



GO FASHION (INDIA) LIMITED

CIN: L17291TN2010PLC077303

August 14, 2023

BSE Limited Scrip Code: 543401	National Stock Exchange of India Ltd. Trading Symbol: GOCOLORS
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Dear Sir / Madam,

Subject: Submission of 13th Annual Report for the year 2022-23

The Thirteenth Annual General meeting (AGM) of the Company is scheduled to be held through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OVAM”) on Tuesday, September 05, 2023 at 09.30 am

Pursuant to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Annual Report for the year 2022-23 along with AGM Notice sent to the shareholders.

Kindly acknowledge and take the above in your records.

Thanking You,
For **Go Fashion (India) Limited**

Gayathri Venkatesan
Company Secretary & Compliance Officer

Go Fashion (India) Limited
Annual Report 2022-23

GO COLORS!



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5 big messages of this Annual Report

- 1 Go Fashion sustained its growth journey in FY 2022-23
- 2 The Company leveraged its singular category focus - women's bottom wear - to deepen its brand engagement
- 3 The Company generated a percentage growth in revenues higher than the growth of the Indian bottom wear market
- 4 The Company improved margins on a year-on-year basis and also delivered positive operating cash flows, validating the robustness of its business model
- 5 The Company added 127 stores in FY 2022-23, preparing for its next growth round



Go Fashion (India) Limited.

A company focused on the design and marketing of women's bottom wear.

A company that has become synonymous with women's bottom wear in India with an estimated 8% market share as in 2020.

A company that is driven by its visible, popular and trusted Go Colors brand and extensive retail network across 143 Indian cities.

A company that has created an extensive outsourced manufacturing eco-system comprising nearly 150 suppliers and job-workers.

A company that provides premium quality products at affordable prices, enhancing the recall that 'Go Colors can be trusted to be fair, eyes closed.'

Vision

Innovate and improvise products for everyday life

Mission

To create and promote products which are honest and true

Our legacy

Go Fashion (India) Limited was established in Chennai (2010) by Prakash Kumar Saraogi, Rahul Saraogi and Gautam Saraogi. The Company holds a prominent position in the domain of branded women's bottomwear. The Company is actively engaged in the development, design, sourcing, marketing and retail operations under the 'Go Colors' brand.

OUR POSITIONING

The Company is positioned as a pioneer in the bottom wear category, providing a range of classic styles and colours that address the complete variety of women's bottom wear needs.

PRODUCT PORTFOLIO

The Company offers a range of bottom wear products, including churidars, leggings, dhotis, harem pants, patiala, palazzos, culottes, pants, trousers and jeggings, across categories like ethnic wear, western wear, fusion wear, athleisure, denims, plus sizes and girls' wear. The Company promotes over 50 styles of bottom wear in 120+ colours.



AWARDS AND RECOGNITION

- The Company received 'Images' Retail Award' for Images most admired retailer of the year in concept stores in 2016
- The Company received 'Transforming India Retail Award' for transformational contribution to the Indian apparel and retail industry in 2019
- The Company received 'Sustaining Enterprise of the Year' in 2019 and in 2022 at the TIECON, Chennai





ECO-SYSTEM

The Company's products are manufactured by 83 suppliers and 63 job workers located in 11 States and Union Territories. The Company has become a significant driver of the local economy in the regions of product procurement.

BRAND

The Company introduced the first-ever brand (Go Colors) to be exclusively dedicated to the women's bottom-wear category in India. The Company accounts for around 8% of the market share in the branded women's bottom wear segment.

OUR FOOTPRINT

The Company serviced the growing needs of customers through an extensive network of 630 exclusive brand outlets (EBO) and 1,750 large format stores (LFS) across 23 States and Union Territories as of 31st March 2023. The Company also generates sales through its online presence and multi-brand outlets (MBO)

LISTING

The Company is listed on the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE), with a market capitalisation of ₹5,426 Crore as on 31st March 2023. The closing price in FY 2022-23 represented a 46% appreciation over the Company's IPO offer price.

CREDIT RATING

The Company's short-term rating was upgraded to CRISIL A1 and long-term rating upgraded to CRISIL A/Stable, by the reputed CRISIL, validating its business health. ICRA upgraded the company's short term credit rating to ICRA A1+ and long term rating to ICRA A+ stable

2010

Incorporation of our Company

2011

Opening of the first kiosk in Chennai

2014

Investment by Sequoia Capital India Investments IV 2021

2014

Launched the first store in Chennai

OUR JO

2018

Investment by India Advantage Fund S4 I

BIG NUMBERS OF OUR BUSINESS

63

Manufacturing units outsourced from

1,750

Large format stores where the brand is present

3000+

SKUs

630

Number of EBOs where it is present

23

Number of States and Union Territories of the Company's presence, FY 2022-23

143

Cities where the brand is present

4318

Number of employees as on 31st March 2023

URNNEY

2020

Crossed the 400th store milestone with a presence across 100 Cities

2021

Public issue and listing of equity shares

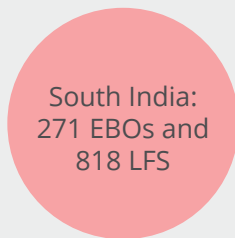
2022

Crossed the 500th store milestone across 134 cities

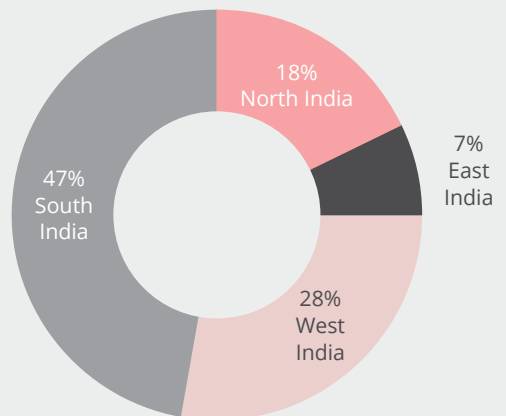
2023

Crossed the 600th store milestone across 143 cities

GO COLORS. PRESENT ACROSS INDIA. MAKING IT EASY FOR CONSUMER TO BUY

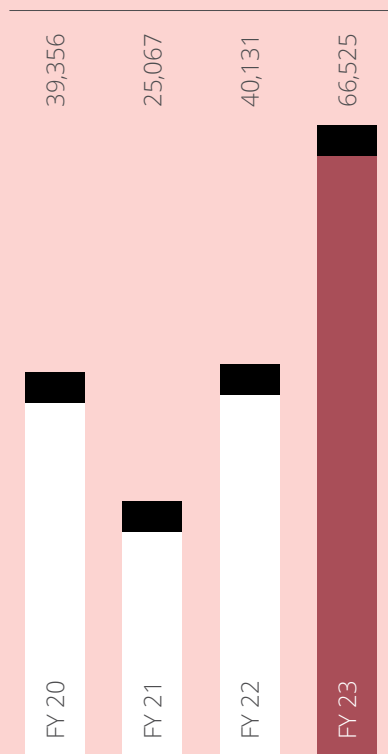


ZONE-WISE EBO REVENUES



How we have grown over the years

Revenues (₹ Lakh)



Definition

Growth in sales net of taxes

Why is this measured?

It is an index that showcases the Company's ability to enhance revenues, an index that can be compared with sectoral peers

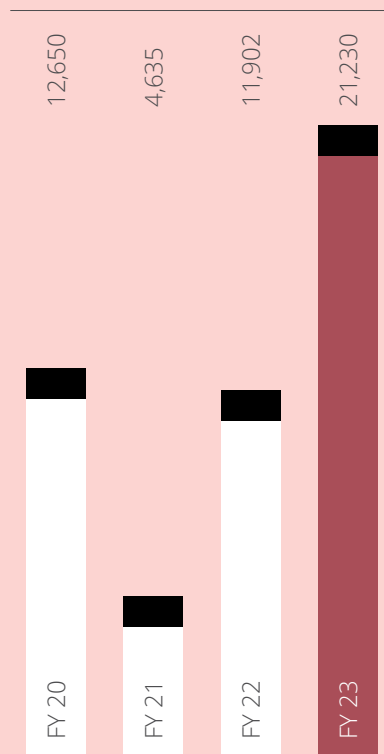
What does it mean?

Enhanced revenues provide visibility, index of market share and a base across which fixed expenses can be effectively amortised

Value impact

Aggregate sales increased 66% to ₹66,525 Lakh in FY 2022-23 – the largest annual quantum increase in the Company's existence - due to a wider EBO rollout and increased same- store sales growth

EBITDA (₹ Lakh)



Definition

Earnings before the deduction of fixed expenses (interest, depreciation, extraordinary items and tax) without Other Income

Why is this measured?

It is an index that showcases the Company's ability to generate an operating surplus following the expensing of operating costs

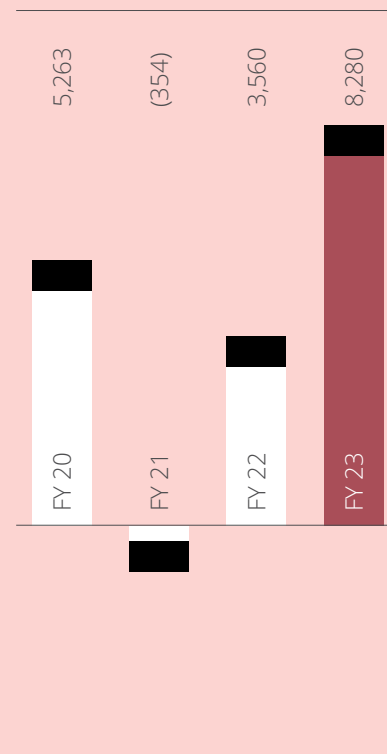
What does it mean?

Provides the Company with a base across which operations can be strengthened

Value impact

The Company generated an attractive surplus despite sectoral challenges. EBITDA increased to ₹21,230 Lakh, a 74% growth over the previous year, indicating that the revenue growth was profitable

Net profit (₹ Lakh)



Definition

Profit earned during the year after deducting all expenses and provisions

Why is this measured?

This measure highlights the strength of the business model in increasing shareholder value

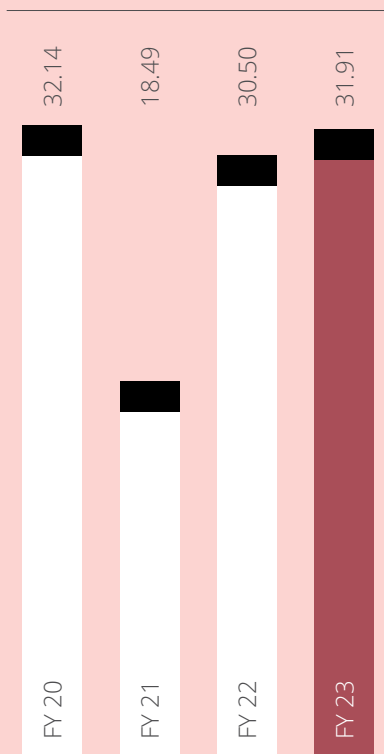
What does it mean?

Ensures that adequate surplus is available for reinvestment.

Value impact

The Company reported a 133% increase in net profit – highest by quantum in the Company's existence - in FY 2022-23 over the previous year following an increase in scale and timely price corrections

EBITDA margin (%)



Definition

EBITDA margin is a profitability ratio used to measure a company's pricing strategy and operating efficiency

Why is this measured?

The EBITDA margin provides a perspective of how much a company earns (before accounting for interest, depreciation and taxes) on each rupee of sales.

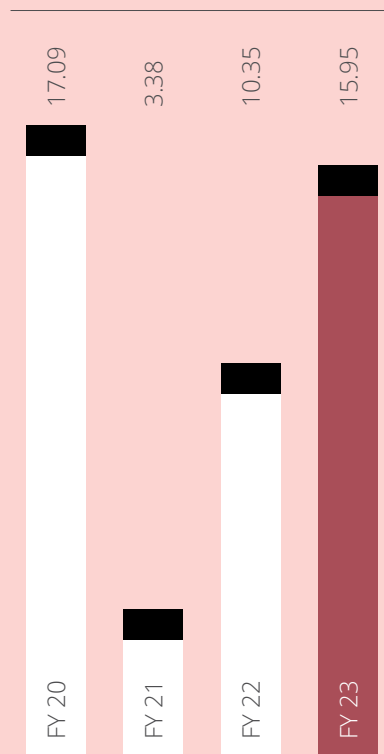
What does it mean?

This demonstrates adequate buffers in the business expressed as a percentage, which, when multiplied by scale, can enhance the surplus.

Value impact

The Company reported 225 bps increase in EBITDA margin due to superior economies of scale rising out of enhanced sales and cost management

RoCE (%)



Definition

It is a financial ratio that measures a company's profitability and the efficiency with which its capital is employed in the business

Why is this measured?

RoCE is a useful metric for comparing profitability across companies based on the amount of capital they use – especially in capital-intensive sectors

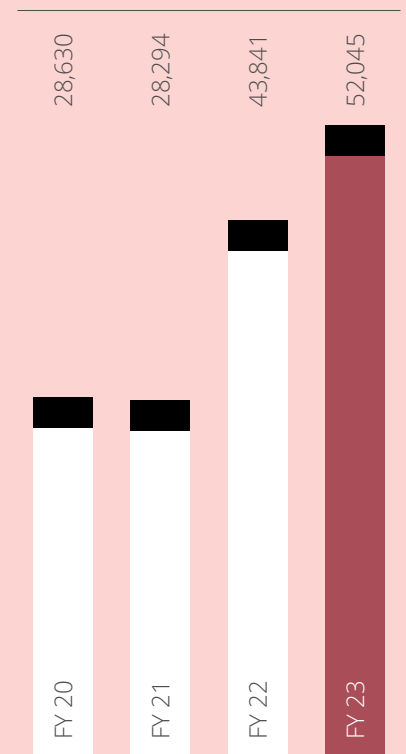
What does it mean?

Enhanced RoCE can potentially drive valuations and perception

Value impact

The Company reported a 560 bps increase in RoCE during FY 2022-23 on account of superior capital efficiency arising out of economies of scale, superior working capital management and low debt

Net worth (₹ Lakh)



Definition

This is derived through the accretion of shareholder owned funds

Why is this measured?

Net worth indicates the financial soundness of the Company – the higher the better

What does it mean?

This indicates the borrowing capacity of the Company and influences the gearing (which, in turn, influences the cost at which the Company can mobilise debt)

Value impact

The Company's net worth increased 18.71% in the last financial year, largely on account of a plough back of earnings.



CEO'S MESSAGE

If it is
anything to
do with
bottomwear,
don't look
beyond Go
Colors.

OVERVIEW

I am pleased to communicate that during the year under review, the Company was able to strengthen its brand. This provides our company with the optimism that the Company's fundamentals have strengthened and this should translate into attractive sustainable growth.

When seen from a five-year perspective, the Company's revenues strengthened 29% compounded from ₹189 Crore in FY 2017-18 to ₹665 Crore in FY 2022-23; EBITDA increased 43% compounded from ₹36 Crore in FY 2017-18 to ₹212 Crore in FY 2022-23; profit after tax improved 32% compounded from ₹21 Crore in FY 2017-18 to ₹83 Crore in FY 2022-23. During the year ended 31st March 2023, we added 127 EBOs, taking our total EBOs to 630, inspiring the optimism that the Company's growth could be sustainable.

The challenges that we faced comprised the need to sustain business growth on the one hand without compromising the values that have made us India's premier women's bottom wear brand on the other.

There was a growing perception that any revenue growth would be accompanied by a decline in brand traction, pricing discipline and capital efficiency. What we were told by industry experts is that this was usually the cost of growth in a large, open and competitive sector: that with each growth round, there could be a possibility of a reduction in prices and stretched working capital management leading to a weaker business model.

The Company's business model and brand health were manifested in our financials during the last year as well: while revenues increased 66%, EBITDA strengthened 74% and profit after tax improved 133%. This was the second successive year and the fourth year in five when the Company reported profitable growth. The sequence of profitable growth indicates continuing health of the Company's business and brand and a reasonable assurance of their sustainability.

By the virtue of this growth, your company outperformed the growth of the Indian bottom wear category. During the last few years, this category has grown at around 16%, one of the fastest growth rates within the overall textiles sector. The Company consistently outperformed this segment with a revenue growth of around 29%, indicating its competitive advantage and leadership.

When we went into business, we resolved that we would manage our Go Colors brand with a consistent discipline around the following priorities:

One, the Company would consolidate all its brand recall around two words: 'Go Colors'.

Two, the Company would focus on the marketing and retail of women's bottomwear.

Three, the Company's portfolio would cover every possible bottomwear for women, graduating it into a focused solution provider.

Four, the Company would resist all temptation to manufacture the products it marketed, strengthening its market-facing competence.

Five, the Company would strengthen its D2C channel by marketing products directly through exclusive brand outlets, primarily managed by the Company and controlling the retail experience.

Six, the Company would enhance visibility through a presence in prominent retail locations across the country, strengthening footfalls.

Seven, the Company would enhance recall through consistent signage – typeface, colours and store ambience – that sent out a message of stability and continuity.

In a cluttered and competitive world where product specialists continue to carve away recall, respect and market share, our continued bottomwear focus will remain our insurance against preference shifts. This specialised focus will empower us to accelerate the launch of new products, widen our portfolio, capture every change in preference and deepen our recall that 'If it is anything to do with bottomwear, don't look beyond Go Colors.'

During the last year, we deepened the relevance of our brand through a wider retail presence and introduction of new products, which translated into attractive revenue growth. We expect to sustain that growth during the current financial year, enhancing value for all those who hold shares in our company.

Gautam Saraogi

Chief Executive Officer

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WE ARE
BUILDING
OUR
BUSINESS

WW



HOW WE ARE BUILDING OUR BUSINESS

Creating a Direct to Consumer (DTC) business via Exclusive Brand Outlets (EBO) and online channels

At Go Fashion, we recognise that the Indian retail consumption story is one of the most exciting in the world for some enduring reasons.

One, the country accounts for the largest population in the world; this population is growing at more than 1% each year, adding a large incremental market in a perpetual way.

Two, the economic reforms of the last three decades have transformed a large part of this population from savers to spenders; the spenders, in turn, have become even larger spenders.

Three, much of this population cluster is under-consumed for a large number of products, indicating that as incomes rise, India could be positioned at the beginning of a large multi-year higher growth runway.

At Go Fashion, we believe that at a time of sectoral ferment, the priority is to be present across various consumption points across the country.

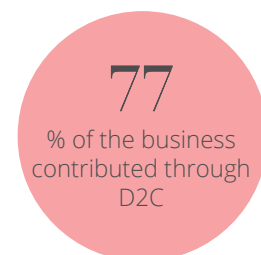
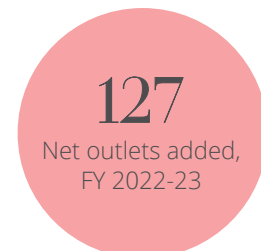
This priority is making it imperative to launch more EBOs across the nation, building a dispersed franchise.

Up to the year ending 31st March 2023, the Company had 630 stores Pan-India; 43% of these stores had been commissioned in non-metro locations. For the year ending FY 2022-23, 77% of the Company's business had been derived through the Direct-to-Consumer channel.

During the year under review, the Company rolled out 127 outlets, 43% in non-metro locations.

In FY 2022-23, the ratio of discontinued outlets to successfully launched outlets was 5%, validating the Company's success in location selection, unit economics, outlet scaling and store maturing.

Big numbers



HOW WE ARE BUILDING OUR BUSINESS

Continued retail expansion of EBOs through the Company-owned and Company-operated model

At Go Fashion, we believe that commissioning a retail outlet is just one part of the market effectiveness story; managing the store is the other critical half that enhances market outcomes.

At our company, one of the most decisive initiatives undertaken has been the decision to own and manage our retail stores.

Store management ensures a complete control of the customer experience. This comprises the capacity to stock the Company's large products range, doing justice to its merchandising capability.

Besides, direct store management ensures that the Company's products are prominently displayed; the right product is highlighted keeping the

store location and season in mind, enhancing the ability to translate shelf space visibility into offtake.

The ability to directly manage a store indicates that the Company would be able to retain only a specific (modest) inventory across each store as part of a centralised decision, strengthening working capital efficiency.

Active store management also provides the Company with precious data that could immediately highlight what products, styles, colours and sizes are selling faster, making it possible to evolve the overall merchandise with speed.

Most importantly, direct store management empowers Go Fashion to engage directly with consumers, generating a critical mass of feedback, opinions and needs that represent the foundation for the next round of the Company's merchandising journey.

Big numbers

3.36

Number of inventory turns achieved in FY 2022-23

3.25

Number of inventory turns achieved in FY 2021-22



HOW WE ARE BUILDING OUR BUSINESS

Positioning our Company as a one-stop destination for all women's bottom wear

At Go Fashion, we built our business with a strategic clarity: we did not wish to be everything for everybody.

As an extension of this conviction, we resolved to deepen our recall around one word: 'bottomwear'.

We resolved that when it came to this category, we would endeavour to provide the widest range and the largest collection of bottomwear across ethnic, western and fusion.

This would ensure that whenever our customers – women of all ages – stepped into our stores, we would provide a full and extensive range of bottomwear.

This specialisation in a single apparel category sent out decisive signals: one, that we were specialised around bottom wear; two, the range, depth and breadth would encourage sale, cross-sale and referencing.

The result is that a large proportion of our customers do not merely buy for immediate needs; they make impulsive purchases as well, based on what they think they may need in the future.

The result has been a track record of consistent outperformance in the bottom wear category each year.

Big numbers



HOW WE ARE BUILDING OUR BUSINESS

Project superior unit economics by strengthening operating margins and robust cash flows

At Go Fashion, we believe that the success of our business must reflect in the quality of our numbers.

Over the years, we have differentiated this priority through a focus on Balance Sheet liquidity (and Profit & Loss profitability).

We endeavoured to build a business around strong unit economics and free cash-positive flows, strengthening our capacity to succeed across business cycles. Due to our core category, 95% of EBO sales are made at full price, leading to robust margins and cash flows.

This priority immediately extended our company from the conventional approach and focus on generating superior margins; it extended our company to a holistic rounding of the business that would keep generating larger cash flows year after year.

This priority comprised asset lightness, focusing on marketing products with perennial offtake, insulating the business from fashion changes, focusing on offtake velocity and negotiating favourable terms of trade.

There was a 74% growth in EBITDA, 133% in PAT, and a positive operating cash flow, while working capital days reduced by 40 days, demonstrating the positive outcome of our efforts.

We believe that the year under review represents a seminal moment in the Company's existence, following which the generation of cash flow should only increase, adequate to cover business investments on the one hand and shareholder reward on the other.

Big numbers

212/83

₹ Crore, EBITDA / PAT in FY 2022-23

122/36

₹ Crore, EBITDA / PAT in FY 2021-22

HOW WE ARE BUILDING OUR BUSINESS

Ability to remain affordable for all our customer segments at all times

In the Indian apparel sector, there is a premium in pricing products at a prudent point that balances the needs of the Company to generate an adequate realisation leading to an attractive surplus while remaining consistently affordable for customers.

At Go Fashion, this priority has acquired a third dimension: there is a priority in pricing products at a level that protects the Company's brand – never too high for the Company to be perceived as exclusive and never too low for the Company's products to be perceived as low quality.

One of the biggest successes at the Company has been its ability to

enhance affordability for all economic classes – without compromising brand character.

The result is that the Company's bottom wear products are priced between ₹449 and ₹1,599, while 80% of its products are less than ₹1,049, ensuring that the Company's average realisation continues to remain affordable, despite inflation or commodity price increases.

This steady and affordable pricing makes it possible for the Company to enhance the price-value proposition of its merchandise, accelerating offtake. In turn, this makes it possible for the Company's retail stores to sell a larger quantity to a widening market.

By playing a volume game pivoted around a centred pricing strategy, the Company is attractively placed to capitalise on volume-driven economies, enhancing margins, surpluses and cash flows.

Big numbers

727

₹ average selling price in each EBO in FY 2022-23

661

₹ average selling price in each EBO in FY 2021-22



HOW WE ARE BUILDING OUR BUSINESS

We continue to be a marketing and retail-focused company

At Go Fashion, we had two choices when we went into business more than a decade ago.

The first choice was the conventional option of manufacturing all the Company was seeking to market. The advantage of this option was that the Company would have widened its value chain, manifesting in a superior EBITDA margin. Besides, the Company would have been empowered to control manufacturing quality, making it possible to connect the dots from consumer preference to production.

The second choice was that the Company would seek to be a focused marketing and retail company that outsourced products from a number of manufacturing partners. The advantage of this approach was that the Company would need a considerably small

capital outlay to grow the business; it would circumvent what would have been large capital locked away in manufacturing equipment and debt on the Balance Sheet.

At Go Fashion, we opted for the second choice.

Go Fashion buys raw materials to protect its quality and develop products for women's bottom wear.

The Company markets products with perennial relevance; there is no risk in the need to match the season to inventory; there is limited risk of inventory accumulation and subsequent discounting.

By the virtue of remaining a focused marketing and retail player with a singular attention on the bottomwear category, Go Fashion has emerged as one of the fastest growing and profitable branded apparel players in India.

CHARACTER AND COMMITMENT

How Go Fashion is driving change through a robust governance foundation

OVERVIEW

At Go Fashion, governance is fundamental to our business. We prioritise trust over exaggerated claims when marketing our 'Go Colors' brand. Our customers, whether homemakers or working women, choose our apparel because they trust it to enhance their image and comfort.

Governance at our company encompasses various initiatives aimed at reinforcing this assurance. We understand that relying on chance and hope would be insufficient; instead, we believe in establishing a secure, scalable and sustainable framework that ensures consistency in delivering promises.

DEPENDABILITY

At Go Fashion, we believe in the power of dependability. We understand that it serves as the driving force behind customers choosing to buy from us, employees engaging with us, vendors selling to us, investors providing risk capital, bankers lending to us, and communities supporting us. Through the years, we strengthened this dependability through a range of initiatives outlined in this document.

CONSISTENCY

At the foundation of our governance pyramid lies an unwavering commitment to consistency. We believe that governance is the dedication to persistently carry out initiatives, regardless of challenges or inconveniences. We are convinced that, in the long run, the returns on such investments of time, effort, and funds will far outweigh the initial challenges. This discipline has enabled our company to maintain margins, reflecting our raw material processing capability across market cycles. In favourable markets, when returns surpass our desired margins, we share the benefits with trade partners, strengthening their commitment.



INTEGRITY

At Go Fashion, we believe that governance is simply a commitment to doing what is right, alongside efforts to improve efficiency. This harmonious combination not only enhances organisational predictability and consistency but also safeguards the system against shocks. It attracts stakeholders who share our belief in conducting business in an ethical manner. We are delighted to share that a significant proportion of our dealers have remained with us for an extended period, resulting in improved visibility of resources and revenue. This forms the foundation of our long-term sustainability.

ENDURANCE

At Go Fashion, we have chosen to establish our business on the foundation of long-term patience. This philosophy has influenced all the choices we have made regarding our assets, technologies, brands, employees, locations, products and trade partnerships. For example, we allocated more resources in plant infrastructure and cutting-edge technologies, envisioning not only superior product quality but also future-proofing against technological obsolescence and boosting productivity. We believe that this approach, although costly initially, yields significant long-term benefits, as it upholds the highest standards of technology, integrity, and expertise within our company. Our unwavering commitment to doing what is right has translated into the resilience and stability of our business.

BOARD OF DIRECTORS

At Go Fashion, we value the significant influence of our Board of Directors on our strategic direction. We have prioritised the composition of our Board by including respected professionals and accomplished industry leaders. Their valuable contributions in terms of values, expertise, diverse business understanding, and strategic acumen have been instrumental in our sustainable growth. Our Board serves as an invaluable asset guiding our company's trajectory.

POSITIONING

At Go Fashion, we recognise that core competence is paramount in safeguarding against cyclical downturns. We consciously focused on our core business instead of diluting our corporate attention. Rather than simply being an apparel company, we positioned ourselves as a comprehensive utility products organisation, leveraging our expertise in productisation to market a variety of bottom wear products. This strategic positioning has provided a clear direction, access to sectoral opportunities, attraction of knowledgeable professionals, and bolstered our product research, all derived from our commitment to fashion-related opportunities. Moreover, at Go Fashion, we balance the mix of volume and value in response to consumer demand.

VALUE PROPOSITION

At Go Fashion, we acknowledge that our purpose in business is to deliver a distinctive value proposition to consumers. Whether it is through a differentiated product, engaging interactions, or exceptional experiences, we strive to provide a distinctive value that sets us apart. As time has passed, this distinctiveness has not only established our company as an outlier but also earned us a reputation of respect in the markets where we operate.

ENHANCED DECISION-MAKING

At Go Fashion, we operate as a data-centric company, leveraging analytics to drive our operations. We have made significant investments in digitalisation, aiming to expedite our workflows and acquire comprehensive data on consumers, customers, market trends, and consumption patterns. By doing so, we have gained a precise understanding of realities on the ground, enabling us to make informed decisions.

GRADUALLY EXPAND

At Go Fashion, we cater to a market that experiences annual growth in the double-digits. To expand vigorously in this market entails pricing our products below established competitors, which may disrupt market stability or result in unused capacity until market growth catches up to our existing resources. We believe that pursuing steady and gradual growth is the most prudent approach. The necessary capital expenditure can be primarily covered by our accumulated earnings, eliminating the need to disrupt market pricing and pursue lower prices that could potentially harm our brand and future earnings. Adopting this strategy does not strain our managerial capacity.

PURSUIT OF EXCELLENCE

At Go Fashion, we understand that achieving a high level of excellence sets us apart as a company. We have fostered a culture where mediocrity is not acceptable. Our focus is on attaining exceptional standards, aiming to become the industry benchmark in terms of both product and process quality. We prioritise resource productivity, emphasising continuous cost management and sustainability regardless of market cycles. We have made strategic investments to optimise manufacturing efficiency, while implementing time and material-saving processes.

AUDIT AND REGULATORY-DRIVEN

At Go Fashion, we prioritise business predictability and minimise unexpected shocks through a review-driven system. We have reinforced an audit and compliance approach, enhancing the credibility of our reported numbers. This high-review culture has ensured that the Company has never faced statutory penalties.

SYSTEMATIC

At Go Fashion, we understand that growth is maximised when the promoter establishes a strategic direction and entrusts operational management to competent professionals. To streamline progress reporting, we have enhanced our investment in procedures and systems, particularly in information technology. We firmly believe that this framework of defined processes serves as a scalable foundation, enabling the Company to achieve profitable growth without a substantial increase in the workforce needed to manage operations.

MEASURED EXPANSION

At Go Fashion, we understand that long-term business sustainability is achieved through managed growth rather than isolated profit spikes. Accordingly, the Company has directed its accruals towards incremental investments. This approach has enabled us to expand our business in a sustainable manner without putting excessive strain on our Balance Sheet or managerial capacity.

FINANCIAL OVERVIEW

How Go Fashion is driving financial success

OVERVIEW

Go Fashion reported a record performance during the year under review. This was the result of sustainable value-creation: a growing dependence on accruals, robust brand, bottom wear focus, profitable store operating economics, responsible product outsourcing and growing revenue headroom. The Company's strategic clarity is captured in the following priorities:

- Sustained brand building
- Business growth through increased store rollout, same store revenue growth and judicious price increases
- Protected or improved credit rating
- Balance Sheet growth structured around accruals (declining debt)
- Sustained cost management (through growing economies)



CREDIT RATING

The Company reported a creditable performance during the year, which translated into a credible long term credit rating of CRISIL/ICRA A+ Stable and short term credit rating of CRISIL/ICRA A1+. We see the rating as an index of our competitiveness across market cycles and our objective will be to enhance our rating going ahead.

REVENUE GROWTH AND MIX

Go Fashion reported record revenues. The Company finished the year under review with revenues of ₹665 Crore. This growth was profitable: Revenues grew 66%, EBITDA grew 78% and profit after tax strengthened 133%. Revenue growth helped amortise fixed costs, strengthening profitability. All the Company's operational revenues were derived from a single business segment (bottomwear). Some 50% sales came from leggings and churidars and the rest from value-added products like trousers, harem pants, patialas and palazzos. Quarterly revenues peaked in the third quarter on account of festive season demand (highest in any quarter in the Company's existence).

SALES CHANNELS

The Company's sales channels comprised exclusive brand outlets (EBOs), large format stores, multi-brand outlets and online. The majority (74%) revenues were derived from EBOs owned by the Company during the year under review; 21% revenues were derived from large format stores; 3% came from online sales and 2% from multi-brand and other outlets. The Company's multi-year engagements covered large format stores (asset-light engagement) and MBOs. The quantum of receivables (largely LFS and online) was ₹72.17 Crore at the close of FY 2022-23 compared with ₹60.21 Crore at the close of FY 2021-22; the receivables cycle was 40 days of turnover in FY 2022-23 compared with 55 days in the previous year.



OWNED STORE DYNAMICS

The Company continued to roll out EBOs more than alternative formats on account of superior inherent profitability. The Company generated an average revenue of ₹87 Lakh per EBO unit during the year under review (₹61 Lakh in FY 2021-22). The average investment (including inventory) per EBO was ₹37 Lakh in FY 2022-23 (₹35 Lakh in FY 2021-22). The average size of each EBO was 429 sq ft in FY 2022-23 (404 sq ft in FY 2021-22). The city with the largest number of EBOs was Mumbai with 57 units. The largest eight cities accounted for 67% of the EBO's revenues in FY 2022-23 (65% in FY 2021-22 from EBOs); these eight cities accounted for 57% of the Company's EBOs.



NON-DISCOUNTED APPROACH

By the virtue of bottom wear being a core product that does not go out of fashion, the Company does not discount its sticker price. Before the pandemic, more than 95% EBO sales were generated at full price; during FY 2022-23, 95% EBO sales were generated at full price, translating into strong and steady margins quarter-on-quarter.

CAPITAL EFFICIENCY

At Go Fashion, we aspire to generate a return higher than what our risk partners (shareholders) would generate if they invested in different asset classes. During the year under review, the Company reported RoE of 17.27%, which was higher than the prime lending rate of 14.85% within the Indian economy. The RoE generated by the business was 917 bps higher than in the previous year. The Company strengthened EBITDA margin 141 bps during the year under review to 31.91%. Net profit margin strengthened 357 bps to 12.5%.

UNIT REALISATIONS

The Company has positioned itself as a value-for-money bottom wear brand, pricing itself attractively by leveraging its asset-light approach, procurement economies and capital efficiency. The average realisation per unit sold by the Company's EBO was ₹727 during the year under review compared with ₹661 in the previous year.

DEBT PHILOSOPHY

At Go Fashion, a declining quantum of debt is integral to our long-term profitability. This preference has been influenced in no small measure by the Company's asset light (manufacturing) business model that has selected to outsource products rather than manufacture them directly. The absence of debt on the books has helped conserve resources (that would have been paid out as interest), protect the Balance Sheet from uncertain markets and secure business sustainability.

LIQUIDITY

At Go Fashion, financial liquidity empowers the Company to invest in capital expenditure through earnings, negotiate better with vendors (in exchange for immediate payment) and attract marquee stakeholders. The Company's strategic clarity is reflected in the fact that if given a choice between maximising revenues with stretched liquidity or moderate-to-high revenues with enhanced liquidity, the Company will select the latter.

The Company measures liquidity in various ways: net cash on the books, net worth, gearing and interest cover. Net worth was a sizable ₹520 Crore. Interest cover was a comfortable 7.46 in FY 2022-23 as against 5.10 in the previous year.

The Company continued to prioritise financial liquidity in FY 2022-23. It finished the year under review with ₹134 Crore in cash and cash equivalents and was ₹152 Crore as on 31st March 2022. This liquidity represents an attractive corpus to fund sustained store rollout, purchase raw material, pay outsourcing partners on time and keep growing the business in a sustainable way.

WORKING CAPITAL HYGIENE

The Company secured its working capital hygiene by generating all revenues from proprietary sales channels, negotiating comfortably all payables to vendors in exchange for growing procurement and marketing product variants enjoying strong offtake: reducing working capital cycle from 190 days in FY 2021-22 to 149 days in FY 2022-23. The inventory days was 126 days for FY 2022-23 and 151 days for FY 2021-22 to protect its supply chain at a time of volatile change. This increase in inventory stocking cost was more than recouped through enhanced sales, economies of scale and protected profitability. The Company's inventory management is technology-based, monitoring sales in real-time. For any SKU, though our product is not seasonal, we keep an eye on how the product is maturing over the quarters, discerning trends. The Company's replenishment-based inventory management automatically accommodates a demand decline, protecting the Company from large unsold inventories.

CAPITAL EXPENDITURE

At Go Fashion, we are engaged in ongoing capital investment that comprises aggressive store rollout. The Company invested ₹26.82 Crore in accelerating store rollout during the year under review - 20% of its gross block as on 31st March 2023. By the virtue of the capital expenditure being allocated principally to widening the sales platform, the Company expects to grow revenues sustainably.

SAME STORE SALES GROWTH

The Company generated 36% increase in same-store sales growth in FY 2022-23 compared with a corresponding figure of 31% during the previous year (even as the same-store sales growth for the full years are not comparable on account of the low base effect of the previous year on account of the pandemic). Revenue from an increase in same-store sales accounted for 36% of overall revenue growth during FY 2022-23. The SSSGs enjoy a tailwind on account of a consumption shift from the unorganised to organised sector.

CAPITAL ALLOCATION DISCIPLINE

The Company will continue to grow its business through increased store rollout and procure a larger quantity of raw material to be given to outsourcing partners to make a larger quantity of bottom wear products. This asset-light approach is expected to strengthen capital efficiency.

FINANCIAL OBJECTIVES

The Company will seek to grow revenues without stretching working capital management. It will strengthen profitability through prudent raw material sourcing, inventory management, productisation and pricing without compromising its longstanding brand strength.

Big numbers

665

₹ Crore, revenues as on 31st March 2023

74

%, EBITDA growth as on 31st March 2023



Our
brand
report

2022-23

To see Go Fashion as just another apparel brand would be to miss the core of the story

Go Colors brand performance, FY 2022-23





More than just an apparel brand; a transformer of mindsets

At Go Fashion, we believe that it would be limiting to see ourselves as just another apparel brand.

We see ourselves as a confidence-builder and personality transformer of the largest women's population cluster in the world,

We make products that provide choice, for different moods and occasions; provide bottom wear products that are trendy and deliver a superior price-value proposition that enhances repeat engagement.

We believe that our value complement extends beyond the narrow perspective of a transaction – a focus on getting them to buy as much as possible – into an enduring relationship that deepens their sense of pride, confidence, self-worth and empowerment.

We believe that our decision to specialise is an index of our seriousness to enhance the role of women in society and enhance gender equality.

Go Fashion is represented in the marketplace by its brand Go Colors. The Company has been responsible for transforming the bottom wear segment in India in various ways.

The Company focused singularly on the women's bottom wear segment; it is the only one of its kind in the listed universe in India; it has created scale even as it has focused on a narrow field; it has emerged as a benchmark.

During the last decade and a half, Go Fashion has helped evolve India's unorganised bottom wear segment to brand-driven organised; it has transformed a conventional product into a modern equivalent; it has graduated a local or zonal business to national scale.

Focused bottomwear portfolio

Go Fashion offers possibly the largest and widest bottom wear products portfolio across categories



Ethnic wear

- Churidar
- Silk pant
- Patiala

Others: Kurti-pants, salwar and dhoti



Western wear

- Cargo pant
- Culottes
- Formal trouser

Others: Leggings, cropped jegging, trousers, ponte pants, track pants, treggings and shorts



Fusion wear

- Jegging
- Pencil pant
- Palazzo

Others: Harem pants



Athleisure

- Track pant
- Active legging rib
- Jogger



Review of our brand's performance 2022–23



Q: What was the biggest validation of the Go Colors brand during the year under review?

A: The fact that Go Colors could grow revenues 66% on the back of volume growth and insignificant discounting represents the biggest validation of the strength of the brand. Within the apparel retail sector, there is a tendency to push sales through discounting, enhancing the rotation of working capital. The Company's biggest achievement was that revenues grew faster than the bottom wear segment's revenue growth for the year under review. This validated the message that the Company has always sought to send out: our prices are reasonable, they are completely affordable for the targeted segment, they are non-seasonal (and hence perennial) and do not warrant any significant discounting. The result is a growing recognition that 'If a specific kind of bottom wear is priced 'X' at Go Colors, then that must be a fair price, no question.'

Q: How else did the Company take the GoColors brand ahead during the last financial year?

A: The Company is aware that in the last few years, a new reality has emerged: the quantum of promotion that would have otherwise been required to sustain offtake per store has begun to decline. This indicates that there is now a critical mass of visibility – through word of mouth, store visibility and customer feedback – that is now coming into play stronger than ever. The result is reflected in two numbers: there is a larger need for stores to be commissioned across the country (127 during the last financial year) and a quicker time taken for each new store to achieve break-even. All the vintage pre-COVID stores of the Company have experienced positive Same-Store Sales Growth (SSSG) over pre-COVID levels. This traction resulted in 89% of the 66 stores commissioned in FY 2021-22 and operational during the year under review being profitable. This achievement reflects the maturing of the Company's brand and increased Go Colors recall among customers, reflected in one of the highest percentage growth numbers achieved in the past few years.

Q: What was the other development that indicated that the Company's brand had entered a period of sustainable and profitable momentum?

A: At Go Fashion, we believe that the strength of a brand must reflect in the Company's financials. I am pleased to communicate that the strength of the Go Colors brand was reflected in a consistency of operating margins. This indicates that the overall business engine, comprising store rollout velocity, revenue growth, store level economics, pricing and inventory management fell into a sweet spot: operating cash flow (pre IndAS) was ₹21 Crore in FY 2021-22 and ₹19 Crore in FY 2022-23. The fact that the Company achieved positive operating cash flow at revenues of ₹665 Crore indicates that the quantum of operating cash flow with the Company could increase substantially and sustainably as revenues scale from this point onwards.

Q: The big question is to get an idea of how revenues can scale from this point across the coming years?

A: At Go Fashion, we operate in a business with significant potential. Approximately 700 Mn women in the country represents the world's largest market. The Company accounts for 8% share in the ₹4,000 Crore branded bottom wear market and this market is projected to expand to ₹11,000 Crore by 2025. This growth offers opportunities for sustainable expansion.

At Go Fashion, we believe that the priority in our business would be to keep investing our available cash into store rollout. The more stores we have, the higher the possibility of generating incremental year-on-year revenues. The larger the revenues – keeping our established store economics in mind – the bigger the possibility of cash flows we would be able to generate. This indicates that we have perhaps arrived at a sweet spot in our existence with most factors of profitability having become a virtuous cycle template – reinvestment leading to new stores rollout leading to quicker break even points leading to enhanced offtake leading to attractive surplus leading to reinvestment.

Q: How did the Company allocate brand spending during the year under review?

A: The Go Colors brand includes the Go Colors store and Go Colors product. Investing in one enhances the visibility of the other, minimising spending transmission loss. This is crucial as potent brand spending leads to increased profitability, surplus generation, and higher reinvestment, creating a virtuous cycle. Our Exclusive Brand Outlets (EBO) serves as our advertising medium.

As a measure of prudence, Go Fashion is present in only a select number of cities (instead of an extensive presence across the country that runs the risk of the Company spreading itself thin. The Company would rather extend intensively into cities through a larger number of stores, strengthening recall. The result is that what the Company would have invested in brand promotion in a large number of cities, following which it needs to invest considerably less to generate a greater recall, minimising transmission loss.

Q&A



Q: If this be the case, why is the Company expanding its store rollout by only around 120 stores per year?

A: This number has been arrived at with the objective of growing in a balanced and calibrated manner without disturbing the sustainability of our momentum. Typically, we evaluate around 1000 stores in a year and finalise or shortlist 120-130 stores. To further expand store openings, we aim to increase the number of options to choose from. Strengthening our BD and real estate team is the step we have taken to achieve this goal.

Q: What is the principal driver of the Go Colors brand?

A: The principal driver – as we had communicated in the last Annual Report – is the fact that despite the temptations and exhortations of the market, we have continued to remain a women’s bottom wear company. During the last few years, with a strong brand, we ought to have broad based from women’s bottom wear to upper wear and apparel ancillaries. We have consistently refused for the following reasons: **One**, we believe that by the virtue of a consistent focus, we have emerged among the prime recalls when it comes to women’s bottom wear in India; this advantage would not be available to us when we diversify. **Two**, when we diversify, we would be diluting the recall that we so patiently created in the last decade; our experience is that when a customer loses recall clarity, she begins to entertain alternative brands, which could potentially stagger our growth. **Three**, the upperwear and ancillary segments may appear to be synergic to ours, but the reality is that they are influenced by different competitive pressures. **Four**, we possess a virtually unlimited headroom within the women’s bottom wear space and a decisive leadership, which provides us with considerable incentive to deepen our presence – make the good even better.

