

2<sup>nd</sup> September 2023

To,

BSE Limited Corporate Relationship Department 1st Floor, New Trading Ring, Rotunda Building, P. J. Towers, Dalal Street, Mumbai – 400 001 <b>SCRIP CODE: 543523</b>	National Stock Exchange of India Ltd. Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 <b>SYMBOL: CAMPUS</b>
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**Subject: Annual Report for FY 2022-23 along with Notice of the 15<sup>th</sup> Annual General Meeting, Book Closure and E-voting Intimation**

Dear Sir

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

1. The 15<sup>th</sup> Annual General Meeting (AGM) of the Company will be held on **Tuesday, 26<sup>th</sup> September 2023 at 11:00 A.M. (IST)** through video conferencing/ Other Audio-Visual Means in accordance with relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India ('Circulars').
2. In terms of the said Circulars, the AGM Notice and the Annual Report 2022-23 (as enclosed) is being sent to all the members of the Company whose email addresses are registered with the Company / RTA/Depository Participant(s). AGM Notice may be referred to for detailed instructions on registering email addresses(s) and voting/ attendance for the AGM.
3. The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, 20<sup>th</sup> September 2023 to Tuesday, 26<sup>th</sup> September 2023 (both days inclusive) for the purpose of 15<sup>th</sup> Annual General Meeting.
4. The Company is providing the facility to vote by electronic means (remote e-voting as well as e-voting at the AGM) on all resolutions as set out in the AGM notice to those members, who are holding shares either in physical or in electronic form as on the cut-off date i.e. Tuesday, 19<sup>th</sup> September, 2023. The remote e-voting will commence from 9.00 AM (IST) on Saturday, 23<sup>rd</sup> September 2023 and end at 5:00 PM (IST) on Monday, 25<sup>th</sup> September 2023.

Thanking you

**For CAMPUS ACTIVEWEAR LIMITED**

**Archana Maini**  
**General Counsel & Company Secretary**  
**Membership No. A16092**

Encl: As above

**MAKE  
THE MOVE.**

**START A  
MOVEMENT.**







**Forward Looking Statement**

In this Annual Report, we have disclosed forward-looking information to enable investors to comprehend our prospects and make informed investment decisions. This report and other statements - written and oral - that we periodically make, contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipate', 'estimate', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.



**20**  
Today's customer seeks immersive experience and at Campus, we understand and enable our customers with accessibility underscored by our omni-channel presence.

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**MAKE THE MOVE.  
START A MOVEMENT.**





# MAKE THE MOVE. START A MOVEMENT.

In a world that thrives on progress and change, the power to make a difference lies within each of us. 'Make the move. Start a movement.' encapsulates the essence of taking that first step towards transformative action.

Every new path-breaking journey, no matter how long or challenging, begins with a single, courageous step. It's a step that defies the norm, challenges the status quo, and creates a trail for others to follow. The most extraordinary accomplishments start with a simple act of determination and the willingness to take that initial leap of faith. It is the boldness to venture into uncharted territories that sets pioneers apart.

But it doesn't stop there; it's just the beginning.

A spark starts a fire, a thought starts a revolution! Even the smallest action has the potential to create a significant impact.



At Campus, we embrace this spirit of movement, encouraging everyone to join us in revolutionising style, confidence, and self-expression.

Our shoes are not merely footwear; they are catalysts for change, empowering individuals to step into their true potential. We celebrate the power of movement. It's not just about physical motion but a profound force that propels us towards growth, achievement, and milestones.

In fact, we don't see ourselves as just a shoe brand; we are a lifestyle, and a mindset, which resonates with a vibrant youthful spirit. Our journey is fuelled by unstoppable energy, propelling us to push ourselves and kick beyond our reach.

We are driven by the unwavering belief that when we dare to dream, take action, and make the move, we can create extraordinary waves of transformation.

'Make the Move. Start a Movement.' captures the soul of our brand. We invite you to step forward, seize every opportunity, and create an inspiring movement that celebrates growth and achievement. **Campus is here to unleash your style, win every occasion, and inspire a generation to make their mark.**

Get ready to ignite your spirit, step into action, and become a catalyst for change. Let your every move be a testament to your determination and desire to make a lasting impact.

Together, let us continue to make strides, break barriers, and set new benchmarks. With Campus shoes, the possibilities are limitless, and the movement is unstoppable. Let's redefine the future and leave an indelible footprint on the world.

**It's time to make the move and start a movement!**





# Uncompromising style. Unbelievable value.

Who are we?



**WE ARE** a sports and athleisure footwear brand that offers a diverse product portfolio for everyone, catering to all events of the day.



**WE OFFER** global designs, multiple choices across styles, colour palettes, price points and an attractive product value proposition.



**WE ARE** the largest established Indian S&A brand in a segment which is primarily dominated by international brands.



**WE WERE** listed on Indian bourses in 2022. We have been ruling the S&A markets since 2005.



**WE ARE** one of the most relevant brands in this segment, with the widest presence across price segments covering more than 85% of the total addressable market for sports and athleisure footwear in India.

**We bring the best of global designs and technology to Indian streets.**

**We focus on trends which resonate with the personality of millennials & Gen Z.**



## OUR VISION

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

## OUR MISSION

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

## OUR CORE VALUES

### Creativity

We make our own little mark in the universe.

### Agility

We learn and adapt fast, we approach the problem with a solution.

### Massively enterprising

We think outside the box and expect the unexpected.

### Positivity

We are optimistic and see the best even in difficult situations.

### Unrelenting customer-centricity

We hold high integrity, ethics and ownership.

### Success

We are driven and responsible, together we symbolise success.



FROM STAYING FIT AND ACTIVE DURING THE DAY TO PARTYING AT NIGHT, CAMPUS IS AVAILABLE IN ALL STYLES, AS EVERYONE'S COOL BUDDY!



~17% MARKET SHARE IN BRANDED S&A FOOTWEAR MARKET.\*



WE UNDERSTAND THE DIVERSE LANGUAGE OF SHOES, WHICH DEMANDS A WIDE RANGE OF DESIGNS THAT'S WHY WE BRING IN THE HIGHEST DROP RATE & ACTIVE STYLES IN THE S&A CATEGORY IN INDIA.



IN 2022, WE SOLD MORE SKUs THAN THE NEXT 6 BRANDS COMBINED. AND YES, INCLUDING THOSE GLOBAL ONES.\*



INDIA'S LARGEST & FASTEST GROWING SPORTS & ATHLEISURE FOOTWEAR BRAND IN TERMS OF VALUE AND VOLUME.\*



\*Source: Technopak Report on Footwear Retail in India April 2022 (For 2021)



# CELEBRATING MOVEMENT

# CONFIDENT SELF-EXPRESSION

# FASHION & LIFESTYLE



## NUMBERS THAT ECHO A MOVEMENT

### SCALE OF OPERATIONS

**#1**

SPORTS & ATHLEISURE (S&A) FOOTWEAR BRAND IN INDIA\*

**~17%**

MARKET SHARE IN BRANDED S&A FOOTWEAR\*

**23.5 MM**

PAIRS OF SHOES SOLD IN FY23

**7.9 MM**

PAIRS SOLD THROUGH ONLINE CHANNELS IN FY23

### BREADTH OF PRESENCE

**20 K+**

PRESENCE IN GEO-TAGGED RETAIL TOUCH POINTS

**650+**

CITIES COVERED ACROSS 28 STATES

**425+**

DISTRIBUTORS

**200+**

EXCLUSIVE BRAND OUTLETS

### MANUFACTURING & SUPPLY CHAIN PROWESS

**5**

STATE-OF-ART MANUFACTURING FACILITIES

**34.8 MM**

ANNUAL SHOE ASSEMBLY CAPACITY

**100+**

THIRD-PARTY MANUFACTURING PARTNERS/FACILITIES

### EXPANSIVE CHOICE

**2,500+**

ACTIVE SHOE STYLES IN CIRCULATION

**2,800+**

NEW SHOES LAUNCHED IN FY - 19-23 INCLUDING 300+ NEW DESIGNS LAUNCHED IN FY 22-23

\*Source: Technopak Report on Footwear Retail in India April 2022 (For 2021)  
Pursuant to NCLT merger order, All the numbers of FY21 & FY22 have been revised to give effect to the order.

### THE SILENT ONE THAT SPEAKS THE LOUDEST.

The silent ethic that runs through most of what we do.



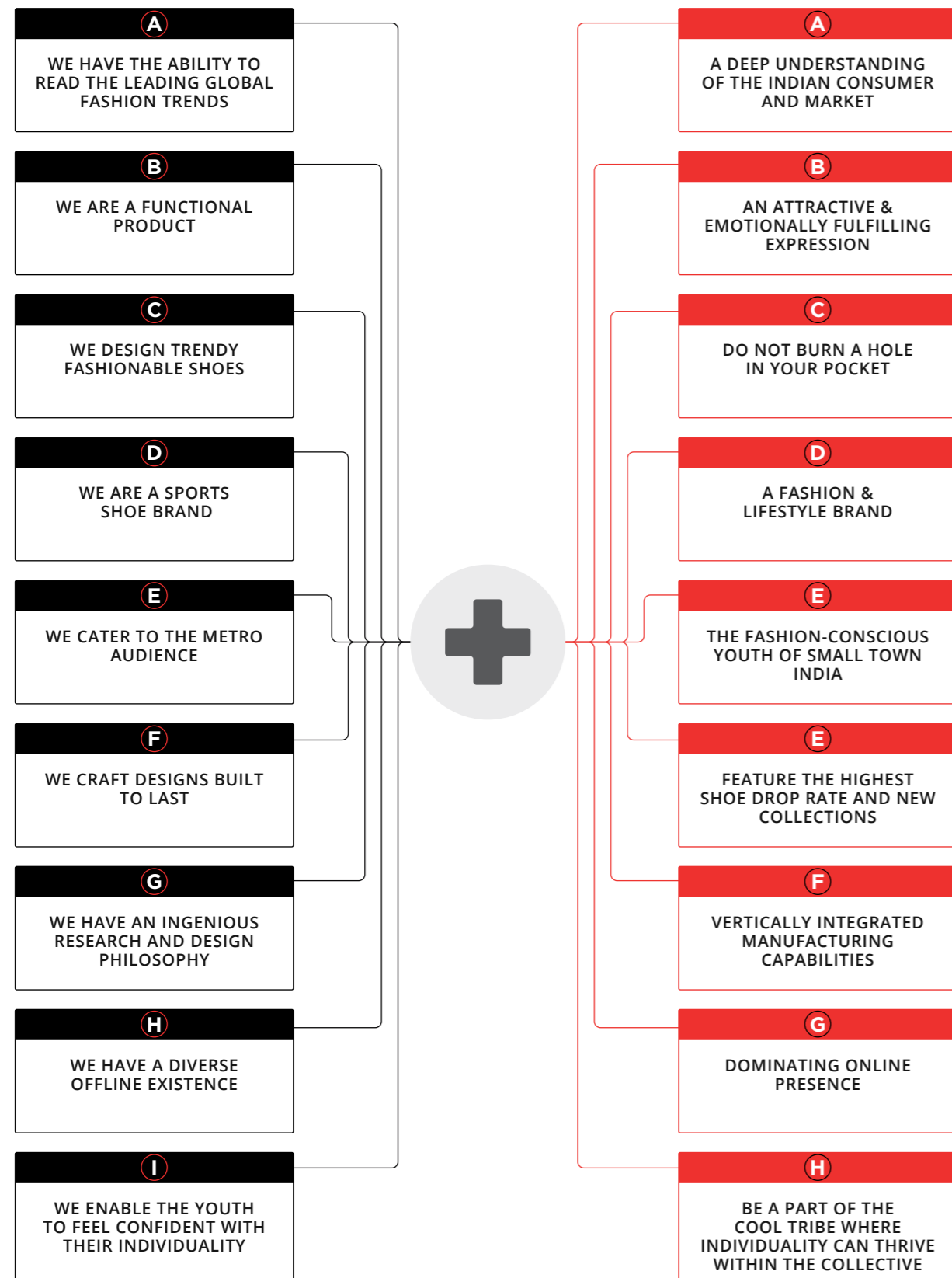
### BOLT - THE CAMPUS LOGO

The bolt symbolises the unwavering commitment of people who refuse to surrender and consistently strive to surpass their own limits, the ones who **make the move**. At Campus, our purpose is to encourage and empower everyone, each day, to **start a movement**, to embark on a journey towards continuous progress and enhanced achievements.





WHAT MAKES CAMPUS UNIQUE - BEST OF BOTH WORLDS



MOVEMENT OF MACRO TRENDS IN OUR FAVOUR

- ECONOMIC PROSPERITY OF INDIA AND THE RISING MIDDLE CLASS
- DEMOGRAPHIC DIVIDEND, A YOUNG POPULATION WITH 65% OF INDIANS <35 YEARS OLD
- FASHION CONSCIOUS COUNTRY WITH AOV RISE FOR FASHION BETWEEN 2019-22 >500%\*
- APPARELS MAY HAVE PEAKED, BUT FOOTWEAR IS HIGHLY UNDERPENETRATED - THE AVERAGE SHOE OWNERSHIP IS JUST 1.9
- THE RISE IN CONSUMPTION OF ATHLEISURE CATEGORY



\*Source: Technopak Report on Footwear Retail in India April 2022 (For 2021)

OUR MOVES

UNLEASHING OUR BRAND POWER AS A YOUTH CENTRIC BRAND

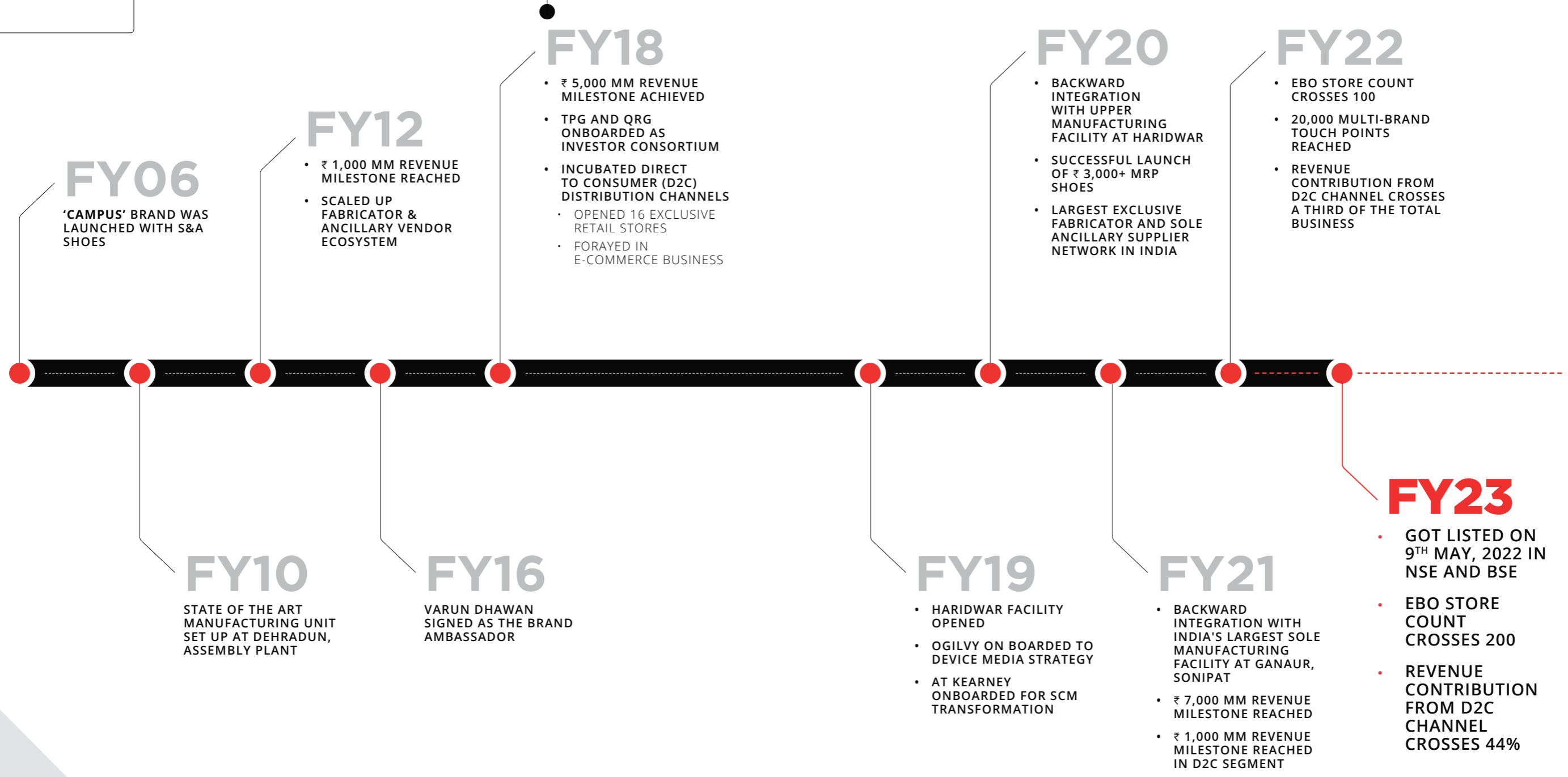
INCREASING THE SHOE CONSCIOUSNESS

CELEBRATING LIFE'S EVERYDAY OCCASIONS

WE WANT TO BE A BRAND THAT ELEVATES FASHION FOR YOUR FEET

**We wish to be in the heart and sole of every Indian!**

# Forward movement. Over the years.



## FY06

'CAMPUS' BRAND WAS LAUNCHED WITH S&A SHOES

## FY12

- ₹ 1,000 MM REVENUE MILESTONE REACHED
- SCALED UP FABRICATOR & ANCILLARY VENDOR ECOSYSTEM

## FY18

- ₹ 5,000 MM REVENUE MILESTONE ACHIEVED
- TPG AND QRG ONBOARDED AS INVESTOR CONSORTIUM
- INCUBATED DIRECT TO CONSUMER (D2C) DISTRIBUTION CHANNELS
  - OPENED 16 EXCLUSIVE RETAIL STORES
  - FORAYED IN E-COMMERCE BUSINESS

## FY20

- BACKWARD INTEGRATION WITH UPPER MANUFACTURING FACILITY AT HARIDWAR
- SUCCESSFUL LAUNCH OF ₹ 3,000+ MRP SHOES
- LARGEST EXCLUSIVE FABRICATOR AND SOLE ANCILLARY SUPPLIER NETWORK IN INDIA

## FY22

- EBO STORE COUNT CROSSES 100
- 20,000 MULTI-BRAND TOUCH POINTS REACHED
- REVENUE CONTRIBUTION FROM D2C CHANNEL CROSSES A THIRD OF THE TOTAL BUSINESS

## FY10

STATE OF THE ART MANUFACTURING UNIT SET UP AT DEHRADUN, ASSEMBLY PLANT

## FY16

VARUN DHAWAN SIGNED AS THE BRAND AMBASSADOR

## FY19

- HARIDWAR FACILITY OPENED
- OGILVY ON BOARDED TO DEVICE MEDIA STRATEGY
- AT KEARNEY ONBOARDED FOR SCM TRANSFORMATION

## FY21

- BACKWARD INTEGRATION WITH INDIA'S LARGEST SOLE MANUFACTURING FACILITY AT GANAUR, SONIPAT
- ₹ 7,000 MM REVENUE MILESTONE REACHED
- ₹ 1,000 MM REVENUE MILESTONE REACHED IN D2C SEGMENT

## FY23

- GOT LISTED ON 9<sup>TH</sup> MAY, 2022 IN NSE AND BSE
- EBO STORE COUNT CROSSES 200
- REVENUE CONTRIBUTION FROM D2C CHANNEL CROSSES 44%





# LET'S GO. LET'S GROW.

At Campus shoes, we leverage five key go-to drivers that enable us to maximise business growth, and move and stay ahead of the competition. These business drivers form the foundation of our success, empowering us to deliver exceptional results year after year.



## KEY DRIVERS OF BUSINESS SUCCESS



**PRODUCT INNOVATION & DESIGN PHILOSOPHY**  
WE CONTINUOUSLY INCORPORATE THE LATEST GLOBAL DESIGNS, CUSTOMISED FOR THE INDIAN MARKET. THROUGH INNOVATION, STRATEGIC PARTNERSHIPS, AND EXCLUSIVE COLLABORATIONS, WE OFFER DIFFERENTIATED OFFERINGS THAT RESONATE WITH OUR CUSTOMERS' EVOLVING PREFERENCES.

Read more on **PG. 14**



**OMNI-CHANNEL PRESENCE**  
OUR STRONG OMNI-CHANNEL PRESENCE ALLOWS US TO EXPAND OUR GEOGRAPHIC REACH AND SERVE OUR CUSTOMERS BETTER. WITH A PAN-INDIA NETWORK, OUR DISTRIBUTION PROWESS ENABLES US TO MEET OUR CUSTOMERS WHERE THEY ARE, ENSURING ACCESSIBILITY.

Read more on **PG. 20**



**VERTICALLY INTEGRATED MANUFACTURING ECOSYSTEM**  
WITH AN ANNUAL ASSEMBLY CAPACITY OF 34.8 MILLION PAIRS, WE INTEGRATE IN-HOUSE MANUFACTURING AND STRATEGIC OUTSOURCING WITH UNWAVERING FOCUS ON PRODUCT QUALITY. THIS APPROACH ENABLES US TO MEET THE DEMANDS OF OUR GROWING CUSTOMER BASE.

Read more on **PG. 28**



**MARKETING GENE**  
WE HAVE TRANSITIONED FROM TRADITIONAL TRADE-LED MARKETING TO CONSUMER-FOCUSED STRATEGIES, ENABLING CONSUMERS TO DISCOVER OUR BRAND AND PRODUCT OFFERINGS AT VARIOUS TOUCH POINTS THROUGHOUT THE PURCHASE LIFECYCLE. THIS SHIFT HAS SIGNIFICANTLY BOOSTED BRAND ACCEPTANCE AND STRENGTHENED OUR POSITION.

Read more on **PG. 34**



**DIGITISATION**  
BY LEVERAGING ADVANCED TECHNOLOGY SOLUTIONS ACROSS FUNCTIONS, WE HAVE SUCCESSFULLY DIGITISED OUR SALES PROCESS AND ACHIEVED AN AGILE PRODUCT FLOW. THIS EMPOWERS US TO SERVE AND DELIVER TO OUR CUSTOMERS EFFICIENTLY, AND ADAPT QUICKLY TO MARKET DYNAMICS.

Read more on **PG. 40**





# Designs that create movements.

At Campus, we deliver new and differentiated offerings tailored specifically for the dynamic Indian market. Our agile, fashion-forward, and segmented approach allows us to curate product lines that resonate with the diverse preferences of our stylish customers.



**We are not only the largest and the fastest-growing, we are also the trendiest and the fittest, with the fastest shoe drop rate.**

With our keen eye for leading global fashion trends and an in-depth understanding of the Indian market and consumer behaviour, we are able to design the most sought-after styles worldwide, keeping up with the needs of the Indian feet. And we do that with speed to stay ahead of the competition. So, we can confidently say,



## WHAT MAKES US TICK

### Design capabilities that transcend boundaries

Our product innovation is fuelled by a perfect blend of in-house expertise and collaborations with global design consultancy networks. With a team of 50 highly experienced in-house designers and strategic design sourcing tie-ups, we have our fingers on the pulse of emerging international fashion trends. By customising these trends to suit the unique demands of the Indian market, we consistently deliver designs that captivate and inspire.

### Guided by visionaries, inspired by trendsetters

Our partnership with renowned design consultancies not only guide us in identifying global styles, but also the latest trends in designing and manufacturing technologies. With these collaborations, our expertise extends to insights on raw material in the world of fashion, enabling us to create products that are not only visually stunning but also crafted with utmost care and quality.

### Swift to market, ahead of the curve

We excel in short lead times, faster life cycles, and accelerated time-to-market for new product launches. From the moment an idea is conceptualised to its debut, our dedicated teams ensure that the entire process is streamlined within an impressive 60-90 days, making us the frontrunners in the industry.

### Extensive range and unmatched value

Our product portfolio boasts an array of fashion-forward designs, captivating colours, and attractive pricing options for everyone and every occasion. By catering to the diverse preferences of our customer base, we enhance their experiences and provide them with a compelling value proposition.

### Moving ahead with minimum risk

By closely monitoring the preferences and behaviour of our consumers and target audience, we mitigate the risks associated with launching products that may not resonate or meet their needs. Simultaneously, we safeguard against missing out on crucial fashion trends that could define the market.



**55+**

QUALITY CONTROL TEAM STRENGTH

### QUALITY CONTROL

**TO ENSURE SUPERIOR PRODUCTS,** we follow excellent production norms and proper documented procedures. Numerous inspection and testing methods are carried out by our dedicated quality control team.

**TO MAINTAIN CONSISTENCY** throughout all batches of our products, including semi-finished and final goods, we also conduct routine product inspections and sample testing.

**TO KEEP A CHECK ON OUR APPROVED SET OF RAW MATERIAL SUPPLIERS,** we have developed stringent control measures. They must adhere to our internal standards, which are created to meet the demands of our diverse customers.





KEY OUTLINES OF OUR PRODUCT PORTFOLIO STRATEGY



**Flagship Collection**

Our Spring-Summer Collection (Feb/Mar) and Autumn-Winter Collection (Aug/Sept) are the cornerstone of our fashion-forward process. These two seasonal launches account for the majority of our annual designs, catering to our core business.



**Fast track design**

We excel at rapid design, development, and production outside of the traditional go-to-market process. We curate and introduce innovative concepts such as special drops, 173 exclusive collaborations, and channel partner exclusive merchandise. As an example, we curated Campus Globalgiri and Campus Crazies as exclusive launches for Flipkart's annual flagship sale, i.e. Big Billion Day, perfectly timed with the festive period in India from October to December. These initiatives are part of our special drops and limited-edition product design endeavours.



**In-season Replenishment**

Our ability to swiftly produce additional units of high-selling styles allows us to capture any increase in demand. We ensure that high-velocity pieces in our collection are readily available at any given time.



**Never Out of Stock**

We prioritise core replenishment of products to ensure that our evergreen models are consistently in stock. This involves identifying and manufacturing flagship products that maintain consistent demand across all seasons.

DESIGN INNOVATION

**DESIGN LABORATORY**

Our design and product development lab is equipped with cutting-edge tools and visual aids that enable 2D footwear design and provide cost predictions for production. Additionally, we offer a wide range of tools for embellishing footwear with various colours, patterns, and templates.

**INTRODUCTION OF ADVANCED FEATURES**

We continuously introduce multiple features across different price categories, including ones like shock absorption and reflect technology. This ensures that our products cater to emerging customer preferences and offer enhanced value for money.

**DEMOCRATISING SUPER SNEAKERS**

Campus has been at the forefront of bringing super sneakers to India at attractive price points. As part of our 'Global Giri 3.0' campaign, we unveiled the digital film 'Leave Your Mark,' which aimed to kick-start a larger movement to democratise global sneaker culture in India.



PRODUCT LAUNCHES

One of the largest

PRODUCT PORTFOLIO BY SKUs AMONGST ANY SPORTS AND ATHLEISURE FOOTWEAR BRAND IN INDIA

2,800+

NEW SHOES LAUNCHED IN FY - 19-23 INCLUDING 300+ NEW DESIGNS LAUNCHED IN FY 22-23

2,500+

ACTIVE STYLES

300+

NEW DESIGNS LAUNCHED



222

NEW STYLES FOR MEN



64

NEW STYLES FOR WOMEN



36

NEW STYLES FOR KIDS



OUR MOVES



We continue to **FOCUS ON THE PREMIUM SPORTS AND ATHLEISURE CATEGORIES**, increasing the number of launches to attract new customer segments and enhance their experience via exclusive EBOs



Catering to the evolving needs of consumers and creating market opportunities, we employ a **TARGETED PRODUCT DEVELOPMENT STRATEGY**



We understand the importance of **GUIDING CONSUMERS FROM THE UNBRANDED TO THE BRANDED CATEGORY**, and thus, we have introduced a range of new styles in the entry-level segment



**OUR MOVERS & SHAKERS**

OUR IN-HOUSE DESIGN AND PRODUCT DEVELOPMENT TEAM IS THE DRIVING FORCE BEHIND OUR INNOVATIVE AND FASHIONABLE PRODUCT PORTFOLIO, WHICH SERVES TO REINFORCE OUR BRAND IMAGE.



# SAYING SOMETHING NEW

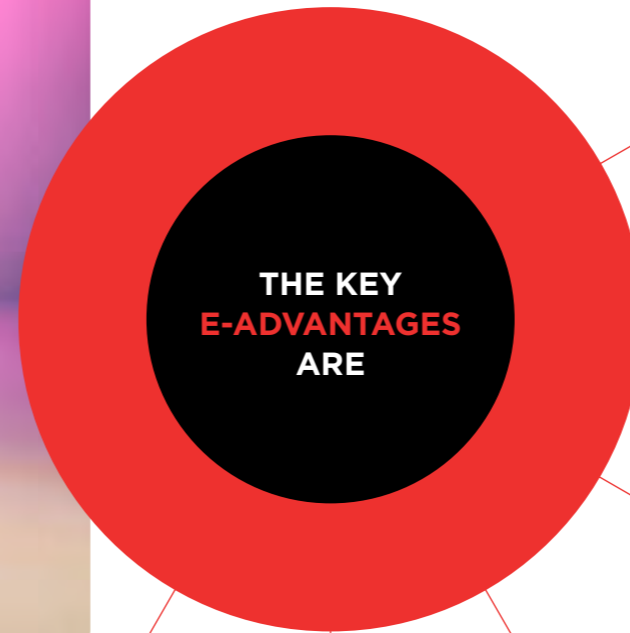
# WITH EVERY DESIGN



# Experience the purchase journey

Today's customer seeks immersive experience and at Campus, we understand and enable our customers with accessibility underscored by our omni-channel presence. Our relentless focus on building and strengthening our omni-channel capabilities has become a catalyst for delivering an exceptional shopping experience to our valued customers and consequently, driving higher volumes of shoes sold.

With an expansive pan-India presence, we have strategically established our footprint across both traditional and modern sales channels. This integrated approach seamlessly integrates our brick-and-mortar stores with our online platforms, enabling us to offer a superior customer experience that transcends physical and virtual boundaries.



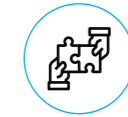
**Empowerment**  
Our omni-channel strategy enables our consumers to engage with our brand and products through their preferred channel, whether it's visiting our stores, exploring our website, or connecting with us through social media.



**Exploration**  
Our omni-channel presence goes beyond just sales transactions. It serves as a gateway to discover the essence of our brand and explore the latest trends and innovations in footwear.



**Experience**  
We ensure that every touch point provides a seamless and immersive experience. By embracing an omni-channel approach, we cover the entire consumer journey, encompassing **awareness >> research >> transaction >> fulfilment >> after-sales.**



**Engagement**  
We are media agnostic, allowing us to engage with consumers through both virtual and physical interactions. This flexibility enhances the process of discovering, evaluating, and purchasing our products, resulting in an elevated shopping journey.



**Enrichment**  
By leveraging the power of omni-channel, we create a harmonious blend of convenience, personalisation, and choice, enriching every step of the customer's purchase lifecycle.

Omni-channel facilitates sales through discovery for consumers. By providing a seamless experience across channels, we invite customers to delve into our captivating world, empowering them to make informed choices and find the perfect pair of Campus Shoes.





OMNI-CHANNEL PRESENCE

Trade Distribution	D2C Online	D2C Offline																								
ESTABLISHED PAN-INDIA SALES NETWORK WITH EXPANSIVE REACH, DEEP ENGAGEMENT AND EFFICIENT FINANCING	USE OF ENTIRE DIGITAL ECOSYSTEM ACROSS PURE-PLAY MARKETPLACE, MANAGED MARKETPLACE, ONLINE TO OFFLINE MARKETPLACE																									
<p><b>20,000+</b> RETAIL TOUCH POINTS</p> <p><b>650+</b> CITIES</p> <p><b>28+</b> STATES</p> <p><b>425+</b> DISTRIBUTORS</p> <p><b>150+</b> DEDICATED SALES FORCE</p>	<p>OWN ECOMMERCE PLATFORM: WWW.CAMPUSSHOES.COM</p> <p>DOMINATING FOOTWEAR BRAND ON LEADING THIRD-PARTY ECOMMERCE PLATFORMS:</p> <p><b>Flipkart</b></p> <p><b>Myntra</b></p> <p><b>Amazon</b></p> <p><b>Nykaa</b></p>	<p><b>200+</b> EXCLUSIVE BRAND OUTLETS (EBOs)</p> <p><b>1,000+</b> LARGE FORMAT STORE (LFS) COUNTERS</p>																								
<p>REVENUE CONTRIBUTION (IN %)</p> <table border="1"> <tr><td>FY23</td><td>55.3</td></tr> <tr><td>FY22</td><td>62.6</td></tr> <tr><td>FY21</td><td>75.4</td></tr> <tr><td>FY20</td><td>87.7</td></tr> </table>	FY23	55.3	FY22	62.6	FY21	75.4	FY20	87.7	<p>REVENUE CONTRIBUTION (IN %)</p> <table border="1"> <tr><td>FY23</td><td>37.5</td></tr> <tr><td>FY22</td><td>32.9</td></tr> <tr><td>FY21</td><td>21.1</td></tr> <tr><td>FY20</td><td>7.8</td></tr> </table>	FY23	37.5	FY22	32.9	FY21	21.1	FY20	7.8	<p>REVENUE CONTRIBUTION (IN %)</p> <table border="1"> <tr><td>FY23</td><td>7.2</td></tr> <tr><td>FY22</td><td>4.5</td></tr> <tr><td>FY21</td><td>3.5</td></tr> <tr><td>FY20</td><td>4.5</td></tr> </table>	FY23	7.2	FY22	4.5	FY21	3.5	FY20	4.5
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# TRADE DISTRIBUTION CHANNEL

- An exhaustive distributor & retailer model servicing retail demand across the country
- A pan-India presence, and a strong foothold in tier-2 & tier-3 cities
- Lately, strengthening presence in Tier-1 and metros, enabled with modern trade channels
- Almost completely geo-tagged retail touch points (20,000+) being serviced by our internal sales team & distributor alliances



## INNOVATIVE STRATEGIES DRIVING SALES

<p><b>01</b></p> <p><b>CHANNEL FINANCING</b></p> <p>Getting distributors under the ambit of channel financing. Currently 12% distributors are covered under the same. Moving distributors from unsecured credit to channel financing facilities.</p>	<p><b>02</b></p> <p><b>INNOVATIVE RETAILER SCHEMES/ INCENTIVES</b></p> <p>Rolling out innovative schemes like Health + Wealth i.e. free health coverage, Sobhagya Lakshmi Yojna - e-gold bonds credited in accounts of qualifying retailer's wife/ daughters (over 2,100+ retailers have received gold bonds) / many other direct reward dissemination happening using QR code scans.</p>
<p><b>03</b></p> <p><b>MULTI-TIER ENGAGEMENT</b></p> <p>Customised beat plan mapping for sales officer on-ground, for their retailer interactions, further tracked via GPS technology, setup of dedicated call-centre for channel partners</p>	<p><b>04</b></p> <p><b>BRANDING SOLUTIONS FOR ALL RETAILERS</b></p> <p>Customised visual merchandising for more than 1,000 leading retailers</p>

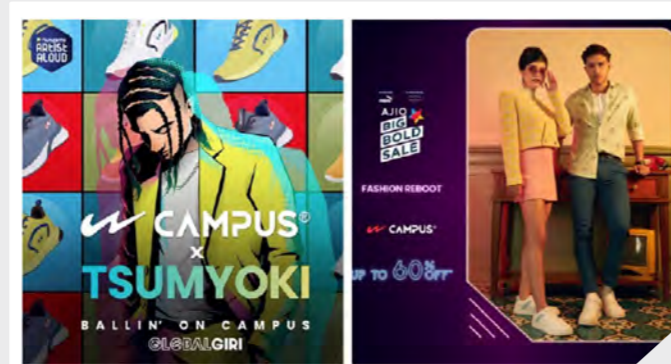


## D2C ONLINE

- Strong inter-play between Traditional Distribution & Modern D2C channels
- Our D2C channel has extensively complemented our trade distribution channel towards extending our pan-India reach. Especially D2C online, which is allowing us to generate sales out of new areas (case in point, South India) where we don't have an equally strong physical footprint and brand awareness
- Our D2C sales in South India will enable us to expand and grow our trade distribution network in South India in the future
- There is a significant ramp-up in online mix of revenue and we intend to focus on improving our online sales in the future, to reach a 50:50 mix
- We will continue our strategy of special drops, influencer-based consumer engagements, limited edition ranges, and specially manufactured ranges, for online channels as well as increased marketing focus on online channels



### MULTIPLE DROPS AND LIMITED EDITION LAUNCHES



#### HIGHLIGHTS

**7.9 MM+**

PAIRS SOLD THROUGH ONLINE CHANNELS IN FY23

**37.5%**

REVENUE SHARE FROM ONLINE SALES CHANNEL IN FY23

**12**

STRONG PRESENCE ACROSS 12 LEADING E-COMMERCE PLATFORMS, INCLUDING:

- FLIPKART
- MYNTRA
- AMAZON

**Dominating**

NOT ONLY PRESENT, BUT DOMINATING THE MAJOR E-COMMERCE PLATFORMS IN FOOTWEAR CATEGORY

## D2C OFFLINE

- An extensive D2C offline presence through a network of EBO & LFS
- In our EBO channel, we operate through both Franchise Owned, Franchise Operated (FOFO) and Company Owned, Company Operated (COCO) formats
- We aim to increase the roll out of our EBOs and franchisees to increase our presence in select geographies across India; these initiatives will substantially increase our network coverage across India
- Increasing our EBOs across the country with the goal of 'premiumising' our offerings and providing our end consumers with a standardised and elevated experience. Further, it allows us to tap new consumer bases with 'premium' offerings
- Our EBOs also provide our distributors in the trade distribution channel the ability to gauge consumer demand for our premium-category products, which in turn improves their off take



### COMPREHENSIVE MBO REVAMP

Rebranding and updation drive undertaken across the entire geo-tagged MBO (Multi-brand outlets) network



### ELEVATED CONSUMER EXPERIENCE - EBO



#### HIGHLIGHTS

**93**

COCOs

**109**

FOFOs

**1,000+**

LFS COUNTERS

**WE ARE  
ALWAYS  
ON THE  
MOVE.  
IN THE  
MOMENT.**

**CREATING A  
MOVE-MENT.**





# From concept to consumer. Delivering excellence.

Establishing ourselves as a dominant pan-India footwear brand requires that our superior product design and distribution capabilities must be complemented by a strong manufacturing and supply chain ecosystem. At Campus, we recognise this crucial link and have developed a vertically integrated manufacturing approach to drive this **movement**.



The vertically integrated manufacturing ecosystem is more than a system, it's a commitment to delivering exceptional footwear to our valued customers. Our strategic blend of in-house capacity and third-party manufacturing partners empowers us with the flexibility to excel in key areas of our operations. The core elements that make our vertically integrated manufacturing ecosystem a competitive advantage:

### Quality control

With stringent quality control measures embedded in our manufacturing ecosystem, we maintain the highest standards throughout the production process. Our dedicated teams rigorously assess each step, from sourcing materials to final inspection, ensuring that every pair of Campus shoes meets our customers' expectations.

### Cost control

Controlling costs without compromising on quality is a key driver of our manufacturing strategy. By integrating critical processes, we optimise efficiency and minimise expenses, enabling us to deliver exceptional value to our customers.

### Time to market

Agility is essential as a competitive advantage. Through vertical integration, we achieve shorter lead times, accelerating our product development and launch cycles. This means we can swiftly respond to market trends, ensuring our offerings remain fresh and in-demand.

### Ambitious Plans

In addition to our current capabilities, we have plans to expand our manufacturing footprint. This includes acquiring land and constructing new facilities to meet growing demands. Our goal is to achieve backward integration across various aspects of our manufacturing process, both organically and through strategic acquisitions.




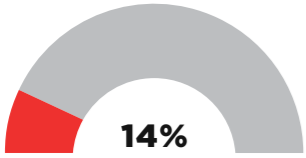
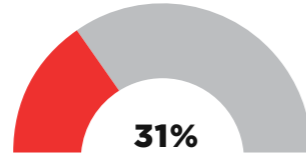




### Proficient Team

Guided by our experienced operational and management teams, we are well-positioned to identify, structure, execute, and seamlessly integrate acquisitions. This strategic approach allows us to continually strengthen our manufacturing ecosystem and drive sustainable growth.





THE BUILDING BLOCKS OF SHOE PRODUCTION

Uppers	Soles	Assembly
		
 <p><b>14%</b></p> <p>SUPPORTED BY EXCLUSIVE ANCILLARY NETWORK</p>	 <p><b>31%</b></p> <p>SUPPORTED BY EXCLUSIVE ANCILLARY NETWORK IN INDIA</p>	 <p><b>100%</b></p> <p>100% IN-HOUSE ASSEMBLY TO ENSURE ADHERENCE, TO MANAGE COST, TIME TO MARKET AND QUALITY</p>
 <p>LOCATION:</p> <ul style="list-style-type: none"> <li>HARIDWAR, UTTARAKHAND</li> </ul>	 <p>LOCATION:</p> <ul style="list-style-type: none"> <li>GANAUR, HARYANA</li> </ul>	 <p>LOCATION:</p> <ul style="list-style-type: none"> <li>CAL BADDI I, HIMACHAL PRADESH</li> <li>CAL BADDI II, HIMACHAL PRADESH</li> <li>DEHRADUN, UTTARAKHAND</li> </ul>

MANUFACTURING HIGHLIGHTS

<p><b>5</b></p> <p>WE OWN AND OPERATE 5 MANUFACTURING FACILITIES ACROSS INDIA</p>	<p><b>34.8 MM</b></p> <p>ANNUAL ASSEMBLY CAPACITY OF 34.8 MM PAIRS</p>	<p><b>60-90 DAYS</b></p> <p>MANUFACTURING LEAD-TIMES OF 60-90 DAYS (VS INDUSTRY AVERAGE OF 90-120 DAYS)</p>
<p><b>100%</b></p> <p>MANAGING 100% ASSEMBLY IN-HOUSE</p>	<p><b>90%</b></p> <p>90% - DOMESTIC RAW MATERIAL SOURCING</p>	

INVESTING IN & INTEGRATING OUR SUPPLY CHAIN

- Network of suppliers and manufacturers for various raw materials and components in our manufacturing value chain
- In recent years, we have commissioned new facilities as well as added new lines in our existing facilities:

- FY22** Additional footwear assembly lines in Dehradun, Uttarakhand and Baddi, Himachal Pradesh
- FY22** Additional sole manufacturing capacity at our facility at Ganaur, Haryana
- FY22** Additional uppers manufacturing capacity at our facility at Haridwar, Uttarakhand
- FY21** Commissioned a sole manufacturing facility at Ganaur, Haryana
- FY20** Commissioned an uppers manufacturing facility at Haridwar, Uttarakhand

TECHNOLOGICAL INNOVATIONS THAT REDEFINE COMFORT IN MOVEMENT

Whether it's elevating comfort, enhancing convenience, or prioritising performance and safety features that mitigate the risk of injury and damage, Campus embraces tech-driven innovations at the core of its product portfolio. Our focus lies in delivering innovations that elevate flexibility, speed, and user safety, ensuring complete toe-to-heel protection paired with unparalleled comfort with Nitrofly, Nitroboost and Air Capsule Pro technologies. Some of these include:



**Air Capsule Pro**

An innovative Air Capsule at the heel area which absorbs impact forces when the foot strikes the ground. These are designed to provide impact cushioning at the heel area protecting the muscles, joints and tendons.



**Nitroboost**

A technology to enhance the midsole cushioning. Nitroboost midsole is made up of small pellets (ETPU) which are fused together to create a midsole that is lightweight, durable, and responsive. When your foot strikes the ground during running or walking, the specialized midsole compresses to absorb the impact, and thereby provide high cushioning. As you lift your foot and move forward, the foam expands to return energy back to your foot, which propels you forward and helps you maintain your momentum.



**FoamLite**

A high rebound foam designed to provide new levels of energy return and comfort which is substantially more than normal EVA sole.

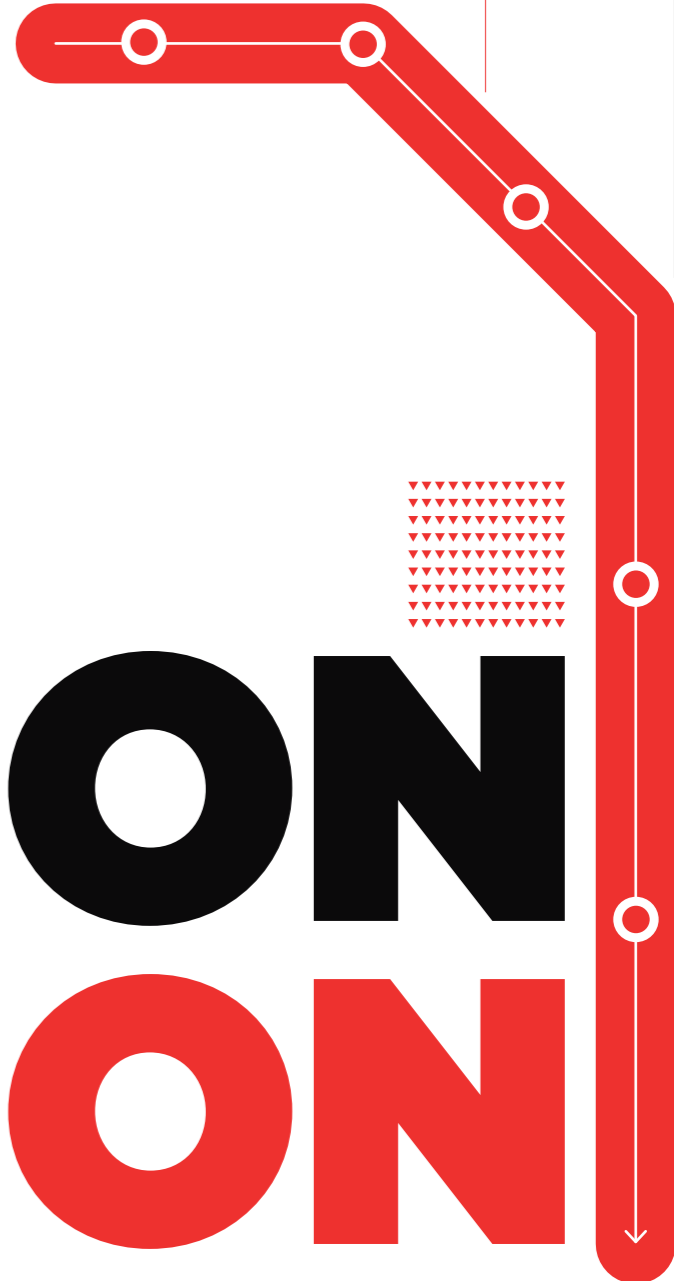
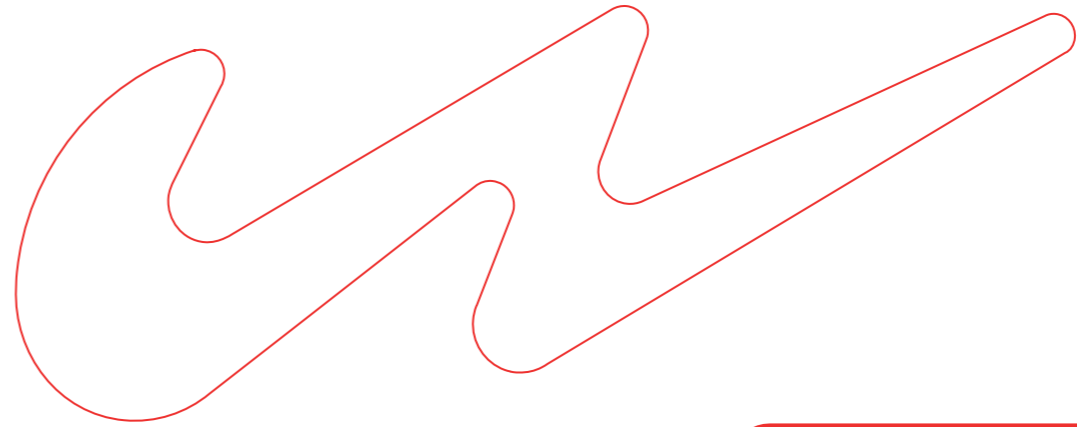


**Nitrofly**

Excellent cushioning system based on Nitrogen. Nitrofly foam has a unique cell structure which results in an ultra-lightweight midsole. Additionally, the midsole compresses on impact and helps the runner for high energy return than a normal EVA sole.



# CAMPUS SHOE



# INNOVATION IN MOTION

# Building the brand, connecting with consumers

Campus Activewear has successfully transformed its marketing strategies from traditional trade-led approaches to consumer-focused initiatives. This transition has boosted brand acceptance and solidified Campus's market position. Embracing a holistic full-funnel marketing approach, Campus effectively engages consumers across various touchpoints, spanning from television to in-store branding.



**Our marketing initiatives in the past year have been a 360 degree endeavour propelling us to achieve resounding success, resonating strongly with our target audience and garnering significant media mileage across platform.**



WE ARE A FASHION & LIFESTYLE FOOTWEAR BRAND THAT OFFERS A DIVERSE PRODUCT PORTFOLIO FOR EVERY EVENT OF THE DAY, AND THAT TOO, FOR THE ENTIRE FAMILY, WITH A YOUTHFUL SPIRIT.

## BRAND POSITIONING

With our innovative strategies, we continue to strengthen our brand positioning and engage with our target audience on a deeper level.

- Aspirational yet affordable**  
We aim to generate an optimum blend of aspiration and value proposition, positioning Campus Shoes as the go-to choice for stylish and affordable sports and athleisure footwear.
- Fashionable yet functional**  
We are changing the narrative of a shoe being merely a functional product to a fashionable statement, from merely a sports shoe brand to a fashion and lifestyle brand.
- Special yet for all occasions**  
We are talking the language of shoes, raising shoe consciousness, and owning all occasions whether walking, running, dancing, working, or partying - and compliment them with the right pair of shoes.
- Individual yet within the collective**  
We are giving expression to individuality not with a rebellious approach but like a cool buddy coach - celebrating self-expression, movement and fashion, and most importantly, youthful spirit.
- Metro yet small town**  
We are capturing the imagination of not only the metro audience looking for stylish shoes but also pervading into small-town India which is increasingly becoming fashion-conscious.





### BRAND AWARENESS

With our consumer-centric strategies, we continue to expand our brand awareness, and increase brand recognition and recall.

### Multiple touch points

Moving away from only traditional trade-led marketing, we are blending it with a direct-to-consumer approach, aiming to interact with our customers at multiple touch points where they discover our brand and explore our product offerings. This shift allows us to establish a deeper connection with our audience, understand their preferences, and create personalised experiences.

### Marketing campaigns

To ensure the success of our marketing initiatives, we collaborate with leading advertising and media planning agencies. Their expertise helps us craft compelling messages, target specific consumer segments, and increase brand loyalty. Together with our internal team, we strive to deliver marketing campaigns that engage, inspire, and drive brand recognition.

### Meaningful connections

In addition to our strategic partnerships and targeted marketing efforts, we leverage topical events and festive occasions to enhance our brand narrative. By incorporating emphatic storytelling that emphasises friendship, sharing, and the joy of festivals, we create meaningful connections with our consumers and reinforce our brand values.

### MEDIA SPEND

With an **advertising & sales promotion spend to the tune of ₹ 1.6+ billion in the last 24 months**, we are investing in strong brand recognition and innovative marketing strategies which includes TV campaigns, OOH coverage, social media engagements, and comprehensive EBO revamp.

