



Excellence

in
every
weave





Visit our
Brand website
to know more
about us



www.kalamandir.com



www.brandmandir.com



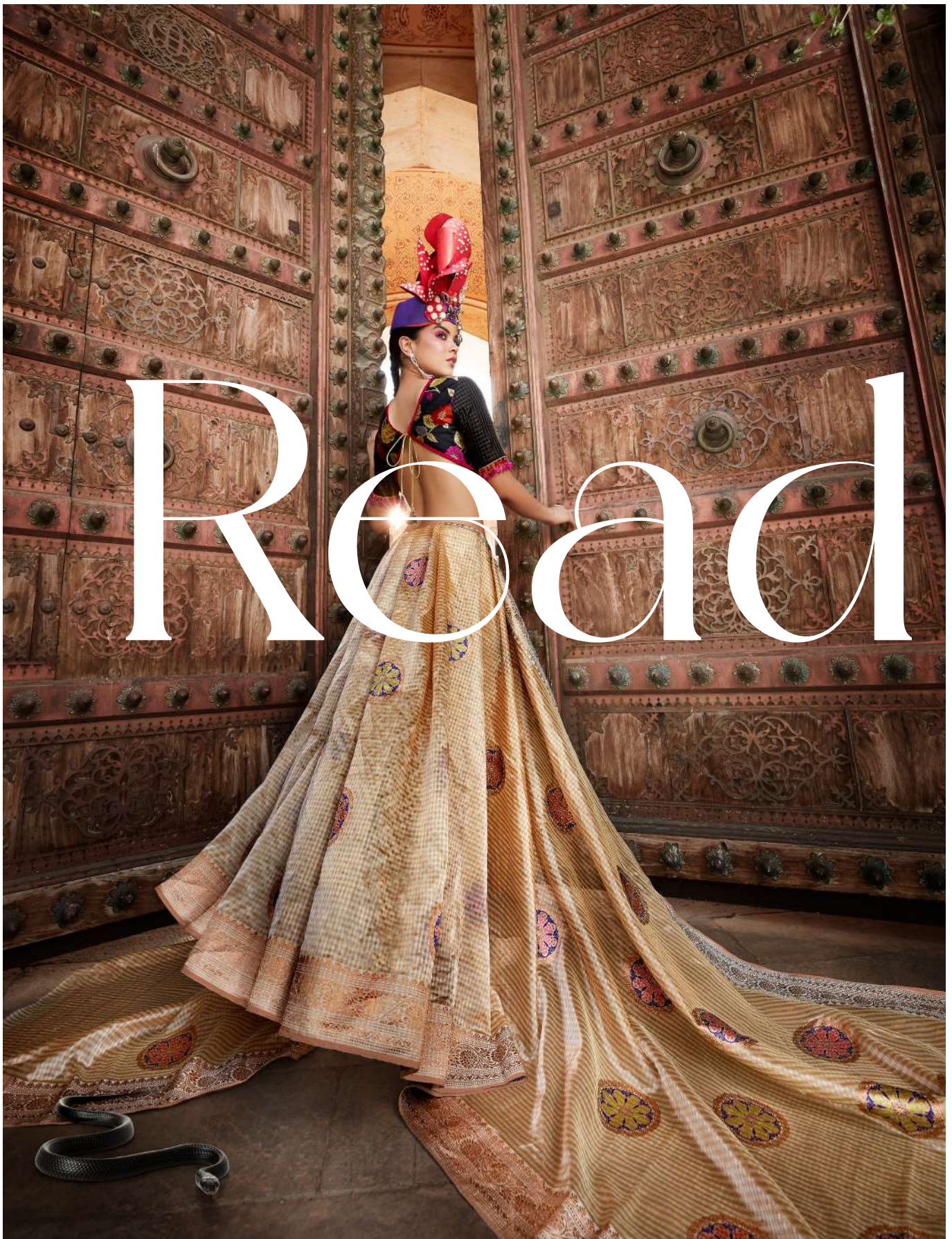
www.kanchivml.com



www.klmfashionmall.com



www.sskl.co.in





Forward-looking statements

Some information in this report may contain forward-looking statements which include statements regarding Company's expected financial position and results of operations, business plans and prospects etc. and are generally identified by forward-looking words such as "believe," "plan," "anticipate," "continue," "estimate," "expect," "may," "will" or other similar words. Forward-looking statements are dependent on assumptions or basis underlying such statements. We have chosen these assumptions or basis in good faith, and we believe that they are reasonable in all material respects. However, we caution that actual results, performances or achievements could differ materially from those expressed or implied in such forward-looking statements. We undertake no obligation to update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.

inside



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The saree has an enduring and timeless appeal in every weave, adored by millions of women in India and other parts of the world. It best reflects a woman's nuanced emotions, her aspirations and her desire to reimagine herself in a new way every time.

More than an ethnic attire, it is a celebration of womanhood and depicts dignity, luxury and devotion to India's rich tradition of craftsmanship. At SSKL, we are committed to strengthen this tradition and take it worldwide.

We take pride in being the ethnic and value fashion partners of our customers and brand patrons, and our consistent focus on excellence lies in understanding our customers' requirements and providing them the best that suits their budget. Through our myriad brands, we provide exceptional and finest trends to our customers.

Our operations are backed by a strong technology backbone, data-backed decision-making, reliable supply chain, omni-channel network and above all a hardworking and innovative team of weavers, artisans and designers, who are committed to take excellence a notch higher every time.





It's the most natural way for me.
I can tell people I can run in a

saree

and I can do five sequences in a saree. I can romance in a saree and I can do everything in a saree. For me, it's the most versatile garment. It's extremely sensuous and at the same time it is strong, there is an elegance and at the same time, it teases your imagination. It's very powerful.

Vidya Balan

Bollywood actress

About SSKL

Achieving excellence is a 24x7 priority

We commenced our business in 2005 and have emerged as one of the largest retailers of ethnic apparel, particularly sarees, in South India. Over the decades, our markets have evolved, the business strategies have been finetuned, but one thing that has remained constant is our relentless focus on excellence.

Our founders realised the value of organised retail for sarees and opened our first store in Hyderabad. Currently, we offer one of the widest portfolios of saree Stock Keeping Units (SKUs) among women's apparel brands in India by leveraging our store network of 46 stores spread across four states.

With an extensive range of merchandise at various price points, we cater to customers across the market segments with products in premium ethnic fashion, ethnic fashion for middle-income consumers, and value-fashion segments.

Our wide range of products predominantly consists of various kinds of ultra-premium and premium sarees suitable for weddings and party wear. We also retail occasional and daily wear lehengas, men's ethnic wear, children's ethnic wear and value fashion items made up of fusion wear and western wear for women, men and children.

Our strong sourcing strategy, tech-enabled ecosystem of operations and a dedicated workforce together form the pillars of our success and help us deliver quality products to customers, while maintaining profitability.

Our stores provide a unique experience and customer service, which combined with our inventory and variety of SKUs that we offer, enable us to attract and retain a growing customer base.





5+ million

Customers in India

46

Stores

11

Cities

4

States

4,298

Workforce

~550,815 sq. ft

Combined store area

₹ 11,293.23

Revenue from operations

₹ 576.87 million

Profit

All figures are as on 31st March 2022

Milestones

Excellence we have developed for decades



2005

- Started as a partnership under the name of 'Sai Silks'
- Launched the first 'Kalamandir' store in Ameerpet, Hyderabad

2008

₹ 100 Crores
turnover crossed

2011

- Our premium brand 'Mandir' was launched in Hyderabad
- Our premium retail format store 'VaraMahalakshmi' was launched in Kancheepuran, Tamil Nadu

₹ 250 Crores
turnover crossed



2012

- Awarded as 'Retailer of the Year' in fashion & lifestyle (traditional wear) by the Asia Retail congress

2013

- Launched 15th store 'Kalamandir' in Hyderabad



2018

- Launched 35th store 'Varamahalakshmi Silks' in Vijayawada
- Launched 40th store 'Mandir' in Hyderabad

2017

- First KLM fashion mall store was launched in Ameerpet, Hyderabad

₹ 500 Crores

turnover crossed

- Celebrity **Vijay Devarakonda** onboarded as a brand ambassador

2016

- Launched 25th store 'Kalamandir' in Vishakapatnam
- Awarded Kalamandir brand as Family Store by Times Retail Icons

2015

- Awarded as '**Most Admired**' regional fashion retailer of the year

2019

₹ 1000 Crores

turnover crossed

- Launched 45th store 'KLM fashion mall' in Hyderabad
- Celebrity **Shruti Hassan** onboarded as a brand ambassador

2020

- Started **online retail** with launch of e-commerce websites
- Awarded as '**Best Silk Showroom**' by Times Business Awards

2021

- Awarded '**Make in India-Emerging Leader**'
- Awarded as '**Best Silk Showroom**' consecutively and '**Best Designer Saree Showroom**' by Times Business Awards

2014

- Launched 20th store 'Varamahalakshmi Silks' in Bengaluru

2022

- Awarded as '**Most Admired**' Company of the year by CMO Global

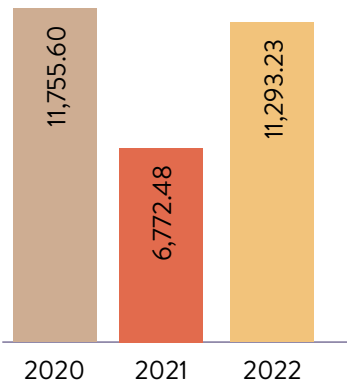
Our performance

A sustainable and profitable business

All figures are as on 31st March 2022

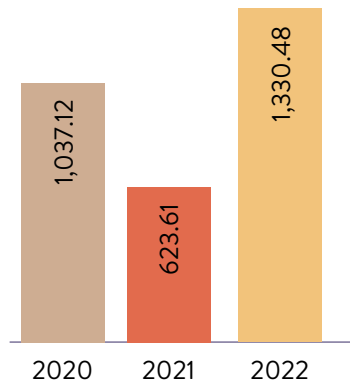
Revenue from operations
(in ₹ million)

11,293.23



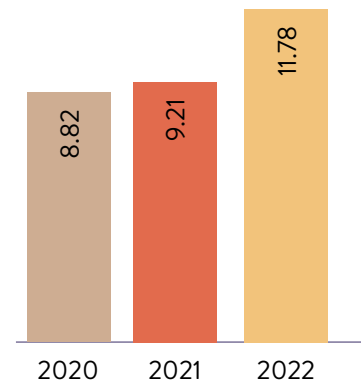
EBITDA
(in ₹ million)

1,330.48



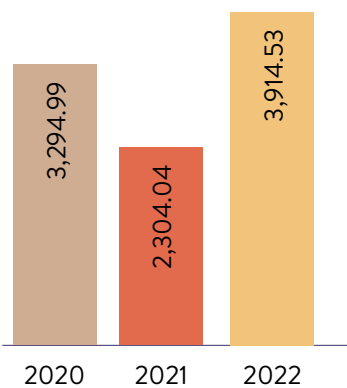
EBITDA margin
(in %)

11.78



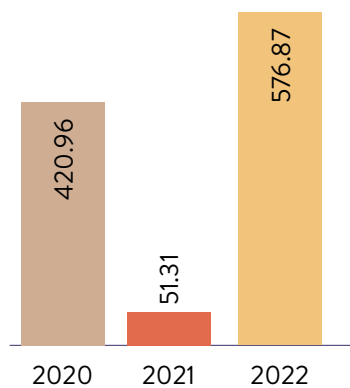
Gross margin
(in ₹ million)

3,914.53



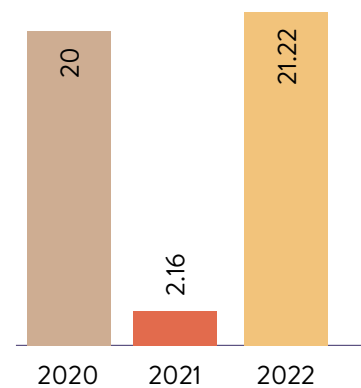
Profit after tax
(in ₹ million)

576.87



ROE
(in %)

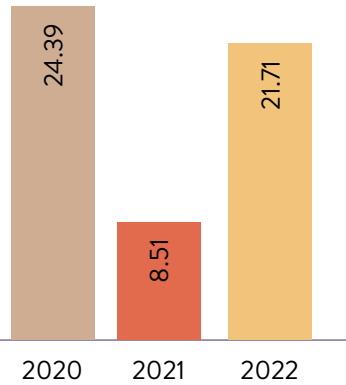
21.22





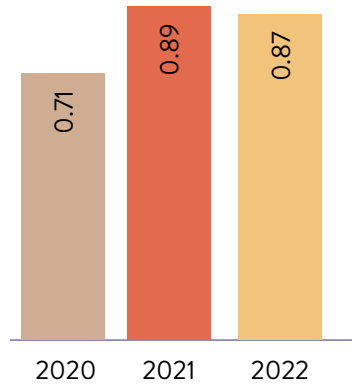
ROCE
(in %)

21.71



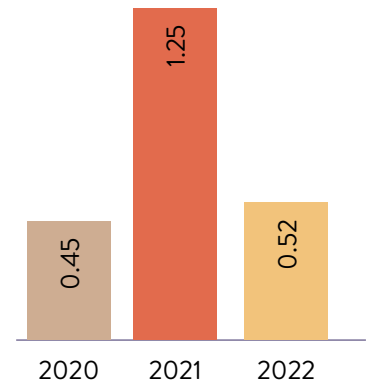
Debt to Equity ratio
(in %)

0.87



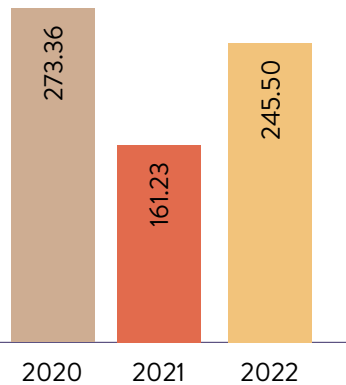
Net Debt / EBITDA
(in %)

0.52



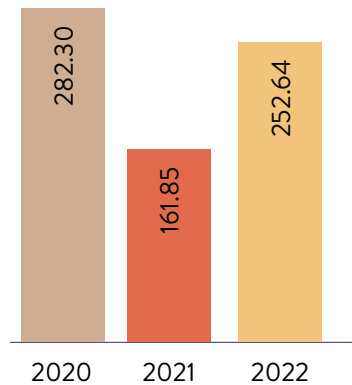
Average revenue from operations
(for all stores) (in ₹ million)

245.50



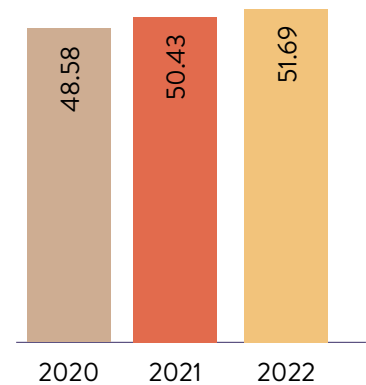
Average revenue from operations
(for mature stores*) (in ₹ million)