OUR BRAND SCORECARD

Parameter	2019-20	2020-21	2021-22	2022-23
Brand spending (₹ Crore)	7.12	6.36	5.07	20.24
Brand spending (as % of revenues)	1.82	2.54	1.26	3.04

32.9

Revenue generated per rupee of brand spending, FY 2022-23

79.1

Revenue generated per rupee of brand spending, FY 2021-22



The health of our Go Colors brand



HELPED THE COMPANY MODERATE THE RECEIVABLES CYCLE

55

Days of receivables cycle, FY 2021-22

40

Days of receivables cycle, FY 2022-23

HELPED THE COMPANY ENHANCE MARGINS

30.50

EBITDA margin %, FY 2021-22

31.91

EBITDA margin %, FY 2022-23

HELPED THE COMPANY STAY NET CASH-SURPLUS

151.70

₹ Crore, cash and cash equivalents, FY 2021-22

133.90

₹ Crore, cash and cash equivalents, FY 2022-23

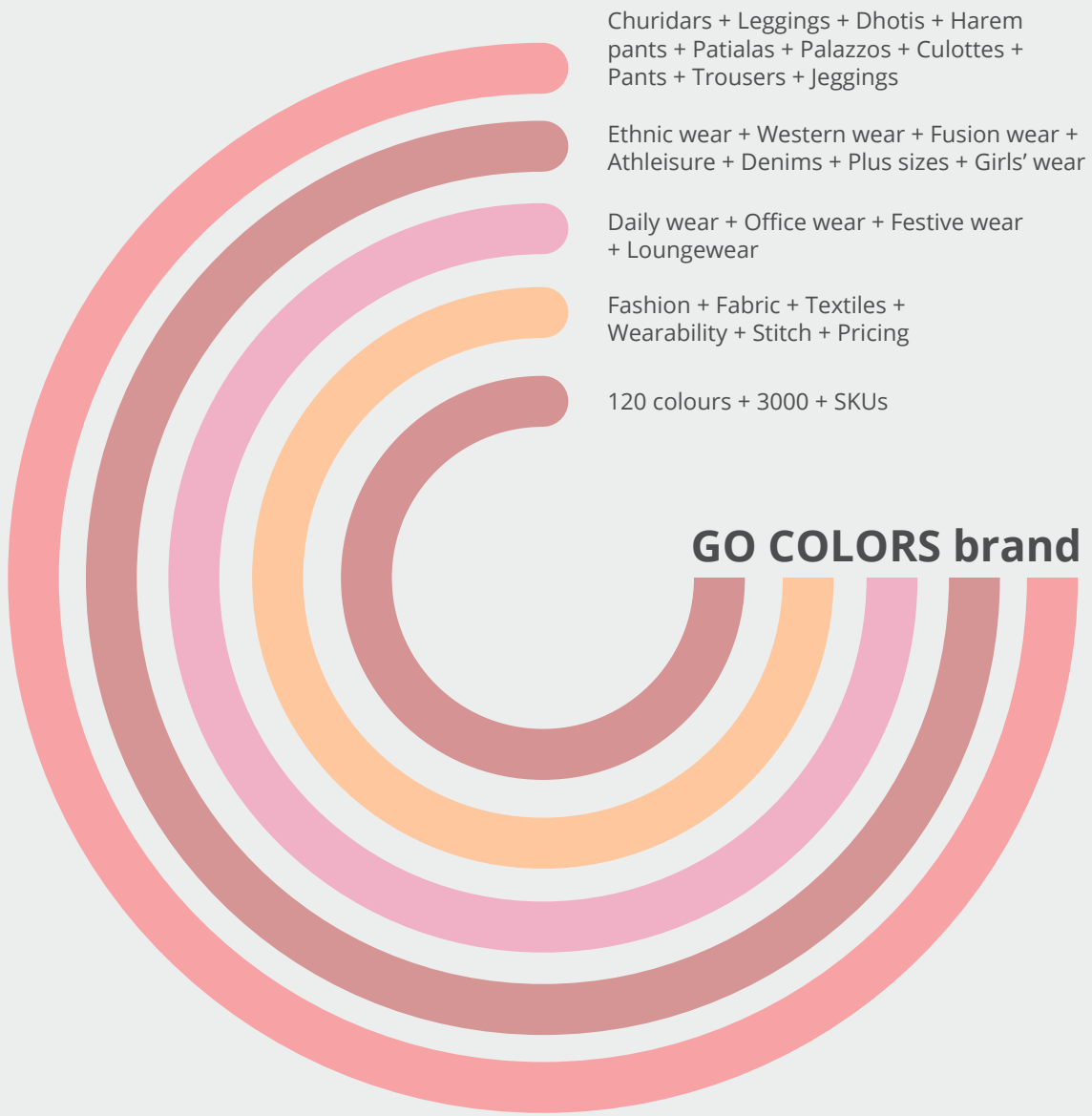
HELPED THE COMPANY ENHANCE INVENTORY TURNS

3.25

Inventory turns, FY 2021-22

3.36

Inventory turns, FY 2022-23



Our Go Colors brand personality

BRAND DISCIPLINE

'Go Colors' is more than just a brand; it is a Power Brand, the name by which all the Company's products are sold, enhancing brand concentration and recall.

VISIONARY

Go Colors was one of the first to recognise an inflection point in women's fashion in India – a traditional sari-driven market evolving to a modern two-piece market, where the bottom wear was likely to emerge as an exciting growth year marked by change and contemporariness.

FIRST-MOVER

Go Colors did not just address the bottom wear segment as one of many; it made the product its singular focus, which broadbased this market on the one hand through portfolio choice and strengthened the Company's brand recall on the other. The Company became the first in India to launch a women's bottom wear brand, strengthening recall.

DESIGN

Go Colors has enhanced its relevance to evolving market preferences through its team of designers and merchandisers. These professionals mix and match fashion, colour, fabric, textiles, wearability, stitch and pricing around diverse applications (daily

wear, office wear, festive, denim and lounge wear), making it a choice-driven brand (3000+ SKUs, among the largest in India's bottomwear sector, in FY 2022-23)

RANGE

Go Colors offers a bottomwear range that comprises ethnic, fusion, western etc. across a spread of categories (churidars, leggings, jeggings, denim, linen and other value added bottomwear products). Its trendsetting products have helped supply create demand. It introduced product categories that covered women's requirements for all ages

PRICING INTEGRITY

Go Colors prices affordably with no discount and 95% full price sales. The result is that over time, the Company has carved out a respect for steady non-discounted pricing. It is focused on the premium to the mid-priced, aspirational and trendsetting. It has demonstrated the courage to create new price points in India's bottomwear textiles segment

PERENNIAL

Go Colors addresses the needs of all income segments and all urban population clusters (Tier II and III). The nature of its product is must-have, marked by round-the-year demand.

AFFORDABLE

The brand's average selling price of around ₹700-₹800 makes it affordable for all income groups.

INNOVATOR

Go Colors is respected for product innovation, having gone through several product development cycles (establishing vendors, order quantity, colours etc.), resulting in a stable ecosystem marked by dependable suppliers (thread, fabric, ancillaries, cutters and stitchers).

OMNI-CHANNEL

Go Colors has complemented its brick-and-mortar retail presence with its website and online marketplaces, making it possible to buy with the click of a button or through physical presence. The Go Colors stores network is one of the largest within its bottom wear segment in India; its products are also retailed through large format stores in India.

How we intend to deepen the strength of our Go Colors brand

PORTFOLIO

Expand into loungewear, work-from-home collection, athleisure and other products in the ethnic, western and fusion wear segments - under the bottom wear category

BRAND REJUVENATION

Make the brand appear younger; create personalised journeys for customers

RIDE RETAIL REVOLUTION

Deepen our presence in large format stores as they widen their pan-India presence

WAREHOUSE

Strengthen our warehouse operations

E-COMMERCE

Invest in an omni-channel consumer experience through e-commerce

ANALYTICS

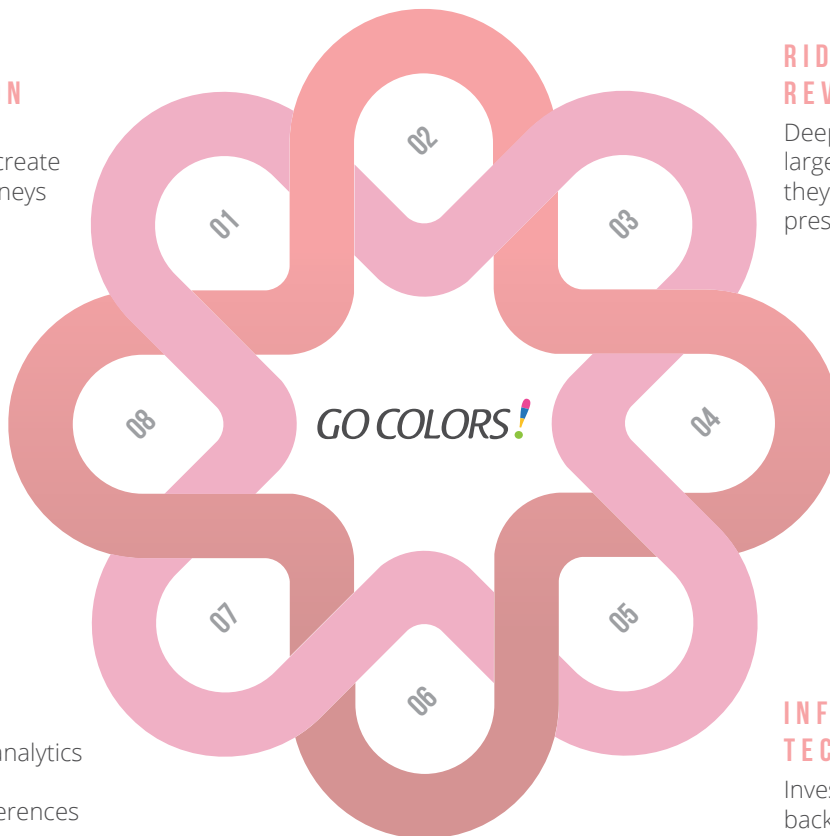
Invest in data analytics to understand customer preferences deeper

INFORMATION TECHNOLOGY

Invest in our IT backbone to enhance productivity

GEOGRAPHY

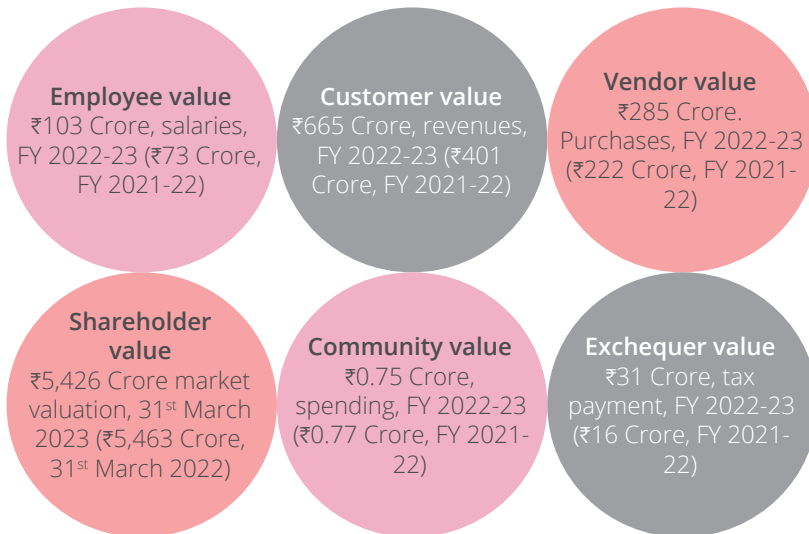
Deepen our footprint in Western and Southern India; grow into Northern and Eastern India (with a focus on largest cities first)



INTEGRATED VALUE-CREATION REPORT

How Go Fashion is committed to enhance stakeholder value in a sustainable way

THE SCORECARD



OVERVIEW

There is a growing premium on the capacity to enhance value for all stakeholders. As a result, the capacity to enhance value has extended from conventional measures like an increase in revenue or profit to intangible measures that establish holistic value creation. Besides, the description of a stakeholder has evolved as well from one who owns shares in a company to one who

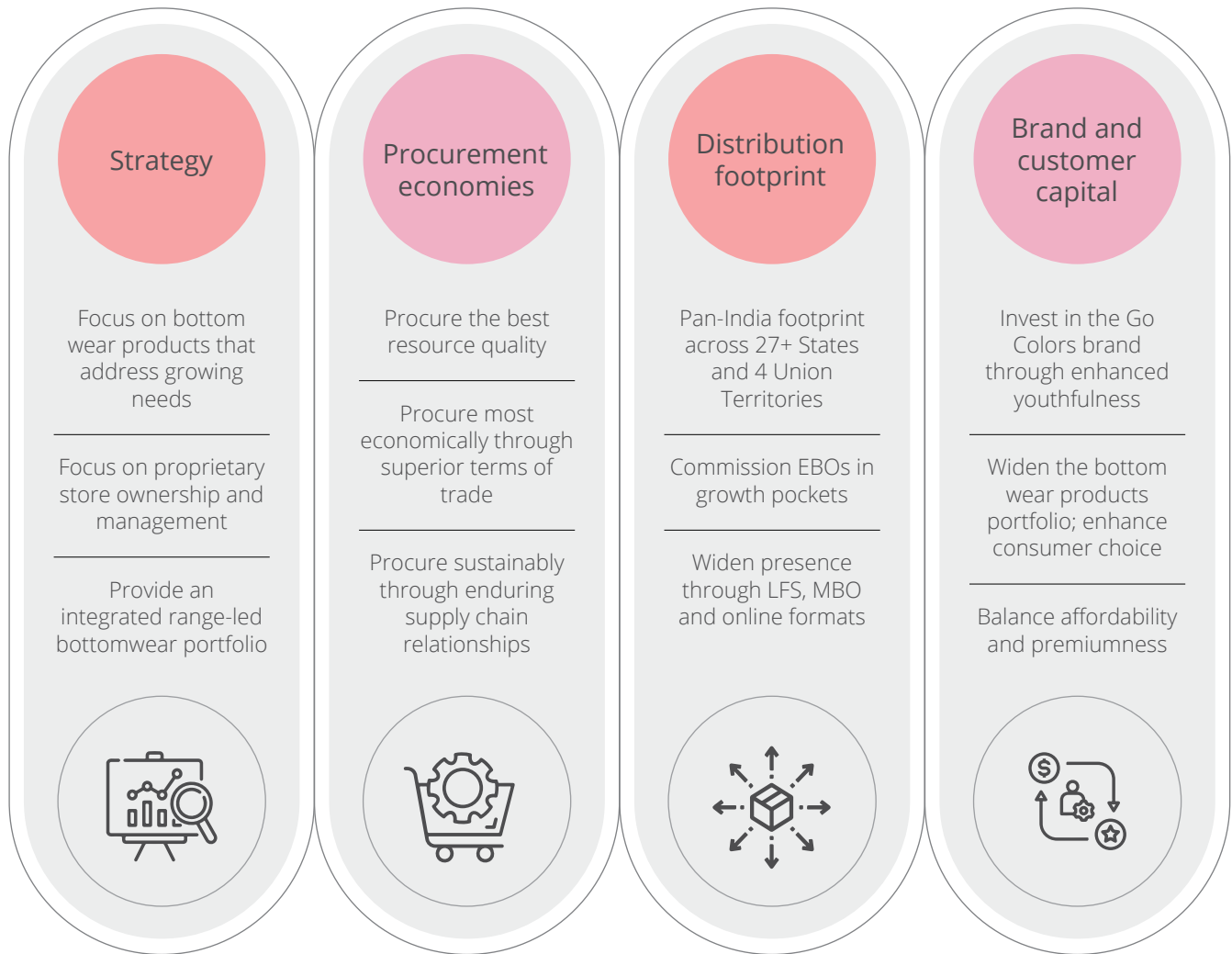
is influenced by any aspect of the Company's operations. The result is that stakeholder value creation has emerged as a holistic and comprehensive means of appraising the effectiveness of modern-day organisations.

The Integrated Value Creation Report draws on diverse realities (financial, management commentary, governance, remuneration and sustainability reporting) and explains

how value is enhanced for diverse stakeholders (employees, customers, suppliers, business partners, local communities, legislators, regulators and policy makers).

The extensive input and outcome explain why and how an enterprise is wired for holistic sustainability across market cycles. This makes the communication of this Integrated Value Creation Report imperative in an annual report.

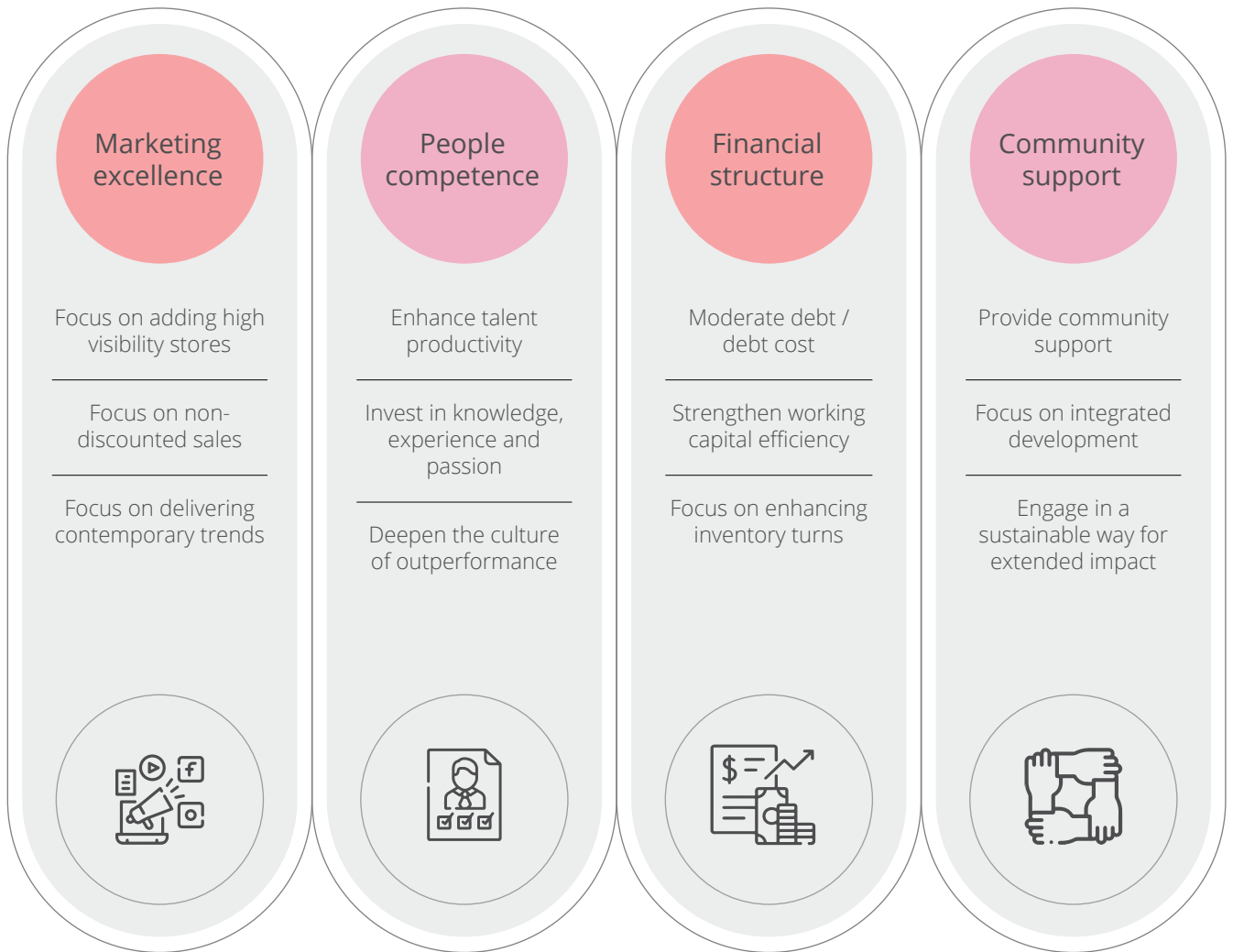
Our sustainability framework



Our sustainability is derived from a favourable sectorial reality

Growing replacement demand
 Rising disposable incomes in India are leading to an improved standard of living, resulting in increased demand for high-quality bottomwear.

Demographic dividend
 India's median age of 28.2 (2023) compares favourably with the global average of 30, which is contributing to a surge in demand for branded apparel in the country.



Online retail sector

The e-commerce sector is experiencing a significant increase in the marketing and sale of a wide range of apparel products.

Urbanisation

With the urban population of India reaching 35.87% in 2022, there has been an increase in the demand for women’s bottomwear.

Population growth

India has become the world’s most populous country, surpassing China in 2023, with a population size of 1.4286 Bn (142.86 Crore), catalysing retail consumption prospects.

(Source: Population U, Business Standard, Indian Retailer, Statista, India.com)



The value-creation journey at Go Fashion

OUR RESOURCES

Financial capital

The financial resources that we seek are based on the funds we mobilise from investors, promoters and others in the form of net worth or accruals.

Manufactured capital

Our manufacturing assets, technologies and equipment constitute our manufactured capital. The logistics for the transfer of raw materials and finished products are integral to our manufacturing competence.

Human capital

Our management and employees form a part of our workforce, their experience and competence enhancing our value.

Natural capital

We consume some raw materials sourced from nature, indicating a moderate impact on the natural environment.

Intellectual capital

We possess proprietary knowledge that enhances our operational excellence and competitive advantage.

Social capital

Our relationships with communities and partners (vendors, suppliers and customers) define our role as a responsible corporate citizen.

Our strategy

Strategic focus	Key enablers	Material issues addressed	Capitals impacted
At the forefront of sectoral advancements; dedicated to introduce designs before competitors; prioritise the acquisition of a substantial market slice.	<ul style="list-style-type: none"> Prioritising investments in research, data analytics and design Fostering a culture of trailblazing product introductions Seamlessly integrating analysis findings into business expansion 	<ul style="list-style-type: none"> Proficiency in identifying competitive factors and key market players Ability in determining optimal timing for business growth Capability to create a compelling price-value offering Capacity to secure funding for new investments 	Manufactured, Intellectual and Financial
Implementing cost leadership strategies; Expanding the market presence and increasing the Company's market share; improving the price-value proposition; establishing effective barriers for market entry	<ul style="list-style-type: none"> Acquiring growth capital at a favourable cost Optimising the utilisation of patient capital (net worth) Harnessing the existing marketing and outsourcing infrastructure Making investments in process automation Maximising the utilisation of assets to drive same-store sales growth 	<ul style="list-style-type: none"> Utilising a robust Balance Sheet and credit rating to access affordable funds Practicing disciplined capital allocation, emphasising the significance of net worth in investment decisions Investing in advanced marketing technologies to reduce per unit production costs 	Financial, Intellectual, Natural and Social and Relationship
Preferred supplier and brand of choice; built trust among customers across regions and market cycles; provide a sense of security and peace of mind	<ul style="list-style-type: none"> Introduce superior products Offer customers a superior price-value proposition Provide brand assurance regarding product durability and replacement Ensure convenient retail availability and consistent stock availability 	<ul style="list-style-type: none"> Maintaining regular interactions with store managers Ensuring mutually beneficial agreements with trade partners (MBOs, LFS and online platforms) Supporting trade partners through attractive schemes and incentives 	Intellectual, Manufactured, Social & Relationship
Strong people management strategies; enhancing the productivity of talent within the organisation; striving to increase revenue and profit per employee; deepening our reputation as an employer of choice	<ul style="list-style-type: none"> Implementing employee-focused policies Offering competitive compensation aligned with industry standards Promoting work-life balance for employees Achieving high talent retention, motivation and exceptional performance 	<ul style="list-style-type: none"> Cultivating a culture of professionalism and high performance Ensuring retention of employees at all levels Fostering a customer-centric culture 	Intellectual, Human Relationship and Natural

Strategic focus	Key enablers	Material issues addressed	Capitals impacted
Practicing corporate social responsibility; addressing the unfulfilled needs of communities; striving to make measurable and impactful improvements	Go Fashion allocated ₹0.75 Crore for CSR activities in FY 2022-23 These activities were aligned with stated priorities	Identifying unaddressed community needs Establishing an effective CSR team and collaborating with suitable NGOs Achieving measurable outcomes to enhance credibility	Social
Creating value for stakeholders; establishing credibility as a versatile organisation	Ensuring comprehensive stakeholder satisfaction by addressing the needs of customers, employees, vendors, government, lenders and shareholders.	Developing a comprehensive understanding of the needs of all stakeholders Investing in effective governance to achieve strategic stability Allocating resources towards business automation and systems improvement	Intellectual, Manufactured and Social & Relationship

The value we created in FY 2022-23

FINANCIAL CAPITAL

Earnings per share: ₹15.33
Market capitalisation (as on 31st March 2023): ₹5,426 Crore

MANUFACTURING CAPITAL

Revenues earned from our bottomwear business: ₹665 Crore

Profit after tax was ₹83 Crore

HUMAN CAPITAL

Employees: ~4318
Remuneration paid: > ₹103 Crore

INTELLECTUAL CAPITAL

Cumulative senior management experience: >211 years

NATURAL CAPITAL

Consumed natural resources in a moderated and balanced manner

SOCIAL AND RELATIONSHIP CAPITAL

Number of vendors associated with the Company: 146+

BUSINESS DRIVERS

How we strengthened our outsourced manufacturing excellence

OVERVIEW

At Go Fashion, our outsourced manufacturing operations play a crucial role in bringing distinctive fashion designs to life. Our outsourced partners focus on precision and consistency, enhancing their effectiveness and our brand respect. In so doing, the Company's manufacturing partners enhance our ecosystem robustness, integrity and responsiveness



CHALLENGES AND COUNTER CHALLENGES

Cotton price volatility

An unforeseen price volatility in cotton made it challenging to maintain procurement costs.

Mitigation: We adopted a proactive approach by strategically engaging in the bulk purchase of raw materials at selective junctures. This helped the Company secure a sizable part of its cotton requirement that helped mitigate a potential supply chain disruption.

Unforeseen inflation

Rising inflation across labour, transportation and utilities costs enhanced budgeting challenges.

Mitigation: The Company implemented periodic costs review with suppliers that helped monitor their expenses and seek cost-saving opportunities.

STRENGTHS

Raw material sourcing

The Company sources raw materials directly through direct relationships with suppliers. This helps reduce the working capital outlay of its outsourced job workers, helping control resource quality and availability.

Quality control

The Company implemented robust quality control across its entire outsourcing eco-system across standardised parameters, which protected garment integrity.

Templated processes

The Company's streamlined workflows optimised operations that enhanced productivity and moderated waste.

Skilled workforce

The Company's outsourcing partners possess expertise and experience, translating into the ability to deliver complex designs.

Innovation and adaptability

The Company explores new technologies, techniques and trends to enhance manufacturing adaptiveness.



WAY FORWARD

To strengthen our throughput and quality, we aim to engage with a wider community of job workers and resource partners.

How we are digitalising our business to enhance responsiveness



OVERVIEW

In a rapidly evolving fashion industry, digitalisation has become indispensable for businesses seeking to stay ahead. Go Fashion invested in digitalisation with the objective to transform engagements from design and production to marketing and customer engagement. The result is that the Company is progressively transforming into a digitalised organisation engaged in the apparel business.

STRENGTHS

Advanced hardware

The Company invested in state-of-the-art computing devices, servers, and networking equipment, a robust technology foundation

Cutting-edge software

The Company implemented modern software applications and platforms (design software, production management systems, inventory control and customer relationship management tools).

INITIATIVES

The Company's system delivered an uptime of more than 99.97%

The Company invested in SAP and related infrastructure

The IT team provided 24x7 support

The Company integrated applications and automated processes leading to informed decisions in real time

The implementation of live backup and cloud operations enhanced data analytics in real-time

GROWTH STRATEGIES

The Company is investing in the following areas:

Omni-channel customer engagement experience

E-commerce team to grow this segment of the business

Content generation to deepen its youth engagement

Online presence by upgrading the website

Personalised journeys for customers

Strengthen online sales channels

WAY FORWARD

The Company plans to upgrade its cloud infrastructure, enhancing scalability, security and performance. It aims to upgrade ERP solutions with advanced analytical tools to improve data insights, decision making and strategic planning.

BUSINESS DRIVERS

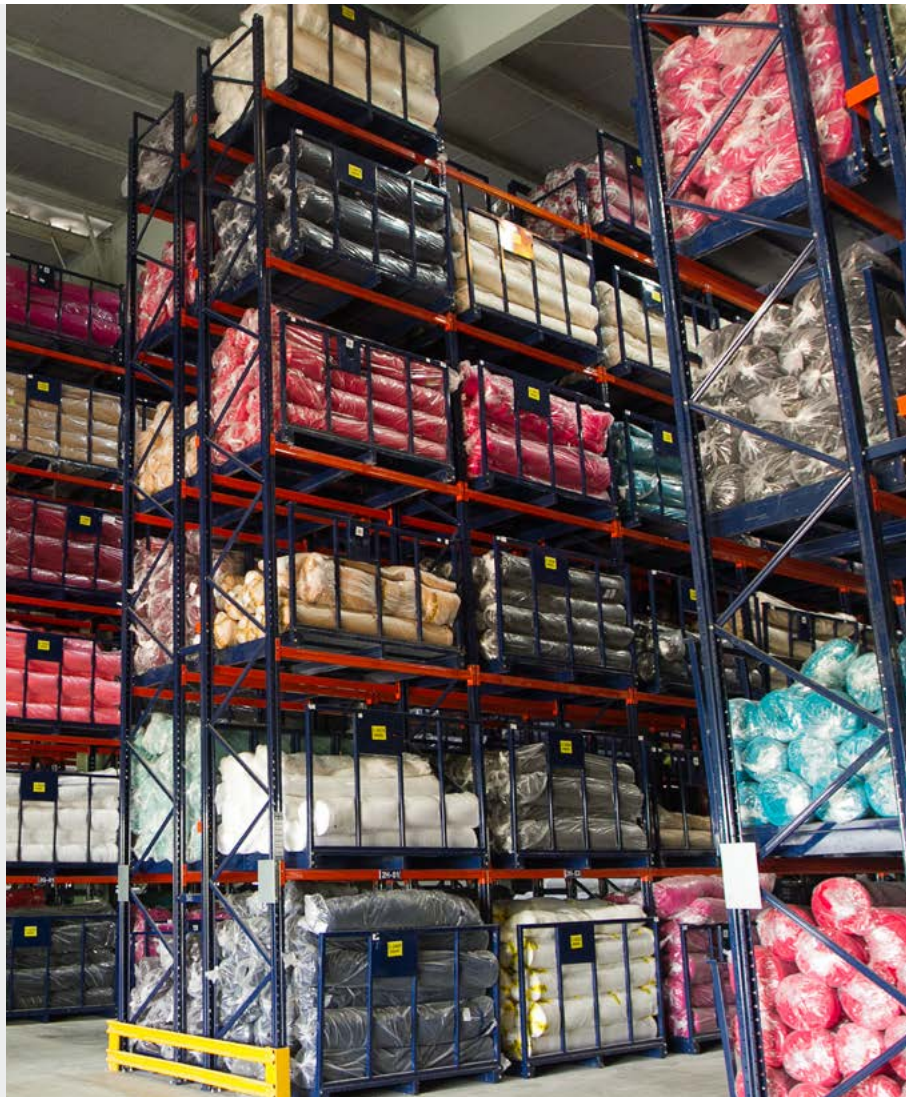
How we are enhancing productivity through effective inventory control and warehouse optimisation

OVERVIEW

The Company has strengthened its inventory management through the allocation of products to different sales channels and strengthening store layout. This process involves an analysis of sales potential and requirements.

The result is that each store, regardless of format, was serviced for product needs with timely orders. To address demand for a wide product variety and handle complex SKU mixes, the Company operated a 99,100 sq. ft. warehouse in Tirupur. Business intelligence reports helped identify trends and preferences, minimising product unsolds.

The Company utilised ERP and analytic tools to track inventory; its business intelligence tools optimised stock levels, minimising stock outs and over-stocks. The Company's warehouse addressed its entire retail chain of stores and large format stores across India.



STRENGTHS

Strong controls

The Company's defined processes helped regulate inventory activities.

Effective ERP

The system manages inventory through real-time visibility and stock movements tracking.

Periodic review

Periodic reviews help analyse key inventory metrics (turnover, carrying costs and stock accuracy); this enables the Company to identify trends and optimise inventory.

INITIATIVES

The Company is investing in the following areas:

Identified non-moving stocks moved out for second sales.

Inspected sales returns for quality and damages, moved out for second sales.

Provided for stocks older than a year

Established automatic reorder levels in the warehouse based on ERP and business intelligence tools.

Conducted periodic inventory reviews; performed audits (internal and external) to update the inventory database.

Conducted monthly audits on a perpetual inventory basis.

Strengthened the receiving and inspection process for incoming inventory

Verified raw materials for quality; inspected job workers with quality checks at their locations before product dispatch.

WAY FORWARD

The Company prioritises inventory and its movement, optimising the use of working capital.

BIG NUMBERS

30.85

₹ Crore, raw material inventory, 31st March 2023

44.95

₹ Crore raw material inventory, 31st March 2022

3.36

Inventory turns, FY 2022-23

3.25

Inventory turns, FY 2021-22

BUSINESS DRIVERS

How we optimised efficiency through a superior design process

NEW PRODUCTS LAUNCHED IN FY 2022-23



Ponte wide pant: The ultimate comfort casual available in easy-to-pair shades



Chino pant: A staple workwear trouser with comfort stretch in perfect neutrals



Cotton pencil pant: Everyday pant from 100% cotton fabric in vibrant colours

OVERVIEW

The Company deepened systems, leveraging cross-functional teamwork, research, trend forecasting, concept development and sample development. This institutionalised process involved experienced design professionals and the result is that the Company introduced new products across

colours and sizes in line with market trends.

The Company's extensive research helped develop products across sizes and thematic collections. Design and development incorporated preference analyses, taking into account pricing, retail insights and consumer feedback.

The Company's productisation considered 'core' and 'essential' factors, in addition to regional and international preferences. The design process comprised fashion forecasting, market analysis, extensive colour working, silhouette finalisation, sampling and fit checks leading to production.

STRENGTHS

Colour finalisation

The Company's colour finalisation ensured that the selected colours were aligned with market trends, customer preferences and brand image.

Catering to Indian body types

The Company's designs remained suited to Indian body types, enhancing product relevance and customer satisfaction.

Fabric selection

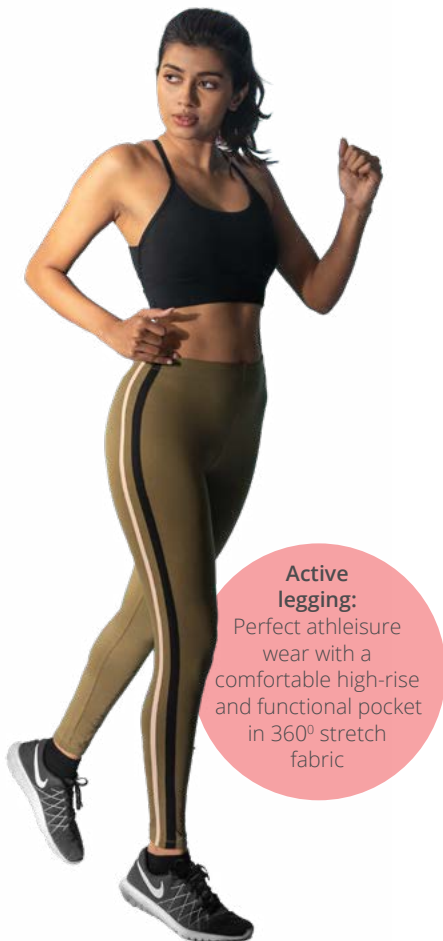
The Company selects fabrics suitable for specific geographies, cultural preferences and functional needs.

INITIATIVES

- Daily coordination between designers, product development teams and production teams
- Thorough product testing of the final products, ensuring that they meet internal standards
- Direct management of the design team by the Managing Director to ensure efficient resource utilisation and optimise the design process timeline.
- Incorporate stakeholder feedback during the fit-check stage
- Implement a development center where samples are developed for the design team
- Update the Company around the latest trends, textile design, materials, and technologies through access to forecasting websites, magazines, market studies, brand studies and fashion shows.

WAY FORWARD

The Company intends to introduce new styles, colours, and patterns to drive revenues, attract customers and retain existing ones.



How we are deepening our sales and marketing excellence



OVERVIEW

Go Fashion's retail competence was derived from a complement of exclusive stores, large format stores, multi-brand outlets and online channels (e-marketplaces and website). This enhanced consumer convenience, enhancing offtake.

One of the most effective levers in enhancing retail offtake was a progressive increase in the number of stores. In FY 2022-23, the Company's stores crossed 600, driving offtake.

The stores were focused on the retail of premium products (from ₹599 to ₹1,599) and more than 83.3% products were priced below ₹1,049 each.

CHALLENGES AND COUNTER CHALLENGES

Product awareness

The challenge was to enhance awareness of new styles and offer the latest designs.

Mitigation: The Company developed and deployed marketing campaigns focused on promoting new products.

Online presence

A strong online presence became crucial to reach a wide audience and maximise sales.

Mitigation: The Company prioritised scaling its digital marketing by leveraging social media platforms and influencers to increase brand visibility and engage online with the target audience.

STRENGTHS

Targeted audience

The Company addresses women in everyday situations to understand their needs and experiences.

Fashion trends

The collection incorporates contemporary styles, colours, patterns and cuts, attracting fashion-conscious women seeking trendy options.

Comfort and fit

The Company's stretchable fabrics and adjustable waistbands provide the right fit, promoting comfort and confidence.

Versatility

The bottom wear collection is versatile, addressing various occasions.

INITIATIVES

- The Company made seasonal communications to attract customers and drive footfalls.
- The Company recognised that investing in the digital medium would be crucial for long-term success

GROWTH STRATEGIES

Following on the Company-owned Company-operated (COCO) model to enhance control

Focusing on the launch of additional exclusive brand outlets across Tier-2 and Tier-3 cities

Growing the network in existing geographies; deepening penetration in south and west India

Adding stores in North and East India

Expanding the Company's large format presence across India



OUR EXCLUSIVE BRAND OUTLETS (EBO) MODEL

- In FY 2022-23, the Company generated ₹49,137 Lakh revenues from Exclusive Brand Outlets, accounting for 73.86% of revenues.
- The Company implemented a cluster-based and company-owned company-operated model, which improved operational control and enhanced store profitability.
- The Company positioned its EBOs in high streets, malls, residential market areas in major metros, large cities, Tier II and III cities, and airports.
- The average EBO size was 300-500 square feet, offering a compact yet functional retail environment. Lease tenures ranged from 11 months to nine years, enhancing flexibility
- The Company operated 630 EBOs across India as of 31st March 2023

Performance indicators of our EBOs

Particulars	FY 2022-23	FY 2021-22	FY 2020-21
Total EBOs	630	503	449
Cities covered	143	134	114
Same-store sales growth %	36	31	(36.75)
Average store area (square feet)	429	403.73	379.64
Sales per square foot (₹)	18,186	14,406	10,135

LARGE FORMAT STORES (LFS) MODEL

Revenues from large format stores was ₹13,885 Lakh as of 31st March 2023, representing 20.87% of the Company's total revenue from operations in FY 2022-23. The number of large format stores addressed by the Company increased from 1,473 on 31st March 2022, to 1,750 on 31st March 2023.

Large format stores (LFS) included retailers like Reliance Retail Limited, Aditya Birla fashions, Unlimited, V Mart Retail and Spencer's Retail, among others. Agreements with these retailers were non-exclusive and ranged from one to three years. The Company supplied products to these stores on a sale or return basis and

the Company provided its own staff to facilitate offtake. A certain percentage of the margin on the maximum retail price of products was shared between the Company and stores.



Diversified presence across geographies

Particulars	FY 2022-23	
	EBOs	LFSS
Top two cities	122	88
Next six cities	235	347
Remaining Tier I cities	86	270
Tier II cities	126	512
Tier III cities	58	395
Tier IV cities	3	138

ONLINE CHANNELS

- The Company markets products through online marketplaces and its website www.gocolors.com.
- The agreements with online retailers were non-exclusive and remained valid unless terminated.
- These agreements involved sharing a specified percentage of the sales value.
- The Company plans to expand its Exclusive Brand Outlet (EBO) network, aiming to improve sales fulfillment through an enhanced omni-channel experience.

Revenue generated from online sales

Particulars	FY 2022-23		FY 2021-22	
	Amount (₹ Lakh)	% of Total Revenue	Amount (₹ Lakh)	% of Total Revenue
Online market places	1505	2.26	901.24	2.25
Website	301	0.46	326.54	0.81
Total	1806	2.72	1,227.79	3.06

WAY FORWARD

To enhance marketing responsiveness, the Company plans to strengthen its digital presence.

How we are deepening our supply chain capability



OVERVIEW

The Company has reduced fixed costs by outsourcing manufacturing operations. Instead of entering into long-term agreements with job workers, the Company opted to issue purchase orders based on its sourcing requirements, limiting purchases from traders and intermediaries. To ensure consistent quality and timely delivery,

the Company increased fabric purchases from mills and weavers, reserving a portion of their production capacity. The Company automated its inventory management, while its ERP system facilitated streamlined procurement processes, preventing stocking variations.

The Company assumed responsibility for providing raw materials, including logos, to job workers. Regular fabric and garment inspections were conducted at supplier and job worker units, assuring quality, regulatory compliance and quality.

CHALLENGES AND COUNTER CHALLENGES

Availability of raw materials

There was a lower raw material availability on account of price fluctuations, affecting timely delivery to retail outlets.

Mitigation: The Company engaged in bulk fabric purchase to ensure a steady supply of raw materials.

STRENGTHS

Strategic location:

The Company's strategic location provides proximate access to raw material suppliers and downstream markets.

Labour availability:

The region offers a pool of skilled labour, a competitive advantage in terms of workforce availability and cost-efficiency.

Automated systems:

The Company implemented automated systems, enhancing efficiency and productivity.

WAY FORWARD

The Company will optimise raw material procurement to make delivery timely and enhance efficient inventory management to reduce working capital.

BIG NUMBERS

148.05

Lakh pieces of production handled in FY 2022-23

121.72

Lakh pieces of sales handled in FY 2022-23

28,556

₹ Lakh, total procurement in FY 2022-23



BUSINESS DRIVERS

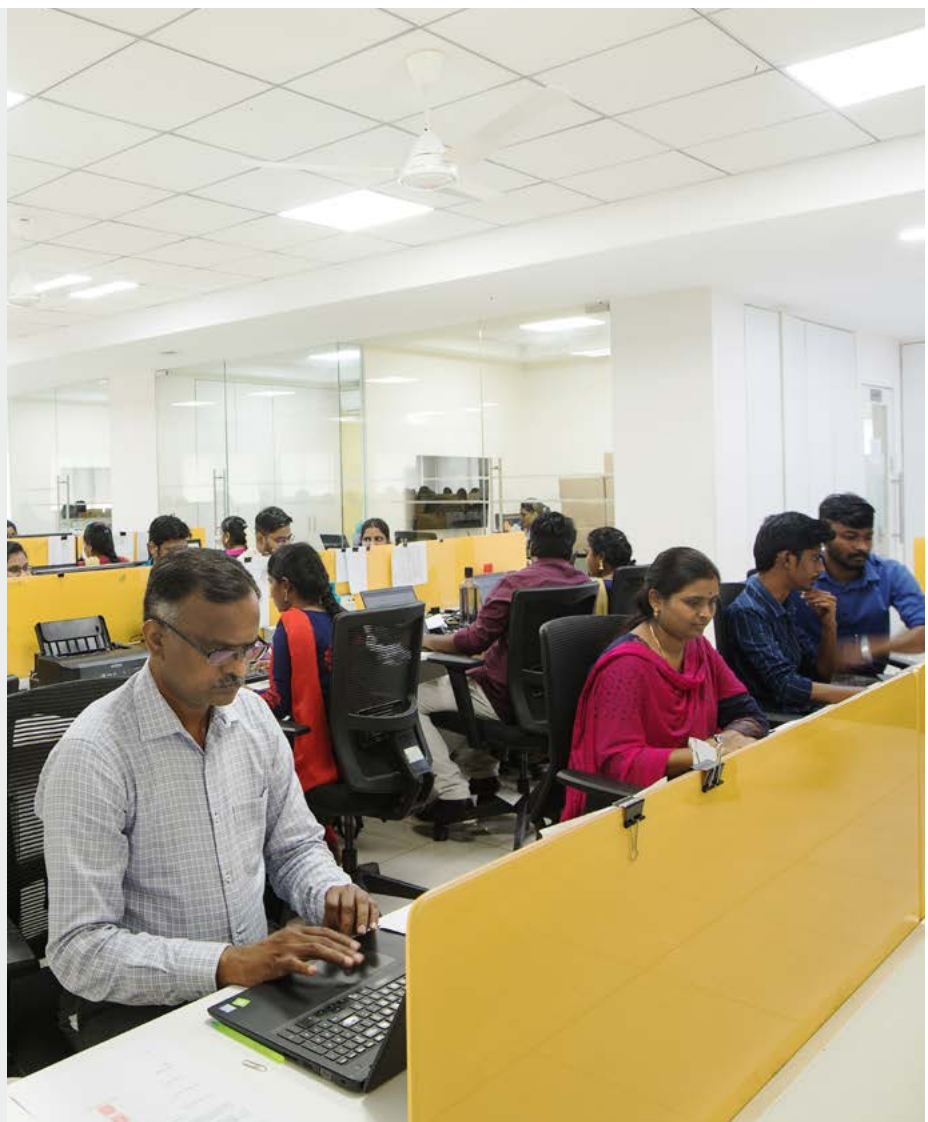
How we are deepening our talent management

OVERVIEW

The Company prioritised recruitment and retention of talented personnel. It strengthened employee benefits, including medical cum accident insurance, wellness and physical health programmes.

The Company enhanced productivity through weekly on-job training and performance reviews. It introduced performance-based incentives for EBO and large format store employees. The employee induction process emphasised feedback and interaction with the senior management.

The Company's HR value proposition included a bias-free environment, meritocracy, promotion of creativity and innovation, work-life balance, ongoing learning and development and a focus on discipline and compliance. As of 31st March 2023, the Company comprised a strong HR and administrative team comprising 25 members with varied experience.



CHALLENGES AND COUNTER CHALLENGES

Recruitment of suitable candidates in specific teams

The Company addressed this challenge by broadening the scope of recruitment through various media, interviewing a larger candidate pool.

STRENGTHS

People-focused approach

The Company places the well-being of employees at its forefront.

Empowerment

The Company encourages employees to be entrepreneurial, explore new approaches and engage in lateral thinking.

Employee-centric policies

The Company prioritises the well-being, development and satisfaction of employees, creating a positive supportive environment.

Rising retention

The Company focused on rising people retention marked by lower people turnover costs, retention of knowledge, enhanced stability, business continuity, positive employer brand and employee satisfaction.

Learning and development

The Company offers training and development, ensuring that its workforce remains up-to-date with industry trends, best practices and cutting-edge technologies.

Employee wellbeing

By implementing safety protocols, safety training and safety equipment, the Company has reduced accidents risk.

WAY FORWARD

The Company is focussed on recruiting the right candidates for the right role at the best cost-value proposition.

OUR DASHBOARD

Employee cost (₹ Lakh)

Year	FY 2019-20	FY 2020-21	FY 2021-22	FY 2022-23
Employee cost	6,195.38	6,148.67	7,306.26	10,260.27

Employees

Year	FY 2019-20	FY 2020-21	FY 2021-22	FY 2022-23
Employees	2,914	2,793	3,164	4,318

Women employees as % of total employees

Year	FY 2019-20	FY 2020-21	FY 2021-22	FY 2022-23
Women as % of employees	46.77	46.94	48.17	50.29

Employee productivity (₹ Lakh)

Year	FY 2019-20	FY 2020-21	FY 2021-22	FY 2022-23
Revenue per employee	13.45	8.97	12.68	15.41

People cost

Year	FY 2019-20	FY 2020-21	FY 2021-22	FY 2022-23
People cost as % of revenues	15.80	24.53	18.21	15.42

What the Go Fashion team has to say about working at the Company



The

Go Fashion Management and CEO support personal and professional growth. I joined as a manager and am now a senior manager. This is a learning center, marked by seniors who mentor juniors.'

S.Neekilimuthu,
Senior Accounts Manager

'Go Fashion is a friendly workplace.

The Company supported me when my daughter had her Board exams by allowing me to work from home. The Company has grown from 300 to more than 600 stores, and I have grown professionally, assuming larger responsibilities.'

Sathya Rajan, Assistant Manager



I serve as the Head of Finance and Accounting. In eight years, my department has grown from five to 40 people. I played a key role in implementing SAP ERP modules and was involved in the IPO as a team organiser alongside the CFO and the Company Secretary. Despite the pandemic, we organised the IPO within six months, surpassing the predicted timeline of one year.'

