.41	0.02
Fees & Taxes	1.37	5.56
Listing Fees	3.35	3.75
Professional and legal Charges	12.12	6.92



Particulars	As at 31 st March, 2022	As at 31 st March, 2022
Repair and Maintenance	0.54	0.63
Electricity, Water Charges & others	1.82	0.70
Sitting Fee	2.25	-
Rights Issue expenses	25.98	-
Fixed asset written off	-	0.03
Website Expenses	5.73	1.35
Festival Expenses	0.43	0.03
Total	171.14	29.33

Note No. 19.1: PAYMENTS TO AUDITORS:

(₹ in Lacs)

Particulars	As at 31 st March, 2022	As at 31 st March, 2022
Statutory Audit & Limited Review	1.00	1.00
Other Services	0.45	-
Total	1.45	1.00

Note No. 20: TRADE RECEIVABLES AGEING SCHEDULE:

(₹ in Lacs)

Particulars	As at 31 st March, 2022	As at 31 st March, 2022
Undisputed Trade receivables - Considered good	723.92	95.45
Total	723.92	95.45

Note No. 21: TRADE PAYABLES AGEING SCHEDULE:

(₹ in Lacs)

Particulars	As at 31 st March, 2022	As at 31 st March, 2022
Total outstanding dues of micro enterprises and small enterprises	23.04	1.53
Total outstanding dues of creditors other than micro enterprises and small enterprises	231.97	-
Total	255.01	1.53

TRADE RECIVABLE AGEING:

Particulars	Outstanding for following periods from due date of payment											
	Less than 6 months		6 months to 1 year		1-2 years		2-3 years		More than 3 years		Total	
	As at 31.03.20 22	As at 31.03.20 21	As at 31.03.20 22	As at 31.03.20 21	As at 31.03.20 22	As at 31.03.20 21	As at 31.03.20 22	As at 31.03.20 21	As at 31.03.20 22	As at 31.03.20 21	As at 31.03.20 22	As at 31.03.20 21
Undisputed Trade receivables - Considered good	721.22	95.45	2.70	-	-	-	-	-	-	-	723.92	95.45

TRADE PAYABLE AGEING:

Particulars	Outstanding for following periods from due date of payment									Total	
	Less than 1 year		1-2 years		2-3 years		More than 3 years				
	As at 31.03.202 2	As at 31.03.202 1	As at 31.03.202 2	As at 31.03.202 1	As at 31.03.202 2	As at 31.03.202 1	As at 31.03.202 2	As at 31.03.2021	As at 31st March, 2022	As at 31st March, 2021	
Total outstanding dues of micro enterprises and small enterprises	23.04	1.53	-	-	-	-	-	-	23.04	1.53	
Total outstanding dues of creditors other than micro enterprises and small enterprises	231.97	-	-	-	-	-	-	-	231.97	-	
Total									255.01	1.53	



Note No. 22: CONTINGENT LIABILITIES:

(₹ in Lacs)

Particulars	As at 31 st March, 2022	As at 31 st March, 2022
<u>Brief particulars of litigation:</u> The matter is under appeal filed by Company with Hon'ble High Court of Delhi against the order passed by Saket Court, Ms. Jyoti Kler, ADJ-07 in favor of Mr. Satish Somani on account of recovery of maintenance charges paid by Mr. Somani to the mall authorities against the shop let out to the company. <u>Parties Involved:</u> Swiss Military Consumer Goods Limited Vs. Mr. Satish Somani. <u>Court under which pending:</u> Hon'ble High Court of Delhi	10.79	10.79
Total	10.79	10.79

Note No. 23:

The Company has made an advance payment of Rs. 4,18,99,280/- (Rupees Four Crore Eighteen Lakh Ninety Nine Thousand Two Hundred Eighty only) as per following details, towards acquisition of 100% equity shares of AAA Shenyang Container Seal Pvt Ltd. a company engaged in the business of RFID e-seals, other security seals and parts, electronic information technology development, electronic product sales etc.

Party Name	No. of Shares to be acquired	Net value per share	Total Amount Paid (in Lacs)	Payment Date
Hongkong Shining Fortune Trading Co., Ltd.	1038056	20.18	209.50	29th March 2022
Promoshirt SM Pvt. Ltd.	1038056	20.18	209.50	30th March 2022
Total	2076112		418.99	

The company has made the request for transfer of shares in the name of the company and same will be effected, upon necessary approval of From FCTRS by the RBI, for the shares acquired from foreign company.