### MAKEOVER OF RETAIL AND DIGITAL

Increasing prominent retail presence with significant store locations and captivating storefront appearances. Similarly, consistently enhancing digital and social media capabilities - D2C assets and engagement

**₹ 932.03 MM**

SPENT ON ADVERTISING IN FY23

**₹ 744.60 MM**

SPENT ON ADVERTISING IN FY22

**₹ 413.66 MM**

SPENT ON DIGITAL ADVERTISING IN FY23

**₹ 211.07 MM**

SPENT ON DIGITAL ADVERTISING IN FY22

**Effective marketing** for our brand and products with the aid of a combination of above-the-line and below-the-line activities employing OOH, print and visual media, social media and other digital advertising.

### TV Campaigns

Thematic TV campaigns such as, *'What's Your Move'*, *'Ab Waqt Hai Humara'* and *'Campus Crazyes'* among others

- We created ads on the occasion of major festivals including Ganesh Chaturthi, Christmas, Diwali, etc.

### Retail Store Revamps

Rebranding and updations drive undertaken across the entire geo-tagged MBO network & EBO stores

### Campus Solemate Campaign: Valentine's Day Activation

Capitalizing on topical events like Valentine's Day, Campus partnered with celebrity shoe artist Courtside for the 'Campus Solemate' campaign. The brand painted love stories on Campus shoes, creating a compelling and engaging digital contest. This initiative underscored Campus's ability to infuse creativity into its marketing approach and fostered significant engagement on social media platforms.



### Social Media Engagement

Confluence of celebrity & influencer-based engagement directed towards the objective of social community building and following

- Interact with emerging micro-influencers more frequently as they help us boost our relatability quotient.
- Celebrated topical events like Valentine's Day, Women's Day, International Dance Day, etc., to further enhance our consumer engagement through social media.

### Out-of-Home Coverage

Demonstrating its commitment to innovative advertising, Campus executed an expansive out-of-home (OOH) billboard campaign across 19 cities. This campaign was spread over 4,000 hoarding sites. The distinctive and stylish billboards were recognized with the Best Outdoor Plan award at e4m NEONS 2022, solidifying Campus's prowess in creating impactful OOH activations.

### Campus Motomania Collection

While not a traditional marketing campaign, the launch of the exclusive Motomania shoe collection exemplified Campus's adeptness at leveraging PR and influencer engagement. This product launch, designed for modern-day bikers, saw collaborations with Motovloggers and motorcycle influencers. The range received extensive coverage in regional print media, effectively capturing the attention of the target audience.

### CASE STUDIES/CAMPAIGNS

#### Global-Giri Flipkart Campaign

1. **WHAT'S YOUR MOVE (2021):** Campus Activewear's "What's Your Move" campaign, launched in 2021, marked a pivotal shift in the brand's marketing approach. The campaign showcased the Global Giri 2.0 collection and aimed to resonate with the aspirations of young Indians with global inclinations. Notably, the campaign featured a TVC shot in Istanbul, capturing Campus as a dynamic global brand. The campaign was further enriched by the musical genius of Dub Sharma, renowned for his association with 'Gully Boy'.

#### Key Features:

- 400 High-impact outdoor billboards at high traffic spaces across 20+ cities
- Engagement with social media influencers
- Online advertisements on websites and social platforms

2. **LEAVE YOUR MARK (2022):** The 'Leave Your Mark' campaign was a fitting follow-up to the success of the previous year. Anchored by the launch of the Global Giri 3.0 range, this campaign showcased Campus's commitment to maintaining momentum and engagement. A powerful collaboration with rapper Tsumyoki brought a musical dimension to the campaign, resonating deeply with the youth. The Leave Your Mark campaign was a digital-heavy mega campaign that ingeniously harnessed the power of digital mediums to engage a wide audience.

#### Key Features:

- The release of a music video that spotlighted Campus's Global Giri 3.0 collection
- Extensive presence on social media platforms, resulting in over 16 million impressions
- A convergence of online and offline strategies for heightened consumer engagement

### MERCHANDISING

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

# CAMPUS FOR ALL OCCASIONS

-  **WALKING**
-  **DANCING**
-  **RUNNING**
-  **WORKING**
-  **PARTYING...**

# ...DOING NOTHING





# Embracing the power of digitisation

Our commitment to placing the customer first drives every aspect of our business model. We analyse, design, develop and deliver our products keeping the consumer at the forefront.

Taking this a step further, we have embraced the transformative power of digitisation; revolutionising our sales process, harnessing consumer and channel insights, resulting in better demand forecasting and faster time to market.

**Digitisation of our sales process enabled us to deliver exceptional products with unmatched speed and precision.**







OUR COMMITMENT TO DIGITISATION HAS EMPOWERED US TO CATER TO OUR CONSUMERS' EVOLVING NEEDS WITH UNMATCHED SPEED, PRECISION, AND MARKET INSIGHTS. BY HARNESSING THE POWER OF TECHNOLOGY, WE ARE POISED FOR CONTINUED GROWTH AND SUCCESS IN THE EVER-EVOLVING FOOTWEAR INDUSTRY.

**KEY TENETS OF OUR DIGITISATION STRATEGY**

**Understanding our core target market**

We recognise that consumers in the 14 to 35 age group holds significant influence in the sports and athleisure footwear market, representing 44% of the industry in India as of FY20\*. By closely tracking our target market and consumers, we mitigate the risk of launching the wrong products or missing out on important product trends. Our nimble and agile product development cycle, supported by a data-centric approach, ensures shorter time-to-market and keeps us ahead of the curve.

\*(Source: Technopak Report)

**Leveraging data-driven insights**

Our data-centric approach revolves around the collection and analysis of multiple data points from our digitised sales and distribution network. By harnessing this data, we gain valuable insights into consumer demand trends, design preferences, colour choices, response to new designs, and price movements. This continuous evaluation empowers us to forecast future consumption patterns, tailor our offerings, and plan production accordingly. It's a virtuous flywheel effect that drives our success.

**Enabling a seamless sales process**

To streamline our operations, we have implemented a range of digitisation initiatives, including enterprise resource planning (ERP), distribution management system (DMS), field force management, point-of-sale (PoS), e-commerce order management (OMS), and retailers' engagement applications. These advanced systems provide real-time information, optimising various functions such as procurement, inventory management, production planning, sales and distribution, quality control, and human resources. With enhanced visibility and connectivity, we make informed decisions and efficiently manage performance.

**Empowering our sales force**

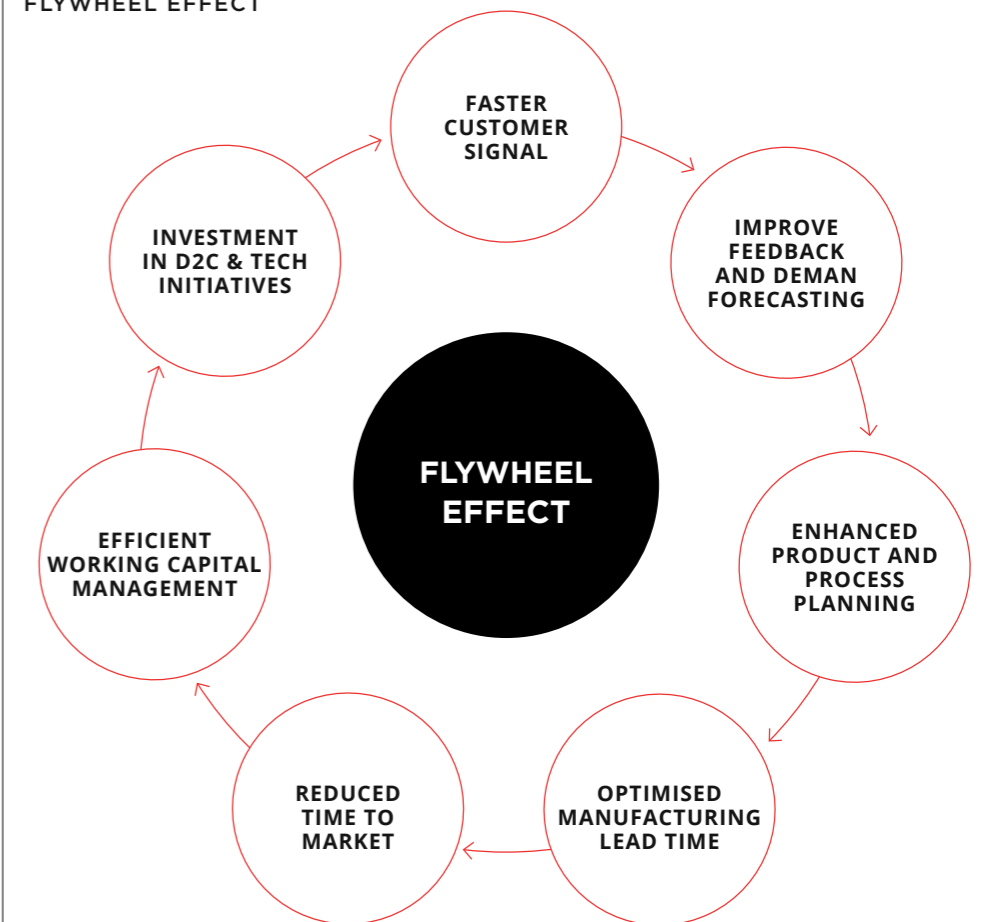
Our sales force plays a pivotal role in our success, and we have equipped them with cutting-edge tools for enhanced efficiency. Through our field force management system, we have gained complete visibility of sales staff activities, improved beat planning, acquired new retailers, and enabled effective distribution management. The implementation of GPS technology ensures comprehensive sales network coverage, further expanding our reach across India.

APPROXIMATELY 7,900 RETAILERS ARE COVERED THROUGH OUR DISTRIBUTOR 'FEET ON STREET' INITIATIVE.

**Seizing opportunities for growth**

Looking ahead, our digitisation efforts will continue to strengthen our product focus and nurture our relationship with distributors and retailers. By leveraging technology, such as DMS for secondary sales and inventory visibility, and retailers' engagement application for continuous demand, we aim to establish a sustainable demand model. Additionally, our focus on field force automation and constant engagement with end-retailers will drive sales and channel loyalty.

**FLYWHEEL EFFECT**







**WHATEVER  
YOUR MOVE  
YOU WILL**

**FIND  
YOUR  
GROOVE**

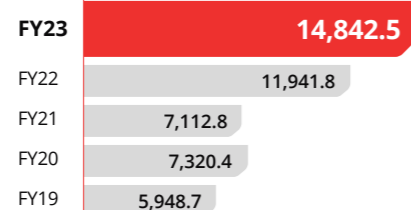
# Gaining momentum onwards and upwards

Campus Activewear delivered a strong financial performance in FY23, with impressive growth in revenue and EBITDA. Our annual performance was broadly in line with our growth expectations despite the inflationary macro environment and demand contraction that we witnessed in the rural and semi urban areas.

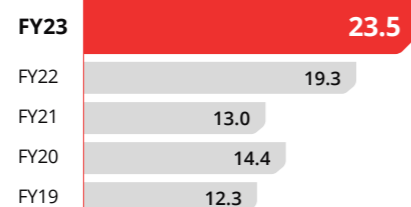


WE CONTINUE TO GAIN MOMENTUM AS THE LARGEST AND FASTEST GROWING S&A FOOTWEAR BRAND IN INDIA.

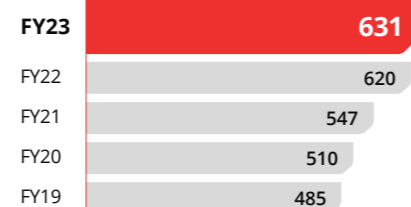
## REVENUE FROM OPERATIONS (₹ IN MILLION)



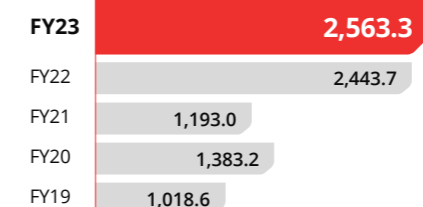
## VOLUME SOLD (IN MM)



## AVERAGE SELLING PRICE (₹ PER PAIR)



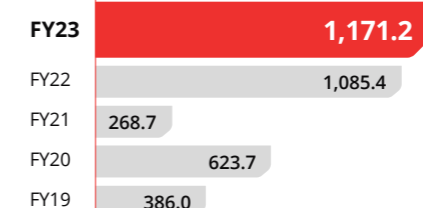
## EBITDA (₹ IN MILLION)



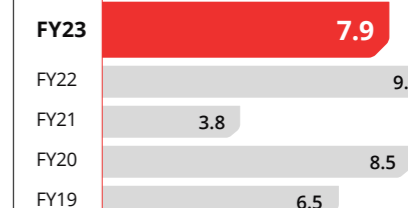
## EBITDA MARGIN (IN %)



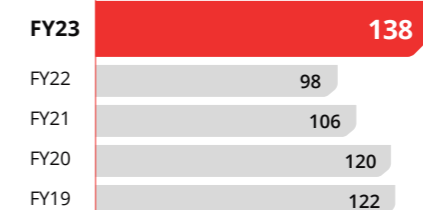
## PROFIT AFTER TAX (₹ IN MILLION)



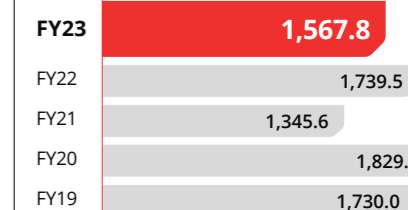
## PROFIT AFTER TAX MARGIN (IN %)



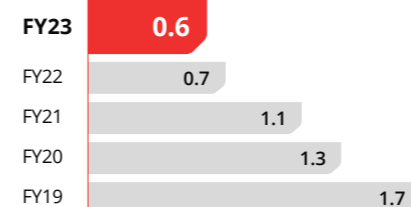
## CASH CONVERSION CYCLE (IN DAYS)



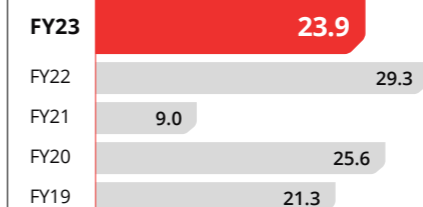
## NET DEBT (₹ IN MILLION)



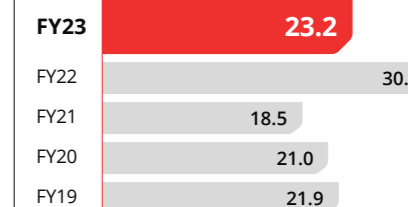
## NET DEBT/EBITDA (IN X)



## RETURN ON EQUITY (IN %)



## RETURN ON CAPITAL EMPLOYED (IN %)







# Offering the best value proposition



## NAMASKAR,

**ABOUT 18 YEARS AGO, WE STARTED ON A JOURNEY WITH JUST A DREAM TO PUT STYLISH SHOES UNDER EVERY INDIAN'S FEET, ARMED WITH INNOVATION, AFFORDABILITY AND UNIQUE DESIGNS. AS WE STAND TODAY, WE HAVE CREATED INDIA'S FASTEST GROWING SPORTS AND ATHLEISURE FOOTWEAR BRAND. I WANT TO EXPRESS MY UTMOST GRATITUDE TO EVERY INDIVIDUAL WHO IS PART OF CAMPUS, AS IT IS YOUR UNWAVERING DEDICATION AND COLLECTIVE EFFORTS THAT HAVE BROUGHT US THIS FAR AND MADE OUR SUCCESS POSSIBLE.**

### Yearly performance

As we conclude another eventful financial year, I am pleased to present to you the highlights and achievements of Campus Activewear in FY23 through this annual report. It has been a year of perseverance and resilience as we navigated through the inflationary macro environment and demand

contraction witnessed in the rural and semi urban areas. Despite these headwinds, I am delighted to share that our annual performance has been in line with our growth expectations, demonstrating the strength of our brand and the unique positioning of our business model.



**WE SOLD OVER 23.5 MILLION PAIRS OF CAMPUS SHOES IN FY23, REPRESENTING A VOLUMETRIC GROWTH OF 22% COMPARED TO THE PREVIOUS YEAR. OUR FOCUS ON EXPANDING OUR REACH AND ENHANCING CUSTOMER EXPERIENCE HAS YIELDED POSITIVE RESULTS, WITH BOTH TRADE DISTRIBUTION AND D2C CHANNELS EXPERIENCING PROFITABLE GROWTH OF 10% AND 48%, RESPECTIVELY.**

In FY23, we recorded a significant milestone with Revenue from Operations reaching ₹ 14,843 million, marking a YoY increase of nearly 24% compared to the previous reporting year. Our EBITDA margin experienced a slight compression to 17.3% due to sustained investments in human capital, brand building, and retail network expansion, we anticipate generating positive operating leverage in the coming year as business is generated out of these investments. Despite these investments and a challenging macro environment, our net profit for FY23 amounted to ₹ 1,171 million, reaffirming our commitment to maintaining a healthy margin profile.

Both our trade distribution and direct-to-consumer channels have delivered commendable performance during the year, achieving an aggregate growth of 24% overall. This achievement is a testament to our strong market presence and the enduring demand for our products. We sold over 23.5 million pairs of Campus Shoes in FY23, representing a volumetric growth of 22% compared to the previous year. Our focus on expanding our reach and enhancing customer experience has yielded positive results, with both trade distribution and D2C channels experiencing profitable growth of 10% and 48%, respectively.

I am also pleased to highlight that our balance sheet demonstrates

a position of strength, with a strong capital structure and robust return ratios such as ROCE and ROE standing at 23% and 24%, respectively, underscoring the capital efficiency of our business model. This reaffirms our commitment to sustainable growth and the efficient utilisation of our resources.

### Product portfolio

In line with our vision to create India's leading sports and athleisure footwear brand, we made significant strides in enhancing our product portfolio. FY23 witnessed a noteworthy enhancement of our product innovation and design capabilities, allowing us to introduce premium offerings at higher price ranges. Premiumisation remains a key trend for Campus, and we will continue to focus on value-added products, differentiated offerings, and elevated customer experiences through state-of-the-art EBOs and other initiatives.

We also took proactive measures to address market challenges, including corrective actions across pricing, product offerings, trade channels, and different markets. While we maintained pricing in our legacy portfolio, we introduced new products aligned with the current pricing dynamics of the market. These efforts have enabled us to remain agile and adapt to the changing needs of our discerning customers.

### Way forward

As we move further, our focus remains on consolidating our position in existing trade channels. We also aim to increase wallet share and sales at each touch point, along with expanding the number of distributors. We continue to secure more shelf space and maintain strong relationships with our trade channel partners. Our commitment to product development and innovation is another key driver of our success. With one of the largest R&D teams for S&A footwear in India, we are well-equipped to create the right products for the right markets, catering to the evolving needs of our diverse customer base.

Another important development in FY23 is the announcement of implementation of the BIS quality control standards in the footwear industry by the authorities which will advance the organised industry. This move will ensure that customers receive quality products, discouraging the import of sub-standard and cheaper alternatives. As a frontrunner in the organised footwear space, Campus is well-positioned to benefit from this development.

Looking ahead, we are prepared to adapt and respond to market conditions. Our priority is to offer the right products to our consumers at the right price points, ensuring the best value proposition and sustaining our relevance in the business. Deeply thankful to all our team members, business partners, investors, customers, and all other stakeholders for their unwavering support and commitment throughout this journey.

### WARM REGARDS,

**HK Agarwal**  
CHAIRMAN AND  
MANAGING DIRECTOR





# Building the most aspirational indigenous brand



## DEAR ALL,

I TRUST THIS LETTER FINDS YOU WELL AND EXCITED FOR THE FUTURE. AS WE CONCLUDE ANOTHER EVENTFUL YEAR FOR CAMPUS ACTIVEWEAR, I AM THRILLED TO SHARE WITH YOU THE REMARKABLE PROGRESS WE HAVE MADE AND THE EXCITING TRENDS THAT LIE AHEAD. FY23 HAS BEEN A TRANSFORMATIVE YEAR FOR US, MARKED BY GROWTH, INNOVATION, AND OUR UNWAVERING COMMITMENT TO MEETING THE NEEDS OF THE YOUNG INDIAN CONSUMER.

### FY23 highlights

The year was pivotal in our journey to create India's leading sports and athleisure footwear brand, and dare I say, the most aspirational indigenous brand too. Well, I am delighted to report that our performance has remained buoyant across key sales channels. Both our D2C and Trade Distribution segments delivered in line with

our expectations, especially in the current context. The trade distribution segment surpassed ₹ 8,130 million milestone, while the D2C channel exceeded ₹ 6571 million in revenues. Our goal is to further enhance our omni-channel presence to provide the ultimate experiential journey to the discerning Indian consumer.

**IN FY23, WE SIGNIFICANTLY ENHANCED OUR PRODUCT INNOVATION AND DESIGN CAPABILITIES, ENABLING US TO INTRODUCE PREMIUM OFFERINGS AT HIGHER PRICE RANGES. THIS STRATEGIC FOCUS ON PREMIUMISATION HAS YIELDED POSITIVE RESULTS, POSITIONING CAMPUS AS A BRAND OF CHOICE AMONG DISCERNING CONSUMERS.**

Looking ahead to FY24, we anticipate a resurgence in the trade distribution channel, supported by improvements in the macro environment and further traction on our D2C due to increased brand awareness.

Despite the challenging macroeconomic conditions like heightened inflation and lower discretionary spending during the year, our core target audience, comprising 18 to 34-year-olds, continued to exhibit strong demand for our products. Campus Shoes has become synonymous with quality, style, and affordability, among college-goers and first-jobbers. We take pride in catering to the aspirations and preferences of this dynamic consumer segment, in both metro as well as growing fashion-conscious tier-2 and tier-3 cities.

### Strategic moves

In FY23, we significantly enhanced our product innovation and design capabilities, enabling us to introduce premium offerings at higher price ranges. This strategic focus on premiumisation has yielded positive results, positioning Campus as a brand of choice among discerning consumers.



We witnessed a very good off take of Campus in the premium category especially from ₹ 1,000 to ₹ 3,000 where we gained a significant revenue share as compared to last year. Our ASP also grew marginally by 2% from ₹ 620 to ₹ 631 in FY23.

Our commitment to premiumisation is further illustrated by the significant number of styles we plan to launch in the ₹ 2,000+ category. These launches will allow us to strengthen our presence in a higher-value customer base, supported by our exclusive and growing EBOs, elevating the customer experience and reinforcing our position as a leader in the sports and athleisure footwear segment.

### Driving innovation and diversifying product portfolio

Emphasizing our commitment to democratizing global sneaker culture, we proudly introduced the Global Giri 3.0 shoe range, an iconic line of super sneakers accessible to all. Our dedication to innovative designs came to life through the introduction of various new ranges, such as the edgy OGs collection, the adrenaline-pumping Motomania tailored for bikers, and the vibrant Tie-N-Dye assortment, each release showcased our commitment to offering stylish and fun footwear that resonates with our customers.

Moreover, we are actively tapping into various sub-segments and sub-consumer segments, leveraging different categories of products and influencer collaborations. By effectively reaching different target audiences, we are moving closer to our goal of 'stylish shoes for every Indian feet'. Our marketing spends are being strategically allocated towards digital influencers and community building, allowing us to connect with our customers on a deeper level.

We are also exploring the right kind of celebrity endorsements, including sports leagues, to amplify our brand presence and reach. Recently,

## ₹631

OUR ASP GREW MARGINALLY BY 2% FROM ₹620 TO ₹631 IN FY23.

## ₹2,000+

OUR COMMITMENT TO PREMIUMISATION IS FURTHER ILLUSTRATED BY THE SIGNIFICANT NUMBER OF STYLES WE PLAN TO LAUNCH IN THE ₹ 2,000+ CATEGORY.

**WITH OUR EYES ON THE FUTURE, WE ARE UNLEASHING OUR BRAND POWER AS A YOUTH BRAND, INCREASING SHOE CONSCIOUSNESS, AND OWNING ALL EVERYDAY OCCASIONS. WE WANT TO BE A BRAND THAT BRINGS FASHION FOR YOUR FEET AND WE WISH TO BE IN THE HEART AND SOLE OF EVERY INDIAN!**

we also collaborated with the renowned celebrity shoe artist Courtside for the #CampusSolemate campaign, celebrating inimitable love stories by immortalizing them on our shoes.

In terms of our retail presence, we have focussed on consolidating our position in existing trade channels. Along with increasing the number of distributors, we aim to increase wallet share and sales at each touch point. This approach has resulted

in successful additions to our active styles and new product designs. We continue to maintain the highest shoe drop rate in our category with an expansive portfolio of over 2,500+ active styles and a record 2,800+ designs launched between FY19 and FY23 including 300+ new designs launched in FY 22-23. Our recent milestone achievement of opening our 200<sup>th</sup> store in Lulu Mall, Kochi, signifies our commitment to expanding our retail footprint in key markets.

### Outlook

With our eyes on the future, we are unleashing our brand power as a youth brand, increasing shoe consciousness, and owning all everyday occasions. We want to be a brand that brings fashion for your feet and we wish to be in the heart and sole of every Indian!

We remain determined to achieve a balanced channel mix of 50% Trade Distribution and 50% D2C over the next couple of years. As part of this journey, we merged our subsidiary Company, Campus AI, expanded our presence in South & West India, and embarked on brand collaborations, aligning with our brand pillars of affordability, comfort, and trendiness.

In closing, I want to express my sincere appreciation to our shareholders, partners, and employees for their unwavering support and dedication. It is your relentless commitment that drives Campus forward, propelling us to achieve new milestones and exceed expectations. Together, let us make the move and start a movement that shapes the future of the Indian sports and athleisure footwear industry.

### REGARDS,

**Nikhil Aggarwal**  
CHIEF EXECUTIVE OFFICER





# Repository of expertise and experience



**Mr. Hari Krishan Agarwal**

CHAIRMAN AND MANAGING DIRECTOR

The visionary founder of Campus, he has led the Company for over three decades, serving as the Chairman and Managing Director. His transformative leadership has turned Campus into a dynamic, youth-centric, and forward-thinking organisation. Guided by his unwavering belief in the four pillars of technology, innovation, research and development, Campus has continuously evolved, captivating the imagination of millions of young individuals with its stylish designs nationwide. Mr. Agarwal's profound impact and dedication have laid a strong foundation for the Company's remarkable success.



**Mr. Nikhil Aggarwal**

WHOLE-TIME DIRECTOR AND  
CHIEF EXECUTIVE OFFICER

He possesses over 15 years of invaluable experience in the footwear manufacturing and trading sector. His instrumental role has propelled Campus to become the largest sports and athleisure footwear brand in India. With a strong academic background, holding a B.Sc. degree in Industrial Engineering from Purdue University, Mr. Nikhil effectively channels his expertise and knowledge to drive Campus towards its strategic objectives. He has further honed his skills through prestigious programmes such as the TPG-INSEAD C-Suite Workshop and the Leading the Effective Sales Force INSEAD Executive Education Programme held at INSEAD, Singapore.



**Mr. Ankur Nand Thadani**

NON-EXECUTIVE NON-INDEPENDENT DIRECTOR

Holding a Bachelor's degree in Electronics and Telecommunication Engineering from the University of Mumbai, Maharashtra, Mr. Thadani possesses a strong technical foundation. He is currently a Partner with TPG Growth and RISE Funds, where he co-heads the India office and leads investments in healthcare, climate, and consumer sectors across India and the South Asia region. His extensive experience and strategic insights make him a valuable asset to the boards of API Holdings, Stelis Biopharma, Steriscience Specialties, Asia Healthcare Holdings, TATA Passengers Electric Mobility, Fourth Partner Energy, and Solara Active Pharma.



**Mr. Nitin Savara**

NON-EXECUTIVE INDEPENDENT DIRECTOR

He holds a Bachelor's of Commerce degree from the University of Delhi, and is an associate member of the ICAI. In addition, Mr. Savara holds a Bachelor of Laws degree. With approximately 20 years of experience in accountancy and advisory services, Mr. Savara has served as a partner at Ernst & Young LLP and BMR Advisors LLP. Notably, Mr. Savara held the position of Deputy CFO at Zomato Limited, further highlighting his expertise in financial management and strategic decision-making.



At Campus Activewear, our Board of Directors comprises accomplished professionals who bring a wealth of expertise and experience to guide the Company's strategic direction and governance.



**Mr. Anil Kumar Chanana**

NON-EXECUTIVE INDEPENDENT DIRECTOR

With over 41+ years of experience, he is an esteemed independent business consultant and is currently serving on the boards of both publicly listed and private companies as an Independent Director and chair of the audit committee. In addition, Mr. Chanana serves as an operating advisor to private equity firms and boards of companies across diverse industries, providing valuable insights and guidance. Prior to his current role, Mr. Chanana served as the CFO of HCL Technologies Limited, where he closely collaborated with the Board and its committees in formulating and executing strategic priorities. As an associate member of the ICAI, he brings a strong financial acumen to his role. He holds a bachelor's degree in Commerce from the University of Delhi and has completed the financial management programme at the Graduate School of Business, Stanford University.



**Mrs. Madhumita Ganguli**

NON-EXECUTIVE INDEPENDENT DIRECTOR

She is a law graduate from the University of Delhi and a seasoned veteran in the housing finance industry, with over four decades of experience at HDFC Limited. Mrs. Ganguli retired from HDFC and the last position she held in HDFC Limited was as Member of Executive Management and All India Retail Operations Head. In this position she was responsible for the entire Retail loan business, the process, building productivity efficiencies and the product performance. She has been also a member of various committees in her organization such as Risk and Audit committees of the Board. She also serves as a Board member in some companies and is a member of CSR, Risk and Audit committees of such Boards.



**Mr. Jai Kumar Garg**

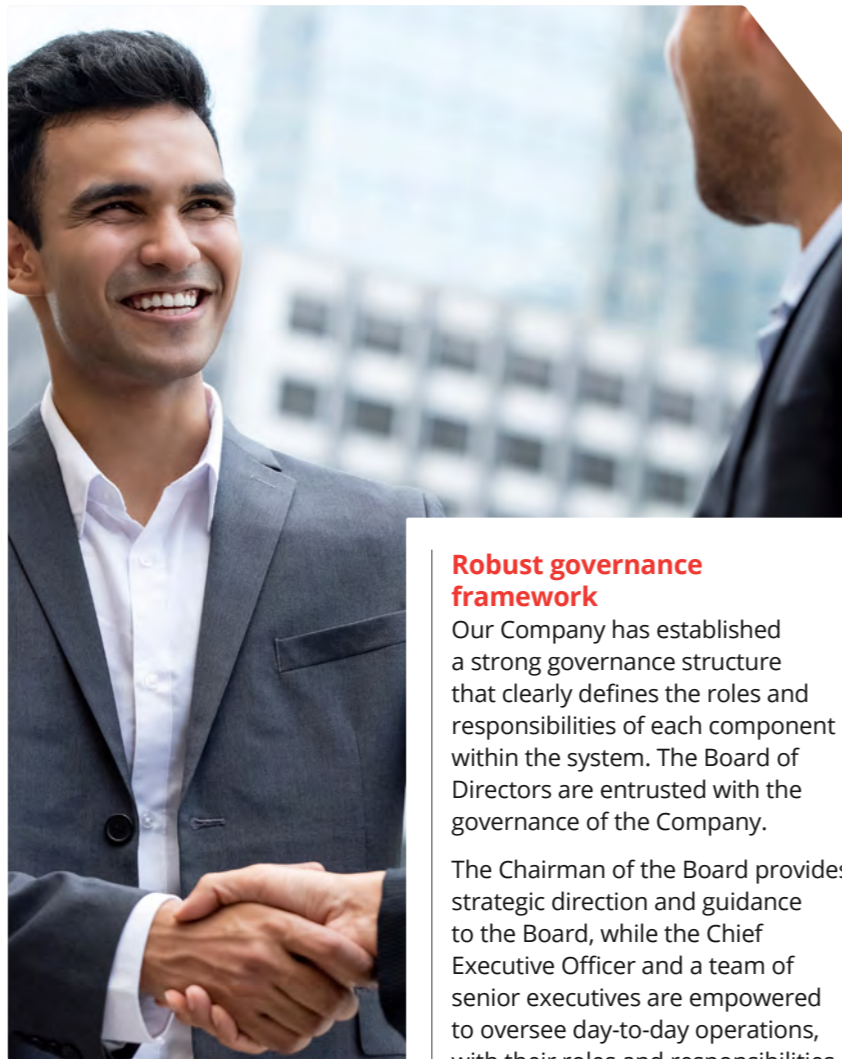
NON-EXECUTIVE INDEPENDENT DIRECTOR

As an associate member of the ICAI, a certified associate of the Indian Institute of Bankers, and an honorary fellow of the Indian Institute of Banking and Finance, Mr. Garg's expertise is widely recognised. With an illustrious career, he has previously served as the ED of UCO Bank and as the MD and CEO of Corporation Bank. In these roles, he successfully oversaw various critical functions including banking operations, credit management, finance, and risk management. He holds a Bachelor of Commerce degree from Kurukshetra University.



# Proactive governance for lasting success

At Campus Activewear, we firmly believe that effective corporate governance practices form the bedrock of enduring and successful enterprises. We go beyond mere compliance with laws and regulations and strive to implement best management practices and uphold the highest ethical standards in all our dealings.



### Robust governance framework

Our Company has established a strong governance structure that clearly defines the roles and responsibilities of each component within the system. The Board of Directors are entrusted with the governance of the Company.

The Chairman of the Board provides strategic direction and guidance to the Board, while the Chief Executive Officer and a team of senior executives are empowered to oversee day-to-day operations, with their roles and responsibilities assigned by the Board.

OUR APPROACH TO CORPORATE GOVERNANCE IS DRIVEN BY THE PURSUIT OF OUR OBJECTIVES, ENHANCEMENT OF STAKEHOLDER VALUE, AND FULFILMENT OF OUR SOCIAL RESPONSIBILITIES.



TO ENSURE EFFECTIVE FUNCTIONING, THE BOARD HAS FORMED SEVERAL COMMITTEES, WHICH ARE AS FOLLOWS:



**Audit committee**  
Ensures accurate and timely disclosures, maintaining transparency, integrity, and quality of financial control and reporting.



**Corporate social responsibility (CSR) committee**  
Formulates CSR policy and recommends avenues for the Company's CSR contributions.



**Nomination & remuneration committee**  
Determines qualifications, attributes, and independence of directors, and recommends remuneration policies for directors and key personnel.



**Finance committee**  
For administrative and operational convenience, the Board has authorized the Finance Committee to decide on the day-to-day operational requirements with Banks and Financial Institutions.



**Stakeholders' relationship committee**  
Resolves shareholder grievances, including non-receipt of reports, securities transfers, dividends, interests, and other concerns.



**Internal complaints committee**  
Addresses and resolves complaints related to harassment or misconduct within the organisation, promoting a safe and inclusive work environment.



**Risk management committee**  
Identifies, assesses, and mitigates risks to safeguard the organisation and ensure its resilience.

### BALANCED BOARD COMPOSITION

Currently the Board of the Company comprised seven members out of which two are Executive Directors, one Non-Executive Non-Independent Directors, four are Non-Executive Independent Directors including one woman Independent Director.

AN ACTIVE BOARD DEDICATED IN ORDER TO ACHIEVE STRATEGIC OBJECTIVES

**10**

BOARD MEETINGS DURING FY23

**85%**

OVERALL ATTENDANCE AT THE BOARD MEETINGS

**23**

BOARD COMMITTEE MEETINGS DURING FY23

**89%**

OVERALL ATTENDANCE AT THE BOARD COMMITTEE MEETINGS

EXPERIENCED BOARD WITH A WIDE RANGE OF EXPERTISE

**100%**

MEMBERS WITH 10+ YEARS OF EXPERIENCE

**86%**

MEMBERS WITH 15+ YEARS OF EXPERIENCE

**71%**

MEMBERS WITH 25+ YEARS OF EXPERIENCE





# Smiles to go before we sleep

We believe in the power of giving back to society. Our Corporate Social Responsibility (CSR) activities are at the core of our values, as we strive to make a positive impact on the communities we serve. Through collaborative efforts and meaningful engagement, we aim to create a better future for all.



**OUR CSR INITIATIVES IN FY23 WERE PRIMARILY FOCUSED ON MAKING A POSITIVE IMPACT IN AREAS SUCH AS SPORTS, EDUCATION AND HEALTH.**



## Sports Empowering Indian Athletes

Campus Activewear acknowledges the untapped potential within India's sports community and wholeheartedly embraces the responsibility of empowering aspiring athletes to conquer the global stage.

**We have partnered with Olympic Gold Quest (OGQ), a specialised programme under the Foundation for Promotion of Sports and Games (FPSG) to foster the growth of Indian sports.**

Together, we strive to bridge the gap between India's top athletes and the world's best. Our shared vision revolves around identifying exceptional talent and providing them with the necessary resources and support to excel at the international level.

Through a CSR grant shared with OGQ, we have effectively supported 68 promising athletes across eight diverse disciplines - Shooting, Badminton, Archery, Boxing, Wrestling, Weightlifting, Table Tennis, and Athletics.

United by a common objective, we dream of creating a future where home-grown brands proudly take the centre stage, offering the same recognition and pride as international brands do for athletes from all nations.

This ambition drives our narrative of resilience, passion, and the unwavering pursuit of Olympic and Paralympic gold medals.



## Empowering education

As an integral part of the NIPUN Bharat Mission, Campus Activewear has joined hands with Central Square Foundation (CSF), a renowned education organisation in India.

**Together, we are committed in terms of ensuring that every child in our nation achieves reading proficiency and acquires essential math skills by Grade 3.**

Through the combination of our expertise, resources, and shared passion for education, we prioritise academic collaterals, teacher training, and technology-driven solutions. Our goal is to lay a strong foundation for the educational growth and success of young learners, contributing to a brighter future for our country.

**Our collaboration with CSF focusses on making a significant impact on learning outcomes in Uttar Pradesh.**

In our ongoing efforts to empower the younger generation, we have formed a meaningful partnership with Vishvas, a non-profit organisation (NPO).

**Through this collaboration, we provide uniforms and books to Vishvas Vidya Mandir, enabling students to have access to essential educational resources. Additionally, we have contributed desktop computers to enhance the educational environment at the Vishvas Computer Centre.**

These initiatives align with our commitment to equip young individuals with the necessary tools for their educational journey, fostering a conducive learning environment, and paving the way for a promising future.



## Caring for health

At our core, we believe in prioritising the well-being of those who contribute to our progress and success. With this unwavering commitment, we are pleased to continue our valuable partnership with Paryas Society.

**With this collaboration, we ensure support and access to vital healthcare services through the provision of a Mobile Medical Unit in the challenging terrains of Himachal Pradesh.**

This initiative has had a profound positive impact on the local population, especially in the hilly regions, where essential healthcare is often hard to reach. In addition, we take pride in our support for Vishvas, a charitable non-profit organisation.

**We assisted them in acquiring a Refractometer for their eye care centre. This collaboration aims to enhance their capabilities in providing comprehensive eye care services to those in need.**

Through active engagement in these initiatives, we fulfil our role in promoting the welfare of society, prioritising health and well-being of individuals, and fostering positive change within the communities we serve.

We've received recognition for our efforts, which motivates us to keep getting better.

# Corporate Information

## Board of Directors

### Mr. Hari Krishan Agarwal

Chairman and Managing Director

### Mr. Nikhil Aggarwal

Whole-time Director and CEO

### Mr. Ankur Nand Thadani

Non-Executive Non-Independent Director

### Mr. Anil Kumar Chanana

Non-Executive Independent Director

### Mrs. Madhumita Ganguli

Non-Executive Independent Director

### Mr. Jai Kumar Garg

Non-Executive Independent Director

### Mr. Nitin Savara

Non-Executive Independent Director

## Chief Financial Officer

Mr. Raman Chawla (Resigned effective from the closing of business hours of 31 May 2023)

Mr. Sanjay Chhabra (Appointed effective from 1 June 2023)

## General Counsel and Company Secretary (Compliance Officer)

Ms. Archana Maini

## Corporate Identification Number

L74120DL2008PLC183629

## Registered and Corporate Office Address:

### Registered Office

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

### Corporate Office

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

### Website:

[www.campusactivewear.com](http://www.campusactivewear.com)

### Statutory Auditors

M/s B S R & Associates LLP  
Chartered Accountants

### Internal Auditors

Ernst and Young LLP

### Secretarial Auditors

M/s. ATG & CO., Company Secretaries

### Registrar & Transfer Agent

Link Intime India Private Limited  
Noble Heights, 1<sup>st</sup> Floor, Plot No. NH 2,LSC  
C-1 Block, Near Savitri Market, Janakpuri New Delhi-  
110058 Telephone: +91-11- 4941 1000  
E-mail: [vinay.kumar@linkintime.co.in](mailto:vinay.kumar@linkintime.co.in)  
Website: [www.linkintime.co.in](http://www.linkintime.co.in)

### Bankers/Lenders

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





# Management Discussion and Analysis





## GLOBAL ECONOMIC REVIEW

Since 2020, the global economy has experienced turbulence on account of multiple unforeseen events. It began with the pandemic-induced contraction of global output, followed by the Russia-Ukraine conflict, which resulted in a global surge in inflation. In response, central banks worldwide, led by the Federal Reserve, implemented coordinated policy rate hikes to mitigate inflationary pressures.

The rate hike by the US Federal Reserve prompted capital inflows into the US markets, leading to the appreciation of the US Dollar against most currencies. Consequently, Current Account Deficits (CAD) widened, and inflationary pressures

increased in net importing economies. The rate hike, coupled with persistent inflation, resulted in the International Monetary Fund (IMF) lowering its global growth forecasts for 2022 and 2023 in its October 2022 update of the World Economic Outlook. Weaknesses in the Chinese economy further contributed to the downward revision of growth forecasts.

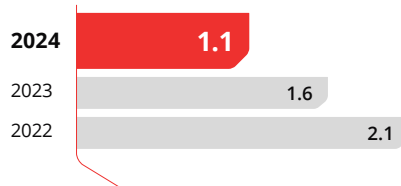
Based on the IMF's World Economic Outlook (WEO) report from April 2023, it is projected that global economic growth will slow down from 3.4% in 2022 to 2.8% in 2023, with a modest recovery to 3.0% in 2024. In 2022, global inflation reached its highest level in several

decades, standing at 8.7%. This was primarily driven by pent-up demand, prolonged disruptions in the supply chain, and increases in commodity prices. Consequently, central banks swiftly implemented tighter monetary policies to address inflation and maintain inflation expectations within their targets. The report suggests that global inflation is expected to moderate to 7.0% in 2023 and further decrease to 4.9% in 2024. Throughout the year, the momentum of growth noticeably weakened in the United States, the European Union, and other developed economies, adversely affecting the rest of the global economy.

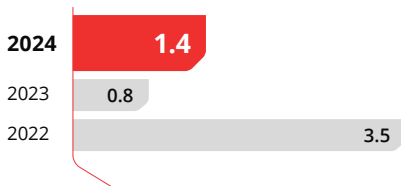
### GLOBAL GROWTH (IN %)



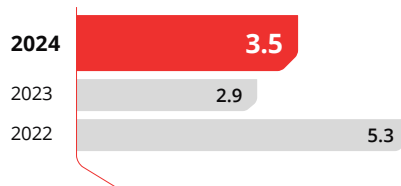
### UNITED STATES (IN %)



### EURO AREA (IN %)



### MIDDLE EAST & CENTRAL ASIA (IN %)



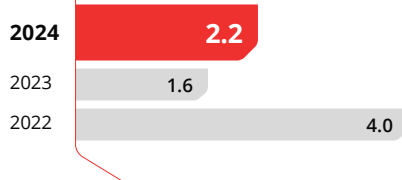




**EMERGING & DEVELOPING ASIA**  
(1N %)



**LATIN AMERICA & THE CARIBBEAN**  
(1N %)



**SUB-SAHARAN AFRICA**  
(1N %)



**Outlook**

The IMF's pessimistic outlook reflects the urgent need for stringent policy measures to combat inflation, as well as the negative impact of deteriorating financial conditions, the ongoing conflict in Ukraine, and the expanding fragmentation of global economic relationships. The risks associated with this outlook are predominantly skewed towards the downside, with a significantly increased likelihood of a severe economic downturn. Policymakers find themselves navigating a narrow path where they must seize opportunities while minimising risks. Central banks must maintain their firm anti-inflation stance while remaining prepared to adapt and employ their full range of policy tools, including addressing concerns related to financial stability as circumstances dictate. Fiscal policymakers should complement the actions of monetary and financial policy makers by supporting efforts to bring inflation back to target levels while safeguarding financial stability. Progress towards establishing a more resilient global economy necessitates collaborative efforts through multilateral cooperation, such as strengthening the global financial safety net, mitigating the costs of climate change, and minimising the adverse consequences of economic fragmentation.



## INDIAN ECONOMIC OVERVIEW

The Indian economy, however, has demonstrated its ability to rebound from the impact of the pandemic, surpassing many nations by achieving a complete recovery in FY22 and positioning itself for a return to pre-pandemic growth levels in FY23.

Despite this progress, India has faced the challenge of managing inflation, which was further intensified by the European turmoil. Through government and RBI interventions, along with the easing of global commodity prices, retail inflation has been successfully brought below the upper tolerance target set by the RBI as of November 2022.

However, the depreciation of the rupee remains a persistent challenge, despite its relatively stronger

performance compared to other currencies. This challenge may be exacerbated by potential increases in policy rates by the US Federal Reserve. The current account deficit (CAD) may continue to widen due to elevated global commodity prices and the sustained growth momentum of the Indian economy. The loss of export stimulus is also a possibility, as the slowdown in global growth and trade reduces the overall size of the global market in the latter half of the current year.

Notwithstanding these challenges, global agencies consistently project India as the fastest-growing major economy, with a growth rate of 6.5-7.0% in FY23. These optimistic growth forecasts are partly driven by the resilience of the Indian economy, as witnessed by the resurgence of private consumption as a leading

driver of growth, effectively replacing export stimuli. The increase in private consumption has also stimulated production activity, leading to higher capacity utilisation across sectors. Moreover, it has contributed to employment generation, reflected in the declining urban unemployment rate and the accelerated net registration in the Employee Provident Fund.

This year has reinforced the country's confidence in its economic resilience. The Indian economy has successfully navigated the challenges posed by external imbalances resulting from the Russian-Ukraine conflict, all while maintaining its growth momentum. As expected of a nation of India's size, FY23 has seen a near recovery of what was lost, a rejuvenation of paused activities, and a re-energisation of sectors that experienced slowdowns during the pandemic and following the European conflict.

### Outlook

FY24 is expected to witness robust growth as India experiences a dynamic credit disbursement and capital investment cycle, resulting in stronger balance sheets for corporate and banking sectors. The expansion of public digital platforms and the implementation of ground-breaking initiatives like PM GatiShakti, the National Logistics Policy, and Production-Linked Incentive schemes aimed at boosting manufacturing output will further contribute to economic growth.

Considering these factors, the Economic Survey forecasts a baseline GDP growth of 6.5% in real terms for FY24. This projection aligns closely with estimates provided by reputable international organisations such as the World Bank, the IMF, the ADB, and domestically by the RBI.







## INDIAN FOOTWEAR RETAIL INDUSTRY OVERVIEW

India's domestic footwear retail industry, valued at ₹72,000 crores in FY20, is expected to grow at a CAGR of 8%, reaching ₹105,000 crores by FY25 (Source: Technopak Report). Over the period from FY15 to FY20, the Indian footwear sector experienced substantial expansion at a CAGR of nearly 9%.

Currently, men's footwear holds a dominant 48% market share, but women's footwear is anticipated to grow faster and achieve a nearly equal share in value by FY25. While casual footwear remains the largest category, sports and athleisure are among the fastest-growing segments, comprising over 67% of the entire market in FY20.

Due to COVID-19 related travel restrictions, the retail footwear market in India contracted by almost 33% in FY21. Nevertheless, a swift recovery is expected as the category is forecasted to grow at a remarkable CAGR of almost 22% between FY21 and FY25.

Organised footwear retail, including Exclusive Brand Outlets (EBOs), large format stores (LFS), and e-commerce, contributed 30% by value and 13% by volume to the overall footwear retail market in

FY20. Organised retail is predicted to grow at a faster pace of 13% over the next five years, outpacing the total category's growth rate.

The footwear category is characterized by significant branding, and by FY25, the branded segment is expected to equal the market share of the unbranded sector, with a value growth rate of 11% from FY21 to FY25.

As one of the world's leading producers and consumers of footwear, this industry provides employment to over 2 million individuals.

Our target segment is growing due to a combination of factors such as the transition from the unorganised to organised sector driven by enhanced preference for branded and quality footwear, increasing health awareness, rising levels of disposable income in India, favourable trends in Indian demographics such as increasing population of young adults, and the growing demand for women's footwear. We cover more than 85% of the total addressable market for sports and athleisure footwear in India as of FY21, which is the largest market coverage amongst key sports and athleisure footwear brands.

(Source: Technopak Report)

## SEGMENTATION OF THE FOOTWEAR RETAIL MARKET IN INDIA



### Customer demographic segmentation

Historically, men's footwear has been the dominant force in the Indian footwear sector, representing over 50% of the retail market by value until FY15. However, the men's segment has been growing at a slower rate compared to the women's and children's segments, which accounted for about 41% and 10% of the market, respectively, in FY20.

By FY25, the valuation of the women's section is projected to surpass that of the men's segment. The rise of the women's market will be driven by an increase in the proportion of working women and their discretionary income.



### Usage segmentation

The Indian footwear retail industry comprises broad categories, including formals, casuals, sports and athleisure, and outdoor segments. Among these, sports and athleisure are the fastest-growing sectors, consistently increasing their market share, although casuals remain the largest segment, accounting for over 67% of the entire market in FY20.

Across various retail categories, such as food and grocery, clothes and accessories, electronics, health, fitness, and wellness, sports and athleisure footwear hold significant importance. Predictions indicate that sports and athleisure footwear will double in value from ₹11,000 crores in FY20 to ₹22,000 crores in FY25,

experiencing a noteworthy CAGR of 15% between FY20 and FY25. The overall footwear market is following a similar growth trend.



### Retail channels

The retail footwear business is highly structured, with organised retail holding a 30% penetration rate. Organised retail is primarily defined by Exclusive Brand Outlets (EBOs) of top brands, along with Large Format Stores (LFSs) and other sizable Multi-Brand Outlets (MBOs). Additionally, the rapid emergence of e-commerce has become a significant driving force behind the expansion of organised footwear retail. The presence of value brands and the increasing penetration of EBOs in tier II, tier III, and lower towns, throughout the country are expected to further bolster the growth of the organised format.



### Geographical segmentation

As the footwear market is mainly discretionary, urban India holds a significant share of 67% in the overall value of the Indian footwear market. Leading national and international brands dominate the market in the top 8 cities, including metro and tier II cities, which collectively account for 40% of the urban footwear market. The urban footwear market in tier II cities and below constitutes approximately 35% of the total, and it is anticipated to grow further with the increasing penetration of Exclusive Brand Outlets (EBOs) and online retail in these areas. Cities in Tier I, Tier II, and lower tiers are expected to witness growth, presenting new opportunities for retail establishments to thrive.

## GROWTH DRIVERS



### Expanding niches and occasion-specific segments

The demand for footwear has been fuelled by growing niches and sub-segments tailored for various occasions. Customers, especially in metropolitan areas, now own multiple pairs of shoes to match different outfits and events. Casuals and flats are favoured for daily wear due to their affordability and comfort, while office workers opt for professional shoes. Dress shoes, such as high heels and glittery shoes for women and classy loafers or moccasins for men, are preferred for outdoor gatherings or parties. Those leading an active lifestyle necessitate sports and athleisure footwear.