M. Arul Murugan, Head - Finance & Accounts

I joined Go Fashion in 2016

when we had 50-odd stores (now 630). We integrated warehouse automation and benefited from learning and development. The Company prioritises internal hiring for new positions.'

Mr. S. Devanand, Head - Information Technology

At Go Fashion, a commitment to empower our women customers starts with empowering the remarkable women working at our company

OVERVIEW

In this Go Fashion Annual Report, we pay tribute to the remarkable women who work with us. While there are dozens of instances of personal and professional achievement in the face of adversity, we have selected the following stories and hope to continue this tradition by saluting more such women achievers from within our organisation

50.29

Per cent of our organisation comprises women

2170

Total number of women worked with us as on 31 March 2023

28

Average age of the women working with us

35

₹ cr, remuneration paid to women in FY 23

‘Go Fashion made it possible to turn life a full circle...’

“My journey here has been nothing short of extraordinary. Being responsible for all receivables at the Company, I take great pride in my role and the accomplishments I have achieved during my 12 years with this remarkable organisation.

I belong to a fisherman community. My father passed away when I was three, leaving me under the care of my grandmother (who got me through school and college). Until the 12th grade, I attended a government school; a scholarship empowered me to pursue college. I made a small promise to myself: I would not waste my grandmother's perseverance.

I took up part-time jobs and eventually joined Go Fashion as an Accounts Executive when I was 21 years in 2011.

This is where my destiny transformed: the Company encouraged me to pursue an MBA while working; it provided opportunities for personal and financial growth; it made me financially independent. More than anything, Go Fashion helped develop my communication capability: I transformed into a confident individual.

Go Fashion made it possible to turn life a full circle: I now take care of my grandmother; I insist she rests and enjoys her life without having to work for a living. I support my mother and younger brother. The result is that Go Fashion is not just another employer at our family; it is a destiny transformer.”

Gayathri Dhayalan,
Deputy accounts manager at Go Fashion

‘I am proud that I am giving the best of my life to Go Fashion’

“If there is one word that encapsulates the culture at Go Fashion, it would be ‘fairness.’ I joined as a Catalogue Executive and within seven months, I received a promotion to the Business Intelligence team. In two years, I was promoted to Assistant Manager, Business Intelligence. This means that at this company one will not be appraised on the basis of one's gender but on the basis of competence. In a world that is often unfair to women, Go Fashion has been a leveller. The Company has made me confident and independent, which is a big thing for someone like me who is the sole earning family member in a family of five. I pride in supporting the family and providing financial assistance to my brothers in their educational pursuits. I am not just happy to be working here; I am proud that I am giving the best years of my life to this company.”

Srija Raja,
Assistant Manager, Business Intelligence

‘Go Fashion's support made it possible for a single mother like me to face the world with confidence and self-esteem’

“I am a single mother, looking after my son who is in the 12th standard, in addition to looking after my mother. When I joined six years ago, my son was entering his sensitive teenage years. I attended to my son's needs, balanced home and work – and it was not easy managing ends financially. The person at Go Fashion who made a difference was Mr. Kandan (Regional Manager). When I started working, commuting and safety were concerns, but now I am confident enough to travel and work as a professional. Three years ago on Women's Day, Mr. Kandan gave me a gift from one of our stores. It was nice to see that working for a women's brand, we women workers too were being respected and appreciated. I will only say that if the Company respects its women customers, then that respect originates from its respect for its women employees. That support made it possible for a single mother like me to face the world with confidence and self-esteem.”

Radha,
Supervisor



‘Go Fashion has been a transformer of identities and personalities’

“I am a single mother of two daughters. I desperately needed a job to support my children; Go Fashion provided the opportunity. When I started, I had no work experience, lacked communication confidence and had never addressed customers. On that basis, I should not have got a job. However, Go Fashion backed me and taught essential skills. As a single mother, I am grateful for the various perks: interest-free salary advances, flexible leave policy and a sensitive Area Manager. Every time I look at my daughters, my heart fills with gratitude for Go Fashion! To say that Go Fashion is an employer is to discount its true role: it has been a transformer of identities and personalities.”

Sangeetha Mantri,
Store Manager

Company Information

BOARD OF DIRECTORS

Mr. Srinivasan Sridhar – Chairman & Independent Director
 Mr. Prakash Kumar Saraogi – Managing Director
 Mr. Gautam Saraogi – Executive Director & Chief Executive Officer
 Mr. Dinesh Madanlal Gupta – Independent Director
 Ms. Rohini Manian – Independent Director
 Mr. Rahul Saraogi – Non-Executive Director
 Mr. Ravi Shankar Venkataraman Ganapathy Agraharam* – Non-Executive Non-Independent Director
 *resigned w.e.f. 12-06-2023

KEY MANAGERIAL PERSONNEL (KMPs)

Mr. Prakash Kumar Saraogi – Managing Director
 Mr. Gautam Saraogi – Executive Director & Chief Executive Officer
 Mr. R.Mohan – Chief Financial Officer
 Ms. V.Gayathri – Company Secretary & Compliance Officer

COMMITTEES

Audit Committee

Mr. Dinesh Madanlal Gupta – Chairman
 Mr. Srinivasan Sridhar - Member
 Mr. Gautam Saraogi – Member

Stakeholders Relationship Committee

Mr. Rahul Saraogi – Chairman
 Ms. Rohini Manian – Member
 Mr. Gautam Saraogi – Member
 Mr. Ravi Shankar Venkataraman Ganapathy Agraharam* – Member
 *resigned w.e.f. 12-06-2023

Nomination & Remuneration Committee

Mr. Dinesh Madanlal Gupta – Chairman
 Mr. Srinivasan Sridhar - Member
 Mr. Rahul Saraogi – Member

Corporate Social Responsibility Committee

Mr. Gautam Saraogi – Chairman
 Mr. Prakash Kumar Saraogi – Member
 Mr. Dinesh Madanlal Gupta – Member
 Mr. Rahul Saraogi – Member

Risk Management Committee

Mr. Gautam Saraogi – Chairman
 Mr. Srinivasan Sridhar - Member
 Mr. Rahul Saraogi – Member
 Mr. R.Mohan – Member

Statutory Auditors

M/s. Deloitte Haskins & Sells LLP,
 Chartered Accountants, Chennai

Internal Auditors

ASA & Associates LLP,
 Chartered Accountants, Chennai

Secretarial Auditors

M/s. R.Sridharan & Associates,
 Company Secretaries, Chennai

Principal Bankers

RBL Bank, Chennai
 ICICI Bank, Chennai
 Axis Bank, Chennai

Registrars & Share Transfer Agent

Kfin Technologies Limited (Formerly Kfin Technologies Private Limited), Hyderabad

Stock Exchanges where Company's Shares are listed

National Stock Exchange of India Limited (stock code : GOCOLORS)
 BSE Limited (stock code : 543401)

Registered & Corporate Office

Sathak Centre, No.4, 5th Floor, Nungambakkam High Road,
 Chennai – 600034

Company's Website

www.gocolors.com

Corporate Identification Number

L17291TN2010PLC077303

ISIN

INE0BJS01011

Notice of the 13th Annual General Meeting

NOTICE is hereby given that the 13th Annual General Meeting (the "AGM") of the Members of Go Fashion (India) Limited (formerly known as Go Fashion (India) Private Limited) (the "Company") will be held on Tuesday, 05th September 2023 at 09.30 hrs IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements

To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended 31st March 2023 together with the Reports of the Board of Directors and Auditors' thereon.

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2023, the Report of the Auditors' and the Board of Directors thereon be and are hereby considered, approved and adopted."

2. Re-Appointment of Mr.Rahul Saraogi (00496259) as a Director liable to retire by rotation

To appoint a Director in place of Mr.Rahul Saraogi (00496259) who retires by rotation and being eligible offers himself for re-appointment.

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr.Rahul Saraogi (00496259), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

3. Payment of remuneration by way of Independent Director Fees to Mr.Srinivasan Sridhar (DIN:00004272), Non- Executive Independent Director for the Financial Year 2023-24, above fifty percent of the total annual remuneration payable to all the Non-Executive Directors of the Company

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Regulation 17(6)(ca) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the members of the Company, be and is hereby accorded for payment of remuneration of ₹18,00,000 (Rupees Eighteen Lakhs Only) for the financial year 2023-24, by way of Independent Director Fees to Mr.Srinivasan Sridhar, (DIN: 00004272), who is a Non-Executive Independent Director in receipt of remuneration in excess of fifty percent of the total annual remuneration payable to all the Non-Executive Directors of the Company for the said financial year.

RESOLVED FURTHER THAT Mr.Gautam Saraogi, Executive Director & Chief Executive Officer and Ms.V.Gayathri, Company Secretary be and are hereby severally authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to the above resolution."

By order of the Board
For **Go Fashion (India) Limited**
(formerly Go Fashion (India) Private Limited)

V.Gayathri
Company Secretary & Compliance Officer
Membership No. A25942

Registered Office:
Sathak Center, No.4, 5th Floor,
Nungambakkam, Chennai - 600034

Date:31st July 2023
Place: Chennai

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

Item No.3

Payment of remuneration by way of Independent Director Fees to Mr.Srinivasan Sridhar, Non- Executive Independent Director for the financial year 2023-24, above fifty percent of the total annual remuneration payable to all the Non-Executive Directors of the Company

Pursuant to Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 every listed entity is required to obtain approval of Members of the Company every year by way of Special Resolution for payment of remuneration to Non - Executive Director which is in excess of 50% of the total remuneration payable to all Non - Executive Directors of the Company during a year. The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee has fixed the remuneration payable to Mr.Srinivasan Sridhar for the

financial year 2023-24 at ₹18,00,000 (Rupees Eighteen Lakhs Only), which exceeds 50% of the total annual remuneration payable to all the Non-Executive Directors.

Taking into account the size and scale of operations of the company and the time given and valuable contributions made towards the Company by Mr.Srinivasan Sridhar, the Board recommends the Resolution as set out under business item no. 3 in the notice of this meeting for approval of the Members by means of a Special Resolution.

The details of remuneration of Mr.Srinivasan Sridhar for the financial year 2023-24, is given under the Corporate Governance Report forming part of the Annual Report. Mr.Srinivasan Sridhar holds NIL shares in the Company.

Except Mr.Srinivasan Sridhar, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

The Board recommends the said resolution, as Special Resolution for approval of the Members.

ANNEXURE A

Details of Director seeking appointment/ re-appointment in the Annual General Meeting

(In pursuance of Secretarial Standards on General Meetings [SS-2] and Regulation 36 of the Securities and Exchange Board of India [Listing Obligations and Disclosure Requirements] Regulations, 2015)

Name of the Director	Mr.Rahul Saraogi
Director Identification Number	00496259
Category	Non-Executive Non-Independent Director
Date of Birth	23rd February 1979
Age	44 years
Nationality	Indian
Date of First Appointment on the Board	09th September 2010
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Gautam Saraogi - Cousin Prakash Kumar Saraogi - Nephew
Brief Resume of the Director	Mr.Rahul Saraogi has a Bachelor's degree in Economics from University of Pennsylvania. He is a Non-Executive Non-Independent Director of the Company. He is a promoter of the Company and has around 20 years of experience in finance and corporate advisory.
Expertise in specific functional area	Around 20 years of experience in finance and corporate advisory.
Board Membership of other listed companies as on 31st March 2023	NIL
List of Directorships held in other Companies (excluding Foreign, Private Companies and Section 8 Companies)	Invenire Petrodyne Limited
List of Membership / Chairmanship of Committees across other Public Companies	1. Invenire Petrodyne Limited <ul style="list-style-type: none"> • Audit Committee – Chairman • Corporate Social Responsibility Committee - Member • Nomination and Remuneration Committee-Member • Event Specific Committee - Member
Membership of Committees of Go Fashion (India) Limited	<ul style="list-style-type: none"> • Corporate Social Responsibility Committee (Member) • Stakeholders Relationship Committee (Chairman) • Risk Management Committee (Member) • Nomination and Remuneration Committee (Member) • IPO Committee (Member)
Remuneration last drawn	NIL
Number of Shares held in the Company (both in individual capacity or held by/for other persons on a beneficial basis) as on 31st March 2023.	1,42,54,264 equity shares
Terms and Condition for appointment and re-appointment	As per Nomination, Remuneration and Board Diversity policy of the company mentioned in the company's website at https://cdn.shopify.com/s/files/1/0598/8158/6848/files/POLICY_ON_NOMINATION_REMUNERATION_AND_BOARD_DIVERSITY_b59a9f7f-cd5f-495e-9660-cbb14a882ed1.pdf?v=1657891554
Details of Board Meetings attended/held by the director during the year	3/4

NOTES:

1. Pursuant to the Circular No. 14/2020 dated 8th April 2020, Circular No. 17/2020 dated 13th April 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated 5th May 2020, Circular No. 02/2021 dated 13th January 2021, Circular No. 2/2022 dated 5th May 2022, Circular No. 10/2022 dated 28th December 2022 and all other relevant circulars issued from time to time (hereinafter referred to as "Circulars"), physical attendance of the Members to the Annual General Meeting (AGM) is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM only. The deemed venue for the AGM will be Registered Office of the Company.
2. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with Circulars issued by the Ministry of Corporate Affairs and Circular no. SEBI/HO/CFD/PoD2/P/CIR/2023/4 dated January 5, 2023 issued by SEBI.
3. Pursuant to the aforesaid circulars issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. Accordingly, the proxy form and attendance slip are not attached to this notice and the resultant requirement for submission of proxy forms does not arise.
4. The Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting. For this purpose, the corporate members are requested to send resolution/ authorization authorizing their representatives to attend the AGM through VC and vote on its behalf to the following e-mail address: companysecretary@gocolors.com with a copy marked to cssrinidhi.sridharan@gmail.com.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. 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.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as electronic voting on the date of the AGM will be provided by NSDL.
8. The notice calling the AGM and the Annual Report for the Financial Year 2022-23 has been uploaded on the website of the Company at www.gocolors.com. The Notice and the Annual Report can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM notice is also available on the website of NSDL (agency for providing the Remote e-voting facility i.e. www.evoting.nsdl.com).
9. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Register of the Company will remain closed from Wednesday, 30th August 2023 to Tuesday, 05th September 2023 (both days inclusive).
10. Register of Directors and Key Managerial Personnel of the Company and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts and Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 and all other documents referred to in the notice will be available for inspection by the members in electronic mode. Members can send an e-mail to companysecretary@gocolors.com requesting for inspection of the Registers.
11. In compliance with the aforesaid MCA circulars and SEBI Circulars dated 5th January 2023, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories unless any member has requested for a hard copy of the same. The Notice and the Annual Report of the Company is uploaded on the Company's website at <https://investor.gocolors.com/annual-reports/2022-23>

12. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. Tuesday, 29th August 2023 only shall be entitled to avail the remote e-voting facility as well as electronic voting in the AGM.
13. Any person who becomes a member of the Company after dispatch of the notice of the Meeting and holding shares as on the cut-off date i.e. Tuesday, 29th August 2023, ("Incremental Members") may obtain the User ID and Password by either sending an e-mail request to evoting@nsdl.co.in or calling at 022-48867000 and 022-24997000. If the member is already registered with NSDL e-voting platform, then he can use his existing User ID and password for casting the vote through remote e-voting.
14. Trading in the shares of the Company can be done in dematerialized form only. Dematerialization would facilitate paperless trading through state-of-the art technology, quick transfer of corporate benefits to members and avoid inherent problems of bad deliveries, loss in postal transit, theft and mutilation of share certificate. Hence, we request all those members who have still not dematerialized their shares to get their shares dematerialized at the earliest. Pursuant to SEBI LODR Amendments, the requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form and the transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form.
15. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's Registrar & Transfer Agents. The nomination forms can be downloaded from https://cdn.shopify.com/s/files/1/0598/8158/6848/files/Communication_to_Shareholders_faeb76f2-6527-4ad7-9b37-75fd530ba287.pdf?v=1655728869. In respect of shares held in Electronic / Demat form, the nomination form may be filed with the respective Depository Participant.
16. As required in terms of SEBI (LODR) Regulations, 2015, the information (including profile and expertise in specific functional areas) pertaining to director recommended for appointment / reappointment in the AGM is appended to this notice.
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit the PAN to their DPs with whom they are maintaining their Demat accounts and members holding shares in physical form to the Company / Registrar & Transfer Agents.
18. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address with the Company / Depository Participant(s) for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
19. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.

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

The remote e-voting period begins on Friday, 01st September 2023 at 9:00 A.M. and ends on Monday, 04th September 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, 29th August 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, 29th August 2023.

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





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

Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated 9th 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:

Types of shareholders	Login Method
Individual shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li data-bbox="469 300 1476 562">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <li data-bbox="469 568 1476 651">If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="469 658 1476 943">Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting <li data-bbox="469 949 1476 1010">Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience <p data-bbox="523 1032 890 1059">NSDL Mobile App is available on</p> <div data-bbox="523 1077 890 1249" style="text-align: center;">     </div>
Individual Shareholders holding securities in demat mode with CDSL.	<ol style="list-style-type: none"> <li data-bbox="469 1272 1476 1420">Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System My easi Tab and then user your existing my easi username & password. <li data-bbox="469 1426 1476 1630">After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. <li data-bbox="469 1637 1476 1720">If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System My easi Tab and then click on registration option. <li data-bbox="469 1727 1476 1899">Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual shareholders (holding securities in demat mode) login through their depository participants	<p data-bbox="469 1906 1476 2074">You can also login using 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 meeting</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in log in can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at toll free no. 1800 22 55 33

A) Login method for e-Voting and joining virtual meetings 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 mail box. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your ‘User ID’ and your ‘initial password’
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

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

- (a) Click on “Forgot User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com
- (b) “Physical User Reset Password?”(If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- (c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - (d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step2: 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 Step1, 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, by e-mail to companysecretary@gocolors.com with a copy marked to cssrinidhi.sridharan@gmail.com Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022-4886 7000 and 022-2499 7000 or send a request to Ms. Prajakta, Assistant Manager at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to companysecretary@gocolors.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) by email to companysecretary@gocolors.com. If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 09th 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 to access e-voting facility.

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

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access by following the steps mentioned above for Access to NSDL e-voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in the irrespective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views / have questions may send their questions in advance atleast 3 days prior to the meeting (by 2.00p.m. on

02nd September 2023), mentioning their name, demat account number/folio number, email id, mobile number at companysecretary@gocolors.com. Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting.

6. Shareholders who would like to send their questions are requested to do so in advance atleast 3 days prior to the meeting (by 2.00p.m on 02nd September 2023), mentioning their name demat account number/folio number, email id, mobile number at companysecretary@gocolors.com.

General:

1. Ms. Srinidhi Sridharan (FCS No. 12510; C.P. No. 17990) of Srinidhi Sridharan & Associates, Company Secretaries, Chennai has been appointed as the Scrutinizer to scrutinize the remote e-voting process and e-voting at the AGM in a fair and transparent manner.
2. The Scrutinizer shall after the conclusion of voting at the annual general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forth with.
3. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.gocolors.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the National Stock Exchange of India Limited and BSE Limited.
4. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting i.e.05th September 2023.

By order of the Board
For **Go Fashion (India) Limited**
(formerly known as Go Fashion (India) Private Limited)

V.Gayathri
Company Secretary & Compliance officer
Member No: A25942

Registered office:
Sathak Center, No.4, 5th Floor,
Nungambakkam High Road,
Chennai- 600034

Date: 31st July 2023
Place: Chennai

Board's Report

Dear Members,

The Directors take pleasure in presenting the 13th Annual Report on the business and operations of Go Fashion (India) Limited ("the Company") together with the Audited Financial Statements for the financial year ended 31st March 2023.

Financials

The key highlights of the financial results of the Company for the financial year ended 31st March 2023 in comparison with the previous financial year ended 31st March 2022 are summarised below:

(₹ In Lakhs)

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Revenue from operations	66,527.95	40,131.25
Less: Expenses	45,299.36	28,229.71
EBITDA	21,228.59	11,901.54
Less:		
Finance Cost	2,846.15	2,332.67
Depreciation	8,705.31	6,860.67
Add:		
Other income	1,191.48	2,079.44
Profit before Tax	10,868.61	4,787.64
Less: Tax expenses (including deferred Tax)		
	2,588.79	1,227.56
Profit after Tax	8,279.82	3,560.08
Add: Total Other Comprehensive (loss)/Income	(92.09)	17.62
Total Comprehensive Income for the year	8,187.73	3,577.70

Overview of Company's Financial Performance

- Revenue from Operations of the Company stood at ₹66,527.95 lakhs as against ₹40,131.25 lakhs for the previous year, registering a growth of 65.78% in the revenue.
- Sales volume of the Company stood at 120.69 Lakhs pieces as against 81.57 lakhs pieces for the previous year, registering a growth of 47.96 % in the Sales Volume.
- EBITDA of the Company stood at ₹21,228.59 lakhs as against ₹11,901.54 lakhs for the previous year, registering a growth of 78.37 % in EBITDA.
- Profit after Tax (PAT) of the Company stood at ₹8,279.82 lakhs as against profit of ₹3,560.08 lakhs for the previous year, registering a growth of 132.57% in PAT.

Dividend

The Board of Directors does not recommend any dividend for the financial year 2022-23.

Dividend Distribution Policy

In terms of Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "SEBI Listing Regulations"), the Board of the Company

has adopted a Dividend Distribution Policy, which can be accessed on the website of the company at https://cdn.shopify.com/s/files/1/0598/8158/6848/files/DIVIDEND_DISTRIBUTION_POLICY_f2a2be63-1374-403b-a336-10749df845c5.pdf?v=1657891554

Transfer to Reserves

The company does not propose to transfer any amount to the reserves for the financial year 2022-23.

Change in Nature of Business

There is no change in the nature of the business of the company in the review period.

Utilization of IPO Proceeds

The Company had appointed ICICI Bank Limited as the Monitoring agency in accordance with Regulation 41(1) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (hereinafter referred as "SEBI ICDR Regulations") to monitor the utilization of IPO proceeds and Company has obtained monitoring reports from the Monitoring agency and filed the same with both stock exchanges where equity shares of the Company are listed. The proceeds realized by the Company from the initial public offering shall be utilized as per objects of the offer as disclosed in the Prospectus of the Company.

Out of the IPO proceeds of ₹1250 Lakhs, the Company has utilized the funds as per the below mentioned table:

(₹ in Lakhs)

Sl. No	Item Head	Amount to be utilized	Amount utilized as on March 31, 2023	Total unutilized Amount as on March 31, 2023
1	Funding Roll out of new EBOs	3373.40	3176.64	196.76
2	Working capital	6139.80	6139.80	0
3	General Corporate Purposes	2391.43	2391.43	0
	Total*	11904.63	11707.87	196.76

*net of IPO related expenses

On finalisation of IPO issue expenses, the amount proposed to be utilised for General Corporate Purposes is revised to ₹2,391.43 lakhs, compared to the original amount of ₹2,364.00 lakhs, considering the savings in certain IPO issue expenses.

There has been no deviation in the utilization of the IPO proceeds of the Company. The Monitoring Agency Reports are available at the Company's website at https://cdn.shopify.com/s/files/1/0598/8158/6848/files/MONITORING_AGENCY_REPORT_Q4_FY23.pdf?v=1683719361

Further, the details of utilisation of Net IPO Proceeds for the year ended 31st March 2023 has been provided in notes to the accounts.

Share Capital

The paid-up equity share capital of the Company as on 31st March 2023 is ₹54,00,89,840 comprising of 5,40,08,984 equity shares of ₹10/- each.

During the year under review, the Company has reclassified its Authorized Share Capital of ₹105,00,00,000/- (Rupees One Hundred and Five Crore only) comprising of 5,60,00,000 (Five Crores Sixty Lakhs only) equity shares of face value of ₹10/- each and 49,00,000 (Forty Nine Lakhs) compulsorily convertible Redeemable Preference Shares of ₹100/- each to ₹105,00,00,000/- (Rupees One Hundred and Five Crores only) comprising of 10,50,00,000 (Ten Crores Fifty Lakhs only) equity shares of face value of ₹10/- each vide shareholders' approval dated 12th September, 2022.

The company has not issued any shares including equity shares with differential rights as to dividend, voting or otherwise. The Company has not issued any sweat equity shares to its directors or employees.

Credit Rating

The details of credit ratings obtained from CRISIL are as under:

Ratings of CRISIL

Facilities	Amount (₹)	Ratings	Rating Action
Long Term Rating	-	CRISIL A/ Stable	Upgraded from CRISIL A-/Stable / Positive
Short Term Rating	₹180 Crore	CRISIL A1	Upgraded from CRISIL A2+
Total Facilities	₹180 Crore	-	-

Ratings of ICRA

Facilities	Amount (₹)	Ratings	Rating Action
Long Term Rating	₹69 crores	ICRA A+(Stable)	Upgraded from ICRA A
Short Term Rating	₹156 crores	ICRA A1+	Upgraded from ICRA A1
Total Facilities	₹225 crores	-	-

Directors & Key Managerial Personnel

The appointment and remuneration of Directors are governed by the Policy devised by the Nomination and Remuneration Committee of the Company. The detailed terms of reference of Nomination and Remuneration Policy is contained in the Corporate Governance Section of the Annual Report.

The Company's management consists of the following Directors and Key Managerial Personnel:

Sr. No.	Name of the Director & KMP	Designation
1.	Mr.Srinivasan Sridhar	Chairman & Independent Director
2.	Mr.Prakash Kumar Saraogi	Executive Director & Managing Director
3.	Mr.Gautam Saraogi	Executive Director & Chief Executive Officer
4.	Mr.Rahul Saraogi	Non- Executive Non-Independent Director
5.	Ms.Rohini Manian	Independent Director
6.	Mr.Dinesh Madanlal Gupta	Independent Director
7.	Mr.Ravi Shankar Venkataraman Ganapathy Agraharam*	Non-Executive Non-Independent Nominee Director
8.	Mr.R.Mohan	Chief Financial Officer
9.	Ms.V.Gayathri	Company Secretary & Compliance Officer

*resigned w.e.f. 12th June 2023

The constitution of the Board of the Company is in accordance with Section 149 of the Companies Act, 2013 and Regulation 17 of the SEBI Listing Regulations

The details relating to directors and key managerial personnel who were appointed or have resigned are reported as under:

- During the Financial Year ended 31st March, 2023, there was no change in the Composition of the Board of Directors.
- Mr. Ravi Shankar Venkataraman Ganapathy Agraharam (DIN: 02604007), Non-Executive-Non-Independent Director of the Company (Nominee Director of Sequoia Capital India Investments IV), has resigned vide letter dated 12th June 2023 with effect from closure of business hours on 12th June, 2023. The Company is thankful for his contribution during his tenure as a director.

Declaration from Independent Directors

In terms of the regulatory requirements, name of every Independent Director should be added in the online database of Independent Directors maintained by Indian Institute of Corporate Affairs ("IICA"). Accordingly, Independent Directors of the Company have registered themselves with the IICA for the said purpose.

The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that he / she meets the criteria of independence as laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, the Independent Directors possess the requisite expertise and experience and they fulfil the conditions specified in the Act and the Rules made thereunder and are independent of the management.

Separate Meeting of Independent Directors

The Independent Directors of the Company had met during the year on 24th March 2023 to review the performance of Non-Independent Directors and the Board as a whole, reviewed the performance of the Chairperson of the Company and also assessed the quality, quantity and timelines of flow of information between the Company management and the Board without the presence of the Non-Independent Directors and members of the Management.

Directors Retiring by Rotation

Pursuant to the provision of section 152 of the Companies Act, 2013, Mr. Rahul Saraogi, Non-Executive Non-Independent Director, is liable to retire by rotation and being eligible for re-appointment at the ensuing Annual General Meeting ("AGM") of the Company, has offered himself for reappointment. His details as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India are contained in the accompanying Notice convening the ensuing AGM of the Company. An appropriate resolution seeking the shareholders' approval to his re-appointment as Director is included in the Notice of the AGM.

Board and Committee Meetings

The Board of Directors met Four (4) times during the financial year 2022-23. The details of the meetings and the attendance of the Directors are mentioned in the Corporate Governance Report.

The Board of Directors of the Company have formed various Committees, as per the provisions of the Companies Act, 2013 and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as a part of the best corporate governance practices, the terms of reference and the constitution of these Committees is in compliance with the applicable laws. In order to ensure focused attention on business and for better governance and accountability, the Board has constituted the following Committees:

- Audit Committee;
- Nomination and Remuneration Committee;
- Stakeholders Relationship Committee;
- Corporate Social Responsibility Committee;
- Risk Management Committee;
- IPO Committee;

The details with respect to the composition, terms of reference, number of meetings held and business transacted by the aforesaid Committees are given in the "Corporate Governance Report" of the Company which is presented in a separate section and forms a part of the Annual Report.

Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out the Annual Performance Evaluation of the Board, its Committees and of individual directors in the format (questionnaire) prescribed by the Nomination and Remuneration Committee of the Company.

The structured questionnaire covers various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. The performance evaluation of the Directors (without participation of the relevant Director) was carried out by the entire Board. The Directors expressed their satisfaction with the evaluation process.

Familiarisation Programme

Pursuant to the SEBI Regulations, the Company has worked out a Familiarisation Programme for the Independent Directors, with a view to familiarise them with their role, rights and responsibilities in the Company, nature of Industry in which the Company operates, business model of the Company etc. Through the Familiarisation Programme, the Company apprises the Independent directors about the business model, corporate strategy, business plans, finance, human resources, technology, quality, facilities, risk management strategy, governance policies and operations of the Company. Details of Familiarisation Programme of Independent Directors with the Company are available on the website of the company at https://cdn.shopify.com/s/files/1/0598/8158/6848/files/FAMILIARISATION_PROGRAMME_FOR_INDEPENDENT_DIRECTORS_8412e3e5-30c4-47c5-8c01-28dcc7c0d795.pdf?v=1657891554

Human Resources and Industrial Relations

The Company has a constant focus on attracting, developing and retaining talent. We believe that our employees are our key strength, and their development and well-being is crucial to sustain organizational success. The company is constantly engaging in several initiatives to develop employees holistically to ensure that we have competent employees in all areas of the business. We are implementing several robust HR practices and processes to enhance employee experience and engagement to deliver exemplary results. Some of these initiatives include structured talent management processes, leadership development, competency development, employee engagement and well-being, rewards and recognition, performance management and so on.

Right environment and resources are provided to ensure the employees reach their maximum potential. Leadership development initiatives include providing the necessary experience, exposure and education to ensure employee readiness to execute critical roles and responsibilities. We have a robust induction and training process for new talent, to ensure safety and quality standards are adhered to. All new employees are required to go through detailed technical and behavioural trainings in their respective domain areas to ensure productivity is achieved along with safety and quality.

Subsidiary Companies, Associates & Joint Ventures

The Company does not have any Subsidiaries, Associates and Joint ventures.

Related-Party Transactions

All related party transactions that were entered during the financial year were at arm's length basis and were in the ordinary course of business. There was no materially significant related party transaction made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons, which may have a potential conflict with the interest of the Company at large.

In accordance with the requirements of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) 2015, the Company has a Policy on Related Party Transactions which can be viewed at https://cdn.shopify.com/s/files/1/0598/8158/6848/files/RELATED_PARTY_TRANSACTIONS_POLICY_0e38f2fa-659c-4719-b2bc-ccd1f0d43a18.pdf?v=1657891554

There were no material transactions with related parties.

Accordingly, the disclosure of transactions entered into with related parties pursuant to the provisions of Section 188(1) of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts), Rules 2014 in Form AOC-2 is not applicable.

Related party transactions pursuant to the SEBI(LODR) Regulations 2015 and the Companies Act, 2013 are provided in notes to the financial statements.

Public Deposits

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest

on deposits from public was outstanding as on the date of the Balance Sheet.

Particulars of Loans, Guarantees or Investments

No Loans, Guarantees or Investments were made by the company during the financial year 2022-23.

Accounting Treatment

The Accounting Treatment is in line with the applicable Indian Accounting Standards (IND-AS) recommended by the Institute of Chartered Accountants of India (ICAI) and prescribed by the Central Government.

Auditors

(a) Statutory Auditors:

In accordance with the provisions of section 139 of the Companies Act 2013 and the rules made thereunder Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration Number 117366W), the Statutory Auditors of the company shall hold office from the conclusion of the 10th Annual General Meeting till the conclusion of the 14th Annual General Meeting of the company at a remuneration fixed by the Board of Directors of the Company in consultation with the Auditors, as recommended by the Audit Committee.

The Independent Auditors' Report(s) to the Members of the Company in respect of the Financial Statements for the Financial Year ended 31st March 2023 form part of this Annual Report and does not contain any qualification(s), remarks or adverse observations.

(b) Cost Auditors:

The Company is not engaged in the business of production of goods or providing of

Services. Accordingly, the Company is not required to maintain cost records as specified under Section 148(1) of the Companies Act, 2013, and hence, no cost auditors have been appointed.

(c) Secretarial Auditors:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI Listing Regulations, R.Sridharan & Associates, Company Secretaries had been appointed as Secretarial Auditor, to undertake Secretarial Audit of the Company for the FY 2022-23. The report of the Secretarial Auditor in the prescribed Form MR-3 is annexed to this report as Annexure III.

There are no qualifications, reservations, adverse remarks or disclaimers given by the Secretarial Auditors in their report.

(d) Internal Auditors:

Pursuant to the provisions of Section 138 of the Companies Act, 2013 and the Companies (Accounts) Rules, 2014, ASA & Associates LLP, Chartered

Accountants was appointed by the Board of Directors to conduct internal audit of the Company for the financial year 2022-23.

Instances of Fraud, if any, Reported by the Auditors

During the year under review, the Statutory Auditors, Secretarial Auditors, Internal Auditors have not reported any instances of fraud committed in the Company by its officers or employees to the Audit Committee under section 143(12) and Rule 13 of the Companies (Audit and Auditors) Rules, 2014 of the Companies Act, 2013.

Directors' Responsibility Statement

Pursuant to Section 134(5) of the Companies Act, 2023, the Board of Directors, to the best of its knowledge and ability, confirm that:

- The Annual Accounts have been prepared in conformity with the applicable Accounting Standards and there is no material departure;
- They have selected such Accounting Policies and applied them consistently, and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the affairs of the Company at the end of financial year 2022-23 and of the profit for that period;
- Proper and sufficient care has been taken and that adequate accounting records have been maintained in accordance with the provisions of the Act for safeguarding the assets of the Company and for prevention and detection of fraud and other irregularities;
- The Annual Accounts have been prepared on a going concern basis;
- The internal financial controls laid down by the Company were adequate and operating effectively; and
- The systems have been devised to ensure compliance with the provisions of all applicable laws were adequate and operating effectively.

Risk and Control

Through the Risk Management Committee, the Board of Directors oversees the Company's Risk Management.

Risk Management Policy

The Company has adopted a Risk Management Policy wherein all material risks faced by the Company are identified and assessed. The Company has formed a Risk Management Committee which defines the risk management approach of the Company and includes collective identification of risks impacting the Company's business their process of identification, mitigation and optimisation of such risks. The Risk Management Policy is uploaded on the website of the Company and can be accessed through the following weblink: https://cdn.shopify.com/s/files/1/0598/8158/6848/files/RISK_MANAGEMENT_POLICY_d32dc83b-a4f9-422e-a4f8-46973ad67d81.pdf?v=1657891554

Internal Control Systems

The Company is committed to maintaining the highest standards of internal controls. We have deployed controls through appropriate policies, procedures and implemented a robust Internal Financial Control system that encompasses the following:

- Key processes affecting the reliability of the Company's financial reporting together with the required controls
- Periodic testing of controls to check their operational effectiveness
- Prompt implementation of remedial action plans arising out of tests conducted
- Regular follow-up of these action plans by senior management

In addition, the Internal Auditor performs periodic audits in accordance with the pre-approved plan. They report on the adequacy and effectiveness of the internal control systems and provide recommendations for improvements.

Audit findings along with management response are shared with the Audit Committee. Status of action plans are also presented to the Audit Committee which reviews the steps taken by the management to ensure that there are adequate controls in design and operation.

The Certificate provided by Managing Director and Chief Financial Officer in the Certification Section of the Annual Report discusses the adequacy of the internal control systems and procedures.

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and outgo

As required by the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014, the relevant data pertaining to conservation of energy, technology absorption and foreign exchange earnings and outgo is given as below:

A. Energy conservation measures taken:

The Company has always been on the lookout for energy efficient measures of operation and values energy conservation through efficient utilization of the latest technologies. Efforts have been made to ensure optimal usage of energy, avoid wastage and conserve energy. As an ongoing process the Company continues to undertake energy conservation measures to minimize the usage of energy. Below are some of our conscious efforts in energy conservation:

All the lighting systems in the company have been changed to 15W, 22W and 40W LED lights which reduces electricity consumption.

Continuous monitoring of floor areas after normal working hours and switching off lights.

Periodic UPS and AC maintenance to ensure efficient working of equipment.

All machinery and equipment are being continuously serviced, updated and overhauled to maintain them in good and energy efficient condition

Cost of energy consumed by your Company forms an insignificant portion of the total costs and the financial impact of these measures is not material.

B. Technology Absorption:

There is no material action on technology absorption under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of The Companies (Accounts) Rules, 2014.

C. Expenditure incurred on Research & Development: NIL

D. The foreign exchange earnings and outgo during the reporting period is as under:

FOREIGN EXCHANGE EARNINGS AND OUTGO (in Rupees lakhs)	
Foreign exchange inflows	NIL
Foreign exchange outflows	₹9453.56 Lakhs

Corporate Social Responsibility (CSR)

The Company's CSR Policy statement and annual report on the CSR activities undertaken during the financial year ended 31st March 2023, in accordance with Section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014 are annexed to this report as Annexure I. The policy on Corporate Social Responsibility is available on the Company's website at: https://cdn.shopify.com/s/files/1/0598/8158/6848/files/CORPORATE_SOCIAL_RESPONSIBILITY_POLICY_f1347889-b54d-4ea7-aedc-21483bc44f6e.pdf?v=1657891554

Prevention of Insider Trading

The Company has adopted a Code of Conduct to Regulate, Monitor and Report Trading by Insiders including Specified Persons and Designated Persons, in accordance with the requirements of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

Ms. V. Gayathri, Company Secretary is the Compliance Officer for monitoring adherence to the said Regulations. The Code is displayed on the Company's website at https://cdn.shopify.com/s/files/1/0598/8158/6848/files/INSIDER_TRADING_POLICY_6cff27da-cd9b-4476-b763-d76b8647946a.pdf?v=1657891554

Material Changes and Commitments affecting Financial Position of the Company

There were no material changes 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 affecting financial position of the Company.

Material Orders of Regulators/Courts/Tribunals

No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in the future.

Share Registrar & Transfer Agent (R&T)

Kfin Technologies Limited (formerly Kfin Technologies Private Limited) is the Registrar and Share Transfer Agent of the company.

Remuneration of Directors and Employees

Two (2) employees are in receipt of remuneration of not less than ₹1,02,00,000/- (Rupees One crore and two Lakhs) who is employed throughout the year. No such employee was employed for part of the year.

Disclosures concerning the remuneration of Directors, KMPs and employees as per Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of the Report as Annexure II.

However, as per the provisions of Section 136 of the Companies Act, 2013, the Annual Report is being sent to the Members and others entitled thereto, excluding the information on employees' remuneration particulars as required under Rule 5(2)&(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the disclosure is available for inspection by the Members at the Registered Office of your Company during business hours on all working days of the Company up to the date of the ensuing AGM. Any Member interested in obtaining a copy thereof, may write an email to companysecretary@gocolors.com

The Directors affirm that the remuneration is as per the remuneration policy of the Company.

Management Discussion and Analysis Report

The Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 of the SEBI (Listing Obligations and Disclosures Requirements), Regulations, 2015 is presented in a separate section forming part of the Annual Report of the Company.

Corporate Governance

Report on Corporate Governance and Certificate by the Secretarial Auditors of the Company regarding compliance of the conditions of Corporate Governance as stipulated in Part C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are provided in a separate section and forms part of the Annual Report of the Company.

Business Responsibility and Sustainability Report

A Business Responsibility and Sustainability Report as per Regulation 34(2) (f) of the Securities and Exchange Board

of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, detailing the various initiatives taken by the Company on the environmental, social and governance front forms an integral part of this report.

Statement under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013

The Company has in place a Prevention of Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this Policy.

During the year under review, the Company has not received any complaints on sexual harassment.

Vigil Mechanism

The Company has formulated a Vigil Mechanism and Whistle Blower Policy intending to provide a mechanism for employees to report violations. It also assures them of the process that will be observed to address the reported violation. The Policy also lays down the procedures to be followed for tracking complaints, giving feedback, conducting investigations and taking disciplinary actions. It also provides assurances and guidelines on confidentiality of the reporting process and protection from reprisal to complainants.

Any incident that is reported is investigated and suitable action is taken in line with the Policy.

The Whistle Blower Policy of the Company is posted on the website of the Company and can be accessed at the weblink: https://cdn.shopify.com/s/files/1/0598/8158/6848/files/VIGIL_MECHANISM_POLICY_430ba70d-4385-4e86-b407-aa16b8610e2b.pdf?v=1657891554

The Company had not received any complaint under the Whistle Blower Policy during the year under review.

Annual Return

Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company is available on the website of the Company https://cdn.shopify.com/s/files/1/0598/8158/6848/files/FORM_MGT-7_FY22-23.pdf?v=1689760022

Secretarial Standards

The Directors state that applicable Secretarial Standards, i.e., SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly followed by the Company.

Proceedings under Insolvency and Bankruptcy Code

Not applicable.

Details of one-time settlement with Bank

Not applicable.

Cautionary Statement

Statements in the Board's Report and the Management Discussion & Analysis Report describing the Company's objectives, expectations or forecasts may be forward-looking within the meaning of applicable laws and regulations. Actual results may differ from those expressed in the statements.

Acknowledgements

The Directors wish to convey their gratitude and appreciation to all the employees of the Company posted at all its locations for their tremendous personal efforts as well as collective dedication and contribution to the Company's performance.

The Directors would also like to thank the shareholders, customers, dealers, suppliers, bankers, Government and all other business associates, consultants and stakeholders for their continued support extended to the Company and the Management.

On behalf of the Board of Directors
For Go Fashion (India) Limited
(formerly known as Go Fashion (India) Private Limited)

Mr. Prakash Kumar Saraogi
Managing Director
DIN: 00496255

Place: Chennai
Date: 31st July 2023

Mr. Gautam Saraogi
CEO and Executive Director
DIN: 03209296

Annexure – I

Annual Report on CSR

[Pursuant to Section 134(3)(o) of the Act and Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014]

1. Brief outline on CSR Policy of the Company

Corporate Social Responsibility (CSR) at our company goes beyond business and extends to the implementation of socially relevant activities for the benefits of society at large. This policy is in line with the requirements of the Companies Act, 2013 and the Rules made there under.

Vision and Policy Statement:

Corporate Social Responsibility (CSR) is the Company's contribution to social and economic development of the local community in which we operate and to society at large. We commit to spend a minimum of 2% of the average net profits for the preceding three financial years on CSR activities. The Board of Directors of the Company through its CSR Committee will plan and monitor the expenditure of CSR activities.

The CSR Committee will annually recommend the CSR program and projects to the Board for its approval. The activities undertaken in the normal course of business will not be a part of CSR activities.

Focus areas

- Promoting healthcare including preventive healthcare
- Eradicating hunger, poverty and sanitation programs
- Educational Support

2. Composition of CSR Committee

S. No.	Name of the Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr.Gautam Saraogi	Chairman / Executive Director	2	2
2.	Mr.Prakash Kumar Saraogi	Member / Executive Director	2	2
3.	Mr.Rahul Saraogi	Member / Non-Executive Director	2	1
4.	Mr.Dinesh Madanlal Gupta	Member / Independent Director	2	2

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

PARTICULARS	WEBSITE - LINKS
CSR Committee	https://cdn.shopify.com/s/files/1/0598/8158/6848/files/COMPOSITION_OF_BOARD_AND_COMMITTEES_57df042e-84cf-495d-a3f0-8dc68bf69340.pdf?v=1689590944
CSR Policy	https://cdn.shopify.com/s/files/1/0598/8158/6848/files/CORPORATE_SOCIAL_RESPONSIBILITY_POLICY_f1347889-b54d-4ea7-aedc-21483bc44f6e.pdf?v=1657891554
CSR Projects	https://cdn.shopify.com/s/files/1/0598/8158/6848/files/CSR_Projects_FY22-23.pdf?v=1653973684

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report)

Not Applicable

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in ₹)	Amount required to be set-off for the financial year, if any (in ₹)
1.	2022-23	-	-

6. Average net profit of the company as per section 135(5)

The Average Net profit for the period ended 31st March 2022 – Applicable for the FY 2022-23 is ₹3770.00 lakhs.

7. (a) Two percent of average net profit of the company as per section 135(5)

₹75.40 lakhs

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years

NIL

(c) Amount required to be set off for the financial year, if any

NIL

(d) Total CSR obligation for the financial year (7a+7b-7c).