252.64

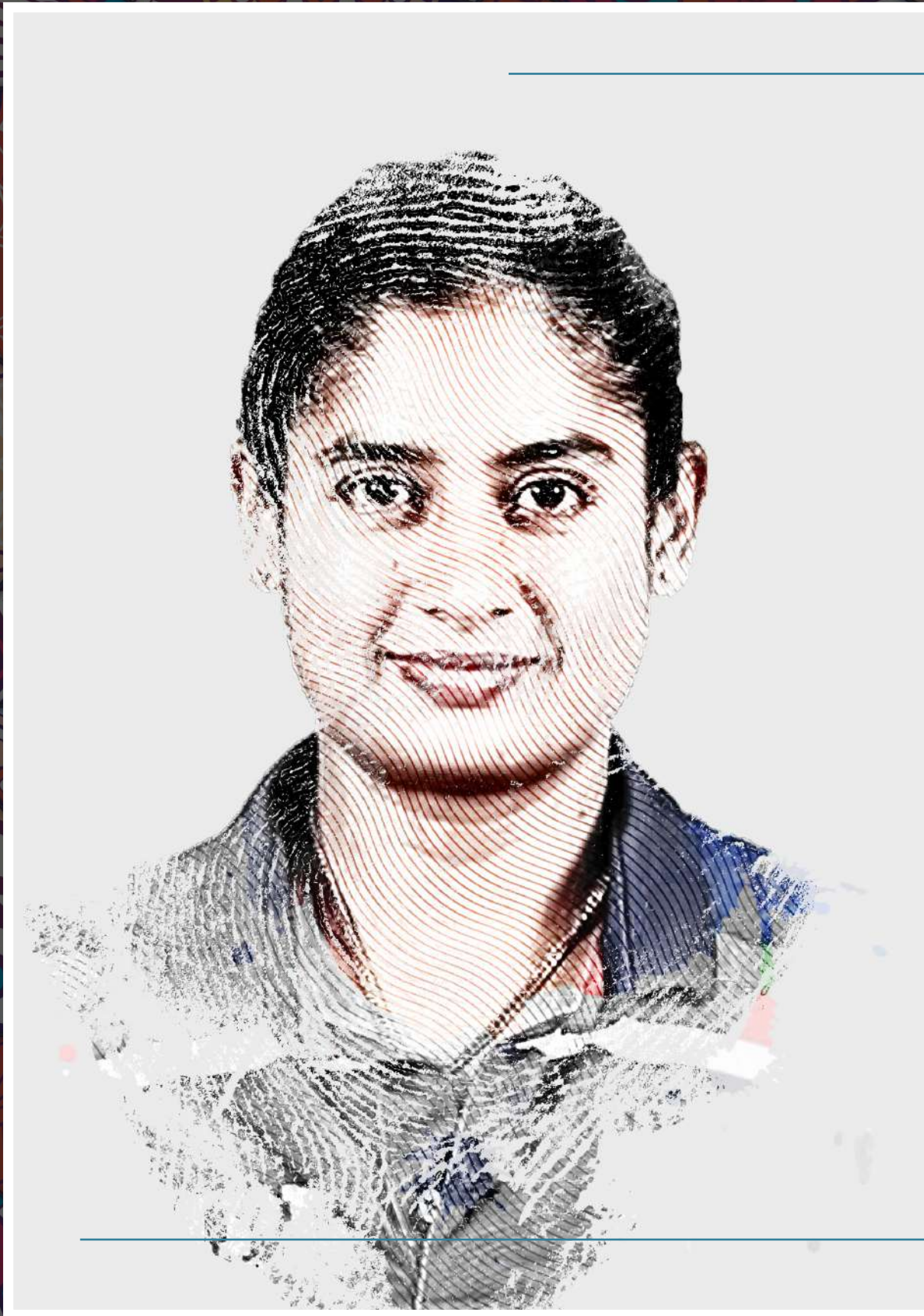


Average Capital Expenditure per Store
(in ₹ million)

51.69



*Mature Stores refer to Stores that have been operating for a period of more than 12 months





Every saree talks more than you
and I know! It never tells you to

fit in,

it makes you stand out.

Mithali Raj

Indian cricketer and
former captain of women's
national cricket team

Founder and MD's message



We will continue to deliver on the expectations of our customers and stakeholders by staying true to our core tenet of excellence in every weave.

Nagakanaka Durga Prasad Chalavadi

Managing director

Dear Stakeholders,

It gives me immense pleasure to present our annual report for the financial year 2021-22.

Despite challenges in our operating environment ushered in by the COVID-19 pandemic, high inflationary scenario and muted customer demand for the last two years, we grew during FY22 and continue to be one of the largest retailers of ethnic apparel, particularly sarees, in South India both in terms of revenues and profit after tax.

One of the primary reasons behind our success, over the years, has been the fact that we built a strong brand by offering high quality products to various segments of the market that include premium ethnic fashion, ethnic fashion for the middle-income population and value fashion. Our products span various price points, thereby catering to customers across all market segments.

Our stores are also strategically located in prime areas of the cities where we operate, making them highly accessible to our customers. We follow a cluster-based model, opening new stores in the same city, before extending our store network to other cities, in order to drive operational efficiencies and maximise profits.

For ages, the saree industry was largely unorganised, relying to a very large extent on an informal and loose network of relationships among weavers, employees and retailers, and dominated by a few regional saree

brands with their pockets of influence. Since inception, we have brought the rigour of data science and technology to modernise the legacy saree business. Machine learning and artificial intelligence are used to track the movement of every product from warehouse to the sales counter. We have built the relevant systems and software to track, measure and enhance our operational efficiency.

Our relentless focus on execution and fiscal discipline enabled us to register a strong financial performance. I am pleased that our revenue from operations increased to ₹11,293.23 million in 2021-22 from ₹6,772.48 million in 2020-21, recording a growth of 66.75%. Our EBITDA touched ₹1,330.48 million in 2021-22, compared to ₹623.61 million in 2020-21. The EBITDA margin increased to 11.78% as against 9.21% in 2020-21. Our PAT stood at ₹576.7 million in 2021-22 as against ₹86 million in 2020-21.

Operational highlights needed for the financial year 2021-22

As always, we look for opportunities during adversity. As we saw COVID-19 pandemic impacting the offline retail store operations, we expanded our sales through online e-commerce marketplaces and started selling our products through our own online websites - www.kalamandir.com, www.brandmandir.com and www.kanchivml.com and www.klmfashionmall.com, as well as through other third-party online e-commerce websites, providing an omni-channel network to our customers, through our online and offline presence. The seamless integration between our offline and online channels also ensures that our products are easily available to our customers.

Our omnichannel presence has also broadened the market for our products and during the year under review, our sarees were shipped to 25 states and six union territories in India. I am also happy to report that in FY 2022, our website engagement has significantly increased recording an average of 9,715 visits per day compared to an average of 3,158 visits per day in FY 2021.

As of now, we are only present in South India but, going forward, we intend to further expand our footprint within India through owned stores and franchise networks by leveraging our brand appeal. Besides, within South India, we intend to deepen our penetration in the four states where we currently operate.

There is a growing market for sarees and other categories including lehengas, Indian dresses and gowns in India. The consumer trend is shifting towards increased preference for private labels, which provide quality products at an affordable price. Given that we are already one of the leading apparel and saree retailers in South India, we aim to leverage our strong supply chain and capitalise on the growing opportunities to maintain our dominant market position. We believe our brand is strong, our business model is scalable, and this, coupled with effective operational processes and proven track record of profitable expansion, we are well positioned to take advantage of the expanding market opportunities.

We also intend to leverage our existing capabilities and make significant investments in eCommerce to increase our online presence. We anticipate that such investments will further strengthen our profitability and revenue from operations and diversify our revenue generating channels. We are helping our teams to upskill themselves, because our business needs us to innovate continuously in order to stay ahead of the curve and also be in step with the changing consumer preference.

₹ 576.7 million

Our PAT stood in 2021-22

₹ 11,293.23 million

Revenue from operations

Beyond business priorities, we continue to remain committed to our principle of giving back to the society in various ways. Our Company undertakes Corporate Social Responsibility ('CSR') activities through its CSR arm Kalamandir Foundation by undertaking various activities predominantly in the areas of child education, vocational skills development, women empowerment and health care and sanitation.

We have built a resilient business, supported by an experienced team, strong market insight, robust systems, processes and a tested technology backbone. Saree is more than an ethnic apparel, it is part of India's identity, deeply woven into our culture and tradition. It has stood the test of time and evolved; and we are excited to be a part of that transformation.

We will continue to deliver on the expectations of our customers and stakeholders by staying true to our core tenet of excellence in every weave.

Regards,

**Nagakanaka Durga Prasad
Chalavadi**

Managing director

Opportunity landscape

Powerful tailwinds fuelling long-term growth

The Indian consumption story continues to be strong, driven by the aspirations of middle-income and high middle-income population. This provides us the opportunity to build value for the organisation and the larger stakeholder ecosystem. It also provides us with the ability to experiment with new approaches and achieve higher operational performance.

Rapid urbanisation and increasing disposable income

By 2050, India will add 416 million¹ urban residents, continuing the trend of urbanisation. As rural residents move to cities in the quest of employment opportunities, high population increase is anticipated in Tier III and Tier IV cities. As a result, it is anticipated that the working population in Tier III and Tier IV cities would economically develop quickly, enabling these areas to become new growth engines for value fashion stores, because value fashion serves as the gateway for brand exploration.

Growing festive wear market

The rising demand for sarees, particularly in South India, primarily propels the Indian festive wear market. The rising female population is helping the women's occasion wear market, which is poised to grow at a rate of 27% CAGR from FY21 to FY25. The saree category contributed to 41% of the occasional market in FY20, with 50-55% of the Indian wear wedding and festive saree market driven by the South India region.

Growth in organised retail offering a better shopping experience

With the introduction of foreign brands, the expansion of organised retailers, and the spread of mall culture, consumers got accustomed to the idea of a robust shopping experience that includes an air-conditioned environment, trial rooms, a wider choice of products, price transparency, quality assurance, and on-floor service assistance. Organised retailers have been able to close this gap and provide first-time organised channel customers a better shopping experience



Consistent quality at affordable prices

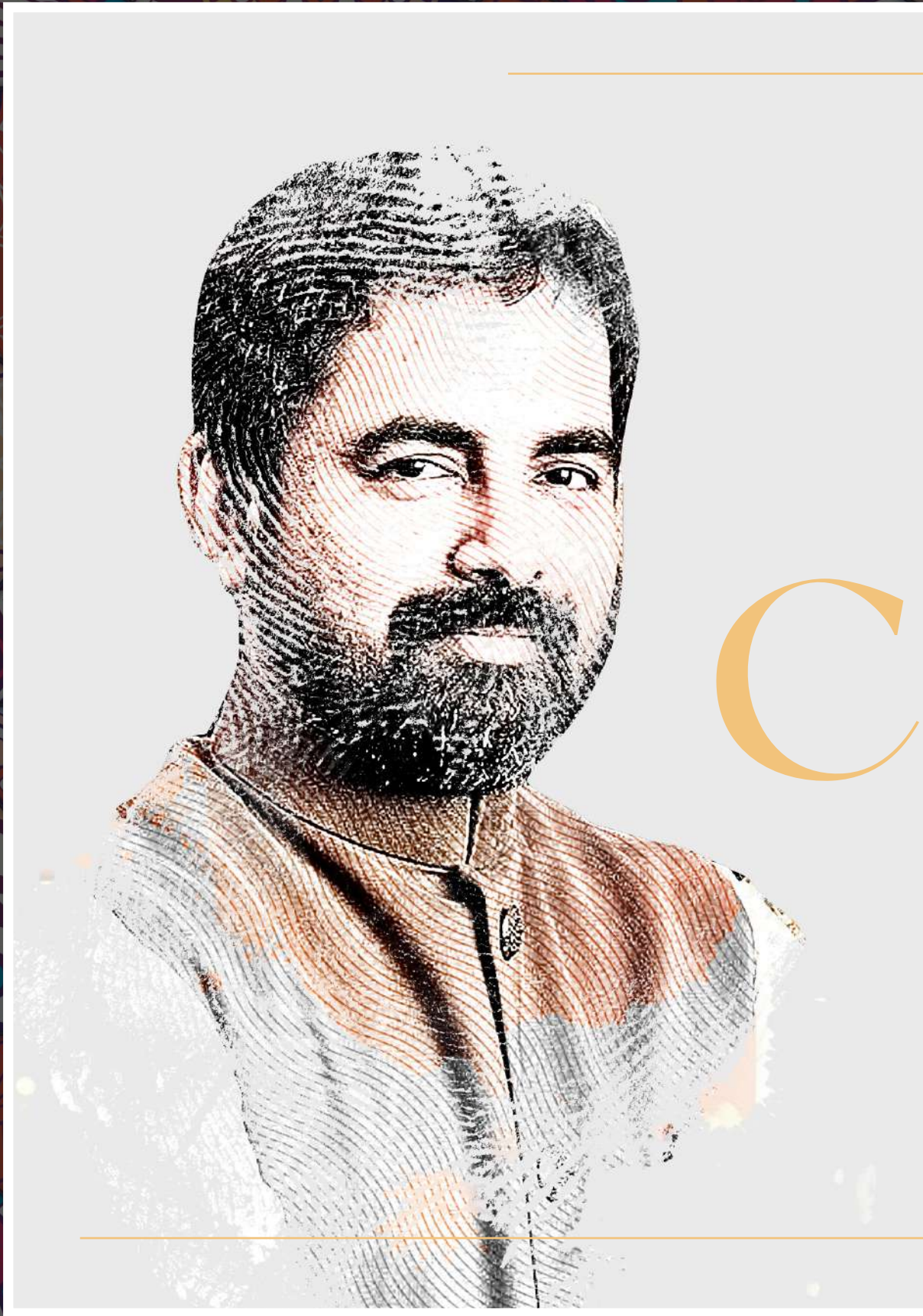
Value fashion's expansion has been fuelled by a laser-sharp focus on providing consistent quality at affordable pricing. The consumers' shift from conventional, unorganised stores to organised value merchants has been made easier in tier II, III, and IV cities by the continuous implementation of quality at affordable prices.

Continuous operations and supply chain improvement

Value merchants have been exerting significant influence over all aspects of the retail value chain, including customer management, merchandising, supply chain management, and store operations. The focus on long-term relationships with suppliers and investments in logistics, storage, and inventory control have been crucial to the success of these retail models.

Expansion through clustered approach and regional nuances

Value retailers have the opportunity to optimise the supplier base, storage infrastructure, and product offering depending on the local customers' preferences owing to an expansion through a clustered approach. These retailers have been able to enhance their offerings using a clustered strategy. In comparison to national players operating in South India, regional value fashion players in the South have a higher proportion of saree business in the women's apparel category.





If you tell me that you do not know how to wear a saree, I would say shame on you. It's a part of

your culture,

you need to stand up for it.

Sabyasachi Mukherjee

ace fashion designer, recipient of national film award for best costume design



**Weaving excellence
into our brands**



Our ethnic brands are available for in-person purchase at any of our three formats stores, which include Kalamandir, VaraMahalakshmi Silks and Mandir, as well as online through our website and other e-commerce platforms. Our value-fashion items are available for in-person purchase from KLM fashion mall as well as its website and other e-commerce platforms. With a cluster-based business model, we strategically place our stores in high-traffic locations of the cities where we operate to capitalise on greater consumer footfalls.

~11,974 sq. ft

Average Store Area

₹ 246 million

Average Revenue Per Store

₹ 20,210

Average Revenue Per Square Feet

All figures are as on 31st March 2022

Kalamandir

Kalamandir was founded in 2005 with the launch of its first store in Ameerpet, Hyderabad in Telangana. We promote the Kalamandir format as the 'Symbol of the South' for its product offerings, affordability and brand equity. The Kalamandir format stores cater to middle-class and upper-middle-class customers with contemporary sarees and other ethnic clothing.