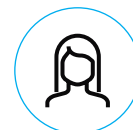
### Shift in formal vs. casual and open vs. closed footwear

The COVID-19 pandemic has caused changes in customer purchasing habits across various market sectors, including FMCG, personal care, apparel, and footwear. A heightened focus on health and fitness has led to an increased demand for sports and athleisure footwear. Running shoes have emerged as one of the most sought-after items in the sports footwear category. There has also been a transition from formal to informal sports footwear, evidenced by the popularity of walking and running shoes. In the men's and children's categories, open footwear holds a relatively small share, while in the women's casual and formal footwear markets, it remains dominant. Closed shoes, on the other hand, command a higher realisation compared to open shoes, which are generally priced lower.



### Footwear as a fashion statement

Footwear has evolved from being utilitarian to becoming fashion statements. It is no longer just a necessity for feet protection but an essential component of fashion outfits. Alongside clothing, footwear and accessories play a pivotal role in creating a complete look. This trend has driven continuous growth in both footwear volume and the average selling price. Sneakers, in particular, have become style items and symbols of identity, youth culture, and fashion, forming the foundation of what we now recognise as sneaker culture.



### Women segment

The women's segment is on the rise, in tandem with the increasing number of women joining the workforce. As more women are working and family earnings are rising, the demand for women's footwear has witnessed a significant surge. Additionally, the growing number of celebrations has further contributed to this upward trend.

Between FY15 and FY20, the women's footwear market share increased from approximately 37% to about 41%. This growth is projected to continue at an impressive rate of 9%, outpacing the overall category's growth. By FY25, women's footwear is expected to account for approximately 44% of the global footwear market.

Also, women's footwear offers a diverse range of niches compared to men's footwear, which necessitates a wider variety of styles to cater to different preferences and occasions.



## PREMIUMISATION

Premiumisation has been a driving force behind the rise in the average selling price of footwear in India over the past decade. This shift in customer preference towards more luxurious and expensive products has had a notable impact on the market. The mass sector (products priced under ₹ 500) constituted 56% of the overall footwear retail market in FY15; however, it is anticipated to decline to 51% by FY25.

The average selling price of a pair of footwear has experienced a steady CAGR of approximately 5% during this period. It has risen from ₹ 220 per pair in FY15 to ₹ 275 per pair in FY20, and it is projected to reach ₹ 345 per pair by FY25.

Several factors contribute to this trend, including consumers' increased brand consciousness, the availability of both domestic and foreign brands and private labels, rising income levels, and a significant upswing in the demand for high-quality footwear. All of these elements together have elevated the overall average selling price in the footwear industry.

## COMPANY OVERVIEW

Campus Activewear is a fashion and lifestyle footwear brand that offers an extensive range of products catering to the needs of the entire family for every occasion throughout the day. Their footwear exudes a youthful and trendy vibe, making everyone feel stylish at all times.

The brand showcases global designs and provides a wide selection of styles, colour palettes, and price points, accompanied by an attractive product value proposition. In a segment largely dominated by international brands, the Company proudly stands as the largest established Indian Sports and Athleisure (S&A) footwear brand.

Having been listed on the bourses in 2022, the Company has been leading the S&A footwear market since 2005. With extensive market coverage, it has become one of the most sought-after brands in this segment, catering to over 85% of the total addressable market for S&A footwear in India. The Company continues to have the highest drop rate in the footwear category in India.

As India's largest and fastest-growing sports and athleisure footwear in terms of value and volume, the Company continues to solidify its position in the market.

## OPERATIONAL HIGHLIGHTS

- In FY23, the Company registered remarkable volumes by selling more than 23.5 million pairs, marking a substantial volumetric growth of 22% compared to the previous year. This has been the highest ever volume in the history of the Company.
- Our trade distribution channel witnessed a growth rate of 10%, while our direct-to-consumer (D2C) channels soared with an impressive growth of 48%. Revenue from Operations in FY23 stood at ₹ 14,842.5 million as compared to ₹ 11,941.8 million, registering a growth of 24% year on year.
- Revenue contribution from Trade Distribution Channel for the year FY23 stood at 55.3%, while for D2C Channel it was 44.7%. Within D2C Channel, D2C Online stood at 37.5% of the total sales, and D2C Offline stood at 7.2% of the total sales for FY23.
- The premium category continues to gain good traction for the Company, as we experienced a healthy increase in demand for Campus Shoes in the price range of ₹ 1,000 to ₹ 3,000. This contributed to a notable rise in our revenue share within this segment, surpassing the performance of the previous year.
- Our Average Selling Price (ASP) exhibited a marginal increase of 2%, climbing from ₹ 620 to ₹ 631 in FY23. This growth signifies our ability to maintain competitive pricing while offering high-quality footwear to our valued customers, despite temporary macro headwinds.



## FINANCIAL HIGHLIGHTS

(IN ₹ MILLION)

PARTICULARS	FY23	FY22	YoY Change (%)
Revenue	14,842.5	11,941.8	24.3%
EBITDA	2,563.3	2,443.7	4.9%
PAT	1,171.2	1,085.4	7.9%
Net worth	5,521.2	4,275.9	29.1%

Note:

EBITDA is calculated as follows: Profit After Tax + Tax Expense + Finance Costs + Depreciation and Amortization Expense.

## KEY FINANCIAL RATIOS

PARTICULARS	FY23	FY22	YoY Change (%)
Current Ratio (in times)	1.64	1.59	3.42%
Debt Equity Ratio (in times)	0.33	0.41	(19.68%)
Debt Service Coverage Ratio (in times)	2.49	3.56	(30.01%)
Return on Equity Ratio/Return on Investment Ratio	23.91%	29.33%	(18.47%)
Inventory Turnover Ratio (in times)	3.66	4.26	(14.15%)
Trade Receivables Turnover Ratio (in times)	8.45	9.07	(6.76%)
Trade Payables Turnover Ratio (in times)	4.16	4.12	0.92%
Net Capital Turnover Ratio	5.01	5.29	(5.26%)
Net Profit Ratio	0.08	0.09	(12.87%)
Return on Capital Employed	0.23	0.31	(24.07%)

Notes:

1. Debt Service Coverage Ratio has decreased from 3.56 in FY22 to 2.49 in FY23 mainly due to increase in repayment of principal and interest as compared to previous year.

2. During previous year, Inventory Turnover Ratio was presented in days.

## OPPORTUNITIES

The Company foresees a favourable growth environment driven by external factors such as the buoyant Indian markets, growing domestic consumption, favourable government policies, as well as the inherent strengths of the Company like brand value, omni-channel presence, integrated manufacturing capabilities, and design and innovation capabilities.

As we continue to push boundaries, explore new markets, and cater to evolving consumer needs, we are ready to conquer new heights. The following key growth strategies and factors contribute to our optimistic outlook:

- The increasing inclination towards sports and physical activities presents a significant growth opportunity for Campus

Activewear, as our products cater to the active lifestyle needs of consumers.

- As a home-grown brand, we have the advantage of understanding and addressing the underserved demand in the market, addressing various market gaps, and capturing a larger share of the growing Indian consumer base.
- The shift from unbranded to branded footwear is an ongoing trend and we are well-positioned to capitalise on this shift by offering quality branded products that resonate with consumers.
- With the rising awareness of health and fitness, consumers are seeking appropriate footwear that supports their active lifestyle. Campus Activewear is poised to

benefit from this trend by offering comfortable and performance-driven footwear options.

- The ongoing shift from the unorganised to the organised sector in the footwear market creates an opportunity for Campus Activewear to capture a larger market share and establish a stronger presence. The enforcement of BIS quality control standards by the authorities creates a conducive environment for the organised industry, promoting the delivery of high-quality products to customers and discouraging the import of inferior and inexpensive alternatives.
- We will capitalise on our brand reputation and leadership position by catering to the specific





needs of women, children, and kids, further expanding our customer base.

- We will focus on expanding our footprint in the untapped markets of western and southern regions, tapping into new customer segments and geographical areas, while consolidating our position in the current strongholds such as northern India.
- We will enhance our omni-channel strategy, integrating online and offline channels to provide a seamless and convenient shopping experience for our customers.
- We will continue to emphasise premiumisation across our product segments, offering high-quality and premium products to cater to the growing demand for elevated footwear options.
- We will explore opportunities for product diversification by expanding into allied categories, leveraging our expertise and brand presence to capture new market segments.
- The Indian S&A footwear market presents attractive industry prospects, with the market size projected to reach ₹882 billion (US\$11.7 billion) by FY25. India's per capita footwear consumption is lower compared to other countries, indicating significant growth potential. With the increase in fitness consciousness and disposable income, the Indian S&A market is expected to be driven by rising demand.
- Campus Activewear enjoys the widest presence across price segments, offering an expansive and diverse product portfolio that covers a significant share of the S&A footwear market, reaching more than 85% of the market. This wide market coverage positions Campus Activewear as a leader in the industry, providing ample opportunities for growth and capturing a larger customer base.

## THREATS

The Company's performance, along with the footwear industry, can be directly or indirectly influenced by the dynamic global economic environment. Disruptions in the supply chain, such as those caused by the pandemic and war, have the potential to drive up raw material prices and overhead costs, thereby diminishing the Company's competitive edge in the market.

The Company also faces several concerns that could impact its overall performance, including workforce attrition, counterfeit products, the need for innovation and new product development, rapidly changing consumer preferences, and the risk of data breaches.

Some of the other potential threats the Company faces:

- Intense competition from multinational corporations in the domestic market
- The requirement to enhance shoe quality to meet more stringent international standards
- The ability to keep up with ever-evolving fashion trends and remain relevant
- Insufficient supply of high-quality components for footwear production
- Technological modernisation and advancement

## RISK AND CONCERNS

The Board has established a Risk Management Committee to thoroughly assess and mitigate potential risks that may affect the Company's operations. The responsibilities and scope of the Risk Management Committee can be found in the Corporate Governance Report, which is included in this Annual Report.

The Company has developed comprehensive risk factors, both internal and external, to analyse the potential risks that may impact its business. These risk factors are elaborated in detail in the Red Herring Prospectus (RHP).

## MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/ INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED

Human capital is a vital asset to the Company, essential for business sustainability and expansion. Campus engages, trains, and enhances its human capital through various mediums, training programmes, and initiatives. These initiatives include structured job evaluations and career development for high-potential managers, training programmes



on effective communication, tax literacy including personal finance, and tax planning sessions for employees. The Company has also launched a programme called 'Be Your Own Laxmi,' which empowers female employees with financial awareness. Other regular training initiatives include Microsoft Excel, Effective Managerial Skills, Fire Safety Training, and Prevention of Sexual Harassment (PoSH) training. Additionally, the Company has introduced ESOP Plans—Special Grant 2021 and Vision Pool 2021. These plans aim to engage, retain, and incentivize employees in the Company's operations, allowing them to contribute to both present and future Company plans. The Company regards options as enduring incentives. These options not only make employees co-owners but also offer the potential for future wealth creation. As of March 31<sup>st</sup>, 2023, the employee count was 839.

### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has established a robust system of internal financial controls that aligns with its size, scale of operations, procedures, and policies. This system ensures

the orderly and efficient conduct of business, including adherence to Company policies, protection of assets, prevention and detection of fraud and errors, accuracy and completeness of accounting records, and timely preparation of reliable financial information.

The Audit Committee meetings involve discussions on the Internal Audit Reports to assess the adequacy and effectiveness of the Company's internal control environment. Necessary actions are taken to strengthen controls in areas where required for business operations. Additionally, a monitoring process is in place to track the implementation of audit recommendations, including those related to enhancing the Company's risk management systems.

Following an assessment conducted by the Management and evaluation of the assessment results, the Board of Directors affirm that the Company has sufficient and effective Internal Controls in operation.

There have been no instances of fraud that necessitate the reporting of material misstatements in the Company's operations.

### **DISCLAIMER**

The MDA section includes statements regarding future prospects that may be forward-looking in nature. These statements involve a variety of identified and unidentified risks and uncertainties that could potentially lead to material differences in actual results. In addition to the changes occurring in the macro-environment, there may be unforeseen and constantly evolving risk to the Company and its operating environment.

The assumptions made in the report, which are based on available internal and external information, serve as the foundation for determining certain facts and figures. However, as the factors underlying these assumptions can change over time, the estimates upon which they are based may also change accordingly.

It's important to note that these forward-looking statements reflect the Company's current intentions, beliefs, or expectations, and they are valid only as of the date on which they were made. The Company does not assume any obligation to revise or update these forward-looking statements, whether due to new information, future events, or any other reason.



# Director's Report

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

The Board of Directors ("Board") has pleasure in presenting 15<sup>th</sup> Annual Report ("Report") of the business and operations of **Campus Activewear Limited** ("the Company") together with the Audited Financial Statements for the financial year ended 31 March 2023.

## 1. Financial Summary or Highlights

The Company's financial performance for the year under report along with previous year's figures are given hereunder:

(All amounts are in INR Millions except otherwise stated)

Particulars	2022-23	2021-22*
Revenue from Operations	14,842.50	11,941.81
Other Income	27.54	23.96
EBITDA	2,563.29	2,443.70
Depreciation and amortization expenses	710.42	530.41
<b>Profit before tax</b>	<b>1,566.02</b>	<b>1,717.09</b>
Less: Tax Expenses	(394.84)	(631.71)
<b>Profit for the year (PAT)</b>	<b>1,171.18</b>	<b>1,085.38</b>
Other comprehensive income for the year, net of tax	0.29	5.79
<b>Total comprehensive income for the year, net of tax</b>	<b>1,171.47</b>	<b>1,091.17</b>

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

The Financial Statements of the Company for the financial year ended 31 March 2023, have been prepared in accordance with the Indian Accounting Standards (Ind AS) as notified by the Ministry of Corporate Affairs and as amended from time to time.

## 2. State of Company's Affairs

Campus Activewear Limited is engaged in the business of manufacturing of footwear. During the financial year under report, the Company achieved total income of ₹ 14,870.04 mm as compared to ₹ 11,965.77 mm in the previous year. Net profit (after tax) for the year is ₹ 1,171.18 mm as compared to net profit (after tax) of ₹ 1,085.38 mm in the previous year.

### FY23 Financial Highlights

- FY23 sales volume registered at 23.53 mm pairs as against 19.27 mm pairs in FY22, thereby generating 22.12% year on year volume growth.
- FY23 aggregate ASP stood at ₹ 631 per pair versus ₹ 620 per pair in FY22, thereby resulting in 1.78% YoY ASP growth.
- Revenue from operations increased by 24.29% YoY to ₹ 14,842.50 mm in FY23.
- FY23 Full year EBITDA stood at ₹ 2,563.29 mm as compared to ₹ 2,443.70 mm in FY22, demonstrating 4.89% YoY growth. FY23

EBITDA margin stood at 17.27% vs. 20.46% in FY22.

- Net Profit during the year FY23 stood at ₹ 1,171.18 mm (PAT margin: 7.89%) as against PAT of ₹ 1,085.38 mm in FY22 (PAT margin: 9.09%).

### Balance Sheet Highlights

- The Company's Days of Sales outstanding (DSO) and Days of Inventory outstanding (DIO) was at 43 days (FY22 40 days) and 100 days (FY22 86 days) respectively for FY23.
- The Company's return ratios i.e. Return on Capital Employed (ROCE) and Return on Equity (ROE) was 23.21% (FY22 30.57%) and 23.91% (FY22 29.33%) respectively for FY23.
- Campus Activewear achieved its highest ever revenue in a financial year at ₹ 14,870.04 mm, registering a growth of 24.29% YoY. The Company continues to reap benefits from its strategic blend of in-house capability and backward integration enabling flexibility in design, quality control, cost control and timing to market. Campus Activewear's design

## Campus Activewear Limited (formerly known as Campus Activewear Private Limited)

team is well-equipped to identify emerging international fashion footwear trend and customize it, thereby bringing customer delight to the Indian market. The Company has introduced more than 300 styles in the sports & athleisure area during FY23, catering to a variety of consumer events and needs. While some shoe styles are designed purely as lifestyle conversational styles, others come with different features like shock absorption, anti-skid soles, & non-marking soles, to mention a few. The entire portfolio is offered at a variety of price points for everyone to pick from. Campus Activewear's 'Never Out of Stock' proposition ensures core replenishment products of the product portfolio focusing on creating a strong base of bestsellers.

### 3. Dividend

Pursuant to Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), the Board has approved and adopted a Dividend Distribution Policy on 10 December 2021. The Policy specifies various considerations based on which the Board may recommend or declare Dividend, Company's dividend track record, usage of retained earnings for corporate actions, etc. The Dividend Distribution Policy is available on the Company's website in the "Codes and Policies" Section in the Investor Relations Section and can be accessed at [https://www.campusactivewear.com/sites/default/files/2023-08/Dividend\\_Distribution\\_Policy%20CAMPUS.pdf](https://www.campusactivewear.com/sites/default/files/2023-08/Dividend_Distribution_Policy%20CAMPUS.pdf)

The Board does not recommend any dividend on the Equity Shares of the Company for the financial year 2022-23.

### 4. Reserves and Surplus/Other Equity

During the period under report, the Company has not transferred any amount to General Reserves and entire amount of profit for the year forms part of the 'Retained Earnings'.

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

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

### 6. Listing of shares

The equity shares of the Company are listed on the National Stock Exchange of India Ltd. (NSE) and BSE Limited (BSE). The listing fee for the year 2022-23

and 2023-24 has been paid to the credit of both the Stock Exchanges.

### 7. Management Discussion and Analysis Report

Management Discussion and Analysis Report for the financial year 2022-23 as stipulated under SEBI Listing Regulations forms an integral part of this Annual Report as covered in the head 'Management Discussion and Analysis' ("MD&A"). The MD&A Report provides a consolidated perspective of Economic, Geographical and Environmental aspects material to the Company's strategy and its ability to create and sustain value to its key stakeholders and includes aspects of reporting as required by Regulation 34 and Schedule V of the SEBI Listing Regulations.

### 8. Details of Subsidiaries/Associates/Joint ventures companies

#### A. Name of the Subsidiaries/Associates/Joint Venture Companies and Details of their contribution to the overall performance of the company

During the period under report, there is no Subsidiary or Associate or Joint Venture of the Company.

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

During the period under report, Campus AI Private Limited, wholly owned subsidiary of the Company was amalgamated with the Company post Hon'ble National Company Law Tribunal, New Delhi Bench ("NCLT") in its hearing dated 11 August 2022, pronounced the order, approving the Scheme of Arrangement between Campus AI Private Limited ("Transferor Company") and Campus Activewear Limited ("Transferee Company/Company") and their respective shareholders and creditors, under Sections 230 and 232, read with Section 66 and other applicable provisions of the Companies Act, 2013. The Scheme was effective from the appointed Date i.e. 1 April 2020.

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

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which these financial statements relate and the date of this Report except the following:



## Campus Activewear Limited (formerly known as Campus Activewear Private Limited)

- (1) The Company invested ₹ 16.70 Crores during April 2023 in acquiring Land and Building in Paonta Sahib, Himachal Pradesh for enhancing its manufacturing capacities.
- (2) In terms of the Employee Stock Options Plans of the Company, Nomination and Remuneration Committee (also designated as Compensation Committee) approved and allotted the following equity shares pursuant to the exercise of Options by the Employees:

Sl. No.	Allotment Date	ESOP Scheme	Number of Shares Allotted
1	24 April 2023	Campus Activewear Limited Employees Stock Option Plan 2021-Special Grant	1,20,050
2	16 June 2023	Campus Activewear Limited Employees Stock Option Plan 2021-Vision Pool	1,11,677
3	23 June 2023	Campus Activewear Limited Employees Stock Option Plan 2021-Special Grant	67,344
4	25 July 2023	Campus Activewear Limited Employees Stock Option Plan 2021	1,05,493
<b>Total</b>			<b>4,04,564</b>

Further, Nomination and Remuneration Committee (also designated as Compensation Committee) has granted the following Options to the Eligible Employees under the Employee Stock Options Plans of the Company:

Sl. No.	ESOP Scheme	Number of Options Granted
1	Campus Activewear Limited Employees Stock Option Plan Vision Pool 2021	1,97,360*
2	Campus Activewear Limited Employees Stock Option Plan 2021	3,65,600

\*Date of grant for 25,360 options is 1 October 2023.

### 10. Change in the nature of Business

There was no change in the nature of business of the Company during the financial year ended 31 March 2023.

### 11. Share Capital

#### Authorized Share Capital

The Authorized Share Capital of the Company, as on 31 March 2023 was ₹ 4,537,000,000/- divided into 907,400,000 equity shares having face value of ₹ 5/- each.

#### Issued, Subscribed, Paid-up Share Capital

The issued and paid-up share Capital of the Company as on 31 March 2023 was ₹ 1,523,431,390/- divided into 304,686,278 Equity shares having face value of ₹ 5/- each fully paid-up.

Further, the Nomination and Remuneration Committee (also designated as Compensation Committee) allotted the following Equity Shares, post vesting and Exercise of Options by the Employees of the Company and accordingly the paid-up share capital was increased as follows:

Sl. No.	Allotment Date	ESOP Scheme	Number of Shares Allotted	Issued and paid-up share Capital of the Company
1	24 April 2023	Campus Activewear Limited Employees Stock Option Plan 2021- Special Grant	1,20,050	₹ 1,52,40,31,640/- comprising of 30,48,06,328 equity shares of ₹ 5/- each fully paid up
2	16 June 2023	Campus Activewear Limited Employees Stock Option Plan 2021- Vision Pool	1,11,677	₹ 1,52,45,90,025/- comprising of 30,49,18,005 equity shares of ₹ 5/- each fully paid up

## Campus Activewear Limited (formerly known as Campus Activewear Private Limited)

Sl. No.	Allotment Date	ESOP Scheme	Number of Shares Allotted	Issued and paid-up share Capital of the Company
3	23 June 2023	Campus Activewear Limited Employees Stock Option Plan 2021- Special Grant	67,344	₹ 1,52,49,26,745/- comprising of 30,49,85,349 equity shares of ₹ 5/- each fully paid up
4	25 July 2023	Campus Activewear Limited Employees Stock Option Plan 2021	1,05,493	₹ 1,52,54,54,210/- comprising of 30,50,90,842 equity shares of ₹ 5/- each fully paid up

### 12. Internal Financial Control Systems and their adequacy

The Company has an adequate Internal Financial Controls (IFC) system commensurate with its size and scale of operations, which is in line with the requirement of the Companies Act 2013. The Company has a clearly defined Governance, Risk & Compliance Framework, Policies, Standard Operating Procedures (SOP), Delegation of Authority (DOA).

Internal Audit Reports are discussed in the Audit Committee meetings on a quarterly basis and the summary of key findings along with their analysis and action taken status are presented to the Audit Committee. The necessary actions are taken within the timelines to strengthen the control in the required areas of business operations. There were no instances of fraud which necessitates reporting of material misstatement to the Company's operations.

Based on the assessment carried out by the Management and the evaluation of the results of the assessment, the Board of Directors are of the opinion that the Company has adequate Internal Financial Controls system that is operating effectively as on 31 March 2023.

### 13. Deposits

During the period under report, the Company has not accepted any deposit within the meaning of Section 73 and 74 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014.

### 14. Auditors

#### A) Statutory Auditors

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

Since the first Term of Appointment of M/s. B S R & Associates LLP shall complete on the conclusion of the 15<sup>th</sup> AGM of the Company, therefore on the recommendations of the Audit Committee and subject to the approval of the shareholders in the forthcoming AGM, the Board in its meeting held on 29 May 2023 has appointed M/s. B S R and Co, Chartered Accountants (ICAI Firm Registration No. 128510W) as the Statutory Auditors of the Company for the second term (since the partners are common with the retiring Statutory Auditors) of five consecutive years to hold such office till the conclusion of the 20<sup>th</sup> Annual General Meeting of the Company to be held in the year 2028.

The Company has received the Consent and Eligibility Certificate from the M/s. B S R and Co to act as the Statutory Auditors of the Company, in accordance with the provisions of Section 139 and Section 141 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 for review.

#### Statutory Auditors' Report

The Report given by the Statutory Auditors on the Financial Statements of the Company for the financial year ended 31 March 2023, forms part of this Annual Report. There are no observations (including any qualification, reservation, adverse remark or disclaimer) of the Auditors in the Report. Further, the notes to accounts referred to in the Auditors' Report are self-explanatory.

#### Details in respect of frauds reported by auditors

The Auditors of the Company have not reported any fraud in terms of the second proviso to Section 143(12) of the Act.

#### B) Cost Auditors

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



## Campus Activewear Limited (formerly known as Campus Activewear Private Limited)

### C) Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with corresponding rules made there under as amended from time to time, M/s. ATG & CO., Company Secretaries (Formerly known as M/s. Pooja Anand & Associates) were appointed as Secretarial Auditors of the Company to conduct Secretarial Audit of the Company for the financial year ended 31 March 2023.

#### Secretarial Audit Report

In terms of Section 204 of the Companies Act, 2013 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Secretarial Audit Report by the Secretarial Auditors in Form No. MR-3 is annexed with this Report as **Annexure I**. There are no qualifications, reservations or adverse remarks made by Secretarial Auditors in their Report.

#### Annual Secretarial Compliance Report

A Secretarial Compliance Report for the financial year ended 31 March 2023 on compliance of all applicable SEBI Listing Regulations and circulars/guidelines issued

thereunder, was obtained from M/s ATG & CO., Company Secretaries, (Formerly known as M/s. Pooja Anand & Associates) and submitted to both the stock exchanges. There are no observations, reservations or qualifications in that report. The Secretarial Compliance Report for the financial year ended 31 March 2023 is available on the website of the Company at [www.campusactivewear.com](http://www.campusactivewear.com).

### D) Internal Auditors

Pursuant to the provisions of Section 138 of the Companies Act, 2013 read with corresponding rules made there under as amended from time to time. On the recommendations of the Audit Committee, Board in its meeting held on 30 May 2022 appointed Ernst & Young LLP (EY) as the Internal Auditors of the Company for the financial year ended 31 March 2023 and Internal Audit Reports are reviewed by the Audit Committee on quarterly basis.

On the recommendations of the Audit Committee, the Board of Directors at its meeting held on 29 May 2023 has approved the appointment of Ernst & Young LLP (EY) as the Internal Auditor of the Company for the financial year ending 31 March 2024.

## 15. Details of Directors and Key Managerial Personnel

### (i) Composition

As on 31 March 2023, the Board consisted of optimum combination of Executive & Non-Executive Directors including one Woman Independent Director. Mr. Hari Krishan Agarwal is a Chairman and Managing Director of the Company.

The Composition of Board of the Company as on 31 March 2023 is as follows:

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

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### (ii) Changes in Directors

During the financial year 2022-23, no changes took place in the composition of the Board of Directors of the Company.

\*However, Mr. Anil Rai Gupta (DIN: 00011892) resigned from the position of Non-Executive Non-Independent Director of the Company effective from 28 June 2023. The Company places on record its appreciation for the immense contribution by Mr. Anil Rai Gupta in the growth of the Company.

### (iii) Changes in Key Managerial Personnel

As on 31 March 2023, Mr. Hari Krishan Agarwal, Chairman and Managing Director, Mr. Nikhil Aggarwal, Whole-Time Director and CEO, Mr. Raman Chawla, Chief Financial Officer and Ms. Archana Maini, General Counsel and Company Secretary, were the Key Managerial Personnel of the Company.

However, Mr. Raman Chawla resigned from the position of Chief Financial Officer and Key Managerial Personnel of the Company effective from the closing of the business hours of 31 May 2023 and Mr. Sanjay Chhabra has been appointed as Chief Financial Officer and Key managerial personnel of the Company effective from 1 June 2023.

Further, pursuant to the provisions of Section 152 of the Companies Act, 2013 and other applicable provisions made thereunder, Mr. Ankur Nand Thadani, Non-Executive Non-Independent Director of the Company, is due to retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. On the recommendations of Nomination and Remuneration committee, the Board recommends his re-appointment.

Brief details of the Director being recommended for re-appointment as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Clause 1.2.5 of the Secretarial Standards on General Meetings (SS-2) have been furnished in the Notice dated 10 August 2023 convening the 15<sup>th</sup> Annual General Meeting.

### (iv) Declaration by Independent Director(s) of the Company

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

- a. they continue to fulfill the criteria of independence as required pursuant to Section 149(6) read with Schedule IV of

the Companies Act, 2013 and Regulation 16 and 25 of the SEBI Listing Regulations 2015; and

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

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

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

## 16. Number of meetings of the Board of Directors

The Board met Ten (10) times during the Financial Year 2022-23. The details of which form part of the Corporate Governance Report, forming part of this Annual Report. The intervening gap between the two consecutive Board meetings was within the period prescribed period of 120 days as specified under the provisions of Section 173 of the Companies Act 2013 and Regulation 17 of the SEBI Listing Regulations 2015.

## 17. Board Committees

During the period under report, the Board had following Committees:

- a. Audit Committee;
- b. Stakeholder's Relationship Committee;
- c. Nomination and Remuneration Committee (also designated as Compensation Committee);
- d. Corporate Social Responsibility Committee;
- e. Risk Management Committee;
- f. Internal Complaints Committee;
- g. Finance Committee;
- h. Initial Public Offer Committee was dissolved effective from 10 November 2022 by the Board of Directors of the Company, since the Equity shares of the Company got listed on 9 May 2022.



## Campus Activewear Limited (formerly known as Campus Activewear Private Limited)

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

### 18. Vigil mechanism/Whistle Blower Policy

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

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

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

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

As per the provisions of Section 178(3) of the Companies Act, 2013, on the recommendation of the Nomination & Remuneration Committee of the Company, the Board of Directors has approved a Policy which lays down a framework in relation to appointment and remuneration of Directors, Key Managerial Personnel and the employees and their remuneration including criteria for determining qualifications, positive attributes, independence etc.

The Policy broadly lays down the guiding principles, philosophy and the basis for payment of remuneration to Directors, Key Managerial Personnel, and other employees. The policy also provides the criteria for determining qualifications, positive attributes and Independence of Director and criteria for appointment of Key Managerial Personnel/Senior Management while making selection of the candidates. Pursuant to Section 134(3) of the Companies Act, 2013, the nomination and remuneration policy of the Company is available on the website of the Company and can be accessed at: <https://www.campusactivewear.com/sites/default/files/2022-06/Nomination%20and%20Remuneation%20Policy.pdf>

### 20. Corporate Social Responsibility (CSR)

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

- 1. Olympic and Paralympic Sports:** The Company associated with OGQ Project of the Foundation for Promotion of Sports and Games for training, sports science, Coaching, Equipment and Sports Kit and Athlete management and Performance Monitoring of 68 Athletes in sports viz. Shooting, Badminton, Archery Boxing, Wrestling, Weightlifting, table Tennis and Athletics.
- 2. Education:** Education has been one of the focus areas from Corporate Social Responsibility (CSR) standpoint. Campus association with Central Square Foundation as part of our CSR initiatives started during Financial Year 2022-23 ensuring quality school education for all children in India.
- 3. Underprivileged Section:** The Company also associated with VISHVAS for the underprivileged section of the society poor and needy including education to Girls in Computers and free Eye care and Paryas society towards mobile medical unit.

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The Board of Directors has approved the CSR Policy of the Company as formulated and recommended by the CSR Committee, which is available on the website of the Company at <https://www.campusactivewear.com/sites/default/files/2022-10/CSR%20POLICY.pdf> Further, the Annual Report on CSR activities for the Financial Year 2022-23, in the prescribed format, as required under Sections 134 and 135 of the Act read with Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 (as amended) and Rule 9 of the Companies (Accounts) Rules, 2014, is annexed as Annexure II to this Report.

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

The particulars of every contract and arrangement if entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto in Form No. AOC-2 is annexed as Annexure III to this Report.

### 22. Credit Rating

During the period under report:

- A. **India Ratings and Research** (Ind-Ra) has affirmed Campus Activewear Limited's (CAL) Long-Term Issuer Rating at 'IND A+' with a Positive Outlook.
- B. **CRISIL** Ratings has reaffirmed its ratings on the long term bank facilities to CRISIL A+ and Stable outlook and reaffirmed the 'CRISIL A1' rating on the short-term facility.

The Company has not issued any debt instruments or non-convertible securities.

### 23. Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

In compliance with the provisions of Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, a statement containing information on Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo of the Company, in the prescribed format is annexed as Annexure IV to this report.

### 24. Annual Return

Pursuant to Section 134(3)(a) read with Section 92(3) of the Companies Act, 2013, the Annual Return of the Company is available on the website of the Company at <https://www.campusactivewear.com/shareholders-corner>.

### 25. Employee's Stock Option Plan

During the period under report, the Company had in place 4 (four) Employee Benefit Plans (Pre-IPO Schemes/ESOP Schemes), namely, Campus Activewear Limited Employee Stock Option Plan 2018 (ESOP 2018), Campus Activewear Limited Employee Stock Option Plan 2021 (ESOP 2021), Campus Activewear Limited Employee Stock Option Plan 2021 - Special Grant (Special Grant 2021) and Campus Activewear Limited Employee Stock Option Plan 2021 - Vision Pool (Vision Pool 2021). However, ESOP 2018 Scheme of the Company has been terminated by the Board of the Company effective from 29 May 2023, as per the provisions of the said Scheme.

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

The Equity Shares of the Company got listed on BSE Limited and National Stock Exchange of India Limited effective from 9 May 2022. The Nomination & Remuneration Committee (designated as Compensation Committee) and the Board of Directors have approved the changes required as per regulatory requirements under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 in ESOP 2021, Special Grant 2021 and Vision Pool 2021. However, on the recommendations of the Nomination & Remuneration Committee and Board of Directors of the Company, the shareholders in its meeting held on 18 November 2022 has approved the Variation in terms of Vision Pool 2021, which is not prejudicial to the interests of the employees and all the employees are beneficiaries to the said Variation. The Variation was regarding the change in Clause 7.1 & 7.2 of the scheme as follows:

1. The minimum Vesting Period for any Options Granted under this Plan shall be in accordance with the Regulations (i.e., currently a period of 1 year from the date of Grant).

Provided that in case where Options are Granted by the Company under the Plan in lieu of options held by an Employee under a similar Plan in another Company ("Transferor Company") which has merged, demerged or entered into an arrangement or amalgamated with the Company, the period during which the



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options Granted by the Transferor Company were held by him shall be adjusted against the minimum Vesting Period required under this clause.

Provided further that in the event of death or permanent incapacity of an Option Grantee, the minimum vesting period in accordance with the Regulations (i.e., currently a period of 1 year) shall not be applicable and in such instances, the options shall vest in terms of 8.2 (b) of this policy.

2. The Compensation Committee shall determine the Vesting schedule that shall apply to all Grants made under this Plan.

As per Regulation 12 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the Company had placed the matter for the ratification of the aforementioned Pre-IPO Schemes except ESOP 2018 by the shareholders of the Company and the same are ratified and approved by the shareholders in its meeting held on 18 November 2022 and were also approved and ratified by the shareholders for the extension of benefits to the subsidiary Company including erstwhile subsidiary i.e. Campus AI Private Limited. The ESOP Schemes are in conformity with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

As per Regulation 13 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the Company has received Certificate from M/s. ATG & CO., Company Secretaries certifying that the ESOP Schemes of the Company are being implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and the Resolutions passed by the shareholders of the Company and will be placed at the Annual General Meeting for inspection by members. The Disclosures pursuant to SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, in respect of ESOP Schemes as at 31 March 2023, is available on the website of the Company and can be accessed <https://www.campusactivewear.com/sites/default/files/2023-09/ESOP%20Disclosure%202022-23.pdf>.

### 26. Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future

During the year under report, the Company has not received any significant/material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of the Company and its

operations in future except the Order passed by Hon'ble National Company Law Tribunal in its hearing dated 11 August 2022 approving the Scheme of Arrangement between Campus AI Private Limited ("Transferor Company") and Campus Activewear Limited ("Transferee Company/Company") and their respective shareholders and creditors, under Sections 230 and 232, read with Section 66 and other applicable provisions of the Companies Act, 2013. However, the Scheme is effective from the appointed Date i.e. 1 April, 2020. Campus AI Private Limited was the wholly owned Subsidiary of the Company. Post the said NCLT Order, the Company made an application to the RoC, Delhi, seeking an extension of time by three months for the convening of Annual General Meeting for the Financial Year 2021-22 and the RoC has approved and allowed the Company to conduct its AGM for the financial year 2021-22 on or before 31 December 2022 i.e an extension of three (3) months to hold the Annual General Meeting.

### 27. Details pursuant to Section 197(12) of the Companies Act, 2013

Details pursuant to Section 197(12) of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this Report and are annexed herewith as **Annexure V**.

### 28. Corporate Governance

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

### 29. Business Responsibility and Sustainability Report (BRSR)

The Company is pleased to introduce first integrated Report, which is also highlighting the non-financial aspects of the Company. To see a continuous growth year-on-year, we need to look beyond monetary aspects, and we are diligently working towards creating a low carbon economy. We are driving our sustainability agenda forward, while being a catalyst for positive and tangible change in the footwear manufacturing industry.

In line with our commitment to ethical and sustainable operations, we prioritise the well-being of all our people. At Campus, we believe that our employees thrive in a secure and empowering

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environment, thus enabling them to unlock their potential to the fullest. We have continued to transform our business to have a more sustainable and responsible approach towards the society.

In compliance with Regulation 34(2)(f) of the SEBI Listing Regulations, read with the SEBI Master Circular dated 11 July 2023, your Company is pleased to publish its 1<sup>st</sup> Business Responsibility and Sustainability Report (BRSR) for the year 2022-23, in a fair and transparent manner, covering the essential indicators that are required to be reported on a mandatory basis and the same is part of this Annual Report.

### 30. Directors' Responsibility Statement

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

- a. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- c. the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the Directors had prepared the annual accounts on a going concern basis;
- e. the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f. the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### 31. Risk Management Framework

Pursuant to Section 134(3)(n) of the Act and Regulation 17(9) of SEBI Listing Regulations, the Company has formulated and adopted the Risk Management Framework. A robust risk management framework is framed to anticipate, identify, measure, manage, mitigate, monitor and report the risk and uncertainties that may

have an impact to achieve the business objective of the company. The Company recognizes these risks which need to be managed and mitigated to protect the interest of the stakeholders, to achieve business objectives and enable sustainable growth. The risk management framework is aimed at effectively mitigating the Company's various business and operational risks, through strategic actions. The Company believes that managing risks helps in maximizing returns.

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

### 32. Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition And Redressal) Act, 2013

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

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

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

### 33. Formal Annual Evaluation of the Performance of the Board, its committees and of Individual Directors

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

- (i) the Board as a whole;
- (ii) the Individual Directors (including independent Directors and Chairperson); and
- (iii) various Committees of the Board.

The Board of Directors have carried out an Annual Evaluation of its own performance, Board Committees and Individual Directors pursuant to



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

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

### Performance evaluation of the Board and Committees

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

- a. The Board has appropriate expertise and experience to meet the best interests of the Company.
- b. The composition of the Board and its committees is appropriate with right combination of knowledge, skills and domain expertise to maximize performance in light of future strategy.
- c. The Board has adherence to good corporate governance practices.
- d. The Board meets on the regular basis and the frequency of such meetings is adequate for the Board to undertake its duties in accordance with Statutory guidelines.
- e. Agenda of the meetings are circulated well before the meeting.
- f. The Board is abreast with latest developments in the regulatory environment, industry and the market.
- g. The minutes of the meeting are properly recorded, circulated and approved by all the Directors.

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

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

- b. The Committee fulfills its functions as assigned by the Board and applicable laws.
- c. The Meeting Agenda and related background papers are concise and provide information of appropriate quality and detail.
- d. The Committees are given adequate independence to discuss and to give recommendations to the Board.
- e. The minutes of the meetings are clear, accurate, consistent, completely reviewed in subsequent Board meeting.

### Performance Evaluation of Individual Directors

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

- a. The Directors understand governance, regulatory, financial, fiduciary and ethical requirements of the Board.
- b. Director actively and successfully refreshes his/her knowledge and skills, up-to-date with the latest developments in areas such as corporate governance framework, financial reporting and industry and market conditions.
- c. Independent Directors are independent from the entity and other Directors and management and there is no conflict of interest.
- d. Independent Directors fulfill the Independence criteria as specified in the Companies Act, 2013 and SEBI Listing Regulations 2015 and observe their independence from the management.

### Performance Evaluation of Chairman

- a. Display of effective leadership qualities and skill;
- b. Implementation of observations/ recommendations of Board Members;
- c. Constructive relationships and communication with the Board;
- d. Ability to bring convergence in case of divergent views and conflict of interest situation tabled at Board Meetings.

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

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The Independent Directors in their separate meeting held on 9 August 2023 without the attendance of non-independent Directors and members of management, reviewed:

- a. the performance of Non-independent Directors and the Board as a whole;
- b. the performance of the Chairman of the Company, taking into account the views of executive Directors and non-executive Directors;
- c. assess the quality, quantity and timeliness of flow of information between the Company management and the Board of Directors that is necessary for the Board of Directors to effectively and reasonably perform their duties.

After completion of internal evaluation process, the Board at its meeting held on 10 August 2023 also discussed the Performance Evaluation of the Board, its committees and individual Directors. The Performance Evaluation of the Independent Directors of the Company was done by the Board, excluding the Independent Director being evaluated. Further, the Board, excluding the Independent Director being evaluated, also carried out evaluation of fulfillment of the independence criteria as specified in the SEBI Listing Regulations by the Independent Directors of the Company and their independence from the management of the Company. The Board expressed its satisfaction with the evaluation process and results thereof.

### 34. CEO and CFO Certificate

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

**Date:** 10 August 2023

**Place:** Gurugram

### 35. Compliance with Secretarial Standards

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

### 36. Other Disclosures

- A. During the financial year 2022-23, the Company has not made any application and no such proceeding is pending under the Insolvency and Bankruptcy code, 2016.
- B. There were no instances where the Company required the valuation for one time settlement or while taking the loan from the Banks or Financial institutions.
- C. The Company has not issued shares with differential voting rights and sweat equity shares during the year under report.

### 37. Acknowledgement

The Board of Directors appreciates the continued co-operation and support of its loyal customers that has enabled us to make every effort to understand their unique needs and deliver maximum customer satisfaction. The Board also places on record its appreciation for our employees at all levels, for their hard work, cooperation and support in helping us as a Company face all challenges. The Company is always grateful for the efforts of its Dealers/ Distributors for reinforcing Campus presence across the country and the regulatory authorities, the esteemed league of bankers, financial institutions, rating agencies, stock exchanges and depositories, auditors, legal advisors, consultants and other stakeholders for playing a vital role in instilling transparency and good governance. The Company deeply acknowledges their support and guidance.

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

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



# Annexure I

## FORM NO. MR-3

### Secretarial Audit Report

For the financial year ended 31 March 2023

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

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

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

Based on our verification of the Company's books, papers, minute books, forms, and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents, and authorized representatives during the conduct of the secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31 March 2023, complied with the statutory provisions listed hereunder and also that the Company has proper board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31 March 2023 (period under review) according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder, as applicable;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment, and External Commercial Borrowings; (Applicable only to the extent of Foreign Direct Investment);

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

- a. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- e. Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993;
- f. Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- g. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- h. \*Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- i. \*Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
- j. \*Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

**\*No events took place under these regulations during the period under review**

(vi) The Other laws, as per the documents provided by the management of the Company and verified by us which are specifically applicable to the Company based on the sectors/Industry are:

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- a. Factories Act, 1948;
- b. The Employees Provident Fund & Miscellaneous Provisions Act, 1952;
- c. The Employees State Insurance Act, 1948;
- d. The Maternity Benefit Act, 1961;
- e. The Payment of Bonus Act, 1965;
- f. The Payment of Gratuity Act, 1972;
- g. The Environment Protection Act, 1986;
- h. The Water (Prevention and Control of Pollution) Act, 1974.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India on meetings of the Board of Directors and General Meetings.
- (ii) The Company has executed a Listing Agreement with BSE Limited (BSE) and The National Stock Exchange of India Limited (NSE) (hereinafter referred to as the "Listing Agreement/Listing Regulation"). It is noteworthy that the Company has successfully obtained the listing approval from BSE Limited, as evidenced by Notice No. 20220506-34, and from the National Stock Exchange of India Ltd., as indicated in Circular Reference No. 0545/2022, effective from 9 May 2022.

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

### We further report that:

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

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

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

**We further report that** as informed to us, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

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

- a. **Initial Public Offer (IPO):** During the audit period, the Company successfully conducted an Initial Public Offer, issuing 4,79,50,000 equity shares with a face value of ₹ 5/- each, priced at ₹ 292/- per equity share. Through this IPO, the Company's equity shares were listed on both BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE"), effective from 9 May 2022.
- b. **Scheme of Arrangement:** A scheme of arrangement (Scheme) under sections 230 and 232 of the Companies Act, 2013, was filed before the National Company Law Tribunal (NCLT), New Delhi, on 25 March 2021. This scheme involved the merger of Campus AI Private Limited, a wholly-owned subsidiary Company, with the Company. The appointed date for the Scheme was set as 1 April 2020, or any other date approved by the NCLT, New Delhi. On 11 August 2022, the Hon'ble National Company Law Tribunal approved the scheme, resulting in an increase in the Company's Authorized Share Capital from ₹ 4,53,50,00,000/- to ₹ 4,53,70,00,000/-, divided into 90,74,00,000 equity shares of ₹ 5/- each.
- c. **Extension of Annual General Meeting (AGM):** An application under Section 96 read with Section 129 of the Companies Act, 2013, was filed on 23 August 2022 with the Registrar of Companies, NCT of Delhi and Haryana, seeking a three-month extension for convening the Annual General Meeting for the Financial Year 2021-22. The Registrar of Companies, NCT of Delhi, and Haryana, granted the extension through an order dated 25 August 2022.
- d. During the Annual General Meeting held on 18 November 2022, the Shareholders passed/ approved resolutions pertaining to various matters, which are summarized as follows:
  - Alteration of the Articles of Association of the Company;



## Campus Activewear Limited (formerly known as Campus Activewear Private Limited)

- Ratification of Campus Activewear Limited Employee Stock Option Plan 2021 ('ESOP 2021') of the Company;
- Ratification and approval to extend the benefits of Campus Activewear Limited Employee Stock Option Plan 2021 ('ESOP 2021') to the employees of the subsidiary Company;
- Ratification of Campus Activewear Limited Employee Stock Option Plan 2021 - Special Grant ('Special Grant 2021');
- Ratification and approval to extend the benefits of Campus Activewear Limited Employee Stock Option Plan 2021 - Special Grant ('Special Grant 2021') to the employees of the subsidiary Company;
- Approval of variation in terms of Campus Activewear Limited Employee Stock Option Plan 2021 - Vision Pool;
- Ratification of Campus Activewear Limited Employee Stock Option Plan 2021 - Vision Pool ('Vision Pool 2021');
- Ratification and approval to extend the benefits of Campus Activewear Limited Employee Stock Option Plan 2021 - Vision Pool ('Vision Pool 2021') to the employees of the subsidiary Company.

- e. The Board of Directors/Members of the Nomination and Remuneration Committee in their respective meetings approved the allotment of Equity shares pursuant to the following events:

Date	Particular	Manner of Allotment
19 July 2022	Allotment of 2,86,338 equity shares having a face Value of ₹ 5/- per share	Pursuant to the exercise of options by the employees of the Company under the Campus Activewear Limited Employees Stock Option Plan 2021 ('ESOP 2021')
10 November 2022	Allotment of 40,338 equity shares having a face Value of ₹ 5/- per share	Pursuant to the exercise of options by the employees of the Company under the Campus Activewear Limited Employees Stock Option Plan 2021 ('ESOP 2021')
19 January 2023	Allotment of 33,598 equity shares having a face Value of ₹ 5/- per share	Pursuant to the exercise of options by the employees of the Company under Campus Activewear Limited Employees Stock Option Plan 2021- Special Grant ('Special Grant 2021')

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

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

For **ATG & Co.**  
Company Secretaries  
Firm Registration No.: P2003DE054000  
PR No.: 1391/2021

**Mukul Tyagi**  
Partner  
M. No.: F9973  
C.P. No.: 16631  
UDIN: F009973E000730913

**Date:** 3 August 2023  
**Place:** New Delhi

## **Campus Activewear Limited (formerly known as Campus Activewear Private Limited)**

### **ANNEXURE-A**

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

Our report of even date is to be read along with this letter. We, as the secretarial auditors of Campus Activewear Limited, have conducted the secretarial audit for the relevant financial year and hereby present our findings and opinions.

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 conducted the secretarial audit in accordance with the appropriate audit practices and processes to obtain reasonable assurance about the correctness of the contents of the Secretarial records. Our verification was conducted on a test basis to ensure the accuracy of the facts reflected in the secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. Please note that our audit did not include verification of the correctness and appropriateness of the financial records and Books of Accounts of the Company. Additionally, we did not examine the Company's compliance with applicable financial laws, such as direct and indirect tax laws, as these aspects fall under the purview of statutory financial audits and other designated professionals.
4. In instances where necessary, we obtained representations from the Management regarding the Company's compliance with laws, rules, regulations, and the occurrence of significant events.
5. The compliance with Corporate and other applicable laws, rules, regulations, and standards is the responsibility of the management. Our examination was limited to the verification of procedures on a test basis.
6. It is important to clarify that the Secretarial Audit report does not provide any assurance regarding the future viability of the Company or the efficacy or effectiveness with which the management has conducted the affairs of the Company.

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

For **ATG & Co.**  
Company Secretaries  
Firm Registration No.: P2003DE054000  
PR No.: 1391/2021

**Mukul Tyagi**  
Partner  
M. No.: F9973  
C.P. No.: 16631  
UDIN: F009973E000730913

**Date:** 3 August 2023  
**Place:** New Delhi



# Annexure II

## ANNUAL REPORT ON CSR ACTIVITIES

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

### 1. Brief Outline on CSR policy of the Company:

The Board of Directors in its meeting held on 5 April 2019 constituted CSR Committee and further reconstituted the same on 9 February 2021, 17 November 2021 and thereafter on 12 July 2023. In pursuance of Section 135 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 as amended and Schedule VII of the Companies Act, 2013, the Company framed CSR Policy as a part of good Corporate philanthropy, which strives to design its CSR initiatives in line with the priorities of the Government and needs of the local Community. CSR projects are aligned with the requirements of Schedule VII of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof as applicable from time to time.

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

### 2. Composition of the CSR Committee:

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

Sl. No.	Name of Director	Designation	Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mrs. Madhumita Ganguli	Chairperson	Independent Director	1	1
2.	Mr. Nikhil Aggarwal	Member	Whole-time Director and CEO	1	1
3.	Mr. Anil Rai Gupta*	Member	Non-Executive Non-Independent Director	1	0
4.	Mr. Hari Krishan Agarwal**	Member	Chairman and Managing Director	NA	NA

\*ceased to be the member of the Committee effective from 28 June 2023.

\*\*Appointed as Member of the Committee effective from 12 July 2023.

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

**CSR Committee:** [https://www.campusactivewear.com/sites/default/files/2023-08/Final%20Design%20Template%20CSR\\_compressed.pdf](https://www.campusactivewear.com/sites/default/files/2023-08/Final%20Design%20Template%20CSR_compressed.pdf)

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

**CSR Projects:** [https://www.campusactivewear.com/sites/default/files/2023-09/CSR%20PROJECTS\\_0.pdf](https://www.campusactivewear.com/sites/default/files/2023-09/CSR%20PROJECTS_0.pdf)

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

Not Applicable for Financial year 2022-23

## Campus Activewear Limited (formerly known as Campus Activewear Private Limited)

5.

(a) Average net profit of the company as per sub-section (5) of section 135	₹ 1056.88 Millions
(b) Two percent of average net profit of the company as per sub-section (5) of section 135	₹ 21.14 Millions
(c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years	Nil
(d) Amount required to be set off for the financial year, if any	Nil
(e) Total CSR obligation for the financial year (b)+(c)-(d)	₹ 21.14 Millions

6.