₹75.40 lakhs

8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (₹ In lakhs)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
75.41	Not Applicable				

(b) Details of CSR amount spent against ongoing projects for the financial year: NIL

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)
S. No	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the project		Project duration	Amount allocated for the project (in ₹)	Amount spent in the current financial Year (in ₹).	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency
				State	District					Name	CSR Registration number
Not Applicable											

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
S. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/No)	Location of the project		Amount spent for the project (in ₹)	Mode of implementation - Direct (Yes/No)	Mode of implementation - Through implementing agency	
				State	District			Name	CSR registration number
1.	Vipassana Meditation Centre, Chennai	Promoting Education	Yes	Tamil Nadu/	Chennai	71,50,000	Yes	Vipassana Meditation Centre, Chennai	CSR00003444
2.	Rotary Magnum Trust, Chennai	Promoting Education	Yes	Tamil Nadu /	Chennai	1,00,000	Yes	Rotary Magnum Trust, Chennai	CSR00023494
3.	Swabhimaan Trust, Chennai	Promoting Education	Yes	Tamil Nadu /	Chennai	91,200	Yes	Swabhimaan Trust, Chennai	CSR00048171
4.	Madras Chinmaya Seva Trust, Chennai	Promoting Education	Yes	Tamil Nadu /	Chennai	2,00,000	Yes	Madras Chinmaya Seva Trust, Chennai	CSR00047117

(d) Amount spent in Administrative Overheads: NIL

(e) Amount spent on Impact Assessment, if applicable: Not applicable

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): ₹75.41 lakhs

(g) Excess amount for set off, if any

Sl. No.	Particulars	Amount
(i)	Two percent of average net profit of the company as per section 135(5)(₹ In lakhs)	75.40
(ii)	Total amount spent for the Financial Year (₹ In lakhs)	75.41
(iii)	Excess amount spent for the financial year [(ii)-(i)] (in ₹)	1,191
(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)] (in ₹)	1,191

9. (a) Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹)	Amount spent in the reporting Financial Year (in lakhs.)	Amount transferred to any fund specified under Schedule VII as per section 135(5), if any.			Amount remaining to be spent in succeeding financial years. (in ₹)
				Name of the Fund	Amount (in ₹).	Date of transfer.	
1.	2019-20	NIL	57.12	NIL	NIL	NIL	NIL
2.	2020-21	NIL	99.82	NIL	NIL	NIL	NIL
3.	2021-22	NIL	76.85	NIL	NIL	NIL	NIL
	Total		232.35				

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): NIL

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID.	Name of the Project.	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in ₹).	Amount spent on the project in the reporting Financial Year (in ₹).	Cumulative amount spent at the end of reporting Financial Year. (in ₹)	Status of the project Completed / Ongoing
NA								

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year: NIL
11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): NA

Mr.Gautam Saraogi
Chairman CSR Committee
DIN:03209296

Mr.Prakash Kumar Saraogi
Member, CSR Committee
DIN:00496255

Mr.Rahul Saraogi
Member, CSR Committee
DIN:00496259

Mr.Dinesh Madanlal Gupta
Member, CSR Committee
DIN:00126225

Place: Chennai
Date: 31st July 2023

Annexure II

Ratio of Remuneration

Details pertaining to remuneration as required under section 197(12) read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

a. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for 2022-23:

The median remuneration of employees of the Company during 2022-23 was ₹15,100 and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year is provided in the table below:

Sl. No.	Name of Director	Designation	Remuneration of Director for F.Y. 2022-23 (in ₹)	Ratio of Remuneration of each Director to Median Remuneration of employees for F.Y. 2022-23
1	Mr.Prakash Kumar Saraogi	Managing Director	1,32,00,000	73:1
2	Mr.Gautam Saraogi	Executive Director & CEO	90,00,000	50:1
3	Mr.Srinivasan Sridhar	Chairman & Independent Director	18,00,000	10:1
4	Mr.Dinesh Madanlal Gupta	Independent Director	600,000	3:1
5	Ms.Rohini Manian	Independent Director	600,000	3:1
6	Mr.Rahul Saraogi	Non-Executive Non-Independent Director	NA	NA
7	Mr.Ravi Shankar Venkataraman Ganapathy Agraharam	Non-Executive Non-Independent Nominee Director	NA	NA

b. The percentage increase in remuneration of each Director, Chief Executive Officer (CEO), Chief Financial Officer (CFO), Company Secretary or Manager, if any, in the financial year 2022-23

The percentage increase in remuneration of each Director, Chief Executive Officer (CEO), Chief Financial Officer (CFO), Company Secretary or Manager, if any, in 2022-23 is provided in the table below:

Sl. No.	Name of Director / KMP	Designation	% increase in Remuneration in 2022-23
1	Mr.Prakash Kumar Saraogi	MD	NA
2	Mr.Gautam Saraogi	ED & CEO	NA
3	Mr.Srinivasan Sridhar	Chairman & Independent Director	50%
4	Mr.Dinesh Madanlal Gupta	Independent Director	NA
5	Ms.Rohini Manian	Independent Director	NA
6	Mr.Rahul Saraogi	Non-Executive Non-Independent Director	NA
7	Mr.Ravi Shankar Venkataraman Ganapathy Agraharam	Non-Executive Non-Independent Nominee Director	NA
8	Mr.R.Mohan	CFO	17%
9	Ms.V Gayathri	CS	22%

c. The percentage increase in the median remuneration of employees in the financial year:

In the financial year, there was an increase of 3% in the median remuneration of employees.

d. The number of permanent employees on the rolls of the Company:

There were 4,318 permanent employees on the rolls of the Company as on 31st March, 2023.

e. 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 percentile increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2022-23 was 15% whereas the increase in managerial remuneration for the financial year 2022-23 was 15%.

f. Affirmation that the remuneration is as per the remuneration policy of the Company:

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

Annexure III**Secretarial Audit Report****FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI(Listing Obligations and Disclosure Requirements), Regulations, 2015 as amended]

The Members,

GO FASHION (INDIA) LIMITED

CIN:L17291TN2010PLC077303

Sathak Center, 5th Floor,

New No.4, Old No.144/2, Nungambakkam High Road,

Chennai – 600034

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by GO FASHION (INDIA) LIMITED [Formerly known as GO FASHION (INDIA) PRIVATE LIMITED] [Corporate Identification Number: L17291TN2010PLC077303] (hereinafter referred to as "the Company") for the financial year ended 31st March, 2023. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2023 complied with the statutory provisions listed 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 31st March, 2023 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The Company has complied with the applicable provisions of Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings during the year under review;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable during the year under review);
 - e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable during the year under review);
 - f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable during the year under review);
 - g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable as the company is not registered as Registrar to an Issue and Share transfer Agent during the year under review);
 - h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (Not applicable during the year under review); and
 - i) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; (Not applicable during the year under review);
- (vi) The Management has identified and confirmed the following Laws as being specifically applicable to the Company:
- a) National Textile Policy, 2000;
 - b) Labour laws and other incidental laws related to labour and employees appointed by the Company including those on contractual basis as relating to

wages, gratuity, prevention of sexual harassment, dispute resolution, welfare, provident fund, insurance, compensation etc.;

We believe that the audit evidence which we have obtained is sufficient and appropriate to provide a basis for our audit opinion. In our opinion and to the best of our information and according to explanations given to us, we believe that the systems and mechanisms established by the Company are adequate to ensure compliance of laws as mentioned above.

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

- (i) Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) (revised effective from October 1, 2017) and Guidance Note on Meetings of the Board of Directors and General Meetings (revised) issued by The Institute of Company Secretaries of India.
- (ii) The Uniform Listing Agreement entered into with BSE Limited and National Stock Exchange of India Limited pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; (hereinafter referred to as "Listing Regulations").

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

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Director, Nominee Director, Woman Independent Director and Independent Directors. There were no changes in the composition of the Board of Directors during the financial year under review.

Adequate notice is given to all Directors before schedule of the Board/Committee Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Notes on agenda which are circulated less than the specified period, the necessary compliances under the Companies Act, 2013, Secretarial Standards on Meetings of Board of Directors and Listing Regulations are complied with.

During the year under review, Directors/ Members have participated in the Board/ Committees meetings through video conferencing, such meetings were properly convened and recorded in compliance with the provisions of Section 173 (2) of the Act read with Rule 3 of Companies (Meetings of Board and its Powers) Rules, 2014. Further, the Circulars, Regulations and Guidelines issued by the Ministry of

Corporate Affairs, Securities and Exchange Board of India and other relevant regulatory authorities pertaining to Board/Committee meetings, General Meetings and other provisions of the Act, Rules and Regulations have been complied with by the Company.

Based on the verification of the records and minutes, the decisions were carried out with the consent of the Board of Directors / Committee Members and no Director / Members of the Committee dissented on the decisions taken at such Board / Committee Meetings. Further, in the minutes of the General Meeting, the number of votes cast against the resolution(s) by the members have been recorded.

We further report that based on the review of compliance mechanism established by the Company, and on the basis of our review and audit of the records and books, we are of the opinion that the management has adequate systems and processes commensurate with its size and operations, to monitor and ensure compliance with all applicable laws, rules, regulations and guidelines.

We further report that the above-mentioned Company being a listed entity, this report is also issued pursuant to Regulation 24A of the Listing Regulations as amended and circular No.CIR/CFD/CMD1/27/2019 dated 8th February, 2019 issued by Securities and Exchange Board of India.

We further report that as per the information and explanation provided by the Management, the Company does not have any Material Unlisted Subsidiary(ies) Incorporated in India as defined in Regulation 16 (1)(c) and Regulation 24A of the Listing Regulations as amended during the period under review.

We further report that during the audit period, there were no specific events having major bearing on the Company's affairs in pursuance of above referred laws, rules, regulations, guidelines and standards.

For R.SRIDHARAN & ASSOCIATES
COMPANY SECRETARIES

CS R. SRIDHARAN

FCS No. 4775

CP No. 3239

PR NO.657/2020

UIN: S2003TN063400

UDIN: F004775E000700580

Place : Chennai
Date : 31st July, 2023

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

The Members,
GO FASHION (INDIA) LIMITED
CIN: L17291TN2010PLC077303
Sathak Center, 5th Floor,
New No.4, Old No.144/2, Nungambakkam High Road,
Chennai – 600034

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

1. Maintenance of secretarial records is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records as per the Auditing Standards (CSAS-1 to CSAS-4) and Guidance Notes on ICSI Auditing Standards and Guidance Note on Secretarial Audit issued by The Institute of Company Secretaries of India. The verification was done to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company as well as correctness of the values and figures reported in various disclosures and returns as required to be filed by the company under the specified laws.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. It is the responsibility of the management of the company to devise proper systems to ensure compliance with the provisions of Corporate and other applicable laws, rules, regulations, standards and to ensure that the systems are adequate and operate effectively. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For R.SRIDHARAN & ASSOCIATES
COMPANY SECRETARIES

CS R. SRIDHARAN

FCS No. 4775

CP No. 3239

PR NO.657/2020

UIN: S2003TN063400

UDIN: F004775E000700580

Place : Chennai
Date : 31st July, 2023

Annexure - A**Business Responsibility and Sustainability Reporting by listed entities**

SEBI/HO/CFD/CMD-2/P/CIR/2021/562 dated 10/05/2021

SECTION A : GENERAL DISCLOSURES**I. Details of the listed entity**

Sl. No	Required Information	
1	Corporate Identity Number (CIN) of the Listed Entity	L17291TN2010PLC077303
2	Name of the Listed Entity	Go Fashion (India) Limited
3	Year of incorporation	2010
4	Registered office address	No.4, 5th Floor, Sathak Center, Nungambakkam High Road, Chennai - 600034
5	Corporate address	No.4, 5th Floor Sathak Center, Nungambakkam High Road, Chennai - 600034
6	E-mail	actsmain@gocolors.com
7	Telephone	044-42111777
8	Website	www.gocolors.com
9	Financial year for which reporting is being done	2022-23
10	Name of the Stock Exchange(s) where shares are listed	NSE (National Stock Exchange) and BSE (Bombay Stock Exchange)
11	Paid-up Capital	₹54,00,89,840
12	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Name : V.Gayathri Telephone: 7358799393 Email: csecretary@gocolors.com
13	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).	On a standalone basis

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	Trade	Retail Trading	100

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	Retail sale of readymade garments, hosiery goods, other articles of clothing and clothing accessories	F47711	100

III. Operations

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

Location	Number of plants (Warehouses)	Number of offices	Total
National	2	2	4
International	0	0	0

17 Market Served by the entity:

a.	Number of locations	
	Locations	Number
	National (No. of States)	20 states and 3 union territories
	International (No. of Countries)	0
b.	What is the contribution of exports as a percentage of the total turnover of the entity?	0
c.	A brief on type of customers	We offer a wide range of bottom wear in terms of colors and styles to go with any top, all available under the same roof. Our bottom-wear products, including churidars, leggings, harem pants, patiala, palazzos, culottes, pants, trousers and jeggings, are sold across multiple categories such as ethnic wear, western wear, fusion wear, activewear and denims. We design and cater to women & girls of all age groups and size thereby, making our portfolio 'universal' and for every occasion and body type.

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)
Employees						
1	Permanent (D)	4318	2148	49.71%	2170	50.29%
2	Other than Permanent (E)	0	0	0.00%	0	0.00%
3	Total employees (D+E)	4318	2148	49.71%	2170	50.29%
Workers						
4	Permanent (F)	0	0	0.00%	0	0.00%
5	Other than Permanent (G)	0	0	0.00%	0	0.00%
6	Total workers (F+G)	0	0	0.00%	0	0.00%

b. Differently abled Employees and workers:

Sl. No	Particulars	Total (A)	Male		Female	
			No.(B)	% (B/A)	No.C	% (C/A)
Differently Abled Employees						
1	Permanent (D)	0	0	0.00%	0	0.00%
2	Other than Permanent (E)	0	0	0.00%	0	0.00%
3	Total differently abled employees (D+E)	0	0	0.00%	0	0.00%
Differently Abled Workers						
4	Permanent (F)	0	0	0.00%	0	0.00%
5	Other than Permanent (G)	0	0	0.00%	0	0.00%
6	Total differently abled workers (F+G)	0	0	0.00%	0	0.00%

19 Participation/Inclusion/Representation of women:

Particulars	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	7	1	14.29%
Key Management Personnel	2	1	50.00%

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	61	76	68	47	59	52	44	53	48
Permanent Workers	0	0	0	0	0	0	0	0	0

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 ₹ Cr)	665
(iii)	Net worth (in ₹ Cr)	520

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, the complaints of the communities are redressed on a one-to-one basis through in-person meetings	0	0	NIL	0	0	NIL
Investors (other than shareholders)*	Yes, the complaints are received by mail and forwarded to the respective departments meant to solve and the solutions are directed via the same channel.	0	0	NIL	0	0	NIL
Shareholders*	Yes, complaints are either received from Registrar and Transfer Agents (RTA) or through the SCORES portal and the actions are uploaded in the portal to be viewed by the shareholder https://scores.gov.in/scores/Welcome.html	71	0	NIL	267	0	NIL
Employees and workers	Yes, the grievance of the employees and workers are redressed through emails or open forum meetings. https://cdn.shopify.com/s/files/1/0598/8158/6848/files/GRIEVANCE_REDRESSAL_POLICY.pdf?v=1689669368	0	0	NIL	0	0	NIL

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
Customers	Yes https://gocolors.com/pages/grievance-redressal	4270	2	Resolved subsequently	1369	0	NIL
Value Chain Partners	Yes, the complaints pertaining to the value chain partners are redressed through one-on-one interaction https://cdn.shopify.com/s/files/1/0598/8158/6848/files/SUPPLIER_CODE_OF_CONDUCT.pdf?v=1689669382	0	0	NIL	0	0	NIL
Other (please specify)#	-	0	0	NIL	174	0	NIL

* Details of Investors (including Bond Holders) /Shareholder are covered) # Others - 174 complaints have been received from other stakeholders comprising of career queries, product

pitch and marketing placements of which all complaints have been resolved as on March 31, 2022.

Weblink of Policies not mentioned elsewhere in this report:

Sustainability Policy - https://cdn.shopify.com/s/files/1/0598/8158/6848/files/SUSTAINABILITY_POLICY.pdf?v=1689669388

Stakeholder Engagement policy - https://cdn.shopify.com/s/files/1/0598/8158/6848/files/STAKEHOLDER_ENGAGEMENT_POLICY.pdf?v=1689669378

Health and Safety Policy - https://cdn.shopify.com/s/files/1/0598/8158/6848/files/HEALTH_AND_SAFETY_POLICY.pdf?v=1689669373

Whistle Blower Policy - https://cdn.shopify.com/s/files/1/0598/8158/6848/files/VIGIL_MECHANISM_POLICY_430ba70d-4385-4e86-b407-aa16b8610e2b.pdf?v=1657891554

CSR Policy - https://cdn.shopify.com/s/files/1/0598/8158/6848/files/CORPORATE_SOCIAL_RESPONSIBILITY_POLICY_f1347889-b54d-4ea7-aedc-21483bc44f6e.pdf?v=1657891554

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	Waste management	Risk and Opportunity	<p>Risk- Proactively identifying the risks associated with waste management and to reduce their consumption is a critical part of the company's pathway towards sustainability. Lack of waste management measures will lead to increased cost, reduced resource efficiencies and potentially regulatory/compliance related costs.</p> <p>Opportunity- Explicit plans to combat the risks can improve the company's resource productivity, reduce the costs and can foster competitiveness.</p>	We use a significant amount of plastic to package our products. A reduction in the amount of plastic that we use, the use of recycled plastic and an increase in the recyclability of our packaging are critical to our future success. We want to change the way we use plastic by treating waste as a valuable resource. We are actively involved towards reducing the environmental impact. We are working on innovative solutions for alternative packaging in order to reduce usage of plastic.	<p>Positive- The Company's focus on strengthening climate and ESG-specific initiatives bolsters long-term value-creation and enables the company to effectively respond to rising stakeholder demands.</p> <p>Negative: Lack of robust initiatives and action plans to contribute to ESG awareness and climate change could adversely impact ESG profile of the company. It could also adversely impact company's sustainable growth and expansion into new markets, eventually leading to loss of market share to better aligned ESG companies</p>

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)
2	Supply Chain Management	Risk and Opportunity	<p>Risk- Well-structured and efficient supply chain management mitigates the risks associated with procurement, production, strikes and labor disputes as well as costs which could have a negative impact on the business activities.</p> <p>Opportunities- With a transparent and unambiguous value chain engagement, the company can optimize efforts, create a circular economy and enhance profitability. Efficacious supply chain management leads to better collaboration, improved quality control, improved risk mitigation, eco-friendly initiatives and a transparent product procurement</p>	The company has implemented a Supplier Code of Conduct. Regular engagement with suppliers is conducted and their feedback is taken into consideration in the company's strategic decision-making.	<p>Positive- Efficient supply chain management ensures that the company delivers maximum business value with the least possible cost. This in turn results from reduced environmental impact and long-term value to the company's sustainability-led endeavours.</p> <p>Negative- A mismanaged supply chain leads to ineffective utilization of resources, hampers natural procurement of materials and elimination of waste throughout the product lifecycle.</p>
3	Health & Safety	Risk	Risk- The risks involves hazards caused in the working environment in the form of non-compliance with safety measures by employees, non-awareness of a safe and secure environment and non-compliance of COVID-19 safety measures leading to injuries, accidents, illness and fatalities. These risks lead to interruptions in workplace operations and higher attrition rate.	The company has a Health & Safety policy in place. The Company implemented work safety measures including general guidelines for health and safety at its offices and warehouses, accident reporting, wearing safety equipment while maintaining clean and orderly work locations.	Negative- Weak mechanisms to promote health and safety in the workplace lead to higher absenteeism, employee turnover rates impacting the overall productivity. The reputation of the company is hampered and leads to loss of confidence amongst stakeholders. It could also lead to losses due to legal actions and claims affecting the top-line of the organization.
4	Regulatory & Legal Compliances	Risk and Opportunity	Risk- Risk of non-compliance exposes the organization to legal penalties and financial losses resulting from failure to comply with the industry laws and regulations. Failure to adhere to the laws would directly affect the bank's revenue, valuations and could lead to loss of reputation and business opportunities. More compliant companies tend to have improved performances and better process efficiency. Compliance gives assurance and provides a broader insight to the investors. Opportunities: Our reputation is an invaluable asset, and how we operate, engage and contribute to society is always scrutinised. Acting ethically is essential to protect our reputation.	The company has a code of conduct and an insider trading policy in place. There are internal audit systems devised to ensure compliance with the provisions of all applicable laws were adequate and operating effectively. The Company strives to ensure compliance with the various Corporate Governance Requirements under the Securities and Exchange Board of India.	<p>Positive: We are committed to doing business with integrity and play a positive role in building relationships with customers, suppliers and other third parties. Good governance and ethics not only help increase trust among consumers, investors, and other stakeholders, but also help avoid fines, penalties, and other legal implications.</p> <p>Negative- Non-compliance would lead to loss of reputation and consequently affect the business activities. Companies who are compliant with the regulatory laws have better ability to manage risks and builds a better sense of fairness and loyalty among employees</p>

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
Policy and management processes										
1	a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
	b. Has the policy been approved by the Board? (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
	c. Web Link of the Policies, if available	https://gocolors.com/investor-relations								
2	Whether the entity has translated the policy into procedures. (Yes / No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
3	Do the enlisted policies extend to your value chain partners? (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
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.	The company complies with all the National Guidelines on Responsible Business Conduct principles.								
5	Specific commitments, goals and targets set by the entity with defined timelines, if any.	We are dedicated to achieve sustainable growth and is committed to setting targets and implementing initiatives to foster sustainable business practices. It places importance on enhancing the skills of its workforce for their overall development and to align with evolving business landscapes. Additionally, we are actively working to reduce energy consumption in order to minimize its carbon footprint. These endeavours are aimed at promoting sustainability and mitigating the environmental impact of the company's operations. We commit to investing the CSR funds for the upliftment of people who are vulnerable and marginalised. We pledge to engage with the stakeholders responsibly and adhere to Go Colors' Code of Conduct throughout our interactions.								
6	Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	<p>The Company is continuously implementing process improvements to reduce emissions and wastages. In line with the Company's commitment towards conservation of energy, all its units continue with their efforts to reduce wastage, optimise consumption and also to improve energy efficiency through innovative</p> <ul style="list-style-type: none"> • The company has improved its diversity by 4.4% over previous year measures. • Their energy intensity has reduced by 29% over FY22 • Achieved 37.6% lower GHG emission intensity than last fiscal • The company has reduced their water intensity by 37% <p>Their commitment to reduce energy consumption is achieved through installation of energy efficient fixtures, and power factor optimization initiatives among others. Sustainable development is at the core of the Company's operations which is also outlined in the Environment, Health and Safety Practices.</p>								

Disclosure Questions		P1	P2	P3	P4	P5	P6	P7	P8	P9
Governance, leadership and oversight										
7	Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)	<p>At Go Colors, we firmly believe that prioritizing sustainability and embracing responsible business practices are critical to our long-term success and our ability to create positive impacts on the environment and society. We recognize the urgency and importance of addressing the pressing challenges posed by climate change, social inequality, and ethical governance. We understand that sustainable business practices are not only beneficial for the planet and society but also instrumental in driving innovation, enhancing competitiveness, and safeguarding our reputation. To that end, we have implemented a comprehensive range of sustainability initiatives that encompass all aspects of our operations, from supply chain management to energy efficiency, employee well-being, community engagement, and responsible</p> <p>In the past year, we have significantly reduced our greenhouse gas emissions, implemented innovative waste management practices, increased the diversity and inclusivity of our workforce, and strengthened our governance mechanisms to ensure responsible decision-making at all levels. governance.</p> <p>We are also committed to ongoing monitoring, measurement, and reporting of our ESG performance. Looking ahead, we remain steadfast in our commitment to sustainability and ESG excellence. We will continue to embed sustainable practices throughout our value chain, embrace emerging technologies and best practices, collaborate with strategic partners, and adapt to evolving societal expectations and environmental challenges.</p>								
8	Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Mr.Gautam Saraogi, Executive Director & Chief Executive Officer, DIN:03209296								
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, its Risk Management Committee and the senior management team are responsible for integration of sustainability into the business operations.								

10 Details of Review of NGRBCs by the Company:

Subject of Review	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	Board of Directors									Annually								
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	Board of Directors									Annually								

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)	-
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)	-
c.	The entity does not have the financial or/human and technical resources available for the task (Yes/No)	-
d.	It is planned to be done in the next financial year (Yes/No)	-
e.	Any other reason (please specify)	-

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	4	Topics covered include: 1) Corporate Governance 2) Companies Act 3) SEBI Listing Requirements 4) Environmental & Safety matters	100.00
Key Managerial Personnel	4		100.00
Employees	1	Fire Drill Safety measures and product training	80.00
Workers	0	0	0.00

- 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	NIL	NIL	NIL	NIL	NA
Settlement	NIL	NIL	NIL	NIL	NA
Compounding fee	NIL	NIL	NIL	NIL	NA

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

- 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
	NA

- 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 continues to stay committed to conducting its business in accordance with applicable laws, rules and regulations and the highest standards of honesty, integrity, governance, ethical and transparency in all its businesses.
- https://cdn.shopify.com/s/files/1/0598/8158/6848/files/ANTI-BRIBERY_POLICY.pdf?v=1689669354

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.

NA

Leadership Indicators

1 Awareness programmes conducted for value chain partners on any of the Principles during the financial year:

Total number of awareness programmes held	Topics / principles covered under the training	% age of value chain partners covered (by value of business done with such partners) under the awareness programmes
---	--	---

We continuously engage with our value chain partners through various mediums and have extended our company's responsible practices through our Supplier Code of Conduct which guides them on the broader topics of labour and human rights, EHS, business integrity, reporting of unethical practices, etc. The Supplier Code of Conduct can be accessed at https://cdn.shopify.com/s/files/1/0598/8158/6848/files/SUPPLIER_CODE_OF_CONDUCT.pdf?v=1689669382

2 Does the entity have processes in place to avoid/manage conflict of interests involving members of the Board? (Yes/No) If Yes, provide details of the same

Yes. The Company has formulated "Code of Conduct for Board of Directors and Senior Management" which specifies the role and function of the Board and Senior Management and they must act within the authority conferred upon them and in the best interests of the Company. The Code enumerates that the Directors and Senior Management shall always act in good faith responsibly with due care, competence and diligence, without allowing their independent judgement to be subordinated. Additionally, every Director of the Company discloses his concern or interest, directly or indirectly, in any Company or Companies or bodies corporate, firms, or other association of individuals and any change therein, from time to time, which includes the shareholding, in such manner as prescribed. The details of the aforesaid transactions are also entered into a register prescribed for the purpose under the Companies Act, 2013 and placed before the board for noting.

https://cdn.shopify.com/s/files/1/0598/8158/6848/files/Code_of_Conduct_for_Directors_and_Senior_Management.pdf?v=1645782530

SECTION C : PRINCIPLE WISE PERFORMANCE DISCLOSURE

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	The company's research and development efforts enhance operational efficiency and promote sustainable practices. We have implemented energy-efficient systems within our facilities and adopted effective water management. We are assessing the environmental and social impacts of our technological advancements and innovations.		
Capex			

2	a.	Does the entity have procedures in place for sustainable sourcing? (Yes/No)	We view sustainability as a pathway to attain leadership in the realm of sustainable fashion and create enduring value for our stakeholders. Our commitment lies in integrating sustainability into every business decision throughout our value chain. Additionally, we actively collaborate with various stakeholders to strengthen our sustainable sourcing strategies.	
	b.	If yes, what percentage of inputs were sourced sustainably?		
3	Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for			
	(a)	Plastics (including packaging)	We are using only paper bags for customer sales. Plastics used for packaging are disposed to corporations for recycling. For E-waste, the disposals are done through authorised recyclers to ensure safe disposal with minimal environmental impact.	
	(b)	E-waste		
	(c)	Hazardous waste	The company does not produce any hazardous waste	
	(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.			No

Leadership Indicators

1 Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?

NIC Code	Name of Product/Service	% of total Turnover contributed	Boundary for which the Life Cycle Perspective / Assessment was conducted	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No) If yes, provide the web-link.
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No such assessments have been undertaken this financial year

2 If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.

Name of Product / Service	Description of the risk / concern	Action Taken
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NA

3 Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).

Indicate input material	Recycled or re-used input material to total material	
	FY 2022-23 (Current Financial Year)	FY 2021 - 22 (Previous Financial Year)

NIL

4 Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:

	FY 2022-23 (Current Financial Year)			FY 2021 - 22 (Previous Financial Year)		
	Re-Used	Recycled	Safely Disposed	Re-Used	Recycled	Safely Disposed
Plastics (including packaging)	NIL	NIL	300	NIL	NIL	250
E-waste	NIL	NIL	NIL	NIL	NIL	NIL
Hazardous waste	NIL	NIL	NIL	NIL	NIL	NIL
Other waste	NIL	NIL	NIL	NIL	NIL	NIL

5 Reclaimed products and their packaging materials (as percentage of products sold) for each product category

Indicate product category	Reclaimed products and their packaging materials as % of total products sold in respective category
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NA

SECTION C : PRINCIPLE WISE PERFORMANCE DISCLOSURE**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)
Permanent employees											
Male	2148	2148	100.00%	2148	100.00%	Not Applicable	0	0.00%	0	0.00%	
Female	2170	2170	100.00%	2170	100.00%	2170	100.00%	Not Applicable	0	0.00%	
Total	4318	4318	100.00%	4318	100.00%	2170	100.00%	0	0.00%	0	0.00%
Other than Permanent employees											
Male	0	0	0.00%	0	0.00%	Not Applicable	0	0.00%	0	0.00%	
Female	0	0	0.00%	0	0.00%	0	0.00%	Not Applicable	0	0.00%	
Total	0	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%

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

Category	% of employees covered by										
	Total (A)	Health Insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent workers											
Male	0	0	0.00%	0	0.00%	Not Applicable	0	0.00%	0	0.00%	
Female	0	0	0.00%	0	0.00%	0	0.00%	Not Applicable	0	0.00%	
Total	0	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%
Other than Permanent workers											
Male	0	0	0.00%	0	0.00%	Not Applicable	0	0.00%	0	0.00%	
Female	0	0	0.00%	0	0.00%	0	0.00%	Not Applicable	0	0.00%	
Total	0	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%

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	64.54%	0.00%	Y	65.99%	0.00%	Y
Gratuity	100.00%	0.00%	NA	100.00%	0.00%	NA
ESI	83.11%	0.00%	Y	84.67%	0.00%	Y
Others - Please specify	0.00%	0.00%	NA	0.00%	0.00%	NA

3 Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard	Yes
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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. Yes. https://cdn.shopify.com/s/files/1/0598/8158/6848/files/CODE_OF_CONDUCT_POLICY.pdf?v=1689669358

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	The company does not provide paternal benefits	NA	NA	
Female	59%	29%	NA	NA
Total	59%	29%	NA	NA

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	NA
Other than Permanent Workers	NA
Permanent Employees	Yes. Staff welfare committee, sexual harassment committee, complaint box, whistle blower policy and mechanism present
Other than Permanent Employees	NA

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

	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	Recycled	Safely Disposed
Total Permanent Employees						
Male						
Female						
Total Permanent Workers						
Male						
Female						

NIL

8 Details of training given to employees and workers:

Category	FY 2022-23					FY 2021-22				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. F	% (F/D)
Employees										
Male	2148	308	14.36%	1363	63.54%	1640	255	15.55%	1052	64.15%
Female	2170	134	6.18%	1082	49.86%	1524	118	7.74%	777	50.98%
Total	4318	442	10.24%	2445	56.66%	3164	373	11.79%	1829	57.81%
Workers										
Male	0	0	0.00%	0	0.00%	0	0	0.00%	0	0.00%
Female	0	0	0.00%	0	0.00%	0	0	0.00%	0	0.00%
Total	0	0	0.00%	0	0.00%	0	0	0.00%	0	0.00%

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

Category	FY 2022-23			FY 2021-22		
	Total (A)	No.(B)	% (B/A)	Total (C)	No.(D)	% (D/C)
Employees						
Male	2148	1690	78.79%	1640	1295	78.96%
Female	2170	1593	73.41%	1524	1094	71.78%
Total	4318	3283	76.08%	3164	2389	75.51%
Workers						
Male	0	0	0.00%	0	0	0.00%
Female	0	0	0.00%	0	0	0.00%
Total	0	0	0.00%	0	0	0.00%

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?	The Company aims to comply with applicable health and safety regulations and other requirements in our operations. It adopted an environment, energy, occupational health and safety policy aimed at complying with legislative requirements, requirements of licenses, approvals, certifications and ensuring employee safety. The Company implemented work safety measures including general guidelines for health and safety at its offices and warehouses, accident reporting, wearing safety equipment while maintaining clean and orderly work locations. Fire extinguishers are present at office, stores and warehouses as a safety measure.
b.	What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?	The Company has a detailed system for Internal & External Safety Audits - Internal Audit: Quarterly Audits are conducted, and reports are issued to management. Concerned departments take measures to address the same. - External Audit: The Company has initiated with a Third Party fire safety audit of warehouse locations and head office during this financial year and the reports are shared with relevant teams.
c.	Whether you have processes for workers to report the work related hazards and to remove themselves from such risks. (Y/N)	Yes. Employees are trained to report unsafe conditions. Periodic mock drills are conducted to ensure that all employees are aware of evacuation procedure in case of emergency.
d.	Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)	Yes

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	NIL	NIL
	Workers	NIL	NIL
Total recordable work-related injuries	Employees	NIL	NIL
	Workers	NIL	NIL
No. of fatalities	Employees	NIL	NIL
	Workers	NIL	NIL
High consequence work-related injury or ill-health (excluding fatalities)	Employees	NIL	NIL
	Workers	NIL	NIL

12 Describe the measures taken by the entity to ensure a safe and healthy work place.

Safety Induction & Trainings: The Company provides a Health & Safety induction to all new employees which is incorporated in their general induction training. Mock Drills: Mock Drills are conducted at specified intervals in the Company. These drills involve all employees, security team and visitors/customers who are within the premises.

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

	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	75%
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. Fire safety audit was undertaken and action plans have been defined.

Leadership Indicators

- Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N). Yes, through gratuity policy with LIC
- Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners. We are periodically reconciling with vendor accounts and related statutory returns filed details with confirmation
- Provide the number of employees / workers having suffered high consequence work related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

	Total no. of affected employees/ workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2022-23	FY 2021-22	FY 2022-23	FY 2021-22
Employees	0	0	0	0
Workers	0	0	0	0

4 Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No) No

5 Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	For all job worker units, our internal merchandising team visits the factory and confirms that general working conditions and safety practices are maintained. 25% of our value chain partners were assessed.
Working Conditions	

6 Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners. There are no significant risks / concerns arising from these assessments.

SECTION C : PRINCIPLE WISE PERFORMANCE DISCLOSURE**PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders****Essential Indicators**

- Describe the processes for identifying key stakeholder groups of the entity Stakeholders are critical to our business and their interests are key enablers for our strategy. 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 & investors as external stakeholders. Methods of stakeholder engagement includes surveys (such as supplier, customer, employee surveys), regular interactions with the CSR teams, periodic updates, investors meetings & calls and interactions with team members.
- 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
1	Consumers	No	Dedicated help desk, e-mail, social media, website, TV commercials, newspaper ads and pamphlets are in the local language, where applicable	Ongoing	Meeting evolving consumer needs, delivering quality products and expanding our consumer base
2	Employees	No	E-mails, notice board, One-on-one performance reviews, Various learning and development initiatives	Ongoing	Employees ideas are key driving forces in moving the company forward
3	Communities	Yes	Promoting special education Promoting gender equality and empowering women and adolescent girls, Supporting Children in Rural areas	Ongoing	Improved access to basics, including water, sanitation and hygiene, promoting education
4	Investors	No	Annual General Meeting <ul style="list-style-type: none"> • Quarterly Earnings presentation and call • Institutional investor meetings • Annual report and stock exchange announcements • Shareholder information on website • Timely response to shareholder queries 	Ongoing	The support of our shareholders is crucial for making progress and reaching our objectives
5	Supply Chain Partners	No	Supplier reviews, <ul style="list-style-type: none"> • Quality checks and adherence to policies Supplier reviews, • Quality checks and adherence to policies 	Ongoing	Maintaining our relationships with farmers and suppliers of raw materials and indirect services are key to uninterrupted operations and delivery to our discerning consumers
6	Regulators/ Govt Ministries	No	Meetings with local/state/ national regulators/government ministries and seminars, media releases, conferences, membership in industry bodies	Ongoing	Compliance, Industry concerns

Leadership Indicators

1	Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.	<p>The Company has always maintained that a constant and proactive engagement with our key stakeholders enables the Company to better communicate its strategies and performance.</p> <p>A continuous engagement helps align expectations, thereby enabling the Company to better serve its stakeholders.</p> <p>The Board is kept abreast on various developments and feedback on the same is sought from the Directors.</p>
2	<p>Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No).</p> <p>If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.</p>	<p>Yes. The company continuously engages with internal and external stakeholders on various aspects of ESG. The engagement takes place through various channels as part of an ongoing process. The Company is engaging with ESG rating agencies to understand areas of improvement and enhance disclosure on ESG. The Company is engaged on various evolving aspects of ESG and hence stakeholder interactions are important.</p>
3	Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/marginalized stakeholder groups.	<p>The Company's CSR activities focus on the disadvantaged, vulnerable and marginalised segments of society. CSR activities are mentioned separately in the Annual report.</p>

SECTION C : PRINCIPLE WISE PERFORMANCE DISCLOSURE

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)
Employees						
Permanent	4318	430	9.97%	3164	310	9.80%
Other than permanent	0	0	0.00%	0	0	0.00%
Total Employees	4318	430	9.97%	3164	310	9.80%
Workers						
Permanent	0	0	0.00%	0	0	0.00%
Other than permanent	0	0	0.00%	0	0	0.00%
Total Workers	0	0	0.00%	0	0	0.00%

- 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)
Employees										
Permanent	4318	337	7.81%	3978	92.19%	3164	234	7.40%	2930	92.60%
Male	2148	89	4.15%	2056	95.85%	1640	71	4.33%	1569	95.67%
Female	2170	248	11.43%	1922	88.57%	1524	163	10.70%	1361	89.30%
Other than permanent	0	0	0.00%	0	0.00%	0	0	0.00%	0	0.00%
Male	0	0	0.00%	0	0.00%	0	0	0.00%	0	0.00%
Female	0	0	0.00%	0	0.00%	0	0	0.00%	0	0.00%

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)
Workers										
Permanent	0	0	0.00%	0	0.00%	0	0	0.00%	0	0.00%
Male	0	0	0.00%	0	0.00%	0	0	0.00%	0	0.00%
Female	0	0	0.00%	0	0.00%	0	0	0.00%	0	0.00%
Other than permanent	0	0	0.00%	0	0.00%	0	0	0.00%	0	0.00%
Male	0	0	0.00%	0	0.00%	0	0	0.00%	0	0.00%
Female	0	0	0.00%	0	0.00%	0	0	0.00%	0	0.00%

3 Details of remuneration/salary/wages, in the following format:

Gender	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD)	6	4,50,000	1	50,000
Key Managerial Personnel	1	12,85,000	1	1,87,167
Employees other than BoD and KMP	2145	16,800	2169	14,500
Workers	0	0	0	0

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 Staff Welfare committee and POSH Committee addresses the human rights impacts and issues.

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

The Company is committed to maintain a safe and harmonious business environment and workplace for everyone, irrespective of the ethnicity, region, sexual orientation, race, caste, gender, religion, disability, work, designation and such other parameters. The Company has a framework that focuses on good governance, our commitment to abiding by each law,

ensuring timely payment of employee salaries, and providing equal opportunities without exception.

Any grievances are routed to Human Resource function and necessary action is taken in line with underlying policies and regulations applicable to the workplace. The closure is intimated to the aggrieved person. The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on Prevention,

Prohibition and Redressal of sexual harassment at workplace. The Company has formulated a Vigil Mechanism Policy intending to provide a mechanism for employees to report violations. The company also has an internal employee grievance redressal and a staff welfare committee for efficient employee engagement and welfare.

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

Category	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	0	0	NA	0	0	NA
Wages	0	0	NA	0	0	NA
Other Human rights related issues	0	0	NA	0	0	NA

7	Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases	(a) Internal Committee (IC) is formed as per Sexual Harassment at Workplace Act 2013. (b) Whistle Blower complaints, if any, are anonymized and shared with the Audit Committee of the Board at quarterly reviews.
8	Do human rights requirements form part of your business agreements and contracts? (Yes/No)	Yes, necessary due diligence is undertaken before any agreement/contract is entered into to ensure that there are no violations of the Human Rights policy of the Company.
9	Assessments for the year:	
		% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
	Child labour	Internal Assessment - 100%
	Forced/involuntary labour	Internal Assessment - 100%
	Sexual harassment	Internal Assessment - 100%
	Discrimination at workplace	Internal Assessment - 100%
	Wages	Internal Assessment - 100%
	Others – please specify	NIL
10	Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above.	Not Applicable

Leadership Indicators

1	Details of a business process being modified / introduced as a result of addressing human rights grievances/complaints.	During the reporting period, no business processes
2	Details of the scope and coverage of any Human rights due-diligence conducted.	No external due-diligence has been conducted on human rights
3	Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?	Yes
4	Details on assessment of value chain partners:	
		% of value chain partners (by value of business done with such partners) that were assessed
	Sexual Harassment	NIL
	Discrimination at workplace	NIL
	Child Labour	NIL
	Forced Labour/Involuntary Labour	NIL
	Wages	NIL
	Others – please specify	NIL
5	Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.	Not Applicable

SECTION C : PRINCIPLE WISE PERFORMANCE DISCLOSURE**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)	19285.23	16392.45
Total fuel consumption (B)	0.40	0.40
Energy consumption through other sources (C)	0.00	0.00
Total energy consumption (A+B+C)	19285.63	16392.85
Energy intensity per rupee (lakhs) of turnover (Total energy consumption/ turnover in rupees lakhs)	0.29	0.41
Energy 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

- 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.
- The company/units does not fall into a category of energy-intensive industries. Hence, PAT scheme is not applicable.

- 3 Provide details of the following disclosures related to water, in the following format:

Parameter	FY 2022-23	FY 2021-22
Water withdrawal by source (in kilolitres)		
(i) Surface water	0	0
(ii) Groundwater	11316.47	11100.96
(iii) Third party water (tanker)	0	0
(iv) Seawater / desalinated water	0	0
(v) Water from municipal corporation	0	0
(vi) Others (water can)	1979.97	1610.43
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	13296.44	12711.39
Total volume of water consumption (in kilolitres)	13296.44	12711.39
Water intensity per rupee (lakhs) of turnover (Water consumed / turnover)	0.20	0.32
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.
- No

- 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			
Sox			
Particulate matter (PM)			
Persistent organic pollutants (POP)			
Volatile organic compounds (VOC)			
Hazardous air pollutants (HAP)			
Others – please specify			

The company has not tracked air emissions this year; however, plans to work on it in the next financial year.

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

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 CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Tonnes of CO2	12156.37	12156.37
Total Scope 2 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Tonnes of CO2	4232.04	3597.23
Total Scope 1 and Scope 2 emissions per rupee (lakhs) of turnover	Tonnes of CO2	0.83	1.33
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

7 Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details. We have implemented energy-efficient systems within the facilities.

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)	300	250
E-waste (B)	-	-
Bio-medical waste (C)	-	-
Construction and demolition waste (D)	-	-
Battery waste (E)	-	-
Radioactive waste (F)	-	-
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)	-	-
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	-	-
Total (A+B + C + D + E + F + G + H)	300	250

For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)

Category of waste

(i) Recycled	NIL
(ii) Re-used	NIL
(iii) Other recovery operations	NIL
Total	NIL

For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)

Category of waste

(i) Incineration	NIL
(ii) Landfilling	NIL
(iii) Other disposal operations (Disposal through corporation, which in turn sent to cement plants for co-incineration)	300
Total	300

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

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. The Company is not a manufacturing organisation and does not generate waste or products or by products generally associated with manufacturing. The waste generated out of the process is reusable and hence sold in the market. The waste generation is less than 1%.

- 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
1			
2		NIL	

- 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 independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
No assessments have been undertaken this 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). 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
1				
2		The company complies with all the regulatory environmental laws		

Leadership Indicators

- 1 Provide break-up of the total energy consumed (in Joules or multiples) from renewable and non-renewable sources, in the following format:

Parameter	FY 2022-23	FY 2021-22
From renewable sources		
Total electricity consumption (A)	0	0
Total fuel consumption (B)	0	0
Energy consumption through other sources (C)	0	0
Total energy consumed from renewable sources (A+B+C)	0	0
From Non-renewable sources		
Total electricity consumption (D)	19285.23	16392.45
Total fuel consumption (E)	0.40	0.40
Energy consumption through other sources (F)	0.00	0.00
Total energy consumed from non renewable sources (D+E+F)	19285.63	16392.85

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

- 2 Provide the following details related to water discharged:

Parameter	FY 2022-23	FY 2021-22
(i) To Surface Water	0	0
--- No treatment	0	0
--- With treatment – please specify level of treatment	0	0
(ii) To Groundwater	0	0
--- No treatment	0	0
--- With treatment – please specify level of treatment	0	0
(iii) To Seawater	0	0
--- No treatment	0	0
--- With treatment – please specify level of treatment	0	0

Parameter	FY 2022-23	FY 2021-22
(iv) Sent to third-parties	0	0
--- No treatment	0	0
--- With treatment – please specify level of treatment	0	0
(v) Others	0	0
--- No treatment	13296.44	12711.39
--- With treatment – please specify level of treatment	0	0
Total Water discharged (in kilolitres)	13296.44	12711.39

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

3 Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):

For each facility / plant located in areas of water stress, provide the following information:

(i) Name of the area	NA
(ii) Nature of operations	NA

(iii) Water withdrawal, consumption and discharge in the following format:

Parameter	FY 2022-23	FY 2021-22
Water withdrawal by source (in kilolitres)		
(i) Surface water	-	-
(ii) Groundwater	-	-
(iii) Third party water	-	-
(iv) Seawater / desalinated water	-	-
(v) Others	-	-
Total volume of water withdrawal (in kilolitres)	-	-
Total volume of water consumption (in kilolitres)	-	-
Water intensity per rupee (lakhs) of turnover (Water consumed / turnover)	-	-
Water intensity (optional) – the relevant metric may be selected by the entity	-	-
Water discharge by destination and level of treatment (in kilolitres)	-	-
(i) Into Surface water		
--- No treatment	-	-
--- With treatment – please specify level of treatment	-	-
(ii) Into Groundwater		
--- No treatment	-	-
--- With treatment – please specify level of treatment	-	-
(iii) Into Seawater		
--- No treatment	-	-
--- With treatment – please specify level of treatment	-	-
(iv) Sent to third-parties		
--- No treatment	-	-
--- With treatment – please specify level of treatment	-	-
(v) Others		
--- No treatment	-	-
--- With treatment – please specify level of treatment	-	-
Total water discharged (in kilolitres)	-	-

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 Please provide details of total Scope 3 emissions & its intensity, in the following format:

Parameter	Unit	FY 2022-23	FY 2021 - 22
Total Scope 3 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available) equivalent	Metric tonnes of CO ₂		The company has not tracked scope 3 emissions; however, endeavours to monitor the emissions in the forthcoming years.
Total Scope 3 emissions per rupee of turnover			
Total Scope 3 emission intensity (optional) – the relevant metric may be selected by the entity			

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency- No

5 With respect to the ecologically sensitive areas reported at Question 10 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.

Not Applicable

6 If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

Sl. NO	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
1			
2		NIL	

7 Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link

Yes. The Company has a BCP (Business Continuity Plan) and Disaster management Plan, duly documented. The Company got a no-objection certificate from the fire safety department coupled with periodic team training on emergency management. The norms were periodically reviewed by the senior management, reported to the Board and communicated within the organisation with a clarity on responsibility allocation.

https://cdn.shopify.com/s/files/1/0598/8158/6848/files/RISK_MANAGEMENT_POLICY_d32dc83b-a4f9-422e-a4f8-46973ad67d81.pdf?v=1657891554.

8 Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard

The Company is engaged in retailing garments. In this process, it evaluates environmental impact in stages of design, manufacture (through external vendors), management of inventory and disposal. The Company intends to achieve minimal environmental impact at each of these stages to ensure a sustainable product life cycle.

9 Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.