Note No. 24: Exceptional Items:

Profit from Sale of Property, Plant and Equipment Rs. 18.73 Lacs (Previous Year Rs. Nil).

Note No. 25:

The Company has unabsorbed business losses/depreciation, which according to the management will be used to setoff taxable profit arising from the operations of the Company, as per the applicable provisions of Income Tax Act and rules made thereunder. Accordingly, no provision for income tax has been made in the financial statements of the company during the year.



Note No. 26: RELATED PARTY DISCLOSURES:

1. Related Party Disclosures for the period ended 31st March, 2022 in accordance with Indian Accounting Standard (Ind AS)-24.

a) List of related parties & relationships, where control exists.

Sr. No.	Nature of Relationship	Name of Parties
1	Holding Company	Nil
2	Subsidiary Company	Nil
3	Associates	Nil
4	Key Management Personnel & their relatives	Mr. Ashok Kumar Sawhney (Non-Executive Director) Mr. Anuj Sawhney (Executive Director) Mrs. Ashita Sawhney (Non-Executive Director) Mr. Vijay Kalra (Chief Financial Officer) Mr. Vikas Jain (Company Secretary)
5	Relatives of Key Management Personnel	Nil
6	Enterprises where Significant Influence exist by Key Management Personnel or their Relatives	Swiss Military Life Style Products Private Limited Promoshirts SM Private Limited Anushi Retail LLP
7	Non-Executive Independent Directors	Mr. Surendra Kumar Bhagat (Independent Director) Mr. Rajesh Tuteja (Independent Director) Mr. Chirag Gupta (Independent Director)

b) Transactions with Related parties:

	Transactions	Associates	Key Management Personnel (Directors)	Relatives of Key Management Personnel	Enterprises where Significant Influence exist by Key Management Personnel or their Relatives
1	Remuneration	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)
2	Loan Received	Nil (Nil)	Nil (Nil)	Nil (Nil)	1,565.00 (Nil)
3	Repayment of Loan / Adjusted against allotment of shares in Rights Issue	Nil (Nil)	Nil (Nil)	Nil (Nil)	890.00 (Nil)
4	Sitting fees to Non - executive directors of the company	2.25 (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)
5	Interest paid on Loan	Nil	Nil	Nil	Nil



	Transactions	Associates	Key Management Personnel (Directors)	Relatives of Key Management Personnel	Enterprises where Significant Influence exist by Key Management Personnel or their Relatives
		(Nil)	(Nil)	(Nil)	(Nil)
6	Sale of Goods	Nil	Nil	Nil	475.44
		(Nil)	(Nil)	(Nil)	(184.40)
7	Advance payment against Investment (Refer Note No. 23)				209.50
					(Nil)
8	Purchase of Goods	Nil	Nil	Nil	33.30
		(Nil)	(Nil)	(Nil)	(60.95)
9	Outstanding as on 31st March, 2022				
	(a) Amount Receivable	Nil	Nil	Nil	Nil
		(Nil)	(Nil)	(Nil)	(Nil)
	(b) Loan Payable	Nil	Nil	Nil	675.00
		(Nil)	(Nil)	(Nil)	(Nil)
	(c) Expenses Payable	Nil	Nil	Nil	Nil
		(Nil)	(Nil)	(Nil)	(Nil)
	(d) Remuneration Payable	Nil	Nil	Nil	Nil
		(Nil)	(Nil)	(Nil)	(Nil)

Notes: 1. Figures in bracket represent previous year amounts.
2. Figures has been Regrouped/Rearranged accordingly

Note No. 27: ACCOUNTING RATIOS:

Particulars	As at 31 st March, 2022	As at 31 st March, 2022
Current Assets (A)	2,200.17	259.65
Current Liabilities (B)	1,005.94	5.57
Borrowings (C)	675.00	-
Equity Share Capital (D)	1,965.94	982.97
Profit after tax (net income) (E)	274.71	2.56
Shareholders' funds (F)	1,665.02	407.34
Net Credit Sales (G)	5,549.68	519.42
Working Capital (H)	1,194.23	254.08
Earnings before interest & Tax (I)	274.55	2.56
Capital Employed (J)	1,665.02	407.34
Profit for the period/year (including OCI) (K)	274.71	2.56