(a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project)	₹ 21.33 Millions
(b) Amount spent in Administrative Overheads	Nil
(c) Amount spent in Impact Assessment, if applicable	Not Applicable
(d) Total amount spent for the Financial Year [(a)+(b)+(c)]	₹ 21.33 Millions

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

Total Amount Spent for the Financial Year (in ₹)	Amount Unspent (Amount in ₹)				
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
₹ 21.33 Millions	Nil	Nil	Nil	Nil	Nil

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

Sl. No.	Particular	Amount
(1)	(2)	(3)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	₹ 21.14 Millions
(ii)	Total amount spent for the Financial Year	₹ 21.33 Millions
(iii)	Excess amount spent for the financial year [(ii)-(i)]	₹ 0.19 Millions
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil

## 7. Details Of Unspent Corporate Social Responsibility Amount For The Preceding Three Financial Years: Nil

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under sub-section (6) of section 135 (in ₹)	Balance amount in unspent CSR account under sub-section (6) of section 135 (in ₹)	Amount spent in the reporting Financial Year (in ₹)	Amount transferred to a fund specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any			Deficiency, if any
					Name of the Fund	Amount (in ₹)	Date of transfer	
								Nil



## Campus Activewear Limited (formerly known as Campus Activewear Private Limited)

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

Yes \_\_\_\_\_ No

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

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

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

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

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

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

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

**Date:** 10 August 2023  
**Place:** Gurugram

## Annexure III

### FORM NO. AOC-2

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

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

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

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

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

Name(s) of the related party and nature of relationship	Nature of contracts/arrangements/transactions	Duration of the contracts/arrangements/transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any	Amount paid as advances, if any
Perna Aggarwal (relative of KMP)	Remuneration paid to relatives of KMP	FY 2022-23	₹ 8.99 Millions	24 September 2021	Nil
Kabeer Textiles Private Limited (KMP's significant influence)	Rent paid	FY 2022-23	₹ 3.67 Millions	29 October 2021	Nil

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

sd/-

**Hari Krishan Agarwal**

Chairman and Managing Director

DIN: 00172467

**Date:** 10 August 2023

**Place:** Gurugram



## **Annexure IV**

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

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

#### **A. Conservation of energy**

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

The Company has implemented the following initiatives at plants for energy conservation:

##### **a) Energy Saving:**

- Installation of shut off valves in knitting department to remove air wastages during non-functional periods.
- Connection of plant periphery lights with knitting UPS for running during holidays and SEB shutdowns leading to diesel saving.
- Usage of Inverter air conditioners & LED lights to optimize power consumption

##### **b) Water Saving:**

- Reusage of HVAC condensate demineralized water in steam generation to reduce processing of underground water for the steam generators.
- Reusage of RO plant reject water for gardening and fire tanks.
- Monitoring of underground water withdrawal through electronic meter to keep check on daily consumption and reduce wastages.

##### **(ii) The steps taken by the company for utilising alternate sources of energy:**

- Installation of Solar Plant at our Gannaur plant
- Usage of gravity slides instead of electrical conveyors for loading and movement of finished goods.

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

#### **B. Technology absorption**

##### **i) Efforts made toward the Technology absorption.**

- Usage of UV priming process for sole processing instead of roughing process.
- Usage of table mounted printing driers for dying instead of halogen/natural air henceforth decreasing the waiting period and enhancing productivity.

- Material and product testing according to BIS certification being done at plants.
- Chamber type assembly conveyor being used on trial leading to load reduction of 35 Kw/hr.
- Replacement of pneumatic hand grinders with electrical grinders to reduce air leakages and equipment replacement cost.
- Implementation of piezoelectric sensor in groundwater to detect the water level for monitoring.
- Automation of DG sets through PLC based synchronization system.
- Installation of process specific quality testing machines (compliant with BIS standards) in the QC laboratory.
- Conversion of Strobel machines from oil type to grease type for better product quality.

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

- Better Quality of finished good leading to improvement in customer satisfaction.
- Process and energy wastage reduction.
- Reduction of greenhouse gases and non-renewable energy sources.

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

- a. The details of technology imported-
  - » The chamber type conveyor assembly lines installed in Dehradun unit, having reduction in energy consumption and space saving.
  - » Usage of pneumatic based chemical mixers in place of electrical to improve safety and remove fire hazards from the process.
  - » Usage of high efficiency grease based - Strobel machines newly introduced in the industry having reduced dependency on oil-based lubrication.
- b. The year of import - 2022-23

## Campus Activewear Limited (formerly known as Campus Activewear Private Limited)

- c. Whether the technology been fully absorbed- It is under horizontal deployment with consideration to pros being derived with usages.
- d. If not fully absorbed, areas where absorption has not taken place and the reasons there of: Not applicable.
- e. The expenditure incurred on Research and Development: ₹ 26.4 Millions

### C. Foreign exchange earnings and Outgo

(₹ in Millions)

Particulars	2022-23
Total Foreign Exchange Earned	17.59
Total Foreign Exchange used	989.68

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

sd/-

**Hari Krishan Agarwal**

Chairman and Managing Director

DIN: 00172467

**Date:** 10 August 2023

**Place:** Gurugram

## Annexure V

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

<b>Sl. No.</b>	<b>Prescribed Requirement</b>	<b>Particulars</b>
1.	Ratio of the remuneration of each Director to the median remuneration of employees of the Company for the financial year.	1. Mr. Hari Krishan Agarwal, Chairman and Managing Director = 177.88:1 2. Mr. Nikhil Aggarwal, Whole-Time Director and CEO = 74.50:1
2.	Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive officer, Company Secretary, manager, if any, in the financial year	1. Mr. Hari Krishan Agarwal, Chairman and Managing Director = -2%# 2. Mr. Nikhil Aggarwal, Whole-Time Director and CEO = 5%# 3. Mr. Raman Chawla, CFO = 41%## 4. Ms. Archana Maini, General Counsel & Company Secretary = 10%
3.	Percentage increase in the median remuneration of the employees in the financial year	15%
4.	Number of permanent employees on the rolls of Company	839
5.	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	Average increase in remuneration of Managerial Personnel = 25.8%  Average increase in remuneration of employees other than Managerial Personnel = 25.5%
6.	Affirmation that the remuneration is as per the remuneration policy of the Company	It is hereby affirmed that the remuneration paid to Directors, Key Managerial Personnel and other Employees is as per the Nomination and Remuneration Policy of the Company.

# Salary Structure changed in FY'2021-22 (effective Dec'2021), Nil Variable compensation during FY'2022-23

## Salary Structure changed in FY'2021-22, effective for FY'2022-23



## **Campus Activewear Limited (formerly known as Campus Activewear Private Limited)**

Details of employee remuneration as required under provisions of Section 197 of the Companies Act, 2013 and Rule 5(2) and 5(3) of the Rules are available to any shareholder for inspection on request. Such details are also available on your Company's website at [www.campusactivewear.com](http://www.campusactivewear.com).

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

sd/-

**Hari Krishan Agarwal**

Chairman and Managing Director

DIN: 00172467

**Place:** Gurugram

**Date:** 10 August 2023

# Corporate Governance Report

The Corporate Governance Report prepared in compliance to the requirements of Regulation 34(3) read with Section C of Schedule V to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereto ("SEBI Listing Regulations"), for the financial year ended 31 March 2023 is presented below:

## **1. CAMPUS ACTIVEWEAR LIMITED'S (FORMERLY KNOWN AS CAMPUS ACTIVEWEAR PRIVATE LIMITED) (HEREINAFTER REFERRED TO AS "THE COMPANY"/"CAMPUS") PHILOSOPHY ON CODE OF GOVERNANCE**

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

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

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

### **Governance structure**

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

## **2. BOARD OF DIRECTORS**

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

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

### **2.1 Composition of the Board of Directors**

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

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

As on 31 March 2023, the Board of the Company comprised 8 (Eight) members out of whom two are Executive Directors, two are Non-Executive Non-Independent Directors, four are Non-Executive Independent Directors including one Woman Independent Director.

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

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

## Campus Activewear Limited (formerly known as Campus Activewear Private Limited)

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

Name of the Director	Category	No. of Board Meetings attended (against total 10 held during financial year 2022-23)	Attendance at the last AGM held on 18 November 2022	No. of Directorship in Public Limited Companies (including Campus Activewear Limited (As on 31 March 2023))	No. of Committee positions held in Public Companies (As on 31 March 2023)	
					Member	Chairman
Mr. Hari Krishan Agarwal DIN: 00172467	Chairman and Managing Director	10	Yes	1	Nil	Nil
Mr. Nikhil Aggarwal DIN: 01877186	Whole-Time Director and CEO	9	Yes	1	1	Nil
Mr. Anil Rai Gupta DIN: 00011892*	Non- Executive Non-Independent Director	6	No	4	1	Nil
Mr. Ankur Nand Thadani DIN: 03566737	Non- Executive Non-Independent Director	7	Yes	7	4	2
Mr. Anil Kumar Chanana DIN: 00466197	Independent Director	8	Yes	5	6	5
Mrs. Madhumita Ganguli DIN: 00676830	Independent Director	9	Yes	4	3	Nil
Mr. Jai Kumar Garg DIN: 07434619	Independent Director	10	Yes	1	1	Nil
Mr. Nitin Savara DIN: 09398370	Independent Director	9	Yes	1	1	Nil

\*Resigned as Non-Executive Non-Independent Director of the Company effective from 28 June 2023.

### Notes:

- As mentioned in the above table Directorship does not include Directorship of Private Limited Companies, Foreign Companies and companies under section 8 of the Companies Act, 2013. Chairmanship/Membership of Board committees include only Audit Committee and Stakeholders' Relationship Committee.
- As on 31 March 2023, none of the Non- Executive Directors hold any shares in the Company. The Company has not issued any convertible instrument.

B. Names of the other Listed entities where the person is a director and the category of directorship as on 31 March 2023:

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



## Campus Activewear Limited (formerly known as Campus Activewear Private Limited)

### 2.2 Meetings and Attendance of Directors

During the financial year 2022-23, 10 (Ten) Board Meetings were held on 18 April 2022, 29 April 2022, 5 May 2022, 30 May 2022, 19 July 2022, 29 July 2022, 12 August 2022, 23 September 2022, 10 November 2022, and 13 February 2023. The maximum interval between the two Board Meetings did not exceed 120 days as prescribed under the Companies Act, 2013 and Regulation 17(2) of the SEBI Listing Regulations 2015.

### 2.3 Disclosure of relationships between Directors inter-se

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

### 2.4 Details of Familiarization Programmes imparted to Independent Directors

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

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

The details of such familiarisation programmes for Independent Directors are put up on the Company's website and can be accessed at [https://www.campusactivewear.com/sites/default/files/2023-01/Familiarization%20Programme%20for%20Independent%20Director%20%281%29\\_0.pdf](https://www.campusactivewear.com/sites/default/files/2023-01/Familiarization%20Programme%20for%20Independent%20Director%20%281%29_0.pdf).

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

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

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

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Area	Particulars
Corporate Governance	Experience in developing and implementing good corporate governance practices, maintaining Board and management accountability, managing stakeholders' interests and Company's responsibilities towards customers, employees, suppliers, regulatory bodies, and the communities in which it operates. Experience in Boards and committees of other companies.

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

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

\*Resigned as Non-Executive Non-Independent Director of the Company effective from 28 June 2023.

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

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

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

During the financial year 2022-23, No Independent Director resigned from the Company.

### 2.8 Separate Meeting of Independent Directors

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

The Independent Directors met separately on 9 August 2023, whereat, inter alia, the following items were discussed:

- I. Review the performance of non-independent Directors and the Board of Directors as a whole.
- II. Review the performance of the Chairman of the Company, taking into account the views of Executive Directors and Non-executive Directors.

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- III. Assessment of the quality, quantity and timeliness of flow of information between the Company Management and the Board of Directors that is necessary for the Board of Directors to effectively and reasonably perform their duties.

### 2.9 Code Of Conduct

The Board of Directors have laid down a Code of Conduct for all the Board members and Senior management Personnel of the Company. The Code of Conduct has also been posted on the website of the Company at [www.campusactivewear.com](http://www.campusactivewear.com).

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

### 2.10 CEO and CFO Certificate

CEO and CFO Certificate as prescribed under Schedule II Part B of SEBI Listing Regulations is annexed as **Annexure B** to this Report.

### 2.11 Compliance Certificate on Corporate Governance from Practicing Company Secretaries

Compliance Certificate regarding compliance of conditions of Corporate Governance from M/s ATG & CO. Company Secretaries, pursuant to Schedule V of the SEBI Listing Regulations, affirming compliance of Corporate Governance during the financial year 2022-23, is annexed as **Annexure C** to this Report.

## 3. BOARD COMMITTEES

### 3.1 Audit Committee

#### A. Composition, Meetings of the Committee and Attendance:

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

During the Financial Year 2022-23, 6 (Six) Audit Committee meetings were held on 9 April 2022, 30 May 2022, 12 August 2022, 23 September 2022, 10 November 2022 and 13 February 2023. The maximum gap between the two meetings did not exceed 120 days as prescribed under Regulation 18 of the SEBI Listing Regulations 2015.

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

Sl. No.	Name	Category	Designation	No. of Meetings Held	No. of Meetings Attended
1	Mr. Anil Kumar Chanana	Non-Executive Independent Director	Chairman	6	6
2	Mr. Nitin Savara	Non-Executive Independent Director	Member	6	6
3	Mr. Ankur Nand Thadani	Non- Executive Non- Independent Director	Member	6	5

#### B. Terms of Reference:

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

- oversight of financial reporting process and the disclosure of financial information relating to the Company (Campus Activewear Limited) to ensure that the financial statements are correct, sufficient and credible;
- recommendation for appointment, re-appointment, replacement, remuneration and terms of appointment of auditors of the Company and the fixation of the audit fee;
- approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- formulation of a policy on related party transactions, which shall include materiality of related party transactions;



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- v. reviewing, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approvals given;
- vi. examining and reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - a. Matters required to be included in the Director's responsibility statement to be included in the Director's Report in terms of clause(c) I of sub-section 3 of section 134 of the Companies Act, 2013;
  - b. Changes, if any, in accounting policies and practices and reasons for the same;
  - c. Major accounting entries involving estimates based on the exercise of judgment by management;
  - d. Significant adjustments made in the financial statements arising out of audit findings;
  - e. Compliance with listing and other legal requirements relating to financial statements;
  - f. Disclosure of any related party transactions; and
  - g. Modified opinion(s) in the draft audit report.
- vii. reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
- viii. reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board of Directors of the Company (the board or board of Directors) to take up steps in this matter;
- ix. reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- x. approval of any subsequent modification of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company, subject to the conditions as may be prescribed:

**Explanation:** The term "related party transaction" shall have the same meaning as prescribed in SEBI Listing Regulations and/or the applicable Accounting standards and/or Companies Act, 2013;
- xi. scrutiny of inter-corporate loans and investments;
- xii. valuation of undertakings or assets of the Company, wherever it is necessary;
- xiii. evaluation of internal financial controls and risk management systems;
- xiv. reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- xv. reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- xvi. discussion with internal auditors of any significant findings and follow up there on;
- xvii. reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- xviii. discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- xix. recommending to the Board of Directors the appointment and removal of the external auditor, fixation of audit fees and approval for payment for any other services;
- xx. looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- xxi. reviewing the functioning of the whistle blower mechanism;
- xxii. monitoring the end use of funds raised through public offers and related matters
- xxiii. overseeing the vigil mechanism established by the Company, with the chairman of the Audit Committee directly hearing grievances of victimization of

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- employees and Directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;
- xxiv. approval of appointment of chief financial officer (i.e., the whole-time finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- xxv. reviewing the utilization of loans and/ or advances from/investment by the holding Company in the subsidiary exceeding ₹ 1,000,000,000 or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments existing;
- xxvi. consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders; and
- xxvii. carrying out any other functions required to be carried out by the Audit Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.
- The Audit Committee shall mandatorily review the following information:
- a) Management discussion and analysis of financial condition and results of operations;
- b) Statement of significant related party transactions (as defined by the Audit Committee), submitted by Management;
- c) Management letters/letters of internal control weaknesses issued by the statutory auditors;
- d) Internal audit reports relating to internal control weaknesses;
- e) The appointment, removal and terms of remuneration of the chief internal auditor; and
- f) Statement of deviations in terms of the SEBI Listing Regulations:
- i. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) where the Equity Shares are proposed to be listed in terms of the SEBI Listing Regulations; and
- ii. annual statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice in terms of the SEBI Listing Regulations.
- g) Review the financial statements, in particular, the investments made by any unlisted subsidiary.

### 3.2 Nomination & Remuneration Committee

#### A. Composition, Meetings of the Committee and Attendance:

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

During the Financial Year 2022-23, 6 (Six) Nomination & Remuneration Committee Meetings were held on 27 May 2022, 10 August 2022, 23 September 2022, 17 December 2022, 19 January 2023, and 17 March 2023.

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

Sl. No.	Name	Category	Designation	No. of Meetings Held	No. of Meetings Attended
1	Mr. Nitin Savara	Non-Executive Independent Director	Chairman	6	6
2	Ms. Madhumita Ganguli	Non-Executive Independent Director	Member	6	6
3	Mr. Ankur Nand Thadani	Non- Executive Non-Independent Director	Member	6	3

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### B. Terms of Reference:

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

- (1) Formulation of the criteria for determining qualifications, positive attributes and independence of a Directors and recommend to the Board of Directors of the Company (the Board or Board of Directors) a policy relating to the remuneration of the Directors Key Managerial Personal & other employes (Remuneration Policy). The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:
  - (i) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
  - (ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
  - (iii) remuneration to Directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.
- (2) For every appointment of an independent director, evaluating the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, preparing a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Nomination and Remuneration Committee may: (a) use the services of an external agencies, if required; (b) consider candidates from a wide range of backgrounds, having due regard to diversity; and (c) consider the time commitments of the candidates.
- (3) Formulation of criteria for evaluation of independent Directors and the Board.
- (4) Devising a policy on Board diversity.
- (5) Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and carrying out evaluation of every director's performance (including independent director).
- (6) Deciding whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent Directors.
- (7) Determining the Company's policy on specific remuneration packages for executive Directors including pension rights and any compensation payment, and determining remuneration packages of such Directors.
- (8) Recommending to the board, all remuneration, in whatever form, payable to senior management and other staff, as deemed necessary.
- (9) Carrying out any other functions required to be carried out by the Nomination and Remuneration Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.
- (10) Reviewing and approving the Company's compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws.
- (11) Perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, if applicable.
- (12) Frame suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, and
- (13) Perform such other activities as may be delegated by the Board or specified/ provided under the Companies Act, 2013 to the extent notified and effective, as amended or by the



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Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended or by any other applicable law or regulatory authority.

### C. Performance evaluation criteria for Independent Directors

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

The said Policy provides certain parameters like professional qualification and appropriate experience in various fields like marketing, finance, risk management, communication with other Board members, effective participation, compliance with code of conduct, exercise his/her own judgement and views openly which is in compliance with applicable laws. The performance evaluation of the Independent Directors includes the fulfillment of the independence criteria as specified and independence from the management, their performance and how constructively they contribute in Boards' deliberations etc. The brief about the performance evaluation carried out for the financial year 2022-23 is provided in the Director's Report of this Annual Report.

## 3.3 Stakeholders' Relationship Committee:

### A. Composition, Meetings of the Committee and Attendance

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

During the Financial Year 2022-23, 1 (One) Stakeholders' Relationship Committee meeting was held on 10 February 2023.

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

Sl. No.	Name	Category	Designation	No. of Meetings Held	No. of Meetings Attended
1	Mr. Ankur Nand Thadani	Non-Executive Non-Independent Director	Chairman	1	0
2	Mr. Nikhil Aggarwal	Whole-Time Director and CEO	Member	1	1
3	Mr. Jai Kumar Garg	Non-Executive Independent Director	Member	1	1

### B. Name and designation of Compliance Officer:

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

### C. Terms of Reference:

(1) Resolving the grievances of the security holders of the Company including complaints related to transfer of shares or debentures, including non-receipt

of share or debenture certificates and review of cases for refusal of transfer/transmission of shares and debentures, non-receipt of annual report or balance sheet, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc. and assisting with quarterly reporting of such complaints;

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

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- (3) Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;
- (4) Giving effect to all transfer/transmission of shares and debentures, dematerialisation of shares and rematerialisation of shares, split and issue of duplicate/consolidated share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time;
- (5) Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the registrar and share transfer agent of the Company and to recommend measures for overall improvement in the quality of investor services;
- (6) Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company; and
- (7) Carrying out such other functions as may be specified by the Board from time to time or specified/provided under the Companies Act or SEBI Listing Regulations, or by any other regulatory authority.

### D. Shareholder Grievance Redressal:

No. of Complaints pending as on 1 April 2022	No. of Complaints received during the Year 2022-23	No. of Complaints resolved/disposed off during the Year 2022-23	No. of Complaints unresolved/pending as on 31 March 2023*
0	678	677	1

\*The Complaint was resolved within the timelines.

## 3.4 Risk Management Committee

### A. Composition, Meetings of the Committee and Attendance:

The Board of Directors have constituted the Risk Management Committee in its meeting held on 17 November 2021 and further re-constituted on 29 May 2023 and the same is in conformance with the requirements of Regulation 21 of the SEBI Listing Regulations 2015, which comprises of five members with three Board members including Two Independent Director. The Company Secretary acts as the secretary to the said committee.

During the Financial Year 2022-23, 2 (Two) Risk Management Committee Meetings were held on 13 February 2023 and 31 March 2023.

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

Sl. No.	Name	Category	Designation	No. of Meetings Held	No. of Meetings Attended
1	Mr. Anil Kumar Chanana	Non-Executive Independent Director	Chairman	2	2
2	Mr. Nitin Savara	Non-Executive Independent Director	Member	2	2
3	Mr. Nikhil Aggarwal	Whole-Time Director and CEO	Member	2	2
4	Mr. Raman Chawla*	Chief Financial Officer	Member	2	2
5	Mr. Piyush Singh	Chief Operating Officer	Member	2	1
6	Mr. Sanjay Chhabra**	Chief Financial Officer	Member	NA	NA

\*ceased to be the member of the Committee wef 31 May 2023 (close of Business hours).

\*\*appointed as member of the Committee wef 1 June 2023.

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### B. Terms of Reference:

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

- i. Frame a detailed risk management plan and policy, which shall include a framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, or any other risk as may be determined by the committee; (b) measures for risk mitigation including systems and processes for internal control of identified risks; (c) business continuity plan.
- ii. Oversee implementation/monitoring of risk management plan and policy, including evaluating the adequacy of risk management systems.
- iii. Validate the process of risk management and ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company.
- iv. Validate the procedure for risk minimisation.
- v. Periodically review and evaluate the risk management policy and practices with respect to risk assessment and risk management processes at least once in two years, including by considering the changing industry dynamics and evolving complexity.
- vi. Continually obtain reasonable assurance from management that all known and emerging risks have been identified and mitigated or managed, and to keep the Board of Directors informed about the nature and content of its discussions, recommendations and actions to be taken.
- vii. Review of development and implementation of a risk management policy including identification therein of element of risk.
- viii. Review of cyber security and related risks.
- ix. Carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification as may be applicable, and to coordinate its activities with other committees in instances where there is any overlap with the activities of such committees as per the framework laid down by the Board.
- x. The appointment, removal and terms of remuneration of the chief risk officer, if any, shall be subject to review by the Risk Management Committee.

### C. Senior management:

Particulars of senior management including the changes therein since the close of the previous financial year.

Sl. No.	Name of the SMP	Designation	Changes in the position
1	Raman Chawla	Chief Financial Officer	Resigned and held the position as CFO upto the close of business hours of 31 May 2023
2	Piyush Singh	Chief Operating Officer	Change in Designation effective from 29 May 2023 from Chief Strategy Officer to Chief Operating Officer
3	Purna Aggarwal	Chief Marketing Officer	-
4	Raghu Narayanan	Country Head Supply Chain	Resigned effective from 13 July 2023
5	Surender Bansal	Country Head MBO	Resigned effective from the closing business hours of 28 July 2023
6	Uplaksh Tewary	Country Head Retail	-
7	Ambika Wadhwa	Country Head HR	-
8	Archana Maini	General Counsel & Company Secretary	-
9	Rajneesh Sharma	Head Information Technology	-
10	Chandresh Sharma	Head Development & Commercialization	-



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11	Murlidhar Mishra	VP Production	Appointed effective from 21 December 2022
12	Sanjay Chhabra	Chief Financial Officer	Appointed effective from 1 June 2023

### 3.5 Corporate Social Responsibility (CSR) Committee:

#### A. Composition, Meetings of the Committee and Attendance:

The Board of Directors have re-constituted the CSR Committee in its meeting held on 17 November 2021 and further re-constituted on 12 July 2023 and the same is in conformance with the requirements of Section 135 of the Companies Act, 2013, which comprises of three Directors including one Independent Director. The Company Secretary acts as the secretary to the said Committee.

During the Financial Year 2022-23, 1 (One) CSR Committee Meeting was held on 30 May 2022.

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

Sl. No.	Name	Category	Designation	No. of Meetings Held	No. of Meetings Attended
1	Mrs. Madhumita Ganguli	Non-Executive Independent Director	Chairperson	1	1
2	Mr. Nikhil Aggarwal	Whole-Time Director and CEO	Member	1	1
3	Mr. Anil Rai Gupta*	Non-Executive Non-Independent Director	Member	1	0
4	Mr. Hari Krishan Agarwal**	Chairman and Managing Director	Member	NA	NA

\*ceased to be the member of the Committee wef 28 June 2023.

\*\*appointed as member of the Committee wef 12 July 2023.

#### B. Terms of Reference:

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

- (a) formulate and recommend to the Board, a "corporate social responsibility policy" which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013 and the rules made there under, as amended, monitor the implementation of the same from time to time, and make any revisions therein as and when decided by the Board;
- (b) identify corporate social responsibility policy partners and corporate social responsibility policy programmes;
- (c) review and recommend the amount of expenditure to be incurred on the activities referred to in clause (a) and the distribution of the same to various corporate social responsibility programs undertaken by the Company;
- (d) delegate responsibilities to the corporate social responsibility team and supervise proper execution of all delegated responsibilities;
- (e) review and monitor the implementation of corporate social responsibility programmes and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programme;
- (f) any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the Board or as may be directed by the Board, from time to time; and
- (g) exercise such other powers as may be conferred upon the Corporate Social Responsibility Committee in terms of the provisions of Section 135 of the Companies Act.

### 3.6 Finance Committee

#### A. Composition, Meetings of the Committee and Attendance:

The Board of Directors have constituted the Finance Committee in its meeting held on 30 May 2022 and thereafter re-constituted the Committee on 29 May 2023 to expedite the day to day affairs of the Company which are in routine nature. The Committee functions

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within the approved framework and on the directions of the Board of Directors. The Company Secretary acts as the secretary to the said committee.

During the Financial Year 2022-23, 3 (Three) Finance Committee Meetings were held on 8 August 2022, 1 September 2022 and 11 February 2023.

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

Sl. No.	Name	Category	Designation	No. of Meetings Held	No. of Meetings Attended
1	Mr. Hari Krishan Agarwal	Chairman and Managing Director	Chairman	3	3
2	Mr. Nikhil Aggarwal	Whole-Time Director and CEO	Member	3	3
3	Mr. Raman Chawla*	Chief Financial Officer	Member	3	3
4	Mr. Piyush Singh	Chief Operating Officer	Member	3	2
5	Mr. Sanjay Chhabra**	Chief Financial Officer	Member	NA	NA

\*ceased to be the member of the Committee wef 31 May 2023 (close of Business hours).

\*\*appointed as member of the Committee wef 1 June 2023.

### B. Terms of Reference:

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

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

## 3.7 Internal Complaints Committee

### A. Composition of the Committee

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

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The constitution of the Committee as on 31 March 2023 is as follows:

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

**3.8 During the Financial Year 2022-23, the Shares of the Company were listed on 9 May 2022 and therefore the Board in its meeting held on 10 November 2022, dissolved the IPO Committee with immediate effect.**

### 4. REMUNERATION OF DIRECTORS

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

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

**ii. Criteria of making payments to Non-Executive Directors:**

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

**iii. Disclosures with respect to Remuneration/Sitting Fee paid:**

**a) Details of remuneration/sitting fee paid to Directors during the Financial Year 2022-23 are given below:**

(₹ in Millions)						
Sl. No.	Name and Designation	Sitting Fee (A)	Salary (B)	Perquisites (C)	Commission (D)	Total (A+B+C+D)
1	Mr. Hari Krishan Agarwal (Chairman and Managing Director)	-	53.20	-	-	53.20
2	Mr. Nikhil Aggarwal (Whole-Time Director and CEO)	-	20.63	-	-	20.63
3	Mr. Anil Kumar Chanana (Non-Executive, Independent Director)	1.60	-	-	-	1.60
4	Mrs. Madhumita Ganguli (Non-Executive, Independent Director)	1.60	-	-	-	1.60
5	Mr. Jai Kumar Garg (Non-Executive, Independent Director)	1.10	-	-	-	1.10
6	Mr. Nitin Savara (Non-Executive, Independent Director)	3.00	-	-	-	3.00

**Notes:**

1. Sitting Fees represents payment to the Non-executive Independent Directors for attending Meetings of the Board and Committees thereof held during the tenure of office of Director.
2. As per the amendment to the Income Tax Act, 1961, Income Tax at Source was deducted.



## Campus Activewear Limited (formerly known as Campus Activewear Private Limited)

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

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

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

## 5. GENERAL BODY MEETINGS

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

Day, Date and time of AGM	Venue	Details of Special Resolution passed, if any
Friday, 18 November 2022 at 11:00 AM	Through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") at D-1, Udyog Nagar, Main Rohtak Road, New Delhi-110041	<ol style="list-style-type: none"><li>Alteration of the Articles of the Association of the Company.</li><li>Ratification of Campus Activewear Limited Employee Stock Option Plan 2021 ('ESOP 2021') of the Company.</li><li>Ratification and Approval to Extend the Benefits of Campus Activewear Limited Employee Stock Option Plan 2021 ('ESOP 2021') to the employees of the subsidiary Company.</li><li>Ratification of Campus Activewear Limited Employee Stock Option Plan 2021 - Special Grant ('Special Grant 2021').</li><li>Ratification and Approval to Extend the Benefits of Campus Activewear Limited Employee Stock Option Plan 2021 - Special Grant ('Special Grant 2021') to the employees of the subsidiary Company.</li><li>Approval of Variation in Terms of Campus Activewear Limited Employee Stock Option Plan 2021- Vision Pool.</li><li>Ratification of Campus Activewear Limited Employee Stock Option Plan 2021 - Vision Pool ('Vision Pool 2021').</li><li>Ratification and Approval to Extend the Benefits of Campus Activewear Limited Employee Stock Option Plan 2021 - Vision Pool ('Vision Pool 2021') to the employees of the subsidiary Company.</li></ol>
Friday, 24 September 2021 at 12:30 PM	Through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") at D-1, Udyog Nagar, Main Rohtak Road, New Delhi-110041	<ol style="list-style-type: none"><li>Amendment of Employee Stock Option Plan 2021</li></ol>
Wednesday, 11 November 2020 at 4:45 PM	Through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") at D-1, Udyog Nagar, Main Rohtak Road, New Delhi-110041	Nil

## Campus Activewear Limited (formerly known as Campus Activewear Private Limited)

### B. Details of special resolution passed in the last year through Postal Ballot:

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

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

During the financial year 2022-23 and to the date of this report there is no special resolution proposed to be conducted through Postal Ballot.

## 6. MEANS OF COMMUNICATION

### A. Quarterly Results:

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

### B. Newspapers wherein results normally published:

The Financial Results are normally published in Mint (English Edition) and Hindustan (Hindi Edition).

### C. Website, where displayed:

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

### D. Official news releases:

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

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

The Company holds analysts calls in each quarter, to apprise and make public the

information relating to the Company's working and future outlook. The presentations on financial results to analysts or institutional investors are placed on the Company's website [www.campusactivewear.com](http://www.campusactivewear.com).

## 7. GENERAL SHAREHOLDER INFORMATION

### A. Annual General Meeting - Day, Date, Time and Venue

15<sup>th</sup> Annual General Meeting

Day: Tuesday

Date: 26 September 2023

Time: 11:00 AM IST

Venue: Through Video conferencing/Other Audio-Visual means (OAVM) – Registered office i.e. D-1, Udyog Nagar, main Rohtak Road, New Delhi-110041.

### B. Financial Year:

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

### C. Dividend Payment Date:

During the financial year 2022-23, the Company has not declared any dividend.

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

The Equity Shares of the Company got listed on 9 May 2022 at:

National Stock Exchange of India Limited (NSE)	BSE Limited (BSE)
Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051.	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001.

### E. Stock Code:

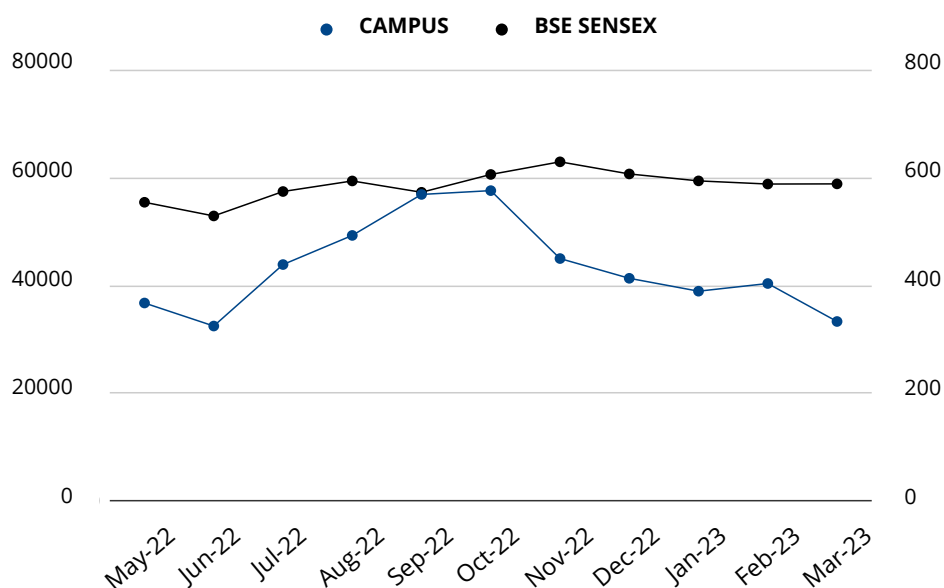
NSE	BSE	ISIN
CAMPUS	543523	INE278Y01022

## Campus Activewear Limited (formerly known as Campus Activewear Private Limited)

### F. Market price data and performance in comparison to broad based indices such as BSE Sensex is given below:

Month	CAMPUS Share Price on BSE (Amount in ₹)			BSE Sensex Close
	High	Low	Close Price	
May-22	417.70	314.45	368.05	55,566.41
Jun-22	374.10	296.85	325.15	53,018.94
Jul-22	459.90	319.85	439.65	57,570.25
Aug-22	520.00	403.80	493.90	59,537.07
Sep-22	617.10	473.45	570.25	57,426.92
Oct-22	640.00	546.05	577.35	60,746.59
Nov-22	583.55	406.45	450.85	63,099.65
Dec-22	471.50	375.55	414.05	60,840.74
Jan-23	418.95	374.70	390.05	59,549.90
Feb-23	424.60	352.35	404.35	58,962.12
Mar-23	417.00	311.15	333.60	58,991.52

**Note:** (1) High and Low data based on the maximum and minimum share price in the corresponding month; Close data based on the closing price of the last trading day of the corresponding month  
(2) BSE Sensex data based on the closing price of the last trading day of the corresponding month



**Note:** Above chart is based on the closing price of Campus and BSE Sensex as at the last trading day of the corresponding month.

Source: BSE website



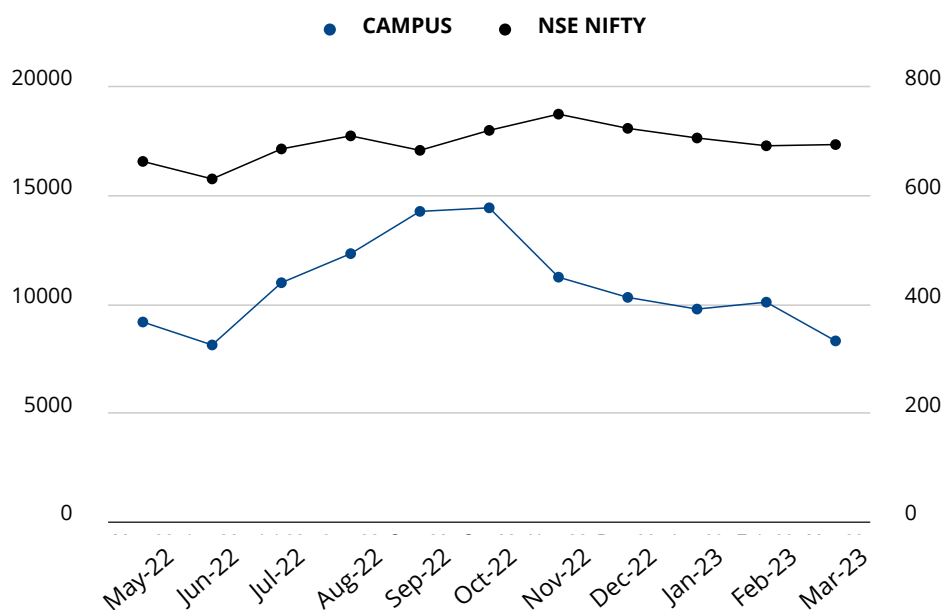
## Campus Activewear Limited (formerly known as Campus Activewear Private Limited)

### G. Market price data and performance in comparison to broad based indices such as Nifty 50 is given below:

Month	CAMPUS Share Price on NSE (Amount in ₹)			Nifty 50 Close
	High	Low	Close Price	
May-22	418.00	314.50	368.05	16,584.55
Jun-22	374.40	297.10	325.85	15,780.25
Jul-22	459.95	319.60	440.30	17,158.25
Aug-22	517.90	404.30	493.80	17,759.30
Sep-22	617.00	473.10	571.50	17,094.35
Oct-22	639.30	546.30	578.05	18,012.20
Nov-22	583.95	406.15	450.55	18,758.35
Dec-22	472.00	378.30	413.35	18,105.30
Jan-23	418.90	374.55	391.85	17,662.15
Feb-23	424.70	352.20	404.55	17,303.95
Mar-23	417.90	310.95	333.30	17,359.75

**Note:** (1) High and Low data based on the maximum and minimum share price in the corresponding month; Close data based on the closing price of the last trading day of the corresponding month

(2) NSE Nifty data based on the closing price of the last trading day of the corresponding month



**Note:** Above chart is based on the closing price of Campus and NSE Nifty as at the last trading day of the corresponding month.

Source: NSE website

## Campus Activewear Limited (formerly known as Campus Activewear Private Limited)

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

Not Applicable.

### I. Registrar to an issue and share transfer agents:

Name: Link Intime India Private Limited

Address: Noble Heights, 1<sup>st</sup> Floor, Plot No. NH2, LSC C-1 Block, Near Savitri Market, Janakpuri, New Delhi - 110058.

Telephone No.: +91-11- 49411000

E-mail Address: [vinay.kumar@linkintime.co.in](mailto:vinay.kumar@linkintime.co.in)

Website: [www.linkintime.co.in](http://www.linkintime.co.in)

### J. Share transfer system:

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

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

### K. Distribution of Shareholding:

#### a. Shareholding by size as on 31 March 2023:

Sl. No.	Category	No. of Shareholders	% of Shareholders	Nominal Value	% of Nominal Value
1	1 to 500	1,56,762	98.1357	76,43,084	2.5085
2	501 to 1000	1848	1.1569	13,62,133	0.4471
3	1001 to 2000	575	0.36	8,34,424	0.2739
4	2001 to 3000	174	0.1089	4,34,890	0.1427
5	3001 to 4000	62	0.0388	2,16,378	0.0710
6	4001 to 5000	46	0.0288	2,13,170	0.0700
7	5001 to 10000	74	0.0463	5,48,828	0.1801
8	10001 & Above	199	0.1246	29,34,33,371	96.3067
	<b>Total</b>	<b>1,59,740</b>	<b>100</b>	<b>30,46,86,278</b>	<b>100</b>

#### b. Shareholding by category as on 31 March 2023:

Category of Shareholders	Number of shareholders	No. of Shares	% of Shareholding
<b>Promoters and Promoter Group</b>			
Individuals	4	21,33,33,904	70.02
Bodies Corporate	2	1,21,75,100	4.00
<b>Public</b>			
Mutual Funds	13	1,86,11,874	6.11
Alternative Investment Fund	9	7,84,293	0.26
Bodies Corporate	607	72,58,977	2.38
Hindu Undivided Family	2,501	3,48,850	0.11
Resident Individuals	1,53,229	1,26,80,262	4.16
Non Resident Indians	1,132	4,30,000	0.14
Foreign Portfolio Investors	73	3,73,66,169	12.26
Body Corporate - Ltd Liability Partnership	68	1,19,754	0.04
Key Managerial Personnel	1	2,10,000	0.07

## Campus Activewear Limited (formerly known as Campus Activewear Private Limited)

Category of Shareholders	Number of shareholders	No. of Shares	% of Shareholding
Others (Central Government/ Clearing Members/Office Bearers/Trusts/Insurance Companies)	194	13,67,095	0.45
<b>Total</b>	<b>1,57,833</b>	<b>30,46,86,278</b>	<b>100</b>

### L. Dematerialization of shares and liquidity:

The Equity shares of the Company got listed on 9 May 2022 and the Trading in Equity Shares of the Company is permitted only in dematerialized form. The Company's Equity Shares are amongst the most liquid and actively traded shares on the Stock Exchanges. Number of shares along with percentage held in dematerialized and physical mode as on 31 March 2023 are as follows:

Form	Number of Shares	Percentage
NSDL	29,69,36,943	97.46
CDSL	77,49,334	2.54
Physical	1	0.00
<b>Total</b>	<b>30,46,86,278</b>	<b>100</b>

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

As on 31 March 2023, there are no GDRs/ADRs/Warrants outstanding.

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

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

### O. Plant locations:

There are five plants located at:

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

### P. Address for correspondence.

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



## Campus Activewear Limited (formerly known as Campus Activewear Private Limited)

**Q. List of all credit ratings obtained by the entity 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:**

The Company has not issued any debt instruments or non-convertible securities.

India Ratings and Research (Ind-Ra) has affirmed Campus Activewear Limited's (CAL) Long-Term Issuer Rating at 'IND A+' with a Positive Outlook.

CRISIL Ratings has reaffirmed its ratings on the long term bank facilities to CRISIL A+ and Stable outlook and reaffirmed the 'CRISIL A1' rating on the short-term facility.

Further, the details on credit ratings are available on the website of the Company at [www.campusactivewear.com](http://www.campusactivewear.com) under the Investor Relations Section.

### 8. ANNUAL FEE

- a. **Payment of Listing Fee:** The Annual listing fee for the financial year 2022-23 and 2023-24 has been paid by the Company to both the stock exchanges within stipulated time.
- b. **Payment of Depository Fee:** Annual Custody fee for the financial year 2023-24 has been paid by the Company to Central Depository Services Limited (CDSL) and National Securities Depository Limited (NSDL) within the stipulated time.

### 9. OTHER DISCLOSURES

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

During the Financial Year 2022-23, there was no materially significant Related Party Transactions with the Company's Directors, Promoters, the KMPs, management or their relatives that may have potential conflict with the interests of the Company at large. All related party transactions entered into during the year were on arm's length basis, in the ordinary course of business and were in compliance with the applicable provisions of the Companies Act, 2013 and SEBI Listing Regulations.

Members may refer to the Disclosure of transactions with related parties in accordance

with IND AS -24 as given in Note No. 40 on Accounts of the Financial Statements for the year ended 31 March 2023 which forms part of this Annual Report.

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

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

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

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

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

The Vigil Mechanism/Whistle Blower Policy is available on the website of the Company i.e. [www.campusactivewear.com](http://www.campusactivewear.com).

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

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

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

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

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

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

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

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

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

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

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

On the basis of written representations/declaration received from the Directors, as on 31 March 2023, M/s. ATG & CO., Company Secretaries have issued a Certificate, confirming that none of the Directors on Board of the Company has been debarred or disqualified from being appointed or continuing as Director of Companies by SEBI/MCA or any such authority and the same forms part of Annual Report as Annexure D.

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

During the financial year 2022-23, there was no case that the Board had not accepted any recommendation of any Committee of the Board which is mandatorily required. Hence, no disclosure is required in this regard.

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

Details relating to fees paid to the Statutory Auditors are given under Note No. 34 of the Financial Statements for the financial year ended 31 March 2023, which is a part of this Annual Report.

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

- a. number of complaints filed during the financial year: Nil  
b. number of complaints disposed off during the financial year: Nil  
c. number of complaints pending as on end of the financial year: Nil

- m) **Disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which Directors are interested by name and amount':** Refer Note No. 40 of the Financial Statements for the year ended 31 March 2023.

- n) **Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries.**

Not Applicable since the Company does not have a Subsidiary as on 31 March 2023.

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

## 10. COMPLIANCE OF THE DISCRETIONARY REQUIREMENTS:

- (a) **The Board:** As the Chairman of the Company is an Executive Chairman, hence the provision on entitlement of Chairperson's office at the expense of the Company in case of a Non-Executive Chairperson is not applicable.
- (b) **Shareholder's Rights:** The Company uploads its Quarterly, half yearly and Annual Results, shareholding information, statutory communications to stock exchanges, press

## Campus Activewear Limited (formerly known as Campus Activewear Private Limited)

releases and presentations on its website i.e. [www.campusactivewear.com](http://www.campusactivewear.com) which is accessible to all. The Results are also reported to Stock Exchanges and published in National newspapers in English and Hindi newspapers having wide circulation.

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

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

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

### 11. DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/UNCLAIMED SUSPENSE ACCOUNT:

The details of the shares in the demat suspense account or unclaimed suspense account as on 31 March 2023 is as follows:

Sl. No.	Particulars	Shareholders	Shares
(a)	aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year 1 April 2022	9	459
(b)	number of shareholders who approached listed entity for transfer of shares from suspense account during the year;	7	357
(c)	number of shareholders to whom shares were transferred from suspense account during the year;	7	357
(d)	aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year 31 March 2023	2	102

However, the balance 102 shares were also transferred to the respective rightful Owner/Shareholders.

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

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

**Date:** 10 August 2023  
**Place:** Gurugram



## Annexure A

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

I hereby confirm that all the Board Members and Senior Management Personnel of the Company have affirmed compliance with the Company's Code of Conduct for the financial year ended 31 March 2023.

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

**Sd/-**  
**Nikhil Aggarwal**  
Whole-Time Director and CEO  
DIN: 01877186

**Date:** 29 May 2023  
**Place:** Gurugram

## Annexure B

### CEO & CFO Certificate

To  
The Board of Directors  
Campus Activewear Limited  
D-1, Udyog Nagar  
Main Rohtak Road, New Delhi – 110002

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

- A. We have reviewed Financial Statements and cash flow statement for the year ended on 31 March 2023 and based on our knowledge and belief certify that:
- 1) these statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading;
  - 2) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
- B. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year ended on 31 March 2023 which are fraudulent, illegal or violative of the company's code of conduct.

- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of 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 auditors and the audit committee of the Board, wherever applicable:
- 1) significant changes in internal control over the financial reporting during the year;
  - 2) significant changes in accounting policies during the year and the same has been disclosed in the notes to the financial statements; and
  - 3) instances of significant fraud of which we have become aware and the involvement therein, if any, of management or an employee having a significant role in the Company's internal control system over financial reporting.

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

**Sd/-**  
**Nikhil Aggarwal**  
Whole-Time Director and CEO  
DIN: 01877186

**Sd/-**  
**Raman Chawla**  
Chief Financial Officer  
M. No.: 092737

**Date:** 29 May 2023  
**Place:** Gurugram

# Annexure C

## CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

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

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

1. We have conducted an examination of all the relevant records of **Campus Activewear Limited (“the Company” or “Campus”)** CIN: L74120DL2008PLC183629 and having registered office at D-1, Udyog Nagar, Main Rohtak Road, New Delhi-110041, for the purpose of certifying compliance of the conditions of the Corporate Governance as stipulated in regulation 17 to 27 and clause (b) to (i) and (t) of regulation 46(2) and paragraphs C, D and E of Schedule V under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including amendment thereof (“SEBI Listing Regulations”), to the extent applicable, for the financial year ended 31 March 2023. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of certification.
2. The compliance of conditions of corporate governance is the responsibility of the Management. Our examination was limited to the procedure and implementation process adopted by the Company for ensuring the compliance of the conditions of the corporate governance.
3. This certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
4. In our opinion and to the best of our information and according to our examination of the relevant records and the explanations given to us, and the representations made by the management, we certify that the Company has complied with the mandatory conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on 31 March 2023, to the extent applicable, as the Company obtained the listing approval from BSE Limited vide notice no. 20220506-34 and from National Stock Exchange of India Ltd. vide circular reference no. 0545/2022 both dated 6 May, 2022, w.e.f 9 May 2022.

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

For **ATG & Co.**  
Company Secretaries  
Firm Registration No.: P2003DE054000  
PR No.: 1391/2021

**Sd/-**  
**Mukul Tyagi**  
Partner  
M. No.: F9973  
C.P. No.: 16631  
UDIN: F009973E000710871

**Date:** 31 July 2023  
**Place:** New Delhi

## **Annexure D**

### **CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

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

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

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

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers. We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31 March 2023 has been debarred or disqualified from being appointed or continuing as Director of the Company, by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

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

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

\*Mr. Anil Rai Gupta has resigned from the directorship with effect from 28 June 2023.

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

For **ATG & Co.**  
Company Secretaries  
Firm Registration No.: P2003DE054000  
PR No.: 1391/2021

**Sd/-**  
**Mukul Tyagi**  
Partner  
M. No.: F9973  
C.P. No.: 16631  
UDIN: F009973E000710959

**Date:** 31 July 2023  
**Place:** New Delhi



# Business Responsibility and Sustainability Report

## Preamble:

At Campus Activewear, a good corporate governance and sustainable manufacturing is at the heart of responsible leadership. Our commitment to deliver a positive impact have prompted us to consider sustainability as one of our core values. We are pleased to release our first Business Responsibility and Sustainability Report (BRSR report), setting our foot forward in the direction of sustainable growth. The BRSR report is to successfully implement the accuracy and depth of reporting in terms of environment, social and governance aspects of our company.

## SECTION A: GENERAL DISCLOSURES

### I. Details of the listed entity

Sl. No.	Required Information	
1	Corporate Identity Number (CIN) of the Listed Entity	L74120DL2008PLC183629
2	Name of the Listed Entity	CAMPUS ACTIVEWEAR LIMITED
3	Year of incorporation	2008
4	Registered office address	D1- Udyog Nagar, Main Rohtak Road, New Delhi- 110041
5	Corporate address	DLF Cyber park, Block B, First Floor, Sector-20, Udyog Vihar, Phase III, Gurugram- 122016
6	E-mail	<a href="mailto:investors@campusshoes.com">investors@campusshoes.com</a>
7	Telephone	011-43272500
8	Website	<a href="http://www.campusactivewear.com">www.campusactivewear.com</a>
9	Financial year for which reporting is being done	FY 2022-23
10	Name of the Stock Exchange(s) where shares are listed	a) National Stock Exchange of India Limited b) BSE Limited
11	Paid-up Capital (in Rs.)	₹ 1,523,431,390/- divided into 304,686,278 Equity shares having face value of ₹ 5/- each fully paid-up
12	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Ms. Archana Maini Telephone No.: 011-43272500 Email ID: <a href="mailto:investors@campusshoes.com">investors@campusshoes.com</a>
13	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).	Disclosures are made on a standalone basis, since the company does not have any subsidiary/ associate company.