NIL

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. Three affiliations
- 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	Apparel Export Promotion Council	National
2	Federation of Indian Export Organisations	National
2	Retailers' Association of India	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
NA		

Leadership Indicators

- 1 Details of public policy positions advocated by the entity:

	Public policy advocated	Method resorted for such advocacy	Whether information available in public domain? (Yes/No)	Frequency of Review by Board (Annually/ Half yearly/ Quarterly / Others – please specify)	Web Link, if available
1	NIL				

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
1	NA				
2					

- 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 INR)
1	NA					
2						

- 3 Describe the mechanisms to receive and redress grievances of the community. The mechanisms available to consumers above are also available to the community. The company actively participates in community engagement through its CSR projects.

- 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	10.76%	6.01%
Sourced directly from within the district and neighbouring districts	65.46%	77.46%

Leadership Indicators

- 1 Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):

Details of negative social impact identified	Corrective action taken
NA	

- 2 Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

Sl. No	State	Aspirational District	Amount spent (In INR)
1	Current CSR Projects do not cover any designated aspirational districts		
2			

3 (a)	Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized / vulnerable groups? (Yes/No)	No
(b)	From which marginalized /vulnerable groups do you procure?	NA
(c)	What percentage of total procurement (by value) does it constitute?	NA

4 Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:

Sl. No	Intellectual Property based on traditional knowledge	Owned/ Acquired (Yes/No)	Benefit shared (Yes / No)	Basis of calculating benefit share
1				
2		NIL		

5 Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.

Name of authority	Brief of the Case	Corrective action taken
	Not Applicable	

6 Details of beneficiaries of CSR Projects:

Sl. No	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
1	Vipassana Meditation Centre, Chennai - Promotion of Education	2339	20%
2	Rotary Magnum Trust, Chennai - Promotion of Education	1100	100%
3	Swabhimaan Trust, Chennai - Promotion of Education	100	100%
4	Madras Chinmaya Seva Trust, Chennai- Promotion of Education	100	100%

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.	The Company has a customer care number and designated e-mail ID to enable customers to log any complaints or feedbacks. Customer can also provide feedback through social media, which gets picked up by our staff for necessary action and tracked on ongoing basis. The Company's grievance redressal policy can be accessed at https://gocolors.com/pages/grievance-redressal
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	NIL
	Safe and responsible usage	Our product tags contain the information on the safe and responsible usage of the products such as wash care, drying and ironing instruction. We mention these instructions on 100% of our apparel products.
	Recycling and/or safe disposal	We are mainly dealing in apparel products which are not hazardous.

3 Number of consumer complaints in respect of the following:

Category	FY 2022-23		Remarks	FY 2021-22		Remarks
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy	0	0	NA	0	0	NA
Advertising	0	0	NA	0	0	NA
Cyber-security	0	0	NA	0	0	NA
Delivery of Products	651	1	Resolved subsequently	67	0	NIL
Quality of Products	565	0	NIL	403	0	NIL
Restrictive Trade Practices	0	0	NA	0	0	NA
Unfair Trade Practices	0	0	NA	0	0	NA
Other (Return request, Exchange Request, Cancellation Request, Staff Behaviour Issues, Invoice Not Received Issues)	3055	1	Resolved subsequently	5217	0	NIL

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

	Number	Reasons for recall
Voluntary recalls	NIL	Not Applicable
Forced recalls	NIL	Not Applicable

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://gocolors.com/pages/privacy-policy
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	The Company currently has a privacy policy to address the concerns of Data privacy of customers. No penalties/regulatory action has been levied or taken on the above-mentioned parameters.

Leadership Indicators

1 Channels / Platforms where information on products and services of the entity can be accessed (provide web link, if available).	Information relating to all the products provided by the Company are available on the Company's website www.gocolors.com . In addition, the Company actively uses various social media and digital platforms to disseminate information on its products.
2 Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.	Wash care label on the product contains information on responsible usage.
3 Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services	Not Applicable
4 Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)	Yes. The Company displays all requisite production formation on the product as per the laws. Consumer data analytics and other customer research were carried out during the year, based on the business need.
5 Provide the following information relating to data breaches:	
a. Number of instances of data breaches along-with impact	NIL
b. Percentage of data breaches involving personally identifiable information of customers	Not Applicable

Management Discussion and Analysis

Global economy

Overview: The global economic growth was estimated at a slower 3.2% in 2022, compared to 6% in 2021 (which was on a smaller base of 2020 on account of the pandemic effect). The relatively slow global growth of 2022 was marked by the Russian invasion of Ukraine, unprecedented inflation, pandemic-induced slowdown in China, higher interest rates, global liquidity squeeze and quantitative tightening by the US Federal Reserve.

The challenges of 2022 translated into moderated spending, disrupted trade and increased energy costs. Global inflation was 8.7% in 2022, among the highest in decades. The result is that the world ended in 2022 concerned that the following year would be slower.

Gross FDI inflows – equity, reinvested earnings and other capital – declined 8.4% to \$55.3 billion in April-December 2022. The decline was even sharper in the case of FDI inflows as equity: these fell 15% to \$36.75 billion between April and December 2022. Global trade expanded by 2.7% in 2022 (expected to slow to 1.7% in 2023).

Regional growth (%)	2022	2021
World output	3.2	6.1
Advanced economies	2.5	5.0
Emerging and developing economies	3.8	6.3

[Source: PWC report, EY report, IMF data, OECD data]

Outlook

The global economy is expected to grow 2.8% in 2023, influenced by the ongoing Russia-Ukraine conflict. Concurrently, global inflation is projected to fall marginally to 7%. Despite these challenges, there are positive elements within the global economic landscape. The largest economies like China, the US, the European Union, India, Japan, the UK and South Korea are not in a recession. Approximately 70% of the global economy demonstrates resilience, with no major financial distress observed in large emerging economies. (Source: IMF).

Indian economy

Overview: Even as the global conflict remained geographically distant from India, ripples comprised increased oil import bills, inflation, cautious government and a sluggish equity market. India's economic growth was 7.2% in FY 2022-23. India emerged as the second fastest-growing G20 economy in FY 2022-23. India overtook the UK to become the fifth-largest global economy. India surpassed China to become the world's most populous nation (Source: IMF, World Bank)

Growth of the Indian economy

	FY 20	FY 21	FY 22	FY23
Real GDP growth(%)	3.7	-6.6%	9.1	7.2

(Source: Budget FY24; Economy Projections, RBI projections)

As India's domestic demand remained steady amidst a global slowdown, import growth in FY23 was estimated at 16.5% to \$714 billion as against \$613 billion in FY22. India's merchandise exports were up 6% to \$447 billion. India's total exports (merchandise and services) grew 14 percent to a record of \$775 billion and is expected to touch \$900 billion in FY 2023-24.

The country's retail inflation, measured by the consumer price index (CPI), eased to 5.66% in March 2023. Inflation data on the Wholesale Price Index, WPI (calculates the overall price of goods before retail) eased to 1.3% during the period.

India's total industrial output for FY23, as measured by the Index of Industrial Production or IIP, grew 5.1% year-on-year as against a growth of 11.4 percent in FY 2021-22.

India moved up in the Ease of Doing Business (EoDB) rankings from 100th in 2017 to 63rd in FY23. As of March 2023, India's unemployment rate was 7.8 percent.

Per capita income almost doubled in nine years to ₹172,000 during the year under review, a rise of 15.8 percent over the previous year. India's GDP per capita was 2,320 USD (March 2023), close to the magic figure of \$2500 when consumption spikes across countries. Despite headline inflation, private consumption in India witnessed continued momentum and was estimated to have grown 7.3 percent in 2022-23.

Outlook

There are green shoots of economic revival, marked by an increase in rural growth during the last quarter and an appreciable decline in consumer price index inflation to less than 5 percent in April 2023. India is expected to grow around 6-6.5 percent (as per various sources) in FY2024, catalysed in no small measure by the government's 35% capital expenditure.

The global landscape favours India: Europe is moving towards a probable recession, the US economy is slowing, China's GDP growth forecast of 4.4% is less than India's GDP growth of 7.2% and America and Europe is experiencing its highest inflation in 40 years.

India's production-linked incentive appears to catalyse the downstream sectors. Inflation is steady. India is at the cusp of making significant investments in various sectors and emerging as a suitable industrial supplement to China. India is poised to outpace Germany and Japan and emerge as the third-largest economy by the end of the decade. The outlook for private business investment remains positive despite an increase in interest rates. India is less exposed to Chinese economic weakness, with much less direct trade with China than many Asian peers.

(Source: IMF data, RBI data, Union budget 2023-24 data, CRISIL report, Ministry of Trade & Commerce, NSO data)

Apparel market overview

The apparel market is the largest non-food consumer goods category globally, encompassing a diverse range of clothing options. It is a dynamic and rapidly evolving industry characterized by short product life cycles, which have been further reduced with the emergence of fast fashion retailers. This market includes various segments such as sportswear, business wear, value clothing and luxury pieces, catering to different consumer preferences and needs. From activewear for fitness enthusiasts to professional attire for the corporate world, the apparel market offers a wide variety of choices to customers.

Global apparel market overview

The global apparel industry faced new challenges in 2022 due to high inflation. This led to an increase in production costs and a decrease in consumer confidence. In 2022, the revenue of the global apparel market slightly declined compared to the previous year, amounting to approximately USD 1.53 trillion. However, the revenue is projected to rebound and surpass USD 1.7 trillion in 2023.

The regions that account for the majority of this apparel demand are the United States and the Asia-Pacific region (APAC), both generating substantially higher revenues than any other region. The APAC region plays a significant role in international trade. In 2022, the APAC region led the rankings for the highest value of apparel exports. The United States was second only to the European Union (EU) in the value of apparel imports.

Revenue generated from women's apparel is significantly higher than that of men's and children's apparel. In 2023, the global apparel market for women is projected to achieve a revenue of US\$901.10 billion, representing growth from US\$887.2 billion in 2022. The market is anticipated to

demonstrate an annual compounded growth rate (CAGR) of 2.89% during the period of 2023-2027. If considered on a per capita basis, revenues for women's apparel on a global scale are expected to reach US\$117.30 in 2023. In terms of volume, by 2027, the women's apparel segment is estimated to reach 79.62 billion pieces, with a growth rate of 1.5% in 2024. On average, each individual is projected to own 9.82 pieces within the women's apparel segment in 2023. (Source: Statista)

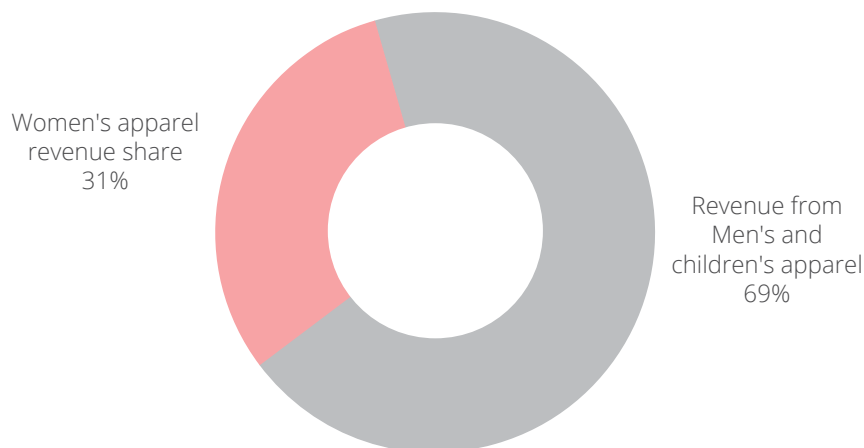
Indian apparel market overview

The domestic textile and apparel industry in India holds significant importance, contributing nearly 2.3% to the country's GDP. It also accounts for 14% of industrial production, 27% of foreign exchange inflows and 13% of export earnings. In FY 2022-23, the Indian apparel market experienced a 15% expansion, while sales growth has breached pre-Covid levels, the segment is expected to witness a significant demand recovery only by the second half of FY24.

As of 2023, the revenue generated in the Indian apparel market reached a value of US\$96.47 billion and is projected to reach US\$135 billion by 2025. The largest segment in this market is women's apparel, with a market revenue of US\$43.65 billion in 2023. On average, per capita revenue in this sector stood at US\$67.95 in 2023.

During FY 2023, the sales growth in the apparel market was predominantly propelled by price increases, as there was a 3% decline in the volume of products purchased by consumers. However the apparel market is projected to observe a substantial volume growth, reaching approximately 38.93 billion pieces by 2027, exhibiting a volume growth rate of 3.8%. On average, individuals have purchased an estimated 23.80 pieces per person in the apparel market in 2023. (Source: IBEF, Statista)

Market Segment of Indian apparel industry FY23



Women's bottom wear market in India

The women's bottom wear business is expected to grow from ₹13,500 crore in FY20 to ₹24,300 crore by FY25, representing a 35% increase. This growth is fuelled by increasing fashion awareness and higher disposable income. The market is divided into four price categories: super-premium, premium, mid and economy, with the mid and economy segments dominating with an 82% market share. Value brands and private labels are gaining popularity, driven by the demand for quality and affordability. Urban areas and Tier I cities are key markets for premium trousers, while Tier II cities and smaller towns cater to mid-range and value-for-money products.

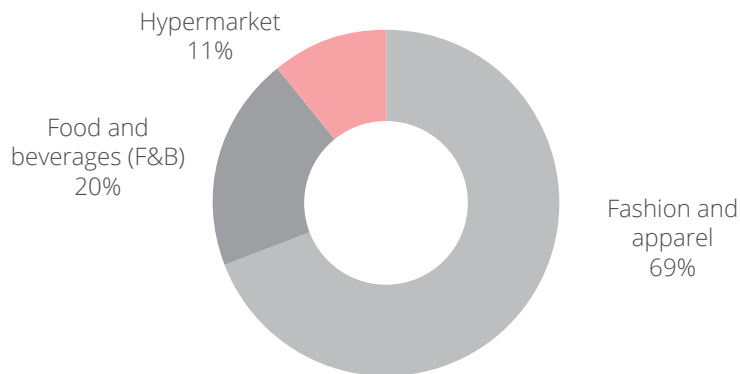
The formal women's bottom wear segment is experiencing significant growth due to the rising number of women in the corporate world and their economic independence. Urban working women embrace concepts like 'boardroom dressing' and 'business dressing,' driving the demand for formal bottom wear. Additionally, there is a shift towards a preference for contrasting tops and bottom wear over

traditional suit sets, highlighting the importance of well-designed standalone products. (Source: Technopak)

Indian retail apparel market

The Indian retail industry is projected to maintain a steady growth rate of 9% CAGR till 2030, driven by increased discretionary spending and the normalization of store operations post-pandemic. India's fashion and apparel retail sector is expected to contribute significantly, accounting for 45% of this growth. By the end of the decade, the industry's market value is estimated to exceed \$2 trillion. Notably, FMCG, apparel & footwear and consumer electronics dominate the retail segments, representing 65%, 10% and 9% respectively. The fashion and apparel industry has played a crucial role in the growth of the physical retail segment in India. Fashion and apparel retailers have been actively expanding their operations, contributing to over 42% of the total leasing activity. Additionally, categories such as food and beverage hold a significant share of around 12%, while other hypermarket segments contribute approximately 7% to the overall leasing activity. (Source: CBRE report)

India's physical retail market share

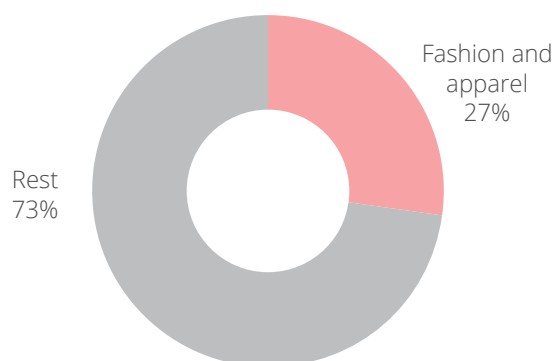


The online retail sector in the country experienced a remarkable growth of 22% year-on-year, achieving a gross merchandise value (GMV) of \$60 billion in FY23. Over the course of the year, the Indian user base displayed maturity, as 31% of annual shoppers transitioned into monthly shoppers, an increase from 23% in FY22. These mature shoppers, predominantly from select urban areas, Tier II and Tier III markets, have played a significant role in propelling the growth of e-commerce. Among all segments, fashion, including apparel, emerged as the largest category in the e-commerce space in FY23, capturing a 27% market

share. This growth was primarily driven by the increasing participation of women shoppers.

The rise of direct-to-consumer (D2C) brands has been instrumental in the success of online retail. This trend has encouraged traditional players to adopt digital strategies to stay competitive. Additionally, several online retailers have formed strategic partnerships and collaborations with both global and Indian fashion brands. These alliances have not only increased their visibility but also expanded their product offerings, contributing to their overall success in the market.

Online and D2C retail market FY23



Factors driving growth in the woman's apparel market

Rapid urbanisation: The projected growth of India's urban population from 35.39% in 2021 to 43.2% by 2035 will act as a significant driver for the country's women's apparel market. Urbanisation brings higher disposable incomes, fashion awareness and access to online shopping platforms, boosting demand for fashionable clothing. (Source: UN report)

Cost advantage in textile and apparel manufacturing: India holds the position of the largest producer of jute and cotton, and the second-largest producer of silk. The country benefits from high availability of raw materials, combined with cost-effective labour, resulting in significantly lower manufacturing costs for textiles and apparel compared to many competing nations.

Woman workforce empowerment: Labour Force Participation Rate (LFPR) for women aged 15 years and above in India exhibited an upward trend, reaching 30.0%, 32.5%, and 32.8% during 2019-20, 2020-21 and 2021-22, respectively. This rise in LFPR signifies a growing number of women in the workforce. With increased financial independence and a need for office attire, working women have witnessed a surge in their clothing demands. Millennial women, in particular, enjoy greater financial autonomy and decision-making power, leading to an increased share of expenditure in the women's apparel market. (Source: PIB)

Demographic advantages: The young population (median age 28.1) with a 50% workforce share drives consumerism and retail transformation in India. The aspirational mindset of the youth, inclined towards branded products and improved shopping experiences, fuels demand across various segments and price points, echoing western consumption patterns.

Transition to aspirational purchases: The market has witnessed a shift from need-based buying to aspirational purchasing, particularly in the apparel segment. As women attain greater financial independence and start earning at a younger age, there is a significant rise in aspirational buying. Women view buying clothing items as a symbol of financial accomplishment, driving the demand for women's apparel.

Increasing fashion consciousness: With the rise of social media and fashion influencers, there has been a surge in fashion consciousness among women. They are more aware of the latest trends, styles and brands, leading to an increased demand for a variety of fashionable clothing options.

Omnichannel approach: Utilizing omnichannel strategies and platforms like physical stores and e-commerce. Brands are now deepening engagement, providing easy access to clothing information and engaging content on e-commerce and online shops. E-retail in India has witnessed rapid growth and is expected to grow at a compound annual growth rate (CAGR) of 27 percent to reach US\$163 billion by 2026. (Source: Redseer report)

An influx of new technologies: AI-based platforms and technology are propelling growth in the fashion industry, empowering women consumers to discover their style, mix and match outfits and make informed decisions. The

integration of virtual fashion and physical clothing reduces costs and enhances offerings for retailers. Influencers leveraging virtual try-on capabilities amplify brand visibility, especially in segments like women's office wear. This convergence of technology and fashion is revolutionizing the industry and driving expansion in India.

Sustainable fashion: The rise of sustainability in fashion is driving growth in the industry. With a shift away from fast fashion's throwaway culture, sustainable fashion embraces slow production and organic practices. Brands adopting natural fibers like hemp and jute create durable products that minimize resource consumption and biodegrade responsibly. This approach not only benefits the environment but also supports traditional communities, presenting opportunities for economic growth in India.

SWOT analysis

Strengths

- The women's apparel market in India is witnessing strong and sustained demand driven by factors such as rising disposable income, changing fashion preferences, and increasing urbanization.
- India has a diverse and rich cultural heritage, resulting in a wide variety of traditional and ethnic clothing options. This provides a unique selling proposition and a competitive advantage in the global market.
- India has a skilled workforce with expertise in designing and manufacturing of women's apparel, enabling the production of high-quality products at competitive prices.
- The rapid growth of e-commerce and online shopping platforms has provided a convenient and accessible channel for women to purchase apparel, expanding market reach and creating new opportunities for retailers.

Weaknesses

- Indian consumers are highly price-sensitive, which puts pressure on apparel brands to offer affordable products without compromising on quality or design.
- Limited infrastructure and logistical challenges in certain regions can impact the distribution and supply chain efficiency, leading to delays and higher costs.

Opportunities

- The expanding middle-class population in India, coupled with increasing purchasing power, presents a significant opportunity for the women's apparel market to tap into a larger consumer base.
- There is a growing trend of fashion consciousness among Indian women, leading to a higher demand for trendy and fashionable apparel. Brands that can offer innovative designs and stay ahead of fashion trends have a competitive advantage.

Threats

- The women's apparel market in India is highly competitive, with both domestic and international brands vying for market share. The presence of established players

and new entrants intensifies competition, making it challenging for brands to differentiate themselves.

- The prevalence of counterfeit products in the market poses a threat to the reputation and sales of genuine women's apparel brands. Consumers may opt for cheaper counterfeit alternatives, impacting the sales and brand image of legitimate brands.
- Changes in economic conditions and consumer spending patterns can impact the demand for women's apparel, making the market vulnerable to economic downturns and fluctuations.

Government initiatives

Production Linked Incentive (PLI) Scheme: The Production Linked Incentive (PLI) Scheme aims to boost the production of MMF apparel, MMF fabrics and technical textile products in India, attracting significant investment of around ₹19,000 crores and creating approximately 7.5 lakh new job opportunities. The scheme also intends to establish 60-70 global players in the industry.

National Technical Textile Mission: The National Technical Textiles Mission, with a budget of ₹1480 crore, has been established for a duration of four years (2020-21 to 2023-24). Its objective is to promote the utilization of technical textiles in key national programs, flagship missions, and strategic sectors.

PM-MITRA: To enhance investment for the 'Make in India' initiative and drive employment generation, the government plans to establish seven PM Mega Integrated Textile Region and Apparel (PM MITRA) Parks. These parks, with top-notch infrastructure and plug-and-play facilities, will be developed on greenfield and brownfield sites. The initiative has a budget of ₹4445 crore and will span a period of seven years, up to 2027-28.

Scheme for capacity building in textile sector (SAMARTH): The scheme was designed to cater to the skilled manpower needs of the textile sector, aligning with the "Skill India" initiative and following the framework established by the Ministry of Skill Development and Entrepreneurship. It

has been approved for implementation until March 2024. (Source: pib.gov.in)

Budgetary allocation for 2023-24

- The budget allocation for the textiles sector in 2023-24 is ₹4,389.34 crore, demonstrating an increase compared to the revised estimate of 2022-23, which amounted to ₹3,579.61 crore.
- The government has raised the budget allocation for the Amended Technology Upgradation Fund (ATUF) from ₹650 crores in the Revised Estimate of 2022-23 to ₹900 crores in the Budget Estimate of 2023-24.
- The outlay for the Remission of Duties and Taxes on Exported Products (RoDTEP) scheme has been increased from ₹13,699 crore in 2022-23 to ₹15,069 crore in 2023-24.
- The allocation for the Rebate of State and Central Taxes and Levies (RoSCTL) scheme has been increased from ₹7,641 crore for 2022-23 to ₹8,405 crore for 2023-24.
- India's textile sector received emphasis, particularly on Extra-Long Staple (ELS) cotton and the introduction of five new HS codes is expected to strengthen government policy measures. (Source: PIB India)

Company overview

Go Fashion (India) Limited (GFIL), is a prominent player in the Indian women's bottom-wear market, holding an approximate as 8% as on FY20 market share in branded women's bottom-wear. We specialize in the development, design, sourcing, marketing and retailing of women's bottom-wear products under the well-known brand, 'Go Colors'. As industry pioneers, we identified the untapped potential in the women's bottom-wear category and successfully established ourselves as category creators. With a direct-to-consumer approach, we offer a diverse and premium product portfolio, delivering high-quality bottom-wear at competitive prices. Our commitment to innovation and customer satisfaction has positioned us as a trusted and preferred choice in the market.

Key ratios

Particulars	FY 23	FY 22
Debt-equity ratio	0.65	0.57
Debtors' turnover (days)	40	55
Inventory turnover (days)	126	151
Debtors' turnover	10.05	7.48
Inventory turnover	3.36	3.25
Interest coverage ratio (x)	7.46	5.10
Current ratio (x)	3.57	3.15
Gross Margin (%)	60.7	60.1
EBITDA margin (%)	31.9	30.5
Net profit margin (%)	12.4	8.9

Outlook

Our company follows the COCO (Company Owned Company Operated) model for better operational control. Our strategic outlook includes expanding our Exclusive Brand Outlet (EBO) network in Tier II and Tier III cities, deepening market penetration in the South and West regions, and expanding our presence in the North and East regions. We will selectively expand in Large Format Stores (LFS) across India. With a target of adding 120-130 EBOs annually, we expect more than 80% of our revenues to come from EBOs in the coming years. This will reduce working capital requirements and generate increased cash flow. Our investment strategy ensures a healthy financial position and we aim for sustained profitability and better return ratios. We are not expecting to raise external funding for our growth projections in the near future. Overall, our company outlook is focused on strategic expansion, operational control, revenue generation through EBOs, and sustainable profitability.

Risk management

Our Risk Management Committee is dedicated to promptly identify and mitigate risks. We acknowledge that risk is an inherent and inevitable part of business, and we are committed to proactively managing risks

Raw material risk: Volatile raw material costs could affect the business.

Mitigation: Addressing resource volatility by passing cost increases to customers. Raw material cost as a percentage of revenues: 33.30% in FY 2022-23 (33.76% in FY 2021-22).

Competition risk: The emergence of new competitors could affect profitability.

Mitigation: Possesses extensive scale (3000+ SKUs), innovative products, strong brand recall, and operational efficiency.

Trend risk: The inability to address consumer preferences could affect the business.

Mitigation: Exclusively engaged in an extensive range of bottom wear products and investing in product development and innovation.

Quality risk: Inadequate product range, quality and poor manufacturing efficiency could impact the business.

Mitigation: Prioritizing partnerships with suppliers offering best-in-class raw materials, maintaining a strong quality control team and ensuring an extensive distribution network for superior product quality.

Customer attrition risk: Losing customers could affect revenues and profits.

Mitigation: Maintaining a diverse product portfolio, catering to various categories and body types and offering over 50 styles of bottom wear in more than 120 colors.

Supply chain risk: Disruptions in the supply chain, such as delays in receiving raw materials or finished products, could impact production and inventory management.

Mitigation: The Company implements robust supply chain management practices, maintains alternative sourcing

options, and establishes strong relationships with reliable suppliers to minimize supply chain risks.

Economic risk: Economic downturns or fluctuations in consumer spending could lead to reduced demand for apparel products.

Mitigation: The Company conducts market research and analysis to understand consumer trends and preferences, diversifies its product offerings and implements pricing strategies that cater to various economic scenarios.

Operational risk: Inefficiencies in operations, including inefficient inventory management, inadequate staffing, or operational errors, may impact productivity and customer satisfaction.

Mitigation: The Company implements effective inventory management systems, invests in employee training and development and establishes stringent quality control measures to enhance operational efficiency and minimize errors.

Internal control systems and adequacy

Our Company places a strong emphasis on maintaining effective internal control systems and ensures compliance with established regulations. We have established a robust internal audit system that undergoes continuous monitoring and updates to safeguard our assets and address any pending issues promptly. The reports provided by our internal auditors are regularly reviewed by our audit committee, which takes note of any audit observations and implements necessary corrective actions. The committee maintains an open dialogue with both statutory and internal auditors to ensure the efficient operation of our internal control systems

Human resources

The Company's strong HR practices play a vital role in its success and prosperity, reinforcing its leadership position. As of March 31, 2023, the Company had a workforce of 4,318 employees. We prioritize investment in comprehensive training programs, both formal and informal, as well as on-the-job learning initiatives. Our commitment to employee engagement is evident through our enriched workplace environment, stimulating job profiles and ongoing dialogue at all levels

Cautionary statement

This statement made in this section describes the Company's objectives, projections, expectations and estimations which may be 'forward-looking statements' within the meaning of applicable securities laws and regulations. Forward-looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized by the Company. Actual results could differ materially from those expressed in the statement or implied due to the influence of external factors which are beyond the control of the Company. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements on the basis of any subsequent development, information or events.

Corporate Governance Report

The report on Corporate Governance is prepared pursuant to Regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

1. Philosophy on Corporate Governance

The Company is committed to adopt the best Corporate Governance practices to manage the affairs of the Company in an ethical, accountable, transparent and fair way, with the blend of both legal and management practices, to imbibe the same in the decision making process of the Company, and to communicate the same accurately and timely, in such a way that both stakeholders' expectations and legal standards are not only met, but the Company surpasses them.

The Company strives to ensure compliance with the various Corporate Governance Requirements under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ('SEBI Listing Regulations') and considers it as its inherent responsibility to protect the rights of our stakeholders and disclose timely, adequate and accurate information regarding our financials and performance, as well as the leadership and governance of the Company.

Adherence to the various policies and codes adopted by the Company from time to time in conformity with regulatory requirements helps your Company fulfill this responsibility.

These policies are available on the Company's website: <https://gocolors.com/pages/investor-relations>

This report highlights the Company's practices for the financial year 2022-23.

2. Board of Directors

The Board is at the core of our Corporate Governance practices and oversees and ensures that the Management serves and protects the long-term interest of all our stakeholders. We believe that an active, well-informed and independent Board is necessary to ensure the highest standards of Corporate Governance.

a. Composition of Board of Directors

The composition of the Board shall be in accordance with requirements of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company.

As on 31st March 2023, the Board comprised seven (7) directors wherein one (1) is a Managing Director ('MD')(Promoter), one (1) is an Executive Director and Chief Executive Officer ('ED & CEO')(Promoter), one(1) is a Non-Executive Non-Independent Director ('NED')(Promoter), one (1) is an Investor Nominee Director ('ND') and three (3) are Independent Directors ('IDs') including a Woman Independent Director. The composition of the Board of Directors of the Company is in conformity with Regulation 17 of the SEBI Listing Regulations read with Section 149 of the Companies Act, 2013 ('the Act'). The Board periodically evaluates the need for change in its composition and size. A detailed profile of our directors is available on our website:

https://cdn.shopify.com/s/files/1/0598/8158/6848/files/COMPOSITION_OF_BOARD_AND_COMMITTEES_57df042e-84cf-495d-a3f0-8dc68bf69340.pdf?v=1689590944

None of the Directors of the Company serve as Directors in more than seven (7) listed companies. None of the Directors hold Directorships in more than twenty (20) Indian Companies including ten (10) Public Limited Companies. Further, none of the Directors on the Board is a member of more than ten (10) Board Committees and Chairperson of more than five (5) Board Committees (the committees being, Audit Committee and Stakeholders' Relationship Committee) across all public companies in which he/she is a director. All the Directors have made necessary disclosures regarding Committee positions occupied by them in other companies. One Third of the Executive Directors and Non-Executive Directors (other than the nominee director) are liable to retire by rotation.

Table A: Composition of the Board and Directorship(s) held as on 31st March 2023

Name	Category	Other Board/Committee Memberships			Directors' Shareholding	Attendance / No. of Board Meetings	AGM attendance held on 12-09-2022
		Directorships*	Committee Memberships#	Committee Chairmanship#			
Mr.Srinivasan Sridhar [^]	Chairman & Independent Director	8	6	5	0	4/4	Yes
Mr.Prakash Kumar Saraogi	Managing Director	0	0	0	60	4/4	Yes
Mr.Gautam Saraogi	Executive Director & CEO	0	0	0	60	4/4	Yes
Mr.Dinesh Madanlal Gupta	Non-Executive Independent Director	0	0	1	0	4/4	Yes
Ms.Rohini Manian	Non-Executive Independent Director	0	0	0	0	3/4	No
Mr.Rahul Saraogi	Non-Executive Non-Independent director	1	1	1	60	3/4	No
Mr.Ravi Shankar Venkataraman Ganapathy Agraharam**	Non-Executive Non-Independent Nominee director	1	0	0	0	4/4	No

*Excludes directorship and membership in Go Fashion (India) Limited. Also excludes directorships in private limited companies, foreign companies and companies registered under Section 8 of the Act and Government Bodies.

#For the purpose of calculating, only Audit and Stakeholders' Relationship Committee in public limited companies, whether listed or not, are considered – Regulation 26(1) of SEBI Listing Regulations.

[^] Directorship in listed entity: Jubilant Pharmova Limited, Strides Pharma Science Limited and Shriram Finance Limited

**Mr.Ravi Shankar Venkataraman Ganapathy Agraharam ceased to be director with effect from 12th June 2023

b. Details of the attendance of Directors at the Board and last AGM

The attendance record of each of the Director at the Board Meetings held during the year 2022-23 and last AGM held on 12th September 2022 are provided in the table above.

c. Number of Board Meetings

During the year under review, four meetings were held. The dates are 7th May 2022, 10th August 2022, 04th November 2022 and 25th January 2023.

d. Disclosure of Inter-se relationship amongst the Directors:

Except as stated below, none of our directors are related to each other.

Mr. Gautam Saraogi is the son of Mr. Prakash Kumar Saraogi.

Mr. Rahul Saraogi is the nephew of Mr. Prakash Kumar Saraogi and cousin of Mr. Gautam Saraogi.

e. Familiarisation Programme for Independent Directors

The details of familiarization programme done for the financial year 2022-23 have been hosted in the website of the Company under the web link: [https://cdn.shopify.com/s/files/1/0598/8158/6848/files/FAMILIARISATION_PROGRAMME_FOR_INDEPENDENT_DIRECTORS - FY 22-23.pdf?v=1686046955](https://cdn.shopify.com/s/files/1/0598/8158/6848/files/FAMILIARISATION_PROGRAMME_FOR_INDEPENDENT_DIRECTORS_-_FY_22-23.pdf?v=1686046955)

f. Key Board Skills, Expertise, Competence

The Board comprises distinguished, qualified and experienced members who bring in the requisite skills, expertise and competence that allows them to make a valuable contribution to the Board and its Committees.

Table below summarises the key skills, expertise and competence required for the Company and is taken into consideration while nominating candidates to serve on the Board.

The following matrix sets out the skills / expertise / competencies fundamental identified by the Board for the effective functioning of the Company and the names of the directors who have such skills / expertise / competence:

Name of the Directors	Mr. Srinivasan Sridhar	Mr. Dinesh Madanlal Gupta	Ms. Rohini Manian	Mr. Prakash Kumar Saraogi	Mr. Gautam Saraogi	Mr. Rahul Saraogi	Mr. Ravi Shankar Venkataraman Ganapathy Agraharam*
Experience and Industry knowledge	✓	✓	-	✓	✓	✓	✓
Finance & Accounts	✓	✓	-	-	✓	✓	✓
Corporate Governance	✓	✓	-	-	✓	✓	✓
General Management and Leadership	✓	✓	✓	✓	✓	✓	✓
Technology and Development	-	-	✓	✓	✓	✓	✓
Sales & Marketing	-	✓	✓	✓	✓	✓	✓
Business Development	-	✓	✓	✓	✓	✓	✓

*Resigned with effect from 12th June 2023

Considering the skills, expertise and competencies required for effective functioning and discharge of Board's duties, your Board is satisfied with the present composition of the Board of Directors. In the opinion of the Board, the Independent Directors fulfil the conditions specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent of the management.

g. Confirmation of Independent Directors on their Independence

In terms of Regulation 25(8) of the SEBI Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Section 149 of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. Further, the Independent Directors have in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014, confirmed that they have enrolled themselves in the Independent Directors' Databank maintained with the Indian Institute of Corporate Affairs.

The Company has issued formal letters of appointment to the Independent Directors and their appointments are in compliance with Regulation

25(1) and (2) of the SEBI Listing Regulations. As required under Regulation 46 of the SEBI Listing Regulations, as amended, the terms and conditions of appointment of Independent Directors including their role, responsibility and duties are available on our website:

https://cdn.shopify.com/s/files/1/0598/8158/6848/files/Letter_of_Appointment_-_Independent_Director.pdf?v=1645782613

h. Reason for resignation of an Independent Director

During the year under review, no independent director resigned. However, Mr. Ravi Shankar Venkataraman Ganapathy Agraharam (DIN: 02604007) Non- Executive Non-Independent Director of the Company (Nominee Director of M/s. Sequoia Capital India Investments IV) resigned from Board of Directors with effect from closure of business hours on 12th June 2023 under Regulation 30 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015.

Committees of the Board

With a view to have a more focused attention on business and for better governance and accountability, the Board has constituted the following mandatory committees:

- Audit Committee
- Stakeholders' Relationship Committee
- Nomination and Remuneration Committee
- Corporate Social Responsibility Committee; and
- Risk Management Committee

The Board has constituted the following Non- Mandatory Committee:

- IPO Committee

The terms of reference of these Committees are determined by the Board and their relevance is reviewed from time to time. Meetings of each of these Committees are convened by the respective Chairman of the Committee. The Minutes of the Committee Meetings are tabled at the subsequent Board Meetings.

3. Audit Committee

The Board has an Audit Committee which has been constituted in compliance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (LODR) Regulations, 2015.

a. Terms of reference of Audit Committee are:

- Oversight of financial reporting process and the disclosure of financial information relating to the Company to ensure that the financial statements are correct, sufficient and credible;
- recommendation to the Board 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;
- 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:
 - Matters required to be included in the director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
 - Changes, if any, in accounting policies and practices and reasons for the same;
 - Major accounting entries involving estimates based on the exercise of judgment by management;
 - Significant adjustments made in the financial statements arising out of audit findings;
 - Compliance with listing and other legal requirements relating to financial statements;
 - Disclosure of any related party transactions; and
 - Modified opinion(s) in the draft audit report.
- reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
- reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of 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 to take up steps in this matter;
- reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- 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;
- scrutiny of inter-corporate loans and investments;
- valuation of undertakings or assets of the Company, wherever it is necessary;
- evaluation of internal financial controls and risk management systems;
- reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
- reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- discussion with internal auditors of any significant findings and follow-up thereon;
- reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- 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;
- reviewing the functioning of the whistle blower mechanism;
- 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;

- reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding ₹1,000,000,000 (Rupees One Thousand Million only) or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments existing as on the date of coming into force of this provision;
 - considering and commenting on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders; and
 - carrying out any other functions required to be carried out by the Audit Committee as may be decided by the Board and/or as provided under the Companies Act, 2013, the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.
- Internal audit reports relating to internal control weaknesses;
 - The appointment, removal and terms of remuneration of the chief internal auditor; and
 - Statement of deviations in terms of the SEBI Listing Regulations:
 - a. 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;
 - b. annual statement of funds utilised for purposes other than those stated in the offer document/ prospectus/ notice in terms of the SEBI Listing Regulations.

b. There were five (5) Audit Committee Meetings held during FY 2022-23 as follows:

- 07th May, 2022;
- 10th August, 2022;
- 04th November, 2022;
- 25th January, 2023 and
- 24th March, 2023

The Audit Committee shall mandatorily review the following information:

- Management discussion and analysis of financial condition and results of operations;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;

The composition of the Audit Committee is as per Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Table given below gives details of Composition and the attendance record of the Members of the Audit Committee:

Name of the Members	Designation	Category	No. of Meetings Attended / Held
Mr.Dinesh Madanlal Gupta	Chairman	Independent Director	5/5
Mr.Srinivasan Sridhar	Member	Independent Director	5/5
Mr.Gautam Saraogi	Member	Executive Director	5/5

All the members of the audit committee are financially literate and have relevant finance / accounting exposure.

The Company Secretary acts as the Secretary to the Committee.

4. Nomination and Remuneration Committee

The Board has Nomination and Remuneration Committee, which has been constituted in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (LODR) Regulations, 2015.

a. Terms of reference of Nomination and Remuneration Committee are:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees;
- The Nomination and Remuneration Committee should, for every appointment of an independent director, evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare
 - a description of the role and capabilities required of an independent director. For the purpose of identifying suitable candidates as an independent director, the Committee may:
 - a) use the services of an external agencies, if required;
 - b) consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c) consider the time commitments of the candidates
- Formulation of criteria for evaluation of performance of Independent Directors and the Board;
- Devising a policy on Board diversity;
- 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 shall carry out evaluation of every director's performance (including Independent Director);

- Analysing, monitoring and reviewing various human resource and compensation matters;
- 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;
- 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;
- Recommend to the board, all remuneration, in whatever form, payable to senior management and other staff, as deemed necessary;
- The Nomination and Remuneration Committee, while formulating the Remuneration Policy, should ensure that:
 - a) 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;
 - b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - c) 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.

- perform such functions as are required to be performed by the Nomination and Remuneration Committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as amended,
- frame suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:
 - a) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
 - b) the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, by the trust, the Company and its employees, as applicable.
- carrying out any other activities as may be delegated by the Board of Directors of the Company functions required to be carried out by the Nomination and Remuneration Committee as provided under the Companies Act, 2013, the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

b. During the year under review, two meetings were held on 07th May, 2022 and 10th August 2022.

Table given below gives the details of the Composition and attendance record of the Members of the Nomination and Remuneration Committee:

Name of the Members	Designation	Category	No. of Meetings Attended / Held
Mr.Dinesh Madanlal Gupta	Chairman	Independent Director	2/2
Mr.Srinivasan Sridhar	Member	Independent Director	2/2
Mr.Rahul Saraogi	Member	Non-Executive Non-Independent director	2/2

The Company Secretary of the Company acts as the Secretary of the Committee.

c. Performance Evaluation

The Committee has formulated criteria for performance evaluation of the Board of Directors of the Company. The said criteria forms part of the performance evaluation policy of the Company.

Separate exercise was carried out to evaluate the performance of individual Directors who were evaluated on parameters such as Qualifications, Experience, Knowledge and Competency, Fulfillment of functions, Ability to function as a team, Initiative, Availability & attendance, Commitment, Contribution and Integrity.

The evaluation of the Independent Directors was carried out with additional criteria such as Independence and Independent views and judgement.

The performance evaluation of the Chairman was carried out with further additional criteria such as Effectiveness of leadership and ability to steer the meetings, Impartiality, Commitment and Ability to keep shareholders' interests in mind. The Non-Independent Directors evaluation were carried out by the Independent Directors separately.

The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

d. Independent Director's Meeting

The Independent Directors of the Company had met during the year on 24th March 2023 to review the performance of Non-Independent Directors and the Board as a whole, reviewed the performance of the Chairperson of the Company and also assessed the quality, quantity and timelines of flow of information between the Company management and the Board without the presence of the Non-Independent Director and members of the Management.

e. Remuneration Policy

Your Company has a well-defined Policy for the Remuneration of the Directors, Key Managerial Personnel and other Employees. The Nomination and Remuneration Policy has been formulated to provide a framework for the nomination, evaluation and remuneration of members of the board of directors of the Company (the "Board"), key managerial personnel ("KMPs"), and other employees of the Company. This Policy is guided by the principles and objectives as enumerated in Section 178 (3) of the Companies Act, 2013 and the rules made thereunder, each as amended (the "Act") and Regulation 19 read with Part D of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), to ensure reasonableness and sufficiency of remuneration to attract, retain and motivate competent resources, a clear relationship of remuneration to performance and a balance between rewarding short and long-term performance of the Company. The policy has been placed on the website of the Company at https://cdn.shopify.com/s/files/1/0598/8158/6848/files/POLICY_ON_NOMINATION_REMUNERATION_AND_BOARD_DIVERSITY_b59a9f7f-cd5f-495e-9660-cbb14a882ed1.pdf?v=1657891554

Nomination and Remuneration Committee (NRC) recommends the remuneration to be paid to the executive directors, non-executive director, Independent Director and KMPs to the Board for their approval.

The NRC while deciding the basis for determining the compensation, both fixed and variable takes into consideration various factors such as Director's participation in Board and Committee Meetings during the year, other responsibilities undertaken, such as Membership or Chairmanship of Committees, time spent in carrying out other duties, role and functions as envisaged in Schedule IV of the Act and Listing Regulations and such other factors as the NRC may deem fit.

The level and composition of remuneration so determined by the Committee is reasonable and sufficient to attract, retain and motivate directors, Key Managerial Personnel and Senior Management Personnel of the quality required to run the Company successfully. The relationship of remuneration to performance is clear and meets the appropriate performance benchmarks.

f. Non-Executive and Independent Directors Compensation

No compensation or sitting fees is being paid to Non-Executive Non-Independent Directors.

Independent Directors are paid remuneration by way of Independent Director fees. The remuneration is a fixed fee and determined by the Committee and recommended to the Board for its approval.

The remuneration payable, by the Company to Independent Directors are subject to the conditions specified in the Act and the SEBI Listing Regulations including in terms of monetary limits, approval requirements and disclosure requirements.

All Directors are entitled to be paid all travelling and other expenses they incur for attending to the Company's affairs.

g. Executive Directors' Remuneration

The compensation paid to the executive directors (including managing director) is within the scale approved by the shareholders. The elements of the total compensation, approved by the NRC are also within the overall limits specified under the Act.

The elements of compensation of the executive directors are decided by the Board from time to time. In case of inadequacy of profit in any financial year, the remuneration payable to the executive directors shall be further subject to the relevant provisions of the Act.

Executive directors are not paid sitting fees for any Board/ committee meetings attended by them.

5. Stakeholders' relationship committee:

The scope and functions of the Stakeholder Relationship Committee are in accordance with Section 178 of the Companies Act, 2013 and the SEBI Listing Regulations and its terms of reference as stipulated by the Board are set forth below:

a. Terms of reference for Stakeholders' Relationship Committee are:

- considering and looking into various aspects of interest of shareholders, debenture holders and other security holders
- resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;
- giving effect to allotment of Equity Shares, approval of transfer or transmission of Equity Shares, debentures or any other securities;
- issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.;
- review of measures taken for effective exercise of voting rights by shareholders;

- review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent;
- review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company; and
- carrying out any other functions required to be carried out by the Stakeholders' Relationship Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

There was one (1) Stakeholders' Relationship Committee Meeting held during FY 2022 -23 on 25th January 2023.

Table given below gives the details of Composition and attendance record of the Members of the Stakeholders' Relationship Committee:

Name of the Members	Designation	Category	No. of Meetings Attended / Held
Mr.Rahul Saraogi	Chairman	Non-Executive Non-Independent director	1/1
Ms.Rohini Manian	Member	Independent Director	1/1
Mr.Gautam Saraogi	Member	CEO and Executive Director	1/1
Mr.Ravi shankar Venkataraman Ganapathy Agrapharam*	Member	Non-Executive Non-Independent Nominee director	1/1

*resigned w.e.f 12th June 2023

During the year the Company received 71 complaints, which were resolved. No pending complaints as on 31st March 2023.

The Company Secretary acts as the Secretary of the Committee.