Particulars	As at 31 st March, 2022	As at 31 st March, 2022
Weighted Average Number of Equity Shares outstanding at the end of the year (L)	9,82,96,996	4,91,48,498
Networth (M)	1,665.02	407.34
Current Ratio (in times) (A/B)	2.19	46.60
Debt-Equity Ratio (in times) (C/D)	0.34	-
Return on Equity Ratio (%) (E/F)	16.50	0.63
Net Capital turnover Ratio (in times) (G/H)	4.65	2.04
Net profit Ratio (%) (E/G X 100)	4.95	0.49
Return on Capital employed (%) (I/J X 100)	16.49	0.63
Basic Earning Per Shares (Rs.) (K/L)	0.00	0.00
Diluted Earning Per Shares (Rs.) (K/L)	0.00	0.00
Return on networth (%) (K/F)	16.50	0.63
Net Asset value per equity share (Rs.) (M/L)	0.00	0.00

The Ratios have been computed as below:

1. Current Ratio = Current Assets/ Current Liabilities
2. Debt Equity Ratio= Total Liabilities/Total Shareholders' Equity
3. Return on Equity Ratio = Net Income/ Shareholders Equity
4. Net Capital turnover Ratio = Sales/ Working Capital
5. Net profit Ratio = Net profit after tax/Net Sales
6. Return on Capital employed = Earning before interest and Tax/ Capital Employed
7. Earnings per share = Profit available to equity shareholders/ weighted avg number of outstanding equity shares during the year.
8. Diluted Earnings per share = Profit available to equity shareholders/ weighted avg number of potential equity shares outstanding during the year.
9. Return on Networth= Profit available to equity shareholders/ Net worth (net worth means= Shareholders funds i.e. Equity share capital +other equity).
10. Net Asset Value per equity share= Networth/ Number of equity shares outstanding during the year.

Notes No. 28: Financial Information:

1. Segment Reporting (Ind AS-108)

The Company is primarily engaged in trading activities. Since this segment meets the aggregation criteria as per the requirements of Ind AS 108 on 'Operating segments', the management considers this as a single reportable segment. Accordingly, disclosure of segment information has not been furnished.



2. Foreign Currency Exposure

(₹ in Lacs)

Nature of Foreign Currency	UoM	As at 31 st March, 2022		As at 31 st March, 2021	
		FCY	Rs.	FCY	Rs.
Advance for Import	USD	-	-	0.23	16.84
Purchase Import (net of advance)	USD	0.01	0.46	-	-

3. Foreign Currency Exposure

(₹ in Lacs)

Nature of Foreign Currency	UoM	As at 31 st March, 2022		As at 31 st March, 2021	
		FCY	FCY	Rs.	Rs.
Advance for Import	USD	-	-	0.23	16.84
Purchase Import (net of advance)	USD	0.01	0.46	-	-

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

5. Financial instruments

a. Categories of financial instruments

Financial Assets and Financial Liabilities classified under Level 1 and Level 2 hierarchy.

(₹ in Lacs)

Particulars	Hierarchy Level	31st March, 2022	31st March, 2021
Financial Assets			
Measured at Amortized cost			
- Investments in Equity Instruments	Level-2	418.99	151.05
- Investments in partnership firm	Level-2	-	1.00
- Trade receivables	Level-2	723.92	95.45
- Cash and Cash equivalents	Level-2	525.02	71.32
- Other financial assets	Level-2	22.41	10.79
Financial Liabilities			
Measured at Amortized cost			
- Borrowings	Level-2	675.00	-
- Trade payables	Level-2	255.80	1.53
- Other financial liabilities	Level-2	43.59	3.61



The carrying amount of financial assets and financial liabilities recognized in the financial statements approximates their fair value.

b. Fair Value measurement

Fair valuation techniques and inputs used

(i) Fair value

This section explains the judgments and estimates made in determining the fair values of the financial instruments that are (a) recognized and measured at fair value and (b) measured at amortized cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the input used in determining fair value, the Group has classified instruments into the three levels prescribed under the accounting standard.

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date. A quoted market price in an active market provides the most reliable evidence of fair value and is used without adjustment to measure fair value whenever available, with limited exceptions.

Level 2 inputs are input other than quoted market prices included Level 1 that is observable for the asset or liability, either directly or indirectly.