Target segment:

Contemporary ethnic fashion for middle income population

Price range:

~₹1,000 to ₹1,00,000

Offerings

- Tusser sarees
- Silk sarees
- Kota sarees
- Kora sarees
- Khadi sarees
- Georgette sarees
- Cotton sarees
- Matka sarees

We currently run eight Kalamandir stores in the states of Andhra Pradesh, Telangana, and Karnataka, with a combination of small, medium, and big stores. Our Kalamandir sarees are meticulously woven by a team of weavers, craftsmen, and designers to ensure the highest level of quality and the flawless execution of the brand's vision.

In keeping with the brand's aesthetic, our Kalamandir stores exhibit contemporary designs, vibrant product displays and the interior layouts are created with traffic management in mind. Each item is calibrated by understanding the demands of the consumer and offering them exquisite products within their budget since our Kalamandir style stores are designed for middle-income retail customers.



All figures are as on 31st March 2022

08

Stores

1,02,487 sq. ft

Aggregate store area

4,286

SKUs offered

₹ 4,843

Average sales invoice value

Hyderabad

Bangalore

Andhra Pradesh

Varamahalakshmi

The first Varamahalakshmi store opened in Chickpet, Bengaluru, in 2011. Through this format, we offer customers the esteemed Kanchipuram silk sarees in addition to other handloom and occasion wear sarees all under one roof. Each saree in the Varamahalakshmi style store offers genuine, quality silk sarees, making them unique.



Target segment:

Premium ethnic silk sarees and handlooms targeting wedding and occasion wear.

Price range:

~₹4,000 to ₹2,50,000

Offerings

- Banarasi sarees
- Patola sarees
- Kota sarees
- Kanchipuram sarees
- Paithani sarees
- Organza sarees
- Kuppadam sarees
- Kancheepuram silk sarees

In four south Indian states, we run 17 small, medium and large stores. Our VaraMahalakshmi format stores provide a large selection of goods at various pricing points. Our VaraMahalakshmi stores are designed to be more traditional, because we want them to reflect the brand's Kancheepuram heritage. The elaborate wall-to-ceiling decorations and carefully chosen window displays are aimed to pay homage to the south Indian roots of our products. Every Vara Mahalakshmi store exudes a temple-like ambiance, and each store has a priest who blesses each saree that a customer buys.



All figures are as on 31st March 2022

17

Stores

1,01,519 sq. ft

Aggregate store area

900

SKUs offered

₹ 12,581

Average sales invoice value

Hyderabad

Bangalore

Andhra Pradesh

Tamilnadu

Mandir

Brand Mandir was established in 2011 and we launched our first branch in Banjara Hills, Hyderabad. The Mandir brand is the one-stop destination for ultra-premium designer high-end sarees and lehengas for weddings, parties, celebrations and also casual wear that can be tailored to suit the needs of consumers. Our expert weavers carefully plan and create each one of our Mandir goods.



Target segment:

Ultra-premium designer sarees and women-wear targeting high net worth individuals

Price range:

~₹6,000 to ₹3,50,000

Offerings

- Kanchipuram sarees
- Banarasi sarees
- Patola sarees
- Ikat sarees
- Paithani sarees
- Organza sarees
- Kuppadam sarees

In Hyderabad, we run three premium small-format Mandir stores. In Hyderabad, our stores are placed strategically in high-end localities of the city, where our target market's purchasing power is strongest.



All figures are as on 31st March 2022

03

Stores

10,200 sq. ft

Aggregate store area

992

SKUs offered

₹ 24,853

Average sales invoice value

Hyderabad

KLM Fashion Mall

Our innovative store format, KLM Fashion Mall, was launched in 2017, with the first location opening in Ameerpet, Hyderabad. It offers value-fashion options for the youth and the general population at a competitive, value-for-money price points. The stores are designed aesthetically after careful analysis of global brands.



Target segment:

Value fashion at affordable price points

Price range:

~₹200 to ₹75,000

Offerings

- Fusion wear
- Sarees for daily wear
- Western wear for women, men and children
- Accessories

Our products under KLM Fashion Mall are competitively priced to attract retail customers. To target the customer demographic and boost brand visibility, we have registered two trademarks, namely “Common Man Fashion Mall” and “Pocket Friendly Mall” for our KLM Fashion Mall style stores. Our KLM Fashion Malls are established in places that are convenient for families. To encourage customers to make larger purchases and maximise the invoice value, we offer a variety of offers and discounts throughout the year. These offers are also featured prominently throughout the store as posters and banners.



All figures are as on 31st March 2022

18

Stores

18,700 sq. ft

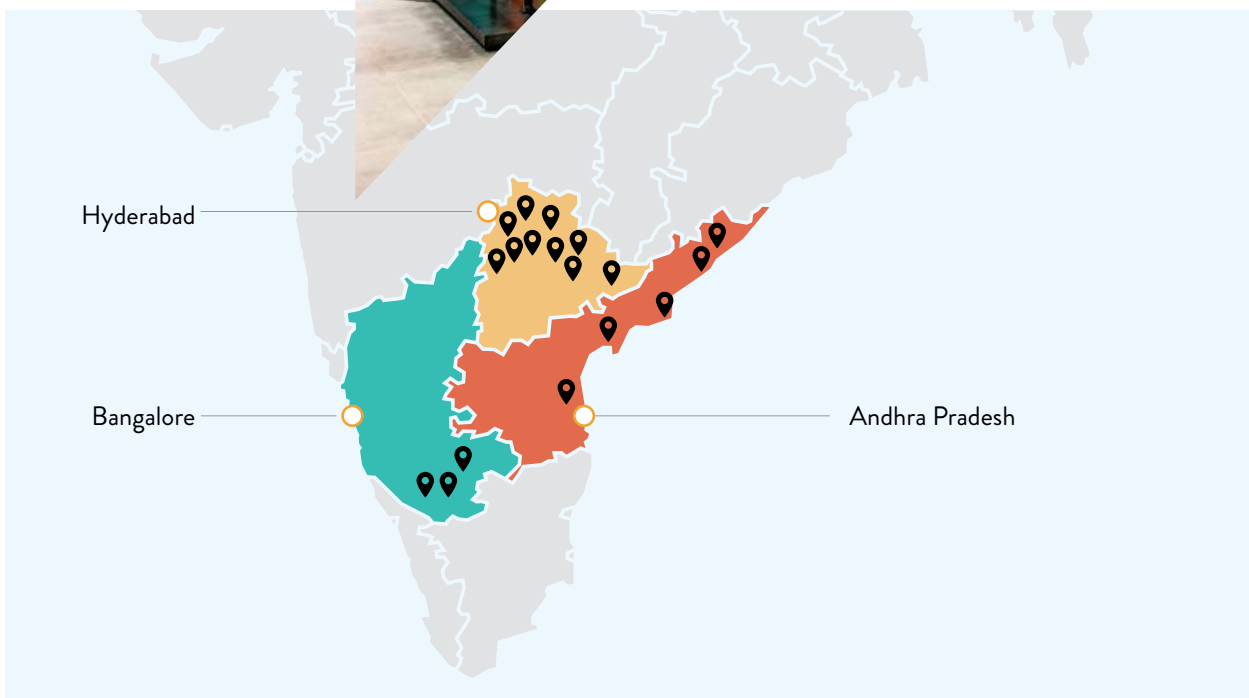
Aggregate store area

5,637

SKUs offered

₹ 2,440

Average sales invoice value



Our value proposition

Staying ahead in a competitive landscape

Our strategic advantages provide a foundation that drives our customer relationships and partnerships. Our strong consumer recognition and brand loyalty, the superior quality of our products, and our flexibility and process control have helped us sharpen our competitive advantage and accomplish sustainable growth.

Diverse product portfolio catering to all segments



Over the years, we have diversified our product portfolio and marketed our products at multiple price points, allowing us to provide products to customers across all market segments. We focus on providing our consumers with a distinctive in-store experience and a variety of alternatives, even for the same product. By leveraging our experience in selling ethnic wear, we have expanded our store portfolio to four formats, each offering a different set of products, catering to the respective target segments.

Targeted sales and marketing



Our stores are strategically located in central areas of the cities in which we operate, to tap the purchasing power of customers, with a cluster-based model. We open retail outlets for each of our formats, which serve as a one-stop destination for our customers, resulting in larger transactions per visit to our stores. In addition, we have established a unique and enduring recall in the minds of our customers and other key stakeholders.

Innovative designs



To continually provide our customers new and differentiated products throughout the year, we invest our efforts in developing unique designs with a focus on quality. To stay abreast of evolving design trends and inventiveness, we also outsource our design features and take advantage of the design infrastructure offered by third-party manufacturers. Our products are designed in collaboration with independent designers and then delivered to master weavers and third-party manufacturers.

Customer-centric product pricing



We use a systematic process to determine the price for each of our products and strategically establish competitive price points for our products using thorough market research. We endeavour to keep our products aspirational yet affordable for our customers, and we exclusively manage and regulate the pricing at which our products are sold. Our products are priced uniformly across each of our sales channels.



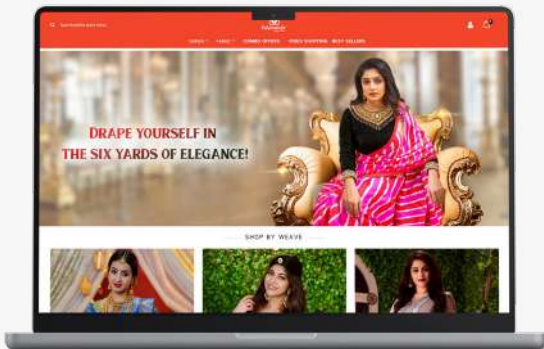
Integrated retail experience

We believe that one of the principal factors for word-of-mouth recommendations and the rise in our average revenue per customer is the emphasis we place on giving our consumers a distinctive and pleasurable shopping experience. In order to bless product purchases, especially those made for weddings and other significant social occasions, we have established a number of novel experiences involving religious and traditional customs. We have also invested in interior design at our stores to ensure that the entire ambiance complements the shopping experience. Our sales representatives receive extensive training in both up-selling and also helping customers select the best product. Additionally, they have received training in understanding and appreciating consumer insights, feedback and opportunities, through customer engagements.



Strong omni-channel network

We have established a foothold in the online e-commerce sector and commenced selling our products through both our own online websites and other third-party online e-commerce websites in order to build a strong omni channel network. The seamless integration between our offline and online channels have ensured that our products are easily available to our customers. As the pricing of our products is uniform across our own online and offline channels, our customers have the flexibility to purchase our products online or offline through our stores.



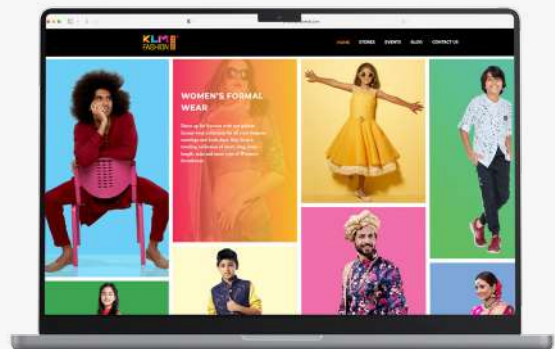
www.kalamandir.com



www.brandmandir.com



www.kanchivml.com



www.klmfashionmall.com





Did you Know?

During her swearing-in ceremony at the Central Hall of Parliament in New Delhi as the 15th President of India, Draupadi Murmu made her fashion statement with the handloom saree from her tribal community Santhal. The saree is crafted with the skilled hands and rich emotions of the Santhali community. She took the occasion to showcase the craftsmanship of the

handloom artisans

to the world.

Our strategic pillars

Integrating best-in-class technology

India's apparel manufacturers have accelerated their adoption of digital technology due to both financial and operational requirements. The growing percentage of e-commerce in overall organised women's Indian wear sales serves as a visual representation of this transformation. The share of e-commerce in women Indian wear business operations was 12% before the pandemic, but it has increased to 18% since then.

During the fiscal year, we have made large investments in our IT infrastructure and digital capabilities in an attempt to capture a share of the digital pie and deliver a multichannel experience to our customers.





Standardising processes digitally

In order to standardise our processes and provide our management team the tools they need to plan and oversee our sourcing operations as well as to help the finance, sales, stores, buy, inventory, and payroll departments run smoothly, we have adopted an ERP solution. Artificial intelligence technologies are gradually being incorporated into our current ERP system to deliver precise store level insights.



Ensuring cyber security

We consider that in order to safeguard customer trust, it is essential to have strong IT policies. All of our core software has a user IP-based access mapping that can only be accessed from certain static addresses at our offices, warehouses, and retail locations. We have access logs and auto session timeouts in place, and we rotate our critical passwords on a regular basis.



Robust IT capabilities

The use of new tools and technological breakthroughs is essential because they make it possible for new business practices and consumer interaction models to become prevalent. We continue to focus on improving and strengthening our IT capabilities since we believe that a reliable IT infrastructure is required to ensure high operational productivity and efficiency. We have introduced new technological initiatives at both the front-end and back-end of our operations, including procurement, distribution, and supply chain operations. Additionally, we intend to employ data analytics to increase sales, better understand customer preferences, and expand our operations.



Enhancing consumer experience with technology

We often update our websites and social media platforms to provide unique features that enable better consumer engagement with our brands and products as well as the ability to browse digital catalogues that highlight our wide range of product offerings.

Our websites include a number of tools to help customers, such as a virtual chat box, virtual trial-room for them to try our products, and a search feature so they can look through our full collection of sarees. Additionally, we are in the midst of introducing our loyalty programme Smile Rewards for patrons of KLM Mall retailers using a new CRM software system. This programme will enable patrons to accumulate points and redeemable shopping vouchers on purchases.