6. Risk Management Committee:

As per Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and provisions of Companies Act, 2013, as amended which requires the Company to lay down procedures about risk assessment and risk minimization, the Risk Management Committee was constituted pursuant to resolution passed by the Board at its meeting held on August 09, 2021.

a. The scope and functions of the Risk Management Committee are in accordance with the SEBI Listing Regulations and its terms of reference as stipulated by the Board are set forth below:

- Formulation of a detailed risk management policy which shall include:
 - a. a framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Risk Management Committee;
 - b. measures for risk mitigation including systems and processes for internal control of identified risks; and
 - c. business continuity plan;
- Ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- Monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- Periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity, and recommend for any amendment or modification thereof, as necessary;
- Keep the Board of directors of the Company informed about the nature and content of its discussions ,recommendations and actions to be taken;
- Review the appointment, removal and terms of remuneration of the Chief Risk Officer (if any);
- To implement and monitor policies and/or processes for ensuring cyber security; and
- Any other similar or other functions as may be laid down by Board from time to time and/or as may be required under applicable law, as and when amended from time to time, including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

b. There were Two (2) Risk Management Committee Meetings held during FY 2022 -23 on 30th July 2022 and 09th December 2022

Table given below gives the details of Composition and attendance record of the Members of the Risk Management Committee:

Name of the Members	Designation	Category	No. of Meetings Attended / Held
Mr.Gautam Saraogi	Chairman	CEO and Executive Director	2/2
Mr.Rahul Saraogi	Member	Non-Executive Non-Independent director	2/2
Mr.Srinivasan Sridhar	Member	Independent Director	2/2
Mr.R.Mohan	Member	Chief Financial Officer	2/2

The Company Secretary acts as the Secretary of the Committee.

7. Corporate Social Responsibility (CSR) Committee:

The Corporate Social Responsibility Committee was constituted as per the Companies Act, 2013. The scope and functions of the Corporate Social Responsibility Committee are in accordance with Section 135 of the Companies Act, 2013 and its terms of reference as stipulated pursuant to resolution passed by the Board are set forth below.

a. Terms of reference of CSR Committee are:

- 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, as amended and the
- rules made thereunder, as amended, monitor the implementation of the same from time to time, and make any revisions therein as and when decided by the Board;
- review and recommend the amount of expenditure to be incurred on the activities referred to in clause (1);
- monitor the corporate social responsibility policy of the Company and its implementation from time to time; and
- 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/or as may be required under applicable law, as and when amended from time to time.

b. 2 (Two) Corporate Social Responsibility Committee Meetings were held during FY 2022-23 on 04th May 2022 and 24th March 2023.

Table given below gives the details of Composition and attendance record of the Members of the Corporate Social Responsibility Committee:

Name of the Members	Designation	Category	No. of Meetings Attended / Held
Mr.Gautam Saraogi	Chairman	CEO and Executive Director	2/2
Mr.Prakash Kumar Saraogi	Member	Managing Director	2/2
Mr.Rahul Saraogi	Member	Non-Executive Non-Independent director	1/2
Mr.Dinesh Madanlal Gupta	Member	Independent director	2/2

The Company Secretary acts as the Secretary of the Committee.

8. Initial Public Offer (IPO) Committee:

The Initial Public Offer (IPO) Committee was constituted pursuant to a circular resolution passed by the Board on 08th July 2021 for the purpose of giving effect to the proposed Offer and listing the Equity Shares on one or more of the recognised stock exchanges in India and its terms of reference as stipulated by the Board are set forth below.

- to decide in consultation with the BRLMs the actual size of the Offer and taking on record the number of equity shares, having face value of ₹10 per equity share (the "Equity Shares"), and/or reservation on a competitive basis, and/or any rounding off in the
- event of any oversubscription and/or any discount to be offered to retail individual bidders or eligible employees participating in the Offer and all the terms and conditions of the Offer, including without limitation timing, opening and closing dates of the Offer, price band, allocation/allotment to eligible persons pursuant to the Offer, including any anchor investors, and to accept any amendments, modifications, variations or alterations thereto;
- make applications to the Securities and Exchange Board of India ("SEBI"), Insurance Regulatory and Development Authority of India, Reserve Bank of India, or to any other statutory or governmental

authorities in connection with the Offer as may be required and accept on behalf of the Board such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions as may be required;

- To approve and file the draft red herring prospectus ("DRHP") with the SEBI, the red herring prospectus ("RHP") and prospectus ("Prospectus") with the Registrar of Companies, Tamil Nadu at Chennai and thereafter with SEBI and the relevant stock exchanges and the preliminary and final international wrap (including amending, varying, supplementing or modifying the same, or providing any notices, addenda, or corrigenda thereto, together with any summaries thereof as may be considered desirable or expedient) in relation to the Offer as finalised by the Company, therein;
- To decide in consultation with the book running lead managers ("BRLMs") on the timing, pricing and all the terms and conditions of the Offer, including the price band, Offer price, Offer size and to accept any amendments, modifications, variations or alterations thereto;
- To appoint and enter into arrangements with the BRLMs, underwriters to the Offer, syndicate members to the Offer, brokers to the Offer, escrow collection bankers to the Offer, registrars, legal advisors, advertising agency and any other agencies or persons or intermediaries to the Offer and to negotiate and finalise the terms of their appointment;
- To negotiate, finalise, sign, execute and deliver or arrange the delivery of the offer agreement, syndicate agreement, cash escrow and sponsor bank agreement, underwriting agreement, agreements with the registrar to the Offer, monitoring agency and the advertising agency(ies) and all other agreements, documents, deeds, memorandum of understanding and other instruments whatsoever with the registrar to the Offer, monitoring agency, legal advisors, auditors, Stock Exchanges, BRLMs and other agencies/ intermediaries in connection with Offer with the power to authorize one or more officers of the Company to execute all or any of the aforesaid documents;
- To invite the existing shareholders of the Company to participate in the Offer to offer for sale Equity Shares held by them at the same price as in the Offer.
- To take all actions as may be necessary and authorised in connection with the offer for sale and to approve and take on record the approval of the selling shareholder(s) for offering their Equity Shares in the Offer for Sale and transfer of Equity Shares in Offer for Sale;
- To negotiate, finalise and settle and to execute where applicable and deliver or arrange the delivery of the DRHP, RHP, the Prospectus, the preliminary international wrap and final international wraps, Offer agreement, share escrow agreement, syndicate agreement, underwriting agreement, cash escrow and sponsor bank agreement, agreements with the registrar and the advertising agency and all other documents, deeds, agreements and instruments and any notices, supplements and corrigenda thereto, as may be required or desirable in relation to the Offer;
- To open with the bankers to the Offer such accounts as may be required by the regulations issued by SEBI;
- To seek, if required, the consent of the lenders to the Company or industry data providers and/ or any/all concerned government and regulatory authorities in India, and/or any other approvals, consents or waivers from parties with whom the Company has entered into various commercial and other agreements, and any other consents that may be required in relation to the Offer;
- To open and operate bank accounts in terms of the cash escrow and sponsor bank agreement with a scheduled bank to receive applications along with application monies, handling refunds and for the purposes set out in Section 40(3) of the Companies Act, 2013, as amended, in respect of the Offer, and to authorise one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;
- To approve any corporate governance requirements that may be considered necessary by the Board or the IPO Committee or as may be required under the applicable laws or the uniform listing agreement to be entered into by the Company with the relevant stock exchanges, and to approve policies to be formulated under the Companies Act, 2013, as amended and the regulations prescribed by SEBI including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (given the proposing listing of the Company);
- To approve expenditure and payment of fees, commission, remuneration and expenses in connection with the Offer;
- To determine and finalise the bid opening and bid closing dates (including bid opening and bid closing dates for anchor investors), the floor price/price band for the Offer (including anchor investor offer price), approve the basis of allotment and confirm allocation/allotment of the Equity Shares to various categories of persons as disclosed in the DRHP, the RHP and the Prospectus, in consultation with the BRLMs and do all such acts and things as may

be necessary and expedient for, and incidental and ancillary to the Offer including any alteration, addition or making any variation in relation to the Offer;

- To issue allotment letters/confirmation of allotment notes with power to authorise one or more officers of the Company to sign all or any of the aforesaid documents;
- To authorize and approve notices, advertisements in relation to the Offer in consultation with the relevant intermediaries appointed for the Offer;
- To approve the code of conduct, suitable insider trading policy, whistle blower/vigil mechanism policy, risk management policy and other corporate governance requirements considered necessary by the Board or the IPO Committee or as required under applicable law;
- To do all such acts, deeds, matters and things and execute all such other documents, etc., deem necessary or desirable for such purpose, including without limitation, finalise the basis of allocation and to allot the shares to the successful allottees as permissible in law, issue of share certificates in accordance with the relevant rules;
- To do all such acts, deeds and things as may be required to dematerialise the Equity Shares and to sign agreements and/or such other documents with agencies, authorities or bodies as may be required in this connection;
- To withdraw the DRHP, RHP and the Offer at any stage in consultation with the BRLMs, if deemed necessary;
- To submit undertaking/certificates or provide clarifications to the SEBI, Registrar of Companies and the relevant stock exchange(s) where the Equity Shares are to be listed;
- To negotiate, finalise, sign, execute, deliver and complete any and all notices, offer documents (including DRHP, RHP and Prospectus) agreements, letters, applications, other documents, papers or instruments (including any amendments, changes, variations, alterations or modifications thereto) on behalf of the selling shareholder (as maybe applicable), as the case may be, in relation to the Offer;
- To make applications for listing of the Equity Shares in one or more stock exchange(s) and to execute and to deliver or arrange the delivery of necessary documentation to the concerned stock exchange(s);
- To settle all questions, difficulties or doubts that may arise in regard to such issues or allotment and matters incidental thereto as it may deem fit and to delegate such of its powers as may be deemed necessary to the officials of the Company; and
- To authorize and empower officers of the Company (each, an "Authorized Officer"), for and on behalf of the Company, to execute and deliver, on a several basis, any declarations, affidavits, certificates, consents, agreements and arrangements as well as amendments or supplements thereto as may be required from time to time or that the Authorized Officers consider necessary, appropriate or advisable, in connection with the IPO, including, without limitation, engagement letter(s), memoranda of understanding, the listing agreements, the registrar's agreement, the depositories agreements, the issue agreement with the BRLMs (and other entities as appropriate), the underwriting agreement, the syndicate agreement, the escrow agreement and confirmation of allocation notes, with the BRLMs, lead manager, syndicate members, bankers to the IPO, registrar to the IPO, bankers to the Company, managers, underwriters, guarantors, escrow agents, accountants, auditors, legal counsels, depositories, trustees, custodians, advertising agencies, and all such persons or agencies as may be involved in or concerned with the Offer, if any and to do or cause to be done any and all such acts or things that the Authorized Officer may deem necessary, appropriate or desirable in order to carry out the purpose and intent of the foregoing resolutions for the Offer and any such agreements or documents so executed and delivered and acts and things done by any such Authorized Officer shall be conclusive evidence of the authority of the Authorized Officer and the Company in so doing.

The Company Secretary acts as the Secretary of the Committee.

No IPO Committee Meetings were held during FY 2022-23.

9. Details of Remuneration paid to Directors

- a. The annual remuneration package of Executive Directors comprises a fixed salary component which is as follows:

Sr. No	Particulars of Remuneration	Mr. Prakash Kumar Saraogi	Mr. Gautam Saraogi
1.	Designation	Managing Director	Executive Director & CEO
2.	Tenure / Service Contract	30th June 2021 to 29th June 2026	30th June 2021 to 29th June 2026
3.	Notice Period	As per policy of the Company - 3 months' notice period or such shorter period as may be mutually agreed	
4.	Gross Salary (In ₹)		
	a) Salary as per the provisions contained in section 17(1) of the Income-tax Act, 1961	1,32,00,000	90,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		
	(c) Profits in lieu of salary under section 17(3) of Income-tax Act, 1961		
5.	Stock Option	-	-
6.	Sweat Equity	-	-
7.	Commission	-	-
	- As % of profit		
	- Others, If any		
8.	Others	-	-
9.	Total (in ₹)	1,32,00,000	90,00,000

There is no separate provision for payment of severance pay.

- b. Payment to Non- Executive Independent Directors

The remuneration of Non-Executive Independent Directors is given in the Table below:

Name	Sitting fees	Independent Director fee (in ₹)	Total (in ₹)
Mr.Srinivasan Sridhar	0	18,00,000	18,00,000
Mr.Dinesh Madanlal Gupta	0	6,00,000	6,00,000
Ms.Rohini Manian	0	6,00,000	6,00,000

10. General Body meetings:

- a. The details of the Annual General Meetings held in the last three years are as follows:

Financial Year	Location of the Meeting	S.No. Of Meeting	Date & Time
2021	Through Video Conferencing The Registered office i.e.,Sathak Center, No.4, 5th Floor, Nungambakkam, Chennai - 600 034 was the deemed venue	12th AGM	12th September 2022, Monday, 10.00 A.M.
2020	Through Video Conferencing The Registered office i.e.,Sathak Center, No.4, 5th Floor, Nungambakkam, Chennai - 600 034 was the deemed venue	11th AGM	01st July 2021, Thursday, 10.00 A.M.
2019	Through Video Conferencing The Registered office i.e.,Sathak Center, No.4, 5th Floor, Nungambakkam, Chennai - 600 034 was the deemed venue	10th AGM	09th October 2020, Friday 11.00 A.M

b. The details of Special Resolutions passed in AGM in the last 3 years are as follows:

AGM	Date	Particulars
AGM	12th September, 2022	<ul style="list-style-type: none"> Approval from members for the nomination of one investor Nominee Director as required under clause 105A of Articles of Association of the company. Increase in payment of remuneration by way of Independent Director fess to Mr.Srinivasan Sridhar (DIN: 00004272), Non-Executive Director for the financial Year 2022-23, above fifty percent of the total annual remuneration payable to all the non- Executive Directors of the company. Reclassification of Authorised share capital and consequent alteration of Memorandum of Association.
AGM	01st July, 2021	<ul style="list-style-type: none"> Conversion from a private limited company to a public limited company. Appointment of Mr.Dinesh Madanlal Gupta (DIN:00126225) as Independent Director. Appointment of Ms.Rohini Manian (DIN:07284932) as Independent Director. Appointment of Mr.Prakash Kumar Saraogi as Managing Director and Whole-time Key Managerial Personnel. Appointment of Mr.Gautam Saraogi as Executive Director & CEO.

No special resolution was passed by the shareholders of the company through postal ballot during the year 2022-23. At present, the Company has no proposal to pass any special resolution through postal ballot.

11. Means of Communication:**Website, News & Events**

Subsequent to the listing of the Company on 30th November 2021, the Company has been undertaking dissemination of information in line with the Listing Regulations on its website at <https://gocolors.com/pages/investor-relations>

The quarterly, half-yearly and yearly results are sent to the Stock Exchanges where the shares of the Company are listed. The results are normally published in "Financial Express" (English Daily) and "Makkal Kural" (Tamil Daily). The results are displayed on the Company's website at <https://gocolors.com/pages/investor-relations> along with press releases and investor presentations made to institutional investors and/or analysts.

12. General Shareholder Information

Annual General Meeting	Tuesday 05th September 2023, 9.30 a.m Through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") The Registered office i.e., Sathak Center, No.4, 5th Floor, Nungambakkam, Chennai - 600 034 shall be the deemed venue of the meeting
Financial calendar For the financial year 2023-24, the interim results will be announced as follows:	
30th June 2023	On or before 14th August 2023
30th September 2023	On or before 14th November 2023
31st December 2023	On or before 14th February 2024
31st March 2024	On or before 30th May 2024
Date of Book Closure	The period of book closure is fixed from Wednesday, 30th August 2023 to Tuesday, 5th September 2023 (both days inclusive)
Dividend Payment date	No dividend is proposed to be declared at the forth coming Annual General Meeting.
Listing of Equity shares on stock exchange	<ol style="list-style-type: none"> National Stock Exchange of India Limited (NSE) Exchange Plaza, 5th Floor, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051 Bombay Stock Exchange (BSE) P.J. Towers, Dalal Street, Mumbai - 400 001 . <p>The Annual Listing fees in respect of both the Stock Exchanges have been paid.</p>

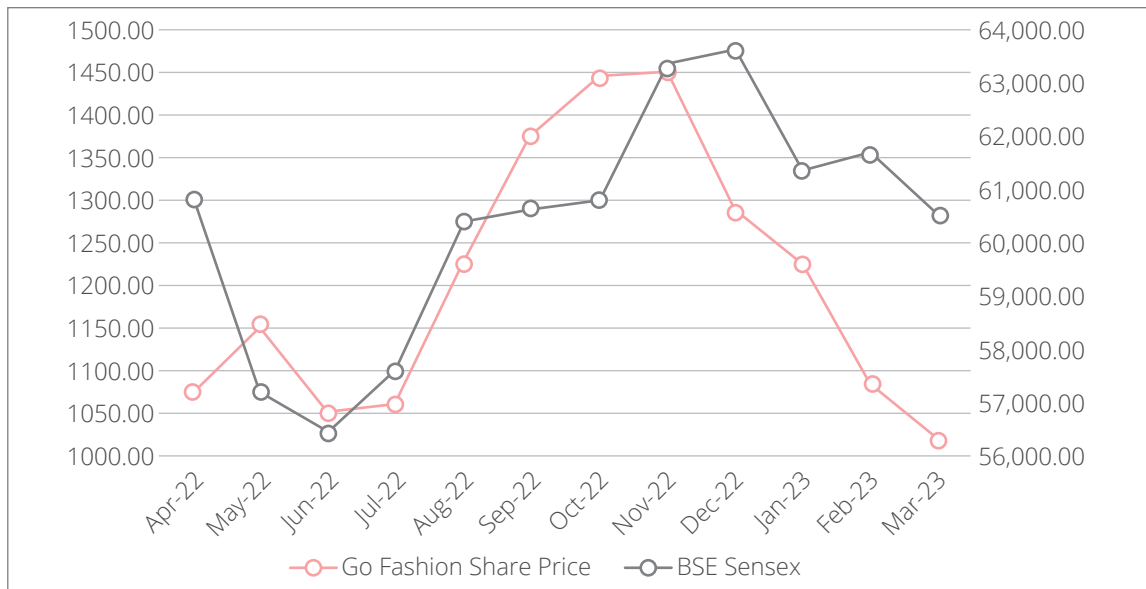
Stock code (BSE)	543401
Scrip code (NSE)	GOCOLORS
ISIN Number (for Demat Trading)	INE0BJS01011
Depository Connectivity	NSDL & CDSL
Market Price data	Ref Table – I
Performance in Comparison to Sensex and Nifty	Ref Table – II
In case the securities are suspended from trading, the directors report shall explain the reason thereof	Not Applicable
Registrar and the share transfer agent	M/s. Kfin Technologies Limited (Formerly known as Kfin Technologies Private Limited), having its registered office at Selenium Building, Tower-B, Plot No. 31 &32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana – 500032
Share Transfer System	The Company's shares are compulsorily traded in dematerialised form. In the case of transfers in physical form which are lodged at the Registrar and Transfer Agent's office, these are processed within a maximum period of 15 days from the date of receipt.
Distribution of Shareholding	Ref Table - III
Non-Convertible Debentures (NCDs)	The Company has not issued NCDs.
Details of the outstanding ADRS / GDRS / Warrants or convertible instruments	NA
Unclaimed Dividend and IEPF shares	NA
Commodity price risk or foreign exchange risk and hedging activities	NA
Warehouse locations	<ul style="list-style-type: none"> Tirupur - S.F.No.155/2, Punjai, Pongupalayam Village, Tirupur Taluk, Avinashi Sub Registration District, Coimbatore Registration District Thane - Building no. A/12, Mumbai Nashik Highway, Opposite Tata Amantra, Pimplas, Bhiwandi, Thane District, Maharashtra
Company Secretary and Compliance Officer	Ms.V.Gayathri
Address for Correspondence	<p>Registered Office: Ms. V.Gayathri, Company Secretary & Compliance Officer, Go Fashion (India) Ltd., No. 4, 5th Floor, Sathak Center, Nungambakkam High Road, Chennai - 600034 Ph: 044-42 111 777 E mail id: investor.relations@gocolors.com</p> <p>Kfin Technologies Limited Registrar and Share Transfer Agents Selenium Building, Tower-B, Plot No. 31 & 32 Financial District, Nanakramguda, Serilingampally Hyderabad, Rangareddi, Telangana - 500032 Tel No: 040-67162222 E mail ID: einward.ris@kfintech.com Website: www.kfintech.com</p>
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 details of Credit ratings obtained by the entity, forms part of the Board's report.

TABLE - I

	BSE LIMITED		BSE SENSEX		NATIONAL STOCK EXCHANGE OF INDIA LIMITED		NIFTY 50	
	High (in ₹)	Low (in ₹)	High	Low	High (in ₹)	Low (in ₹)	High	Low
April 22	1073.90	976.10	60,845.10	56,009.07	1074.00	976.00	18,114.65	16,824.7
May 22	1156.00	910.00	57,184.21	52,632.48	1156.80	903.00	17,132.85	15,735.75
June 22	1050.00	874.70	56,432.65	50,921.22	1049.00	874.00	16,793.85	15,183.4
July 22	1058.00	958.95	57,619.27	52,094.25	1060.00	960.00	17,172.8	15,511.05
August 22	1223.35	1025.00	60,411.20	57,367.47	1224.00	1046.35	17,992.2	17,154.8
September 22	1373.90	1146.35	60,676.12	56,147.23	1374.60	1145.00	18,096.15	16,747.7
October 22	1444.30	1286.10	60,786.70	56,683.40	1445.00	1287.00	18,022.8	16,855.55
November 22	1450.00	1114.05	63,303.01	60,425.47	1453.00	1115.00	18,816.05	17,959.2
December 22	1285.95	1100.45	63,583.07	59,754.10	1268.30	1100.60	18,887.6	17,774.25
January 23	1225.75	1026.30	61,343.96	58,699.20	1227.85	1031.00	18,251.95	17,405.55
February 23	1084.95	876.15	61,682.25	58,795.97	1077.80	876.05	18,134.75	17,255.2
March 23	1019.10	896.35	60,498.48	57,084.91	1020.40	924.30	17,799.95	16,828.8

TABLE - II

Share price movement in comparison with SENSEX



Share price movement in comparison with NIFTY 50



TABLE – III
Distribution of Shareholding as on 31st March 2023

Number of Shares held	Number of Folios	Number of Shares held	% of Shareholding
1-5000	29870	9,03,755	98.3634
5001- 10000	228	1,63,707	0.7508
10001- 20000	112	1,59,391	0.3688
20001- 30000	30	75,527	0.0988
30001- 40000	16	57,089	0.0527
40001- 50000	7	32,188	0.0231
50001- 100000	20	1,33,969	0.0659
100001& Above	84	5,24,83,358	0.2766
Total	30,367	5,40,08,984	100.00

TABLE IV
Categories of Shareholders as on 31st March 2023

Category	No. of Shares of ₹ 10 each	% of Shareholding
Promoter & Promoter Group	2,85,08,648	52.78
Clearing Members	4,036	0.01
Bodies Corporate (including Foreign Bodies Corporate)	57,46,961	10.64
Mutual Funds	1,30,35,769	24.14
Non-Resident Indians	78,188	0.01
Foreign Portfolio Investors	34,53,585	6.40
Alternate Investment Funds	1,95,415	0.36
Individuals	12,38,227	2.29
Others	17,48,155	3.24
Total	5,40,08,984	100.00

Table V
Dematerialisation of Shares

As on 31st March 2023, the breakup of the total shares of your Company was as under:

Particulars	No. of shares	Percentage of Total Number of Shares
Held in dematerialized form in CDSL	9,28,459	1.7191
Held in dematerialized form in NSDL	5,30,80,524	98.2809
Physical	1	0.00
Total	5,40,08,984	100.00

13. Reconciliation of Share Capital Audit

Quarterly audit was conducted by a Practising Company Secretary, reconciling the issued and listed capital of the company with the aggregate of the number of shares held by investors in physical form and in the depositories and the said certificates were submitted to the stock exchanges within the prescribed time limit. As on 31st March 2023, there was no difference between the issued and listed capital and the aggregate of shares held by investors in both physical form and in electronic form.

5,40,08,983 equity shares representing 99.99% of the paid-up equity capital are in dematerialised form as on 31st March 2023.

14. IEPF Shares

In accordance with the provisions of Sections 124 and 125 of the Act and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), dividend of a Company which remain

unpaid or unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account shall be transferred by the Company to the Investor Education and Protection Fund ("IEPF").

In terms of the foregoing provisions of the Act, there is no dividend which remains outstanding or remains to be paid and required to be transferred to the IEPF by the Company during the year ended 31st March 2023.

15. Other Disclosures

a. Related Party Transactions

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the financial year were in the ordinary course of business and on an arm's length pricing basis.

There was no materially significant related party transaction having potential conflict with

the interests of the Company during the year. Transactions with related parties, as per the requirements of Indian Accounting Standard 24, are disclosed in the notes to accounts annexed to the financial statements.

In terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has obtained prior approval of the Audit Committee for entering into transactions with related parties. The approved policy for related party transactions has been uploaded on the Company's website at https://cdn.shopify.com/s/files/1/0598/8158/6848/files/RELATED_PARTY_TRANSACTION_POLICY_0e38f2fa-659c-4719-b2bc-ccd1f0d43a18.pdf?v=165789155

b. Details of non-compliance

There have been no instances of non-compliance by the company on any matters related to the capital markets, nor any penalty/strictures been imposed on the company by the Stock Exchanges or SEBI or any other statutory authority on such matters. The disclosure of compliances with respect to Corporate Governance requirements as specified in Regulation 17 to 27 and sub-regulation (2) of Regulation 46 is made in the Corporate Governance Report.

c. Vigil mechanism / Whistle Blower Policy

The Company has formulated a Whistle Blower Policy and has established a mechanism for Directors / Employees to report concerns about unethical behaviour, actual or suspected fraud, or violation of the code of conduct or ethics policy.

The Vigil Mechanism / Whistle Blower Policy broadly covers a detailed process for reporting, handling and investigation of fraudulent activities and providing necessary protection to the employees who report such fraudulent activities/unethical behaviour. All suspected violations and Reportable Matters are reported to the Chairman of the Audit Committee directly. The company affirms that no personnel have been denied access to the Audit Committee.

Further details are available in the Whistle Blower policy of the Company posted in Company Website at https://cdn.shopify.com/s/files/1/0598/8158/6848/files/VIGIL_MECHANISM_POLICY_430ba70d-4385-4e86-b407-aa16b8610e2b.pdf?v=1657891554

d. Compliance with Mandatory Requirements

Post listing of shares of the Company on 30th November, 2021, your Company has complied with all the mandatory requirements of the Listing Regulations relating to Corporate Governance.

The Company also fulfilled the following non-mandatory requirements as specified in Part E of the Schedule II of the SEBI Listing Regulations:

Regarding compliance with non-mandatory requirements, the following is the status:

- Chairman of the Board – Separate Office for chairperson is not provided at the registered office of the company.
- Shareholders' Rights – Half-yearly declaration of financial performance are not currently sent to each of the household of Shareholders but are published in terms of Regulation 47(3) of Listing Regulations in newspapers and also sent to the Stock Exchanges. Besides, all the Quarterly / Half-yearly / annual financial results are published on the Company's website.
- Modified opinion in Audit Report: During the year under review, there was no audit qualification in the Independent Auditor's Report on the Company's financial statements. The Company continues to adopt best practices to ensure a regime of unqualified financial statements.
- Separate posts of Chairperson, Managing Director and Chief Executive Officer – currently the posts of Chairperson, Managing Director and Chief Executive Officer are held by different persons.
- Reporting of internal Auditor – Internal Auditors of the Company are not directly reporting to the Audit Committee. However, Internal Auditors are making quarterly reports to the committee and they are invited for all the Audit Committee meetings.

e. Web Link Where Policy for Determining 'Material' Subsidiary is Disclosed

The Company has formulated a Policy for Determining Material Subsidiaries and the same is available on the Company's website: https://cdn.shopify.com/s/files/1/0598/8158/6848/files/POLICY_ON_MATERIAL_SUBSIDIARIES_6ecfa01e-e68b-4622-8058-b3187ece8743.pdf?v=1657891555

The Company does not have any material subsidiary.

f. Disclosure of commodity price risks and commodity hedging activities:

The Company has not entered into any commodity hedging activities.

g. Details of Utilization of Funds Raised Through Initial Public Offer

A detailed table showing the utilization of funds raised through IPO forms part of the Board's report.

h. Certificate from Practising Company Secretary confirming Directors are not debarred / disqualified.

A Certificate from a Company Secretary in Practice has been obtained (Annexure IV) confirming that none of the Directors on the board of the company have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such Statutory Authority.

i. Confirmation by the Board of Directors-acceptance of recommendation of mandatory Committees

In terms of the amendments made to the SEBI Listing Regulations, the Board of Directors confirm that during the year, it has accepted all recommendations received from its mandatory committees.

j. Statutory Auditor Fee Particulars

M/s. Deloitte, Haskins and Sells LLP, Chartered Accountants are the Statutory Auditors of the Company. The total fee paid for the year 2022 -23 to Statutory Auditors is given below:

S. No.	Description of the Service	Fees (₹ in lakhs)
(i)	Statutory Audit	27.50
(ii)	Limited Review Report	12.00
(iii)	Other Certification charges	5.00
	Total	44.50

k. Disclosure as required under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Company has constituted Internal Complaints Committee (ICC) to consider and resolve all sexual harassment complaints under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The details of sexual harassment complaints for the year ended 31st March 2023 are furnished as under:

Particulars	No. of complaints
Number of complaints filed during the financial year	Nil
Number of complaints disposed of during the financial year	Nil
Number of complaints pending as on end of the financial year	Nil

l. Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount

Not Applicable

m. 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

n. In the preparation of financial statement there is no differential treatment from the prescribed Accounting Standards.

o. Certificate from Practicing Company Secretary, confirming the compliance with all the conditions of Corporate Governance as stipulated in SEBI (LODR) 2015 forms part of this report

p. Report on Corporate Governance

This Chapter read together with the “Annexure V to Corporate Governance”, constitutes the Compliance Report on Corporate Governance for 2022-23 .

This Corporate Governance Report of the Company for the financial year ended 31st March 2023 is in compliance with the requirements of Corporate Governance under the Listing Regulations, as applicable.

The Company has complied with all the applicable requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations, to the extent applicable.

q. Chief Executive Officer & Chief Financial Officer Certification

The Chief Executive Officer and Chief Financial Officer of the Company have given annual certificate on financial report and internal controls to the Board in terms of Regulation 17(8) of the Listing Regulations and the said certificate is annexed with this report as Annexure VI.

The Chief Executive Officer and Chief Financial Officer also jointly issued a quarterly compliance certificate on financial results and place the same before the Board in terms of Regulation 33(2) of the Listing regulations.

Declaration

We, Prakash Kumar Saraogi, Managing Director and Gautam Saraogi, Executive Director & Chief Executive Officer of Go Fashion (India) Limited, hereby declare that all the members of the Board of Directors and the Senior Management Personnel have affirmed compliance with the Code of Conduct for the year ended 31st March 2023.

On behalf of the Board of Directors
For Go Fashion (India) Limited
 (formerly known as
 Go Fashion (India) Private Limited)

Mr. Prakash Kumar Saraogi
 Managing Director
 DIN: 00496255

Mr. Gautam Saraogi
 ED & CEO
 DIN: 03209296

Place: Chennai
 Date: 31st July 2023

Annexure IV**Certificate of Non-Disqualification of Directors**

Pursuant to Regulation 34 (3) read with Schedule V Para-C Sub clause (10) (i) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended

The Members

GO FASHION (INDIA) LIMITED

CIN:L17291TN2010PLC077303

Sathak Center,

5th Floor New No.4, Old No.144/2,

Nungambakkam High Road,

Chennai - 600034

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of GO FASHION (INDIA) LIMITED [Formerly known as GO FASHION (INDIA) PRIVATE LIMITED] (CIN:L17291TN2010PLC077303) having its Registered Office at Sathak Center, 5th Floor New No.4, Old No.144/2, Nungambakkam High Road, Chennai - 600034 (hereinafter referred to as "The Company") produced before us by the Company for the purpose of issuing this certificate, in accordance with Regulation 34 (3) read with Schedule V Part-C Sub clause 10 (i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015.

In our opinion and to the best of our knowledge and according to the verifications (including Director Identification Number (DIN) Status at the portal www.mca.gov.in) and based on such examination as well as information and explanations furnished to us, which to the best of our knowledge and belief were necessary for the purpose of issue of this certificate and based on such verification as considered necessary, we hereby certify that None of the Directors as stated below on the Board of the Company as on 31st March 2023 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India /Ministry of Corporate Affairs or any such other statutory authority.

S. No	Name of the Director	Designation	DIN	Date of Appointment
1.	Srinivasan Sridhar	Non-Executive - Independent Director - Chairman	00004272	22/07/2021
2.	Prakash Kumar Saraogi	Executive Director, Managing Director	00496255	09/09/2010
3.	Gautam Saraogi	Executive Director and Chief Executive Officer	03209296	09/09/2010
4.	Rahul Saraogi	Non-Executive - Non Independent Director	00496259	09/09/2010
5.	Ravi Shankar Venkataraman Ganapathy Agraharam	Non-Executive - Nominee Director	02604007	02/12/2014
6.	Dinesh Madanlal Gupta	Non-Executive - Independent Director	00126225	30/06/2021
7.	Rohini Manian	Non-Executive - Independent Director	07284932	30/06/2021

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

For R.SRIDHARAN & ASSOCIATES
COMPANY SECRETARIES

CS R.SRIDHARAN

FCS No. 4775

CP No. 3239

PR NO.657/2020

UIN:S2003TN063400

UDIN: F004775E000700602

Place : Chennai

Date : 31st July, 2023

Annexure V

Corporate Governance Certificate

The Members

GO FASHION (INDIA) LIMITED

CIN: L17291TN2010PLC077303

Sathak Center, 5th Floor,

New No.4, Old No.144/2, Nungambakkam High Road,

Chennai – 600034

We have examined documents, books, papers, minutes, forms and returns filed and other relevant records maintained by GO FASHION (INDIA) LIMITED [Formerly known as GO FASHION (INDIA) PRIVATE LIMITED],(CIN:L17291TN2010PLC077303) [hereinafter referred to as “the Company”]having its Registered Office at Sathak Center, 5th Floor, New No.4, Old No.144/2, Nungambakkam High Road, Chennai – 600034,for the purpose of certifying compliance of the conditions of Corporate Governance under Regulations 17 to 27 and clauses (b) to (i) and (t) of regulation 46(2) and para C, D and E of Schedule V and Regulation 34(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (hereinafter called “SEBI (LODR) Regulations 2015”)for the financial year ended 31st March, 2023. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of certification.

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

In our opinion and on the basis of our examination of the records produced, explanations and information furnished, we certify that the Company has complied regarding the conditions of Corporate Governance as stipulated in Regulations 17 to 27 and clauses (b) to (i) and (t) of regulation 46(2) and para C, D and E of Schedule V and Regulation 34(3)of SEBI (LODR) Regulations 2015 for the financial year ended 31st March, 2023.

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.

For R Sridharan & Associates

Company Secretaries

CS R Sridharan

FCS No. 4775

CP No. 3239

PR No.657/2020

UIN: S2003TN063400

UDIN: F004775E000700591

Place: Chennai

Date : 31st July, 2023

Annexure VI

CEO and CFO Certificate

Under Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015

To,
The Board of Directors,
Go Fashion (India) Limited

We, Gautam Saraogi – CEO and R.Mohan – CFO of Go Fashion (India) Limited, to the best of our knowledge and belief, certify that:

- A. We have reviewed the Audited financial statements and cash flow statement of Go Fashion (India) Limited for the year ended March 31st, 2023 and;
 - (1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) These statements together present a true and fair view of the listed entity'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 listed entity during the year ended March 31st, 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 listed entity pertaining to financial reporting and we have disclosed to the auditors and the Audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit Committee
 - (1) Significant changes in internal control over financial reporting during the year;
 - (2) Significant changes in accounting policies during the year and that the same have 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 the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

(Gautam Saraogi)
Executive Director & CEO
DIN: 03209296

(R Mohan)
Chief Financial officer

Place : Chennai
Date: 05th May 2023

Financial Statements

Independent Auditor's Report

To
The Members of
Go Fashion (India) Limited
(Formerly known as Go Fashion (India) Private Limited)

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Go Fashion (India) Limited (Formerly known as Go Fashion (India) Private Limited) ("the Company"), which comprise the Balance Sheet as at March 31, 2023, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and 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 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("IND AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified

under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibility 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 (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor's Response
	<p>Determination of provision for obsolescence and slow-moving inventories:</p> <p>Inventories are valued at the lower of cost (on weighted average basis) and the net realisable value after providing for obsolescence and other losses as considered necessary.</p> <p>As at March 31, 2023, the Company held inventories of Raw Material, Work-in-progress, Finished Goods and Stock-in-trade aggregating ₹23,031.22 Lakhs (net of provision of ₹400.95 Lakhs).</p> <p>The Company considers the age and nature of the product to which inventory pertains for determining the net realisable value for slow moving and obsolete inventories. Such inventories are thereafter marked down to their estimated net realisable value, i.e. what the Company expects to realise from sale of such inventory.</p>	<p>Principal audit procedures performed:</p> <ul style="list-style-type: none"> Obtained understanding and evaluated the design, implementation and tested the operating effectiveness of management's controls over the valuation of inventories including the identification of slow moving/obsolete inventories and determining the net realisable value of such inventories. On sample basis, verified that the inventories of Raw Material, Work-in-progress, Finished Goods and Stock-in-trade are valued at lower of the cost or net realisable value. Assessed the appropriateness of the method of determining the net realisable value. Obtained the working for the provision on slow moving/obsolete inventories and verified the estimate taken for provisioning is on the basis of historical trend and re-performed the calculation for the provision computed by the management.

Sr. No.	Key Audit Matter	Auditor's Response
	<p>The Company makes provisions for slow moving and/or obsolete stock, based on the analysis of inventories, past experience, current trend and future expectations, depending upon the category of goods.</p> <p>Significant judgements and estimates are required in determining the appropriate level of provision and hence we have considered provision for inventories as key audit matter.</p>	<ul style="list-style-type: none"> • Evaluated the reasonability of the basis including historical trend of the management's estimations on the valuation of the slow moving/obsolete inventories and valuation thereof. • Reviewed the accounting policy for obsolescence of inventory for reasonableness and consistency. • Compared the methodology used to calculate the inventory provision and its consistency with prior periods and obtained an understanding of management basis for changes, if any. • Tested the adequacy and appropriateness of the disclosures made in the financial statements in respect of such provision created by the Company.

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

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's Report, Corporate Governance Report, Management Discussion and Analysis and Business Responsibility and Sustainability Report but does not include the financial statements and our auditor's report thereon. The Board's Report, Corporate Governance Report, Management Discussion and Analysis and Business Responsibility and Sustainability Report are 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 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 and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- When we read the Board's Report, Corporate Governance Report, Management Discussion and Analysis and Business Responsibility and Sustainability Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance as required under SA 720 'The Auditor's responsibilities Relating to Other Information'.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is 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 financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance

of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibility 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.

- Obtain an understanding of internal financial 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.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the Company to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities or business activities included in the financial statements of which we are the independent auditors.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be

influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We 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 Section 143(3) of the Act, based on our audit 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 Cash Flows and Statement of Changes in Equity dealt with by this report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.

- e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 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 A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to financial statements.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements. Refer Note 27 of the financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. (a) The Management has represented that, to the best of its knowledge and belief, as disclosed in note 39 to the financial statements, no funds (which are material either individually or in the aggregate) 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.
- (b) The Management has represented, that, to the best of its knowledge and belief, as disclosed in note 40 to the financial statements, no funds (which are material either individually or in the aggregate) have been received by the Company from any person(s) or entity(ies), including foreign entities.
 - (c) 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 (a) and (b) above, contain any material misstatement.
- v. The Company has not declared or paid any dividend during the year and has not proposed final dividend for the year.
 - vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company w.e.f. April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.
2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **Deloitte Haskins & Sells LLP**

Chartered Accountants

(Firm's Registration No.117366W/W-100018)

C Manish Muralidhar

Partner

Place: Hyderabad

Date: May 05, 2023

MM/JM/2023/13

Membership No. 213649

UDIN: 23213649BGVBXQ3148

Annexure “A” to the Independent Auditor’s Report

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

Report on the Internal Financial Controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls with reference to the financial statements of Go Fashion (India) Limited (Formerly known as Go Fashion (India) Private Limited) (“the Company”) as of March 31, 2023 in conjunction with our audit of the Ind AS financial Statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls with reference to financial statements based on the internal control 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. These responsibilities include the design, implementation, and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to financial statements of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, 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 was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls 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 judgment, 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 control 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 control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to financial statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud

may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to financial statements, and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2023, based on the criteria for internal financial control with reference to financial statements established by the Company

considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Deloitte Haskins & Sells LLP**

Chartered Accountants
(Firm's Registration No.117366W/W-100018)

C Manish Muralidhar

Partner

Place: Hyderabad
Date: May 05, 2023
MM/JM/2023/13

Membership No. 213649
UDIN: 23213649BGVBXQ3148

Annexure “B” to the Independent Auditor’s Report

(Referred to in paragraph 2 under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and Capital work-in-progress.
- (B) The Company has maintained proper records showing full particulars of Intangible Assets.
- (b) Some of the Property, Plant and Equipment and Capital work-in-progress were physically verified during the year by the management in accordance with a programme of verification which, in our opinion, provides for physical verification all the Property, Plant and Equipment and and Capital work-in-progress, at reasonable intervals having regard to the size of the Company and the nature of its activities. According to the information and explanation given to us, the reconciliation with the books is in progress and no material discrepancies were noticed on such verification.
- (c) The Company does not have any immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company) disclosed in the financial statements as Property, Plant and Equipment and hence reporting under clause 3(i)(c) of the Order is not applicable.
- (d) The Company has not revalued any of its Property, Plant and Equipment (including Right of Use assets) and Intangible Assets during the year.
- (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii) (a) The inventories except for (goods in transit and stocks held with third parties), were physically verified during the year by the Management at reasonable intervals. In our opinion and based on information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. For stocks held with third parties at the year-end, written confirmations have been obtained and in respect of goods in transit, the goods have been received subsequent to the year end. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories/alternate procedures performed as applicable, when compared with the books of account.
- (b) According to the information and explanations given to us, the Company has been sanctioned working capital limits in excess of ₹5 crores, in aggregate, at points of time during the year, from banks or financial institutions on the basis of security of current assets. In our opinion and according to the information and explanations given to us, the quarterly returns and statements comprising (stock statements, book debt statements, credit monitoring arrangement reports, statements on ageing analysis of the debtors/other receivables, and other stipulated financial information) filed by the Company with such banks or financial institutions are in agreement with the unaudited books of account of the Company, of the respective quarters, except for the following:

For the Quarter Ended	Nature of Discrepancy	Amount (₹ in Lakhs)			Remarks
		As per Quarterly Returns and Statements	As per Unaudited Books of accounts	Difference Excess/ (Short)	
Quarter I	Purchases	7,521.24	7,413.03	108.21	Refer Note 14.5 of Financial Statements
Quarter II	Purchases	16,112.60	15,927.94	184.66	
Quarter III	Purchases	23,279.47	22,934.33	345.14	

- (iii) The Company has not made any investments in, provided any guarantee or security, and granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year, and hence reporting under clause 3(iii) (a), (b), (c), (d), (e), (f) of the Order is not applicable.
- (iv) The Company has not granted any loans, made investments or provided guarantees or securities that are covered under the provisions of Section 185 and 186 of Companies Act, 2013, and hence reporting under clause 3(iv) of the Order is not applicable.
- (v) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.
- (vi) The maintenance of cost records has not been specified for the activities of the Company by the Central

Government under section 148(1) of the Companies Act, 2013.

(vii) In respect of the statutory dues:

- (a) Undisputed statutory dues, including Goods and Service tax, Provident Fund, Employees' State Insurance, Income-tax, Value Added Tax, Duty of Custom, cess and other material statutory dues applicable to the Company have been regularly deposited by it with the appropriate authorities in all cases during the year.

There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income-tax, Value Added Tax, Duty of Custom, cess and other material statutory dues in arrears as at March 31, 2023 for a period of more than six months from the date they became payable.

Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2023 on account of disputes are given below:-

Name of Statute	Nature of Dues	Forum where Dispute is Pending	Period to which the Amount Relates	Disputed Amount (₹ in Lakhs)	Unpaid Amount (₹ in Lakhs)
Income Tax Act, 1961	Income Tax	Commissioner of Income Tax (Appeals)	AY 2017-18	74.39	-
Income Tax Act, 1961	Income Tax	Commissioner of Income Tax (Appeals)	AY 2018-19	23.89	7.40
Income Tax Act, 1961	Income Tax	Commissioner of Income Tax (Appeals)	AY 2019-20	5.16	-
Income Tax Act, 1961	Income Tax	Commissioner of Income Tax (Appeals)	AY 2020-21	8.13	8.13
Jammu and Kashmir Value Added Tax	Value Added Tax	Assessing Authority, State Taxes Officer	FY 2015-16	0.13	0.13
Karnataka Value Added Tax	Value Added Tax	Assistant Commissioner, Commercial Tax	FY 2017-18	0.47	0.47
Haryana Value Added Tax	Value Added Tax	Assessing Authority, Gurugram	FY 2016-17	1.63	1.63
Chhattisgarh Value Added Tax	Value Added Tax	Assistant Commissioner	FY 2016-17	0.23	0.23

Note: The above excludes Show Cause Notices/ other Notices received from respective authorities pending formal orders/ demands.

(viii) There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.

- (ix) (a) The Company has not taken any loans or other borrowings from any lender. Hence reporting under clause 3(ix)(a) of the Order is not applicable to the company
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company has not taken any term loan during the year and there are no unutilised term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.

- (a) On an overall examination of the financial statements of the Company, funds raised on short term basis have, prima facie, not been used during the year for long term purposes by the Company.
- (b) The Company did not have any subsidiary or associate or joint venture during the year and hence, reporting under clause 3(ix)(e) of the Order is not applicable.
- (c) The Company has not raised any loans during the year and hence reporting on clause 3(ix)(f) of the Order is not applicable.

- (x) (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt

- instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- (b) During the year the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) To the best of our knowledge, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) As represented to us by the Management, there were no whistle blower complaints received by the Company during the year and upto the date of this report.
- (xii) The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable Indian accounting standards.
- (xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports issued to the Company during the year and covering period up to December 31, 2022, and the draft of the internal audit reports where issued after the balance sheet date covering the period January 01, 2023 to March 31, 2023 for the period under audit.
- (xv) In our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 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. Hence, reporting under clause 3 (xvi)(a), (b), (c) of the Order is not applicable
- (b) The Group does not have any CIC as part of the group and accordingly reporting under clause 3(xvi) (d) of the Order is not applicable.
- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year.
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) The Company has fully spent the required amount towards Corporate Social Responsibility (CSR) and there are no unspent CSR amount for the year requiring a transfer to a Fund specified in Schedule VII to the Companies Act or special account in compliance with the provision of sub-section (6) of section 135 of the said Act. Accordingly, reporting under clause 3(xx) (a) and (xx) (b) of the Order is not applicable for the year.