Level 2 inputs include:

- quoted prices for similar assets or liabilities in active markets
- quoted prices for identical or similar assets or liabilities in markets that are not active
- inputs other than quoted prices that are observable for the asset or liability
- inputs that are derived principally from or corroborated by observable market data by correlation or other means ('market - corroborated inputs')

Level 3 Inputs are unobservable inputs for the asset or liability. Unobservable inputs are used to measure fair value to the extent that relevant observable inputs are not available, thereby allowing for situations in which there is little, if any, market activity for the asset or liability at the measurement date. An entity develops unobservable inputs using the best information available in the circumstances, which might include the entity's own data, taking into account all information about market participant assumptions that is reasonably available.



6. Notes to adjustments

- a) Adjustments for audit qualification: None
- b) Significant errors, non-provisions, material regrouping and other adjustments: None
- c) Changes in accounting policies: None
- d) Non-adjusting items: None

As per our report of even date attached

For and on behalf of

B. K. Sood & Co.

Chartered Accountants

Firm Registration No. 000948N

For and on behalf of the Board of Directors

Sd/-

CA Nitin Jain

Partner

M. No. 089895

Place: New Delhi

Date: 18th April, 2022

Sd/-

Ashok Kumar Sawhney

Director

DIN: 00303519

Sd/-

Anuj Sawhney

Director

DIN: 00471724

Sd/-

Vijay Kalra

Chief Financial Officer

Sd/-

Vikas Jain

Company Secretary



NOTICE TO THE 33rd ANNUAL GENERAL MEETING

NOTICE is hereby given that the 33rd Annual General Meeting of the Members of Swiss Military Consumer Goods Limited will be held on Thursday 15th day of December, 2022 at 12:00 Noon IST through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'), to transact the following business:

ORDINARY BUSINESS:

- 1) To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2022, comprising of the Balance Sheet as at March 31, 2022 and the statement of Profit and Loss Account for the Financial Year ended on that date including Statement of cash flows for the year ended as at March 31, 2022, together with the Reports of Board of Directors and Auditors thereon.
- 2) To consider appointment of a Director in place of Mrs. Ashita Sawhney (DIN-08612232) who retires by rotation and being eligible, offers herself for reappointment.
- 3) To consider and if thought fit, approve appointment of M/s B.K. Sood & Co., Chartered Accountants as the Statutory Auditors of the Company for a second term of 5 (five) years and to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment thereof, for the time being in force), M/s B.K. Sood & Co., Chartered Accountants (Firm Registration No. 000948N), be and is hereby appointed as the Statutory Auditors of the Company for a second term of 5 (five) years to hold office from the conclusion of this 33rd AGM till the conclusion of 38th AGM of the Company, at such remuneration, as recommended by the Audit Committee and as may be mutually agreed upon between the Board of Directors of the Company and the Statutory Auditors from time to time.

RESOLVED FURTHER THAT The Board of Directors (including its Committee thereof) and/or Mr. Vikas Jain, Company Secretary and Compliance Officer of the Company, be and are hereby authorised to do all such acts deeds, matters and things as may be considered necessary desirable or expedient to give effect to this resolution."

SPECIAL BUSINESS:

- 4) To consider and if thought fit, approve the appointment of Mr. Anuj Sawhney (DIN: 00471724) as Managing Director of the Company for a period of five years w.e.f. November 12, 2022 and to pass with or without modification(s), the following resolution as a **Special Resolution**:



“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, the approval of the members of the Company be and is hereby accorded for the appointment of Mr. Anuj Sawhney (DIN: 00471724) as a Managing Director of the Company, for a period of five (5) years from November 12, 2022 to November 11, 2027 on the terms and conditions of appointment including the payment of remuneration, perquisites & other benefits and including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment, as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with authority to the Board of Directors (on the recommendations of the Nomination and Remuneration Committee) to alter, enhance or widen the scope of remuneration (including the Fixed pay, Variable Pay/ Commission and other benefits) including periodical increase in his remuneration as may be permissible within the overall remuneration limits as mentioned in the explanatory statement in accordance with Section 197, read with Schedule V of the Act and rules made thereunder and other applicable laws, regulations, as amended from time to time.

RESOLVED FURTHER THAT The Board of Directors (including its Committee thereof) and/or Mr. Vikas Jain, Company Secretary and Compliance Officer of the Company, be and are hereby authorised to do all such acts deeds, matters and things as may be considered necessary desirable or expedient to give effect to this resolution.”