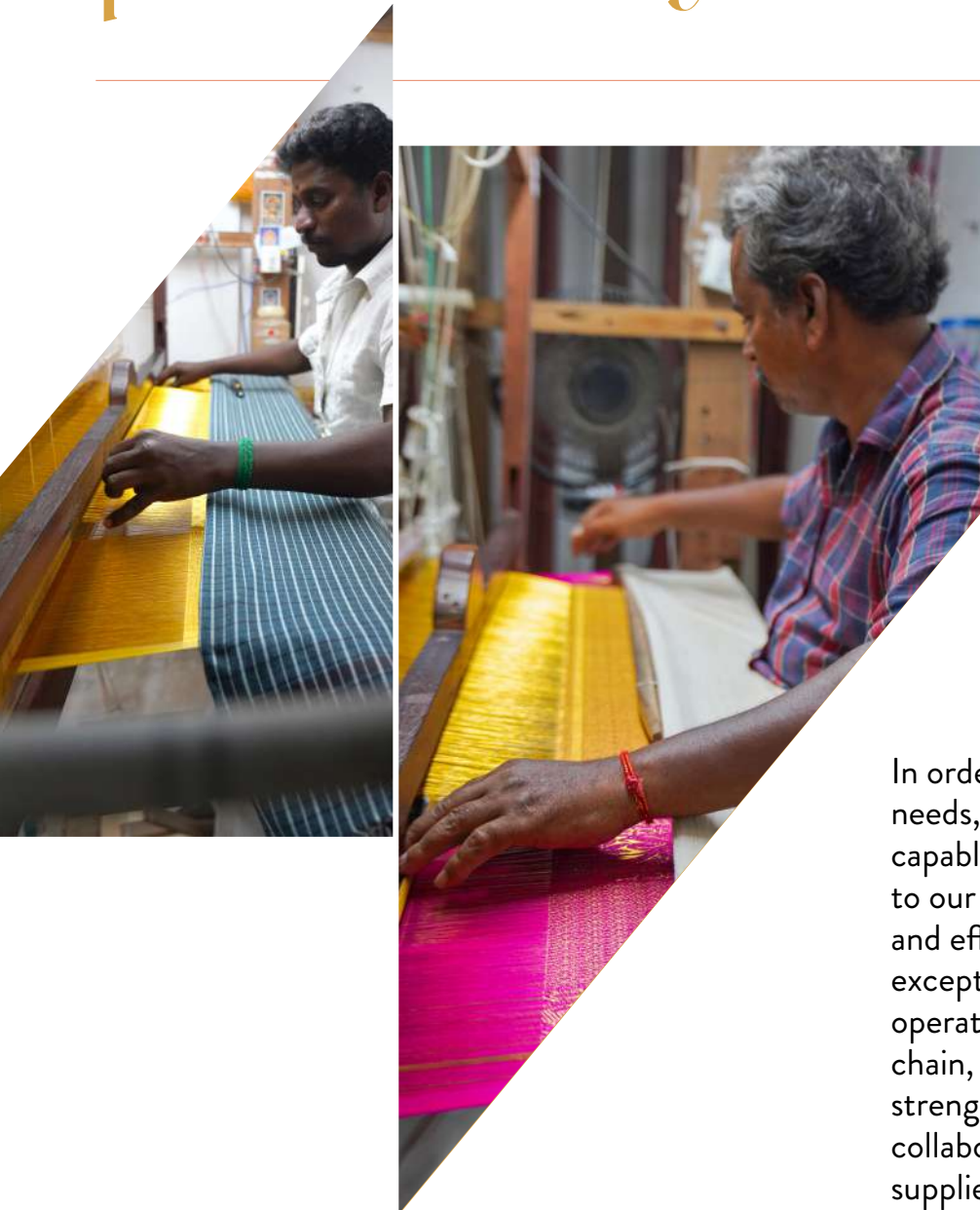


Instilling technology into the design process

The design process entails in-depth analysis and research on prevailing fashion trends, consumer tastes, and preferences. We capture this information through a variety of system-driven processes, including data analysis, market surveys, feedback from our artisans and vendors, and conversations between our sales associates and customers.

Our strategic pillars

Strengthening supply chain proficiency



In order to meet customer needs, it is crucial for us to be capable of delivering products to our store locations in a timely and efficient manner. With exceptional products, agile operations and a robust supply chain, we are taking steps to strengthen our foundation. We collaborate closely with our suppliers to establish inventory maintenance standards, develop safety stocks, investigate localisation alternatives among other measures.

Extensive supply chain network

Our products are sourced from master weavers, weavers and vendors from across India. Our three warehouses in Karnataka, Andhra Pradesh and Telangana serve as the central hubs for managing our inventory, logistics, and the entire supply chain for all of our channels. One of our Varamahalakshmi stores in Chennai, Tamil Nadu, also serves as a designated storage site for the state.

4,000+

Weavers' network

Interactions with suppliers

We place a lot of emphasis on communication within our dynamic purchase team after analysing and allocating our sourcing requirements in order to assess the performance and production status of our master weavers and third-party manufacturers. In order to build a strong bond and long-term relationship, we also frequently visit our master weavers and third-party manufacturers.

80

Members in purchase team

Inventory management

We plan our inventory and predict our sales based on the forecast, demand, and requirements for the upcoming seasons. In preparation for the upcoming season, we have inventory stored in our warehouses in advance. We endeavour to ensure that product requirements and order fulfilment are handled promptly and effectively at each store, irrespective of store formats. Since every one of our products has a barcode, our inventory is handled systematically.

~162,000 sq. ft

Aggregate warehouse area

Quality assurance and quality control

We have established quality control procedures in many aspects of our supply chain as part of our commitment to uphold high quality standards throughout our sourcing and distribution operations.

These procedures include routine inspections, quality audits, and tracking of the product quality. In addition to receiving training and being cognizant of specific quality, regulatory, and statutory requirements, our procurement team is also in charge of quality control and ensuring that our established quality standards are being followed.



All figures are as on 31st March 2022

Our strategic pillars

Growing branding and marketing efforts



We focus on creating distinctive and one-of-a-kind marketing initiatives in order to deepen and widen our consumer interactions. In addition to celebrity endorsements, targeted marketing, and arrangements with local artisans to cater to regional preferences, we believe that our emphasis on quality, customer service, a wide range of products, and customer-oriented policies have helped us build a strong brand recognition and customer loyalty.

Our brand ambassadors are well-known South Indian actors who are part of our targeted marketing campaign. We also continuously target our customers with differentiated sales and marketing strategies, such as selling our products at live events and through video-based online shopping on social media platforms.

983,276

Followers on Facebook

310,400

Followers on Instagram

109,060

Subscribers on YouTube

SHUBHA SHRIVANI
DOUBLE BENEFIT OFFERS

SHOP FOR ₹3000/- AND GET BACK ₹1000/- SHOPPING VOUCHERS (*500, *500)

THIS OFFER VALID ON COMBO OFFERS ALSO

1+1	6:999
3+2	2:599
2+2	599 1199

A POCKET FRIENDLY FASHION MALL FOR A WITH NEVER ENDING SHOPPING EXPERIENCE

KLM FASHION MALL

NEAR CHAMBER OF COMMERCE, MAVULLAMMA TEMPLE ROAD, BHIMAVAR

Kancheepuram Varamahalakshmi Silks

Brand Ambassador- **Shruti Hasan**



Scan the above QR code to see the video



Brand Mandir

Women's day campaign



Scan the above QR code to see the video



KLM Fashion Mall

Brand Ambassador- **Vijay Deverakonda**



Scan the above QR code to see the video



All figures are as on 31st March 2022

Corporate social responsibility

Giving back to communities

We are dedicated to improving the quality of life for the communities in which we operate. Our initiatives are designed to accomplish this by enhancing their surroundings, fostering social development, alleviating environmental issues and reducing socio-economic inequities.

We engage in CSR efforts through our CSR arm, Kalamandir Foundation, primarily in the areas of child education, vocational skills development, women empowerment, health care and sanitation. The Kalamandir Foundation runs initiatives at the grassroots level in an effort to make a significant social impact.

The foundation is built on the twin pillars of integrity and social responsibility. Each one of our initiatives is intended to bring about a meaningful societal change. With our initiatives, which span from environmental preservation to educating people about nature and its value, defending children's rights, and advancing public health and welfare, we hope to educate and empower people.

₹ 13.35 million

Spent on CSR activities



All figures are as on 31st March 2022



Snippets of our educational initiatives

Awards and recognition

Our winning streak continues

2021



KMFM Retail Icon Award

(Affordable Fashion Brand)
Times Of India



Mandir - Retail Icon Award

(Best Designer Store)
Times Of India



Prasad Chalawadi - Sustainable Designer Of The Year

Global Spa The Fit & Fan Show



SSKL-Trusted Group Of The Year, Textiles & Garments

Make in India Emerging Leader Awards



VML - Best Silk store

Radio City Hyderabad City Icon Awards 21-22



VML-Retail Icon Award (Best Silk Store)

Times Of India

2022



SSKL - Best Ethnic Fashion Retail Group

Retail Icon awards by Times Of India



SSKL- Excellence in the category of South India's best ethnic fashion retail group

Radio City business titans - Dubai Chapter



SSKL- Fastest Growing Unique Ethnic Wear Group

ET Change Makers



SSKL- Mid Day Success Stories



SSKL-Most Admired Company Of The Year

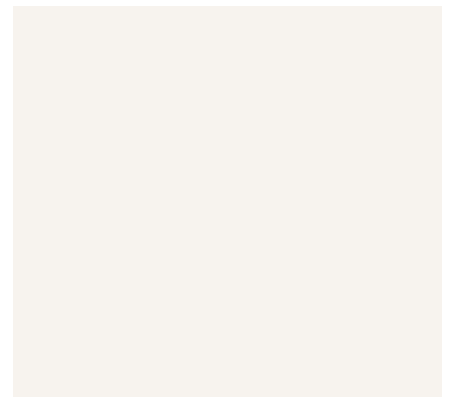
Business Leader Of The Year Awards by CMO Global



SSKL-The Best of South Pride of India brands



VME Retail Icon Award (Best Silk Store)



Times of India

Board of Directors



**Ravindra Vikram
Mamidipudi**

Chairman &
Independent Director



**Doodeswara Kanaka
Durgarao Chalavadi**

Whole Time Director



**Kalyan Srinivas
Annam**

Whole Time Director



**Nagakanaka Durga
Prasad Chalavadi**

Managing Director



Pramod Kasat

Independent Director



Ramakrishna KV

Independent Director



Sirisha Chintapalli

Independent Director

Company Information

CIN: U52190TG2008PLC059968

Board of Directors

Mr. Ravindra Vikram Mamidipudi -Chairman

- Independent Director

Mr. Nagakanaka Durga Prasad Chalavadi

- Managing Director

Mr. Pramod Kasat

- Independent Director

Mr. Kunisetty Venkata Ramakrishna

- Independent Director

Mr. Sirisha Chintapalli

- Independent Director

Mr. Kalyan Srinivas Annam

- Whole Time Director

Mr. Doodeswara Kanaka Durgarao Chalavadi

- Whole Time Director

Chief Financial officer

Mr. Venkata Lakshmi Narasimha Sarma Konduri

Company Secretary & Compliance officer

Mr. Matte Koti Bhaskara Teja

Registered office:

#6-3-790/8, Flat no-1, Bathina Apartments, Ameerpet,
Hyderabad, Telangana 500016

Ph: 040 666566555,

E-Mail: info@sskl.co.in

Website: www.sskl.co.in

Statutory Auditors

M/s Sagar & Associates

Chartered Accountants

6-3-244/5, Sarada Devi Street, Prem Nagar

Hyderabad- 500 004,

Telangana, India

Internal Auditors

M/s. L V N S Sumanth & Associates

5-5-35/162/f5, Soni Complex,

Prashanth Nagar, Kukatpally,

Hyderabad, Telangana.

Bankers

State Bank of India

Canara Bank

HDFC Bank Ltd

IDBI Bank Ltd

COMMITTEES

Stakeholders' Relationship Committee

Mr. Ravindra Vikram Mamidipudi - Chairperson

Mr. Kunisetty Venkata Ramakrishna - Member

Mr. Pramod Kasat - Member

Mr. Nagakanaka Durga Prasad Chalavadi - Member

Stakeholders' Relationship Committee

Ms. Sirisha Chintapalli - Chairperson

Mr. Nagakanaka Durga Prasad Chalavadi - Member

Mr. Kalyan Srinivas Annam - Member

Nomination & Remuneration Committee

Mr. Kunisetty Venkata Ramakrishna - Chairperson

Mr. Pramod Kasat - Member

Mr. Ravindra Vikram Mamidipudi - Member

Ms. Sirisha Chintapalli - Member

Corporate Social Responsibility Committee

Mr. Ravindra Vikram Mamidipudi - Chairperson

Mr. Nagakanaka Durga Prasad Chalavadi - Member

Mr. Kalyan Srinivas Annam - Member

Risk Management Committee

Mr. Nagakanaka Durga Prasad Chalavadi - Chairperson

Mr. Kalyan Srinivas Annam - Member

Mr. Doodeswara Kanaka Durgarao Chalavadi - Member

Mr. Ravindra Vikram Mamidipudi - Member

Mr. Venkata Lakshmi Narasimha Sarma Konduri - Member

Executive Management & IPO Committee

Mr. Nagakanaka Durga Prasad Chalavadi - Member

Mr. Kalyan Srinivas Annam - Member

Mr. Doodeswara Kanaka Durgarao - Member

Notice

NOTICE is hereby given that the 14th Annual General Meeting of the members of Sai Silks (Kalamandir) Limited will be held on Friday, 30th September, 2022 at 11.00 A.M. at the Registered Office of the Company situated at 6-3-790/8, Flat No.1, Bathina Apartments, Ameerpet, Hyderabad - 500016 to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2022 along with the Notes thereon and the Reports of the Board of Directors and the Auditors thereon.
 - To appoint a director in place of Mr. Doodeswara Kanaka Durgarao (DIN: 02689280) who retires by rotation and being eligible offers himself for reappointment.
- Members/Proxies are requested to bring their copies of Annual Report and the attendance slip sent herewith duly filled in for attending the meeting.
 - A person can act as proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint single person as proxy for his entire shareholding and such person shall not act as a proxy for any other person or shareholder.
 - Information in respect of Director seeking re-appointment as required under the Secretarial Standards on General Meetings (SS-2) issued by ICSI is attached herewith.
 - As per SS-2, complete particulars of the venue of the Meeting through route map has been attached herewith the Notice.
 - The ensuing AGM is being proposed to be held at a Shorter Notice, which shall be subject to the approval of all the members of the Company in terms of Section 101 of the Companies Act, 2013.
 - Explanatory Statement in respect of Special Business as required under Section 102 of the Companies Act, 2013 is annexed herewith.

By Order of the Board
For **Sai Silks (Kalamandir) Limited**

Nagakanaka Durga Prasad Chalavadi

Managing Director

DIN: 09129166

Place: Hyderabad

Date: 19.09.2022

NOTES:

- A MEMBER ENTITLED TO ATTEND AND TO VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The Proxy form duly filled in should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. All alterations/corrections made in the form of Proxy should be initialed by the Member.

Information in respect of Director seeking re-appointment as required under the Secretarial Standards on General Meetings issued by ICSI:

Name of the director	Doodeswara Kanaka Durgarao Chalavadi
Date of Appointment including terms and conditions of appointment	Retired by rotation in the AGM held on 31.12.2020 and reappointed thereat in accordance with the provisions of Section 152 of the Companies Act, 2013. Further, reappointed as Whole Time Director of the Company, for a period of 3 years, effective 01.04.2021 at a remuneration of ₹39 lacs per annum for FY 2021-22 and ₹89 lacs per annum thereafter.
Date of first appointment on the Board	01.06.2009
Date of Birth	03.08.1970 (Age: 52 years)
Expertise in Specific Functional areas	He has been associated with our Company since 2009. He has approximately 12 years of experience in the field of retail business. He is responsible for the procurement and marketing activities of our Company. He was previously associated with FIS Management Services, LLC.
Educational Qualification	He holds a bachelor's degree in commerce from Nagarjuna University and master's degree in computing from Griffith University, Australia.
Directorships in other Companies	Nil
Membership / Chairmanships of committees of Other Boards (other than the Company)	Nil
Details of Remuneration sought to be paid and the remuneration last drawn by such person	Proposed remuneration - ₹ 89 lacs per annum effective 01.04.2022.
Remuneration drawn for FY 2021-22 : ₹ 36 lacs	
Shareholding in the Company as on 31.03.2022	He holds 16,16,500 Equity shares of ₹10/- each
Relationship between Directors inter-se	Brother of Mr. Nagakanaka Durga Prasad Chalavadi
Number of Meetings of the Board attended during the year	He has attended 8 Board Meetings during the financial year 2021-22.

Route Map



Directors' Report

Dear Shareholders,

Your Board of Directors have immense pleasure in presenting the 14th Annual Report of your Company together with Audited Accounts for the financial year ended 31st March 2022.