### II. Products/Services

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

Sl. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1	Manufacturing and Sale of Footwear	Manufacturing and Sale of Footwear	98.86%

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

Sl. No.	Product/Service	NIC Code*	% of total Turnover contributed
1	Footwear	1520	98.86%

\*As per NIC 2008

## Campus Activewear Limited (formerly known as Campus Activewear Private Limited)

### III. Operations

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

Location	Number of plants	Number of offices	Total
National	5	2	7
International	-	-	-

17. Market Served by the entity:

<b>a. Number of locations</b>	
Locations	Number
National (No. of States)	PAN India
International (No. of Countries)	4
<b>b. What is the contribution of exports as a percentage of the total turnover of the entity?</b>	0.12%
<b>c. A brief on type of customers</b>	<p>Campus Activewear is involved in manufacturing and marketing of sports and athleisure footwear. These are sold to end consumers via e-commerce, distributors and retailers pan India.</p> <p>These are also made available directly through online shopping platforms (online shopping portals), Company's website (E-commerce), Company Stores (exclusive brand outlets) and traditional stores (Multi brand outlets) across Tier 1, Tier 2 and Tier 3 cities.</p> <p>The brand caters to complete footwear requirements for Men, Women and Kids i.e., Sports Shoes, Walking Shoes, Casual Shoes, Sandals, Slippers, etc. to fulfil consumers day to day needs.</p>

### IV. Employees

18. Details as at the end of Financial Year:

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

Sl. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
<b>Employees</b>						
1	Permanent (D)	839	793	95%	46	5%
2	Other than Permanent (E)	0	0	0%	0	0%
<b>3</b>	<b>Total employees (D+E)</b>	<b>839</b>	<b>793</b>	<b>95%</b>	<b>46</b>	<b>5%</b>
<b>Workers</b>						
4	Permanent (F)	215	204	95%	11	5%
5	Other than Permanent (G)	5806	5252	90%	554	10%
<b>6</b>	<b>Total workers (F+G)</b>	<b>6021</b>	<b>5456</b>	<b>91%</b>	<b>565</b>	<b>9%</b>

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

Sl. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
<b>Differently Abled Employees</b>						
1	Permanent (D)	0	0	0%	0	0%
2	Other than Permanent (E)	0	0	0%	0	0%
<b>3</b>	<b>Total employees (D+E)</b>	<b>0</b>	<b>0</b>	<b>0%</b>	<b>0</b>	<b>0%</b>

## Campus Activewear Limited (formerly known as Campus Activewear Private Limited)

Sl. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
<b>Differently Abled Workers</b>						
4	Permanent (F)	0	0	0%	0	0%
5	Other than Permanent (G)	0	0	0%	0	0%
<b>6</b>	<b>Total workers (F+G)</b>	<b>0</b>	<b>0</b>	<b>0%</b>	<b>0</b>	<b>0%</b>

### 19. Participation/Inclusion/Representation of women:

	Total (A)	No. and percentage of Females	
		No. (B)	% (B/A)
Board of Directors	8	1	12.5
Key Management Personnel	4	1	25

### 20. Turnover rate for permanent employees and workers (Disclose trends for the past 3 years)

	FY 2022-23 (Turnover rate in current FY)			FY 2021- 22 (Turnover rate in previous FY)			FY 2020 - 21 (Turnover rate in the year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	22.4%	1.8%	24.2%	24.5%	2.3%	27.4%	19.8%	2.0%	21.9%
Permanent Workers	14.0%	27.0%	14.0%	14.0%	27.0%	14.4%	15.0%	36.0%	15.8%

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

### 21. (a) Name of holding/subsidiary/associate companies/joint ventures:

Sl. No.	Name of the holding/subsidiary/associate companies/joint ventures (A)	Indicate whether holding/Subsidiary/Associate/Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
Nil				

## VI. CSR Details

22. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No)	Yes
(ii) Turnover (in ₹)	1470,06,65,599
(iii) Net worth (in ₹)	551,94,34,995

## VII. Transparency and Disclosure Compliances

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

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	FY 2022 - 23			FY 2021 - 22		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
The list of the stakeholders							
Communities	Yes <a href="https://www.campusactivewear.com/sites/default/files/2022-06/Whistle%20Blower%20Policy%20Vigil%20Mechanism.pdf">https://www.campusactivewear.com/sites/default/files/2022-06/Whistle%20Blower%20Policy%20Vigil%20Mechanism.pdf</a>	0	0	-	0	0	-



## Campus Activewear Limited (formerly known as Campus Activewear Private Limited)

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/ No) (If Yes, then provide web-link for grievance redress policy)	FY 2022 - 23			FY 2021 - 22		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Investors (other than shareholders) *	Yes <a href="https://www.campusactivewear.com/shareholders-corner">https://www.campusactivewear.com/shareholders-corner</a>	0	0	-	0	0	-
Shareholders*	Yes <a href="https://www.campusactivewear.com/shareholders-corner">https://www.campusactivewear.com/shareholders-corner</a>	678	1*	Complaints received were related to the IPO Application Money Blocked issues	0	0	Nil
Employees and workers	Yes <a href="https://www.campusactivewear.com/sites/default/files/2022-06/Whistle%20Blower%20Policy%20Vigil%20Mechanism.pdf">https://www.campusactivewear.com/sites/default/files/2022-06/Whistle%20Blower%20Policy%20Vigil%20Mechanism.pdf</a> <a href="https://www.campusactivewear.com/sites/default/files/2023-08/Sexual%20Harassment%20Policy.pdf">https://www.campusactivewear.com/sites/default/files/2023-08/Sexual%20Harassment%20Policy.pdf</a>	0	0	-	0	0	-
Customers	Yes <a href="https://www.campusshoes.com/pages/contact">https://www.campusshoes.com/pages/contact</a>	1	0	-	2	0	-
Value Chain Partners	Yes <a href="https://www.campusactivewear.com/sites/default/files/2022-06/Whistle%20Blower%20Policy%20Vigil%20Mechanism.pdf">https://www.campusactivewear.com/sites/default/files/2022-06/Whistle%20Blower%20Policy%20Vigil%20Mechanism.pdf</a>	0	0	-	0	0	-
Other (please specify)	-	-	-	-	-	-	-

\* Resolved within timelines

## Campus Activewear Limited (formerly known as Campus Activewear Private Limited)

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

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format

Sl. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Human capital	Opportunity	<b>Opportunity:</b> Contended human capital would lead to increased productivity and in-turn profitability for business.	To retain high potential skilled manpower, Campus has launched ESOP Plans, Special Grant 2021 and Vision Pool 2021. Families were also supported during the COVID 19 pandemic.	<b>Positive:</b> With optimum investment in human capital, the company increases its chances of success and sustainable growth year-on-year. It also improves efficiency because the system places employees in roles where they can perform at their best.
2	CSR activities	Opportunity	<b>Opportunity:</b> Investing in CSR activities, and diligently conducting the same on periodic basis have a number of advantages including increased brand recognition, positive company reputation, accelerated growth, competitive advantage over peers etc.	CSR activities were aimed towards benefiting underprivileged communities. Mobile medical units, medical camps, contributions towards education, contributions towards Paralympic sports were some of the CSR activities undertaken.	<b>Positive:</b> Funding and implementing CSR activities creates a positive brand value for the company. Upliftment of the community through various initiatives in underprivileged areas towards their health, education etc helps in positive social development.
3	ESG oversight	Risk and Opportunity	<b>Risk:</b> Ignoring or avoiding ESG parameters in a business can lead to discontent among shareholders, potential litigation, damage to their reputation, or regulatory investigation  <b>Opportunity:</b> Considering ESG strategy in business operations paves the way for a company to gain investor confidence, earn customer loyalty, reduce operating costs and improve both asset management and financial performance.	<b>Risk:</b> Although we had already incorporated various aspects of Environmental, Social, and Governance (ESG) principles into our day-to-day operations, we commenced the practice of formal ESG reporting in the previous fiscal year.  <b>Opportunity:</b> Our primary emphasis is placed on highlighting ESG matters that hold significance for us. Some of these include CSR activities, energy water waste management, policy development and implementation. We would be publishing our first BRSR report which would reflect our commitment towards ESG issues and as such our commitment towards society at large.	<b>Positive:</b> Leadership oversight on the ESG strategy, action plan, and performance facilitates the amplification of the Company's positive impact on the environment and community. It also enables the company to further embed robust monitoring mechanisms across ESG initiatives and business practices.

## Campus Activewear Limited (formerly known as Campus Activewear Private Limited)

Sl. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
4	Supply chain management	Risk and Opportunity	<p><b>Risk:</b> Some of the risks related to supply chain that can be mitigated by proper management can be:</p> <ol style="list-style-type: none"> <li>1. natural disasters-vulnerable to property damage due to natural disasters</li> <li>2. keeping up with local/regional sanctions and regulations</li> <li>3. Sub-par performance by suppliers where the supplier fails to meet agreed performance criteria</li> </ol> <p><b>Opportunity:</b> Strong supply chain management creates opportunities for creating a strong economy, flawless manufacturing, better quality management, improved collaboration with stakeholders</p>	Ongoing and continuous collaboration with our trusted vendors, regulators, manufacturers, financiers and logistics teams has helped create an efficient supply chain for our company. We have created an efficient due diligence process before getting any vendor or supplier on-board.	<p><b>Positive:</b> Maximum business of the company can be ensured by an efficient supply chain management. This also results from reduced environmental impact and long-term value to the company's sustainability-led endeavours.</p> <p><b>Negative:</b> Inefficient supply chains have faced headwinds from unforeseen demand and limited logistics capacity. A mismanaged supply chain leads to ineffective utilization of resources, hampers natural procurement of materials and elimination of waste throughout the product lifecycle.</p>
5	Regulatory and legal compliances	Risk	<p><b>Risk:</b> Compliance with statutory and regulatory requirements requires awareness and training at all levels of the organization. The lack of awareness and training can lead to non-compliance, resulting in penalties and legal action</p>	We have our policies in place related to code of conduct, and whistle blower. We have also provided an online platform for consumers to register their complaints, so as to have better customer relations and avoid any unnecessary legal consumer hassles ( <a href="https://www.campusshoes.com/pages/contact">https://www.campusshoes.com/pages/contact</a> )	<p><b>Negative:</b> Non-compliance would lead to loss of reputation and consequently affect the business activities. Companies who are compliant with the regulatory laws have a better ability to manage risks and builds a better sense of fairness and loyalty among stakeholders.</p>
6	Health & safety	Risk and Opportunity	<p><b>Risk:</b> Work place hazard can have significant impact on a business, including loss of productivity, reduction of sales, low staff morale, and loss of reputation.</p>	We have conducted multiple trainings on POSH, Health & Safety, Kaizen, 5S, Quality Management, Worker's right & responsibilities for workers, to inculcate a culture and mindset of safety.	<p><b>Positive:</b> Greater work participation and increased social inclusion, less workplace injury and workers' compensation claims, higher performance, greater work participation and increased social inclusion, increased</p>



## Campus Activewear Limited (formerly known as Campus Activewear Private Limited)

Sl. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
			<p><b>Opportunity:</b> Effective health &amp; safety practices boosts employee morale, increases productivity and promotes corporate responsibility.</p>		<p>brand value and good name in the market are some of the positives of incorporating health and safety in manufacturing.</p> <p><b>Negative:</b> The most significant consequence of a poor safety culture is increased injury and death among employees. Increased cost, increased employee absence, higher healthcare costs, workers' compensation payments, lost productivity and business disruption are other ill effects of poor health and safety at workplace.</p>
7	Human rights	Risk and Opportunity	<p><b>Risk:</b> Forced labour can cause employees to suffer physical and mental abuse, resulting in serious physical and mental health problems. Forced labour can lead to a loss of talent, requiring the company to invest more in rehiring and training employees, thus negatively affecting business.</p> <p><b>Opportunity:</b> Parameters on human rights such as fair working environment, equal opportunities, remuneration, freedom of association without ethnic discrimination will positively impact the performance of the company on the social front from the employee's perspective.</p>	<p>Training and awareness of all the employees and workers are periodically conducted. Clause related to Human rights in value chain agreements and contracts are provided. The Company does not itself indulge in any kind of child labour in any of its operation. It also does not collaborate with any vendors violating the human rights of its employers.</p>	<p><b>Negative:</b> Loss of knowledge and highly experienced and skilled staff, high costs of recruitment and training, loss of productivity in workplaces are some of the ill effects of ignored human rights in a company.</p> <p><b>Positives:</b> Committed to providing equal opportunities which is free from harassment and discrimination benefit from increased morale among its employees and avoid unnecessary industrial relations problems. It also improves productivity.</p>

## Campus Activewear Limited (formerly known as Campus Activewear Private Limited)

### SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

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

Disclosure Questions		P1	P2	P3	P4	P5	P6	P7	P8	P9
<b>Policy &amp; Management Process</b>										
1	a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
	b. Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
	c. Web Link of the Policies, if available	The policies which are mandatorily required to be uploaded on the website of the Company have been uploaded on <a href="http://www.campusactivewear.com">www.campusactivewear.com</a> under the Tab Investor Relations> Codes and Policies and is available at <a href="https://www.campusactivewear.com/investor-relations-corporate#icg">https://www.campusactivewear.com/investor-relations-corporate#icg</a>								
2	Whether the entity has translated the policy into procedures. (Yes / No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3	Do the enlisted policies extend to your value chain partners? (Yes/No)	Some of our policies apply to partners within our value chain.  Corporate governance is an indispensable part of our company. It drives enhanced operational efficiencies and also create value for our stakeholders. The Whistle blower policy is applicable to our employees (ranging from our directors to our interns, probationers, part-time and full time employees), along with our investors, business associates, clients, suppliers, service providers and the vendors. Our sexual harassment policy is gender neutral, and is applicable to all our employees including full time, part-time, daily wage workers, agents, contractors, contract worker, trainee, probationer etc.								
4	Name of the national and international codes/certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	Highest standards of sustainability and governance remains the main objective of our organization and in pursuance of the same several initiatives have been taken. Recently, for our three manufacturing plants the organization obtained a license of BIS (Bureau of Indian Standards) from Government of India. In addition to the same, we have achieved Quality Management Systems certification that is in conformance with the International Quality System Standard (ISO 9001:2015) from American Systems Registrar, LLC (accredited by the ANSI National Accreditation Board).								
5	Specific commitments, goals and targets set by the entity with defined timelines, if any.	Campus has identified key ESG areas and set key targets internally, and are working towards the set targets. We are efficiently managing resources, which can be confirmed by reduced municipal water consumption as compared to last fiscal year. A reduction is also observed in Scope 1 and Scope 2/ Rupee (Mn) of turnover as compared to last year.  As a commitment towards the society, Campus is trying to accelerate its sustainability journey.  Campus is working towards goals and objectives, including embedding sustainability into all its operations to contribute towards a healthier planet. We are considering installation of Solar street lights in the next one year at our manufacturing units and reduce the energy consumption for our external lighting systems.								

## Campus Activewear Limited (formerly known as Campus Activewear Private Limited)

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
6 Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	1.	The water intensity/rupee of turnover has reduced by 5.7% as compared to last fiscal year.							
	2.	Municipal water intake has reduced by 30.6% as compared to last year.							
	3.	5.23% reduction of Scope 1&2/ rupee (Mn) of turnover is observed compared to last year. This indicates a more environmental friendly approach by the company in the current year, which will be continued forward in the years to come as well.							
	4.	The company has been awarded on various fronts viz: <ul style="list-style-type: none"> <li>Pride of India brand 2023" for an outstanding display of leadership, strategy, creativity and continuous innovation in their products, processes and marketing practices.</li> <li>Identified among Femina Power brands" to celebrate brand who have made a mark for themselves and resonate with what consumers want and have modified themselves to provide and cater to their needs. This engulfs the measure of usability, after sales, comfort, and ease of usage.</li> </ul>							
7 Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)	Sustainability lies at the core of our business activities. We are working our way for transition towards low carbon economy. We are driving our sustainability agenda forward, while being a catalyst for positive and tangible change in the footwear manufacturing industry. We are in the process of launching our first BRSR report, and are really excited to set our foot forward in this direction in the years to come.								
	We believe that green transition will benefit the future generations, and also our own business to grow responsibly and more efficiently.								
8 Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	The Board of Directors of the Company is the highest authority, responsible for implementation and oversight of the Business Responsibility policies.								
9 Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	The Board of Directors of the Company is the highest authority, responsible for implementation and oversight of the Business Responsibility policies.								
10 Details of Review of NGRBCs by the Company:									
Subject for Review	Indicate whether review was undertaken by Director/Committee of the Board/Any other Committee					Frequency (Annually/Half yearly/ Quarterly/Any other – please specify)			
	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	Yes								
						Compliances and performance are reviewed on quarterly basis.			
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	Yes								
						Compliances and performance are reviewed on quarterly basis.			



## Campus Activewear Limited (formerly known as Campus Activewear Private Limited)

11	Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency	P1	P2	P3	P4	P5	P6	P7	P8	P9
		Yes. CareEdge Advisory, Research and Training Limited has mapped the existing policies and procedures against the requirements of BRSR and accordingly suggested the improvements to bridge it with the BRSR requirements.								
12	If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:									
	a. The entity does not consider the Principles material to its business (Yes/No)									NA
	b. The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									NA
	c. The entity does not have the financial or/human and technical resources available for the task (Yes/No)									NA
	d. It is planned to be done in the next financial year (Yes/No)									NA
	e. Any other reason (please specify)									NA

### SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as "Essential" and "Leadership". While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

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

##### Essential Indicators

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

Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	% age of persons in respective category covered by the awareness programmes
Board of Directors Key Managerial Personnel	1	Familiarization programs are conducted. Quarterly presentations are made at the Board and Committee meetings on business and performance updates of the Company, business strategy and risks involved.	100%
Employees	30	Communication Skills, Time Management, Excel Training, POSH, Effective Listening, Financial Independence for Women.	90%
Workers	70	POSH, Health & Safety, Kaizen, 5S, Quality Management, Worker's right & responsibilities, Code of Conduct, Time Management	75%

## Campus Activewear Limited (formerly known as Campus Activewear Private Limited)

2. Details of fines / penalties /punishment/ award/ compounding fees/settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/ Fine	-	-	0	-	-
Settlement	-	-	0	-	-
Compounding fee	-	-	0	-	-

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

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

Case Details	Name of the regulatory/enforcement agencies/judicial institutions
	Not Applicable

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

Yes, The company has adopted the Anti-bribery and Anti- corruption policy to ensure compliance with legislations related to bribery and corruption at a global level. It underscores the Company's unwavering commitment to zero tolerance towards bribery and corruption. It is applicable to stakeholders including employees, consultants, contractors, trainees, interns, seconded staff, casual workers and agency staff, agents, third party associates. Any Concerns/queries can be addressed to the respective Compliance Officer.

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

	FY 2022-23 (Current Financial Year)	FY 2021 - 22 (Previous Financial Year)
Directors	0	0
KMPs	0	0
Employees	0	0
Workers	0	0

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

	FY 2022-23 (Current Financial Year)		FY 2021 - 22 (Previous Financial Year)	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	0	NA	0	NA
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	0	NA	0	NA

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

Not Applicable

## Campus Activewear Limited (formerly known as Campus Activewear Private Limited)

### PRINCIPLE 2: Businesses should provide goods and services in a manner that is sustainable and safe Essential Indicators

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

	Current Financial Year	Previous Financial Year	Details of improvements in environmental and social impacts
R & D Capex	Campus Activewear would be submitting their first BRSR report this year. We are still in the process of quantifying specific technologies that would have an environment and social impact, and the monetary values of the same. We have several initiatives in the planning and development stage, and would be implemented in due course.		

2.

a.	Does the entity have procedures in place for sustainable sourcing? (Yes/No)	Yes. The company is keen on incorporating sustainability practices in its daily activities, which also include sourcing its raw materials responsibly. Most of our raw materials are sourced locally, to reduce Source 3 emissions due to transportation. We are also working on finding ways of using more sustainable materials for packaging.
b.	If yes, what percentage of inputs were sourced sustainably?	Campus footwear are in the process of mapping sustainable procured materials. The same will be further analysed, to give a confirm number or %

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for.

(a)	Plastics (including packaging)	Campus is registered as an Importer under Plastic Waste Management Rules, 2016. Company is processing plastic waste through registered recyclers.
(b)	E-waste	Disposal is in accordance with the provisions of E-waste management Act & rules.
(c)	Hazardous waste	Company has obtained Consent to Operate (CTO) under Environment Protection Act from State Pollution Control Board. Hazardous waste is disposed to registered recyclers and in accordance with applicable laws.
(d)	other waste.	-

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

Yes, EPR is applicable. Company has EPR registration under Central Pollution Control Board and has accordingly formulated a waste collection plan. Waste collection plan is in line with Pollution Control Board.

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

#### Essential Indicators

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

Category	% of employees covered by										
	Total (A)	Health Insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
<b>Permanent employees</b>											
Male	793	793	100%	793	100%	NA	793	100%	0	0%	
Female	46	46	100%	46	100%	46	100%	NA	0	0%	
<b>Total</b>	<b>839</b>	<b>839</b>	<b>100%</b>	<b>839</b>	<b>100%</b>	<b>46</b>	<b>100%</b>	<b>793</b>	<b>100%</b>	<b>0</b>	<b>0%</b>



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Other than Permanent employees											
Male	0	0	0%	0	0%	0	0%	0	0%	0	0%
Female	0	0	0%	0	0%	0	0%	0	0%	0	0%
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0%</b>	<b>0</b>	<b>0%</b>	<b>0</b>	<b>0%</b>	<b>0</b>	<b>0%</b>	<b>0</b>	<b>0%</b>

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

Category	% of workers covered by										
	Total (A)	Health Insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
<b>Permanent workers</b>											
Male	204	204	100%	204	100%	NA		0	0%	0	0%
Female	11	11	100%	11	100%	11	100%	NA		0	0%
<b>Total</b>	<b>215</b>	<b>215</b>	<b>100%</b>	<b>215</b>	<b>100%</b>	<b>11</b>	<b>100%</b>	<b>0</b>	<b>0%</b>	<b>0</b>	<b>0%</b>
<b>Other than Permanent workers</b>											
Male	5252	5252	100%	5252	100%	NA		0	0%	0	0%
Female	554	554	100%	554	100%	554	100%	NA		0	0%
<b>Total</b>	<b>5806</b>	<b>5806</b>	<b>100%</b>	<b>5806</b>	<b>100%</b>	<b>554</b>	<b>100%</b>	<b>0</b>	<b>0%</b>	<b>0</b>	<b>0%</b>

### 2. Details of retirement benefits, for Current FY and Previous Financial Year:

Benefits	FY 2022-23			FY 2021-22		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	839	100%	Y	782	100%	Y
Gratuity	839	100%	Y	782	100%	Y
ESI	117	100%	Y	208	100%	Y
Others - Please specify	-	-	-	-	-	-

### 3. Accessibility of workplaces

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

Yes, The Company's premises / offices are accessible to differently abled employees and workers by means of lifts, staff assistance, wheelchair facilities and other necessary human assistance.

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

The Company ensures equal opportunities for all its employees without unfair discrimination based on factors such as race, caste, religion, colour, ancestry, marital status, gender, sexual orientation, age, nationality, ethnic origin, disability, or any other protected category as per applicable law.

## Campus Activewear Limited (formerly known as Campus Activewear Private Limited)

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

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	100%	100%	91%	70%
Female	100%	90%	55%	27%
<b>Total</b>	<b>100%</b>	<b>98%</b>	<b>89%</b>	<b>68%</b>

### 6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief:

	Yes/No (If Yes, then give details of the mechanism in brief)
Permanent Workers	Yes, the workers can reach out to Plant HR and escalate to corporate HR. The records are kept confidential. All the essential details of plant HR and Corporate HR are displayed at Plant locations. Moreover, there are suggestion/complaint boxes available at all Plant Locations.
Other than Permanent Workers	The Whistle blower mechanism also provides a platform to reach out to the management on any unethical matters. Any such matters can be disclosed to the Ethics committee via personal discussion, or by writing to <a href="mailto:myvoice@campusshoes.com">myvoice@campusshoes.com</a> .
Permanent Employees	Yes, the employees can reach out to Plant HR/Corporate HR.
Other than Permanent Employees	NA

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

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

### 8. Details of training given to employees and workers:

Category	FY 2022-23					FY 2021-22				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
<b>Employees</b>										
Male	793	793	100%	650	82%	740	740	100%	545	71%
Female	46	46	100%	38	83%	42	42	100%	25	60%
<b>Total</b>	<b>839</b>	<b>839</b>	<b>100%</b>	<b>688</b>	<b>100%</b>	<b>782</b>	<b>782</b>	<b>100%</b>	<b>570</b>	<b>100%</b>

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Workers										
Male	5456	5456	100%	2991	55%	5497	5497	100%	2931	53%
Female	565	565	100%	340	60%	216	224	104%	130	60%
<b>Total</b>	<b>6021</b>	<b>6021</b>	<b>100%</b>	<b>3331</b>	<b>55%</b>	<b>5713</b>	<b>5721</b>	<b>100%</b>	<b>3061</b>	<b>54%</b>

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

Category	FY 2022-23			FY 2021-22		
	Total (A)	No.(B)	% (B/A)	Total (C)	No.(D)	% (D/C)
<b>Employees</b>						
Male	793	793	100%	740	740	100%
Female	46	46	100%	42	42	100%
<b>Total</b>	<b>839</b>	<b>839</b>	<b>100%</b>	<b>782</b>	<b>782</b>	<b>100%</b>
<b>Workers</b>						
Male	204	185	91%	175	141	81%
Female	11	9	82%	6	3	50%
<b>Total</b>	<b>215</b>	<b>194</b>	<b>90%</b>	<b>181</b>	<b>144</b>	<b>80%</b>

### 10 Health and safety management system:

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

Yes. Health and Safety committee is constituted in all units. Various awareness sessions/trainings are conducted on safety related aspects for the employees. Third party independent safety audit has been conducted in our manufacturing units. Moreover, work related safety kits are provided to all workers at workplace. Health and Safety Policies are formulated by health & safety committee.

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

Internal safety audit is conducted on routine basis by Internal Auditors. Accordingly, regular workplace inspections aimed at identifying potential work related hazards are conducted in all manufacturing units. In addition to the above, an Independent Third Party Safety Audit is conducted at regular intervals of time in all manufacturing units.

- c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)

Yes, Regular Safety Committee meetings are held for identification of the hazards. The workforce has been imparted periodically, with required training and awareness sessions to identify and report work related hazards to Safety Committee. In accordance with the policy Employees/Workers are instructed to report work related hazards issues to their supervisor, manager and health and safety committee members.

- d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)

Yes. Employees have access to non-occupational medical and health care services. The Company organized medical camps where Doctors are accessible for health check ups and consultation. In addition to the above, ESI or medical insurance facility is available for every employee and their designated dependents.

### 11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category	FY 2022-23	FY 2021-22
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0	0
	Workers	0	0
Total recordable work-related injuries	Employees	0	0
	Workers	0	0
No. of fatalities	Employees	0	0
	Workers	0	0
High consequence work-related injury or ill-health (excluding fatalities)	Employees	0	0
	Workers	0	0

## Campus Activewear Limited (formerly known as Campus Activewear Private Limited)

### 12. Describe the measures taken by the entity to ensure a safe and healthy work place.

The company has taken several structured proactive safety initiatives with an objective of making workforce safe. Following initiatives are being monitored at periodic intervals to ensure the same:

1. Mock drills
2. Safety training imparted by Safety officer.
3. Internal Safety Audits
4. POSH awareness trainings.
5. Introduction of state-of-art new machines, new technologies and environment friendly processes.

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

Benefits	FY 2022-23			FY 2021-22		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	0	0	NA	0	0	NA
Health & Safety	0	0	NA	0	0	NA

### 14. Assessments for the year:

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

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

The following preventive actions are undertaken on regular basis:

1. Fire hydrant System
2. Mock fire drills and trainings on regular basis
3. Separate areas for chemical storage
4. PPE's kits are provided
5. Safety officer to address & check the operations for safety
6. Earthing of electrical equipments

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

### Essential Indicators

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

The company identifies internal and external stakeholders based on whether they are impacted by the company or create an impact on value creation process. Based on this, the company has identified employees as internal stakeholder and shareholders, customers, value chain partners & regulators as external stakeholders.

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

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly/others - please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
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**Campus Activewear Limited (formerly known as Campus Activewear Private Limited)**

Employees	No	<ol style="list-style-type: none"> <li>1. Corporate Communication</li> <li>2. Structured and focussed training programmes</li> <li>3. Efficient grievance redressal mechanism</li> <li>4. Emails/Meetings</li> </ol>	Ongoing/Frequent	Employee well-being, Grievance handling, career development
Customers	No	<ol style="list-style-type: none"> <li>1. Company Website</li> <li>2. One-to-One interactions at Retail Stores</li> <li>3. Communication through Social Media</li> <li>4. Emails/ Meetings/ Website publication</li> </ol>	Ongoing/Need-based	Complaints handling and new product development communication and feedback
Shareholders/ Investors	No	<ol style="list-style-type: none"> <li>1. E-mail, through post/courier or newspaper as and when required through stock exchanges communication and website publication</li> <li>2. Annual General Meeting</li> <li>3. Press Releases</li> <li>4. Newspaper Publication</li> </ol>	Quarterly/Annually	Disseminating and sharing of financial and non-financial performance update with the shareholders with a view to update and also to seek their approval, as required
Value chain partners	No	Emails/Meetings	Ongoing	Vendor relationship, product knowledge sharing
Regulators / Govt Ministries	No	Advocacy meetings with local/state/ national regulators/ government ministries and seminars, media releases, conferences, membership in industry bodies	Ongoing	Compliance, Industry concerns

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### PRINCIPLE 5: Businesses should respect and promote human rights

#### Essential Indicators

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	FY 2022-23			FY 2021-22		
	Total (A)	No. of employees / workers covered (B)	% (B/A)	Total (C)	No. of employees/ workers covered (D)	% (D/C)
<b>Employees</b>						
Permanent	839	839	100%	782	782	100%
Other than permanent	0	0	0%	0	0	0%
<b>Total Employees</b>	<b>839</b>	<b>839</b>	<b>100%</b>	<b>782</b>	<b>782</b>	<b>100%</b>
<b>Workers</b>						
Permanent	215	215	100%	181	181	100%
Other than permanent	5806	5219	90%	5532	4688	85%
<b>Total Workers</b>	<b>6021</b>	<b>5434</b>	<b>90%</b>	<b>5713</b>	<b>4869</b>	<b>85%</b>

2. Details of minimum wages paid to employees and workers, in the following format:

Category	FY 2022-23					FY 2021-22				
	Total (A)	Equal to minimum wage		More than minimum wage		Total (D)	Equal to Minimum wage		More than minimum wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
<b>Employees</b>										
<b>Permanent</b>	839	0	0%	839	100%	782	0	0%	782	100%
Male	793	0	0%	793	100%	740	0	0%	740	100%
Female	46	0	0%	46	100%	42	0	0%	42	100%
Other than permanent	0	0	0%	0	0%	0	0	0%	0	0%
Male	0	0	0%	0	0%	0	0	0%	0	0%
Female	0	0	0%	0	0%	0	0	0%	0	0%
<b>Workers</b>										
<b>Permanent</b>	215	0	0%	215	100%	181	0	0%	181	100%
Male	204	0	0%	204	100%	175	0	0%	175	100%
Female	11	0	0%	11	100%	6	0	0%	6	100%
Other than permanent	5806	3472	60%	2334	40%	5532	3420	62%	2112	38%
Male	5252	3151	60%	2101	40%	5322	3308	62%	2014	38%
Female	554	321	58%	233	42%	210	112	53%	98	47%

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### 3. Details of remuneration/salary/wages, in the following format:

	Male		Female	
	Number	Median remuneration/salary/wages of respective category	Number	Median remuneration/salary/wages of respective category
Board of Directors (BoD)#	2	42155268	-	-
Key Managerial Personnel*	1	18647480	1	3816597
Employees other than BoD and KMP	979	327939	62	464167
Workers	5456	15500	565	14350

#Remuneration is paid to Executive Directors

\*excluding Board members

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

Yes. The internal complaints committee (comprising of a presiding officer, 2 member from amongst employees, 1 member from an NGO) with at least half the members as women is responsible for investigating any complaints and taking appropriate actions related to sexual harassment. Also, the HR Department oversees any human rights issues in the company.

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

The Company is committed to keep the principles of human rights intact across the organisation as well as its business partners.

The Company is committed to provide equal employment opportunities without any discrimination on the grounds of disability, gender, caste, religion, race, state, background, colour, and maintaining a work environment that is free from harassment based on the above considerations.

The Company has formulated a code of conduct and whistle blower mechanism to enable employees/workers to report their grievances. The Company has clearly documented policies and procedures in place to ensure effective resolution in case of human rights violation. The Company has also set in place processes and policies to prevent sexual harassment for effective and timely redressal of grievances.

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

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

## Campus Activewear Limited (formerly known as Campus Activewear Private Limited)

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

The Company has mechanism in place to provide complete protection of person who is a whistle blower against any unfair practices. Steps are taken to minimize difficulties which the whistle blower might face. If the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, their identity is kept confidential.

In case of complaints related to sexual harassment, the accused and others who reports incident, the confidentiality is maintained throughout the investigation.

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

Yes.

Company's day to day business activities include human rights requirements. Some of these include anti- forced labour, anti- child labour, prevention of sexual harassment, etc. The Company has policies to address to human rights matters. These policies cover all stakeholders including Company's employees, vendors, third party contractors etc.

### 9. Assessments for the year:

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

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

The Company endeavours to provide safe and healthy working environment to all employees across the Organisation. No significant concerns have emerged from the assessments undertaken.

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

### Essential Indicators

#### 1. Details of total energy consumption (in Giga Joules) and energy intensity, in the following format:

Parameter	FY 2022-23	FY 2021-22
Total electricity consumption (A)	67531.1	58312.3
Total fuel consumption (B)	17697.0	12556.6
Energy consumption through other sources (C)	4559.0	919.4
Total energy consumption (A+B+C)	89787.1	71788.3
Energy intensity per rupee of turnover (Total energy consumption/ turnover in rupees (million))	6.11	6.05
Energy intensity (optional) – the relevant metric may be selected by the entity	-	-

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

Not Applicable



## Campus Activewear Limited (formerly known as Campus Activewear Private Limited)

### 3. Provide details of the following disclosures related to water, in the following format:

Parameter	FY 2022-23	FY 2021-22
<b>Water withdrawal by source (in kilolitres)</b>		
(i) Surface water	0	0
(ii) Groundwater	40543.81	34562.06
(iii) Third party water (tanker)	0	0
(iv) Seawater / desalinated water	0	0
(v) Water from municipal corporation	286	412
(vi) Others	0	0
<b>Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)</b>	<b>40829.81</b>	<b>34974.06</b>
Total volume of water consumption (in kilolitres)	40829.81	34974.06
Water intensity per rupee of turnover (Water consumed / turnover (million))	2.77	2.94
Water intensity (optional) – the relevant metric may be selected by the entity	-	-

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency- No

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

The company is keen on reducing its water usage, and re-using treated waste water within the premises, leading to a Zero liquid discharge.

### 5. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please specify unit	FY 2022-23	FY 2021-22
NOx	Tonnes	1.31	0.77
SOx	Tonnes	0.03	0.00
Particulate matter (PM)	Tonnes	0.21	0.02
Persistent organic pollutants (POP)	Tonnes	NA	NA
Volatile organic compounds (VOC)	Tonnes	NA	NA
Hazardous air pollutants (HAP)	Tonnes	NA	NA
Others – please specify	Tonnes	0.05	0.04

### 6. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY 2022-23	FY 2021-22
Total Scope 1 emissions (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	TCO <sub>2</sub> e	1192.35	846.01
Total Scope 2 emissions (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	TCO <sub>2</sub> e	14819.32	12796.31
Total Scope 1 and Scope 2 emissions per rupee (Million) of turnover	TCO <sub>2</sub> e	1.08	1.15
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity	-	-	-

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency: No

## Campus Activewear Limited (formerly known as Campus Activewear Private Limited)

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

The company has initiated the following measures with the goal of reducing the greenhouse gas emissions:

- Connection of guest house and plant emergency lights knitting UPS for running during holidays and SEB shutdowns leading to diesel saving.
- Replacement of fluorescent lamps with LED lights on replacement and failures.
- 1MW Solar Plant was installed at their Gannaur plant and has been operational since Jan'22.

### 8. Provide details related to waste management by the entity, in the following format:

Parameter	FY 2022-23	FY 2021-22
Total Waste generated (in metric tonnes)		
Plastic waste (A)	0	0
E-waste (B)	0.01	0.03
Bio-medical waste (C)	0	0
Construction and demolition waste (D)	33.23	27.57
Battery waste (E)	0	0
Radioactive waste (F)	0	0
Other Hazardous waste (Oil-soaked cotton waste, DG filters, paint cans, chemical cans, paint residue, oil sludge, DG chimney soot, coolant oil and used oil). Please specify, if any. (G)	30.65	15.88
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	3143.73	2548.20
<b>Total (A+B + C + D + E + F + G + H)</b>	<b>3207.60</b>	<b>2591.7</b>

### For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)

Category of waste	FY 2022-23	FY 2021-22
(i) Recycled	3143.73	2548.20
(ii) Re-used	0	0
(iii) Other recovery operations	0	0
<b>Total</b>	<b>3143.73</b>	<b>2548.20</b>

### For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)

Category of waste	FY 2022-23	FY 2021-22
<b>(i) Incineration</b>	30.65	15.88
(ii) Landfilling	0	0
(iii) Other disposal operations	0	0
<b>Total</b>	<b>30.65</b>	<b>15.88</b>

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency: No

## Campus Activewear Limited (formerly known as Campus Activewear Private Limited)

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

All the waste is segregated at source. The hazardous waste is further sent to hazardous waste authorised vendors. We are in compliance with Hazardous & Other Wastes (Management and Transboundary Movement) Rules, 2016.

Waste (Hazardous, Electronic waste etc) is disposed off as per provisions of Environment Protection Act and other applicable laws.

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

Sl. No	Location of operations/offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any
None of the operations are under ecologically sensitive areas			

### 11. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and brief details of project	EIA Notification No.	Date	Whether conducted by external agency (Yes/No)	Results communicated in public domain (Yes/No)	Relevant Web link
No environment impact assessments have been undertaken this fiscal year					

### 12. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N).

Yes, the Company is compliant with the applicable environmental law/regulations/guidelines in India, such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection Act, Hazardous and Other Wastes (Management and Transboundary Movement) Rules.

If not, provide details of all such non-compliances, in the following format:

Sl. No	Specify the law/ regulation/guidelines which was not complied with	Provide details of the noncompliance	Any fines/penalties/ action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
The Company did not receive any show cause / legal notice from CPCB / SPCB during the financial year ended March 31, 2023 and no show cause / legal notice related to CPCB / SPCB is pending with the Company as on the March 31, 2023.				

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

### Essential Indicators

#### 1. a. Number of affiliations with trade and industry chambers/ associations.

The Company is associated/affiliated with 2 (Two) Trade and Industry Chambers/Association.

## Campus Activewear Limited (formerly known as Campus Activewear Private Limited)

b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

Sl. No	Name of the trade and industry chambers/associations	Reach of trade and industry chambers/associations (State/National)
1	CIFI (Confederation of Indian Footwear Industries)	National
2	Confederation of Indian Industries	National

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

Name of authority	Brief of the case	Corrective action taken
No cases of anti- competitive behaviour are registered against Campus Activewear, in 2022- 23		

### PRINCIPLE 8 Businesses should promote inclusive growth and equitable development

#### Essential Indicators

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

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
Not Applicable					

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

Sl. No	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In ₹)
-						

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

In order to guarantee efficient resolution of concerns, the Company has instituted a Vigil Mechanism/ Whistle Blower Mechanism. This facilitates a platform for all stakeholders to openly express their grievances. Any grievances can be reported in person to the Ethics committee, or in writing to [myvoice@campusshoes.com](mailto:myvoice@campusshoes.com).

The Company has also taken steps to adhere to the guidelines outlined in the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The corresponding policy has been formulated and shared on the Company's official website, ensuring transparency and accessibility. The aggrieved person can make a complaint to any member of the Internal complaints committee or make a formal complaint in written, and share the sealed envelope to the committee.

For its social and corporate contribution in innovation and strategy, the company was awarded "India's Greatest Brands" among 200 top corporate houses, government bodies and Leaders from different walks of life.

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

Parameter	FY 2022-23	FY 2021-22
Directly sourced from MSMEs/ small producers	12%	9%
Sourced directly from within the district and neighbouring districts	10.25%	7.79%



## Campus Activewear Limited (formerly known as Campus Activewear Private Limited)

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

#### Essential Indicators

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

To ease the process of connecting with the consumers, the company provides various channels of communication, including online service requests, toll-free number, and email ID to enable customers to voice their complaints and provide feedback.

A return & claims policy is also available on the website, which gives details on any return or exchange process. This provides an elaborate overview of any situation which may arise, and the process to register a complaint, and further process for redressal [Return & Claim Policy – Campus Shoes](#).

Weblink for online portal for the consumers to register their complaints: <https://www.campusshoes.com/pages/contact>

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

	As a percentage to total turnover
Environmental and social parameters relevant to the product	Campus Activewear carry all the information on the product box which is mandatory as part of the regulatory compliance.
Safe and responsible usage	100%
Recycling and/or safe disposal	Campus footwear carry all the information on the product box which is mandatory as part of the regulatory compliance.

#### 1. Number of consumer complaints in respect of the following:

Benefits	FY 2022-23			FY 2021-22		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
Data privacy						
Advertising						
Cyber-security		NIL			NIL	
Delivery of Products						
Quality of Products	1	0	-	2	0	-
Restrictive Trade Practices						
Unfair Trade Practices		NIL			NIL	
Other						

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

	Number	Reasons for recall
Voluntary recalls	Nil	Nil
Forced recalls	Nil	Nil

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

Yes

<https://www.campusactivewear.com/privacy-policy#:~:text=We%20may%20disclose%20personal%20information%20to%20law%20enforcement%20agencies%2C%20third,violates%20the%20rights%20of%20a>

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

Not Applicable

# Independent Auditor's Report

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

Report on the Audit of the Financial Statements

## OPINION

We have audited the financial statements of Campus Activewear Limited (formerly known as Campus Activewear Private Limited) (the "Company") which comprise the balance sheet as at 31 March 2023, and the statement of profit and loss (including other comprehensive income), statement of changes in equity and statement of cash flows 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 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2023, and its profit and other comprehensive income,

changes in equity and its cash flows for the year ended on that date.

## BASIS FOR OPINION

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the 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 Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

## KEY AUDIT MATTER(S)

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.

### Key audit matter

See Note 2(b)(ix) and 26 to financial statements

The key audit matter	How the matter was addressed in our audit
<p><b>Revenue Recognition- fraud risk</b></p> <p>As disclosed in Note 26 to the Financial Statements, the Company's revenue from operations for the year ended 31 March 2023 is INR 14,842.50 Millions (Previous year INR 11,941.81 Millions).</p> <p>Revenue from sale of goods is recognised when control in goods is transferred to the customer and is measured net of discounts, price concessions and incentives.</p> <p>Standards on Auditing presume that there is a fraud risk with regard to revenue recognition. We have identified this as a key audit matter since there is a risk of revenue being overstated because of fraud, resulting from the pressure the Company may feel to achieve performance targets.</p>	<p>In view of the significance of the matter we applied the following audit procedures in this area, amongst others to obtain sufficient and appropriate audit evidence:</p> <p>(a) We assessed the appropriateness of the revenue recognition accounting policies by comparing with applicable accounting standards.</p> <p>(b) We evaluated the design, implementation and operating effectiveness of key internal controls over recognition of revenue for a sample of transactions (using random sampling).</p> <p>(c) We performed substantive testing by selecting samples (using statistical sampling) of revenue transactions recorded during the year by testing the underlying documents which included sales invoices, shipping documents and proof of deliveries to assess whether these are recognised in the appropriate period in which control is transferred.</p>

## Campus Activewear Limited (formerly known as Campus Activewear Private Limited)

The key audit matter	How the matter was addressed in our audit
	(d) We carried out analytical procedures on revenue recognised during the year to identify unusual variances.
	(e) We tested, on a sample basis, (using statistical sampling) specific revenue transactions recorded before and after the financial year end date to assess revenue is recognised in the financial period in which control is transferred.
	(f) We tested journal entries on revenue recognised during the year, selected considering specified risk-based criteria, to identify unusual items.

### OTHER INFORMATION

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and auditor's report thereon. The Company's annual report is expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

### MANAGEMENT'S AND BOARD OF DIRECTORS' RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit/loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the 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 and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE 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 exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

## Campus Activewear Limited (formerly known as Campus Activewear Private Limited)

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the

adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. A. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.
  - (e) On the basis of the written representations received from the Directors as on 31 March 2023 taken on record by the Board of Directors, none of the Directors is disqualified as on 31 March 2023 from being appointed as a director in terms of Section 164(2) of the Act.
  - (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".
- B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - (a) The Company does not have any pending litigations which would impact its financial position.



## Campus Activewear Limited (formerly known as Campus Activewear Private Limited)

- (b) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- (c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- (d) (i) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 47(g) to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (ii) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 47(h) to the financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (iii) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.
- (e) The Company has neither declared nor paid any dividend during the year.
- (f) As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Company only with effect from 1 April 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is not applicable.
- C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:
- In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its Directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

**Place:** Gurugram  
**Date:** 29 May 2023

For **B S R & Associates LLP**  
Chartered Accountants  
Firm's Registration No.: 116231W/W-100024

**Sandeep Batra**  
Partner  
Membership No.: 093320  
ICAI UDIN: 23093320BGZGPU8949

## Campus Activewear Limited (formerly known as Campus Activewear Private Limited)

# Annexure A

To the Independent Auditor's Report on the Financial Statements of **Campus Activewear Limited** (formerly known as Campus Activewear Private Limited) for the year ended 31 March 2023

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

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified in a phased manner over a period of three years. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. As informed to us no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company, except for the following which are not held in the name of the Company:

Description of property	Gross carrying value (INR Millions)	Held in the name of	Whether promoter, director or their relative or employee	Period held- indicate range, where appropriate	Reason for not being held in the name of the Company. Also indicate if in dispute
Land	35.95	Campus AI Private Limited	No	1 April 2020	Land is in the name of Campus AI Private Limited which got merged into Campus Activewear Limited (formerly known as Campus Activewear Private Limited). Refer Note 5 of financial statements.
Building	175.70	Campus AI Private Limited	No	1 April 2020	Building is in the name of Campus AI Private Limited which got merged into Campus Activewear Limited (formerly known as Campus Activewear Private Limited). Refer Note 3 of financial statements.

## Campus Activewear Limited (formerly known as Campus Activewear Private Limited)

- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The inventory, except goods-in-transit and stocks lying with third parties, has been physically verified by the management during the year. For stocks lying with third parties at the year-end, written confirmations have been obtained and for goods-in-transit subsequent evidence/deliveries of receipts has been linked with inventory records. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory.

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

Quarter ended	Name of bank	Particulars	Amount as per books of account (INR Million)	Amount as reported in the quarterly return/statement (INR Million)	Amount of difference (INR Million)	Whether return/statement subsequently rectified
30 June 2022	HDFC and Axis Bank	Inventory	3,913.76	3,311.93	(601.84)	Yes
		Debtors	1,740.35	1,785.62	45.27	Yes
30 September 2022	HDFC and Axis Bank	Inventory	5,115.22	4,235.69	(879.53)	Yes
		Debtors	2,155.41	2,609.98	454.58	Yes
31 December 2022	HDFC and Axis Bank	Inventory	4,518.55	4,449.43	(69.12)	Yes
		Debtors	2,373.59	2,403.95	30.36	Yes
31 March 2023	HDFC and Axis Bank	Inventory	4,537.59	4,525.21	(12.38)	Yes
		Debtors	2,114.47	2,343.46	228.99	Yes

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

Particulars	Loans to employees (INR Million)
Aggregate amount during the year	15.7
Balance outstanding as at balance sheet date	6.2

- (a) Based on audit procedures carried on by us and as per the information and explanations given to us, the Company has provided loans to employees as below:
- (b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the terms and conditions of the grant of loans to employees are, prima facie, not prejudicial to the interest of the Company.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given to employees, which are interest free, in our opinion the repayment of principal

## Campus Activewear Limited (formerly known as Campus Activewear Private Limited)

has been stipulated and the repayments have been regular. Further, the Company has not given any advance in the nature of loan to any party during the year.

nature of loans either repayable on demand or without specifying any terms or period of repayment.

- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given. Further, the Company has not given any advances in the nature of loans to any party during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan or advance in the nature of loan granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the over dues of existing loans given to same parties.
- (f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not granted any loans or advances in the
- (iv) According to the information and explanations given to us and on the basis of our examination of records of the Company, the Company has neither made any investments nor has it given loans or provided guarantee or security and therefore the relevant provisions of Sections 185 and 186 of the Companies Act, 2013 ("the Act") are not applicable to the Company. Accordingly, clause 3(iv) of the Order is not applicable.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
- (vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act for the products manufactured by it. Accordingly, clause 3(vi) of the Order is not applicable.
- (vii) (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues have generally been regularly deposited with the appropriate authorities, though there have been slight delays in a few cases of Income-Tax and Goods and Service Tax.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues were in arrears as at 31 March 2023 for a period of more than six months from the date they became payable, except as mentioned below:

Name of the statute	Nature of the dues	Amount (₹)	Period to which the amount relates	Due date	Date of payment	Remarks, if any
GST Act, 2017	Goods and Service tax	267,677	May 2022	20 June 2022	29 May 2023	

- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no statutory dues relating to Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues, which have not been deposited with the appropriate authorities on account of any dispute.
- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.



## Campus Activewear Limited (formerly known as Campus Activewear Private Limited)

- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans and borrowing or in the payment of interest thereon to banks or financial institution. Further, the Company did not have any outstanding loans or borrowings from any lender.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
- (c) In our opinion and according to the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.
- (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) The Company does not hold any investment in any subsidiaries, associates or joint ventures (as defined under the Act) during the year ended 31 March 2023. Accordingly, clause 3(ix)(e) is not applicable.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies (as defined under the Act).
- (x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- (xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its Directors or persons connected to its Directors and hence, provisions of Section 192 of the Act are not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
- (b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi) (c) of the Order is not applicable.
- (d) The Company is not part of any group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016 as amended). Accordingly, the requirements of clause 3(xvi) (d) are not applicable.
- (xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.

## Campus Activewear Limited (formerly known as Campus Activewear Private Limited)

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

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an

assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

Also refer to the Other Information paragraph of our main audit report which explains that the other information comprising the information included in Company's annual report is expected to be made available to us after the date of this auditor's report.