- 5) To consider and if thought fit, to approve the appointment of Mr. Surendra Kumar Bhagat (DIN: 09365562) as an Independent Director (Non-Executive) of the Company and to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Regulation 16(1)(b) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Surendra Kumar Bhagat (DIN: 09365562) who was appointed as an Additional Director (Non-Executive Independent Director) of the Company by the Board of Directors in their meeting held on October 23, 2021 and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting, who has submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to



retire by rotation, to hold office for a term of 5 (Five) consecutive years up to the conclusion of the 38th Annual General Meeting to be held in the year 2027.

RESOLVED FURTHER THAT The Board of Directors (including its Committee thereof) and/or Mr. Vikas Jain, Company Secretary and Compliance Officer of the Company, be and are hereby authorised to do all such acts deeds, matters and things as may be considered necessary desirable or expedient to give effect to this resolution.”

- 6) To consider and if thought fit, to approve the appointment of Mr. Rajesh Tuteja (DIN: 08952755) as an Independent Director (Non-Executive) of the Company and to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Regulation 16(1)(b) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Rajesh Tuteja (DIN: 08952755) who was appointed as an Additional Director (Non-Executive Independent Director) of the Company by the Board in their meeting held on October 23, 2021 and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting, who has submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years up to the conclusion of the 38th Annual General Meeting to be held in the year 2027.

RESOLVED FURTHER THAT The Board of Directors (including its Committee thereof) and/or Mr. Vikas Jain, Company Secretary and Compliance Officer of the Company, be and are hereby authorised to do all such acts deeds, matters and things as may be considered necessary desirable or expedient to give effect to this resolution.”

**By order of the Board
For Swiss Military Consumer Goods Limited**

Place: New Delhi
Date: 12th November 2022

**Sd/-
Vikas Jain
Company Secretary**



Notes:

- 1) In view of the COVID pandemic and the social distancing norms followed in the Country, the Ministry of Corporate Affairs ('MCA') vide its General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021 and Circular No. 2/2022 dated May 05, 2022 ('MCA Circulars') and the Securities and Exchange Board of India ('SEBI') vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 ('SEBI circular') (MCA Circular and SEBI Circular collectively referred as Circulars) has permitted the holding of the AGMs through VC/OAVM facility without physical presence of the members at the meeting. In compliance with the provisions of the Companies Act, 2013 ('Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Circulars, the 33rd AGM of the Company is being held through VC/OAVM facility. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
- 2) 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 authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
- 3) 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 served basis.
- 4) 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.
- 5) The relevant details as required pursuant to Regulations 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking appointment/re-appointment as Director under Item Nos. 2, 4, 5 & 6 of the Notice are also annexed.
- 6) 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 Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (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 appointed 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.

- 7) In compliance with the aforesaid SEBI Circulars, the Notice of AGM and Annual Report for are being sent only through electronic mode to those members whose e-mail IDs are registered with the Company or RTA or DP. Members may note that this Notice of AGM and Annual Report will also be available at the Investors Section of the Company's website at www.swissmilitaryshop.com, Stock Exchange's website i.e. BSE Limited ('BSE') at www.bseindia.com and NSDL at www.evoting.nsdl.com.
- 8) All relevant documents or its extracts as referred to in this Notice will also be available electronically for inspection by the members, from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents may send an email to cs@swissmilitaryshop.com.
- 9) The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the "Act", the Register of contracts or arrangements in which the Directors are interested under Section 189 of the "Act" and all other documents referred to in the Notice will be available for inspection in electronic mode.
- 10) SEBI vide its Circular dated November 03, 2021 has made it mandatory for the shareholders holding shares in physical form to furnish PAN, KYC details and Nomination viz Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14. In case of any query/assistance, members are requested to contact our RTA, Alankit Assignments Limited, at Alankit House, 4E/2, Jhandewalan Extension, New Delhi-110055 (Phone No. 011-42541955; Email: rt@alankit.com).
- 11) On and from April 1, 2019, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form. In addition to that, as per the recent amendments to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 effective from January 24, 2022 and SEBI's Circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, it has been mandated that listed companies shall henceforth issue the securities in dematerialized form only while processing the service requests for (a) issue of duplicate securities certificate; (b) claim from Unclaimed Suspense Account; (c) Renewal/Exchange of securities certificate; (d) Endorsement; (e) Sub-division/Splitting of securities certificate; (f) Consolidation of securities certificates/folios; (h) Transmission, and (i) Transposition.