1. FINANCIAL RESULTS:

Particulars	(₹ In Crores except EPS)	
	FY 2021-22	FY 2020-21
Gross Operating Income	1129.32	677.25
Increase / (Decrease) of stock	(109.34)	1.68
Profit for the year before Exceptional Item, Depreciation & Taxation	108.11	36.71
Depreciation and Amortization expense	30.82	29.45
Profit before Exceptional Item & Taxation	77.29	7.30
Exceptional Item	0	0
Profit before Taxation	77.29	7.30
Tax Expense	21.33	1.97
Deferred Tax	(1.76)	2.10
Profit after Taxation	57.69	5.13
Earnings Per Equity Share	4.79	0.43

2. REVIEW OF PERFORMANCE & COMPANY'S STATE OF AFFAIRS:

Your company has staged a record comeback post Covid 19, reporting a turnover of ₹1129.32 Crores for the FY 2021-22 when compared to ₹677.25 Crores for the FY 2020-21. Thus registering a growth of 66.75 % year on year basis. The Profit Before Tax (PBT) for the FY 2021-22 at ₹77.29 was a phenomenal increase over the PBT for FY 2020-21, which stood at meagre ₹5.31 Crores. This needs to be appreciated in the backdrop of the fact that the first quarter of FY 2021-22 was marred by lockdowns and covid induced restrictions in various parts of South India, where your Company has significant operations. The said growth in terms of topline as well as bottomline has bolstered the confidence and has further instilled renewed energy in your management and the employees, which will go a long way in helping them achieve better landmarks in the coming years. After adjusting for taxes and deferred taxes, the PAT stood at ₹57.67 Crores for the FY 2021-22 as against ₹ 5.39 Crores for the FY 2020-21.

As you are Sai Silks Kalamandir is one of the largest retailers of ethnic apparel, particularly sarees, in South India in terms of revenues and profit after tax in Fiscal 2019, 2020 and 2021. (Source: Technopak Report). Through our four store formats, i.e., Kalamandir, VaraMahalakshmi Silks, Mandir and KLM Fashion Mall, we offer our products to various segments of the market that include premium ethnic fashion, ethnic fashion for middle income and value-fashion, with a variety of products across different price points, thereby catering to customers across all market segments. Our formats have a strong offline and online presence. While we commenced our operations through our first 'Kalamandir' store in 2005 at Hyderabad, Telangana with a store size of 3,213 square feet, we have over the years expanded our stores to 46 stores in four South Indian states, i.e., Andhra Pradesh, Telangana, Karnataka and Tamil

Nadu, with an aggregate area of approximately 550,815 square feet as of March 31, 2022.

We have expanded our presence in online e-commerce marketplaces and commenced selling our products through our own online websites for our four format stores in Fiscal 2021, www.kalamandir.com, www.brandmandir.com, www.kanchivml.com and www.klmfashionmall.com as well as through other third-party online e-commerce websites which provide an omni-channel network to our customers through our online and offline channels. Our website offers a variety of features to attract and assists customers, including virtual assist chat box, video call appointment to try our products virtually and a search option to browse through the entire catalogue of our sarees. In Fiscal 2022, our website (across all our four format stores) recorded an average of 9,715 visits per day compared to an average of 3,158 visits per day in Fiscal 2021.

During the FY 2021-22, your Company has opened the following new stores:

Sl. No.	Format	Location
1.	KLM Fashion Mall	Khammam, Telangana
2.	Kalamandir	Khammam, Telangana
3.	VaraMahalakshmi Silks	Bhimavaram, Andhra Pradesh
4.	KLM Fashion Mall	Gajuwaka, Andhra Pradesh

Further, your company has renovated the existing stores in the following manner.

Sl. No.	Existing stores		Renovated stores
1.	Kalamandir, A.S.Rao Nagar	Renovated	VaraMahalakshmi Silks (VML), A.S.Rao Nagar
2.	KLM Fashion Mall, Saroornagar	under new format	VaraMahalakshmi Silks (VML), Saroornagar (2)
3.	Kalamandir, Patny	format	Mandir, Patny

Thus, as of date of this Report, the total stores tally stands (under various formats) as hereunder:

Kalamandir	Mandir	VaraMahlakshmi Silks	KLM Fashion Mall
10	3	17	18

All the new showrooms have recorded excellent performance, in terms of customer response and sales turnover.

3. FUTURE OUTLOOK VIS A VIS COVID -19

The Financial Year 2021-22 suffered two major jolts, causing far reaching impact on the global economy. First, it was COVID-19 and then the Russia – Ukraine war. The beginning of the financial year witnessed unprecedented spread of COVID-19 resulting in lockdowns, restrictions on movements across the country and mass fatalities. Towards the end of 2nd quarter of the FY 2021-22, while the waves of COVID started to subside steadily and normalcy was about to be restored, the Russia – Ukraine war broke out in the 4th quarter of the FY. The said events may have peculiar impacts on the global economy. While we are collectively and parallelly combating this pandemic, we are also slowly but steadily trying to recover and restore normalcy in our economy and also our lives.

We believe in the philosophy **“there is light at the end of tunnel”**. With this faith embedded in our business strategies, we are marching ahead with our tradition of scaling up our business by opening of new showrooms, adding novel modes of business and addition of new formats.

While lockdowns imposed initially impacted our revenues, the demand for our products from online channels continued to remain strong and following the easing of lockdowns and resumption of economic activities, our operations steadily recovered in Fiscal 2022.

Due to the impact of COVID-19, we recognized the importance of expanding our sales through online e-commerce marketplaces and started selling our products through our own online website in Fiscal 2021, www.brandmandir.com, www.kanchivml.com, www.kalamandir.com and www.klmfashionmall.com, as well as through other third-party online e-commerce websites. In Fiscal 2021 and 2022, our revenue from operations attributable to online sales was ₹ 54.92 million, and ₹ 171.55 million, and accounted for 0.81%, and 1.52%, respectively, of our revenue from operations.

Further, we draw your attention to Note No.49 to the Standalone Financial Statement for more discussion on the captioned matter.

Material changes affecting the financial position of the Company

Save and except the likely impact of Covid 19 (as discussed above) and the events taken up subsequent to the close of FY 2021-22, as listed hereunder, there have been no material changes and commitments affecting the financial position of the company between the end of the financial year and the date of this report.

- resolved to undertake an IPO of its equity shares and get its shares listed on the Stock Exchanges. The Company

has filed the DRHP with SEBI and final observations are awaited.

- resolved to set up an ESOP Plan under the name and style “Sai Silks (Kalamandir) Limited Share Based Employee Benefit Scheme – 2022”
- sub-division of the nominal value of equity shares from ₹10 per share to ₹2 per share.

a) Business Assets Transfer Agreement (“BTA”)

Our Company entered into a Business Assets Transfer Agreement (“BTA”) dated April 1, 2022 with Sai Retail India Limited, (SRIL) pursuant to which, inter alia, SRIL decided to discontinue its apparel business and sold its business assets relating to its apparel business, including the inventory to our Company, on an arms-length basis. In terms of the BTA, SRIL has agreed to certain non-compete provisions restricting it from undertaking a business substantially similar to, or competing with, the business of our Company, and has transferred to our Company all the current and fixed assets for its apparel business including, lease improvements, furnitures, rent deposits, inventory and employees’ salary advances for a consideration that was based on the prevailing market price, and aggregated to ₹ 2,129.06 million. Further, our Company has also absorbed employees of SRIL to the extent they were responsible for purchase and other operations of SRIL’s apparel business, and on terms of service no less favourable than those which such employees enjoyed immediately prior to the March 31 2022, the cut-off date as envisaged under the BTA.

4. TRANSFER TO RESERVES:

We do not propose any amount to be transferred to the Reserves for the current Financial Year.

5. NATURE OF BUSINESS

There has been no change in the nature of business of your Company during the under review and the company continues to carry on its existing business operations.

6. DIVIDEND:

As discussed elsewhere in this Report, your Company has been constantly expanding its operations and reach by opening new outlets under various brand names and formats. Further, as discussed elsewhere in this Report the Company is also proposing to undertake an IPO of its equity shares. In view of the said proposals having a long term bearing on the funds flow of the Company, the Board of Directors felt it prudent not to recommend any dividend for the financial year ended 31st March, 2022.

Your company has formulated a Dividend distribution policy, with an objective to provide the dividend distribution framework to the stakeholders of the company. The Policy sets out various financial, internal and external factors, which shall be considered by the board in determining the dividend pay-out. The policy is available on the website of the company i.e., <https://sskl.co.in/wp-content/uploads/2022/07/Dividend-Distribution-Policy-SSKL.pdf>

7. SHARE CAPITAL:

The Share Capital of the Company as on 31.03.2022 stands as follows:

Sl. No.	Particulars	(Amt. in ₹)
1.	Authorised Capital: 4,20,00,000 Equity Shares of ₹10/- each	42,00,00,000/-
2.	Issued, Subscribed & Paid-up capital: 2,40,64,588 Equity Shares of ₹10/- each	24,06,45,880/-
	Total Equity Capital (As at 31st March, 2022)	24,06,45,880/-

During the year under review, there was no change in the share capital of the company. However, subsequent to the closure of the financial year, the following changes have occurred.

- Sub-division of the nominal value of equity shares from ₹10 per share to ₹2 per share**

Pursuant to the resolution passed by the board at its meeting held on 03rd May, 2022 and the shareholders in their Extra-Ordinary General Meeting held on 18th May, 2022 the company has split face value of its equity shares ₹ 10 /- into ₹ 2 /- each per equity share. Accordingly, the authorized share capital of the company stands changed from ₹ 42,00,00,000 comprising 4,20,00,000 equity shares of ₹ 10/- each to ₹ 42,00,00,000 comprising of 21,00,00,000 equity shares of ₹ 2 /- each.

- Allotment of shares to SSKL Employees trust.**

The Company has issued and allotted 60,16,145 equity shares of face value ₹2 /- each at a price of ₹22 /- (Including a premium of ₹20 /-) on 09th June, 2022 to SSKL Employees trust.

Taking into consideration, the aforesaid sub-division and allotment of shares to the Trust, the paid up share capital of the company stands at ₹25,26,78,170 comprising of 12,63,39,085 equity shares face value ₹ 2/- each.

8. ESOP

Our Company, pursuant to the resolutions passed by our Board of Directors on May 28, 2022, and our Shareholders on June 4, 2022, adopted the ESOP Scheme. A Trust under the name and style "SSKL Employees Trust" has been formed in this regard. The Company under the ESOP Scheme may grant an aggregate number of up to 6,016,145 employee stock options, in one or more tranches. Upon exercise and payment of the exercise price, the option holder will be entitled to be allotted one Equity Share per employee stock option. The purpose of the ESOP Scheme is, among other things, to: (a) motivate the employees to contribute to the growth and profitability of our Company; (b) achieve sustained growth and the creation of Shareholder value by aligning the interests of the employees with the long-term interests of our Company; and (c) incentivize the senior and critical talents in line with corporate growth and creation

of Shareholders' value. There are no options granted pursuant to the ESOP Scheme as of the date of this Draft Red Herring Prospectus.

9. CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL:

During the FY 2021-22, the following changes took place in the offices of directors / Key Managerial Personnel of the company:

- Mr. Nagakanaka Durga Prasad Chalavadi (Managing Director), Mr. Kalyan Srinivas Annam (Whole Time Director) and Mr. Doodeswara Kanaka Durgarao Chalavadi (Whole Time Director) were reappointed to their respective offices for a period of 3 years effective 01.04.2021.
- Mr. Kalyan Srinivas Annam (DIN: 02428313) retired by rotation in the previous AGM held on 30.11.2021 and was reappointed thereat.
- Mr. Ravindra Vikram Mamidipudi was appointed to the office of Non-executive Independent Director and also as the Chairman of the Company effective 18.02.2022.
- Mr. Pramod Kasat was appointed to the office of Non-executive Independent Director of the Company effective 18.02.2022.
- Mr. Venkata Lakshmi Narasimha Sarma Konduri was appointed to the office of Chief Financial Officer (CFO), a KMP of the company effective 01st March, 2022 in place of Mr. Oruganti Ramakrishna, who resigned as such effective 01st March, 2022.

Apart from the aforesaid, there was no change in the office of Director / KMPs of the Company during the FY 2021-22.

Further, in accordance with the provisions of Section 152 of the Companies Act, 2013, Mr. Doodeswara Kanaka Durgarao (DIN: 02689280), Whole time Director of the Company, retires by rotation at the ensuing Annual General Meeting of the Company and being eligible, offers himself for reappointment.

Subsequent to the close of FY 2021-22 and as on the date of this report, the following changes took place in the offices of directors of the company:

- Mr. Kunisetty Venkata Ramakrishna was appointed to the office of Non-Executive Independent Director effective 04th June, 2022
- Mr. Naveen Nandigam and Mr. laxmi Nivas Jaju resigned from their respective office of independent director effective 03.05.2022.

10. BOARD MEETINGS:

The Board met 8 times during the Financial Year 2021-22 on the following dates:

12.04.2021, 05.07.2021 08.07.2021, 03.09.2021, 16.11.2021, 25.11.2021 18.02.2022 and 10.03.2022

The intervening gap between any two consecutive Board Meetings was within the period prescribed under the provisions of the Companies Act, 2013.

The names of members of the Board and their attendance at the Board Meetings are as under:

Name of the Director	Number of Meetings attended/ Total Meetings held during the F.Y. 2021-22
Nagakanaka Durga Prasad Chalavadi	8/8
Annam Kalyana Srinivas	8/8
D K DurgaRao Chalavadi	8/8
Naveen Nandigam	7/8
Laxminivas Jaju	6/8
Sirisha Chinthapalli	7/8
Ravindra Vikram Mamidipudi	0/1
Pramod Kasat	0/1

Notes:

- Mr. Ravindra Vikram Mamidipudi and Mr. Pramod Kasat were appointed on the Board effective 18.02.2022.
- Mr. Naveen Nandigam and Mr. laxmi Nivas Jaju resigned from the Board effective 03.05.2022.