For **Deloitte Haskins & Sells LLP**

Chartered Accountants

(Firm's Registration No.117366W/W-100018)

C Manish Muralidhar

Partner

Membership No. 213649

UDIN: 23213649BGVBXQ3148

Place: Hyderabad

Date: May 05, 2023

MM/JM/2023/13

Balance Sheet as at March 31, 2023

(Amount ₹ In Lakhs)

Particulars	Note No.	As at March 31, 2023	As at March 31, 2022
A. ASSETS			
1. Non-current assets			
(a) Property, plant and equipment	3 a	8,497.72	6,408.98
(b) Right-of-use assets	3 d	30,796.39	22,670.71
(c) Capital work-in-progress	4	737.48	873.89
(d) Intangible assets	3 b	71.25	35.93
(e) Financial assets			
(i) Bank balances other than Cash and cash equivalents	6 a	2,505.09	6.38
(ii) Other Financial Asset	6 b	2,984.25	2,389.55
(f) Deferred tax assets (net)	24 a	1,680.29	1,142.55
(g) Other non-current assets	7	264.16	98.38
Total non - current assets		47,536.63	33,626.37
2. Current assets			
(a) Inventories	8	23,031.22	16,591.92
(b) Financial assets			
(i) Investments	5	2,173.47	4,593.42
(ii) Trade receivables	9	7,216.80	6,020.54
(iii) Cash and cash equivalents	10 a	3,365.24	4,240.98
(iv) Bank balances other than (iii) above	10 b	5,351.31	6,335.81
(v) Other Financial Asset	6 b	1,145.80	1,116.44
(c) Other current assets	7	2,813.60	2,595.92
Total current assets		45,097.44	41,495.03
TOTAL ASSETS		92,634.07	75,121.40
B. EQUITY AND LIABILITIES			
1. Equity			
(a) Share capital	11	5,400.90	5,400.90
(b) Other equity	12	46,644.02	38,439.85
Total equity		52,044.92	43,840.75
2. Non-current liabilities			
(a) Financial liabilities			
(i) Lease Liabilities	15	27,459.97	17,766.82
(b) Provisions	13	510.35	292.83
Total non-current liabilities		27,970.32	18,059.65
3. Current liabilities			
(a) Financial liabilities			
(i) Borrowings	14	-	-
(ii) Lease liabilities	15	6,489.79	7,212.96
(iii) Trade payables	16 a		
- total outstanding dues of micro enterprises and small enterprises		30.19	14.41
- total outstanding dues of creditors other than micro enterprises and small enterprises.		2,999.02	1,753.18
(iv) Other financial liabilities	16 b	763.04	322.21
(b) Provisions	13	230.79	388.66
(c) Current tax liabilities (net)	24 b	359.28	466.13
(d) Other current liabilities	17	1,746.72	3,063.45
Total current liabilities		12,618.83	13,221.00
TOTAL EQUITY AND LIABILITIES		92,634.07	75,121.40

See accompanying 1 to 45 notes forming part of the financial statements

In terms of our report attached

For **Deloitte Haskins & Sells LLP**

Chartered Accountants

Firm's Registration No. 117366W/W-100018

C Manish Muralidhar

Partner

Membership No 213649

For and on behalf of the Board of Directors

**Go Fashion (India) Limited (formerly known as
Go Fashion (India) Private Limited)**

Prakash Kumar Saraogi

Managing Director

DIN No: 00496255

Gautam Saraogi

Director

DIN No: 03209296

R.Mohan

Chief Financial Officer

V.Gayathri

Company Secretary

Place : Hyderabad

Date : May 05, 2023

Place : Chennai

Date : May 05, 2023

Statement of Profit & Loss for the year ended March 31, 2023

(Amount ₹ In Lakhs)

Particulars	Note No.	As at March 31, 2023	As at March 31, 2022
1. Income			
Revenue from operations	18	66,527.95	40,131.25
Other income	19	1,191.48	2,079.44
Total Income		67,719.43	42,210.69
2. Expenses			
Cost of materials consumed	20 a	17,742.22	12,027.72
Purchases of stock-in-trade	20 b	12,224.55	6,866.07
Changes in inventories of finished goods, work-in-progress and stock in trade	20 c	(7,815.96)	(5,345.17)
Subcontracting Charges	20 d	4,012.43	2,475.07
Employee benefit expense	21	10,260.27	7,306.26
Finance costs	22	2,846.15	2,332.67
Depreciation and amortisation expenses	3 c	8,705.31	7,183.78
Other expenses	23	8,875.85	4,576.65
Total Expenses		56,850.82	37,423.05
3. Profit before tax (1 - 2)		10,868.61	4,787.64
4. Tax Expenses			
Current tax	24 c	3,113.17	1,621.42
Tax related to earlier years	24 c	(17.61)	(10.11)
Deferred tax	24 c	(506.77)	(383.75)
Total Tax Expenses		2,588.79	1,227.56
5. Profit after tax for the year (3 - 4)		8,279.82	3,560.08
6. Other comprehensive income			
(i) Items that will not be reclassified to profit or loss			
(a) Re-measurements of the defined benefit plans [(gain) / loss]		123.07	(23.54)
(b) Income tax relating to (a) above		(30.98)	5.92
Total other comprehensive loss/(income)		92.09	(17.62)
7. Total comprehensive income for the year (5 + 6)		8,187.73	3,577.70
Earnings per equity share of ₹ 10 each (face value)			
(1) Basic	25	15.33	6.74
(2) Diluted	25	15.33	6.74
See accompanying 1 to 45 notes forming part of the financial statements			

In terms of our report attached

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Managing Director

DIN No: 00496255

Gautam Saraogi

Director

DIN No: 03209296

R.Mohan

Chief Financial Officer

V.Gayathri

Company Secretary

Place : Hyderabad

Date : May 05, 2023

Place : Chennai

Date : May 05, 2023

Statement of Cash Flow for the year ended March 31, 2023

(Amount ₹ In Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
A. Cash flows from operating activities		
Profit before tax for the year	10,868.61	4,787.64
Adjustments for:		
Depreciation and amortisation expenses	8,705.31	7,183.78
Property, Plant and Equipment Written off	133.43	219.20
Provision for inventory	400.95	450.99
Trade receivables and Deposits written off	484.56	-
Allowance for expected credit loss	18.55	11.46
Interest Income on fixed deposits	(332.48)	(135.64)
Income from Mutual funds	(280.06)	(102.50)
Gain on Sale of Property, Plant & Equipment (net)	(3.94)	-
Finance costs	2,809.43	2,279.18
Interest Income on security deposits measured at amortised cost	(224.65)	(197.30)
Other Income from Lease accounting	(243.00)	(1,622.35)
Operating profit before working capital changes	22,336.71	12,874.46
Working capital adjustments for:		
(Increase)/Decrease in Inventories	(6,840.25)	(8,948.44)
(Increase)/Decrease in Trade and other receivables	(1,699.37)	(1,318.10)
(Increase)/Decrease in Other financial assets and other assets	(217.62)	446.21
(Decrease)/ Increase in Trade payables and other current liabilities	94.29	1,213.99
(Decrease)/ Increase in Provisions	(63.42)	133.76
	(8,726.37)	(8,472.58)
Cash generated from operations	13,610.34	4,401.88
Income tax paid (net of refunds)	(3,236.58)	(1,100.00)
Net cash flow from operating activities (A)	10,373.76	3,301.88
B. Cash flows from investing activities		
Proceeds from Sale of Mutual Funds	12,200.00	9,927.47
Purchase of Mutual Funds	(9,500.00)	(9,800.00)
Capital Expenditure on Property, Plant and Equipment (PPE), Intangible assets and Capital work in progress (including capital advances and payables)	(3,507.55)	(1,985.76)
Proceeds from disposal of Property, Plant and Equipment	14.36	3.69
Bank deposits matured during the period	5,845.97	4,687.23
Bank deposits placed during the period	(7,360.05)	(8,381.14)
Interest received on Bank deposits	332.48	135.64
Security deposits placed during the period	(782.05)	(428.89)

Statement of Cash Flow for the year ended March 31, 2023

(Amount ₹ In Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Net cash flow (used) in investing activities (B)	(2,756.84)	(5,841.76)
C. Cash flows from financing activities		
Proceeds from fresh issue of equity shares	-	12,500.00
IPO Issue Expenses	16.44	(628.96)
Finance costs paid	(0.47)	(1.93)
Payment on account of lease liabilities (including interest on lease liability)	(8,424.90)	(5,447.86)
Dividends and dividend distribution tax paid	-	(0.49)
Net cash flow (used in)/from financing activities (C)	(8,408.93)	6,420.76
Net (decrease)/increase in cash and cash equivalents (A+B+C)	(792.01)	3,880.88
Cash and cash equivalents at the beginning of the year	4,157.25	276.37
Cash and cash equivalents at the end of the year	3,365.24	4,157.25
Reconciliation of cash and cash equivalents:		
Cash and cash equivalents as per Balance Sheet*	3,365.24	4,240.98
Less: Bank over draft	-	(83.73)
TOTAL	3,365.24	4,157.25

*Note: Includes ₹ Nil and ₹19.28 Lakhs in IPO Public Escrow A/c and in IPO Monitoring A/c respectively, as at 31.03.2023 (₹765.40 Lakhs and ₹30.07 Lakhs in IPO Public Escrow A/c and in IPO Monitoring A/c respectively as at 31.03.2022)

See accompanying 1 to 45 notes forming part of the financial statements

In terms of our report attached

For **Deloitte Haskins & Sells LLP**

Chartered Accountants

Firm's Registration No. 117366W/W-100018

For and on behalf of the Board of Directors

**Go Fashion (India) Limited (formerly known as
Go Fashion (India) Private Limited)****C Manish Muralidhar**

Partner

Membership No 213649

Prakash Kumar Saraogi

Managing Director

DIN No: 00496255

Gautam Saraogi

Director

DIN No: 03209296

R.Mohan

Chief Financial Officer

V.Gayathri

Company Secretary

Place : Hyderabad

Date : May 05, 2023

Place : Chennai

Date : May 05, 2023

Statement of Changes In Equity for the year ended March 31, 2023

A. Share Capital

Equity share capital :

(Amount ₹ In Lakhs)

Particulars	March 31, 2023	March 31, 2022
Balance as at the beginning of the year	5,400.90	3,000.01
Changes in equity share capital due to prior period errors	-	-
Restated balance as at the beginning of the year	-	-
Changes in equity share capital during the year*	-	2,400.89
Balance as at the end of the year	5,400.90	5,400.90

* Refer Note 11 (ii)

0.01% Series A Compulsorily Convertible Cumulative preference shares :

Equity share capital :

(Amount ₹ In Lakhs)

Particulars	March 31, 2023	March 31, 2022
Balance as at the beginning of the year	-	2,499.62
Less: Converted to equity shares during the year*	-	(2,499.62)
Balance as at the end of the year	-	-

*Refer Note 11 (ii)

0.01% Series B Compulsorily Convertible Cumulative preference shares :

Equity share capital :

(Amount ₹ In Lakhs)

Particulars	March 31, 2023	March 31, 2022
Balance as at the beginning of the year	-	2,399.86
Less: Converted to equity shares during the year*	-	(2,399.86)
Balance as at the end of the year	-	-

*Refer Note 11 (ii)

B. Other Equity

(Amount ₹ In Lakhs)

Particulars	Reserves and surplus		Total
	Securities premium	Retained earnings	
Balance as at April 1, 2021	8,579.26	11,815.07	20,394.33
Profit for the year	-	3,560.08	3,560.08
Other comprehensive income (net of taxes)	-	17.62	17.62
Premium on shares issued during the year	12,318.84	-	12,318.84
Premium on conversion of Preference Shares into Equity Shares during the year	2,679.75	-	2,679.75
Share Issue Expense*	(530.28)	-	(530.28)
Dividends	-	(0.49)	(0.49)
Balance as at April 1, 2022	23,047.57	15,392.28	38,439.85
Premium on shares issued during the year	-	-	-
Share Issue Expense*	16.44	-	16.44
Profit for the year	-	8,279.82	8,279.82
Other comprehensive loss (net of taxes)	-	(92.09)	(92.09)
Dividends	-	-	-
Tax on dividends	-	-	-
Balance as at March 31, 2023	23,064.01	23,580.01	46,644.02

Note: In accordance with the notification issued by Ministry of Corporate Affairs dated 24th March 2021, re-measurement of defined benefit plan shall be recognised as a part of retained earnings with separate disclosure of such item. Accordingly re-measurement of defined benefit plan has been disclosed as part of retained earnings.

* Refer Note 11 (ii)

See accompanying 1 to 45 notes forming part of the financial statements

In terms of our report attached

 For **Deloitte Haskins & Sells LLP**

Chartered Accountants

Firm's Registration No. 117366W/W-100018

For and on behalf of the Board of Directors

**Go Fashion (India) Limited (formerly known as
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C Manish Muralidhar

Partner

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Prakash Kumar Saraogi

Managing Director

DIN No: 00496255

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R.Mohan

Chief Financial Officer

V.Gayathri

Company Secretary

 Place : Hyderabad
Date : May 05, 2023

 Place : Chennai
Date : May 05, 2023

Notes to the financial statements for the year ended March 31, 2023

1 General Background

Go Fashion (India) Limited (formerly known as Go Fashion (India) Private Limited) ("the Company") was incorporated on September 09, 2010. The Company's registered office is at New No.4, Old No. 144/2, 5th Floor, Sathak Center, Nungambakkam High Road, Chennai - 600 034, Tamilnadu, India. The Company is mainly engaged in the business of manufacture and sale of apparels for women and kids.

A fresh certificate of incorporation consequent to the change in name to Go Fashion (India) Limited was issued by the Registrar of Companies Chennai on July 12, 2021 under section 18 of the Companies Act, 2013 to give effect to the change in name of the Company. During the year ended March 31, 2022 the Company has completed the initial public offering through an offer for sale of equity shares by certain shareholders and by fresh issue of equity shares. The equity shares of the Company were listed on National Stock Exchange ('NSE') and Bombay Stock Exchange ('BSE') from November 30, 2021.

2 Significant accounting policies

2.1 Statement of compliance with Indian Accounting Standards (Ind AS's)

These financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") prescribed under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules as amended from time to time.

2.2 Basis of preparation and presentation

The financial statements have been prepared on accrual basis under the historical cost basis except for certain assets and liabilities which are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

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, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would consider those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/ or disclosure purposes in these financial statements is determined on such a basis, except for leasing transactions that are within the scope of Ind AS 116, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorized into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- **Level 1 :** Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- **Level 2 :** Inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- **Level 3 :** Inputs are unobservable inputs for the asset or liability.

2.3 Critical accounting judgements and key sources of estimation uncertainty

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented. Such judgments, estimates and associated assumptions are evaluated based on historical experience and various other factors, including estimation of the effects of uncertain future events, which are believed to be reasonable under the circumstances. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and future periods are affected.

In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are included in the following notes:

- (i) **Useful lives of Property, plant and equipment (Refer Note 2.9) :-** The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of the Company's assets are determined by the management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology etc.

Notes to the financial statements for the year ended March 31, 2023

(ii) **Assets and obligations relating to employee benefits (Refer Note 2.7) :-** Provision for employee benefits in the nature of gratuity and unpaid leave balance is estimated on actuarial basis using a number of assumptions which include assumptions for discount rate, future salary increases, mortality rates, attrition rates for employees, return on planned assets etc. Any changes in these assumptions will impact the carrying amount of these provisions. Key assumptions are disclosed in Note 32.

(iii) **Valuation and measurement of income taxes and deferred taxes (Refer Note 2.8) :-**

Current Tax :- The Company's tax jurisdiction is in India. Significant judgments are involved in determining the provision for income taxes, including the amount expected to be paid or recovered in connection with uncertain tax positions. In arriving at taxable profit and tax bases of assets and liabilities, the Company recognised taxability of amounts in accordance with tax enactments, case law and opinions of tax counsel, as relevant. Where differences arise on tax assessment, these are booked in the period in which they are agreed or on final closure of assessment.

Deferred Tax :- Deferred tax is provided on temporary difference between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax assets to be utilised. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised, or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

(iv) **Valutaion and measurement of Right to Use Assets and Liabilities (Refer Note 2.6) :-** Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to Company's operations.

(v) **Impairment of Assets (Refer Note 2.11):**

Financial Assets: The Company recognises loss allowances using the Expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The loss rates for the trade receivables considers past collection history from the customers, the credit risk of the customers and have been adjusted to reflect the Management's view of economic conditions over the expected collection period of the receivables.

Non-Financial Assets: Non-financial assets are tested for impairment by determining the recoverable amount. Determination of recoverable amount is based on value in use, which is present value of future cash flows. The key inputs used in the present value calculations include the expected future growth in operating revenues and margins in the forecast period, long-term growth rates and discount rates which are subject to significant judgement.

(vi) **Inventory :-** The Company considers year and seasonality to which inventory pertains for determining net realisable value for old inventories. Such old inventories are further marked down to its estimated realisable value based on amount which the Company has been able to realise on sale of old inventory around the period end. the management applies judgement in determining the appropriate provisions for slow moving and/ or obsolete stock, based on the analysis of old season inventories, past experience, current trend and future expectations for these inventories, depending upon the category of goods.

2.4 Revenue recognition

Revenue from contract with customer is recognised, when control of the goods or services are transferred to the customer, at an amount that reflects the consideration to which the Company is expected to be entitled in exchange for those goods or services. The specific recognition criteria described below must also be met before revenue is recognised. Revenue is recognised as follows:

Sale of goods

Revenue from contracts with customers

Revenue from contracts with customers is recognised upon transfer of control of promised goods/ services to customers at an amount that reflects the consideration to which the Company expect to be entitled for those goods/ services.

Notes to the financial statements for the year ended March 31, 2023

To recognize revenues, the Company applies the following five-step approach:

- Identify the contract with a customer;
- Identify the performance obligations in the contract;
- Determine the transaction price;
- Allocate the transaction price to the performance obligations in the contract; and
- Recognise revenues when a performance obligation is satisfied.

Revenue from sale of products

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

Goods and Service Tax (GST) is not received by the Company in its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue.

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 Company has presented its refund liabilities as required under Ind AS 115 in the financial statements.

Dividend and Interest Income

Dividend income from investments is recognised when the Company's right to receive payment has been established. Realised Gain from Redemption of Growth oriented mutual fund schemes are recognised in Profit and Loss Account upon receipt of redemption proceeds, and unrealised gain on Mark to Market re-statement of Mutual Funds are measured at Fair Value through Profit and Loss Account as on the Balance Sheet closing date. Interest income is accrued on time basis, by reference to the principal outstanding and at the effective interest rate applicable.

2.5 Foreign currencies

Determination of functional currency:

Currency of the primary economic environment in which the Company operates ("the functional currency") is Indian Rupee (INR) in which the company primarily generates and expends cash. Accordingly, the Management has assessed its functional currency to be Indian Rupee (INR).

Transactions in foreign currency are recorded on the basis of the exchange rate prevailing as on the date of transaction. Monetary assets and liabilities denominated in foreign currency are restated at rates prevailing at the year-end. The net loss or gain arising out of such restatement is dealt with in the Statement of Profit and Loss.

Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at fair value are translated at the exchange rate prevalent at the date when the fair value was determined. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of the transaction. The related revenue and expense are recognized using the same exchange rate.

2.6 Leases

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:

- 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 (iii) the company has the right to direct the use of the asset.

The company as a lessee

At the commencement of the lease, the company recognises 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 12 months or less (Short term lease) and low value leases. For those 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 includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

Notes to the financial statements for the year ended March 31, 2023

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 less any lease incentives. 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. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost 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. Lease liabilities are re-measured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Ministry of Corporate Affairs (MCA) vide its notification dated June 18, 2021, has directed the companies to recognise the short term waivers received on account of Covid 19 pandemic, upto June '22, as other income in the Profit & Loss a/c.

2.7 Employee benefits

Defined contribution plan

The Company makes defined contribution to Government Employee Provident Fund, Government Employee Pension Fund, Employee Deposit Linked Insurance and Employee State Insurance, which are recognized in the statement of Profit and loss on accrual basis. The Company recognises contribution payable to the provident fund scheme as an expenditure, when an employee renders the service entitling them to the contributions.

The Company has no obligation, other than the contribution payable to the provident fund.

Retirement benefit costs and termination benefits

Liabilities for gratuity funded in terms of a scheme administered by the LIC are determined using the projected unit credit method, with actuarial valuations being carried out at each balance sheet date. The liability or asset recognised in the balance sheet in respect of gratuity plan is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement, comprising actuarial gains and losses and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

2.8 Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax. Current and deferred tax are recognized in the statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary

Notes to the financial statements for the year ended March 31, 2023

differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

2.9 Property, plant and equipment and Depreciation on Property, Plant and Equipment

Property, plant and equipment are stated at costs less accumulated depreciation (other than freehold land) and impairment loss, if any.

The cost includes purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use. All upgradation / enhancements are charged off as revenue expenditure unless they bring similar significant additional benefits.

Subsequent expenditure on fixed assets after its purchase / completion is capitalized only if such expenditure results in an increase in the future economic benefits from such asset beyond its previously assessed standard of performance. The carrying amount of any component accounted for as a separate asset is derecognised when replaced.

Depreciation is provided for property, plant and equipment on the straight-line method over the estimated useful life from the date the assets are ready for intended use. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Depreciation on Property, Plant and Equipment has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013.

Estimated Useful Life of the various categories of Property, Plant & Equipment in Go Fashions are as below:

1. Plant & Machinery (SLM % 6.33 / 15 years)
2. Vehicles (SLM% 11.88 / 8 years)
3. Furniture (SLM% 9.50 / 10 years)
4. Office Equipments (SLM% 19 / 5 years)
5. Computers (SLM% 31.67 / 3 years)
6. Leasehold Improvement (SLM % 10 / 10 Years) based on the technical assessment of the management considering the past trend of renewal of leases.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss on disposal or retirement of an item of property, plant and equipment is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss.

Capital work in progress

Amount paid towards the acquisition of property, plant and equipment outstanding as of each reporting date and the cost of property, plant and equipment not ready for intended use before such date are disclosed under capital work-in-progress. The capital work- in-progress are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

2.10 Intangible assets

Intangible assets purchased are measured at cost as of the date of acquisition, as applicable, less accumulated amortization and accumulated impairment, if any.

Notes to the financial statements for the year ended March 31, 2023

Intangible assets comprise of computers and are amortized on a straight line basis over their estimated useful lives of 3 years. The estimated useful lives of the intangible assets and the amortization period are reviewed at the end of each financial year and the amortization period is revised to reflect the changed pattern, if any.

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

2.11 Impairment

Financial assets (other than fair value)

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Company recognizes lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction.

The Company applies simplified approach of expected credit loss model for recognising Impairment loss on trade receivables, other contractual rights to receive cash or other financial asset. Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights. Expected credit loss 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.

For all other financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition."

Non-financial assets

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognized in the statement of profit and loss.

2.12 Inventories

Items of inventory are valued at lower of cost (on weighted average basis) and net realizable value. Cost includes cost of purchase, cost of conversion, and other costs incurred in bringing the inventories to their present location and condition and is net of taxes where applicable. Cost of raw materials, stores and spares, packing material and traded goods is determined on weighted average basis. In case of work-in-process and finished goods, cost includes the actual cost of conversion.

Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

2.13 Provisions and Contingent liabilities

A provision is recognised when the Company has a present obligation (legal or constructive) as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material). These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Contingent liability is disclosed for (i) Possible obligations which will be confirmed only by future events not wholly within the control of the Company or (ii) Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made. The Company does not recognize a contingent liability but discloses its existence in the Financial Statements. Contingent assets are only disclosed when it is probable that the economic benefits will flow to the entity.

Notes to the financial statements for the year ended March 31, 2023

2.14 Financial Instruments

A) Initial Recognition

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument.

All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through statement of profit and loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

B) Subsequent Measurement

Financial assets

Cash and cash equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

Financial assets at amortized cost

Financial assets are subsequently measured at amortized cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income (FVTOCI)

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset gives rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Company has not made an irrevocable election for its investments to present the subsequent changes in fair value in other comprehensive income based on its business model.

Financial assets at fair value through profit and loss (FVTPL)

Financial assets are measured at fair value through profit and loss unless it is measured at amortized cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit and loss are immediately recognized in statement of profit and loss. The company has elected to measure its investments at fair value through profit and loss.

Foreign exchange gains and losses

The fair value of foreign assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period. For the foreign currency denominated financial assets measured at amortized cost and FVTPL, the exchange differences are recognized in statement of profit and loss.

B) Financial liabilities and Equity

Financial liabilities at amortized cost

Financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

Borrowings & Security Deposits

Any difference between the proceeds (net of transaction costs) and the repayment amount is recognized in profit or loss over the period of the liability and subsequently measured at amortized cost using the effective interest method. Gains and losses are recognized in the profit or loss when the liabilities are derecognized as well as through the EIR amortization process."

Equity instruments

An equity instrument is contract that evidences residual interest in the assets of the company after deducting all of its liabilities. Equity instruments recognised by the Company are recognised at the proceeds received net off direct issue cost.

Notes to the financial statements for the year ended March 31, 2023

Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at amortized cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortized cost of the instruments and are recognized in 'Other income'.

The fair value of financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period. For financial liabilities that are measured as at FVTPL, the foreign exchange component forms part of the fair value gains or losses and is recognized in the profit and loss.

C) Derecognition

Financial Asset

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109.

Financial Liability

A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

2.15 Cash and cash equivalents and Cash Flow Statement

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, balances with banks in current accounts and balances with wallets and credit card companies, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and book overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet. Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

2.16 Earnings per share (EPS)

Basic earnings per share is computed by dividing the profit / (loss) after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit / (loss) after tax as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

2.17 Operating Cycle

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

2.18 Borrowing Cost

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

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which these occur.

2.19 Recent Accounting Pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time.

On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, as below:

Notes to the financial statements for the year ended March 31, 2023

Ind AS 1 - Presentation of Financial Statements - This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and the impact of the amendment is insignificant in the financial statements.

Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors - This amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its financial statements.

Ind AS 12 - Income Taxes - This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its financial statement.

Notes to the financial statements for the year ended March 31, 2023

3. Property, plant and equipment

a) Property, plant and equipment

Particulars	Plant & Machinery	Furnitures & Fixtures	Vehicles	Lease Hold Improvements	Office Equipment	Computers	Total Tangible Assets
(a) Cost							
Balance as at April 1, 2021	970.77	5,989.24	54.18	-	693.49	325.22	8,032.90
Additions	56.92	1,551.11	-	-	278.29	66.65	1,952.97
Disposal / Adjustments during the year	(6.88)	(359.49)	-	-	(16.67)	(8.10)	(391.14)
As at April 1, 2022	1,020.81	7,180.86	54.18	-	955.11	383.77	9,594.73
Additions	687.33	948.17	47.27	1,734.31	301.26	110.71	3,829.05
Disposal / Adjustments during the year	(168.47)	(64.21)	(0.21)	-	(23.89)	(20.95)	(277.73)
Balance as at March 31, 2023	1,539.67	8,064.82	101.24	1,734.31	1,232.48	473.53	13,146.05
(b) Accumulated Depreciation and Amortisation							
Balance as at April 1, 2021	170.80	1,444.43	28.14	-	302.77	248.61	2,194.76
Depreciation and amortisation expense for the year	52.61	856.17	6.43	-	190.04	51.97	1,157.22
Disposal / Adjustments during the year	(3.02)	(141.53)	-	-	(13.89)	(7.78)	(166.22)
As at April 1, 2022	220.39	2,159.07	34.57	-	478.92	292.80	3,185.75
Depreciation and amortisation expense for the year	100.53	1,188.55	9.29	56.04	195.91	55.49	1,605.81
Disposal / Adjustments during the year	(42.69)	(74.99)	(0.05)	-	(11.94)	(13.56)	(143.23)
Balance as at March 31, 2023	278.23	3,272.63	43.81	56.04	662.89	334.73	4,648.33
Net carrying value as at March 31, 2023	1,261.44	4,792.19	57.43	1,678.27	569.59	138.80	8,497.72
Net carrying value as at March 31, 2022	800.42	5,021.79	19.61	-	476.19	90.97	6,408.98

The movable Property, Plant and Equipment of the company are hypothecated as charge for the purpose of drawing Cash Credit facility with the Bank (Refer Note 14.1 & 14.2)

c) Depreciation and Amortisation expenses

	(Amount ₹ In Lakhs)	
	For the year ended March 31, 2023	For the year ended March 31, 2022
Depreciation on Property, Plant and Equipment (Refer Note 3 a)	1,605.81	1,157.21
Amortisation of intangible assets (Refer Note 3 b)	13.64	24.70
Depreciation on Right-of-use assets (Refer Note 3 d & e)	7,085.86	6,001.87
Total	8,705.31	7,183.78

d) Right-of-use Assets

	(Amount ₹ In Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Right-of-use assets (ROU) at the beginning of the year (Refer Note 3 e)	22,670.71	20,585.81
Add: Addition during the year	16,344.54	9,543.13
Less: Impact due to Lease Termination/modifications	1,133.00	1,456.36
Less: Amortised during the year	7,085.86	6,001.87
Total	30,796.39	22,670.71

Refer Note 15 & Note 26

e) During the Current year, the Company has reclassified the Prepaid rent amounting to ₹26.30 Lakhs as at March 31, 2023 (₹705.66 Lakhs as at March 31, 2022) as part of ROU asset & the related rent expense amounting to ₹162 Lakhs as at March 31, 2023 (₹323.12 as at March 31, 2022) as depreciation in line with INDAS 116.

Notes to the financial statements for the year ended March 31, 2023

4. Capital work-in-progress

(Amount ₹ In Lakhs)

Particulars	As at	
	March 31, 2023	March 31, 2022
Balance as at the beginning of the year	873.89	858.49
Add: Additions during the year	1,245.09	518.07
Less: Assets capitalised during the year	(1,372.06)	(502.67)
Less: Deletions during the year	(9.44)	-
Balance as at the end of the year	737.48	873.89

Note: The above pertains to expenditure related to the opening of Exclusive Business Outlets ('EBO') stores of the Company and capital work in progress at Warehouse.

Ageing details of Capital work-in-progress

As at March 31, 2023

(Amount ₹ In Lakhs)

Particulars	As at March 31, 2023				
	Less than 1 year	1 - 2 Years	2 - 3 years	More than 3 years	Total
Projects in progress - EBO Stores	35.66	-	-	-	35.66
Projects in progress - Warehouse	661.80	31.28	1.11	7.63	701.82
Grand Total	697.46	31.28	1.11	7.63	737.48

As at March 31, 2022

(Amount ₹ In Lakhs)

Particulars	As at March 31, 2022				
	Less than 1 year	1 - 2 Years	2 - 3 years	More than 3 years	Total
Projects in progress - EBO Stores	35.66	-	-	-	35.66
Projects in progress - Warehouse	661.80	31.28	1.11	7.63	701.82
Grand Total	697.46	31.28	1.11	7.63	737.48

Notes:

- (a) There are no projects which are under suspension. With regard to the above ongoing projects there are no projects where completion is overdue or has exceeded the cost as compared to its original plan, and consequent amendments approved by the Board thereon.

5. Financial Assets - Investments

Particulars	As at March 31, 2023		As at March 31, 2022	
	Current	Non Current	Current	Non Current
A. Quoted (at Fair Value Through Profit and Loss)				
Investments in Mutual funds				
HDFC Liquid Fund - Direct Plan - Growth Option 15,622 units (As at March 31, 2022 54,309 units)	691.00	-	2,272.71	-
ICICI Prudential Liquid - Direct Plan - Growth Option 192,552 units (As at March 31, 2022 576,845 units)	641.55	-	1,818.54	-
Aditya Birla Sunlife Floating Rate Fund - Growth 108,132 units (As at March 31, 2022 72,466 units)	316.77	-	201.39	-
Kotak Equity Arbitrage - Growth 825,055 units (As at March 31, 2022 497,998 units)	262.49	-	150.44	-
Tata Arbitrage Fund - Regular Plan - Growth 2,132,779 units (As at March, 31 2022 12,86,074 units)	261.66	-	150.34	-
Total Quoted Investments	2,173.47	-	4,593.42	-
Total Investments	2,173.47	-	4,593.42	-
Other disclosures				
Aggregate cost of Investments	2,124.63	-	4,544.20	-
Aggregate value of quoted investments	2,173.47	-	4,593.42	-
Aggregate value of unquoted investments	-	-	-	-

Notes to the financial statements for the year ended March 31, 2023

6 a. Bank balances other than Cash and cash equivalents

(Amount ₹ In Lakhs)

Particulars	As at	As at
	March 31, 2023	March 31, 2022
Margin Money Deposits*	5.09	6.38
Other Bank Deposits*	2,500.00	-
TOTAL	2,505.09	6.38

* Fixed Deposit with maturity beyond twelve months from the Balance Sheet date

6 b. Other Financial Asset

(Amount ₹ In Lakhs)

Particulars	As at March 31, 2023			As at March 31, 2022		
	Current	Non-Current*	Total	Current	Non-Current*	Total
(a) Security Deposits - at amortised cost						
- Unsecured, considered good*	1,128.39	2,984.25	4,112.64	1,097.71	2,389.55	3,487.26
(b) Interest accrued but not due on fixed deposits	17.41	-	17.41	18.73	-	18.73
TOTAL	1,145.80	2,984.25	4,130.05	1,116.44	2,389.55	3,505.99

* Note: Includes deposits with Meridian Global Ventures Private Limited amounting to ₹72 Lakhs (March 31,2022: ₹72 Lakhs) (Refer Note 30)

7. Other Assets

(Amount ₹ In Lakhs)

Particulars	As at March 31, 2023			As at March 31, 2022		
	Current	Non-Current*	Total	Current	Non-Current*	Total
(a) Advances for purchase of Property, Plant & Equipment	-	246.34	246.34	-	80.50	80.50
(b) Advances to suppliers	452.43	0.58	453.01	381.37	-	381.37
(c) Advances to employees	83.34	-	83.34	60.49	-	60.49
(d) Balances with government authorities (other than income taxes)*	2,157.61	-	2,157.61	2,070.40	-	2,070.40
(e) Amounts deposited with Income Tax Authorities paid under protest	-	15.00	15.00	-	15.00	15.00
(f) Prepayments						
Prepaid expenses	115.60	2.24	117.84	82.76	2.88	85.64
(g) Other Receivables	4.62	-	4.62	0.90	-	0.90
TOTAL	2,813.60	264.16	3,077.76	2,595.92	98.38	2,694.30

*Note: Balance with government authorities relates to input credit entitlements and Goods and Service Tax (GST) balances and other balances with regulatory authorities.

8. Inventories

(Amount ₹ In Lakhs)

Particulars	As at	As at
	March 31, 2023	March 31, 2022
(a) Raw materials	3,084.65	4,495.39
(b) Work-in-progress	1,387.58	1,472.44
(c) Finished goods*	12,016.03	6,490.87
(d) Stock-in-trade (Goods acquired for trading)	6,943.91	4,584.21
Less: Provision for Inventories	(400.95)	(450.99)
TOTAL	23,031.22	16,591.92

*Note: Includes stocks in transit aggregating to ₹1091.39 Lakhs as on March 31, 2023 (₹301.81 Lakhs as on March 31,2022).

Other Notes:

- Cost of Inventories pledged as security against current borrowings, details of which have been described in Note 14.

Notes to the financial statements for the year ended March 31, 2023

- Provision made for slow moving inventories amounts to ₹400.95 Lakhs for March 31, 2023 (₹450.99 Lakhs for March 31, 2022)
- The Inventories include ₹1,387.58 Lakhs which are lying with third parties as at March 31, 2023 (₹1,472.44 Lakhs as on March 31, 2022).
- For mode of valuation of inventories refer Note 2.12 of Accounting Policies.

9. Trade Receivables

(Amount ₹ In Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Unsecured, considered good	7,216.80	6,020.54
Unsecured having significant increase in credit risk	54.18	35.63
Less: Allowance for expected credit loss	(54.18)	(35.63)
TOTAL (i+ii)	7,216.80	6,020.54

9.1 The company has trade receivable outstanding of more than 5% from one customer amounting to ₹ 5,481.13 Lakhs (As at March 31, 2022: ₹3,805.26 Lakhs).

9.2 Trade Receivables are hypothecated as Security for part of Cash Credit facilities (Refer Note 14.1 & 14.2). The credit worthiness of Trade Receivables and the credit terms set are determined on a case to case basis. The fair values of Trade Receivables are not considered to be significantly different from their carrying values, given their generally short period to maturity, with impairment reviews considered on an individual basis rather than when these become overdue. The expected credit loss allowance is based on the ageing of the days the receivables are due and the rates as given in the provision matrix. The provision matrix at the end of the reporting period is as follows:

Particulars	Outstanding as at March 31, 2023, from the date of transaction, in ₹ Lakhs					Total
	< 6 months	6 months - 1 year	1-2 years	2-3 years	> 3 years	
Undisputed Trade receivables – considered good	6,683.44	289.55	243.81	-	-	7,216.80
Undisputed Trade Receivables – which have significant increase in credit risk	-	52.36	1.82	-	-	54.18
Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
Disputed Trade Receivables–considered good	-	-	-	-	-	-
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
Allowance for expected credit loss	-	(52.36)	(1.82)	-	-	(54.18)
Grand Total	6,683.44	289.55	243.81	-	-	7,216.80

Particulars	Outstanding as at March 31, 2023, from the date of transaction, in ₹ Lakhs					Total
	< 6 months	6 months - 1 year	1-2 years	2-3 years	> 3 years	
Undisputed Trade receivables – considered good	5,495.62	451.48	73.44	-	-	6,020.54
Undisputed Trade Receivables – which have significant increase in credit risk	-	33.86	1.77	-	-	35.63
Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
Disputed Trade Receivables–considered good	-	-	-	-	-	-
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
Allowance for expected credit loss	-	(33.86)	(1.77)	-	-	(35.63)
Grand Total	5,495.62	451.48	73.44	-	-	6,020.54

Notes to the financial statements for the year ended March 31, 2023

9.2 As per Ind AS 109, the Company uses the Expected Credit Loss (ECL) model to assess any required allowances; and uses a provision matrix to compute the ECL allowance for trade receivables. In calculating ECL, the company has also other related credit information for customers to estimate the probability of default in future.

(Amount ₹ In Lakhs)		
Movement in the allowance for expected credit loss		
Particulars	As at March 31, 2023	As at March 31, 2022
(a) As at the beginning of the year	35.63	25.34
(b) Provision made during the year	18.55	10.29
(c) Amounts utilised during the year	-	-
(d) As at the end of the year	54.18	35.63

(Amount ₹ In Lakhs)		
10 a. Cash and cash equivalents		
Particulars	As at March 31, 2023	As at March 31, 2022
(a) Cash in hand	0.47	0.54
(b) Cash with Cash Collecting Agents	130.46	88.93
(c) Balances with banks accounts	2,473.93	1,464.45
(d) Balances with credit card companies and wallets	211.32	64.39
(e) Balances in Fixed Deposits with maturity less than or equal to three months	549.06	2,622.67
TOTAL	3,365.24	4,240.98

(Amount ₹ In Lakhs)		
10 b. Bank balances other than cash and cash equivalents		
Particulars	As at March 31, 2023	As at March 31, 2022
(a) Margin Money Deposits	626.33	1,297.71
(b) Other Bank Deposits (Refer Note below)	4,724.98	5,038.10
TOTAL	5,351.31	6,335.81

Note: Other Bank Deposits represents, fixed deposit with banks with original maturity of more than three months and less than twelve months.

11. Share Capital

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of shares	Value (₹ In Lakhs)	No. of shares	Value (₹ In Lakhs)
Authorised:				
Equity shares of ₹10 each with voting rights	5,60,00,000	5,600.00	5,60,00,000	5,600.00
Preference shares of ₹100/- each	49,00,000	4,900.00	49,00,000	4,900.00
Issued, Subscribed and fully Paid:				
Equity shares of ₹10 each with voting rights	5,40,08,984	5,400.90	5,40,08,984	5,400.90
Total		5,400.90		5,400.90

Value (₹ In Lakhs)		
Particulars	Equity Share Capital	
	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the current reporting year	5,400.90	3,000.01
Changes in Share Capital due to prior period errors	-	-
Restated balance at the beginning of the current reporting year	-	-
Changes in share capital during the current year	-	2,400.89
Balance at the end of the current reporting year	5,400.90	5,400.90

Notes to the financial statements for the year ended March 31, 2023

(i) Reconciliation of the number of shares outstanding at the beginning and at the end of the period.

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of shares	Value (₹ In Lakhs)	No. of shares	Value (₹ In Lakhs)
Equity Shares with Voting rights				
At the commencement of the year	5,40,08,984	5,400.90	3,00,00,120	3,000.01
Fresh Shares issued during the year (Refer Note 11(ii))	-	-	18,11,594	181.16
Preference shares converted into equity shares during the year (Refer Note 11(ii))	-	-	2,21,97,270	2,219.73
At the end of the year	5,40,08,984	5,400.90	5,40,08,984	5,400.90
0.01% series A Compulsorily Convertible Cumulative preference shares				
At the commencement of the year	-	-	24,99,615	2,499.62
Shares converted to equity during the year (Refer Note 11(ii))	-	-	(24,99,615)	(2,499.62)
At the end of the year	-	-	-	-
0.01% series B Compulsorily Convertible Cumulative preference shares				
At the commencement of the year	-	-	23,99,860	2,399.86
Shares converted to equity during the year (Refer Note 11 (ii))	-	-	(23,99,860)	(2,399.86)
At the end of the year	-	-	-	-

(ii) Notes:

The Company in its meeting of the Board of Directors held on October 29, 2021, converted 24,99,615 Series A Compulsorily Convertible Preference shares and 23,99,860 Series B Compulsorily Convertible Preference shares into 1,49,97,690 and 71,99,580 equity shares of ₹10 each respectively at face value.

The Company's equity shares were listed on the National Stock Exchange ("NSE") and on the BSE Limited ("BSE") on November 30, 2021, by completing the Initial Public Offering (IPO) of 1,46,89,983 equity Shares of face value of ₹10 each at an issue price of ₹690 per equity share, consisting of an offer for sale of 1,28,78,389 equity shares by the selling shareholders and fresh issue of shares of 18,11,594 equity shares. The Company's share of public issue expense amounting to ₹530.28 Lakhs has been adjusted in Securities Premium a/c as at March 31, 2022. During the current year, considering the actual IPO expenditure incurred, an amount of ₹16.44 has been adjusted in Securities premium account.

(iii) Details of shares held by Promoters and the details of each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at March 31, 2023			As at March 31, 2022		
	No. of shares held	% holding in that class of shares	% Changed during the year	No. of shares held	% holding in that class of shares	% Changed during the year
Promoters						
Equity shares of ₹10 each with voting rights						
(a) Prakash kumar Saraogi	60	0.0001	-	60	0.0001	-
(b) Rahul Saraogi (Refer Note Below)	60	0.0001	-	60	0.0001	-
(c) Gautam Saraogi (Refer Note Below)	60	0.0001	-	60	0.0001	-
(d) VKS Family Trust	1,42,54,204	26.39	-	1,42,54,204	26.39	-4.97%
(e) PKS Family Trust	1,42,54,204	26.39	-	1,42,54,204	26.39	-4.97%
Other than Promoters more than 5% holding						
Equity Shares						
Sequoia Capital	54,98,875	10.18	-3.70%	74,98,875	13.88	-
SBI Consumption Opportunities Fund	53,16,716	9.78	3.48%	34,00,291	6.30	-
Axis Long Term Equity Fund	-	-	-6.10%	32,96,007	6.10	-

Notes:

- Promoters mentioned above is as per Companies Act, 2013
- PKS family trust shares are reflected in the name of managing trustee Gautam Saraogi and VKS Family Trust shares are reflected in the name of managing trustee Rahul Saraogi.

Notes to the financial statements for the year ended March 31, 2023

12. Other equity

(Amount ₹ In Lakhs)

Particulars	As at	
	March 31, 2023	March 31, 2022
Securities premium		
Opening balance	23,047.57	8,579.26
Add: Premium on shares issued during the year	-	12,318.84
Add: Premium on conversion of Preference Shares into Equity Shares during the year	-	2,679.75
Less: Share Issue Expense (Refer Note 11 (ii))	16.44	(530.28)
Closing balance	23,064.01344	23,047.57
Retained Earning		
Balance at the beginning of the year	15,392.28	11,815.07
Add: Transfer from the statement of Profit & Loss	8,279.82	3,560.08
Add/ (Less): Remeasurements of defined benefit obligations	(92.09)	17.62
Less : Preference Dividend	-	(0.49)
Closing balance	23,580.01458	15,392.28
Total Reserves and Surplus	46,644.02	38,439.85

Notes:

- Securities premium account is used to record the premium on issue of shares and is utilised in accordance with the provisions of the Companies Act 2013.
- Retained earnings represent the amount of accumulated earnings / deficit of the Company, and re-measurement gains/ losses on defined benefit plans. The amount that can be distributed by the Company as dividends to its equity shareholders is determined based on the separate financial statements of the Company and also considering the requirements of the Companies Act, 2013. Thus, the amounts reported above are not distributable in entirety.
- In accordance with the notification issued by Ministry of Corporate Affairs dated 24-Mar-2021, re-measurement of defined benefit plan shall be recognised as a part of retained earnings with separate disclosure of such item. Accordingly re-measurement of defined benefit plan has been disclosed as part of retained earnings.