In accordance with the said Circular, our RTA shall verify and process the service requests and thereafter issue a 'Leer of confirmation' in lieu of physical securities certificate(s), to the securities holder/claimant. Such 'Leer of Confirmation' shall be valid for a period of 120 days from the date of its issuance, within which the securities holder/claimant shall make a request to the Depository Participant for dematerializing the said securities.



- 12) In terms of Section 72 of the Companies Act, 2013, a member of the Company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form SH-13 (to the Company/RTA in case shares are held in physical form and to their respective depository participant, if held in electronic form.
- 13) Members are requested to send their queries concerning the financial statements and operations of the Company at least 10 days before the date of AGM to the Company Secretary at its Registered Office or by sending an email to cs@swissmilitaryshop.com, so that information can be made available at the meeting.
- 14) Members who have not registered their e-mail addresses with the Company can now register the same by submitting a request in this respect to the Company/Registrar & Share Transfer Agents, M/s. Alankit Assignments Limited. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only.

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

The remote e-voting period begins on Monday, 12th day of December, 2022 at 09:00 A.M. and ends on Wednesday, 14th day of December, 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 08th day of December, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 08th day of December, 2022.

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

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

Step 1: Access to NSDL e-Voting system

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





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

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



Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<p>Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 hold 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.</p> <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p>



Type of shareholders	Login Method
	<p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat 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.</p>

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



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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for 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 For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****



c) For Members holding shares in Physical Form.

EVEN Number followed by Folio Number registered with the company
For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve 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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- 7) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- 8) Now, you will have to click on "Login" button.
- 9) After you click on the "Login" button, Home page of e-Voting will open.



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

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

- 1) After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
- 2) Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General 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 svikash630@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- 2) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
- 3) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in.



Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of 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 investor@swissmilitaryshop.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 investor@swissmilitaryshop.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.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- 4) In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

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

- 1) Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General 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) Any Member desirous to ask questions/provide their valuable views during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at cs@swissmilitaryshop.com at least 48 hours in advance before the start of the AGM i.e. by Tuesday 13, 2022 by 12:00 Noon IST. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- 6) Mr. Vikash Kumar Singh, Company Secretary (Membership No ACS-42789) of M/s VK Singh & Co., Company Secretaries has been appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner by the Board in its meeting held on November 10, 2022.
- 7) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favors or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
- 8) The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.swissmilitaryshop.com The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.



EXPLANATORY STATEMENT

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act'), given hereunder sets out all material facts relating to the special business mentioned at Item Nos. 4 to 6 of the accompanying Notice dated November 12, 2022. As an additional information, the Explanatory Statement also contains material facts pertaining to ordinary business mentioned at Item No. 3 of the said Notice.

ITEM No. 3

The Members of the Company at the 28th Annual General Meeting ('AGM') held on September 20, 2017 approved the appointment of M/s B.K. Sood & Co., Chartered Accountants, (Firm Registration No. 000948N), as the Statutory Auditors of the Company for a period of Five (5) years from the conclusion of the said AGM. Accordingly, the auditors will complete their present term on conclusion of this AGM.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company has, based on the recommendation of the Audit Committee, proposed the reappointment of M/s B.K. Sood & Co., Chartered Accountants, (Firm Registration No. 000948N), as the Statutory Auditors of the Company, for the second consecutive term of five years from the conclusion of 33rd AGM till the conclusion of 38th AGM of the Company to be held in the year 2027, at a remuneration as may be mutually agreed between the Board and the Statutory Auditors.

M/s B.K. Sood & Co., have consented to their appointment as the Statutory Auditors and have confirmed that the appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and that they are not disqualified to be appointed as the Statutory Auditors in terms of the provisions of Section 139 and 141 of the Act and the Rules framed thereunder.

M/s B.K. Sood & Co., Chartered Accountants, (Firm Registration No. 000948N), is a firm of Chartered Accountants, registered with the Institute of Chartered Accountants of India and has valid peer review certificate. It is primarily engaged in providing audit and assurance services to the clients.

The Board, in consultation with the Audit Committee, may alter and vary the terms and conditions of re-appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution at Item No. 3 of the accompanying Notice.

The Board recommends the Ordinary Resolution at Item no. 3 of this Notice for the approval of the members.



Mr. Anuj Sawhney satisfies all the conditions set out in Para – I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for re-appointment. He is not disqualified from being appointed as Directors in terms of Section 164 of the Act.

Mr. Anuj Sawhney is son of Shri Ashok Kumar Sawhney, Chairman of the Company and husband of Mrs. Ashita Sawhney, Director of the Company. Hence, he is covered under the provisions of Section 188 of the Companies Act, 2013 and rules made thereunder.