11. COMMITTEES COMPOSITION & MEETINGS:

COMMITTEES' COMPOSITION

As on date of this Report, (subsequent upon reconstitution, wherever applicable), the composition of various Committees stands as hereunder:

Name of the Committee	Members
Audit Committee	<ul style="list-style-type: none"> Mr. Ravindra Vikram Mamidipudi - Chairman Mr. Pramod Kasat - Member Mr. Kunisetty Venkata Ramakrishna - Member Mr. Nagakanaka Durga Prasad Chalavadi - Member
Nomination and Remuneration Committee	<ul style="list-style-type: none"> Mr. Kunisetty Venkata Ramakrishna - Chairman Mr. Pramod Kasat - Member Mr. Ravindra Vikram Mamidipudi - Member Ms. Sirisha Chintapalli - Member
Stakeholders Relationship Committee	<ul style="list-style-type: none"> Mr. Sirisha Chintapalli - Chairman Mr. Kalyan Srinivas Annam - Member Mr. Nagakanaka Durga Prasad Chalavadi - Member
Executive Management & IPO Committee	<ul style="list-style-type: none"> Mr. Nagakanaka Durga Prasad Chalavadi - Chairman Mr. Doodeswara Kanaka Durgarao Chalavadi - Member Mr. Kalyan Srinivas Annam - Member

Name of the Committee	Members
Corporate Social Responsibility Committee	<ul style="list-style-type: none"> Mr. Ravindra Vikram Mamidipudi - Chairman Mr. Nagakanaka Durga Prasad Chalavadi - Member Mr. Kalyan Srinivas Annam - Member
Risk Management Committee	<ul style="list-style-type: none"> Mr. Nagakanaka Durga Prasad Chalavadi - Chairman Mr. Doodeswara Kanaka Durgarao Chalavadi - Member Mr. Kalyan Srinivas Annam - Member Ravindra Vikram Mamidipudi - Member Venkata Lakshmi Narasimha Sarma Konduri - Member

COMMITTEE MEETINGS:

A. Audit Committee:

The Committee met 4 times during the financial year under review i.e., on 05.07.2021, 03.09.2021, 25.11.2021 & 10.03.2022

Attendance:

Name of the Member	Number of Meetings attended / Total Meetings held during the F.Y. 2021-22
Mr. Naveen Nandigam - Chairman	3/4
Mr. Laxminivas Jaju	3/4
Mr. Nagakanaka Durga Prasad Chalavadi	4/4

B. Nomination and Remuneration Committee:

The Committee met 4 times during the financial year under review i.e., on 12.04.2021, 03.09.2021, 18.02.2022 & 10.03.2022

Attendance:

Name of the Member	Number of Meetings attended / Total Meetings held during the F.Y. 2021-22
Mr. Naveen Nandigam - Chairman	3/4
Mr. Laxminivas Jaju	4/4
Mrs. Sirisha Chinthapalli	4/4

C. Stakeholders Relationship Committee

The Committee met 2 times during the financial year under review i.e., on 25.11.2021 & 18.02.2022

Attendance:

Name of the Member	Number of Meetings attended/ Total Meetings held during the F.Y. 2021-22
Mr. Laxminivas Jaju - Chairman	1/2
Mr. Naveen Nandigam	1/2
Mr. Nagakanaka Durga Prasad Chalavadi	2/2

D. Executive Management & IPO Committee

The Committee met 1 time during the financial year under review i.e., on 05.07.2021

Attendance:

Name of the Member	Number of Meetings attended/ Total Meetings held during the F.Y. 2021-22
Mr. Nagakanaka Durga Prasad Chalavadi- Chairman	1/1
Mr. Durga Rao Doodeswara Kanaka Chalavadi	1/1
Mr. Annam Kalyana Srinivas	1/1

E. Corporate Social Responsibility Committee

The Committee met 2 times during the financial year under review i.e., on 12.04.2021 & 25.11.2021

Attendance:

Name of the Member	Number of Meetings attended/ Total Meetings held during the F.Y. 2021-22
Mr. Naveen Nandigam- Chairman	2/2
Mr. Laxminivas Jaju	1/2
Mr. Nagakanaka Durga Prasad Chalavadi	2/2

12. BOARD EVALUATION, NOMINATION AND REMUNERATION POLICY:

Based on the recommendations made by the Nomination and Remuneration Committee, the Company has in place a Policy for performance evaluation of the Board and the committees as a whole and that of the Individual Directors, which include criteria for determining qualifications, positive attributes and independence of Directors, structured questionnaire covering various aspects of the Board.

Besides, the Company also surveys on the best practices prevalent in the Industry with respect to evaluation of the performance of the Board and its members. The Company also avails services of professionals seeking their suggestions on the said matter. Based on the inputs received from the aforesaid sources and in accordance with the Policy of the Company, evaluation process is undertaken at appropriate time(s).

The following policies of the Company are attached herewith and marked as Annexure VII, VIII, respectively:

- Policy on appointment of Directors & Board Diversity
- Remuneration Policy for Directors, Key Managerial Personnel, and the Senior Management employees

The Board evaluated the performance of the managing Director / Whole Time Directors at the time of their reappointments.

13. DECLARATION BY INDEPENDENT DIRECTORS:

The Company has received respective declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under sub-section (7) of Section 149 of the Companies Act, 2013.

In compliance with schedule IV of the Companies Act, 2013 the Independent Directors held their meeting on 12.04.2021 without the presence of non-independent directors and members of the management, inter alia, to discuss the following:

- o Noting the report of performance evaluation of the Board from the Chairman of the Board;
- o Review of the performance of non-independent directors and the Board;
- o Review of the performance of the Chairman of the Company;
- o Assessment of the quality and quantity and timeliness of flow of information to the Board;

All the Independent Directors were present at the aforesaid meeting.

14. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the provisions of Section 134 (3) (c) and Section 134 (5) of the Companies Act, 2013, the Board of Directors, to the best of its knowledge and ability, confirm that:

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

15. MANAGEMENT DISCUSSION AND ANALYSIS & CORPORATE GOVERNANCE:

As stated elsewhere, your Company proposes to undertake an IPO of its equity shares and get its shares listed on the Stock Exchanges. In view of the said, it has complied with the provisions of SEBI (LODR) Regulations, 2015, to the extent feasible and applicable. Pursuant to the said, the following annexures form part of this Report and are attached herewith:

- A Report on the Management Discussion and Analysis – Annexure – V
- A Report on Corporate Governance for the year 2021-22 – Annexure – VI

A certificate of the Managing Director and CFO of the Company in terms of Listing Regulations, inter alia, confirming the correctness of the financial statements and cash flow statements, etc., forms part of the Annual Report.

16. AUDITORS:

a) STATUTORY AUDITORS

The Shareholders in their meeting held on 30th November, 2021 (13th AGM) appointed M/s. Sagar & Associates, Chartered Accountants, Hyderabad as statutory auditors of the company to hold office till the conclusion of 18th Annual General Meeting i.e., for a period of 5 years. The Statutory Auditors have confirmed that they are not disqualified from continuing as Auditors of the Company.

Auditors observation(s)

The Notes on Financial Statements referred in the Auditors Report are self-explanatory and do not call for any further comments. The Auditors Report does not contain any qualification, reservation, adverse remark or disclaimer.

b) INTERNAL AUDITOR

Pursuant to the provisions of Section 138 of the Companies Act, 2013 and the Rules made thereunder, your Company has appointed LVNS Sumanth & Associates as the Internal Auditor of the Company.

c) SECRETARIAL AUDITOR

Pursuant to provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a copy of Secretarial Audit for the FY ended 31st March, 2022 is attached herewith and marked as Annexure IV hereto.

Observation(s):

With reference to the reported delay in filing of Forms, we would like to mention that it was purely procedural without any malafide intention on the part of any one. We would ensure that such delays do not reoccur in future instances.

d) COST RECORDS:

It is hereby confirmed that the maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 and hence accounts and records related thereto are not required to be made or maintained.

17. FIXED DEPOSITS:

The Company has neither accepted nor repaid any deposits during the financial year ended on 31.03.2022. Further, there were no outstanding deposits as at the beginning of the FY or at any time during the financial year 2022. Hence, no details are required to be provided pursuant to Rule 8 (5) (v) & (vi) of the Companies (Accounts) Rules, 2014.

Further, the Company has not borrowed any unsecured loans from its Directors during the FY ended 31st March, 2022 and there were no amounts (unsecured loans) outstanding as on 31st March, 2022.

18. SUBSIDIARIES / JOINT VENTURES / ASSOCIATE COMPANIES:

The Company does not have any Subsidiary or Joint venture or Associate Company as on the closure of the financial year under reporting and even as on the date.

19. CORPORATE SOCIAL RESPONSIBILITY:

Your Board of Directors and the CSR committee feel proud to mention that we have been undertaking CSR activities as a part and parcel of our life, whether mandated by law or otherwise . It has been a volunteer endeavor on our part to do our bit to the society we live in. As far as FY 2021-22 is concerned your company has undertaken the activities in the areas of Child education, Scholarships, food to the poor people and welfare of challenged people and health care either its own or in association with KALAMANDIR FOUNDATION.

The Board has, pursuant to the recommendation of the CSR committee, with a vision to actively contribute to the social and economic development of the communities in which your company operates and in doing so, build a better, sustainable way of life for the weaker sections of the society adopted a CSR policy.

The Annual Report on CSR activities as per the Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed herewith as 'Annexure - III to this report. The CSR Policy is posted on the website of the Company and the web link is <https://sskl.co.in/wp-content/uploads/2022/07/CSR-Policy.pdf>

The CSR Committee, constituted by the Board, is in place and is actively involved in identifying areas as per the contemporary needs of the society. While identifying such areas, it ensures that the same are commensurate with the Company's Policy in general. Further, the Committee also supervises the progress of CSR activities of the Company.

The composition of the CSR Committee has been already disclosed elsewhere in this Report.

Simultaneously KALAMANDIR FOUNDATION, the CSR arm of your Company is also actively involved in furthering the cause of CSR for your Company.

Pursuant to the provisions of Section 135 of the Companies Act, 2013, your Company was required to spend an amount of ₹79.32 lakhs towards CSR Activities. However, your Company's total expenditure towards CSR aggregated to ₹83.53 Lakhs for the year ended 31st March, 2022. Out of the said amount of ₹83.53 Lakhs, your Company spent ₹ 81.84 Lakhs through Kalamandir Foundation and ₹ 1.68 lakhs was spent by the Company on its own.

Further, in addition to the aforesaid, your Company, out of ₹ 76.17 Lakhs earmarked for the ongoing project (taken up during FY 2020-21) has spent an amount of ₹50 lacs during the FY 2021-22. The balance amount of 26.17 lakhs will be spent as per the requirements of the ongoing project upon recommendation by the CSR committee.

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

The details regarding Energy Conservation, Technology Absorption, Foreign Exchange Earnings and Outgo as required under Section 134 (3) (m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 are given in the Annexure - I and forms part of this report.

21. ANNUAL RETURN:

In accordance with section 134(3)(a) of the Companies Act 2013, a copy of Annual Return in the prescribed format i.e., Form MGT-7 along with attachments is placed on the website of the Company, <https://sskl.co.in/wp-content/uploads/2022/07/Annual-Return-2021-22.pdf>

22. RELATED PARTY TRANSACTIONS:

The Company has not entered into any related party transactions which are not at arm's length basis during the FY ended 31st March, 2022.

However, all the related party transactions entered into during the financial year 2021-22 were at arm's length basis and were in the ordinary course of business. The details of related party transactions which were entered into during the previous year / current year are provided at Note No.45 forming part of the notes to financial statements.

As per clause h of Section 134 (3) of the Companies act, 2013, the particulars of related party transactions, (which were entered into pursuant to existing contracts as well as fresh contracts) as referred to in Section 188 (1) of the Companies act, 2013 have been disclosed in Form No. AOC – 2 which is appended as Annexure - II to this Report.

Further company has a policy on Related Party Transactions which is available on the website of the company at <https://sskl.co.in/wp-content/uploads/2022/07/Policy-On-Related-Party-Transactions.pdf>

sskl.co.in/wp-content/uploads/2022/07/Policy-On-Related-Party-Transactions.pdf

23. LOANS, GUARANTEES AND INVESTMENTS:

During the year under review, the Company has not made any investment or given any guarantee or provided any security as contemplated under Section 186 of the Companies Act, 2013.

24. INTERNAL FINANCIAL CONTROL:

The Company has laid down internal financial controls through Entity level controls inter-alia to ensure orderly and efficient conduct of business, including adherence to Company's policies and procedures, accuracy and completeness of accounting records and timely preparation and reporting of reliable financial statements/information, safe guarding of assets, prevention and detection of frauds and errors.

The evaluation of these internal financial controls was done through the internal audit process, established within the Company and also through appointing professional firm to carry out such tests by way of systematic internal audit program. Based on the review of the reported evaluations, the directors confirm that, for the preparation of financial accounts for the year ended March 31, 2022 the applicable Accounting Standards have been followed and the internal financial controls are generally found to be adequate and were operating effectively and that no material weakness were noticed.

25. RISK MANAGEMENT POLICY:

The Company has in place a Risk Management Policy, aimed at a) embed the management of risk as an integral part of our business processes; b) establish an effective system of risk identification, analysis, evaluation and treatment within all areas and all levels of the Company; c) avoid exposure to significant financial loss; d) contribute to the achievement of the Company's objectives; and e) assess the benefits and costs of implementation of available options and controls to manage risk.

Further Risk management policy is also available on the company website at <https://sskl.co.in/wp-content/uploads/2022/07/Risk-Management-Policy.pdf>.

26. VIGIL MECHANISM / WHISTLE BLOWER POLICY:

The company has in place a Vigil mechanism / whistle blower policy in terms of section 177(9) of the Companies Act, 2013 which enables employees, officers and stakeholders to freely convey their concerns about illegal or unethical practices. No person has been denied access to the chairman of the Audit Committee to lodge their grievances. The Vigil mechanism / whistle blower policy is also available on the company's website <https://sskl.co.in/wp-content/uploads/2022/07/Vigil-Mechanism-Policy.pdf>

Mr. Ravindra Vikram Mamidipudi, Independent Director of the Company is the Head of the Vigil Mechanism; all the employees have direct access to report their concerns and complaints.

During the year under the review no complaint has been received.

The details of the vigil mechanism are provided in the Annexure - VII to this Report.

27. POLICY ON PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT AT WORK PLACE:

Your Company strongly supports the rights of all its employees to work in a harassment – free environment. The Company has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at workplace as per the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder. The policy aims to provide protection to Employees at the workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where Employees feel secure. The Company has also constituted an Internal Complaints Committee, known as Anti Sexual Harassment Committee to address the concerns and complaints of sexual harassment and to recommend appropriate action.

The composition of said committee may be referred at Report on Corporate Governance attached herewith.

We further confirm that during the year under review, there were no cases or complaints filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

28. SIGNIFICANT OR MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no orders passed by the Regulators / Courts which would impact the going concern status of your Company and its future operations. Further, it is confirmed that there were no instances of fraud to be reported by the Auditors vide their Report for the FY 2021-22.

29. INSOLVENCY AND BANKRUPTCY CODE, 2016 & STATUS THEREOF

During the year under review, neither any application was made nor any proceeding stands pending under the Insolvency and Bankruptcy Code, 2016, as on 31st March, 2022.

Further, during the year under review, the Company has not proposed or entered into any One Time Settlement with Bank / Financial Institution and hence question of providing details of difference between amount of the valuation done at the time of One Time Settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof, does not arise.

30. DETAILS OF DIFFERENCE BETWEEN THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH REASONS THEREOF

Not applicable (As there were no instances of one-time settlement with the Banks or financial institutions during the year under review)

31. SECRETARIAL STANDARDS:

The Company has complied with the with the applicable clauses of the Secretarial Standards (SS-1 and SS-2) issued by The Institute of Company Secretaries of India.

32. ACKNOWLEDGEMENTS:

Your Board members extend their hearty appreciation for the sustained co-operation and support by the Banks, Government authorities, Business Partners, Weavers and Suppliers, Customers and other Stakeholders and more importantly the employees of the Company, who have provided their unflinching support during the tough times of the Company.

For and on behalf of the Board of Directors

Naga Kanaka Durga Prasad Chalavadi
Managing Director
DIN:01929166

Kalyan Srinivas Annam
Whole time Director
DIN:02428313

Place: Hyderabad
Date: 19.09.2022

ANNEXURE – I

CONSERVATION OF ENERGY, RESEARCH & DEVELOPMENT, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS/ OUTGO:

The particulars as prescribed under Section 134 (3) (m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 are as follows:

A. Conservation of Energy: NA

- i. the steps taken or impact on conservation of energy;
- ii. the steps taken by the Company for utilizing alternate sources of energy;
- iii. the capital investment on energy conservation equipment;

B. Technology Absorption: NA

- i. The efforts made towards technology absorption;
- ii. The benefits derived like product improvement, cost reduction, product development or import substitution;
- iii. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-
 - the details of technology imported; the year of import;
 - whether the technology been fully absorbed;
 - if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and
 - the expenditure incurred on Research and Development.