(xx) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

**Place:** Gurugram  
**Date:** 29 May 2023

For **B S R & Associates LLP**  
Chartered Accountants  
Firm's Registration No.: 116231W/W-100024

**Sandeep Batra**  
Partner  
Membership No.: 093320  
ICAI UDIN: 23093320BGZGPU8949

## Campus Activewear Limited (formerly known as Campus Activewear Private Limited)

# Annexure B

To the Independent Auditor's Report on the financial statements of **Campus Activewear Limited** (formerly known as Campus Activewear Private Limited) for the year ended 31 March 2023

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

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

### OPINION

We have audited the internal financial controls with reference to financial statements of Campus Activewear Limited (formerly known as Campus Activewear Private Limited) ("the Company") as of 31 March 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2023, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

### MANAGEMENT'S AND BOARD OF DIRECTORS' RESPONSIBILITIES FOR INTERNAL FINANCIAL CONTROLS

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

### AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements.

Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

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

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

### MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

A Company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and Directors

## **Campus Activewear Limited (formerly known as Campus Activewear Private Limited)**

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

### **INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS**

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

**Place:** Gurugram  
**Date:** 29 May 2023

For **B S R & Associates LLP**  
Chartered Accountants  
Firm's Registration No.: 116231W/W-100024

**Sandeep Batra**  
Partner  
Membership No.: 093320  
ICAI UDIN: 23093320BGZGPU8949



**Campus Activewear Limited (formerly known as Campus Activewear Private Limited)**  
(All amounts are in INR Million except per share data or as otherwise stated)

# Balance Sheet

As at 31 March 2023

	Notes	As at 31 March 2023	As at 31 March 2022
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	3	2,218.04	2,004.81
Capital work-in-progress	4	38.09	24.65
Right-of-use assets	5	1,500.66	1,208.10
Intangible assets	6	13.50	8.59
<b>Financial assets</b>			
Other financial assets	7	173.34	85.48
Deferred tax assets (net)	8	239.36	149.87
Other tax assets (net)	9	69.50	68.62
Other non-current assets	10	22.59	6.40
<b>Total non-current assets</b>		<b>4,275.08</b>	<b>3,556.52</b>
<b>Current assets</b>			
Inventories	11	4,489.74	3,542.82
<b>Financial assets</b>			
Trade receivables	12	1,766.48	1,336.80
Cash and cash equivalents	13	239.88	3.48
Loans	14	7.90	6.77
Other financial assets	15	0.06	173.67
Other current assets	16	980.01	982.39
<b>Total current assets</b>		<b>7,484.07</b>	<b>6,045.93</b>
<b>TOTAL ASSETS</b>		<b>11,759.15</b>	<b>9,602.45</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	17	1,523.43	1,521.63
Other equity	18	3,997.77	2,754.24
<b>Total equity</b>		<b>5,521.20</b>	<b>4,275.87</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
<b>Financial liabilities</b>			
Borrowings	19	256.65	451.70
Lease liabilities	5	1,317.57	1,020.65
Other financial liabilities	20	37.24	-
Provisions	21	74.13	50.90
<b>Total non-current liabilities</b>		<b>1,685.59</b>	<b>1,523.25</b>
<b>Current liabilities</b>			
<b>Financial liabilities</b>			
Borrowings	19	1,551.04	1,291.24
Lease liabilities	5	224.84	126.28
Trade payables	22		
Total outstanding dues of micro enterprises and small enterprises; and		60.35	134.55
Total outstanding dues of creditors other than micro enterprises and small enterprises		2,083.17	1,830.96
Other financial liabilities	23	414.16	200.77
Other current liabilities	24	173.96	142.61
Provisions	21	10.23	6.19
Current tax liabilities (net)	25	34.61	70.73
<b>Total current liabilities</b>		<b>4,552.36</b>	<b>3,803.33</b>
<b>Total liabilities</b>		<b>6,237.95</b>	<b>5,326.58</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>11,759.15</b>	<b>9,602.45</b>

Summary of significant accounting policies 2  
The accompanying notes 3 to 49 are an integral part of these Financial Statements.

As per our report of even date attached  
For **B S R & Associates LLP**  
Chartered Accountants  
ICAI Firm Registration No.: 116231W/W-100024

**Sandeep Batra**  
Partner  
Membership No.: 093320

**Place:** Gurugram  
**Date:** 29 May 2023

**Hari Krishan Agarwal**  
Chairman and Managing Director  
DIN: 00172467  
**Place:** New Delhi  
**Date:** 29 May 2023

**Raman Chawla**  
Chief Financial Officer

**Place:** Gurugram  
**Date:** 29 May 2023

For and on behalf of the Board of Directors of  
**Campus Activewear Limited**  
(formerly known as Campus Activewear Private Limited)

**Nikhil Aggarwal**  
Whole Time Director and  
Chief Executive Officer  
DIN: 01877186  
**Place:** Gurugram  
**Date:** 29 May 2023

**Archana Maini**  
General Counsel and Company Secretary  
Membership No.: A16092

**Place:** Gurugram  
**Date:** 29 May 2023

**Campus Activewear Limited (formerly known as Campus Activewear Private Limited)**  
(All amounts are in INR Million except per share data or as otherwise stated)

# Statement of Profit and Loss

For the year ended 31 March 2023

	Notes	For the year ended 31 March 2023	For the year ended 31 March 2022
<b>Income</b>			
Revenue from operations	26	14,842.50	11,941.81
Other income	27	27.54	23.96
<b>Total Income</b>		<b>14,870.04</b>	<b>11,965.77</b>
<b>Expenses</b>			
Cost of materials consumed	28	8,428.68	6,780.63
Purchases of stock-in-trade	29	174.26	204.87
Changes in inventories of finished goods, stock-in-trade and work-in-progress	30	(1,083.13)	(953.75)
Employee benefits expense	31	801.87	657.19
Finance costs	32	286.84	196.20
Depreciation and amortisation expense	33	710.42	530.41
Other expenses	34	3,985.08	2,833.13
<b>Total Expenses</b>		<b>13,304.02</b>	<b>10,248.68</b>
<b>Profit before tax</b>	8	<b>1,566.02</b>	<b>1,717.09</b>
<b>Tax expense:</b>			
Current tax (charge)		(484.42)	(414.40)
Deferred tax credit		89.58	(217.31)
<b>Total tax expense</b>		<b>(394.84)</b>	<b>(631.71)</b>
<b>Profit after tax (A)</b>		<b>1,171.18</b>	<b>1,085.38</b>
<b>Other comprehensive income</b>			
<b>Items that will not be reclassified to profit or loss</b>			
Remeasurement of defined benefit liability	35	0.38	7.74
Income tax relating to items that will not be reclassified to profit or loss	35	(0.09)	(1.95)
<b>Other comprehensive income for the year, net of tax (B)</b>		<b>0.29</b>	<b>5.79</b>
<b>Total comprehensive income for the year (A + B)</b>		<b>1,171.47</b>	<b>1,091.17</b>
<b>Earnings per equity share (face value of INR 5 each)</b>			
Basic (INR)	36	3.85	3.57
Diluted (INR)		3.84	3.57

Summary of significant accounting policies. 2

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

As per our report of even date attached  
For **B S R & Associates LLP**  
Chartered Accountants  
ICAI Firm Registration No.: 116231W/W-100024

For and on behalf of the Board of Directors of  
**Campus Activewear Limited**  
(formerly known as Campus Activewear Private Limited)

**Sandeep Batra**  
Partner  
Membership No.: 093320

**Hari Krishan Agarwal**  
Chairman and Managing Director  
DIN: 00172467

**Nikhil Aggarwal**  
Whole Time Director and  
Chief Executive Officer  
DIN: 01877186

**Place:** New Delhi  
**Date:** 29 May 2023

**Place:** Gurugram  
**Date:** 29 May 2023

**Raman Chawla**  
Chief Financial Officer

**Archana Maini**  
General Counsel and Company Secretary  
Membership No.: A16092

**Place:** Gurugram  
**Date:** 29 May 2023

**Place:** Gurugram  
**Date:** 29 May 2023

**Place:** Gurugram  
**Date:** 29 May 2023

# Statement of Cash Flow

For the year ended 31 March 2023

	For the year ended 31 March 2023	For the year ended 31 March 2022
<b>A. Cash flows from/(used in) operating activities</b>		
Profit before tax	1,566.02	1,717.09
<b>Adjustments:</b>		
Depreciation and amortisation expense	710.42	530.41
Finance costs	286.59	196.20
Interest income	(6.72)	(2.47)
Trade receivables written off	0.91	0.02
Allowance for expected credit loss	98.83	25.33
Advances written off	0.67	0.36
Property, plant and equipment written off	0.16	7.48
(Gain)/loss on sale of property, plant and equipment (net)	(7.36)	9.34
Gain on termination on lease	(3.56)	(0.99)
Advances from customers written back	-	(0.06)
Provisions/creditors written back	(0.55)	(3.98)
Share based payment expenses	36.21	26.50
Provision for inventory	61.30	3.80
Unwinding of discount on provisions	0.25	-
<b>Operating profit before changes in assets and liabilities</b>	<b>2,743.17</b>	<b>2,509.03</b>
<b>Working capital adjustments</b>		
(Increase) in inventories	(1,008.22)	(1,521.66)
(Increase) in trade receivables	(529.42)	(380.11)
Decrease/(increase) in other assets	2.38	(177.67)
(Increase) in loans	(1.13)	(2.78)
Decrease/(increase) in other current and non-current financial assets	110.83	(226.09)
(Increase) in other non-current assets	(1.23)	(3.40)
Increase in trade payables	178.56	269.12
Increase in provisions	27.40	14.56
Increase in other current financial liabilities	198.30	38.18
Increase in other non-current financial liabilities	37.24	-
Increase in other current liabilities	31.35	94.22
<b>Cash generated from operating activities</b>	<b>1,789.23</b>	<b>613.40</b>
Less: Income tax paid (net of refunds)	(524.56)	(434.72)
<b>Net cash generated from operating activities (A)</b>	<b>1,264.67</b>	<b>178.68</b>
<b>B. Cash flows from/(used in) investing activities</b>		
Purchase of property, plant and equipment including capital-work-in-progress, intangible assets, capital advances and capital creditors	(686.84)	(342.77)
Proceeds from sale of property, plant and equipment	19.82	15.48
(Investments) in bank deposits (having original maturity of more than three months)	(32.62)	(16.00)
Interest income	2.78	2.47
<b>Net cash (used in) investing activities (B)</b>	<b>(696.86)</b>	<b>(340.82)</b>
<b>C. Cash flows from/(used in) financing activities</b>		
Proceeds from non-current borrowings (including current maturities)	247.89	-
Repayment of non-current borrowings (including current maturities)	(509.92)	(256.12)
Change in current borrowings (net)	326.78	643.08
Proceeds from share allotment under employee stock options	35.90	31.84
Proceeds from share application money received pending allotment under employee stock options	1.75	-
Principal payment of lease liabilities (Refer note 5)	(156.46)	(89.72)
Interest paid on lease liabilities (Refer note 5)	(140.10)	(53.32)
Interest paid other than on lease liabilities	(137.25)	(120.51)
<b>Net cash (used in)/generated from financing activities (C)</b>	<b>(331.41)</b>	<b>155.25</b>
<b>Net Increase/(decrease) in cash and cash equivalents (A+B+C)</b>	<b>236.40</b>	<b>(6.89)</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>3.48</b>	<b>10.37</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>239.88</b>	<b>3.48</b>

**Campus Activewear Limited (formerly known as Campus Activewear Private Limited)**  
(All amounts are in INR Million except per share data or as otherwise stated)

**NOTES TO STATEMENT OF CASH FLOWS:**

**(i) Components of cash and cash equivalents:**

	As at 31 March 2023	As at 31 March 2022
Cash on hand	1.39	1.91
<b>Balance with banks:</b>		
- On current Account	87.16	1.57
Cheques, drafts on hand	150.48	-
Other balances	0.85	-
	<b>239.88</b>	<b>3.48</b>

**(ii) Change in liabilities arising from financing activities:**

	For the year ended 31 March 2023	For the year ended 31 March 2022
<b>Opening balance</b>		
Term loans (including current maturities)	665.26	921.38
Current borrowings	1,077.68	434.60
<b>Cash flows</b>		
Repayment of term loans	(509.92)	(256.12)
Proceeds from term loans	247.89	-
Repayment of current borrowings	(29,174.55)	(18,767.22)
Proceeds from current borrowings	29,501.33	19,410.30
<b>Net cash flow changes</b>	<b>64.75</b>	<b>386.96</b>
<b>Closing balance</b>		
Term loans (including current maturities)	403.23	665.26
Current borrowings	1,404.46	1,077.68
<b>The following is the movement in lease liabilities:</b>		
<b>Opening balance</b>	1,146.93	416.44
Additions	959.56	834.96
Interest accrued on lease liabilities (Refer note 5)	140.10	53.32
Principal payment of lease liabilities (Refer note 5)	(156.46)	(89.72)
Interest paid on lease liabilities (Refer note 5)	(140.10)	(53.32)
Deletions	(407.62)	(14.75)
<b>Closing balance</b>	<b>1,542.41</b>	<b>1,146.93</b>

Cash flow from operating activities for the year ended 31 March 2023 is after considering corporate social responsibility expenditure of INR 21.33 Million (31 March 2022: INR 16.87 Million).

The statement of cash flows has been prepared in accordance with the 'Indirect method' as set out in the Ind AS 7 on "Statement of Cash flows".

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

As per our report of even date attached  
For **B S R & Associates LLP**  
Chartered Accountants  
ICAI Firm Registration No.: 116231W/W-100024

For and on behalf of the Board of Directors of  
**Campus Activewear Limited**  
(formerly known as Campus Activewear Private Limited)

**Sandeep Batra**  
Partner  
Membership No.: 093320

**Hari Krishan Agarwal**  
Chairman and  
Managing Director  
DIN: 00172467

**Nikhil Aggarwal**  
Whole Time Director and  
Chief Executive Officer  
DIN: 01877186

**Place:** New Delhi  
**Date:** 29 May 2023

**Place:** Gurugram  
**Date:** 29 May 2023

**Raman Chawla**  
Chief Financial Officer

**Archana Maini**  
General Counsel and Company Secretary  
Membership No.: A16092

**Place:** Gurugram  
**Date:** 29 May 2023

**Place:** Gurugram  
**Date:** 29 May 2023

**Place:** Gurugram  
**Date:** 29 May 2023



**Campus Activewear Limited (formerly known as Campus Activewear Private Limited)**  
(All amounts are in INR Million except per share data or as otherwise stated)

# Statement of Changes in Equity

For the year ended 31 March 2023

## (A) EQUITY SHARE CAPITAL (REFER NOTE 17)

	As at 31 March 2023	As at 31 March 2022
Balance at the beginning of the year	1,521.63	1,518.71
Shares issued during the year	1.80	2.92
Outstanding at the end of the year	1,523.43	1,521.63

## (B) OTHER EQUITY (REFER NOTE 18)

	Reserves and Surplus				Other comprehensive income	Total
	Share application money pending allotment	Retained earnings	Securities premium	Share options outstanding account		
Balance as at 1 April 2021	-	1,578.02	19.50	10.12	-	1,607.64
Profit for the year	-	1,085.38	-	-	-	1,085.38
Other comprehensive income for the year	-	-	-	-	5.79	5.79
<b>Total comprehensive income for the year</b>	-	1,085.38	-	-	5.79	1,091.17
Transfer to retained earnings	-	5.79	-	-	(5.79)	-
Addition during the year	-	-	-	26.50	-	26.50
Share options lapsed during the year	-	2.48	-	(2.48)	-	-
Issue of equity shares for cash (under employee stock options scheme)	-	-	37.43	(8.50)	-	28.93
<b>Balance as at 31 March 2022</b>	-	2,671.67	56.93	25.64	-	2,754.24
Profit for the year	-	1,171.18	-	-	-	1,171.18
Other comprehensive income for the year	-	-	-	-	0.29	0.29
<b>Total comprehensive income for the year</b>	-	1,171.18	-	-	0.29	1,171.47
Transfer to retained earnings	-	0.29	-	-	(0.29)	-
Addition during the year	1.75	-	-	36.21	-	37.96
Shares issued during the year	-	-	41.33	(7.23)	-	34.10
<b>Balance as at 31 March 2023</b>	1.75	3,843.14	98.26	54.62	-	3,997.77

As per our report of even date attached  
For **B S R & Associates LLP**  
Chartered Accountants  
ICAI Firm Registration No.: 116231W/W-100024

For and on behalf of the Board of Directors of  
**Campus Activewear Limited**  
(formerly known as Campus Activewear Private Limited)

**Sandeep Batra**  
Partner  
Membership No.: 093320

**Hari Krishan Agarwal**  
Chairman and  
Managing Director  
DIN: 00172467

**Nikhil Aggarwal**  
Whole Time Director and  
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DIN: 01877186

**Place:** New Delhi  
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**Place:** Gurugram  
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**Raman Chawla**  
Chief Financial Officer

**Archana Maini**  
General Counsel and Company Secretary  
Membership No.: A16092

**Place:** Gurugram  
**Date:** 29 May 2023

**Place:** Gurugram  
**Date:** 29 May 2023

**Place:** Gurugram  
**Date:** 29 May 2023

# Notes to Financial Statements

For the year ended 31 March 2023

## 1. CORPORATE INFORMATION

Campus Activewear Limited (formerly known as Campus Activewear Private Limited) is a public limited Company domiciled in India (hereinafter referred as "Company" or "CAL") with its registered office situated at D-1, Udyog Nagar, main Rohtak Road, New Delhi- 110041. It was incorporated on 24 September 2008 under the Companies Act, 1956 vide Corporate Identification Number (CIN) L74120DL2008PLC183629.

The Company is primarily engaged in the business of manufacturing and trading of footwear and accessories through its retail and wholesale network.

The Company was converted into a public limited Company under the Companies Act, 2013 on 22 November 2021 and consequently, the name was changed to Campus Activewear Limited.

## 2 (A) BASIS OF PREPARATION

### A. Statement of compliance

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Companies Act, 2013 ('the Act') and other relevant provisions of the Act.

These financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency. All amounts have been rounded-off to the nearest Million, unless otherwise indicated.

The financial statements are approved for issue by the Board of Directors of the Company at their meeting held on 29 May 2023.

The accounting policies are applied consistently to all the periods presented in the financial statements.

### B. Basis of measurement

The financial statements have been prepared on the historical cost basis except for the following items:

(a) Certain financial assets and liabilities	Fair value
(b) Net defined benefit (asset)/liability	Fair value of plan assets less present value of defined benefit obligations

### C. Use of judgements and estimates

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and

the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

### Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognized in the financial statements is included in the following notes:

- Lease classification – refer 2(b)(vii) and Note 5
- Revenue recognition – refer 2(b)(ix)

### Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties at the reporting date that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial year is included in the following notes:

- Impairment test of non-financial assets: key assumptions underlying recoverable amounts (refer 2(b)(v))
- Measurement of defined benefit obligations: key actuarial assumptions (refer note 38)
- Recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources (refer 2(b)(xii))
- Impairment of financial assets (refer 2(b)(ii))
- Estimation of current tax expense and recognition of deferred tax assets (refer 2(b)(xiv))
- Share based payment expense (refer note 31 and note 39)

### D. Measurement of fair values

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

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

The principal or the most advantageous market is accessible by the Company.

# Notes to Financial Statements

For the year ended 31 March 2023

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

The finance department of the Company performs the valuations of financial assets and liabilities required for financial reporting purposes, including level 3 fair values. This team reports directly to the Chief Financial Officer. Discussions of valuation processes and results are held between the Chief Financial Officer and the finance team at least once every year in line with the Company's reporting periods.

Changes in level 2 and 3 fair values are analysed at the end of each reporting period.

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

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in Note 42 – Financial instruments – Fair values and risk management.

## E. Current/Non-current classification

The Company classifies an asset as current asset when:

- it expects to realise the asset, or intends to sell or consume it, in its normal operating cycle;

- it holds the asset primarily for the purpose of trading;
- it expects to realise the asset within twelve months after the reporting period; or
- the asset is cash or a cash equivalent unless the asset is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is classified as current when:

- it expects to realise the asset, or intends to sell or consume it, in its normal operating cycle;
- it holds the liability primarily for the purpose of trading;
- the liability is due to be settled within twelve months after the reporting period; or
- it does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting period. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities are classified as non-current.

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

## Operating cycle

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

## 2 (B) SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to the periods presented in these financial statements.

### (i) Foreign currency transactions:

Transactions in foreign currencies are translated into the functional currency of the Company at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary

# Notes to Financial Statements

For the year ended 31 March 2023

assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Foreign currency exchange differences are recognised in profit or loss.

## (ii) Financial instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

### Recognition and initial measurement

Trade receivables are initially recognized when they are originated. All other financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus or minus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

### Classification and subsequent measurement

#### Financial assets

On initial recognition, a financial asset is classified as measured at:

- Amortised cost;
- FVOCI – debt investment;
- FVOCI – equity investment; or
- FVTPL.

Financial assets are not reclassified subsequent to their initial recognition, unless the Company changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- The asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- The asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

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

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

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

#### Subsequent measurement

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

Financial assets at FVTPL are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in the profit or loss.



# Notes to Financial Statements

For the year ended 31 March 2023

## Impairment of financial assets

The Company applies expected credit loss (ECL) model for measurement and recognition of loss allowance on the following:

- i Financial assets measured at amortized cost;
- ii. Financial assets i.e. debt investments measured at fair value through other comprehensive income (FVTOCI).

In case of trade receivables, the Company follows a simplified approach wherein an amount equal to lifetime ECL is measured and recognized as loss allowance.

In case of other assets (listed as ii above), the Company determines if there has been a significant increase in credit risk of the financial asset since initial recognition. If the credit risk of such assets has not increased significantly, an amount equal to 12-month ECL is measured and recognized as loss allowance. However, if credit risk has increased significantly, an amount equal to lifetime ECL is measured and recognized as loss allowance.

Subsequently, if the credit quality of the financial asset improves such that there is no longer a significant increase in credit risk since initial recognition, the Company reverts to recognizing impairment loss allowance based on 12-month ECL.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial asset. 12-month ECL are a portion of the lifetime ECL which result from default events that are possible within 12 months from the reporting date.

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

As a practical expedient, the Company uses a provision matrix to measure lifetime ECL on its portfolio of trade receivables. The provision matrix is prepared based on historically observed default rates over the expected life of trade receivables and is adjusted for forward-looking estimates. At each reporting date, the historically

observed default rates and changes in the forward-looking estimates are updated.

## Financial liabilities: Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

## Derecognition

### Financial assets

The Company derecognises a financial asset when:

- the contractual rights to the cash flows from the financial asset expire; or
- it transfers the rights to receive the contractual cash flows in a transaction in which either:
  - substantially all of the risks and rewards of ownership of the financial asset are transferred; or
  - the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet but retains either all or substantially all of the risks and rewards of the transferred assets. In these cases, the transferred assets are not derecognised.

## Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Company also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the

# Notes to Financial Statements

For the year ended 31 March 2023

consideration paid (including any non-cash assets transferred or liabilities assumed) is recognized in profit or loss.

## Offsetting

Financial assets and financial liabilities are offset and the net amount is presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

## (iii) Property, plant and equipment

### Recognition and measurement

The cost of an item of property, plant and equipment shall be recognised as an asset if, and only if it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

Items of property, plant and equipment (including capital-work-in progress) are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and any accumulated impairment losses. Freehold land is carried at historical cost less any accumulated impairment losses.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Subsequent costs are included in the assets carrying amount or recognised as a separate asset, as appropriate, only when it is probable of future economic benefits.

Property, plant and equipment which are not ready for intended use as on date of reporting period, are disclosed as Capital work in progress.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

## Depreciation

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives using the written down value method and is generally recognised in the statement of profit and loss. Freehold land is not depreciated.

The estimated useful lives of items of property, plant and equipment are as follows:

Asset Category	Useful lives estimated by the management	Useful lives as per Schedule II of Companies Act, 2013
Buildings	30 years	30 years
Plant and machinery	15 years	15 years
Plant and machinery (Moulds)	3 years	15 years
Computers	3 years	3 years
Office equipment	5 years	5 years
Furniture and fixtures	10 years	10 years
Vehicles	8 years	8 years
Electric installations	10 years	10 years

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate. In case of a revision, the unamortized depreciable amount is charged over the revised remaining useful life

# Notes to Financial Statements

For the year ended 31 March 2023

Depreciation on additions/(disposals) is provided on a pro-rata basis i.e. from/(upto) the date on which asset is ready for use/(disposed off).

Leasehold improvements are amortised over the lower of lease period or estimated useful life, on straight line basis from the date that they are available for use.

The useful lives have been determined based on internal and technical evaluation done by management and are in line with the estimated useful lives, to the extent prescribed by the Schedule II to the Companies Act, 2013, in order to reflect the technological obsolescence and actual usage of the asset.

## (iv) Other intangible assets

Intangible assets that are acquired by the Company are measured initially at cost. After initial recognition, an intangible asset is carried at its cost less any accumulated amortization and any accumulated impairment loss.

Subsequent expenditure is capitalised only when it increases the future economic benefits from the specific asset to which it relates.

Intangible assets are amortised in the Statement of Profit and Loss over their estimated useful lives, from the date that they are available for use based on the expected pattern of consumption of economic benefits of the asset. Accordingly, at present, these are being amortised on straight line basis. Intangible assets are amortised over the best estimate of the respective useful lives as under:

**(a) Trademarks:** Amortised over the period of 10 years.

**(b) Software:** Amortised over the period of 5 years.

Amortisation method, useful lives and residual values are reviewed at the end of each financial year and adjusted if appropriate.

An intangible asset is derecognized on disposal or when no future economic benefits are expected from its use and disposal.

Losses arising from retirement and gains or losses arising from disposal of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss.

Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related

expenditure is reflected in profit or loss in the period in which the expenditure is incurred

## (v) Impairment

### Impairment of non-financial assets

The Company's non-financial assets, other than inventories, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs of disposal. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in profit or loss. They are allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets in the CGU on a pro rata basis.

In respect of other assets for which impairment loss has been recognised in prior periods, the Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

## (vi) Borrowing costs

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs, if any) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of

# Notes to Financial Statements

For the year ended 31 March 2023

time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

## (vii) Leases

The Company's lease asset classes primarily consist of leases for land and buildings taken for warehouses, retail stores and factories. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- (i) the contract involves the use of an identified asset,
- (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease; and
- (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases.

For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities include these options when it is reasonably certain that they will be exercised. The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

They are subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. In addition, the right-

of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. The lease liability is measured at amortised cost using the effective interest method.

In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

## (viii) Inventories

Inventories are valued at the lower of cost and net realisable value. The cost of inventories is based on First in First out ("FIFO") formula.

**Raw materials:** Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition.

**Finished goods (manufactured) and work in progress:** Cost includes cost of direct materials and labour and an appropriate share of production overheads based on normal operating capacity.

**Finished goods (traded):** Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition.

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

The net realisable value of work-in-progress is determined with reference to the selling prices of related finished goods. Raw materials, components and other supplies held for use in the production of finished products are not written down below cost except in cases when a decline in the price of materials indicates that the cost of the finished products shall exceed the net realisable value.

The comparison of cost and net realisable value is made on an item-by-item basis.



# Notes to Financial Statements

For the year ended 31 March 2023

Inventories in transit are valued at the lower of cost and net realisable value.

Appropriate adjustments are made to the carrying value of damaged, slow moving and obsolete inventories based on management's current best estimate.

## (ix) Revenue recognition

Ind AS 115 establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised.

Revenue is recognised upon transfer of control of promised goods or services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those products or services.

Revenue from the sale of goods is recognised at the point in time when control is transferred to the customer which coincides with the performance obligation under the contract with the customer.

Revenue is measured based on the transaction price, which is the consideration, adjusted for discounts, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers. Invoices are usually payable based on the credit terms agreed with customers which vary up to 90 days.

Use of significant judgements in revenue recognition:

Judgement is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as volume discounts, price concessions and incentives. The transaction price is also adjusted for the effects of the time value of money if the contract includes a significant financing component. Any consideration payable to the customer (or to other parties that purchase the entity's goods or services from the customer) is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognized will not occur and is reassessed at the end of each reporting period. The Company allocates the elements of variable considerations to all the performance obligations of the contract unless there is observable evidence that it pertains to one or more distinct performance obligations.

Claims lodged with insurance companies are accounted for on an accrual basis, to the extent these are measurable and the ultimate collection is reasonably certain.

## Assets and liabilities arising from right to return

For contracts that permit the customer to return an item, revenue is recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur.

Therefore, the amount of revenue recognised is adjusted for expected returns, which are estimated based on the historical data. In these circumstances, a refund liability and a right to recover returned goods asset are recognised.

## Right to return assets

A right of return gives an entity a contractual right to recover the goods from a customer (return asset), if the customer exercises its option to return the goods and obtain a refund. The asset is measured at the carrying amount of the inventory, less any expected costs to recover the goods, including any potential decreases in the value of the returned goods. The right to recover returned goods is included in Other current assets.

## Refund liabilities

A refund liability is the obligation to refund part or all of the consideration received (or receivable) from the customer. The Company has therefore recognised refund liabilities in respect of customer's right to return. The liability is measured at the amount the Company ultimately expects it will have to return to the customer. The Company updates its estimate of refund liabilities (and the corresponding change in the transaction price) at the end of each reporting period. The refund liability is included in other current liabilities.

The Company reviews its estimate of expected returns at each reporting date and updates the amounts of the asset and liability accordingly.

## (x) Government grants

Government grants are recognized where there is reasonable assurance that the grant will be received and all the attached conditions will be complied with. When the grant relates to an expense item, it is recognized in profit or loss as other income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is netted off with the respective asset.

# Notes to Financial Statements

For the year ended 31 March 2023

## (xi) Provisions (other than employee benefits)

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost. Expected future operating losses are not provided for.

### Decommissioning liability

Decommissioning costs are provided at the present value of expected costs to settle the obligation using estimated cash flows and are recognised as part of the cost of the particular asset. The cash flows are discounted at a current pre-tax rate that reflects the risks specific to the decommissioning liability. The unwinding of the discount is expensed as incurred and recognised in the statement of profit and loss as a finance cost. The estimated future costs of decommissioning are reviewed annually and adjusted as appropriate. Changes in the estimated future costs or in the discount rate applied are added to or deducted from the cost of the asset.

### Contingencies

Provision in respect of loss contingencies relating to claims, litigation, assessment, fines, penalties, etc. are recognized when it is probable that a liability has been incurred, and the amount can be estimated reliably.

## (xii) Operating segments

Operating segments are defined as components of an entity where discrete financial information is evaluated regularly by the chief operating decision maker ("CODM") in deciding allocation of resources and in assessing performance. The Board of Director's is its CODM. The Company's CODM reviews financial information presented on a consolidated basis for the purposes of making operating decisions, allocating resources, and evaluating financial performance. As such, the Company has determined that it operates in one operating and reportable segment.

## (xiii) Employee benefits

### Short-term employee benefits

Short-term employee benefit are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the

amount expected to be paid e.g. under short-term cash bonus, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the amount of obligation can be estimated reliably.

### Share-based payment arrangements

The grant date fair value of equity settled share-based payment arrangement granted to employees is generally recognised as an employee benefits expense, with a corresponding increase in equity, over the vesting period of the awards. The amount recognised as an expense is based on the estimate of the number of awards for which the related service and non-market performance conditions are expected to be met, such that the amount ultimately recognised as an expense is based on the number of awards that do meet the related service and non-market performance conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

### Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions to a separate entity and has no obligation to pay any further amounts. The Company makes specified monthly contributions towards Government administered provident fund scheme. The Company's contribution are expensed as an employee benefits expense in the Statement of Profit and Loss in the period in which the employee renders the related service.

Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

### Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company's gratuity benefit scheme is a defined benefit plan. The Company's net obligation in respect of a defined benefit plan is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. The fair value of plan assets is reduced from the gross obligation under the defined benefit plans, to recognise the obligation on net basis. The calculation of the Company's obligation is performed annually by a qualified actuary using the projected unit credit method.

# Notes to Financial Statements

For the year ended 31 March 2023

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest), are recognised in OCI. The Company determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate, determined by reference to market yields at the end of the reporting period on government bonds. This rate is applied on the net defined benefit liability (asset), both as determined at the start of the annual reporting period, taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

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

## Other long-term employee benefits - compensated absences

Accumulated absences expected to be carried forward beyond twelve months is treated as long-term employee benefit for measurement purposes. The Company's net obligation in respect of other long-term employee benefit of accumulating compensated absences is the amount of future benefit that employees have accumulated at the end of the year. That benefit is discounted to determine its present value. The obligation is measured annually by a qualified actuary using the projected unit credit method. Remeasurements are recognised in profit or loss in the period in which they arise.

The obligations are presented as current liabilities in the balance sheet if the Company does not have an unconditional right to defer the settlement for at least twelve months after the reporting date.

## Termination benefits

Termination benefits are expensed at the earlier of when the Company can no longer withdraw the offer of those benefits and when the Company recognises costs for a restructuring. If benefits are not expected to be settled wholly within 12 months of the reporting date, then they are discounted.

## (xiv) Income tax

Income tax comprises current and deferred tax. It is recognised in profit or loss except to the extent that it

relates to a business combination, or an item recognised directly in equity or in Other comprehensive income.

## Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects uncertainty related to income taxes, if any. It is measured using tax rates enacted or substantively enacted at the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

## Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for:

- Temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction;
- Taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax is recognized based on the expected manner of realization or settlement of the carrying amount of assets and liabilities using tax rates enacted, or substantially enacted at the reporting period.

Deferred tax assets are recognized only to the extent that it is probable that future taxable profits will be available against which the assets can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefits will be realized.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current

# Notes to Financial Statements

For the year ended 31 March 2023

tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

## **(xv) Earnings per share**

Basic earnings per share is calculated by dividing the net profit (or loss) for the year attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average numbers of equity shares outstanding during the year are adjusted for events such as bonus issue and share split.

Diluted earnings per share is computed by dividing the profit (considered in determination of basic earnings per share) after considering the effect of interest and other financing costs or income (net of attributable taxes) associated with dilutive potential equity shares by the weighted average number of equity shares considered for deriving basic earnings per share adjusted for the weighted average number of equity shares that would have been issued upon conversion of all dilutive potential equity shares.

## **(xvi) Cash and cash equivalents**

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

## **(xvii) Cash flow statement**

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expense associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

## **(xviii) Contingent liability**

A contingent liability is a possible obligation arising from past events and whose existence 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 but is not recognized because it is not probable that an outflow of resources embodying

economic benefits will be required to settle the obligation or the amount of the obligation can not be measured with sufficient reliability. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

## **Contingent Assets**

Contingent asset is not recognised in the financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognized.

Provisions, contingent liabilities and contingent assets are reviewed at each Balance Sheet date.

## **(xix) Business Combination**

### **Business Combinations - Entities under common control**

Business combinations involving entities that are controlled by the Company are accounted for using the pooling of interest methods as follows:

- (i) The assets and liabilities of the combining entities are reflected at their carrying amounts.
- (ii) No adjustments are made to reflect fair values, or recognise any new assets or liabilities. Adjustments are only made to harmonise accounting policies.
- (iii) The financial information in the Financial Statements in respect of prior periods is restated as if the business combination had occurred from the beginning of the preceding period in the Financial Statements, irrespective of the actual date of the combination. However, where the business combination had occurred after that date, the prior period information is restated only from that date.
- (iv) The balance of the retained earnings appearing in the Financial Statements of the Company is aggregated with the corresponding balance appearing in the financial statements of the transferee. The identity of the reserves is preserved and the reserves of the transferor become the reserves of the transferee.
- (v) The difference, if any, between the amounts recorded as share capital issued plus any additional consideration in the form of cash or other assets and the amount of share capital of the transferor is transferred to capital reserve and is presented separately from other capital reserves.



# Notes to Financial Statements

For the year ended 31 March 2023

## (xx) Recent Accounting Pronouncements

On 31 March 2023, the Ministry of Corporate Affairs (MCA) through a notification, issued certain amendments and annual improvements to Ind AS. These amendments are applicable for accounting periods beginning on or after 1 April 2023. Key amendments are mentioned below:

### (i) Ind AS 1 Presentation of Financial Statements:

Amendment to Ind AS 1 clarifies that Companies should now disclose material accounting policies rather than their significant accounting policies. Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general purpose financial statements.

The application of this amendment is not expected to have a material impact on the Company's financial statements.

### (ii) Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors:

Amendment to Ind AS 8 has replaced the definition of 'change in account estimate' has been replaced by revised definition of 'accounting estimate'. As per revised definition, accounting estimates are monetary

amounts in the financial statements that are subject to measurement uncertainty. Accounting estimates include:

- a) Selection of a measurement technique (estimation or valuation technique).
- b) Selecting the inputs to be used when applying the chosen measurement technique.

The application of this amendment is not expected to have a material impact on the Company's financial statements.

- ### (iii) Ind AS 12 Income Taxes:
- Amendments to Ind AS 12 has restricted the scope of the Initial Recognition Exemption (IRE) and now IRE does not apply to transactions that give rise to equal and offsetting temporary differences. Accordingly, companies will need to recognize a deferred tax asset and a deferred tax liability for temporary differences arising on transactions such as initial recognition of a lease and a decommissioning provision.

The application of this amendment is not expected to have a material impact on the Company's financial statements.



(All amounts are in INR Million except per share data or as otherwise stated)

# Notes to Financial Statements

For the year ended 31 March 2023

## 4. CAPITAL WORK-IN-PROGRESS

Particulars	Leasehold improvements	Buildings	Plant and machinery	Computers	Office equipment	Furniture and fixtures	Electrical installations	Total
Gross block								
Balance as at 1 April 2021	0.46	-	0.42	0.05	0.34	1.12	0.11	2.50
Additions	19.48	5.60	38.95	-	8.28	10.25	-	82.56
Capitalisations	12.52	-	27.74	0.05	8.62	11.37	0.11	60.41
Balance as at 31 March 2022	7.42	5.60	11.63	-	-	-	-	24.65
Additions	158.75	82.67	113.93	-	24.64	24.32	10.11	414.42
Capitalisations	162.14	54.37	125.56	-	24.48	24.32	10.11	400.98
Balance as at 31 March 2023	4.03	33.90	-	-	0.16	-	-	38.09

## Capital work-in-progress (CWIP) ageing schedule

Particulars	Amount in CWIP for a period of			Total
	Less than 1 year	1-2 years	2-3 years	
As at 31 March 2023			More than 3 years	
- Projects in progress				
Project 1**	4.03	-	-	4.03
Project 2##	33.91	-	-	33.91
- Others	0.15	-	-	0.15
- Projects temporarily suspended	-	-	-	-
<b>Total</b>	<b>38.09</b>	<b>-</b>	<b>-</b>	<b>38.09</b>
As at 31 March 2022				
- Projects in progress				
Project 1*	7.42	-	-	7.42
Project 2#	5.60	-	-	5.60
- Others	11.63	-	-	11.63
- Projects temporarily suspended	-	-	-	-
<b>Total</b>	<b>24.65</b>	<b>-</b>	<b>-</b>	<b>24.65</b>

\*\* Represents expenditure in relation to set-up of new plant at Poanta Sahib.

## Represents mainly the work in progress for construction of factory building at Dehradun location.

\* Represents expenditure on development/fit-out work of interiors at new leased office at Gurugram location.

# Represents majorly the work in progress for extension of factory building at Baddi location.

### Notes:

- The Company does not have any Capital work-in-progress which is overdue or has exceeded its cost compared to its original plan and hence Capital work-in-progress completion schedule is not applicable.
- Refer note 37 for capital commitments.

# Notes to Financial Statements

For the year ended 31 March 2023

## 5. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

### Company as lessee

Information about leases for which the Company is a lessee is presented below:

Right-of-use assets (ROU assets)	Leasehold land	Buildings	Total
<b>Gross block</b>			
Balance as at 1 April 2021	107.57	497.09	604.66
Addition for new leases	-	864.73	864.73
Disposals*	-	(21.26)	(21.26)
<b>Balance as at 31 March 2022</b>	<b>107.57</b>	<b>1,340.56</b>	<b>1,448.13</b>
Addition for new leases	-	971.04	971.04
Disposals*	-	(474.03)	(474.03)
<b>Balance as at 31 March 2023</b>	<b>107.57</b>	<b>1,837.57</b>	<b>1,945.14</b>
<b>Accumulated amortisation</b>			
Balance as at 1 April 2021	3.67	110.15	113.82
Amortisation charge for the year	1.22	132.14	133.36
Disposals*	-	(7.15)	(7.15)
<b>Balance as at 31 March 2022</b>	<b>4.89</b>	<b>235.14</b>	<b>240.03</b>
Amortisation charge for the year	1.21	273.62	274.83
Disposals*	-	(70.38)	(70.38)
<b>Balance as at 31 March 2023</b>	<b>6.10</b>	<b>438.38</b>	<b>444.48</b>
<b>Net Block</b>			
As at 31 March 2022	102.68	1,105.42	1,208.10
As at 31 March 2023	101.47	1,399.19	1,500.66

The following is the movement in lease liabilities:

### Lease liabilities

Particulars	As at 31 March 2023	As at 31 March 2022
Opening balance	1,146.93	416.44
Addition for new leases	959.56	834.96
Interest on lease liabilities	140.10	53.32
Payment of lease liabilities	(296.56)	(143.04)
Disposals*	(407.62)	(14.75)
<b>Closing balance</b>	<b>1,542.41</b>	<b>1,146.93</b>

\*It includes the impact of modification.

Refer note 42 for details regarding the contractual maturities of lease liabilities.



## Notes to Financial Statements

For the year ended 31 March 2023

**Lease liabilities included in the statement of financial position:**

Particulars	As at 31 March 2023	As at 31 March 2022
Current	224.84	126.28
Non-current	1,317.57	1,020.65
	1,542.41	1,146.93

**The following are the amounts recognised in statement of profit and loss:**

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Amortisation expense of right-of-use assets	274.83	133.36
Interest on lease liabilities	140.10	53.32
Gain on termination of lease contracts	(3.56)	(0.99)
Rent concession on lease liabilities	(0.22)	(10.69)
<b>Total amount recognised in statement of profit and loss</b>	<b>411.15</b>	<b>175.00</b>

**The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis:**

Particulars	As at 31 March 2023	As at 31 March 2022
Not later than one year	337.81	219.22
Later than one year and not later than five years	1,044.42	805.49
Later than five years	474.94	550.52
<b>Total</b>	<b>1,857.17</b>	<b>1,575.23</b>

Refer note 42 for information about liquidity risk of financial liabilities.

**All the title deeds of Immovable properties are held in the name of Company, except as mentioned below:**

Relevant line item in the Balance sheet	Description of item of property	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter/director or employee of promoter/director	Property held since which date	Reason for not being held in the name of the Company	Gross carrying value as at 31 March 2023	Gross carrying value as at 31 March 2022
Right-of-use assets	Leasehold Land- Baddi	Campus AI Private Limited	No	1 April 2020	Land is acquired by the Company on account of Merger and is in name of erstwhile Company. (refer note 48)	35.95	35.95

**Notes:**

- The Company incurred INR 37.56 Million (31 March 2022: INR 15.32 Million) towards expenses relating to short-term leases and leases of low-value assets.

## Notes to Financial Statements

For the year ended 31 March 2023

- The Company's leases mainly comprise of land, retail stores, office and warehousing facilities.

The Company has applied practical expedient in Indian Accounting Standard (Ind AS 116) notified vide Companies (Indian Accounting Standards) Amendment Rules, 2020 by Ministry of Corporate Affairs ('MCA') on 24 July 2020 to all rent concessions received as a direct consequence of COVID-19 pandemic. Accordingly, the Company recognized an amount of INR 0.22 (31 March 2022: 10.69 Million) as other income.

### 6. INTANGIBLE ASSETS

Gross block	Trademarks	Software	Total
Balance as at 1 April 2021	1.01	23.09	24.10
Additions	0.24	2.61	2.85
Disposals	-	4.40	4.40
Balance as at 31 March 2022	1.25	21.30	22.55
Additions	-	8.25	8.25
Disposals	-	-	-
Balance as at 31 March 2023	1.25	29.55	30.80

Accumulated Amortisation	Trademarks	Software	Total
Balance as at 1 April 2021	0.29	15.03	15.32
Amortisation charge for the year	0.11	2.93	3.04
Disposals	-	4.40	4.40
Balance as at 31 March 2022	0.40	13.56	13.96
Amortisation charge for the year	0.12	3.22	3.34
Disposals	-	-	-
Balance as at 31 March 2023	0.52	16.78	17.30
<b>Net block</b>			
As at 31 March 2022	0.85	7.74	8.59
As at 31 March 2023	0.73	12.77	13.50

### 7. OTHER NON-CURRENT FINANCIAL ASSETS

Particulars	As at 31 March 2023	As at 31 March 2022
(unsecured, considered good unless otherwise stated)		
Amortised cost		
Bank deposits with remaining maturity of more than 12 months*	63.86	31.24
Security deposits	109.48	54.24
	<b>173.34</b>	<b>85.48</b>

\*Fixed deposits pledged with Sales tax department INR 0.33 Million (31 March 2022: INR 0.23 Million), margin money INR 30.00 Million (31 March 2022: INR Nil) for bank guarantee to National Stock Exchange of India Limited and remaining amount is lying with bank as margin money against non fund based limit issued by bank.

Refer note 42 for information about credit risk and market risk of financial assets.

Refer note 40 for related party balances.

# Notes to Financial Statements

For the year ended 31 March 2023

## 8. DEFERRED TAX ASSETS

### A. Movement in deferred tax balances

Gross block	As at 1 April 2021	Recognized in statement of profit and loss	Recognized in other comprehensive income	As at 31 March 2022
<b>Deferred tax assets/(liabilities)</b>				
Property, plant and equipment, Intangible assets and Right of use asset	(58.37)	(149.29)	-	(207.66)
MAT Credit	172.76	(172.76)	-	-
Provision for employee benefits	20.13	(1.29)	(1.95)	16.89
Loss allowance	53.53	(18.24)	-	35.29
Provision for inventory	15.20	(6.70)	-	8.50
Impact of lease liabilities	111.12	177.54	-	288.66
Deferred tax on intra group profit elimination	46.58	(46.58)	-	-
Other temporary differences	8.18	0.01	-	8.19
	<b>369.13</b>	<b>(217.31)</b>	<b>(1.95)</b>	<b>149.87</b>

Gross block	As at 1 April 2022	Recognized in statement of profit and loss	Recognized in other comprehensive income	As at 31 March 2023
<b>Deferred tax assets/(liabilities)</b>				
Property, plant and equipment, Intangible assets and Right of use asset	(207.66)	(52.98)	-	(260.64)
Provision for employee benefits	16.89	5.53	(0.09)	22.33
Loss allowance	35.29	23.76	-	59.05
Provision for inventory	8.50	12.69	-	21.19
Impact of lease liabilities	288.66	99.53	-	388.19
Other temporary differences	8.19	1.05	-	9.24
<b>Total</b>	<b>149.87</b>	<b>89.58</b>	<b>(0.09)</b>	<b>239.36</b>

### B. Amounts recognised in profit and loss

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Current tax expense		
Current year	(492.51)	(472.51)

## Notes to Financial Statements

For the year ended 31 March 2023

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Tax adjustments in respect of earlier years	8.09	58.11
	(484.42)	(414.40)
<b>Deferred tax expense</b>		
Change in recognised temporary differences	89.58	30.54
Deferred tax relating to earlier years	-	(247.85)
	89.58	(217.31)
<b>Total tax expense</b>	<b>(394.84)</b>	<b>(631.71)</b>

### C. Amounts recognised in other comprehensive income

Items that will not be reclassified subsequently to profit or loss

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
<b>Remeasurements of defined benefit liability</b>		
Before tax	0.38	7.74
Tax (expense)	(0.09)	(1.95)
<b>Net of tax</b>	<b>0.29</b>	<b>5.79</b>

### D. Reconciliation of effective tax rate

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Profit before tax from continuing operations	1,566.02	1,717.09
<b>Rate</b>	<b>25.17%</b>	<b>25.17%</b>
Tax using the Company's domestic tax rate	394.14	432.16
Tax effect of:		
Non - deductible expenses	6.59	10.05
Tax adjustment for earlier years	(8.09)	189.74
Other adjustments	2.20	(0.24)
<b>As per Statement of Profit and loss</b>	<b>394.84</b>	<b>631.71</b>

Reconciliation of effective tax rate (in %)	For the year ended 31 March 2023	For the year ended 31 March 2022
Rate	25.17%	25.17%
Tax effect of:		
Non-deductible expenses	0.42%	0.59%
Tax adjustment for earlier years	(0.52%)	11.05%
Other adjustments	0.14%	(0.01%)
	<b>25.21%</b>	<b>36.79%</b>



# Notes to Financial Statements

For the year ended 31 March 2023

## 9. OTHER TAX ASSETS (NET)

Particulars	As at 31 March 2023	As at 31 March 2022
Advance tax [Net of provision for income tax - INR 638.98 Million (31 March 2022: INR 156.54 Million)]	69.50	68.62
	<b>69.50</b>	<b>68.62</b>

## 10. OTHER NON-CURRENT ASSETS

Particulars	As at 31 March 2023	As at 31 March 2022
(unsecured, considered good unless otherwise stated)		
Capital advances	18.63	3.00
Prepaid expenses	3.96	3.40
	<b>22.59</b>	<b>6.40</b>

## 11. INVENTORIES

Particulars	As at 31 March 2023	As at 31 March 2022
(valued at lower of cost and net realisable value)		
Raw materials *	1,250.74	1,285.87
Work in progress	595.35	514.86
Finished goods #	2,675.85	1,703.79
Packing material	52.01	72.08
Less: Provision for inventory	(84.21)	(33.78)
	<b>4,489.74</b>	<b>3,542.82</b>
Carrying amount of inventories pledged as security for borrowings	<b>4,489.74</b>	<b>3,542.82</b>

\*Includes raw material in transit INR 91.31 Million (31 March 2022: INR 65.58 Million).

The Company has recorded provision of INR 39.00 Million on raw material during the year ended 31 March 2023 (31 March 2022: INR 16.61 Million), INR 5.86 Million on work in progress (31 March 2022: INR 1.19 Million) and INR 39.35 Million on finished goods (31 March 2022: INR 15.98 Million) on account of slow moving and non moving inventory.

# Finished goods include both Stock in trade and manufactured goods, as both are stocked together.

## 12. TRADE RECEIVABLES

Particulars	As at 31 March 2023	As at 31 March 2022
Trade receivables considered good - secured	-	-
Trade receivables considered good - unsecured	1,882.92	1,446.20
Trade receivables which have significant increase in credit risk	-	-
Trade receivables - credit impaired	118.13	30.77
	<b>2,001.05</b>	<b>1,476.97</b>

## Notes to Financial Statements

For the year ended 31 March 2023

Particulars	As at 31 March 2023	As at 31 March 2022
Less: Loss allowance	(234.57)	(140.17)
	<b>1,766.48</b>	<b>1,336.80</b>

Refer note 42 for information about credit risk and market risk of trade receivables.

### Trade receivables ageing schedule

As at 31 March 2023

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 month- 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed trade receivables – considered good	957.36	851.99	24.38	49.19	-	-	1,882.92
(ii) Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivables – credit impaired	0.50	1.09	5.58	41.89	50.13	18.94	118.13
(iv) Disputed trade receivables considered good	-	-	-	-	-	-	-
(v) Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed trade receivables - credit impaired	-	-	-	-	-	-	-
<b>Total (A)</b>	<b>957.86</b>	<b>853.08</b>	<b>29.96</b>	<b>91.08</b>	<b>50.13</b>	<b>18.94</b>	<b>2,001.05</b>
Less: Loss allowance							234.57
<b>Total (B)</b>							<b>234.57</b>
<b>Total [(A) - (B)]</b>							<b>1,766.48</b>

As at 31 March 2022

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 month- 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed trade receivables – considered good	834.80	471.52	65.44	68.07	6.37	-	1,446.20

## Notes to Financial Statements

For the year ended 31 March 2023

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 month-1 year	1-2 years	2-3 years	More than 3 years	
(ii) Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivables - credit impaired	-	0.46	1.27	11.59	10.56	6.89	30.77
(iv) Disputed trade receivables considered good	-	-	-	-	-	-	-
(v) Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed trade receivables - credit impaired	-	-	-	-	-	-	-
<b>Total (A)</b>	<b>834.80</b>	<b>471.98</b>	<b>66.71</b>	<b>79.66</b>	<b>16.93</b>	<b>6.89</b>	<b>1,476.97</b>
Less: Loss allowance							140.17
<b>Total (B)</b>							<b>140.17</b>
<b>Total [(A) - (B)]</b>							<b>1,336.80</b>

### 13. CASH AND CASH EQUIVALENTS

Particulars	As at 31 March 2023	As at 31 March 2022
Cash on hand	1.39	1.91
<b>Balance with banks:</b>		
- On current account*	87.16	1.57
Cheques, drafts on hand	150.48	-
Other Balances	0.85	-
<b>Total</b>	<b>239.88</b>	<b>3.48</b>

Refer note 42 for information about credit risk and market risk of financial assets.