Except Mr. Anuj Sawhney, being an appointee and Shri Ashok Kumar Sawhney, and Mrs. Ashita Sawhney, Directors, being his relative, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.4.

The above may be treated as a written memorandum setting out terms of re-appointment of Mr. Anuj Sawhney under Section 190 of the Act.

The brief resume of Mr. Anuj Sawhney, his nature of expertise in specific functional areas, names of Companies in which he holds directorships/ chairmanship of Board Committees, shareholding and relationships between directors is provided in the Annexure attached to the Notice, pursuant to the provisions of (i) Companies Act, 2013 (ii) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (iii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

The resolution seeks approval of members as a Special Resolution for the appointment of Mr. Anuj Sawhney, as the Managing Director of the Company with effect from November 10, 2022 pursuant to the provisions of Section 117, 196 and 197 and 203 read with Schedule V other applicable provision of the Companies Act, 2013 and the rules made there under.

The Board recommends the Special Resolution at item no. 4 of this Notice for approval by the members.

ITEM No. 5

Mr. Surendra Kumar Bhagat (DIN: 09365562) was appointed as an Additional Director in the category Non-Executive Independent Director of the Company by the Board of Directors in their Meeting held on October 23, 2021 to hold office of Independent Director up to the ensuing Annual General Meeting.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) appointment of Independent Directors requires approval of the members of the Company by way of Special Resolution. Accordingly, the appointment of Mr. Surendra Kumar Bhagat (DIN: 09365562) would require the approval of the members of the Company by way of Special Resolution.

Based on recommendations of Nomination and Remuneration Committee, Board have approved the appointment of Mr. Surendra Kumar Bhagat (DIN: 09365562) as Non-Executive Independent Director of the Company, not liable to retire by rotation to hold office for a First term of Five (5) consecutive years up to the conclusion of 38th Annual General Meeting to be held in the year 2027 subject to approval of the Shareholders.



Section 149 of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) inter alia prescribe that an Independent Director of a Company shall meet the criteria of independence as provided in Section 149(6) of the Act and regulation 16(1)(b) of the Listing Regulations.

Mr. Surendra Kumar Bhagat (DIN: 09365562) is not disqualified from being appointed as Directors in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received declarations from Mr. Surendra Kumar Bhagat (DIN: 09365562) that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations. In the opinion of the Board, Mr. Surendra Kumar Bhagat (DIN: 09365562) fulfills the conditions for appointment as Independent Director as specified in the Act and the Listing Regulations and is independent of the management. He shall be paid remuneration by way of sitting fee for attending meetings of the Board or Committee thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.

The details of Mr. Surendra Kumar Bhagat (DIN: 09365562), nature of his expertise in specific functional areas and names of company in which he hold directorships, shareholding and relationships between directors are provided in “Annexure” to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

Copy of the draft letter for re-appointment of Mr. Surendra Kumar Bhagat (DIN: 09365562) as an Independent Director (Non- Executive) setting out terms and conditions would be available for inspection in electronic mode.

Except the appointee Director with regard to the resolution of his appointment, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval of the shareholders.

ITEM No. 6

Mr. Rajesh Tuteja (DIN: 08952755) was appointed as an Additional Director in the category Non-Executive Independent Director of the Company by the Board of Directors in their Meeting held on October 23, 2021 to hold office of Independent Director up to the ensuing Annual General Meeting.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) appointment of Independent Directors requires approval of the members of the Company by way of Special Resolution. Accordingly, the appointment of Mr. Rajesh Tuteja (DIN: 08952755) would require the approval of the members of the Company by way of Special Resolution.



Based on recommendations of Nomination and Remuneration Committee, Board have approved the appointment of Mr. Rajesh Tuteja (DIN: 08952755) as Non-Executive Independent Director of the Company, not liable to retire by rotation to hold office for a First term of Five (5) consecutive years up to the conclusion of 38th Annual General Meeting to be held in the year 2027 subject to approval of the Shareholders.

Section 149 of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) inter alia prescribe that an Independent Director of a Company shall meet the criteria of independence as provided in Section 149(6) of the Act and regulation 16(1)(b) of the Listing Regulations.