C. Foreign Exchange Earnings and Outgo during the year: 2021-22 (Amount in ₹)

Foreign Exchange Earned:	Nil
Foreign Exchange Outgo:	Nil

For and on behalf of the Board of Directors

Place: Hyderabad
Date: 19.09.2022

Naga Kanaka Durga Prasad Chalavadi
Managing Director
DIN:01929166

Kalyan Srinivas Annam
Whole time Director
DIN:02428313

ANNEXURE – II**FORM NO. AOC-2**

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

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

1. Details of contracts or arrangements or transactions not at arm's length basis: NIL

The Company has not entered into any contract or arrangement or transaction which is not at arm's length basis during the year under review.

2. Details of material contracts or arrangement or transactions at arm's length basis:

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/transactions: Sales Duration of the contracts /arrangements/ transactions: Ordinary Course of business	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any	Amount paid as advances, if any	Location
Sai Retail India Ltd (Enterprise over which Directors having significant influence) (Refer Note 1)	Sale / Purchases	5 years	Purchase of textiles, Sarees etc., in the ordinary Course of Business, up to a maximum value of ₹1100 Crores during any FY. Other terms as per Agreement.	27.03.2017	Nil
Sai Retail India Ltd (Enterprise over which Directors having significant influence)	Business Assets Transfer Agreement (BTA)	One time Agreement	Refer Note 2	10.03.2022	Nil
Sai Retail India Ltd (Enterprise over which Directors having significant influence)	Rent (income)	5 years	Lease Rentals 1. Kanchi – ₹ 10,000 per month	01.04.2017	Nil
Sai Retail India Ltd (Enterprise over which Directors having significant influence)	Sub Lease (Expenses)	6 years	Sub lease of premises, (Vijayawada @ ₹ 92,000 per month, (to be enhanced in terms of Agreement)	18.06.2018	Nil
Sai Retail India Ltd (Enterprise over which Directors having significant influence)	Sub lease (Expenses)	5 years	Sub lease of premises, (Kismatpur @ ₹ 1,50,000 per month) from 1st July 2020, (to be enhanced in terms of Agreement)	25.05.2020	9,00,000
SSS Marketing (Enterprise over which Directors having significant influence)	Commission	5 years with effect from 01.04.2019	2% on net sales or 1,50,000 per month - whichever is higher	14.03.2019	12,00,000
Sumaja Creations (Enterprise over which Directors having significant influence)	Advertisement	5 years with effect from 01.04.2019	Advertisement and publicity services as per the agreement	14.03.2019	Nil
Naga Kanaka Durga Prasad Chalavadi (Managing Director)	Rent	4 years	Lease rentals for Office premises 1. Flat No:1 – ₹ 1,00,000 from February 2022	25.11.2021	11,00,000
		4 years	2. Flat No:3 – ₹ 50,000 from February 2022	25.11.2021	
		4 years	3. Flat no:4 – ₹50,000 from February 2022	25.11.2021	

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/transactions: Sales Duration of the contracts /arrangements/ transactions: Ordinary Course of business	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any	Amount paid as advances, if any	Location
		4 years	4. Flat no:8 – ₹50,000 from February 2022	25.11.2021	
		4 years	5. Flat no:11 – ₹50,000 from March 2022	25.11.2021	
		4 years	6. Flat no:16 – ₹50,000 from February 2022	25.11.2021	
		4 years	7. 6-3-841/E/1 - ₹ 1,00,000 from February 2022	25.11.2021	
Ch. Jhansi Rani (Relative of Directors)	Rent	5 years	Lease rentals for Office premises Flat No:14 – ₹ 50,000 per month	25.11.2021	2,40,000
Varamahalakshmi Holdings (P) Ltd. (Enterprise over which Directors having significant influence)	Rent	5 years	Lease rentals for Office premises 1. Vizag – ₹ 60,000 per month 2. Rajahmundry– ₹ 25,000 per month	27-03-2017 & 10.03.2022 (renewal)	Nil
Soul of Pluto Tech LLP (Enterprise over which Directors having significant influence)	Software & software maintenance services	3 years	Software licensing & servicing agreement ₹18.5 lacs per month subject to maximum of 30 lacs per month.	04.09.2020	Nil
Soul of Pluto Tech LLP (Enterprise over which Directors having significant influence)	Rent (income)	5 years	Lease rentals for Office premises ₹1,00,000 per month, (to be enhanced in terms of Agreement)	01.04.2019	6,00,000

Notes :

- The agreement expired on on the closing hours of March 31, 2022 and not renewed further.
- Business Assets Transfer Agreement (“BTA”) dated April 1, 2022 was entered with Sai Retail India Limited, (SRIL) pursuant to which, inter alia, SRIL decided to discontinue its apparel business and sold its business assets relating to its apparel business, including the inventory to our Company, on an arms-length basis. In terms of the BTA, SRIL has agreed to certain non-compete provisions restricting it from undertaking a business substantially similar to, or competing with, the business of our Company, and has transferred to our Company all the current and fixed assets for its apparel business including, lease improvements, furnitures, rent deposits, inventory and employees’ salary advances for a consideration that was based on the prevailing market price, and aggregated to ₹ 2,129.06 million. Further, our Company has also absorbed employees of SRIL to the extent they were responsible for purchase and other operations of SRIL’s apparel business, and on terms of service no less favourable than those which such employees enjoyed immediately prior to the March 31 2022, the cut-off date as envisaged under the BTA.

For and on behalf of the Board of Directors

Place: Hyderabad
Date: 19.09.2022

Naga Kanaka Durga Prasad Chalavadi
Managing Director
DIN:01929166

Kalyan Srinivas Annam
Whole time Director
DIN:02428313

ANNEXURE – III

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

This CSR Report pertains to the period commencing on 01st April, 2021 and ending on 31st March, 2022

1. A brief outline of the Company's CSR policy, including overview of projects or programmes undertaken and a reference to the CSR policy and projects /programmes:

A. CSR Policy:

CSR Vision Statement & Objective

CSR Vision:

In alignment with its vision, as a socially responsible corporate citizen, Sai Silks (Kalamandir) Limited (SSKL) will continue to enhance value creation in the society and community in which it operates. Through its conduct, services, and CSR initiatives it will strive to promote sustained growth in the surrounding environs.

Objective:

- i. To operate its business in a sustainable manner respecting the society & the environment, while recognizing the interests of all its stakeholders.
- ii. To also take up directly or indirectly programs that will benefit the communities in and around its malls/stores/shopping complexes which will over a period of time enhance the quality of life and economic well-being of the local residents.
- iii. Through its regular services and additionally through its CSR initiatives, SSKL will generate community goodwill and create a positive image of SSKL as a socially responsible corporate.

Resources:

1. 2% of the average net profits of the Company made during the three immediately preceding financial years.
2. Any income arising therefrom.
3. Surplus arising out of CSR activities

Identification of CSR works:

The applications, representations received from community representatives, NGO's, Panchayat or Govt. agencies requesting assistance for a Work to be taken up or SSKL on its own or through its Trust – 'Kalamandir Foundation' identifying a work for execution, will be listed.

Areas Identified for CSR activities:

The areas where the Company intends to focus its CSR activity are listed below. This is not an exclusive list and the Company may include other activities, based on the areas identified and felt need for improvement by the CSR Committee :

1. Support the economically backward and children in the need of health and education;
2. Support the humanity during the natural calamities, donation of clothes to flood relief camps;
3. Collaborate in the initiatives of other NGOs for the cause of fostering the needy children health care;
4. Support the initiatives that would help the public at large in understanding the health hazards;
5. Conduct the workshops and create awareness about conservation of natural resources;
6. Promote the activities, which would support the welfare and well-being of the Weavers Community;
7. Eradicating extreme hunger and poverty;
8. Infrastructure Development (village roads, culverts, bus shelters, solar lighting etc);
9. Ensuring environmental sustainability;
10. Drinking water / Sanitation;
11. Healthcare;
12. Community Development;
13. Education and vocational training;
14. Skill Development;
15. Child care and nutrition.

SSKL will engage in the above activities independently or in such manner that it will complement the work being done by local authorities where ever necessary in such a manner that, the work executed by SSKL or through its 'Kalamandir Foundation' will offer a multi fold benefit to the community.

Implementation Process:

A CSR Cell has been formed at Malls/ Stores/ Shopping Complexes and at Corporate and Registered Office to identify various projects / Programmes suitable as per the policy of the Company. These identified projects / Programmes are scrutinized by the CSR Committee and selected for implementation.

Monitoring:

The coordinators periodically inspect & report the progress of work commissioned every quarter and submit a report to CSR Committee.

2. Composition of the CSR Committee:

- Mr. Ravindra Vikram Mamidipudi, Chairperson
 Mr. Nagakanaka Durga Prasad Chalavadi, Member
 Mr. Kalyan Srinivas Annam, Member

3. 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:

weblink: <https://sskl.co.in/wp-content/uploads/2022/07/CSR-Policy.pdf>

- 4.** 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 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: **Not applicable**

- 6.** Average Net Profit of the Company as per Section 135 (5) of the Act : ₹ **39,66,13,177**
- 7.** (a) Two percent of average net profit of the Company as per Section 135(5) of the Act : ₹ **79,32,264**
- (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) : ₹ **79,32,264**

8. (a) CSR amount spent or unspent for the financial year 2021-22:

Total amount spent for the Financial Year (in Rupees)	Amount unspent (in Rupees)				
	Total amount transferred to unspent CSR Account as per section 135 (6)		Amount transferred to any fund specified under schedule vii as per the second provision of Section 135 (5)		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
83,53,217	-	-	-	-	-

(b) Details of CSR amount spent against ongoing projects for the Financial year 2021-22: NIL

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	Amount spent in the current financial year (in ₹)	Amount transferred to unspent CSR Account for the Project	Mode of Implementation – Direct (Yes/No)	Mode of Implementation Through Implementing agency	
				State	District						Name	CSR Reg No.
1	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

(c) Details of CSR amount spent against other than ongoing projects for the FY 2021-22:

Sl. 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 Reg No.
1	Promoting Education	Child Education	Yes	Andhra Pradesh	Vijayawada	50,00,000	No	Kalamandir Foundation	CSR00009299
2	Promoting Education	Child Education	Yes	Telangana	Hyderabad	24,86,967	No	Kalamandir Foundation	CSR00009299
3	Health, hygiene and safe drinking water	Health and Hygiene	Yes	Telangana	Hyderabad	6,82,304	No	Kalamandir Foundation	CSR00009299
4	Poverty, Hunger, Malnutrition	Poverty, Hunger, Malnutrition	Yes	Telangana	Hyderabad	15,229	No	Kalamandir Foundation	CSR00009299
5	Poverty, Hunger, Malnutrition	Poverty, Hunger, Malnutrition	Yes	Telangana	Hyderabad	1,68,717	Yes	N.A.	N.A.

(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 (8c+8d+8e) : ₹ **83,53,217**

(g) Excess amount for set off, if any: ₹ **4,20,953**

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

S No	Preceding Financial year	Amount transferred to Unspent CSR Account number under Section 135(6) (in ₹)	Amount spent in the reporting year	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in ₹)
1	FY 2020-21	76,16,595	50,00,000	Nil	Nil	Nil	26,16,595
2	FY 2019-20	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
3	FY 2018-19	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year 2020-21: 50,00,000

S 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.
1.	-	Promoting Education SKPVV Hindu High School	FY 2020-21	-	76,16,595	50,00,000	50,00,000	Ongoing

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: **Not applicable**

11. Specify the reason (s), if the Company has failed to spend two percent of the average net profit as per Section. 135(5) : **N.A.**

For and on behalf of the Board of Directors

Place: Hyderabad
Date: 19.09.2022

Ravindra Vikram Mamidipudi
Chairman CSR Committee
(DIN: 00008241)

Naga Kanaka Durga Prasad Chalavadi
Managing Director
DIN:01929166

Kalyan Srinivas Annam
Whole time Director
DIN:02428313

ANNEXURE – IV

Form No. MR-3

SECRETARIAL AUDIT REPORT

For the Financial Year ended March 31, 2022

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
SAI SILKS (KALAMANDIR) LIMITED
6-3-790/8, Flat No. 1, Bathina Apartments
Ameerpet, Hyderabad- 500016.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SAI SILKS (KALAMANDIR) LIMITED**, (hereinafter called “the Company”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the Company’s books, papers, minutes 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, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2022 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **SAI SILKS (KALAMANDIR) LIMITED** (“the Company”) for the financial year ended on 31st March, 2022, as made available to us, according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the Rules made thereunder;
- ii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iii. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the Rules made thereunder – **Not Applicable**
- iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment and External Commercial Borrowings–**Not applicable to the Company during the audit period.**
- v. Regulations and Guidelines under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’) - **Not applicable**
- vi. Other laws applicable specifically to the Company

I have been informed that generally applicable laws such as fiscal laws, labour laws and trade related laws etc., alone are applicable to the Company and hence there are no other laws applicable specifically to the Company.

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

- i. Listing Agreement entered into by the Company with Stock Exchange(s)– N.A

(Since the securities (equity shares) of the Company are not listed)
- ii. Secretarial Standards with regard to Meetings of the Board of Directors (SS-1) and General Meetings (SS - 2) issued by The Institute of Company Secretaries of India.

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

- There were few instances where the Company filed forms and returns required to be filed with the Registrar of Companies with additional fee.

I further report that:

The Board of Directors of the Company is duly constituted with requisite number of Independent Directors and Women Director as per the provisions of Companies Act, 2013. The changes in the composition of the Board of Directors that took place during the period under review were carried out in accordance with the provisions of the Act.

As per the information provided by the Company, adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent sufficiently in advance as per the confirmation given by the management, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

I further report that:

- As per the information provided by the management, there are adequate systems and processes in the company commensurate with the size and operations of the company

to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

- During the audit period, there were no specific events / actions in pursuance of the above referred laws, rules, regulations, etc., having a major bearing on the Company's affairs.

However, subsequent to the close of FY 2021-22, the Company has taken up the following activities:

- resolved to undertake an IPO of its equity shares and get its shares listed on the Stock Exchanges. The Company has filed the DRHP with SEBI and final observations are awaited.
- resolved to set up an ESOP Plan under the name and style "Sai Silks (Kalamandir) Limited Share Based Employee Benefit Scheme – 2022"
- sub-division of the nominal value of equity shares from ₹10 per share to ₹2 per share

I, further report that :

The Company had to temporarily / partially suspend its business operations in its stores, during different periods of the FY 2021-22, in view of the Covid 19 induced Lockdown / restrictions in the country.

Further, attention is drawn to Notes to Financial Statements, which describes the management assessment of the impact of Covid -19 pandemic.

For **Kasat & Associates**
Company Secretaries

Anand Kumar C. Kasat

Proprietor

M.No. 11175

C.P. No: 17420

Place: Hyderabad

Date: 15th September, 2022

UDIN: F011175D000977987

[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.]

Annexure - A

To,
The Members,
SAI SILKS (KALAMANDIR) LIMITED
6-3-790/8, Flat No. 1, Bathina Apartments
Ameerpet, Hyderabad- 500016

Secretarial Audit Report of even date is to be read along with this letter.

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.
2. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
3. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on random basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices I followed provide a reasonable basis for my opinion.
4. My responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
5. I believe that audit evidence and information provided by the Company's management is adequate and appropriate for me to provide a basis for my opinion.
6. Wherever required, I have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.
7. I have not verified the correctness and appropriateness of financial records and Books and Accounts of the Company.