\*It includes restricted bank balance of INR 45.13 Million with ICICI Bank in which proceeds from IPO have been received. The remaining balance out of this account will be paid to selling shareholders post deduction of expenses incurred in relation to IPO.

### 14. LOANS

Particulars	As at 31 March 2023	As at 31 March 2022
<b>(unsecured, considered good unless otherwise stated)</b>		
Loans to employees	7.90	6.77
<b>Total</b>	<b>7.90</b>	<b>6.77</b>

## Notes to Financial Statements

For the year ended 31 March 2023

Particulars	As at 31 March 2023	As at 31 March 2022
<b>Sub-classification of loans:</b>		
Loan receivables considered good- Secured	-	-
Loan receivables considered good- Unsecured	7.90	6.77
Loan receivables which have significant increase in credit risk	-	-
Loan receivables- credit impaired	-	-

Refer note 42 for information about credit risk and market risk of financial assets.

### 15. OTHER FINANCIAL ASSETS

Particulars	As at 31 March 2023	As at 31 March 2022
(unsecured, considered good unless otherwise stated)		
Other receivables*	0.06	173.67
<b>Total</b>	<b>0.06</b>	<b>173.67</b>

\*Previous year is inclusive of expenses incurred in relation to IPO that were recoverable by the Company from the selling shareholders. (refer note 49).

Refer note 42 for information about credit risk and market risk of financial assets

### 16. OTHER CURRENT ASSETS

Particulars	As at 31 March 2023	As at 31 March 2022
Advances to suppliers	17.63	39.61
Balance with government authorities	897.07	896.09
Prepaid expenses	17.46	29.42
Right to recover returned goods	47.85	17.27
<b>Total</b>	<b>980.01</b>	<b>982.39</b>

### 17. SHARE CAPITAL

Particulars	As at 31 March 2023	As at 31 March 2022
<b>Authorised equity share capital</b>		
907,400,000 equity shares of INR 5 each (31 March 2022: 907,400,000) equity shares of INR 5 each)	4,537.00	4,537.00
	<b>4,537.00</b>	<b>4,537.00</b>



## Notes to Financial Statements

For the year ended 31 March 2023

Particulars	As at 31 March 2023	As at 31 March 2022
Issued, subscribed and fully paid-up		
304,686,278 equity shares of INR 5 each (31 March 2022: 304,326,004 equity shares of INR 5 each)	1,523.43	1,521.63
	<b>1,523.43</b>	<b>1,521.63</b>

### Rights, preferences and restrictions attached to equity shares

- (a) The Company has only one class of equity shares having par value of INR 5 per share. Each holder of equity shares is entitled to one vote per share.
- (b) In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by shareholders.

### Employee stock options

Terms attached to stock options granted to employees are disclosed in note 39 regarding share-based payments.

### Reconciliation of number of equity shares outstanding at the beginning and end of the year:

Particulars	No. of Shares	Amount
Outstanding as at 1 April 2021	151,871,564	1,518.71
Shares issued during the year on exercise of employee stock options	291,438	2.92
Adjustment for sub-division of equity shares <sup>^</sup>	152,163,002	-
Outstanding as at 31 March 2022	304,326,004	1,521.63
Shares issued during the year on exercise of employee stock options	360,274	1.80
Outstanding as at 31 March 2023	304,686,278	1,523.43

### Details of shareholders holding more than 5% shares in the Company:

#### Equity shares of INR 5 each fully paid up held by (refer note)

Particulars		As at 31 March 2023	As at 31 March 2022
- Hari Krishan Agarwal	No. of shares	175,675,892	183,675,892
	Percentage	57.66%	60.35%
- Nikhil Aggarwal	No. of shares	36,767,004	41,267,004
	Percentage	12.07%	13.56%
- TPG Growth III SF PTE. Limited	No. of shares	-	52,307,692
	Percentage	-	17.19%

### Shares reserved for issue under options:

Particulars		As at 31 March 2023	As at 31 March 2022
Under employee stock option scheme (refer note 39)	No. of shares	1,487,202	2,349,237
	Amount	7.44	11.75

## Notes to Financial Statements

For the year ended 31 March 2023

**Aggregate number of shares issued for consideration other than cash during the period of five years immediately preceding the reporting date:**

**During the five year ended 31 March 2023:**

**Bonus issues:**

The shareholders of the Company at its general meeting held on 27 September 2019 approved the allotment of bonus shares in the ratio of 1:1541 as on the record date of 27 September 2019 to each of the equity shareholders of the Company. Subsequently, 149,987,071 Bonus Shares of 10 each amounting to INR 1,499.87 Million, were allotted on 26 October 2019 in the ratio of 1:1541 to the eligible equity shareholders.^

**Shares reserved for issue under options:**

Information relating to the Company's share based payment plans, including details of options issued, exercised and lapsed during the financial year and options outstanding at the end of the reporting year, is set out in note 39.

**Details of equity shares held by promoters**

**As at 31 March 2023**

Promoter's Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total Shares	% Change during the year
- Hari Krishan Agarwal	183,675,892	(8,000,000)	175,675,892	57.66%	(2.69)%
- Nikhil Aggarwal	41,267,004	(4,500,000)	36,767,004	12.07%	(1.49)%
	224,942,896	(12,500,000)	212,442,896	69.73%	(4.18)%

**As at 31 March 2022**

Promoter's Name	No. of shares at the beginning of the year	Change during the year*	No. of shares at the end of the year	% of Total Shares	% Change during the year
- Hari Krishan Agarwal	98,688,000	84,987,892	183,675,892	60.35%	(4.63)%
- Nikhil Aggarwal	20,633,502	20,633,502	41,267,004	13.56%	(0.03)%
	119,321,502	105,621,394	224,942,896	73.91%	(4.66)%

\*Includes impact of sub division of equity shares.

^The Board of Directors and shareholders of the Company at their meeting held on 9 November 2021, had approved stock split of one equity share having face value of INR 10 each into two equity shares having face value of INR 5 each.

### 18. OTHER EQUITY

Particulars	As at 31 March 2023	As at 31 March 2022
Retained earnings	3,843.14	2,671.67
Securities premium	98.26	56.93
Share options outstanding account	54.62	25.64
Share application money pending allotment	1.75	-
<b>Total</b>	<b>3,997.77</b>	<b>2,754.24</b>

## Notes to Financial Statements

For the year ended 31 March 2023

Particulars	As at 31 March 2023	As at 31 March 2022
<b>Retained earnings</b>		
Balance at the beginning of the year	2,671.67	1,578.02
Add: Profit for the year	1,171.18	1,085.38
Add: Transfer from other comprehensive income	0.29	5.79
Share options lapsed during the year	-	2.48
<b>Balance at the end of the year</b>	<b>3,843.14</b>	<b>2,671.67</b>
<b>Securities premium</b>		
Balance at the beginning of the year	56.93	19.50
Add: Premium on equity shares issued during the year	41.33	37.43
<b>Balance at the end of the year</b>	<b>98.26</b>	<b>56.93</b>
<b>Other comprehensive income</b>		
Balance at the beginning of the year	-	-
Add: Addition during the year	0.29	5.79
Less: Transfer to retained earnings	(0.29)	(5.79)
<b>Balance at the end of the year</b>	<b>-</b>	<b>-</b>
<b>Share options outstanding account</b>		
Balance at the beginning of the year	25.64	10.12
Add: Equity settled share based payments	36.21	26.50
Less: Share options lapsed during the year	-	(2.48)
Less: Shares issued during the year	(7.23)	(8.50)
<b>Balance at the end of the year</b>	<b>54.62</b>	<b>25.64</b>
<b>Share application money pending allotment</b>		
Balance at the beginning of the year	-	-
Add: Addition during the year	1.75	-
Less: Shares issued during the year	-	-
<b>Balance at the end of the year</b>	<b>1.75</b>	<b>-</b>
<b>Nature and purpose of other reserves</b>		

- Retained earnings is the profit accumulated as on Balance Sheet date.
- Securities premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.
- The Company has established various equity-settled share-based payment plans for certain categories of employees of the Company. See note 39 for further details on these plans.
- Share application money pending allotment represents application money received for issue of share which is yet to be issued at balance sheet date.

# Notes to Financial Statements

For the year ended 31 March 2023

## 19. BORROWINGS

### Non-current borrowings

Particulars	As at 31 March 2023	As at 31 March 2022
<b>Term loans (Secured)</b>		
From Banks		
HDFC Bank Limited (refer note -(i))	73.33	313.32
Axis Bank Limited (refer note -(ii))	329.90	351.94
Less: Current maturities of above long term borrowings	(146.58)	(213.56)
	<b>256.65</b>	<b>451.70</b>

### Current borrowings

Particulars	As at 31 March 2023	As at 31 March 2022
<b>Cash credit (Secured)</b>		
HDFC Bank Limited (refer note -(i))	-	201.73
Axis Bank Limited (refer note -(ii))	14.77	0.50
<b>Working capital demand loan (Secured)</b>		
HDFC Bank Limited (refer note -(i))	409.69	500.00
Axis Bank Limited (refer note -(ii))	280.00	250.00
CTBC Bank (refer note -(iii))	400.00	-
ICICI Bank Limited (refer note -(v))	300.00	-
<b>Bill discounting (Unsecured)</b>		
ICICI Bank Limited (refer note -(iv))	-	125.45
Current maturities of long term borrowings	146.58	213.56
	<b>1,551.04</b>	<b>1,291.24</b>

The Company's exposure to currency and liquidity risk related to financial liabilities is disclosed in note 42.

#### Notes:

(i) Term loans, cash credit and Working capital demand loan from HDFC bank are secured by:

1. Movable fixed assets: Exclusive charge on all movable fixed assets (present and future, excluding Ganuar and Sonapat Unit & other movable fixed assets as excluding specifically charged to any lender).

Only for Ganaur, Sonapat unit, Axis bank will have exclusive charge on movable fixed assets.

2. Stock and book debt: First pari-passu charge on all current assets (present and future)
3. Factory land and building: Exclusive charge on properties:
  - (a) Plot C-9, Dehradun
  - (b) Plot C-10, Dehradun
  - (c) Plot no. 61, Baddi
4. Factory land and building: Exclusive charge on (1) Factory land and building at plot no 39-40,



## Notes to Financial Statements

For the year ended 31 March 2023

Sector-8A, IIE BHEL, Haridwar, Uttarakhand, (2) Property bearing No J-17, Udyog Nagar, Rohtak Road, New Delhi - 110041.

(ii) Cash Credit/Working capital demand loan from Axis Bank are secured by:

Primary - First pari passu charge on the current assets of the Company, present and future.

Collateral - Extension of charge over property including equitable mortgage on project land and building and moveable fixed assets of the Sonapat facility located at Village Panchi Gujran, Tehsil Ganaur, District Sonapat.

Term loan from Axis bank is secured by Exclusive charge over property including EM on project Land & Building and movable fixed assets of the Sonapat facility located at Village Panchi Gujran, Tehsil Ganaur, District Sonapat.

(iii) Working capital facilities from CTBC bank are secured by first pari-passu charge over current assets both present and future and are repayable on demand.

(iv) The Company has entered into an arrangement of bill discounting facility with ICICI Bank Limited for the purpose of providing revolving line of credit to the vendor(s) for discounting the bills of exchange drawn by the vendors and accepted by the Company towards the goods or services received. The overall limit of this facility is restricted to INR 250 Million.

(v) Working capital facilities from ICICI bank is secured by first pari passu charge on all current assets, exclusive charge on movable fixed assets situated at Mauja Tokiyan, Sub Tehsil Majara, Tehsil Paonta Sahib District Sirmour, H.P. and first pari passu charge on all movable fixed assets, both present & future excluding those movable fixed assets which have been specifically charged to other lenders.

### (vi) Terms and repayment schedule

Terms and conditions of outstanding borrowings are as follows:

Particulars	Currency	No. of remaining installments as on 31 March 2023	Nominal interest rate (p.a.)	Year of maturity	As at 31 March 2023	As at 31 March 2022
Secured bank loan- HDFC Bank	INR	5	7.60%-8.25%	2024-25	25.00	44.88
Secured bank loan- Axis Bank	INR	4	7.70%-9.15%	2025-26	82.00	351.94
Secured bank loan- HDFC Bank	INR	11	7.45%-8.20%	2025-26	48.33	112.32
Secured bank loan- Axis Bank	INR	19	8.00%	2028-29	247.90	-
Secured bank loan- HDFC Bank	INR	-	7.60%-8.05%	-	-	29.17
Secured bank loan- HDFC Bank	INR	-	7.60%-8.10%	-	-	71.56
Secured bank loan- HDFC Bank	INR	-	7.60%-8.05%	-	-	42.99
Secured bank loan- HDFC Bank	INR	-	7.60%-8.10%	-	-	12.40

## Notes to Financial Statements

For the year ended 31 March 2023

(vii) The Company has filed quarterly returns/statement of current assets with banks and these are in agreement with books of accounts for the year ended 31 March 2022. For the year ended, 31 March 2023 differences are given below:

Name of Bank	Quarter end date	Particulars of Securities Provided	Amount as per books of account SA	Amount as reported in the quarterly return/statement	Difference	Remarks
HDFC Bank and Axis Bank	30 June 2022	Inventory	3,913.76	3,311.93	(601.84)	As per the time line of the respective bank, reporting to bank is made. After formal closing of books of accounts revised figures are shared with banks which are materially in agreement with books of accounts.
		Debtors	1,740.35	1,785.62	45.27	
HDFC Bank and Axis Bank	30 September 2022	Inventory	5,115.22	4,235.69	(879.53)	
		Debtors	2,155.41	2,609.98	454.58	
HDFC Bank and Axis Bank	31 December 2022	Inventory	4,518.55	4,449.43	(69.12)	
		Debtors	2,373.59	2,403.95	30.36	
HDFC Bank and Axis Bank	31 March 2023	Inventory	4,537.59	4,525.21	(12.38)	
		Debtors	2,114.47	2,343.46	228.99	

### 20. OTHER NON-CURRENT FINANCIAL LIABILITIES

Particulars	As at 31 March 2023	As at 31 March 2022
- Security deposit	36.45	-
- Retention money	0.79	-
<b>Total</b>	<b>37.24</b>	<b>-</b>

The Company's exposure to currency and liquidity risk related to trade payable is disclosed in note 42.

### 21. PROVISIONS

Particulars	As at 31 March 2023	As at 31 March 2022
<b>Non-current</b>		
<b>Provision for employee benefits (refer note 38)</b>		
- Gratuity	59.45	47.92
- Compensated absences	11.45	-
<b>Other provisions</b>		
- Provision for decommissioning (refer note below)	3.23	2.98
	<b>74.13</b>	<b>50.90</b>
<b>Current</b>		
<b>Provision for employee benefits (refer note 38)</b>		
- Gratuity	7.18	6.19
- Compensated absences	3.05	-
<b>Total</b>	<b>10.23</b>	<b>6.19</b>

## Notes to Financial Statements

For the year ended 31 March 2023

### Movement in other provisions

#### Decommissioning liability

Particulars	As at 31 March 2023	As at 31 March 2022
Balance at the beginning of the year	2.98	-
Provision made during the year	-	2.96
Provision utilised during the year	-	-
Unwinding of discount	0.25	0.02
<b>Balance at the end of the year</b>	<b>3.23</b>	<b>2.98</b>

#### Decommissioning liability

A provision has been recognised for decommissioning costs associated with a lease taken for its Gurugram office. The Company is obliged to restore the leased premises in a condition in which it was originally handed over to the Company.

## 22. TRADE PAYABLES

Particulars	As at 31 March 2023	As at 31 March 2022
<b>Trade payables</b>		
- Total outstanding dues of micro enterprises and small enterprises*	60.35	134.55
- Total outstanding dues of creditors other than micro enterprises and small enterprises	2,083.17	1,830.96
<b>Total</b>	<b>2,143.52</b>	<b>1,965.51</b>

\* The disclosure in respect of the amounts payable to enterprises covered by Micro, Small and Medium Enterprises Development Act, 2006 (Act) have been made in the Financial Statements based on information received and available with the Company.

The Company has accrued an interest amount of INR 10.05 Million (31 March 2022: INR 16.35 Million) on delayed payment to micro and small enterprises (also refer note 45).

The Company's exposure to currency and liquidity risk related to trade payable is disclosed in note 42.

### Trade payables ageing schedule

As at 31 March 2023

Particulars	Unbilled dues	Trade payables which are not due	Outstanding for following periods from due date of payment				Total
			<1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	4.44	42.57	13.34	-	-	-	60.35
(ii) Others	122.18	1,470.37	486.49	3.12	0.59	0.42	2,083.17
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
<b>Total</b>	<b>126.62</b>	<b>1,512.94</b>	<b>499.83</b>	<b>3.12</b>	<b>0.59</b>	<b>0.42</b>	<b>2,143.52</b>

## Notes to Financial Statements

For the year ended 31 March 2023

As at 31 March 2022

Particulars	Unbilled dues	Trade payables which are not due	Outstanding for following periods from due date of payment				Total
			<1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	102.00	32.49	0.06	-	-	134.55
(ii) Others	77.93	1,415.38	335.76	1.43	0.38	0.08	1,830.96
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
<b>Total</b>	<b>77.93</b>	<b>1,517.38</b>	<b>368.25</b>	<b>1.49</b>	<b>0.38</b>	<b>0.08</b>	<b>1,965.51</b>

### 23. OTHER CURRENT FINANCIAL LIABILITIES

Particulars	As at 31 March 2023	As at 31 March 2022
Employee benefit payable*	80.09	68.86
Payable for capital goods	80.41	71.42
Other payables**	252.68	57.44
Interest accrued but not due on borrowings	0.98	3.05
	<b>414.16</b>	<b>200.77</b>

The Company's exposure to currency and liquidity risk related to financial liabilities is disclosed in note 42.

\*Refer note 40 for related party balances.

\*\* Other payables consist of amount payable to selling shareholders out of the IPO proceeds currently withheld pending final settlement of IPO expenses.

### 24. OTHER CURRENT LIABILITIES

Particulars	As at 31 March 2023	As at 31 March 2022
Statutory dues		
TDS	27.88	25.38
Goods and Services Tax	31.87	35.48
PF payable	3.88	3.02
ESI payable	0.07	0.14
Others	0.74	0.82
Government grant	2.87	2.87
Contract liability	22.18	36.23
Refund liabilities	84.47	38.67
	<b>173.96</b>	<b>142.61</b>



## Notes to Financial Statements

For the year ended 31 March 2023

### 25. CURRENT TAX LIABILITIES (NET)

Particulars	As at 31 March 2023	As at 31 March 2022
Provision for Income tax [Net of advance tax of INR 454.59 Million; 31 March 2022: INR 411.69 Million]	34.61	70.73
	34.61	70.73

### 26. REVENUE FROM OPERATIONS

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
<b>Revenue from contract with customers</b>		
Sale of goods	14,700.66	11,869.94
	14,700.66	11,869.94
<b>Other operating revenue</b>		
Scrap sales	60.94	37.42
License fee	8.08	5.40
Others	72.82	29.05
	141.84	71.87
<b>Total revenue from operations</b>	<b>14,842.50</b>	<b>11,941.81</b>

#### (a) Disaggregation of revenue

The Company has performed a disaggregated analysis of revenues considering the nature, amount, timing and uncertainty of revenues. This includes disclosure of revenues by channel, geography and timing of recognition:

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
<b>Revenue based on sales channel</b>		
Traditional Wholesale Distribution	8,129.80	7,432.01
Others (Inc. E-Commerce, Exclusive Brand Outlets, Large Format Stores, etc)	6,570.86	4,437.93
<b>Total</b>	<b>14,700.66</b>	<b>11,869.94</b>

For details of revenue by geography refer note 44.

#### Performance obligation

Revenues are recognised at a point in time when control of the goods passes to the customer, upon delivery of the goods:

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Revenue by time		
Revenue recognised at point in time	14,700.66	11,869.94
<b>Total</b>	<b>14,700.66</b>	<b>11,869.94</b>

## Notes to Financial Statements

For the year ended 31 March 2023

### (b) Revenue recognised in relation to contract liabilities

Ind AS 115 also requires disclosure of 'revenue recognised in the reporting year that was included in the contract liabilities balance at the beginning of the year' same has been disclosed as below:

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Revenue recognised in the reporting year that was included in the contract liability balance at the beginning of the year	36.23	27.49

### (c) Contract balances

The following details provides information about receivables, contract assets and contract liabilities from contracts with customers:

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Trade receivables	1,766.48	1,336.80
Contract liabilities	22.18	36.23

Contract liabilities primarily relate to advance consideration received from customers against supply of goods which is recognised as revenue at a point of time.

Trade receivables are net of loss allowance. The detail is as given below:

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Loss allowance	234.57	140.17

### (d) Reconciliation of revenue from sale of goods with the contracted price

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Contracted price	15,669.28	12,699.94
Less: Trade discounts, volume rebates etc.	(869.83)	(786.11)
Less: Refund liabilities	(98.79)	(43.89)
Sale of products	14,700.66	11,869.94

## 27. OTHER INCOME

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Liabilities/provisions no longer required written back	0.55	3.94
Gain on sale of property, plant and equipment (net)	7.36	-
Gain on foreign currency transactions and translation (net)	-	0.03
<b>Interest income from financial assets measured at amortised cost</b>		
- on unwinding of security deposits at amortised cost	3.94	1.39
- on bank deposits	2.78	1.08
Miscellaneous income	12.91	17.52
	<b>27.54</b>	<b>23.96</b>

## Notes to Financial Statements

For the year ended 31 March 2023

### 28. COST OF MATERIALS CONSUMED

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Raw material and packing material purchases*	8,373.48	7,351.84
Add: Inventories at the beginning of the year	1,357.95	786.74
Less: Inventories at the end of the year	(1,302.75)	(1,357.95)
	<b>8,428.68</b>	<b>6,780.63</b>

\*Includes job work and contractor charges for manufacturing process of intermediate products INR 1,637.19 Million (31 March 2022: INR 1255.64 Million)

### 29. PURCHASES OF STOCK-IN-TRADE

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Purchases of finished goods	165.65	201.91
Purchases of retail accessories	8.61	2.96
	<b>174.26</b>	<b>204.87</b>

### 30. CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK-IN-PROGRESS

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Inventories at the beginning of the year		
- Finished goods*	1,703.79	938.92
- Work-in-progress	514.86	343.25
- Right to recover returned goods	17.27	-
Inventories at the end of the year		
- Finished goods*	(2,675.85)	(1,703.79)
- Work-in-progress	(595.35)	(514.86)
- Right to recover returned goods	(47.85)	(17.27)
<b>(Increase) in inventories</b>	<b>(1,083.13)</b>	<b>(953.75)</b>

\*Finished goods include both Stock in trade and manufactured goods, as both are stocked together.

### 31. EMPLOYEE BENEFITS EXPENSE

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Salaries, wages and bonus	667.96	564.26
Contribution to provident and other funds (refer note 38)	21.43	18.88

## Notes to Financial Statements

For the year ended 31 March 2023

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Gratuity (refer note 38)	19.27	16.50
Share based payment expenses (equity settled) (refer note 39)	36.21	26.50
Compensated absences	15.02	-
Staff welfare expenses	41.98	31.05
	<b>801.87</b>	<b>657.19</b>

### 32. FINANCE COSTS

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
<b>Interest expense on financial liabilities at amortised cost</b>		
- borrowings	132.14	120.29
- lease liabilities	140.10	53.32
- security deposit	0.54	-
<b>Other Interest expense</b>		
- delayed payment of taxes	3.14	11.51
- micro and small enterprises	8.17	10.86
- unwinding of discount on provisions	0.25	0.02
<b>Other costs</b>		
Bank processing fees	2.50	0.20
	<b>286.84</b>	<b>196.20</b>

### 33. DEPRECIATION AND AMORTISATION EXPENSE

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Depreciation on property, plant and equipment	432.25	394.01
Amortisation of intangible assets	3.34	3.04
Amortisation of right-of-use assets	274.83	133.36
	<b>710.42</b>	<b>530.41</b>

### 34. OTHER EXPENSES

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Advertising and sales promotion	932.03	744.60
Contractor charges	997.39	668.52



**Campus Activewear Limited (formerly known as Campus Activewear Private Limited)**  
(All amounts are in INR Million except per share data or as otherwise stated)

## Notes to Financial Statements

For the year ended 31 March 2023

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Freight outwards	778.00	546.82
Legal and professional*	76.37	51.52
Power and fuel	221.58	173.62
Travelling and conveyance	72.03	42.62
Rent (refer Note 5)**	37.56	15.32
Trade receivables written off	0.91	0.02
Consumables	59.21	37.00
Advances written off	0.67	0.26
Property, plant and equipment written off	0.16	7.48
Loss on sale of property, plant and equipment (net)	-	9.34
<b>Repairs and maintenance</b>		
Plant and machinery	20.25	19.11
Buildings	6.30	3.56
Others	31.23	20.47
Provision for inventory <sup>^</sup>	61.30	3.80
Loss allowance <sup>#</sup>	98.83	25.33
Security expenses	48.40	36.82
Corporate social responsibility expenses (refer note 41)	21.33	16.87
Rates and taxes	3.69	11.12
Commission	339.89	284.59
Director's sitting fees and commission	7.30	7.30
Miscellaneous expenses	170.65	107.04
<b>Total</b>	<b>3,985.08</b>	<b>2,833.13</b>

\*\*includes amount of short term leases and low value lease assets.

<sup>#</sup>During the year ended 31 March 2023, the Company has utilised opening provision for writing off of trade receivables amounting to INR 4.43 Million (31 March 2022: INR 44.53 Million).

<sup>^</sup>During the year ended 31 March 2023, the Company has utilised opening provision for writing off of obsolete inventory amounting to INR 10.87 Million (31 March 2022: INR 13.98 Million).

**\*Payment to auditors** (included in legal and professional expenses above)

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Statutory Audit***, ##	8.30	5.30
Tax audit	0.50	0.70
Limited review of quarterly results	2.50	-
For reimbursement of expenses	1.06	0.55
<b>Total</b>	<b>12.36</b>	<b>6.55</b>

**Campus Activewear Limited (formerly known as Campus Activewear Private Limited)**  
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## Notes to Financial Statements

For the year ended 31 March 2023

\*\*\*It excludes fees paid to statutory auditor of INR Nil (31 March 2022: INR 32.47 Million) and reimbursement of expenses amounting INR Nil (31 March 2022: INR 3.56 Million) for IPO related expenses which are recoverable by the Company from the selling shareholders in proportion to the shares offered to the public in offering (refer note 49).

##It includes INR 2 Million paid during the year (31 March 2022: Nil) on account of revision of Financial Statements for the year ended 31 March 2022 pursuant to the scheme of merger.

### 35. OTHER COMPREHENSIVE INCOME

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Re-measurement gains on defined benefit plans	0.38	7.74
Tax effect on above	(0.09)	(1.95)
	<b>0.29</b>	<b>5.79</b>

### 36. EARNINGS PER SHARE (EPS)

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

Diluted EPS are calculated by dividing the profit for the year attributable to the equity holders by weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares:

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Profit attributable to equity shareholders	1,171.18	1,085.38
Weighted average number of equity shares of INR 5 each	304,549,154	303,989,054
EPS - Basic (INR)	3.85	3.57
Weighted average number of equity shares of INR 5 each	304,549,154	303,989,054
Add: Share options outstanding account	7,25,350	-
Weighted average number of equity shares (to be considered for dilutive EPS)	<b>305,274,504</b>	<b>303,989,054</b>
EPS - Diluted (INR)	3.84	3.57

### 37. CONTINGENT LIABILITIES, CONTINGENT ASSETS AND COMMITMENTS

#### A. Commitments

Estimated amount of contracts remaining to be executed on capital account (net of advances) and not provided for INR 228.41 Million (31 March 2022: INR 61.67 Million)

#### B. Contingent liabilities

##### Other money for which the Company is contingently liable:

- The Company had imported plant and machinery in 2015-16 under EPCG scheme. An export obligation ('EO') amounting to INR 23.87 Million (31 March 2022: INR 23.87 Million) was placed on the Company which was to be fulfilled in a period of 8 years from the date of Inspection of Licence. Duty saved under EPCG Scheme amounting to INR 3.98 Million (31 March 2022: INR 3.98 Million).
- Pursuant to judgement by the Honourable Supreme Court dated 28 February 2019, it was held that basic wages, for the purpose of provident fund, to include special allowances which are common for all employees. However, there is uncertainty with respect to the applicability of the judgement and period from which the same applies.

## Notes to Financial Statements

For the year ended 31 March 2023

Owing to the aforesaid uncertainty and pending clarification from the authorities in this regard, the Company has not recognised any provision till F.Y. 2018-2019. Further, management also believes that the impact of the same on the Company will not be material.

### 38. EMPLOYEE BENEFITS

The Company contributes to the following post-employment defined benefit plans in India.

#### (i) Defined contribution plans:

The Company makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards provident fund which is defined contribution plans. The Company has no obligations other than to make the specified contributions. The contributions are charged to the statement of profit and loss as they accrue.

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Contribution to provident fund	19.46	18.88

#### (ii) Defined benefit plan:

##### Gratuity

The Company operates a post-employment defined benefit plan for Gratuity. This plan entitles an employee to receive 15 day's salary for each year of completed service at the time of retirement/exit. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognize each period of service as giving rise to additional employee benefit entitlement and measures each unit separately to build up the final obligation.

The most recent actuarial valuation of the present value of the defined benefit obligation for gratuity was carried out as at 31 March 2023. The present value of the defined benefit obligations and the related current service cost and past service cost, were measured using the Projected Unit Credit Method.

A. Based on the actuarial valuation obtained in this respect, the following table sets out the status of the gratuity plan and the amounts recognised in the Company's financial information as at reporting date:

Particulars	As at 31 March 2023	As at 31 March 2022
<b>Net defined benefit liability</b>		
Provision for gratuity	66.63	54.11
<b>Total employee benefit liabilities</b>	<b>66.63</b>	<b>54.11</b>
Non-current	59.45	47.92
Current	7.18	6.19

## Notes to Financial Statements

For the year ended 31 March 2023

### B. Movement in net defined benefit (asset)/liability

The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit (asset)/liability and its components:

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
	Net defined benefit (asset)/liability	Net defined benefit (asset)/liability
(a) Balance as at beginning of year	54.11	50.27
(b) Included in profit or loss		
Current service cost	13.31	13.11
Interest cost	3.74	3.39
<b>Total (b)</b>	<b>17.05</b>	<b>16.50</b>
(c) Included in OCI		
Remeasurements loss/(gain)		
- Actuarial loss/(gain) arising from:		
- financial assumptions	(2.68)	(1.06)
- demographic assumptions	-	(5.65)
- experience adjustment	2.30	(1.03)
<b>Total (c)</b>	<b>(0.38)</b>	<b>(7.74)</b>
(d) Other		
Benefits paid	(4.15)	(4.92)
<b>Total (d)</b>	<b>(4.15)</b>	<b>(4.92)</b>
<b>Balance as at the end of year</b>	<b>66.63</b>	<b>54.11</b>

### C. Actuarial assumptions

#### (a) Economic assumptions

The principal assumptions are the discount rate and salary growth rate. The discount rate is based upon the market yields available on government bonds at the accounting date with a term that matches with that of liabilities. Salary increase rate takes into account inflation, seniority, promotion and other relevant factors on long term basis. Valuation assumptions are as follows which have been selected by the Company.

Particulars	As at 31 March 2023	As at 31 March 2022
Discount rate (p.a.)	7.40%	6.90%
Expected rate of future salary increase (p.a.)	10.00%	10.00%



## Notes to Financial Statements

For the year ended 31 March 2023

### (b) Demographic assumptions

Particulars	As at 31 March 2023	As at 31 March 2022
(i) Retirement age (years)	58.00	58.00
(ii) Mortality rates	100%	100%
(iii) Withdrawal (rate of employee turnover)		
Up to 30 years	10.00%	10.00%
31 - 44 years	10.00%	10.00%
Above 44 years	10.00%	10.00%

### D. Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below:

Particulars	As at 31 March 2023	As at 31 March 2022
<b>Discount rate (1% movement)</b>		
Change in liability due to increase	(4.84)	(4.08)
Change in liability due to decrease	5.54	4.68
<b>Expected rate of future salary (1% movement)</b>		
Change in liability due to increase	4.67	4.04
Change in liability due to decrease	(4.26)	(3.64)
<b>Expected rate of Mortality Rate (10% movement)</b>		
Change in liability due to increase	(0.01)	(0.01)
Change in liability due to decrease	0.01	0.01
<b>Expected rate of Attrition Rate (50% movement)</b>		
Change in liability due to increase	(3.49)	(3.51)
Change in liability due to decrease	5.28	5.65

Sensitivities due to mortality and withdrawals are not material and hence impact of change is not calculated.

### E. Expected maturity analysis of the defined benefit plans in future years

Particulars	As at 31 March 2023	As at 31 March 2022
<b>Duration of defined benefit payments</b>		
1 year	7.18	6.19
2 to 5 years	26.52	21.01
6 to 10 years	32.16	24.51
More than 10 years	71.62	56.65
<b>Total</b>	<b>137.48</b>	<b>108.36</b>

The weighted average duration of the defined benefit plan obligation at the end of the reporting period is 8 years (31 March 2022: 8 years).

# Notes to Financial Statements

For the year ended 31 March 2023

## F. Characteristics of gratuity plan

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such the Company is exposed to various risks as follow:

- a. Market volatility
- b. Changes in inflation
- c. Changes in interest rates
- d. Rising longevity
- e. Changing economic environment
- f. Regulatory changes

## (iii) Compensated absences

### Movement of Compensated Absences

Particulars	As at 31 March 2023	As at 31 March 2022
Opening	-	-
Arising during the year	15.02	-
Payment	(0.52)	-
Closing	14.50	-

(All amounts are in INR Million except per share data or as otherwise stated)

# Notes to Financial Statements

For the year ended 31 March 2023

## 39. SHARE-BASED PAYMENTS

### Description of share-based payment arrangements

As at 31 March 2023 the Company has the following share-based payment arrangements:

#### Share option plans (equity settled)

The Company established share option plans that entitle employees to purchase shares in the Company. Under this plan, holders of vested options are entitled to purchase shares at fair value price of shares at respective date of grant of options. The key terms and conditions related to the grants under this plan are as follows; all options are to be equity settled by the delivery of shares.

#### I. Details of the ESOP

Particulars	Scheme-2 (Campus Activewear Private Limited- Employee Stock Option Plan 2021)				Campus Activewear Limited Employee Stock Option Plan 2021 - Special Grant	Campus Activewear Limited Employee Stock Option Plan 2021 - Vision Pool
	19 March 2021	19 March 2021	19 March 2021	19 March 2021		
Date of Shareholder's approval	19 March 2021	19 March 2021	19 March 2021	19 March 2021	19 March 2021	19 March 2021
Grant date	11 June 2021	11 June 2021	25 September 2021	19 December 2021	19 December 2021	19 December 2021
Total number of Option(s) granted	185,713	85,171	80,682	83,688	475,733	1,039,760
Granted to	Employees	Employees	Employees	Employees	Employees	Employees
Method of settlement	Equity	Equity	Equity	Equity	Equity	Equity
<b>Vesting schedule</b>						
1 <sup>st</sup> anniversary from the date of grant	25% of Options granted	25% of Options granted	25% of Options granted	100% of Options granted	25% of Options granted	25% of Options granted
2 <sup>nd</sup> anniversary from the date of grant	25% of Options granted	25% of Options granted	25% of Options granted	-	-	25% of Options granted
3 <sup>rd</sup> anniversary from the date of grant	25% of Options granted	25% of Options granted	25% of Options granted	-	-	25% of Options granted
4 <sup>th</sup> anniversary from the date of grant	25% of Options granted	25% of Options granted	25% of Options granted	-	-	25% of Options granted

(All amounts are in INR Million except per share data or as otherwise stated)

# Notes to Financial Statements

For the year ended 31 March 2023

## Campus Activewear Limited (formerly known as Campus Activewear Private Limited)

Particulars	Scheme-2 (Campus Activewear Private Limited- Employee Stock Option Plan 2021)	Campus Activewear Limited Employee Stock Option Plan 2021 - Special Grant	Campus Activewear Limited Employee Stock Option Plan 2021 - Vision Pool
<b>Vesting conditions</b>			
Continued employment as on date of vesting	50% of the options to be vested on grant date	100% of the options to be vested on respective anniversary from grant date	100% of the options to be vested on respective anniversary from grant date
Achieving performance criteria on date of vesting	50% of the options to be vested on grant date	100% of the options to be vested on respective anniversary from grant date	100% of the options to be vested on respective anniversary from grant date
Performance vesting conditions	Continued employment as on relevant date of vesting;	and achievement of performance criteria communicated prior to vesting date.	
<b>Measurement of fair values.</b>			
The fair value of options and the inputs used in the measurement of the grant-date fair values of the equity-settled share based payment plans are as follows:			
Particulars	Scheme-2 (Campus Activewear Private Limited- Employee Stock Option Plan 2021)	Campus Activewear Limited Employee Stock Option Plan 2021 - Special Grant	Campus Activewear Limited Employee Stock Option Plan 2021 - Vision Pool
Option valuation method	Black Scholes Model	Black Scholes Model	Black Scholes Model



(All amounts are in INR Million except per share data or as otherwise stated)

# Notes to Financial Statements

For the year ended 31 March 2023

Particulars	Scheme-2 (Campus Activewear Private Limited- Employee Stock Option Plan 2021)				Campus Activewear Limited Employee Stock Option Plan 2021 - Special Grant	Campus Activewear Limited Employee Stock Option Plan 2021 - Vision Pool
Fair value at grant date (refer note (ii) below)	INR 157.21	INR 157.21	INR 157.21	INR 160.32	INR 206.48	INR 206.48
Exercise price at grant date (refer note (ii) below)	INR 164.24	INR 223.10	INR 164.24	INR 223.10	INR 197.16	INR 197.16
Expected volatility	40.95%	40.95%	35.60%	40.33%	38.20%	44.95%
Expected life*	3.5 years	3.5 years	1 year	3.5 years	1 year	3.81 years
Expected dividends	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Risk-free interest rate	6.24%	6.24%	6.24%	6.18%	6.40%	6.40%

## Reconciliation of outstanding share options

The number and the weighted-average exercise prices of share options under the share options plan are as follows:

Particulars	Scheme-2 (Campus Activewear Private Limited- Employee Stock Option Plan 2021)				Campus Activewear Limited Employee Stock Option Plan 2021 - Special Grant	Campus Activewear Limited Employee Stock Option Plan 2021 - Vision Pool
Outstanding at beginning of the year	371,426	170,342	150,896	161,364	-	465,593
Granted during the year	-	-	-	-	-	-
Adjustment for sub-division of equity shares (refer note (ii) below)	-	-	-	-	-	-
Lapsed during the year	13,700	16,250	-	40,341	-	138,972
						172,448

(All amounts are in INR Million except per share data or as otherwise stated)

# Notes to Financial Statements

For the year ended 31 March 2023

Particulars	Scheme-2 (Campus Activewear Private Limited- Employee Stock Option Plan 2021)			Campus Activewear Limited Employee Stock Option Plan 2021 - Special Grant	Campus Activewear Limited Employee Stock Option Plan 2021 - Vision Pool
Exercised during the year	92,858	42,584	150,896	40,338	153,648
Outstanding at end of the year	264,868	111,508	-	80,685	172,973
Exercisable at end of the year	-	-	-	-	172,973

## Weighted average exercise price

Particulars	Scheme-2 (Campus Activewear Private Limited- Employee Stock Option Plan 2021)			Campus Activewear Limited Employee Stock Option Plan 2021 - Special Grant	Campus Activewear Limited Employee Stock Option Plan 2021 - Vision Pool
Outstanding at beginning of the year (refer note (i) below)	INR 82.12	INR 111.55	INR 82.12	INR 111.55	INR 197.16
Granted during the year	-	-	-	-	-
Adjustment for sub-division of equity shares (refer note (ii) below)	-	-	-	-	-
Lapsed during the year	INR 82.12	INR 111.55	-	INR 111.55	INR 197.16
Exercised during the year	INR 82.12	INR 111.55	INR 82.12	INR 111.55	INR 197.16
Outstanding at end of the year	INR 82.12	INR 111.55	-	INR 111.55	INR 197.16
Exercisable at end of the year	-	-	-	-	INR 197.16
Weighted average remaining contractual life of options (in years)	1.92	1.92	Nil	2.18	Nil
					2.70

(All amounts are in INR Million except per share data or as otherwise stated)

# Notes to Financial Statements

## For the year ended 31 March 2023

\*The expected life of the share options is based on historical data and current expectations is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of options is indicative of future trends, which may not necessarily be the actual outcome.

### Description of share-base payment arrangements

As at 31 March 2022, the Company had the following share-based payment arrangements:

### Share option plans (equity settled)

The Company established share option plans that entitle employees to purchase shares in the Company. Under this plan, holders of vested options are entitled to purchase shares at fair value price of shares at respective date of grant of options. The key terms and conditions related to the grants under this plan are as follows; all options are to be equity settled by the delivery of shares:

#### Details of the ESOP

Particulars	Campus Activewear Private Limited- Employee Stock Option Plan 2018)	Scheme-2 (Campus Activewear Private Limited- Employee Stock Option Plan 2021)	Campus Activewear Limited Employee Stock Option Plan 2021 - Special Grant	Campus Activewear Limited Employee Stock Option Plan 2021 - Vision Pool
Date of Shareholder's approval	9 November 2018	19 March 2021	19 March 2021	19 March 2021
Grant date	9 November 2018	11 June 2021	11 June 2021	19 December 2021
Total number of Option(s) granted	2,013	185,713	85,171	75,448
Granted to	Employees	Employees	Employees	Employees
Method of settlement	Equity	Equity	Equity	Equity
<b>Vesting schedule and conditions</b>				
1 <sup>st</sup> anniversary from the date of grant	50% of Options granted	25% of Options granted	100% of Options granted	25% of Options granted
2 <sup>nd</sup> anniversary from the date of grant	25% of Options granted	25% of Options granted	25% of Options granted	25% of Options granted
3 <sup>rd</sup> anniversary from the date of grant	25% of Options granted	25% of Options granted	25% of Options granted	25% of Options granted
4 <sup>th</sup> anniversary from the date of grant	-	25% of Options granted	25% of Options granted	25% of Options granted

(All amounts are in INR Million except per share data or as otherwise stated)

# Notes to Financial Statements

For the year ended 31 March 2023

Particulars	Campus Activewear Private Limited- Employee Stock Option Plan 2018)	Scheme-2 (Campus Activewear Private Limited- Employee Stock Option Plan 2021)	Campus Activewear Limited Employee Stock Option Plan 2021 - Special Grant	Campus Activewear Limited Employee Stock Option Plan 2021 - Vision Pool
Continued employment as on date of vesting	50% of the options to be vested on respective anniversary from grant date	50% of the options to be vested on respective anniversary from grant date	100% of the options to be vested on respective anniversary from grant date	100% of the options to be vested on respective anniversary from grant date
Achieving performance criteria on date of vesting	50% of the options to be vested on respective anniversary from grant date	50% of the options to be vested on respective anniversary from grant date	100% of the options to be vested on respective anniversary from grant date	100% of the options to be vested on respective anniversary from grant date
Performance vesting conditions	Continued employment as on relevant date of vesting; and achievement of performance criteria communicated prior to vesting date.	Continued employment as on relevant date of vesting; and achievement of performance criteria communicated prior to vesting date.		

## Measurement of fair values

The fair value of options and the inputs used in the measurement of the grant-date fair values of the equity-settled share based payment plans are as follows:

Particulars	Campus Activewear Private Limited- Employee Stock Option Plan 2018)	Scheme-2 (Campus Activewear Private Limited- Employee Stock Option Plan 2021)	Campus Activewear Limited Employee Stock Option Plan 2021 - Special Grant	Campus Activewear Limited Employee Stock Option Plan 2021 - Vision Pool
Option valuation method	Black Scholes Model	Black Scholes Model	Black Scholes Model	Black Scholes Model
Fair value at grant date (refer note (i) below)	INR 169,613	INR 157.21	INR 160.32	INR 206.48
Exercise price at grant date (refer note (i) & (ii) below)	INR 168,500	INR 164.24	INR 223.10	INR 197.16
Expected volatility	29.00%	40.95%	40.33%	44.95%

(All amounts are in INR Million except per share data or as otherwise stated)

# Notes to Financial Statements

For the year ended 31 March 2023

Particulars	Campus Activewear Private Limited- Employee Stock Option Plan 2018)	Scheme-2 (Campus Activewear Private Limited- Employee Stock Option Plan 2021)	Campus Activewear Limited Employee Stock Option Plan 2021 - Special Grant	Campus Activewear Limited Employee Stock Option Plan 2021 - Vision Pool
Expected life*	2.38 years	3.5 years	1 year	3.5 years
Expected dividends	0.00%	0.00%	0.00%	0.00%
Risk-free interest rate	7.98%	6.24%	6.24%	6.40%

## Reconciliation of outstanding share options

The number and the weighted-average exercise prices of share options under the share options plan are as follows:

Number of Options	Campus Activewear Private Limited- Employee Stock Option Plan 2018)	Scheme-2 (Campus Activewear Private Limited- Employee Stock Option Plan 2021)	Campus Activewear Limited Employee Stock Option Plan 2021 - Special Grant	Campus Activewear Limited Employee Stock Option Plan 2021 - Vision Pool
Outstanding at beginning of the year	291,438	-	-	-
Granted during the year	-	185,713	85,171	75,448
Adjustment for sub-division of equity shares (refer note (ii) below)	-	185,713	85,171	75,448
Lapsed during the year	-	-	-	-
Exercised during the year	(291,438)	-	-	-
Outstanding at end of the year	-	371,426	170,342	150,896
Exercisable at end of the year	-	-	-	-
			83,688	475,733
			80,682	1,039,760
			-	-
			83,688	10,140
			-	-
			-	465,593
			-	1,029,616
			-	-



(All amounts are in INR Million except per share data or as otherwise stated)

# Notes to Financial Statements

For the year ended 31 March 2023

## Weighted average exercise price

Particulars	Campus Activewear Private Limited- Employee Stock Option Plan 2018)	Scheme-2 (Campus Activewear Private Limited- Employee Stock Option Plan 2021)	Campus Activewear Limited Employee Stock Option Plan 2021 - Special Grant	Campus Activewear Employee Stock Option Plan 2021 - Vision Pool
Outstanding at beginning of the year (refer note (i) below)	INR 109.27	-	-	-
Granted during the year	-	INR 164.24	INR 223.10	INR 197.16
Adjustment for sub-division of equity shares (refer note (ii) below)	-	INR 82.12	INR 111.55	INR 82.12
Lapsed during the year	-	-	-	INR 197.16
Exercised during the year	INR 109.27	-	-	-
Outstanding at end of the year	-	INR 82.12	INR 111.55	INR 197.16
Exercisable at end of the year	-	-	-	-
Weighted average remaining contractual life of options (in years)	Nil	2.80	2.80	0.20
			3.05	Nil
			0.72	3.26

\*The expected life of the share options is based on historical data and current expectations is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of options is indicative of future trends, which may not necessarily be the actual outcome.

## Notes:

- (i) The Company had issued bonus shares to the shareholders of the Company accordingly there was an increase in number of shares to be issued to the option holders.
- (ii) The Board of Directors and shareholders of the Company at their meeting held on 9 November 2021, have approved stock split of one equity share having face value of INR 10 each into two equity shares having face value of INR 5 each.

# Notes to Financial Statements

For the year ended 31 March 2023

## 40. RELATED PARTIES

### A. Related parties and their relationships:

#### Related parties where control exists

Subsidiary Company (through control as defined under Ind AS 110 'Consolidated Financial Statements') M G Udyog Private Limited (till 24 September 2021)

#### Related parties with whom transactions have taken place during the year

Name	Relation
Kabeer Textiles Private Limited	KMP's significant influence
Purna Aggarwal	KMP's relative

#### Key Managerial Personnel (KMP)

Name	Relation
Nikhil Aggarwal	Whole Time Director and Chief Executive Officer
Hari Krishan Agarwal	Chairman and Managing Director
Vinod Aggarwal	Director (till 24 September 2021)
Nitin Savara	Independent Director (w.e.f. 17 November 2021)
Madhumita Ganguli	Independent Director (w.e.f. 24 September 2021)
Anil Kumar Chanana	Independent Director (w.e.f. 24 September 2021)
Nirmal Kumar Minda	Independent Director (w.e.f. 24 September 2021 till 11 December 2021)
Jai Kumar Garg	Independent Director (w.e.f. 18 December 2021)

### B. Transactions with the above in the ordinary course of business:

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
<b>Job work</b>		
M G Udyog Private Limited <sup>#</sup>	-	60.66
<b>Remuneration paid to KMP<sup>^</sup></b>		
Hari Krishan Agarwal	53.20	54.22
Nikhil Aggarwal	20.63	19.74
Vinod Aggarwal	-	6.05
<b>Sitting fee paid to independent Directors</b>		
Nitin Savara	3.00	1.60
Madhumita Ganguli	1.60	1.50
Anil Kumar Chanana	1.60	1.30
Nirmal Kumar Minda	-	0.40
Jai Kumar Garg	1.10	0.50

**Campus Activewear Limited (formerly known as Campus Activewear Private Limited)**  
(All amounts are in INR Million except per share data or as otherwise stated)

## Notes to Financial Statements

For the year ended 31 March 2023

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
<b>Commission paid to independent Directors</b>		
Nitin Savara	-	0.50
Madhumita Ganguli	-	0.50
Anil Kumar Chanana	-	0.50
Jai Kumar Garg	-	0.50
<b>Remuneration paid to relatives of KMP<sup>^</sup></b>		
Prerna Aggarwal	8.99	6.45
<b>Security deposit paid</b>		
Kabeer Textiles Private Limited	-	0.60
<b>Rent paid</b>		
Kabeer Textiles Private Limited	3.67	2.01

### Employee benefits

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Short term employee benefits	69.97	80.01
Post employment benefits <sup>^</sup>	1.80	-
Key Managerial Personnel		
Other long term benefits <sup>^</sup>	2.06	-
Termination benefits	-	-
Share-based payment	-	-

<sup>#</sup>Includes transaction only up to the date till which the party was a related party.

### C. Related party balances as at the year end:

Nature of the Balance	Related party	As at 31 March 2023	As at 31 March 2022
Other current financial liabilities*	Hari Krishan Agarwal	2.56	9.45
	Nikhil Aggarwal	1.09	4.91
	Vinod Aggarwal	-	-
	Prerna Aggarwal	0.50	1.16
	Nitin Savara	0.18	0.50
	Madhumita Ganguli	0.09	0.50
	Anil Kumar Chanana	0.09	0.50
	Jai Kumar Garg	-	0.50
Provision for employee benefits <sup>^</sup>	Hari Krishan Agarwal	3.25	-

# Notes to Financial Statements

For the year ended 31 March 2023

Nature of the Balance	Related party	As at 31 March 2023	As at 31 March 2022
	Nikhil Aggarwal	1.86	-
	Prerna Aggarwal	1.04	-
<b>Other non-current financial assets**</b>	Kabeer Textiles Private Limited	0.60	0.60

\*It does not include proceeds in relation to IPO that is payable by the Company to the selling shareholders. (refer note 49).

\*\*It does not include amount incurred in relation to IPO that is recoverable by the Company from the selling shareholders. (refer note 49).

^Previous year did not include post-employment benefits based on actuarial valuation as this was done for the Company as a whole.