Mr. Rajesh Tuteja (DIN: 08952755) is not disqualified from being appointed as Directors in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received declarations from Mr. Rajesh Tuteja (DIN: 08952755) that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations. In the opinion of the Board, Mr. Rajesh Tuteja (DIN: 08952755) fulfills the conditions for appointment as Independent Director as specified in the Act and the Listing Regulations and is independent of the management. He shall be paid remuneration by way of sitting fee for attending meetings of the Board or Committee thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.

The details of Mr. Rajesh Tuteja (DIN: 08952755), nature of his expertise in specific functional areas and names of company in which he hold directorships, shareholding and relationships between directors are provided in “Annexure” to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

Copy of the draft letter for re-appointment of Mr. Rajesh Tuteja (DIN: 08952755) as an Independent Director (Non- Executive) setting out terms and conditions would be available for inspection in electronic mode.

Except the appointee Director with regard to the resolution of his appointment, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.



**SWISS
MILITARY**

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval of the shareholders.

**By order of the Board
For Swiss Military Consumer Goods Limited**

Place: New Delhi
Date: 12th November 2022

**Sd/-
Vikas Jain
Company Secretary**



DETAILS OF DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO ITEM NO. 2, 4, 5 & 6 OF THE AFORESAID NOTICE, AS REQUIRED UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 & SECRETARIAL STANDARD ON GENERAL MEETINGS IS PROVIDED HEREIN BELOW:

Name of the Director	Mrs. Ashita Sawhney	Mr. Anuj Sawhney	Mr. Surendra Kumar Bhagat	Mr. Rajesh Tuteja
DIN	08612232	00471724	09365562	08952755
Date of Birth and age	10th July, 1973 Age: 49 years	9th March, 1974 Age: 48 years	12th June, 1957 Age: 65 years	01st September, 1960 Age: 62 years
Date of first appointment on the Board	23/09/2020	23/09/2020	23/10/2021	23/10/2021
Qualifications	B.A (Hons)	B.com (Hons.) from Shri Ram college of commerce, Delhi MBA from Owen Graduate School of Commerce, Vanderbilt University, USA.	Masters in Political Science	CA & CS
Experience and Expertise	She is having experience of around 12 years in business development, lifestyle branding and related business	He has experience of around 22 years in operational management, lifestyle branding and related business. With keen business acumen and strategic planning skills, he has contributed immensely in shaping the long-term vision and mission of the Company with major emphasis on business development in focus areas, undertaking of new projects, achieving operational efficiencies and building upon commercial	He served as SP/SSP of several districts of UP; as SP and DIG in CBI; as IG in Sashastra Seema Bal; as ADG (Admin.) (Law & Order), and DG Vigilance in Uttarakhand. He was Special DG CRPF J&K Zone before taking over as Director General, Railway Protection Force. He is the recipient of several awards, including Kathin Sewa Padak and President's Police Medal for Distinguished Service.	He has been over 30 years' experience in different capacities in administrative capacity for managing Income Tax taxation as well as Investigation and Intelligence.



Name of the Director	Mrs. Ashita Sawhney	Mr. Anuj Sawhney	Mr. Surendra Kumar Bhagat	Mr. Rajesh Tuteja
		successes, since he took over the role of Executive Director and Manager in 2020.		
Terms and Conditions of Appointment	As per the resolution of appointment.	As per the resolution of appointment.	As per the resolution of appointment.	As per the resolution of appointment.
Number of Meetings of the Board attended during the year.	Ten (10) out of Ten (10) board meetings during the FY 2021-22	Ten (10) out of Ten (10) board meetings during the FY 2021-22	Five (5) out of Five (5) board meetings during the FY 2021-22	Five (5) out of Five (5) board meetings during the FY 2021-22
List of Directorship of other Board.	Swiss Military Lifestyle Products Private Limited Promoshirt SM Private Limited	Swiss Military Lifestyle Products Private Limited Promoshirt SM Private Limited AAA Shenyang Container Seal Private Limited	NIL	Anant Raj Limited Orchid Infrastructure Developers Private Limited
List of Membership / Chairmanship of Committees of other Board.	NIL	NIL	NIL	NIL
Shareholding in Swiss Military Consumer Goods Limited	NIL	NIL	NIL	NIL
Relationship with other directors, manager and other Key Managerial Personnel of the Company	Mrs. Ashita Sawhney, is wife of Mr. Anuj Sawhney	Mr. Anuj Sawhney, is husband of Mrs. Ashita Sawhney and Son of Mr. Ashok Kumar Sawhney.	No relation with any other director or KMP.	No relation with any other director or KMP.