13. Provisions

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of shares	Value (₹ In Lakhs)	No. of shares	Value (₹ In Lakhs)
Provision for employee benefits				
Provision for gratuity (Refer Note 32)	15.98	510.35	-	292.83
Other Customer Provisions				
Provision for Sales Return on stock lying with LFS Partner	63.83	-	88.96	-
Provision for Discount on stock lying with LFS Partner	150.98	-	299.70	-
TOTAL	230.79	510.35	388.66	292.83

Movements in Other Customer Provisions

(Amount ₹ In Lakhs)

Particulars	Provision for Sales return	Provision for Discount
Opening balance as on April 1, 2022	88.96	299.70
Add: Provision made during the year	63.83	150.98
Less: Provision utilised during the year	(88.96)	(299.70)
Closing balance as on March 31, 2023	63.83	150.98

Notes to the financial statements for the year ended March 31, 2023

14. Financial Liabilities - Borrowings (Current)

(Amount ₹ In Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
A. Secured Borrowings		
Cash credit from Banks (Refer Note below)	-	-
Current account - overdraft	-	-
TOTAL	-	-

Notes:

- 14.1** The working capital facility from Ratnakar Bank Limited comprising of ₹8,000 Lakhs (March 31, 2022: ₹3,500 Lakhs), from ICICI Bank for ₹3,000 Lakhs (March 31, 2022: ₹3,000) & from Axis Bank for ₹4,000 Lakhs (March 31, 2022: ₹0), has been obtained. The facility has been availed for a tenure of 12 months.
- 14.2** The facility is secured by way of an exclusive charge on the entire current assets and movable property, plant and equipment of the company, both present and future.
- 14.3** As at March 31, 2023 Interest is charged at 0.30% above 1 year MCLR on a monthly basis in case of RBL Bank, at 1.50% above 6 month MCLR in case of ICICI Bank & at 0.25% above 1 month MCLR in case of Axis Bank.
- 14.4** The cash credit availed has been utilised to meet the Working Capital requirements of the company.
- 14.5** The following is the summary of the differences between Current Asset declared with the Bank and as per Audited financial statements:

(Amount ₹ In Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022	As at September 30, 2022	As at June 30, 2022
As per declaration with Bank				
Inventories	23,031.22	22,299.24	21,438.35	18,557.21
Trade Receivable	7,216.80	7,432.61	7,133.40	7,358.59
Trade Payable	3,029.21	1,920.12	3,728.29	1,681.91
Revenue	66,527.95	50,769.15	33,094.97	16,519.75
Purchases	28,556.03	23,279.47	16,112.60	7,521.24
As per Financial statement				
Inventories	23,031.22	22,299.24	21,438.35	18,557.21
Trade Receivable	7,216.80	7,432.61	7,133.40	7,358.59
Trade Payable	3,029.21	1,920.12	3,728.29	1,681.91
Revenue	66,527.95	50,769.15	33,094.97	16,519.75
Purchases	28,556.03	22,934.33	15,927.94	7,413.03
Variance				
Inventories	-	-	-	-
Trade Receivable	-	-	-	-
Trade Payable	-	-	-	-
Revenue	-	-	-	-
Purchases	-	345.14	184.66	108.21

Note: The aforesaid difference in Purchase is due to the declarations with Banks are made before financial reporting closure process.

- 14.6** The Company does not have any charges or satisfaction of charge which is yet to be registered with the Registrar of Companies beyond the statutory period.
- 14.7** The Company has not been declared a wilful defaulter by any bank or financial institution or other lender.

Notes to the financial statements for the year ended March 31, 2023

15. Lease Liabilities

(Amount ₹ In Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Lease Liability as at the beginning of the year	24,979.78	22,190.34
Add: Addition during the year	15,908.12	8,995.58
Less: Impact on Lease Termination/modification	1,322.19	1,573.58
Less: Payments of Lease Liabilities	8,424.90	6,909.81
Add: Interest on Lease Liabilities	2,808.95	2,277.25
Lease Liability as at the end of the year	33,949.76	24,979.78
Current Lease Liabilities	6,489.79	7,212.96
Non-Current Lease Liabilities	27,459.97	17,766.82

Also refer Note 3 d & Note 26

16 a. Trade Payables

(Amount ₹ In Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Dues of Micro Enterprises and Small Enterprises	30.19	14.41
Dues of creditors other than Micro Enterprises and Small Enterprises	2,999.02	1,753.18
TOTAL	3,029.21	1,767.59

16 a.1 Trade Payable Due for Payment

Particulars	Outstanding as at March 31, 2023, from the date of transaction, in ₹ Lakhs				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed - MSME	30.19	-	-	-	30.19
Undisputed - Others	2,995.63	-	3.39	-	2,999.02
Disputed - MSME	-	-	-	-	-
Disputed - Others	-	-	-	-	-
Grand Total	3,025.82	-	3.39	-	3,029.21

Particulars	Outstanding as at March 31, 2023, from the date of transaction, in ₹ Lakhs				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed - MSME	14.41	-	-	-	14.41
Undisputed - Others	1,751.14	2.04	-	-	1,753.18
Disputed - MSME	-	-	-	-	-
Disputed - Others	-	-	-	-	-
Grand Total	1,765.55	2.04	-	-	1,767.59

16 a.2 The Company has financial risk management policies in place to ensure that all the payable are paid within the pre-agreed credit terms.

16 b. Other Financial Liabilities (Current)

(Amount ₹ In Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Other Financial Liabilities at Amortised Cost		
(a) Security Deposits	142.82	111.32
(b) Payables for Purchase of Property, Plant and Equipment	480.38	144.06
(c) Retention Money Payable	139.84	66.83
TOTAL	763.04	322.21

Notes to the financial statements for the year ended March 31, 2023

17. Other Current Liabilities

(Amount ₹ In Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
(a) Current account - overdraft	-	83.73
(b) Statutory dues payable	237.74	260.53
(c) Employee benefits payable	699.48	517.55
(d) Other payables*	809.50	2,201.64
TOTAL	1,746.72	3,063.46

*Note: Includes payable towards IPO expenses ₹ Nil as at March 31, 2023 (₹564.42 Lakhs as at March 31, 2022), payable to selling share holders ₹ Nil as at March 31, 2023 (₹701.44 Lakhs as at March 31, 2022) and balance towards other expenses.

18. Revenue from Operations

(Amount ₹ In Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Sale of Products (Refer Note 18.3)	66,337.42	39,977.52
Other Operating Revenue		
Scrap sales	190.53	153.73
Total Revenue from operations	66,527.95	40,131.25

18.1 Disaggregated revenue information

(Amount ₹ In Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Sales Channels		
Exclusive Brand Outlets ('EBO') including Franchisee	49,137.13	29,255.12
Large Format Stores ('LFS')	13,884.61	8,099.07
Online, Distributer, and Others	3,315.68	2,623.33
Total Revenue from operations	66,337.42	39,977.52

18.1.1 Included in revenues arising from Large Format sales above, One single customer contributed 10% or more to the Company's revenue amounting to ₹12,912.85 Lakhs for the year ended 31 March 2023 (31 March 2022: ₹6,561.78 Lakhs).

18.2 Disaggregated revenue information

(Amount ₹ In Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Sales Channels		
Revenue from retail operations	49,137.13	29,255.12
Revenue from other than retail operations	17,200.28	10,722.40
Total Revenue from operations	66,337.41	39,977.52

18.3 Reconciliation of revenue recognised with contract price

(Amount ₹ In Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Revenue from sale of products (gross) at contract price	67,728.44	41,536.20
Adjustments for:-		
Less: Discount as per contract	(1,189.66)	(1,387.64)
Less: Gift Voucher	(201.36)	(171.04)
Net Revenue from sale of products	66,337.42	39,977.52

Notes to the financial statements for the year ended March 31, 2023

19. Other income

(Amount ₹ In Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
(a) Income on financial assets:		
- Bank deposits	332.48	135.64
- Other income from lease accounting (Refer Note 26)	326.45	1,622.35
- Security deposits measured at amortised cost	224.65	197.30
- On investments in mutual funds:		
Realised Gain on redemption	280.00	79.97
Unrealised Gain on Mutual fund (Net)	0.06	22.53
(c) Gain on sale of Property, plant and equipment (Net)	3.94	0.76
(d) Miscellaneous Income	23.90	20.89
TOTAL	1,191.48	2,079.44

20 a. Cost of materials consumed

(Amount ₹ In Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Opening stock of raw materials	4,495.39	1,191.00
Add: Purchases	16,331.48	15,332.11
	20,826.87	16,523.11
Less: Closing stock of raw materials	(3,084.65)	(4,495.39)
Cost of materials consumed	17,742.22	12,027.72
Breakup of cost of material consumed:		
Fabric	15,282.31	10,559.86
Accessories	1,333.96	871.95
Packing Materials	439.82	247.79
Yarn	686.13	348.12
	17,742.22	12,027.72

20 b. Purchases of stock-in-trade

(Amount ₹ In Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Garments	12,224.55	6,866.07
TOTAL	12,224.55	6,866.07

20 c. Changes in inventories of finished goods, work-in-progress and stock-in-trade

(Amount ₹ In Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Opening Stock		
Work-in-progress	1,472.44	480.25
Finished goods and stock-in-trade	10,776.20	6,423.22
	12,248.64	6,903.47
Closing Stock		
Work-in-progress	1,387.58	1,472.44
Finished goods and stock-in-trade	18,677.02	10,776.20
	20,064.60	12,248.64
Changes in inventories of finished goods, work-in-progress and stock-in-trade	(7,815.96)	(5,345.17)

Notes to the financial statements for the year ended March 31, 2023

20 d. Subcontracting Charges

(Amount ₹ In Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Subcontracting and Sample making Charges	4,012.43	2,475.07
TOTAL	4,012.43	2,475.07

21. Employee benefit expenses

(Amount ₹ In Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
(a) Salaries, Wages and Bonus	9,438.43	6,797.12
(b) Contribution to provident and other funds	400.48	198.04
(c) Gratuity expenses	138.00	120.85
(d) Staff welfare expenses	283.36	190.25
TOTAL	10,260.27	7,306.26

Also refer Note 32

22. Finance costs

(Amount ₹ In Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest on cash credit facilities	0.47	1.93
Interest on Lease Liabilities	2,808.95	2,277.25
Interest on delayed payment of Income Tax	36.73	53.49
TOTAL	2,846.15	2,332.67

23. Other expenses

(Amount ₹ In Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Power & fuel	831.21	520.74
Sales Promotion Expenses	2,798.21	913.92
Freight and handling charges	809.19	525.78
Rent (Refer note 3 e)	1,059.44	577.67
Repairs and maintenance :		
- Buildings	901.34	611.61
- Machinery	0.24	1.13
- Others	186.61	215.01
Communication expenses	85.96	66.21
Printing and stationery	62.24	29.35
Travelling and conveyance	259.22	116.13
Rates and taxes	95.96	76.65
Legal and professional charges	200.93	157.38
Payment to auditor (Refer note below)	43.50	34.00
Expenditure on corporate social responsibility (CSR) (Refer Note 29)	75.41	76.85
Cash collection charges	138.35	94.77
Loss on Foreign Exchange Transactions (net)	176.05	19.80
Bank charges	275.42	171.98

Notes to the financial statements for the year ended March 31, 2023

(Amount ₹ In Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Property, Plant and Equipment written off	133.43	219.20
Allowance for expected credit loss (Refer note 9.2)	18.55	10.29
Bad Debts written off	484.56	1.17
Miscellaneous expenses	240.03	137.01
TOTAL	8,875.85	4,576.65

(Amount ₹ In Lakhs)

Payments to Auditors*	For the year ended March 31, 2023	For the year ended March 31, 2022
Statutory audit fees	27.50	25.00
Limited Review fees	12.00	4.00
Certification Fees	4.00	5.00
TOTAL	43.50	34.00

***Note:** For the year ended 31.03.2022, the company has paid ₹175.00 Lakhs towards IPO services and the company's share of expense has been netted off in Securities Premium a/c and the selling share holders share of expense has been adjusted against Other Payable. Hence it is not forming part of the expenditure above.

24 a Deferred tax assets and liabilities (net)

(Amount ₹ In Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Deferred tax assets	1,680.29	1,142.55
Deferred tax liabilities	-	-
Net deferred tax asset/ (liability)	1,680.29	1,142.55

(Amount ₹ In Lakhs)

Payments to Auditors*	As at March 31, 2023	As at March 31, 2022
Deferred tax liability		
a) Difference between book balance and tax balance of Property, plant and equipment	-	-
Gross deferred tax liability	-	-
Deferred tax asset		
a) Difference between book balance and tax balance of Property, plant and equipment	390.31	258.12
b) Provision for Employee benefits	183.84	116.65
c) Allowance for expected credit loss	13.64	8.97
d) Right to use asset & liability	1,026.86	758.81
e) Fair value of Security deposit	11.57	-
f) Provision on discount & sales returns	54.07	-
Gross deferred tax asset	1,680.29	1,142.55
Net deferred tax asset/ (liability)	1,680.29	1,142.55

Notes to the financial statements for the year ended March 31, 2023

24 b Current tax assets and liabilities (net)

(Amount ₹ In Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Provision for taxation	3,068.86	1,593.88
Less: Taxes paid	(2,709.58)	(1,127.75)
Net (current tax asset)/ current tax liability	359.28	466.13

24 c Current tax and deferred tax expense recognised in statement of profit and loss

(Amount ₹ In Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Current Tax		
- in respect of current year	3,113.17	1,621.42
- in respect of prior years	(17.61)	(10.11)
Deferred Tax		
Temporary differences recognised as deferred tax asset	(506.77)	(383.75)
TOTAL	2,588.79	1,227.56
Deferred Tax		
Provision for Employee Benefits	(67.19)	(29.21)
Difference between book balance and tax balance of Property, plant and equipment	(132.19)	(130.89)
Allowance for expected credit loss	(4.67)	(2.59)
Right to use asset & liability	(268.05)	(222.95)
Fair value of Security deposit	(11.58)	-
Provision on discount & sales returns	(54.07)	-
Preliminary expenses allowed	-	7.82
	(537.75)	(377.82)
Less: Income tax recognized on other comprehensive income	30.98	(5.92)
TOTAL	(506.77)	(383.74)

24 d Reconciliation of Effective Tax Rate

(Amount ₹ In Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Profit before tax	10,868.61	4,787.64
Tax using Domestic tax rate (Current year: 25.168% and Previous year: 25.168%)	2,735.41	1,204.95
Tax effect of		
Expenses that are not deductible in determining taxable provision	18.98	19.34
Tax - exempt income	-	-
Other Comprehensive Income	30.98	(5.92)
Deductible Notional Income	(0.02)	(5.67)
Benefits under Chapter VIA	(28.43)	(33.45)
Others	(150.52)	58.41
Tax paid pertaining to the previous years	(17.61)	(10.11)
	2,588.79	1,227.56

Notes to the financial statements for the year ended March 31, 2023

24 e Movement of Deferred tax assets and liabilities (net)

2022-23	Opening balance	Recognised in profit & loss	Recognised in Other Comprehensive Income	Closing balance
Deferred tax assets / (liabilities) in relation to				
Difference between book balance and tax balance of Property, plant and equipment	258.12	132.19	-	390.31
Allowance for expected credit loss	8.97	4.67	-	13.64
Provision for Employee benefits	116.65	36.21	30.98	183.84
Fair value of Security deposit	-	11.58	-	11.58
Provision on discount & sales returns	-	54.07	-	54.07
Right to use asset & liability	758.81	268.05	-	1,026.86
				-
Net deferred tax asset/ (liability)	1,142.55	506.77	30.98	1,680.29

24 e Movement of Deferred tax assets and liabilities (net)

2022-23	Opening balance	Recognised in profit & loss	Recognised in Other Comprehensive Income	Closing balance
Deferred tax assets / (liabilities) in relation to				
Difference between book balance and tax balance of Property, plant and equipment	127.23	130.89	-	258.12
Allowance for expected credit loss	6.38	2.59	-	8.97
Provision for Employee benefits	87.44	35.13	(5.92)	116.65
Preliminary Expenses disallowed	7.82	(7.82)	-	-
Right to use asset & liability	535.86	222.95	-	758.81
Net deferred tax asset/ (liability)	764.73	383.74	(5.92)	1,142.55

25. Earnings per share has been computed as under:

(Amount ₹ In Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Profit after Tax - (₹ In Lakhs)	8,279.82	3,560.08
Less: Preference dividend - (₹ In Lakhs)	-	(0.49)
Less: Dividend distribution tax on the above - (₹ In Lakhs)	-	-
Profit after Tax attributable for Equity share holders - (₹ In Lakhs)	8,279.82	3,559.59
Earnings per share – Basic (₹)	15.33	6.74
Earnings per share – Diluted (₹)	15.33	6.74
Face Value of Equity Shares (₹)	10.00	10.00

Note:

(Amount ₹ In Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Weighted average number of equity shares for Basic EPS (No's)	5,40,08,984	5,28,22,762
Weighted average number of equity shares for Diluted EPS (No's)	5,40,08,984	5,28,22,762

Notes to the financial statements for the year ended March 31, 2023

26. Leases

(Amount ₹ In Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Expenses recognized in the statement of profit and loss		
Depreciation on Right to use Asset	7,085.86	6,001.87
Finance cost on Lease Liabilities	2,808.95	2,277.25
Expenses relating to short term leases	340.27	102.52
Variable lease payments not included in the lease payment liabilities*	719.17	475.15
Total	10,954.25	8,856.79
*Note: Variable rent for certain stores is payable in accordance with the lease agreement as the higher of :		
(a) fixed minimum guarantee amount		
(b) revenue share percentage		

Agreements with a non-cancellable clause are executed for periods ranging from 6 to 108 months and with cancellable clause ranging from 7 to 108 months.

The future minimum rental payments in respect of non-cancellable lease for premises are as below:

- c) The future minimum rental payments in respect of leased premises/Contractual maturities of lease liabilities excluding interest thereon on an undiscounted basis are as follows:

(Amount ₹ In Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Not later than one year	9,276.01	7,212.96
Later than one year and not later than five years	29,301.97	19,910.02
Later than five years	5,112.63	4,488.66

Gains arising from rent concession and early termination of lease arrangements:

The company has elected to apply the practical expedient of not assessing the rent concessions as a lease modification, as per Ind AS 116. Consequently, the remaining amount of unadjusted lease value as per Ind AS 116 computation has been credited to Other income from lease accounting, it amounts to ₹83.45 Lakhs in the Current Financial Year (31 March 2022: ₹1,461.94 Lakhs).

During the period the company has also recognised ₹243 Lakhs (31 March 2022: ₹160.41 Lakhs), as Other income from lease accounting, arising out of difference between the closing lease asset & liability value, on account of short closure of lease agreements.

The Company has discounted lease payments using the applicable incremental borrowing rate of 9% for measuring the lease liability.

27. Contingent liabilities and commitments

(Amount ₹ In Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
(i) Contingent liabilities		
a) Claims against the company not acknowledged as debts		
- Income Tax - AY 17-18	74.39	74.39
- Income Tax - AY 18-19	23.89	23.89
- Income Tax - AY 19-20	5.16	5.16
- Income Tax - AY 20-21	8.13	-

Notes to the financial statements for the year ended March 31, 2023

27. Contingent liabilities and commitments

(Amount ₹ In Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
- Value Added Tax, J&K FY 15-16	0.13	0.13
- Value Added Tax, Maharashtra FY 16-17	-	0.62
- Value Added Tax, Maharashtra FY 17-18	-	1.92
- Value Added Tax, Karnataka FY 17-18	0.47	0.47
- Value Added Tax, Harayana FY 16-17	1.63	1.63
- Value Added Tax, Chattisgarh FY 16-17	0.23	-
- Telangana GST - FY 2017-18	8.61	16.83
- Telangana GST - FY 2018-19	1.28	-
- Telangana GST - FY 2019-20	0.61	-
- Telangana GST - FY 2020-21	1.23	-
- Telangana GST - FY 2021-22	3.34	-
- Orissa GST - FY 2017-18	-	0.27
- Maharashtra GST - FY 2017-18	1.70	-
- Maharashtra GST - FY 2018-19	0.95	-
- Maharashtra GST - FY 2019-20	0.73	-
- Tamilnadu GST - FY 2018-19	-	6.52
	132.48	131.84
(ii) Commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for	500.97	121.45
Less: Capital Advances paid (Refer note 7)	246.34	80.50
Net Capital Commitments	254.63	40.94
TOTAL	387.11	172.78

(i) Future cash flows in respect of the above matters are determinable only on receipt of judgements/decisions pending at various forums/authorities. Management is hopeful of successful outcome in the appellate proceedings.

28. Disclosures required under Section 22 of Micro, Small and Medium Enterprises Development Act, 2006

(Amount ₹ In Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of accounting year;	30.19	14.41
The amount of interest paid by the buyer under the Act along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
The amount of interest due and payable for the year (where the principal has been paid but interest under the Act not paid);	-	-
The amount of interest accrued and remaining unpaid at the end of accounting year	-	-
The amount of further interest due and payable even in the succeeding year, 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.	-	-

Note: The information regarding Micro Enterprises and Small Enterprises has been determined to the extent such parties have been identified on the basis of information available with the company. This has been relied upon by the auditors.

Notes to the financial statements for the year ended March 31, 2023

29. Corporate Social Responsibility (CSR)

(Amount ₹ In Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
(I) Gross amount required to be spent by the Company as per Section 135 of the Companies Act, 2013 (on annual basis)	75.41	76.85
(II) Amount spent during the year:		
(A) In cash -		
(i) Construction/acquisition of any asset -	-	-
(ii) On purposes other than (i) above:		
Promoting preventive health care	-	3.29
Promoting education	75.41	72.56
Women Empowerment / Health & Hygiene	-	1.00
Conservation of natural resources and other allied areas	-	-
(III) Shortfall at the end of the year	-	-
(IV) Total of previous years shortfall	-	-
(V) Reason for Shortfall	NA	NA
(VI) Nature of CSR activities:	The CSR activity focus areas are Promoting preventive health care, Education, women empowerment/ Health & Hygiene, Conservation of natural resources and other allied areas.	
(VII) Details of related party transactions in CSR	NA	NA
(VIII) Provision made with respect to a liability incurred by entering into a contractual obligation		

30. Disclosure in respect of Related Parties pursuant to Indian Accounting Standard 24

a) List of Related Parties and Relationships

Relationship	Related Party
Key Management Personnel	Mr. Prakash Kumar Saraogi, Director Mr. Gautam Saraogi, Director Mohan R, Chief Financial Officer
Relatives of ("KMP")	Mr. Rahul Saraogi Ms. Usha Saraogi Ms. Anita Rasiwasia Ms. Pushpa Saraogi Ms. Neha Garodia Ms. Ruchita Saraogi
Entities in which KMP / Relatives of KMP can exercise significant influence	Meridian Investments, Firm Meridian Global Ventures Private Limited (formerly Meridian Apparels Private Limited)

Note: Related Parties relationships are as identified by the management and relied upon by the auditors.

Notes to the financial statements for the year ended March 31, 2023

b) Related Party transactions

(Amount ₹ In Lakhs)

Particulars	Key Management Personnel and their Relatives		Enterprises owned or significantly influenced by Key Management Personnel / Directors and their relatives	
	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2023	For the year ended March 31, 2022
Transactions during the year:				
Remuneration of KMP:				
Short Term Employee Benefits:				
Prakash Kumar Saraogi	132.00	120.71	-	-
Gautam Saraogi	90.00	76.18	-	-
Mohan R - Chief Financial Officer	154.20	131.40	-	-
Advance Given :				
Meridian Global Ventures Private Limited	-	-	-	-
Refund of Advance :				
Meridian Global Ventures Private Limited	-	-	-	-
Rent & Other Expense (Including GST):				
Meridian Global Ventures Private Limited	-	-	215.21	199.27
Reimbursement of Expenses received:				
Meridian Global Ventures Private Limited	-	-	-	0.09
Outstanding as at Year end:				
Security deposit :				
Meridian Global Ventures Private Limited	-	-	72.00	72.00

31. Financial Instruments

A) Capital Management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Company monitors the return on capital as well as the level of dividends on its equity shares. The Company's objective when managing capital is to maintain an optimal structure so as to maximize shareholder value.

(Amount ₹ In Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Total equity attributable to the equity shareholders of the company	52,044.92	43,840.75
As a percentage of total capital	100%	100%
Current borrowings	-	-
As a percentage of total capital	0%	0%
Total Capital	52,044.92	43,840.75

The Company is predominantly financed through Equity, which is evident from the capital structure table. There is no change in the overall capital risk management strategy of the Company compared to last year.

Notes to the financial statements for the year ended March 31, 2023

B) Categories of financial instruments

The carrying value of the financial instruments by categories as on March 31, 2023 and March 31, 2022 is as follows:

(Amount ₹ In Lakhs)

Particulars	Carrying amount		Fair value	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
Financial assets				
a) Measured at fair value though profit and loss				
Investments in Mutual Funds	2,173.47	4,593.42	2,173.47	4,593.42
b) Measured at amortised cost				
Other Financial Assets	4,130.05	3,505.99	4,130.05	3,505.99
Trade receivables	7,216.80	6,020.54	7,216.80	6,020.54
Cash and cash equivalents	3,365.24	4,240.98	3,365.24	4,240.98
Bank balance other than cash and cash equivalents	7,856.39	6,342.19	7,856.39	6,342.19
Total	24,741.951	24,703.12	24,741.95	24,703.12
Financial liabilities				
a) Measured at amortised cost				
Borrowings	-	-	-	-
Lease Liabilities	33,949.76	24,979.78	33,949.76	24,979.78
Trade payables	3,029.21	1,767.59	3,029.21	1,767.59
Other financial liabilities	763.04	322.21	763.04	322.21
Total	37,742.01	27,069.58	37,742.01	27,069.58

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

1. The Company has disclosed financial instruments such as comprise of borrowings, trade payable, and other current liabilities, loans, trade receivable, cash and cash equivalents and bank balances other than cash and cash equivalents at carrying value because their carrying values are a reasonable approximation of the fair values due to their short term nature.
2. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counter party.

C) Financial Risk Management

The Company's principal financial liabilities, comprise of borrowings, trade payable and other financial liabilities.

The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include investments, loans, trade receivables, cash and cash equivalents and bank balances other than cash and cash equivalents that are derived directly from its operations.

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company is exposed to market risk, credit risk and liquidity risk.

The Company's senior management oversees the management of these risks. The senior professionals working to manage the financial risks and the appropriate financial risk governance framework for the Company are accountable to the Board of Directors.

This process provides assurance to Company's senior management that the Company's financial risk-taking activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with Company policies and Company's risk objective.

The management reviews and agrees policies for managing each of these risks which are summarized as below:

Notes to the financial statements for the year ended March 31, 2023

(a) Market Risk:

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprises three types of risk: currency rate risk, interest rate risk and other price risks, such as equity price risk. Financial instruments affected by market risks include borrowings, security deposits, investments and foreign currency receivables and payables. The sensitivity analyses in the following sections relate to the position as at 31 March, 2023. The analyses exclude the impact of movements in market variables on; the carrying values of gratuity and other post-retirement obligations; provisions; and the non-financial assets and liabilities. The sensitivity of the relevant Profit and Loss item is the effect of the assumed changes in the respective market risks. This is based on the financial assets and financial liabilities held as of March 31, 2023.

i) Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to its operating activities (when revenue or expense is denominated in foreign currency). The Company evaluates exchange rate exposure arising from foreign currency transactions and follows established risk management policies.

Foreign currency risk sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in USD and AED exchange rates, with all other variables held constant. The impact on the profit before tax is due to changes in the fair value of monetary assets and liabilities. Foreign currency exposures recognised by the Company that have not been hedged by a derivative instrument or otherwise are as under:

(Amount ₹ In Lakhs)

Particulars	As at March 31, 2023		As at March 31, 2022	
	Amount in FC	Amount in INR	Amount in FC	Amount in INR
Liabilities				
Trade Payables				
USD	17.64	1,448.36	0.73	55.12
Assets				
Advance paid to supplier				
USD	-	-	3.05	229.39
Net (Liability) / Assets	(17.64)	(1,448.36)	2.32	174.27

Sensitivity

(Amount ₹ In Lakhs)

Impact on profit before tax and equity	As at March 31, 2023		As at March 31, 2022	
	5% Increase	5% Decrease	5% Increase	5% Decrease
USD	17.64	1,448.36	0.73	55.12

ii) Interest Rate Risk

Interest rate is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Company's financial liabilities comprises of interest bearing cash credit facility; however these are not exposed to risk of fluctuation in market interest rate as the rates are fixed at the time of contract/agreement and do not change for any market fluctuation. Moreover, the cash credit facility is used to facilitate the cash flow movement of the Company during the year, and the Company prefers to generally maintain a positive balance, hence controlling the interest costs pertaining to the cash credit facility.

(b) Credit Risk :

Credit Risk is the risk that the counter party will not meet its obligation under a financial instrument, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks, foreign exchange transactions and other financial instruments.

Notes to the financial statements for the year ended March 31, 2023

i) Trade Receivables

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating review and individual credit limits are defined in accordance with this assessment. The Company regularly monitors its outstanding customer receivables.

An impairment analysis is performed at each reporting date on trade receivables by lifetime expected credit loss method based on provision matrix. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets. The Company evaluates the concentration of risk with respect to trade receivables as low, as a majority of its trade receivable balance is receivable from Large Format Stores('LFS'), who are well established business entities, and have been regular in their payments over the history of the business.

ii) Financial instruments and cash & bank deposits

Credit risk from balances with banks and financial institutions is managed by the Company's finance department in accordance with the Company's policy. Investments of surplus funds are made in bank deposits and mutual funds. The limits are set to minimize the concentration of risks and therefore mitigate financial loss through counter party's potential failure to make payments.

The Company's maximum exposure to credit risk for the components of the balance sheet at March 31, 2023 is the carrying amounts which are given below. Trade Receivables and other financial assets are written off when there is no reasonable expectation of recovery, such as debtor failing to engage in the repayment plan with the company.

(Amount ₹ In Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Non-current assets		
- Bank balances other than cash and cash equivalents	2,505.09	6.38
- Other Financial Asset	2,984.25	2,389.55
Current assets		
- Investments	2,173.47	4,593.42
- Trade receivables	7,216.80	6,020.54
- Cash and cash equivalents	3,365.24	4,240.98
- Bank balances other than cash and cash equivalents	5,351.30	6,335.81
- Other Financial Asset	1,145.80	1,116.44
Total	24,741.95	24,703.12

Balances with banks is subject to low credit risks due to good credit ratings assigned to these banks.

The ageing analysis and Provision for bad and doubtful debts of trade receivables given below has been considered from the transaction date:

(Amount ₹ In Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Not Due		
Due from 0 to 180 days	6,683.44	5,495.62
Due from more than 180 days	587.54	560.55
Less: Allowance for expected credit loss	(54.18)	(35.63)
Total	7,216.80	6,020.54

(c) Liquidity risk

Liquidity risk and liquidity requirements. The Company closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate source of financing through the use of short term investments and a cash credit facility. Processes and policies related to such risks are overseen by senior management. Management monitors the Company's liquidity position through rolling forecasts on the basis of expected cash flows. The Company assessed the concentration of risk with respect to its debt and concluded it to be very low.

Notes to the financial statements for the year ended March 31, 2023

Maturity profile of financial assets

The table below provides the details regarding the remaining contractual maturities of financial assets at the reporting date:

(Amount ₹ In Lakhs)

Particulars	Carrying Value	Less than 1 year	1 to 5 years
As at March 31, 2023			
Investments in Mutual Funds	2,173.47	2,173.47	-
Trade receivables	7,216.80	7,216.80	-
Cash and cash equivalents	3,365.24	3,365.24	-
Bank balance other than cash and cash equivalents	7,856.39	5,351.30	2,505.09
Other Financial Assets	4,130.05	1,145.80	2,984.25
Total	24,741.95	19,252.61	5,489.34

(Amount ₹ In Lakhs)

Particulars	Carrying Value	Less than 1 year	1 to 5 years
As at March 31, 2022			
Investments in Mutual Funds	4,593.42	4,593.42	-
Trade receivables	6,020.54	6,020.54	-
Cash and cash equivalents	4,240.98	4,240.98	-
Bank balance other than cash and cash equivalents	6,342.19	6,335.81	6.38
Other Financial Assets	3,505.99	1,116.44	2,389.55
Total	24,703.12	22,307.19	2,395.93

Maturity profile of financial liabilities

The table below provides the details regarding the remaining contractual maturities of financial liabilities at the reporting date:

(Amount ₹ In Lakhs)

Particulars	Carrying Value	Less than 1 year	1 to 5 years
As at March 31, 2023			
Borrowings	-	-	-
Lease Liabilities	33,949.76	6,489.79	27,459.97
Trade payables	3,029.21	3,029.21	-
Other financial liabilities	763.04	763.04	-
Total	37,742.01	10,282.04	27,459.97

(Amount ₹ In Lakhs)

Particulars	Carrying Value	Less than 1 year	1 to 5 years
As at March 31, 2022			
Borrowings	-	-	-
Lease Liabilities	24,979.78	7,212.96	17,766.82
Trade payables	1,767.59	1,767.59	-
Other financial liabilities	322.21	322.21	-
Total	27,069.58	9,302.76	17,766.82

Notes to the financial statements for the year ended March 31, 2023

D) Fair value hierarchy

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: Quoted (unadjusted) prices in active markets for identical assets or liabilities

Level 2: Other techniques for which all inputs that have a significant effect on the recorded fair value are observable, either directly or indirectly

Level 3: Techniques that use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

Disclosures of fair value measurement hierarchy for financial instruments are given below:

(Amount ₹ In Lakhs)

Particulars	Carrying amount/Fair value					
	As at March 31, 2023			As at March 31, 2022		
	L-1	L-2	L-3	L-1	L-2	L-3
Financial assets						
Carrying amounts/fair value:						
a) Measured at fair value through Profit and loss						
Investment in Mutual Funds	2,173.47	-	-	4,593.42	-	-
b) Measured at amortised cost						
Other Financial Asset	-	4,130.05	-	-	3,505.98	-
Trade receivables	-	7,216.80	-	-	6,020.54	-
Cash and cash equivalents	-	3,365.24	-	-	4,240.98	-
Bank balance other than cash and cash equivalents	-	7,856.39	-	-	6,342.19	-
TOTAL	2,173.47	22,568.48		4,593.42	20,109.69	
Financial liabilities						
Carrying amounts/fair value:						
c) Measured at amortised cost						
Borrowings	-	-	-	-	-	-
Trade payables	-	3,029.21	-	-	1,767.59	-
Lease Liabilities	-	33,949.76	-	-	24,979.78	-
Other financial liabilities	-	763.04	-	-	322.21	-
TOTAL	-	37,742.01		-	27,069.58	

Reconciliation of Liabilities arising from financing activities

Particulars	1st April 2022	Net Cashflows	New Leases	Other	31st March 2023
Lease Liabilities	24,979.78	(5,615.95)	15,908.12	(1,322.19)	33,949.76
Total	24,979.78	(5,615.95)	15,908.12	(1,322.19)	33,949.76

Particulars	1st April 2021	Net Cashflows	New Leases	Other	31st March 2022
Lease Liabilities	22,190.34	(4,632.56)	8,995.58	(1,573.58)	24,979.78
Total	22,190.34	(4,632.56)	8,995.58	(1,573.58)	24,979.78

Notes to the financial statements for the year ended March 31, 2023

32. Employee benefits

(a) Defined Contribution plan:

- (i) The Company makes Provident and Pension Fund contributions, which is a defined contribution plan, for qualifying employees. Additionally, the Company also provides, for covered employees, health insurance through the Employee State Insurance scheme. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The contributions payable to these plans by the Company are at rates specified in the rules of the Schemes.

(Amount ₹ In Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
(a) Included under 'Contributions to Provident and Other Funds' (Refer Note 21)		
Contributions to provident and pension funds	400.48	198.04
(b) Included under 'Staff Welfare Expenses' (Refer Note 21)		
Contributions to Employee State Insurance	174.39	133.70
Contributions to Labour Welfare Fund	0.39	0.15

(b) Defined Benefit plans:

The Company operates a gratuity plan covering qualifying employees. The benefit payable is calculated as per the Payment of Gratuity Act, 1972 and the benefit vests upon completion of five years of continuous service and once vested it is payable to employees on retirement or on termination of employment. In case of death while in service, the gratuity is payable irrespective of vesting. The Company makes annual contribution to the group gratuity scheme administered by the Life Insurance Corporation of India.

In respect of the plan, the most recent actuarial valuation of the plan assets and the present value of the defined benefit obligation were carried out as at 31 March 2023. The present value of the defined benefit obligation, and the related current service cost and paid service cost, were measured using the projected unit cost credit method.

These plans typically expose the Company to actuarial risks such as: investment risk, interest risk, longevity risk and salary risk.

Investment risk : The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. When there is a deep market for such bonds; if the return on plan asset is below this rate, it will create a plan deficit.

Interest risk: A decrease in the bond interest rate will increase the plan liability.

Longevity risk: The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

Salary risk: The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

Notes to the financial statements for the year ended March 31, 2023

(c) Other disclosures of Defined Benefit plans as required under Ind AS-19 are as under

(i) Amount recognised in the statement of profit & loss in respect of the defined benefit plan are as follows :

(Amount ₹ In Lakhs)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Service Cost		
- Current Service Cost	118.94	107.63
- Interest cost	19.06	13.22
Components of defined benefit costs recognised in statement of profit or loss (A)	138.00	120.85
Actuarial (gain)/loss on Plan Obligations arising from		
(i) Financial assumptions	(10.16)	(6.00)
(ii) Demographic assumptions	-	-
(iii) Experience adjustments	133.74	(33.55)
Difference between Actual Return and Interest Income on Plan Assets- (gain)/loss	(0.51)	16.01
Components of defined benefit costs recognised in other comprehensive income (B)	123.07	(23.54)
TOTAL (A+B)	261.07	97.31

(ii) The amount included in the balance sheet arising from the entity's obligation in respect of defined benefit plan is as follows :

(Amount ₹ In Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
I. Net Liability recognised in the Balance Sheet		
Present value of defined benefit obligation	574.63	342.50
Less: Fair value of plan assets	(48.30)	(49.67)
Net Liability recognised in the Balance Sheet	526.33	292.83
Current portion of the above	15.98	-
Non current portion of the above	510.35	292.83

(iii) Movement in the present value of the defined benefit obligation are as follows :

(Amount ₹ In Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Present value of defined benefit obligation at the beginning of the period	342.50	266.53
Expenses Recognised in statement of Profit & Loss		
- Current Service Cost	118.94	107.63
- Interest cost	22.28	17.05
Benefit Paid	(32.68)	(9.16)
Remeasurement gains / (losses)		
- Actuarial Gain (Loss) arising from		
(i) Financial assumptions	(10.16)	(6.00)
(ii) Demographic assumptions	-	-
(iii) Experience adjustments	133.75	(33.55)
Present value of the Defined Benefit Obligation at the end of period	574.63	342.50

Notes to the financial statements for the year ended March 31, 2023

(iv) Movement in fair value of plan assets are as follows :

(Amount ₹ In Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Fair value of plan assets at the beginning of the period	49.67	56.00
Interest income on plan assets	3.22	3.84
Expenses Recognised in statement of Profit & Loss		
- Expected return on plan assets	0.51	(16.01)
Remeasurement gains / (losses)		
- Actuarial gains/(loss) arising form changes in financial assumptions	-	-
Contributions by employer (including benefit payments recoverable)	27.58	15.00
Benefit payments	(32.68)	(9.16)
Fair value of plan assets at the end of the period	48.30	49.67

v. Sensitivity Analysis*

a) Impact of the change in the discount rate

(Amount ₹ In Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Present value of the Defined Benefit Obligation at the end of period	574.63	342.50
a) Impact due to increase of 0.50%	559.87	333.51
b) Impact due to decrease of 0.50%	590.16	351.97

b) Impact of the change in the salary increase

(Amount ₹ In Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Present value of the Defined Benefit Obligation at the end of period	574.63	342.50
a) Impact due to increase of 0.50%	588.92	351.55
b) Impact due to decrease of 0.50%	560.90	333.78

* Sensitivities due to mortality & withdrawals are not material & hence impact of change not calculated.

* Sensitivities as to rate of inflation, rate of increase of pension in payment, rate of increase of pensions before retirement & life expectancy are not applicable being a lump sum benefit on retirement.

vi. Maturity Profile.

(Amount ₹ In Lakhs)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
0 to 1 year	66.54	36.16
1 to 2 Year	77.88	42.88
2 to 3 Year	78.20	49.83
3 to 4 Year	79.53	47.81
4 to 5 Year	79.11	47.21
5 years onwards	272.23	159.90

Notes to the financial statements for the year ended March 31, 2023

vii. Actuarial Assumptions:

Principal assumptions used for actuarial valuation are:

(Amount ₹ In Lakhs)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Method used	Projected unit credit method	
Discount rate	7.16%	6.83%
Salary Escalation	10.00%	10.00%
Mortality Rate - Pre retirement	IALM (2006-08) Ultimate LIC Ann (1996-98)	
Mortality Rate - Post retirement		
Withdrawal rate up to 30/44 and above 44 years	20%	20%

The Code on Social Security, 2020 ("the Code") which would impact the contributions by the Company towards Provident Fund and Gratuity has received Presidential assent in September 2020. The Code have been published in the Gazette of India. However, the date from which the Code will come into effect has not been notified. The Company will complete its evaluation and will give appropriate impact in its financial results in the period in which the Code becomes effective and the related rules are published.

33. Segment Reporting

The Company is primarily engaged in the business of retail trade through retail and departmental stores facilities, which in the terms of Ind AS 108 on 'Operating Segments', constitutes a single reporting business segment.

There are no material individual markets outside India and hence the same is not disclosed for geographical segments for the segment revenues or results or assets. During the year ended March 31, 2023, Revenue from transactions with a single external customer amounts to 19.37 percent of the Company's revenues from the external customers.

34. The Company's equity shares were listed on the National Stock Exchange ("NSE") and on the BSE Limited ("BSE") on November 30, 2021, by completing the Initial Public Offering (IPO) of 1,46,89,983 equity Shares of face value of ₹10 each at an issue price of ₹690 per equity share, consisting of an offer for sale of 1,28,78,389 equity shares by the selling shareholders and fresh issue of shares of 18,11,594 equity shares.

The utilization of the IPO proceeds is summarized below:

(Amount ₹ In Lakhs)

Objects of the issue as per prospectus	Amount to be utilised as per prospectus	Utilisation up to March 31, 2023	Unutilised amount as on March 31, 2023
Funding roll out of new EBOs	3,373.40	3,176.64	196.76
Funding working capital requirements	6,139.80	6,139.80	-
General Corporate purposes*	2,391.43	2,391.43	-
Total	11,904.63	11,707.87	196.76

***Note :** On finalisation of IPO issue expenses, the amount proposed to be utilised for General Corporate Purposes is revised to ₹2,391.43 lakhs, compared to the original amount of ₹2,364.00 lakhs, considering the savings in certain IPO issue expenses.

Notes to the financial statements for the year ended March 31, 2023

35. Financial Ratios

Particulars	As at March 31, 2023	As at March 31, 2022	Variance %	Remarks for variation more than 25%
1. Current Ratio	3.57	3.15	13.45%	Not applicable
2. Debt-Equity Ratio	0.65	0.57	14.44%	Not applicable
3. Debt Service Coverage Ratio	2.66	2.56	3.78%	Not applicable
4. Return on Equity	17.27%	9.87%	74.98%	Increased in sales by 65.8% in terms of value is the primary reason for the company to maintain a healthy ROE of 17.27%.
5. Inventory turnover ratio	3.36	3.25	3.32%	Not applicable
6. Trade Receivables turnover ratio	10.05	7.48	34.38%	Enhanced sales in the current FY leads to the higher receivable turnover ratio
7. Trade payables turnover ratio	11.91	15.63	-23.82%	Not applicable
8. Net capital turnover ratio	2.19	1.66	31.94%	Enhanced sales in the current FY leads to the rise in Net capital turnover ratio
9. Net profit ratio	12.45%	8.87%	40.31%	Increased in sales by 65.8% in terms of value is the primary reason for the company to maintain a healthy NP Ratio of 12.45%.
10. Return on Capital employed	15.95%	10.35%	54.09%	Increased in sales by 65.8% in terms of value is the primary reason for the company to maintain a healthy ROCE of 15.95%.
11. Return on investment	6.64%	2.37%	180.08%	IPO funds have been invested only for 4 months in Previous year 2021-22. In addition to that, Nearly 50% of the Investments in MF redeemed and invested in FD. This increased the returns.

Explanations to items included in computing the above ratios:

1. Current Ratio: Current Asset over Current Liabilities
2. Debt-Equity Ratio: Debt (includes Borrowings and Current & Non-Current Lease Liabilities) over total share holders equity (including Reserves & Surplus)
3. Debt Service Coverage Ratio: EBIT + Interest on lease liabilities + Depreciation over Lease payments (principal + interest)
4. Return on Equity Ratio: Profit After Tax over average Equity (including Reserves & Surplus)
5. Inventory turnover ratio: Revenue over average Inventory
6. Trade Receivables turnover ratio: Revenue from operations over average Trade Receivable
7. Trade payables turnover ratio: Purchases over average Trade Payable
8. Net capital turnover ratio: Revenue from operations over average working capital
9. Net profit ratio: Profit After Tax over Revenue from operations
10. Return on Capital employed: Profit Before Interest & Tax over Capital employed (Capital employed includes total share holders equity, borrowings, short term and long term lease liabilities)
11. Return on investment: Interest income on fixed deposit + Mutual fund investment gain over average investments (investments includes investments in mutual funds, margin money and other bank deposits)"

The Non-GAAP measures presented may not be comparable to similarly titled measures reported by other companies. Further, it should be noted that EBITDA, EBITDA Margin, Gross Margin, Net worth, Return on Net Worth, Net Asset Value (per Equity Share), debt equity ratio, Return on Capital Employed, Return on Equity is not a measure of operating performance or liquidity defined by generally accepted accounting principles and may not be comparable to similarly titled measures presented by other companies.

Notes to the financial statements for the year ended March 31, 2023

36. No proceedings have been initiated during the year or are pending against the company as at March 31, 2023 and as at March 31, 2022 for holding any benami property under Benami Property Transactions (prohibition) Act, 1988.

37. Transactions and balances with companies which have been removed from register of Companies [struck off companies] as at the above reporting periods is Nil.

38. The Company has not traded / invested in Crypto currency or virtual currency.

39. 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:

- (i) 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
- (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

40. The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall

- (i) 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
- (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

41. The Company has no 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).

42. The Company has not granted any loans or advances in the nature of loans to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person.

43. The Company has not declared or paid any dividend during the year and has not proposed any final dividend for the year.

44. There were no unclaimed or unpaid dividend during the previous years and hence no funds or shares required to be transferred to Investor Education and Protection Fund during the year under audit.

45. Approval of the Financial Statements:

The Board of Directors of the Company has reviewed the realisable value of all the current assets and has confirmed that the value of such assets in the ordinary course of business will not be less than the value at which these are recognised in the financial statements. In addition, the Board has also confirmed the carrying value of the non-current assets in the financial statements. The Board, duly taking into account all the relevant disclosures made, has approved these financial statements in its meeting held on May 5, 2023.

For and on behalf of the Board of Directors

**Go Fashion (India) Limited (formerly known as
Go Fashion (India) Private Limited)**

Prakash Kumar Saraogi

Managing Director

DIN No: 00496255

Gautam Saraogi

Director

DIN No: 03209296

R.Mohan

Chief Financial Officer

V.Gayathri

Company Secretary

Place : Chennai

Date : May 05, 2023

Disclaimer

This document contains statements about expected future events and financial and operating results of Go Fashion (India) Ltd, which are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is a significant risk that the assumptions, predictions and other forward-looking statements will not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as several factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the management's discussion and analysis of the Go Fashion (India) Ltd Annual Report 2022-23.

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