## 41. CORPORATE SOCIAL RESPONSIBILITY

As per Section 135 of the Companies Act, 2013, a Company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on Corporate social responsibility (CSR) activities. A CSR Committee has been formed by the Company as per the Act. The CSR Committee and Board had approved the projects with specific outlay on the activities as specified in Schedule VII of the act, in pursuance of the CSR policy.

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
(a) Gross amount required to be spent by the Company during the year	21.14	16.87
(b) Amount spent during the year on (in cash):		
(i) Construction/Acquisition of any asset	-	-
(ii) On purpose other than (i) above	21.33	16.87
(c) Excess/(Shortfall) at the end of the year	0.19	-
(d) Total of previous years shortfall	-	-
(e) Details of related party transactions	NA	NA
(f) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately	NA	NA
(g) Reason for shortfall:	NA	NA
(h) Nature of CSR Activities:		
i) Professional fee, Academic Materials & School based Assessments, Academic Trainings (TPD & TPM) and Continuous FLN Monitoring.		
ii) Utilised for 68 Athletes supported by OGC in 8 sports viz Shooting, Badminton, Archery, Boxing, Wrestling, Weightlifting, Table Tennis and Athletics.		
iii) Utilised for uniform for children, books for children, machine for eye care centre, repair and maintenance and computer purchase at Vishwas Computer Centre.		
iv) Utilised for mobile medical unit.		

# Notes to Financial Statements

For the year ended 31 March 2023

## 42. FINANCIAL INSTRUMENTS - FAIR VALUES AND RISK MANAGEMENT

### I. Fair value measurements

#### Accounting classifications and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy:

Financial assets	Notes	Level of fair value	Carrying value	
			As at 31 March 2023	As at 31 March 2022
<b>Financial assets not measured at fair value</b>				
Loans	(b)		7.90	6.77
Trade receivables	(b)		1,766.48	1,336.80
Cash and cash equivalents	(b)		239.88	3.48
Other current financial assets	(b)		0.06	173.67
Other non current financial assets	(c)		173.34	85.48
			<b>2,187.66</b>	<b>1,606.20</b>
<b>Financial liabilities not measured at fair value</b>				
Non-current borrowings	(a)	2	256.65	451.70
Current borrowings	(a)	2	1,551.04	1,291.24
Trade payables	(b)		2,143.52	1,965.51
Lease liabilities (current and non-current)	(d)		1,542.41	1,146.93
Other current financial liabilities	(b)		414.16	200.77
Other non-current financial liabilities	(c)		37.24	-
			<b>5,945.02</b>	<b>5,056.15</b>
Financial assets	Notes	Level of fair value	Fair value	
			As at 31 March 2023	As at 31 March 2022
<b>Financial assets not measured at fair value</b>				
Loans	(b)		-	-
Trade receivables	(b)		-	-
Cash and cash equivalents	(b)		-	-
Other current financial assets	(b)		-	-
Other non current financial assets	(c)		173.34	85.48
			<b>173.34</b>	<b>85.48</b>



# Notes to Financial Statements

For the year ended 31 March 2023

Financial assets	Notes	Level of fair value	Fair value	
			As at 31 March 2023	As at 31 March 2022
<b>Financial liabilities not measured at fair value</b>				
Non-current borrowings	(a)	2	256.65	451.70
Current borrowings	(a)	2	1,551.04	1,291.24
Trade payables	(b)		-	-
Lease liabilities (current and non-current)	(d)		1,542.41	1,146.93
Other current financial liabilities	(b)		-	-
Other non-current financial liabilities	(c)		37.24	-
			<b>3,387.34</b>	<b>2,889.87</b>

- (a) The Company's borrowings have fair values that approximate to their carrying amounts as they are based on the net present value of the anticipated future cash flows using rates currently available for debts on similar terms, credit risk and remaining maturities.
- (b) The carrying amount of loans, trade receivables, cash and cash equivalents, bank balances other than those included in cash and cash equivalents, other current financial assets, trade payable and other current financial liabilities approximates the fair values, due to their short term nature.
- (c) The carrying value of non-current financial assets and Other non-current financial liabilities approximate the fair values as on the reporting date, as these are carried at amortised cost and are based on the net present value of the anticipated future cash flows using applicable discount rate.
- (d) The carrying value of lease liabilities approximates the fair values as on the reporting date, as these are carried at amortised cost and are based on the net present value of the anticipated future cash flows using applicable discount rate.

There are no transfer between Level 1, Level 2 and Level 3 during the year ended 31 March 2023 and 31 March 2022.

## II. Financial risk management

### Risk Management Framework

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework and

also responsible for developing and monitoring the Company's risk management policy.

The Company's risk management policies are established to identify and analyse the risk faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations. The Board of Directors with top management oversee the formulation and implementation of the risk management framework. The risks are identified at business unit level and mitigation plans are identified, deliberated and reviewed at appropriate forums.

The Company has exposure to the following risks arising from financial instruments:

- Credit risk;
- Liquidity risk; and
- Market risk.

#### i. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations resulting in a financial loss to the Company. Credit risk arises principally from trade receivables, loans, advances, cash

## Notes to Financial Statements

For the year ended 31 March 2023

and cash equivalents and deposits with banks. The carrying amounts of financial assets represent the maximum credit risk exposure.

### Trade receivables

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

The management has established a credit policy under which each new customer is analysed individually for creditworthiness before the standard payments and delivery terms and conditions are offered. The average credit period provided to customers varies from 0 to 90 days. For new customers, in addition to feedback from retail traders, they start doing the business with Company on advance payment terms. Post a business for 3 months and a successful payment track record, the customers are then converted to business with standard credit terms.

An impairment analysis is performed for all the customers at each reporting date on an individual basis. According to the analysis done, the Company establishes an allowance for impairment that represents its expected credit losses in respect of trade and other receivables. The management uses a simplified approach for the purpose of computation of expected credit loss for trade receivables. An impairment analysis is performed at each reporting date.

### Interest rate risk

Currently the Company's borrowings are within acceptable risk levels, as determined by the management, hence the Company has not taken any swaps to hedge the interest rate risk.

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk changes in market interest relates primarily to the Company's long term debt obligations with floating interest rates. The Company is carrying its borrowings primarily at variable rate:

Particulars	As at 31 March 2023	As at 31 March 2022
Variable rate borrowings	418.00	867.49
Fixed rate borrowings	1,389.69	750.00

### Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loan and borrowings affected. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

Particulars	Effect on profit before tax	
	As at 31 March 2023 Profit/(loss)	As at 31 March 2022 Profit/(loss)
Increase by 50 basis point	2.09	4.34
Decrease by 50 basis point	(2.09)	(4.34)

### Cash and cash equivalents and deposits with banks

Cash and cash equivalents of the Company are held with banks which have high credit rating. The Company considers that its cash and cash equivalents have low credit risk based on the external credit ratings of the counterparties.

# Notes to Financial Statements

For the year ended 31 March 2023

## Security deposits

The Company has furnished security deposits to its lessors for obtaining the premises on lease. The Company considers that its deposits have low credit risk or negligible risk of default as the parties are well established entities and have strong capacity to meet the obligations. Also, where Company expects that there is an uncertainty in the recovery of deposit, it provides for suitable impairment on the same.

Particulars	As at 31 March 2023	As at 31 March 2022
Financial assets for which loss allowance is measured using lifetime expected credit losses:		
Trade receivables (refer note 12)	2,001.05	1,476.97

During the year, trade receivable with a contractual amount of INR 4.43 Million were written off (31 March 2022: INR 44.53 Million) and the Company does not expect to receive future cash flows or recoveries from collection of receivables previously written off. The Company's management also pursues all legal options for recovery of dues, wherever necessary, based on its internal assessment.

The Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and adjusted for forward looking information. The expected credit loss allowance is based on the ageing of the days the receivables are due and the rates as per Company's policy.

## Reconciliation of loss allowance provision – Trade receivables

Particulars	As at 31 March 2023	As at 31 March 2022
Opening balance at the beginning of the year	140.17	159.38
Loss allowance for the year	98.83	25.32
Provision utilised during the year	(4.43)	(44.53)
Closing balance at the end of the year	234.57	140.17

## ii. Liquidity risk

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

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the cash flow generated from operations to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, Company treasury maintains flexibility in funding by maintaining availability under committed credit lines.

## Notes to Financial Statements

For the year ended 31 March 2023

Management monitors rolling forecasts of the Company's liquidity position (comprising the undrawn borrowing facilities) and cash and cash equivalents on the basis of expected cash flows. This is generally carried out in accordance with practice and limits set by the Company. In addition, the Company's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

Particulars	Carrying amounts as at 31 March 2023	Contractual cash flows			
		Total	0-1 years	Between 1 - 5 years	More than 5 year
<b>Non-derivative financial liabilities</b>					
Non-current borrowings	256.65	297.45	-	292.45	5.00
Current borrowings (including current maturities of non-current borrowings)	1,551.04	1,578.56	1,578.56	-	-
Lease liabilities (Current and non-current)	1,542.41	1,857.17	337.81	1,044.42	474.94
Other financial liabilities (Other than lease liabilities)	414.16	414.16	414.16	-	-
Other non-current financial liabilities	37.24	37.24	-	-	37.24
Trade payables	2,143.52	2,143.52	2,143.52	-	-
<b>Total</b>	<b>5,945.02</b>	<b>6,328.10</b>	<b>4,474.05</b>	<b>1,336.87</b>	<b>517.18</b>

Particulars	Carrying amounts as at 31 March 2023	Contractual cash flows			
		Total	0-1 years	Between 1 - 5 years	More than 5 year
<b>Non-derivative financial liabilities</b>					
Non-current borrowings	451.70	504.30	-	504.30	-
Current borrowings (including current maturities of non-current borrowings)	1,291.24	1,340.80	1,340.80	-	-
Lease liabilities (Current and non-current)	1,146.93	1,575.23	219.22	805.49	550.52
Other financial liabilities (Other than lease liabilities)	200.77	200.77	200.77	-	-
Trade payables	1,965.51	1,965.51	1,965.51	-	-
<b>Total</b>	<b>5,056.15</b>	<b>5,586.61</b>	<b>3,726.30</b>	<b>1,309.79</b>	<b>550.52</b>

# Notes to Financial Statements

For the year ended 31 March 2023

### iii. Market risk

Market risk is the risk that changes in market prices such as foreign exchange rates will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

The Company's business activities are exposed to a variety of market risks, namely:

- Currency risk;
- Commodity risk

### Currency risk

The Company is exposed to foreign currency risk to the extent that there is a mismatch between the currencies in which sales and purchases are denominated and the functional currency of the Company, hence exposure to exchange rate fluctuations arises. The risk is that the functional currency value of cash flows will vary as a result of movements in exchange rates. The functional currency of the Company is INR and the currency in which these transactions are primarily denominated is USD and CNY.

For assets and liabilities denominated in foreign currencies, the Company's policy is to ensure that its net exposure is kept to an acceptable level by buying or selling foreign currencies at spot rates when necessary to address short-term imbalances.

Particulars of unhedged foreign currency exposure are as follows:

Particulars	Currency	As at 31 March 2023	As at 31 March 2022
<b>Amount in Foreign currency</b>			
Trade payables	USD	0.00	1.02
	CNY	0.28	-
<b>Amount in INR</b>			
Trade payables	USD	0.13	77.11
	CNY	3.32	-

### Currency sensitivity

A reasonably possible strengthening/(weakening) of the INR against all other currencies at reporting date would have affected the measurement of financial instruments denominated in a foreign currency and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant.

Profit/(loss)	For the year ended 31 March 2023	For the year ended 31 March 2022
<b>Strengthening</b>		
USD (1% movement)	0.00	0.77
CNY (1% movement)	0.03	-
<b>Weakening</b>		
USD (1% movement)	(0.00)	(0.77)
CNY (1% movement)	(0.03)	-



# Notes to Financial Statements

For the year ended 31 March 2023

## Commodity Risk

Exposure of the Company to Commodity and Commodity Risks faced by the Company throughout the year.

Commodities form a major part of the raw materials required for Company's products portfolio and hence commodity price risk is one of the important market risk for the Company. The Company is exposed to the risk of changes in commodity prices in relation to its purchase of raw materials. The Company's price arrangements with its suppliers are typically linked to the spot prices of such raw materials, and any increase in the spot prices may result in an increase in the price of such raw materials procured from its suppliers.

The Company has adequate risk assessment and minimization system in place including for Commodities. The risk is hedged through additional and strategic buying from time to time. Further, the Company typically pass on some portion of the change in the raw material price to the customers

## Purchases sensitivity analysis

A reasonably possible change of 1% in prices of purchases during the year, would have increased/(decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables remain constant.

Particulars	Equity-net of tax		Effect on profit before tax	
	As at 31 March 2023	As at 31 March 2022	As at 31 March 2023	As at 31 March 2022
Increase by 1%	(64.37)	(40.75)	(86.07)	(62.63)
Decrease by 1%	64.37	40.75	86.07	62.63

## 43. CAPITAL MANAGEMENT

For the purpose of the Company's capital management, capital includes issued equity capital, securities premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value. Management monitors the return on capital, as well as the level of dividends to ordinary shareholders.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by equity. Net debt is calculated as total liabilities (as shown in the balance sheet) less cash and cash equivalents and other bank balances. The Company's net debt to adjusted equity ratio i.e. capital gearing ratio is as follows:

Particulars	As at 31 March 2023	As at 31 March 2022
Total Liabilities	6,237.95	5,326.58
Less: Cash and Cash equivalents	(239.88)	(3.48)
<b>Adjusted Net debt</b>	<b>5,998.07</b>	<b>5,323.10</b>
Total equity	5,521.20	4,275.87
<b>Net debt to equity ratio</b>	<b>1.09</b>	<b>1.24</b>

## 44. SEGMENT REPORTING

Segment information is presented in respect of the Company's key operating segments. The operating segments are based on the Company's management and internal reporting structure.

### Operating segments

The Company has identified the business as single operating segment i.e. Footwear and Accessories. Accordingly, there is only one Reportable Segment for the Company which is "Footwear and Accessories", hence no specific disclosures have been made.

## Notes to Financial Statements

For the year ended 31 March 2023

**(a) Information about geographical areas**

Major sales of the Company are made to customers which are domiciled in India.

Revenue based on sales of products attributable to external customers	For the year ended 31 March 2023	For the year ended 31 March 2022
Within India	14,683.07	11,868.23
Outside India	17.59	1.71
<b>Total</b>	<b>14,700.66</b>	<b>11,869.94</b>

**(b)** The Company does not have transactions with single external customer having 10% or more of its revenues from during the current and previous year.

**(c)** The non-current assets of the Company are located in the country of domicile i.e. India. Hence no specific disclosures have been made.

### 45. DETAILS OF DUES TO MICRO ENTERPRISES AND SMALL ENTERPRISES AS DEFINED UNDER MSMED ACT, 2006

Particulars	As at 31 March 2023	As at 31 March 2022
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of year reported in Current Trade Payables		
Principal amount unpaid	60.35	134.55
Interest due	0.66	16.35
The amount of interest paid by the buyer in terms of section 16, of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during the year		
Payment made beyond the Appointed Date	66.57	-
Interest Paid beyond the Appointed Date	2.25	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006	5.35	-
The amount of interest accrued and remaining unpaid at the end of the year; and	10.05	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006	-	-

### 46. RATIO ANALYSIS

**a. Current ratio = Current assets divided by current liabilities**

Particulars	31 March 2023	31 March 2022
Current assets	7,484.07	6,045.93
Current liabilities	4,552.36	3,803.33

## Notes to Financial Statements

For the year ended 31 March 2023

Particulars	31 March 2023	31 March 2022
Ratio	1.64	1.59
% Change from previous year	3.42%	

Reason for change more than 25%: NA

### b. Debt equity ratio = Total debt divided by total shareholder's equity

Particulars	31 March 2023	31 March 2022
Total debt (excluding lease liabilities)	1,807.69	1,742.94
Total equity (excluding Non-controlling interests)	5,521.20	4,275.87
Ratio	0.33	0.41
% Change from previous year	(19.68%)	

Reason for change more than 25%: NA

### c. Debt service coverage ratio = Earnings available for debt services divided by total interest and principal repayments

Particulars	31 March 2023	31 March 2022
Profit after tax	1,171.18	1,085.38
<b>Add: Non cash operating expenses and finance cost</b>		
- Depreciation and other non cash operating expenses	897.19	591.72
- Finance costs	272.24	173.61
<b>Earnings available for debt service</b>	<b>2,340.61</b>	<b>1,850.71</b>
Interest on borrowings and lease liabilities	272.24	173.61
Principal repayments and lease payments	666.38	345.84
<b>Total interest and principal repayments</b>	<b>938.62</b>	<b>519.45</b>
Ratio	2.49	3.56
% Change from previous year	(30.01%)	

Reason for change more than 25%:

The ratio has decreased from 3.56 in March 2022 to 2.49 in March 2023 mainly due to increase in repayment of principal and interest as compared to previous year.

### d. Return on equity ratio/return on investment ratio = Net profit after tax divided by average shareholder's equity

Particulars	31 March 2023	31 March 2022
Net profit after tax	1,171.18	1,085.38
Average shareholder's equity	4,898.54	3,701.11
Ratio (in %)	23.91%	29.33%
% Change from previous year	(18.47%)	

Reason for change more than 25%: NA

## Notes to Financial Statements

For the year ended 31 March 2023

### e. Inventory turnover ratio = Net Sales divided by average inventory

Particulars	31 March 2023	31 March 2022
Sale of goods (Net sales)	14,700.66	11,869.94
Average inventory	4,016.28	2,783.89
Ratio	3.66	4.26
% Change from previous year	(14.15%)	

Reason for change more than 25%: NA

### f. Trade receivables turnover ratio = Net sales divided by average trade receivables

Particulars	31 March 2023	31 March 2022
Sale of goods (Net sales)	14,700.66	11,869.94
Average trade receivables (Gross)	1,739.01	1,309.17
Ratio	8.45	9.07
% Change from previous year	(6.76%)	

Reason for change more than 25%: NA

### g. Trade payables turnover ratio = Net purchases divided by average trade payables

Particulars	31 March 2023	31 March 2022
Net purchases	8,547.74	7,556.71
Average trade payables	2,054.52	1,832.94
Ratio	4.16	4.12
% Change from previous year	0.92%	

Reason for change more than 25%: NA

### h. Net capital turnover ratio = Net sales divided by working capital

Particulars	31 March 2023	31 March 2022
Sale of goods (Net sales)	14,700.66	11,869.94
Working capital	2,931.71	2,242.60
Ratio	5.01	5.29
% Change from previous year	(5.26%)	

Reason for change more than 25%: NA

### i. Net profit ratio = Net profit after tax divided by Net sales

Particulars	31 March 2023	31 March 2022
Net profit after tax	1,171.18	1,085.38
Sale of goods (Net sales)	14,700.66	11,869.94
Ratio	0.08	0.09
% Change from previous year	(12.87%)	

Reason for change more than 25%: NA

# Notes to Financial Statements

For the year ended 31 March 2023

## j. Return on capital employed = Earnings before interest and taxes (EBIT) divided by capital employed

Particulars	31 March 2023	31 March 2022
Profit before tax	1,566.02	1,717.09
Add: Finance costs (represents interest on borrowings)	132.14	120.29
<b>EBIT</b>	<b>1,698.16</b>	<b>1,837.38</b>
Tangible net worth (Total assets - total liabilities - intangible assets)	5,507.70	4,267.28
Total debt (excluding lease liabilities)	1,807.69	1,742.94
<b>Capital employed</b>	<b>7,315.39</b>	<b>6,010.22</b>
<b>Ratio</b>	<b>0.23</b>	<b>0.31</b>
<b>% Change from previous year</b>	<b>(24.07%)</b>	

**Reason for change more than 25%:** NA

## 47. OTHER NOTES:

- The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- The Company has not been declared as wilful defaulter by any bank or financial institution or government or any government authority.
- The Company does not have any transactions with companies struck off.
- The Company has not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- There are no charges or satisfaction yet to be registered with ROC beyond the statutory period.
- The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
  - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- The Company (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CIC as part of the Company.

## 48. SCHEME OF MERGER

The Board of Directors of the Company at its meeting held on 11 November 2020 had approved the Scheme of Arrangement (the 'Scheme') for merger of its wholly owned subsidiary (transferor Company) with the Company (transferee Company) and adjustment of securities premium of the Transferee Company with the debit balance of Capital Reserve. Application seeking approval of the Scheme was subsequently filed with Hon'ble National Company Law Tribunal (NCLT), New Delhi Bench on 25 March 2021. The earlier standalone financial statements of the Company for the year ended 31 March 2022 were approved by the Board of Directors at its meeting held on 30 May 2022 without giving effect to the Scheme since the petition was pending before the NCLT.



# Notes to Financial Statements

**For the year ended 31 March 2023**

NCLT, New Delhi Bench sanctioned the Scheme and pronounced its order on 11 August 2022, certified copy of which was received by the Company on 1 September 2022. As per the Order, it needed to be filed with ROC within 30 days from receipt of certified copy of it, which was filed subsequently.

Accordingly, to give effect to the Scheme from the appointed date i.e. 1 April 2020, the Company had revised the earlier approved standalone financial statements for the year ended 31 March 2022.

Pursuant to the Scheme, all the assets, liabilities, reserves and surplus of the transferor Company had been transferred to and vested in the Company with effect from the appointed date i.e. 1 April 2020 at their carrying values.

The revision to the earlier standalone financial statements had been carried out solely for the impact of above referred Scheme and no additional adjustments had been incorporated for any other events occurring after 30 May 2022 (being the date when the standalone financial statements were first approved by the Board of Directors of the Company).

The details of the Company and the merger of the transferor Company with the Company are as below:

<b>Name of the transferor Company</b>	<b>Campus AI Private limited</b>
General nature of business	Manufacturing and trading of footwear and accessories
Appointed date of the Scheme	1 April 2020
Description and number of shares issued	Nil
% of Company's equity shares exchanged	Nil

Pursuant to the Scheme the merger had been accounted for as per the applicable accounting principles prescribed under relevant Indian Accounting Standards.

## **(a) Accounting treatment**

- (i) The Transferee Company had recorded all the assets, liabilities and reserves of the Transferor Company vested in it pursuant to this Scheme, at their book values and in the same form as appearing in the books of the Transferor

Company as on the Appointed Date, by applying the principles as set out in Appendix C of IND AS 103 'Business Combinations' and prescribed under Companies (Indian Accounting Standards) Rules, 2015 issued by the Institute of Chartered Accountants of India.

- (ii) The revised standalone financial statements of the Transferee Company reflect the financial position on the basis of consistent accounting policies.
- (iii) Any loans, advances or other obligations (including but not limited to any guarantees, letters of credit, letters of comfort or any other instrument or arrangement which may give rise to a contingent liability in whatever form) that are due between the Transferor Company and the Transferee Company, if any, ipso facto, stand discharged and come to end and the same is eliminated by giving appropriate elimination effect in the books of account and records of the Transferee Company.
- (iv) Investments in shares of the Transferor Company held by the Transferee Company have been adjusted against Share Capital of the Transferor Company and the difference, between cost of investment of the Transferor Company in the books of the Transferee Company has been adjusted against balance of reserves and surplus of the Transferee Company post-merger.

The identity of the reserves has been preserved and appear in the Revised Standalone financial statements of the Transferee Company in the same form in which they appeared in the financial statements of the Transferor Company.

- (v) Upon the Scheme becoming effective the Transferee Company had passed the following accounting entries for adjustment of securities premium with the debit balance of Capital Reserve:
- a. The debit balance in the Capital Reserve INR. 1,567.87 Million (after giving effect of above accounting) in the books of the Transferee Company as on Effective Date i.e. 1 April 2020 has been adjusted/ set-off against the credit balance of Securities Premium.

## Notes to Financial Statements

For the year ended 31 March 2023

- b. This part of the Scheme did not involve reduction in the Issued, Subscribed, Paid-Up Share Capital of the Transferee Company and any payment of the Paid-Up share capital to the shareholders of the Transferee Company nor did it result in extinguishment of any liability or diminution. There was no outflow of/payout of funds from the Transferee Company and hence, the interest of the shareholders/creditors was not adversely affected.

(b) The book value of assets and liabilities taken over in accordance with the terms of the scheme at the following summarised values:

Particulars	As at 1 April 2020
<b>ASSETS</b>	
<b>Non-current assets</b>	
Property, plant and equipment	175.63
Right-of-use assets	34.24
Financial assets:	
Loans	0.79
Deferred tax assets (net)	9.71
Other non-current assets	0.63
<b>Total non-current assets</b>	<b>221.00</b>
<b>Current assets</b>	
Inventories	245.08
Financial assets:	
Trade receivables	288.80
Cash and cash equivalents	1.17
Loans	4.44
Other current financial assets	1.10
Other current assets	139.06
<b>Total current assets</b>	<b>679.65</b>
<b>Total assets (A)</b>	<b>900.65</b>
<b>Non-current liabilities</b>	
Provisions	3.81
<b>Total non-current liabilities</b>	<b>3.81</b>
<b>Current liabilities</b>	
Financial liabilities:	
Borrowings	243.03
Trade payables (refer note below):	
Total outstanding dues of micro enterprises and small enterprises	-
Total outstanding dues of creditors other than micro and small enterprises	452.48
Other current financial liabilities	123.89
Other current liabilities	7.95
Provisions	0.02
Current tax liabilities (net)	18.24
<b>Total current liabilities</b>	<b>845.61</b>

# Notes to Financial Statements

For the year ended 31 March 2023

Particulars	As at 1 April 2020
Total liabilities (B)	849.42
Total net identifiable assets acquired C = (A-B)	51.23
Carrying amount of investments in transferor Company cancelled (D)	1.99
Excess of net assets over investment (E) = (C-D)	49.24
Elimination of Intra group profit (F) (refer note below)	(70.03)
Impact of deferred tax on Intra group profit as at 1 April 2020 (G)	23.97
<b>Net impact transferred to retained earnings (E + F +G)</b>	<b>3.18</b>

## Notes:

- (a) Pursuant to the Order, the difference between the book value of the assets and liabilities and reserves transferred to the Company and the carrying amount of investments in transferor Company cancelled being INR 49.24 Million had been credited to the other equity of the Company.
- (b) Trade Payable includes INR 204.91 Million payable to Transferee Company which will be eliminated by the receivables in the Transferor Company.
- (c) Unrealised Profit of INR 70.03 on stock unsold as at 1 April 2020 which was purchased by one entity from other had been debited in other equity.
- (d) As the appointed date of the Scheme is 1 April 2020, the previous year's numbers ie. for the year ended 31 March 2021 had been revised to include the financial information of the Transferor Company.
- (e) The authorised share capital of the Transferee Company, automatically stands increased, by

clubbing the authorised share capital of the Transferor Company which is INR 2.00 Million divided into 400,000 equity shares of INR 5 each (31 March 2021: INR 2.00 Million divided into 200,000 equity shares of INR 10 each).

- (f) Further, pursuant to the approval of the Scheme from the specified retrospective appointed date of 1 April 2020, a revised return of income for the year ended 31 March 2021 after taking into consideration the overriding effect of the provision in the Scheme would be filed by the Company. The impact of such revised return on the current and deferred tax has been recognised in the profit or loss for the year ended 31 March 2022.

**49.** Company had completed its Initial Public Offering (IPO) of its equity shares which have been listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) with effect from 9 May 2022 on offer for sale basis.

As per our report of even date attached  
For **B S R & Associates LLP**  
Chartered Accountants  
ICAI Firm Registration No.: 116231W/W-100024

**Sandeep Batra**  
Partner  
Membership No.: 093320

**Place:** Gurugram  
**Date:** 29 May 2023

For and on behalf of the Board of Directors of  
**Campus Activewear Limited**  
(formerly known as Campus Activewear Private Limited)

**Hari Krishan Agarwal**  
Chairman and  
Managing Director  
DIN: 00172467

**Place:** New Delhi  
**Date:** 29 May 2023

**Raman Chawla**  
Chief Financial Officer

**Place:** Gurugram  
**Date:** 29 May 2023

**Nikhil Aggarwal**  
Whole Time Director and  
Chief Executive Officer  
DIN: 01877186

**Place:** Gurugram  
**Date:** 29 May 2023

**Archana Maini**  
General Counsel and  
Company Secretary  
Membership No.: A16092

**Place:** Gurugram  
**Date:** 29 May 2023

## **Notice of 15<sup>th</sup> Annual General Meeting**

**NOTICE** is hereby given that the 15<sup>th</sup> Annual General Meeting of the Members of Campus Activewear Limited (Formerly known as Campus Activewear Private Limited) ("the Company") will be held on **Tuesday, 26 September 2023 at 11:00 AM (IST)** through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), to transact the following businesses:

### **ORDINARY BUSINESS**

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31 March 2023 together with the Reports of the Auditors and Board of Directors thereon and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

"**RESOLVED THAT** the Audited Financial Statements of the Company for the Financial Year ended 31 March 2023 together with the Reports of the Auditors and Board of Directors thereon as circulated to the members be and are hereby received, considered and adopted."

- 2. To appoint a Director in place of Mr. Ankur Nand Thadani (DIN: 03566737), who retires by rotation and being eligible, offers himself for re-appointment and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

"**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Ankur Nand Thadani (DIN: 03566737), who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

- 3. To appoint M/s. B S R and Co, Chartered Accountants as Statutory Auditors for 5 (five) consecutive years and fix remuneration:**

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

"**RESOLVED THAT** pursuant to Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies

(Audit and Auditors) Rules, 2014, including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company (the "Board") accorded at their respective meetings held on 29 May 2023, M/s. B S R and Co, Chartered Accountants (ICAI Firm Registration No. 128510W), be and are hereby appointed as the Statutory Auditors of the Company (in place of the retiring Statutory Auditors, M/s. B S R & Associates LLP) from the conclusion of the 15<sup>th</sup> Annual General Meeting of the Company (this meeting), to hold such office for a period of 5 (five) consecutive years till the conclusion of the 20<sup>th</sup> Annual General Meeting of the Company to be held in the year 2028 and to conduct the audit for the financial year 2023-24, at a remuneration of ₹ 85 Lakhs (Rupees Eighty Five Lakhs only) payable in one or more instalments plus GST as applicable, and reimbursement of out-of-pocket expenses incurred.

**RESOLVED FURTHER THAT** the Audit Committee and Board of Directors of the Company be and are hereby authorized to revise the remuneration for the financial year 2023-24, if required and fix the remuneration for the rest of tenure of the appointment.

**RESOLVED FURTHER THAT** Mr. Nikhil Aggarwal, Whole-Time Director and CEO, Mr. Sanjay Chhabra, Chief Financial Officer and Ms. Archana Maini, General Counsel & Company Secretary, be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be necessary, expedient or incidental for the purpose of giving effect to this Resolution and to settle any question or difficulty in connection herewith and incidental hereto."

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

**Place:** Gurugram  
**Date:** 10 August 2023

**Regd. Office:** D-1, Udyog Nagar, Main Rohtak Road, New Delhi-110041

Sd/-  
**Archana Maini**  
General Counsel and Company Secretary  
M. No. A16092

## Campus Activewear Limited (formerly known as Campus Activewear Private Limited)

### Notes:

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 10/2022 dated 28 December 2022 read with General Circular Nos. 2/2022 dated 5 May 2022, 21/2021 dated 14 December 2021, 02/2021 dated 13 January 2021, 20/2020 dated 5 May 2020, 17/2020 dated 13 April 2020 and 14/2020 dated 8 April 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing (VC)/Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Companies Act, 2013 ("the Act"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations 2015") and MCA Circulars, the Annual General Meeting (AGM) of Campus Activewear Limited (formerly known as Campus Activewear Private Limited) ("Company") is being held through VC/OAVM.
2. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated 15 April 2020, issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
3. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with, accordingly, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form, Attendance Slip and route map are not Annexed hereto.
4. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and the rules made thereunder setting out the material facts is annexed hereto along with the recommendation of the Board to the shareholders on each of the specific items, in terms of Regulation 17(11) of the SEBI Listing Regulations 2015.  
  
Information required pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with the applicable provisions of Secretarial Standard-2, in respect of the Director seeking re-appointment, is provided at the end of this Notice as **Annexure-A**.
5. In compliance with the MCA Circulars and SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11 July, 2023 (hereinafter

collectively referred to as "Circulars"). Notice of the AGM along with the Annual Report for the financial year 2022-23 is being sent through electronic mode to all shareholders whose email addresses are registered with the Company and/or with Depository Participants (DPs). In case any member is desirous of obtaining physical copy of the Annual Report for the financial year 2022-23 and Notice of the 15<sup>th</sup> AGM of the Company, he/she may send a request to the Company by writing at [investors@campusshoes.com](mailto:investors@campusshoes.com) or Link Intime India Private Limited ("Link Intime") at [vinay.kumar@linkintime.co.in](mailto:vinay.kumar@linkintime.co.in).

Members may note that the Notice of the 15<sup>th</sup> AGM and the Annual Report for the financial year 2022-23 can also be accessed from the Company's website at [www.campusactivewear.com](http://www.campusactivewear.com), websites of the Stock Exchanges on which the equity shares of the Company are listed i.e. National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and BSE Limited ([www.bseindia.com](http://www.bseindia.com)), website of National Securities Depository Limited ("NSDL") at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and on the website of Registrar and Transfer Agent ("RTA") i.e. Link Intime India Private Limited at <https://linkintime.co.in/>.

6. In order to enhance the ease of doing business for investors in the securities market, Pursuant to SEBI Circular no. SEBI/HO/MIRSD/MIRSDPoD-1/P/CIR/2023/37 dated 16 March 2023, issued in supersession of earlier circulars issued by SEBI bearing nos. SEBI/HO/MIRSD/MIRSD RTAMB/P/CIR/2021/655 and SEBI/HO/MIRSD/MIRSD RTAMB/P/CIR/2021/687 dated 3 November 2021 and 14 December 2021, respectively. SEBI has recently mandated furnishing of PAN, KYC details (i.e., Postal Address with PIN Code, Email address, Mobile number, Bank account detail, Specimen signature) and nomination details by holders of securities. In case any of the above cited documents/details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s) effective from 1 October 2023. Physical shareholders who have not updated their KYC details may please submit Form ISR-1, Form ISR-2, Form ISR-3 and Form No. SH-13. The link for downloading the forms is available on the Company's RTA website under the web link at <https://linkintime.co.in/>. Further note that the other relevant details and forms prescribed by SEBI in this regard are also available on the website of the RTA and Company.

In view of the above we urge Members holding shares in physical form to submit the required forms alongwith the supporting documents on or before 30 September 2023. Members who hold shares in dematerialized form and wish to update their PAN, KYC, Bank Details and Nomination are requested to contact their DPs.



## Campus Activewear Limited (formerly known as Campus Activewear Private Limited)

### 7. Process for registration of Email ID for obtaining Notice of the AGM along with the Annual Report:

Those persons who are Members of the Company as on Cut-off date for dispatch of AGM Notice along with the Annual Report i.e. 25 August 2023 and who have not yet registered their E-mail Address with the Depository Participants ("DPs") (if shares held in electronic form)/Company (if shares held in physical form) are requested to get their E-mail Addresses registered to receive the Notice of the AGM along with the Annual Report for the financial year 2022-23 by completing the process as under:

**Members holding share(s) in physical mode:** by writing to the Company with details of folio number and attaching a self-attested copy of PAN Card along with Form No. ISR-1 at [investors@campusshoes.com](mailto:investors@campusshoes.com) or to Link Intime India Private Limited at [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in).

**Members holding share(s) in electronic mode:** by registering/updating their e-mail ID in respect of demat holdings with the respective DPs by following the procedure prescribed by the DPs for receiving all communications from the Company electronically.

### 8. Documents open for inspection:

- a) All documents referred to in the accompanying Notice and the Explanatory Statement can be obtained for inspection by writing to the Company at its Email ID [investors@campusshoes.com](mailto:investors@campusshoes.com) till the date of AGM.
- b) Further, Shareholders may also write to the Company at its Email ID [investors@campusshoes.com](mailto:investors@campusshoes.com) for inspection of the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act and the Certificate from M/s ATG & Co., Company Secretaries, Secretarial Auditors of the Company certifying that the ESOP Schemes of the Company are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and the shareholders resolutions passed in the general meeting required to be placed at the time of AGM of the Company.

### 9. Instructions for Members for remote e-voting and e-voting during the AGM:

- a) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of SEBI Listing Regulations (as amended) and the applicable

MCA Circulars, the Company is pleased to provide a facility to the Members to cast their votes using an electronic voting system from any place before the meeting ("remote e-voting") and during the meeting in respect of the resolutions proposed in this Notice.

- b) In order to increase the efficiency of the voting process and in terms with SEBI Circular No. SEBI master circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11 July 2023, demat account holders are being provided a single login credential, through their demat accounts/websites of Depositories/ Depository Participants. Demat account holders would now be able to cast their vote without having to register again with the e-Voting service providers, thereby facilitating seamless authentication and convenience of participating in the e-voting process.
- c) The Company has engaged the services of National Securities Depository Limited ("NSDL") as the authorized agency for conducting of the AGM through VC/OAVM and providing remote e-voting and e-voting facility before and during the AGM respectively.
- d) Members may note that the VC/OAVM facility, allows participation of at least 1,000 members on a first-come-first-served basis and shall open 30 minutes before the time scheduled for the AGM. However, the participation of members holding 2% or more shares, promoters, and Institutional Investors, directors, key managerial personnel, chairpersons of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Auditors are not restricted on first-come-first-serve basis.
- e) NSDL will be providing facility for voting through remote e-Voting. The remote e-voting period will commence on **Saturday 23 September 2023 from 09:00 A.M. IST and end on Monday 25 September 2023 at 05:00 P.M. IST**. The remote e-voting module shall be disabled by NSDL thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
- f) The Members, whose names appear in the Register of Members or in the Register of Beneficial Owners (in case of electronic shareholding) maintained by the depositories as on the **cut-off date i.e., Tuesday 19 September 2023**, are entitled to vote on the Resolutions set forth in this Notice. Voting

## Campus Activewear Limited (formerly known as Campus Activewear Private Limited)

Rights shall be reckoned on the paid-up value of equity shares registered in the name of the Members as on the **cut-off date i.e., Tuesday 19 September 2023**. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.

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

- g) Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as on the **cut-off date i.e., 19 September 2023**, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

However, if you are already registered with NSDL for remote e-voting, then you can use

your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022-4886 7000 and 022-2499 7000.

- h) In case of Individual Shareholders holding securities in demat mode and who become a member of the Company after sending of the Notice and hold share(s) as on the cut-off date may follow steps mentioned below in Note 10 under "Login method for Remote e-voting and joining virtual AGM for individual shareholders holding securities in demat mode".
- i) The Register of Members and the Share Transfer books of the Company will remain closed from **Wednesday, 20 September 2023 to Tuesday, 26 September 2023 (both days inclusive)** in connection with the Annual General Meeting.

### 10. Procedure for remote e-voting and e-voting during the AGM:

The detailed process and manner for accessing and participating in the 15<sup>th</sup> AGM through VC/OAVM facility and voting through electronic means including remote e-voting are explained herein below:

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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"><li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' 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 "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on Company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li><li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li></ol>

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Type of shareholders	Login Method
	<ol style="list-style-type: none"> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/either">https://www.evoting.nsdl.com/either</a> 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 &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**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'.

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- (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](http://www.evoting.nsdl.com).
  - b. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 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 [cmukulyagi@gmail.com](mailto:cmukulyagi@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Pallavi Mhatre, Senior Manager NSDL at [evoting@nsdl.co.in](mailto: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 [investors@campusshoes.com](mailto:investors@campusshoes.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 [investors@campusshoes.com](mailto:investors@campusshoes.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the



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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](mailto: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 9 December 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.

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

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

e-Voting instructions mentioned in the notice to avoid last minute rush.

- b. Members are encouraged to join the Meeting through Laptops for better experience. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- c. 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.
- d. 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.
- e. Members who need assistance before or during the AGM, you may refer the Frequently Asked Questions ("FAQs") for shareholders and e-voting user manual for shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or can: Send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Call at 022-4886 7000 and 022-2499 7000; or Contact Pallavi Mhatre, Senior Manager at the designated e-mail ID: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

### 12. Procedure to raise questions/seek clarifications with respect to Annual Report at the ensuing 15<sup>th</sup> AGM:

- a. Members are encouraged to express their views/send their queries in advance mentioning ID, mobile no. at [investors@campusshoes.com](mailto:investors@campusshoes.com). Questions/queries received by the Company from **18 September 2023 to 19 September 2023** shall only be considered and responded during the AGM.
- b. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at [investors@campusshoes.com](mailto:investors@campusshoes.com) from **18 September 2023 to 19 September 2023**. Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM.
- c. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM and avoid repetition of questions, as appropriate for smooth conduct of the AGM. All shareholders

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attending the AGM will have the option to post their comments/queries through a dedicated Chat box that will be available below the Meeting Screen.

### 13. Declaration of Voting Results:

- a. As per Rule 20 of the Companies (Management and Administration) Rules, 2014, the Board of Directors have appointed Mr. Mukul Tyagi (Membership No. F9973), Partner, M/s ATG & Co., Company Secretaries, as the Scrutinizer for conducting the e-voting process in accordance with the law and in a fair and transparent manner. The Scrutinizer has communicated his willingness to be appointed and will be available for the said purpose.
  - b. The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and e-voting on the date of the AGM and shall make a Consolidated Scrutinizer's Report of the votes cast in favour or against, if any, and submit the same to the Chairman of the meeting or a person authorized by him in writing, who shall countersign the same.
  - c. The Results of the E-voting will be declared within statutory timelines of the conclusion of the meeting, by the Chairman of the meeting or a person authorized by him in writing. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM.
  - d. The voting results along with the Scrutinizer's Report will be displayed at the Registered Office of the Company, communicated to the Stock Exchanges viz. BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and additionally be uploaded on the Company's website: [www.campusactivewear.com](http://www.campusactivewear.com) and on the website of NSDL: <https://www.evoting.nsdl.com/>
14. As per Regulation 40 of SEBI Listing Regulations, as amended from time to time, securities of listed companies can be transferred only in dematerialized form with effect from 1 April 2019, except in case of

request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's RTA, Link Intime for assistance in this regard.

15. Non-resident Indian Members are requested to inform Registrar and Share Transfer Agent or the concerned Depository Participant immediately for the change in the residential status on return to India for permanent settlement and the particulars of the NRE account with a bank in India, if not furnished the details earlier.
16. SEBI vide its Circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25 January 2022 has mandated the listed companies to issue securities in dematerialised form only while processing certain prescribed service requests. Accordingly, the members are requested to make service request by submitting a duly filled and signed Form No. ISR-4, the format of which is available on the Company's website at [www.campusactivewear.com](http://www.campusactivewear.com) and on the website of Link Intime at <https://linkintime.co.in/>. Members are requested to note that any service request would only be processed after the folio is KYC Compliant.
17. In accordance with the provisions of Section 72 of the Act and SEBI circulars, the facility for nomination is available for the members of the Company in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. ISR-3 or Form No. SH-14, as the case may be. The said forms are available on the Company's website at [www.campusactivewear.com](http://www.campusactivewear.com).

Members are requested to submit the said details to their respective DP, in case the shares are held by them in dematerialized form and to the Company/ Link Intime, in case the shares are held by them in physical form.

By order of the Board  
For **Campus Activewear Limited**  
(Formerly known as Campus Activewear Private Limited)

Sd/-  
**Archana Maini**  
General Counsel and Company Secretary  
M. No. A16092

**Place:** Gurugram  
**Date:** 10 August 2023  
**Regd. Office:** D-1, Udyog Nagar, Main Rohtak Road, New Delhi-110041.

## **Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013:**

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), sets out material facts relating to the business mentioned in the accompanying Notice of 15<sup>th</sup> Annual General Meeting (Notice of AGM/ Notice) dated 10 August 2023.

### **Item No. 3**

The Members of the Company at the 10<sup>th</sup> Annual General Meeting (AGM) held on 24 September 2018 approved the appointment of M/s B S R & Associates LLP, Chartered Accountants [ICAI Firm Registration Number: 116231W/W-100024] ("BSR"), as the Statutory Auditors of the Company to hold office from the conclusion of the said 10<sup>th</sup> AGM until the conclusion of 15<sup>th</sup> AGM ("this AGM"). BSR will complete their present first term on conclusion of this AGM in terms of the same. The fee paid to BSR for the financial year 2022-23 is ₹ 10.80 Millions (excluding out of pocket expenses), details of which are given in Note No. 34 of the Notes to Financial Statements for the financial year ended 31 March 2023.

The Board of Directors of the Company (the "Board") at its meeting held on 29<sup>th</sup> May 2023, based on the recommendations of the Audit Committee, have recommended the appointment of M/s. B S R and Co, Chartered Accountants (ICAI Firm Registration No. 128510W), in place of the retiring auditors i.e. M/s B S R & Associates LLP (both B S R and Co and B S R & Associates LLP are members of B S R & Associates, a network registered with The Institute of Chartered Accountants of India) for the second term for BSR entities of 5 (five) consecutive years to hold such office from the conclusion of this meeting till the conclusion of the 20<sup>th</sup> Annual General Meeting of the Company to be held in the year 2028, in terms of Section 139 of the Companies Act, 2013 (as amended) (the "Act") read with the Companies (Audit and Auditors) Rules, 2014 (as amended) and to conduct the audit for the financial year 2023-24, at a remuneration of ₹ 85 lakhs (Rupees Eighty Five Lakhs only) payable in one or more instalments plus GST as applicable, and reimbursement of out-of-pocket expenses incurred.

The Company has received Consent and Eligibility Certificate from the proposed auditors to act as the Statutory Auditors of the Company, in accordance with the provisions of Section 139 and Section 141 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014.

The details required to be disclosed under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) are as under:

**A. Proposed fees payable to the Statutory Auditor(s):** ₹ 85 Lakhs payable in one or more instalments plus GST as applicable, and reimbursement of out-of-pocket expenses incurred for the Financial Year 2023-24 and

thereafter the Audit Committee and Board of Directors of the Company are authorized to revise the remuneration for FY 2023-24 (if required) and fix the remuneration for the rest of tenure of the appointment.

**B. Terms of appointment:** Appointment as Statutory Auditors of the Company for a period of 5 (five) consecutive years and hold office from the conclusion of 15<sup>th</sup> AGM till the conclusion of the 20<sup>th</sup> AGM of the Company, to carry out Audit of the Financial Statements, Annual Financial Results, Limited Review of the Unaudited Quarterly Financial Results etc., of the Company.

**C. In case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change:**

There is no material change in the fee payable to M/s. B S R and Co as compared to previous year. However, the proposed fees is reduced as compared to the amount paid to the retiring Auditor during the Financial Year 2023-24, due to the revision of the financial Statements post approval of the Merger and increased effort towards the completion of audit. The proposed remuneration is commensurate with the size of the Company and nature of its business. The proposed remuneration is determined based on the recommendation of the Audit Committee which peruses the industry benchmarks in general, profile of the firm, scope of audit and other relevant factors.

**D. Basis of recommendation for appointment:** The Audit Committee and Board of Directors, at their respective meetings held on 29 May 2023, have considered various parameters like capability to serve a widespread business landscape as that of the Company, audit experience in the industry, market standing of the firm, clientele served, technical knowledge, governance standards, etc., and found M/s. B S R and Co suitable for this appointment and accordingly, recommend the same.

**E. Credentials of the Statutory Auditor(s) proposed to be appointed:** M/s B S R and Co ('the firm ') was constituted on 1 September 2007 as a partnership firm having firm registration no. as 128510W. The registered office of the firm is at 14<sup>th</sup> Floor, Central B Wing and North C Wing, Nesco IT Park 4, Nesco Centre, Western Express Highway, Goregaon (East), Mumbai- 400063. B S R and Co is a member entity

## **Campus Activewear Limited (formerly known as Campus Activewear Private Limited)**

of B S R & Affiliates, a network registered with the Institute of Chartered Accountants of India. B S R and Co is registered in Mumbai, Gurgaon, Bangalore and Hyderabad. B S R and Co together with its member firms has around 4000+ staff and 200+ Partners. B S R member firms audits various companies listed on stock exchanges in India including companies in the Consumer sector. M/s B S R and Co holds a valid certificate issued by the Peer Review Board of ICAI.

Accordingly, consent of the members is being sought for passing an Ordinary Resolution as set out at Item No. 3 of the Notice for appointment of M/s B S R and Co as Statutory Auditors of the Company for a period of 5 (Five) consecutive years.

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

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the shareholders.

By order of the Board  
For **Campus Activewear Limited**

**Place:** Gurugram  
**Date:** 10 August 2023  
**Regd. Office:** D-1, Udyog Nagar, Main Rohtak Road, New Delhi-110041.

Sd/-  
**Archana Maini**  
General Counsel and Company Secretary  
M. No. A16092

## Campus Activewear Limited (formerly known as Campus Activewear Private Limited)

### ANNEXURE-A

Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Clause 1.2.5 of the Secretarial Standards on General Meetings (SS-2). Details of Director Retiring by Rotation in respect of Item No. 2.

<b>Name</b>	<b>Mr. Ankur Nand Thadani</b> (Non-Executive Non-Independent Director)
Age	39 years
Qualification(s)	Bachelor's degree in Electronics and Telecommunication Engineering from the University of Mumbai, Maharashtra
Experience	15 years
Expertise in Specific functional area/Brief Profile	Mr. Thadani is a Partner with TPG Growth and RISE Funds, and co-heads the India office & leads healthcare, climate and consumer investing for the firm in India and south Asia region. He currently serves on the boards of API Holdings, Stelis Biopharma, Steriscience Specialties, Asia Healthcare Holdings, TATA Passengers Electric Mobility Ltd., Fourth Partner Energy and Solara Active Pharma.
Terms & Conditions of re-appointment along with remuneration sought to be paid	Mr. Thadani is a Non-Executive Non- Independent Director of the Company
Remuneration Last Drawn	Not Applicable
Date of first appointment on the Board	24 September 2021
Relationship with other Directors/Manager/Key Managerial Personnel of the Company	Mr. Thadani is not related to any other Director or Key Managerial Personnel of the Company
Number of Board Meetings attended during the year	7 out of total 10 Board meetings held during the FY 2022-23
Other Directorships held (including listed entity, if any)	1. Solara Active Pharma Sciences Limited (Listed Company) 2. Steriscience Specialities Private Limited 3. Fourth Partner Energy Private Limited 4. API Holdings Limited 5. Stelis Biopharma Limited 6. Rhea Healthcare Private Limited 7. Nova Medical Centers Private Limited 8. Quality Care India Limited 9. Tata Passenger Electric Mobility Limited 10. Dr. Agarwal's Health Care Limited
Listed entities from which the person has resigned in the past years	None
Chairmanship/Membership of the Committee of the Board of other Companies	1. Campus Activewear Limited A. Audit Committee - Member B. Nomination & Remuneration Committee - Member C. Stakeholders Relationship Committee - Chairman  2. API Holdings Limited A. Nomination & Remuneration Committee - Member B. Stakeholders Relationship Committee - Chairman C. CSR Committee - Member D. IPO Committee - Chairman



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Name	Mr. Ankur Nand Thadani (Non-Executive Non-Independent Director)
	3. Nova Medical Centers Pvt. Ltd A. Audit Committee - Member
	4. Stelis Biopharma Limited A. Nomination & Remuneration Committee - Chairman & Member B. Management Committee - Member
	5. Rhea Healthcare Pvt. Ltd A. Audit Committee - Member
	6. Fourth Partner Energy Pvt. Ltd A. Audit Committee - Member
	7. Solara Active pharma Science Ltd A. Audit Committee - Member B. Nomination & Remuneration Committee -Member C. Risk Management Committee - Member D. CSR Committee - Member
Equity Shares held in the Company as on 31 March 2023	Nil



**Campus Activewear Limited**

**Registered Office**

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