Disclaimer

8. 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 **Kasat & Associates**
Company Secretaries

Anand Kumar C. Kasat
Proprietor
M.No. 11175

Place: Hyderabad
Date: 15th September, 2022

C.P. No: 17420
UDIN: F011175D000977987

ANNEXURE – V

MANAGEMENT DISCUSSION AND ANALYSIS



Global economic review

The year 2021 proved to be more volatile year than it was anticipated following repeated attacks of the pandemic. While the global economy recovered with a GDP of 6.1%, owing to the widespread vaccination coverage and relaxation of restrictions that helped boost consumer spending, the year had its share of challenges wherein there were new virus mutations even with the growing vaccine coverage.

Globally, countries dealt with supply chain and logistics disruptions and bouts of financial market turbulence. During the year, due to soaring commodity prices and pandemic-induced supply-demand imbalances, inflation skyrocketed in many economies. Some emerging markets and developed economies' central banks, such as the US Federal Reserve and those in Latin America, were also under constant pressure.

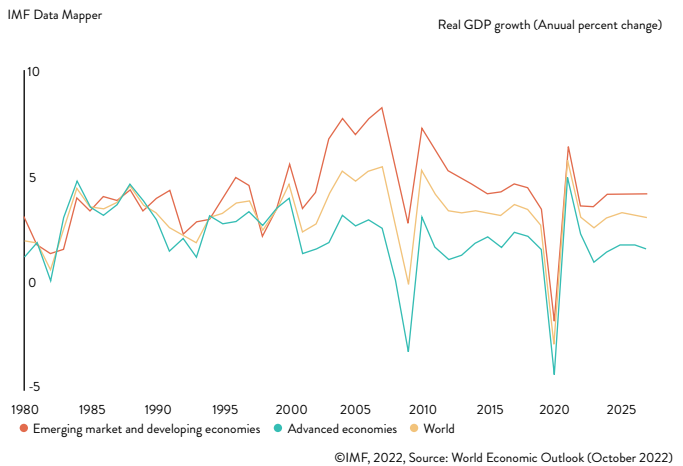
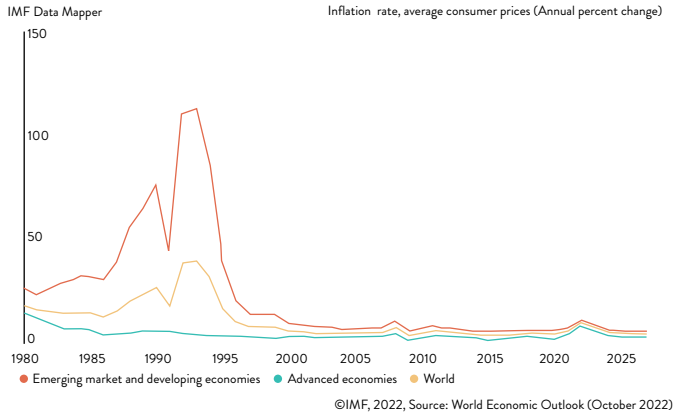
When the world had finally adjusted to the pandemic by the beginning of 2022, working around its variants to maintain businesses, the conflict between Russia and Ukraine broke out in February 2022, creating new difficulties for global economies. The conflict sent crude prices soaring, disrupted global trade and supply chains, worsened inflationary pressures on economic activity and dented consumer and investor sentiment. The humanitarian cost of the war was also humongous.

Outlook

The lingering effects of the geopolitical tensions and a cost-of-living crisis brought on by persistent and expanding inflation pressures continue to pose significant challenges to the world economy. As the Russia-Ukraine conflict continues to agitate the financial markets, the world economy has remained fragile. The difficult policy trade-off between promoting recovery and containing inflation will be made even more difficult by slower growth and rising prices, as well as the difficulties of war, infection, and tightening financial conditions.

Due to several headwinds, including geopolitical developments and rising commodity prices, the International Monetary Fund (IMF) reduced its projected growth to 3.2% for CY22 and 2.7% for CY23 from 6.1% in CY21. The headwinds increased the risk of inflation and the cost of living globally. Even before the conflict, rising commodity prices and a supply-demand imbalance induced by the pandemic had caused inflation to soar in many nations, including developed economies like the United States and the European Union. The IMF predicted global inflation to increase from 4.7% in CY21 to 8.8% in CY22 but then decline to 6.5% in CY23 and 4.1% by CY24.

Structural reforms can further support the fight against inflation by improving productivity and easing supply constraints. At the same time, multilateral cooperation is necessary to fast-track the transition to green energy and prevent fragmentation.



Although volatile headline shocks to prices of commodities like energy and food continue to account for much of inflation, they are no longer the main causes. Instead, underlying inflation has risen and is forecast to stay high well into the second half of CY22. Global core inflation, which is determined by excluding food and energy prices, is predicted to be 6.6%. This prediction reflects the pass-through of energy prices, supply chain cost pressure, and tight labour markets, particularly in advanced economies.

Indian economic review

The Indian economy recorded a significant growth of 8.7% in FY22, thus solidifying its position as one of the fastest growing major economies. While the beginning of FY 2021-22 was subdued by the surge of the second wave of the pandemic, the government's emphasis on favourable fiscal policies, monetary policies, infrastructure creation and healthcare responses to the Covid crisis helped cushion the impact.





While the economy was quick to recover, similar to the global economy, it was also impacted by global supply chain disruptions and inflationary pressures. Towards the end of the fiscal year, the Russia-Ukraine war slowed down the recovery to some extent and not only exacerbated the existing inflationary pressures but also created new ones.

Outlook

India is projected to grow at around 7% in FY2022-23 according to the Reserve Bank of India. On a positive note, the expected real economic growth for India in 2022-23 is the second highest in G-20 and for 2023-24, is the highest in G-20. India’s medium-term growth rate is likely to be higher than 6.0%. By 2025, India’s nominal GDP is expected to bounce back and reach US\$ 4,049 Bn. . It is also expected that the growth trajectory of Indian economy will enable India to be among the top 3 global economies by FY 2050.

A long-awaited domestic investment cycle that had started will accelerate once current external shocks – geopolitical conflicts and monetary tightening – fade. Corporate and bank balance sheets in India are ready for it. India’s public digital infrastructure, after several years of development, appears poised to deliver big time on financial access and formalisation for households and smaller businesses in India.

The economy has been resilient and is adapting to technological change. Further, recent developments elsewhere in the region further bolster the relative attractiveness of India as an investment destination. That said, this is no time for celebrations and complacency.

Chart 1: Quarterly Projection of CPI Inflation (y-o-y)

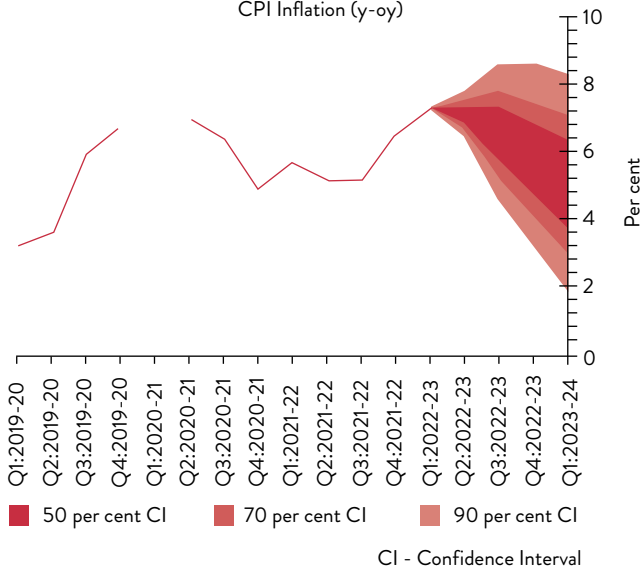
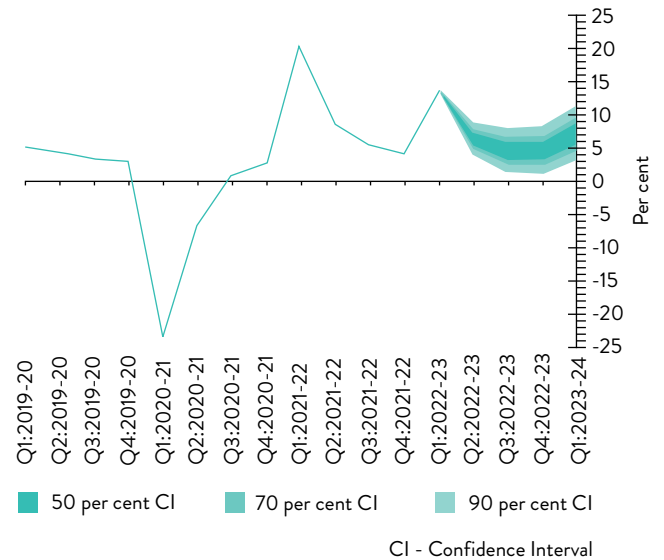


Chart 2: Quarterly Projection of Real GDP Growth (y-o-y)



Source: Reserve Bank of India, Monetary Policy Statement, October 2022.

Indian textile industry

India, one of the largest textile manufacturers and exporters, marked an increase of 41% year-on-year in textile and apparel exports (including handicrafts) which stood at USD 44.4 billion in FY22 as per a report by the Ministry of Textiles. India’s textile and apparel exports to the US, its single largest market, stood at 27% of the total export value in FY22. Exports of readymade garments including cotton accessories stood at US\$ 6.19 billion in FY22. The textile and apparel industry contributes approximately 5% to the country’s GDP and 7% to industry output in terms of value. Investindia reported that after agriculture, the textile and apparel industry is the largest employer in the country providing direct employment to 45 million people and 100 million people in the allied industry.

Women Apparel Market in India

The women apparel market contributes ~36% of the total apparel market of India in FY 2020 and is estimated at INR 1,63,291 cr. (~US\$ 21.8 Billion) and the same is expected to grow at a CAGR of 9.2% for the next 5 years to reach INR 2,53,733 cr. (US\$ 33.8 Billion) by FY 2025.

Factors like sustained growth of Indian daily wear; continued demand for Indian festive wear; rising share of organized retail; design innovations and changing consumer demographics etc. are aiding the growth of Indian women wear market and the trends will be there for upcoming years to fuel the women wear market in India.

Women Indian Wear Market

In FY 2020, Women Indian wear accounted for around 71% of the total women apparel market & stood at INR 1,15,139 cr. (US\$ 15.3 billion), implying women Indian wear is the mainstay for women apparel market in India. The women Indian wear category can broadly be classified into Saree & others (others includes Indian dresses, Lehenga etc.) and SKD (including Sets, Mix & Match, Dupattas. Stoles etc.). It also comprises of fusion wear, which is an amalgamation of other cultural influences on Indian wear.

The Women Indian wear market is expected to grow at a CAGR of 8% for next 5 years to reach INR 1,68,222 (US\$ 22.4 billion) by FY 2025. Sarees & Others category forms almost 54% of the Indian wear market for women, the rest of the market of 46% is contributed by SKDs (salwar, kameez, dupatta) etc.

Indian silk sector

Silk, also known as the queen of all fabrics is historically one of India's most important industries. India produces a variety of silks called Mulberry, Tasar, Muga, and Eri, based on the feeding habit of the cocoons [Source: Central Silk Board Report, Ministry of Textiles, Government of India (April 01, 2022)]. The sericulture industry today employs over 700,000 farm families and is mostly concentrated in Karnataka, Tamil Nadu, Andhra Pradesh, and to some extent Assam and West Bengal. Karnataka accounts for more than 70 percent of the country's total silk production. The Sericulture industry is beneficial to agriculturists. Almost 5.6 million people are dependent on the sericulture industry out of which 4.7 million are agriculturalists and the rest are weavers and reelers.

The raw silk production in India amounted to about 35 thousand metric tons in the fiscal year 2022, an increase from 33 thousand metric tons in the previous fiscal year. In the fiscal year 2022, mulberry silk (raw silk) production in India was the highest, with nearly 26 thousand metric tonnes produced, followed by 'Vanya' or wild silk with over nine metric tonnes..

Indian retail fashion sector

The fashion sector is one of the largest industries in the world, estimated to be worth more than USD 3 trillion by the end of the decade. India's apparel market alone is worth USD 59.3 billion in 2022, making it the sixth-largest in the world (Source: Retail, The Economic Times).

The pandemic has created structural changes to the ways consumers shop and engages with their brands. Online shopping increased by 100% in many markets during the pandemic, however, the physical store remains a critical part of the overall experience. Enhancing the value of their physical locations as part of a hybrid and omni-channel customer experience alongside online experiences was the biggest challenge for retailers.

According to a recent report by Crisil, apparel retailing in India can touch 23% revenue growth in FY23, riding on strong same-store sales, a boost in online sales and aggressive store expansions. Crisil also reported that this growth of ~500 basis points (bps) more than the pre-pandemic level comes despite elevated inflation impacting discretionary demand. ICRA also reported that Indian apparel exporters are expected to witness a top-line growth of 14-15% for FY23.

Indian ethnic wear sector

According to a report and analysis by Technopak, the South Indian market is expected to cross ₹ 30,800 crores by FY 25. Also, South India alone contributes approximately 50% to the overall organised saree market of India. Sarees enjoy approximately 50% of women's ethnic wear sector followed by salwar kameez and lehnga. While saree dominates in the East, West, and South, northern India witnesses the majority of demand for the salwar kameez and kurta.

The Indian ethnic wear market has grown rapidly over the past few years with more women joining the workforce. Additionally, the religious and cultural diversity of India is among the considerable drivers of the women's ethnic wear market. The rising female population and increasing female workforce cite a huge opportunity for players in the industry to tap the increasing demand for ethnic wear in the country.

Indian value fashion market

Value Apparel Retailing Overview

Value fashion in India was estimated to be ~INR 2,55,000 Cr (US\$ 34 Bn) in FY 2020, accounting for 57% of the overall apparel retail market (INR 4,47,666 Cr). The balance is constituted by the non-value segment. Within non-value segment, premium and super-premium segments account for almost 16% and the rest is contributed by the lower value segment. While the overall category is projected to grow at a rate of 6% in the coming 5 years, the branded value apparel and organized value apparel retail are expected to grow at CAGR of ~12.6% and ~13% respectively during the same period. In other words, growth of both branded value apparel share and organized value apparel retail share in apparel category will outpace the overall category growth.



The organized players in this segment are bringing together economy and mid-segment of fashion aiming to provide quality fashion at affordable prices in a good retail environment. These large format stores catering to the entire basket of family needs are aiming at consumers who are the first time users of branded products or at fashion conscious middle class consumers seeking quality at affordable prices. Value retail is focussed on meeting the aspirations of the consuming class in the country. There is a large addressable market for value apparel retail made up of millennials and Gen Y & Z customers (14-40 age group) and residing in tier II, III and IV cities in urban and semi-urban areas. This market comprises of households with an average annual income of US\$ 5,000 – US\$ 10,000, of fashion conscious, value and quality seeking youth and young families (newborns to 40-year-old consumers) which forms the bulk of purchasing power of the Indian population.

Growth drivers

Women workforce – The rise of women in the workforce has caused changes in household activity patterns, including an increase in the consumption of branded goods like fashion and lifestyle items. The ability of women in India, both in urban and rural areas, to exercise greater influence over their families and society as a whole is being facilitated by a number of factors, including improved government plans for women's empowerment and increased media attention.

Education opportunities, however, are the most crucial element. The demographics of the workforce and the economic independence of women are just two societal aspects that these changes are anticipated to have a significant impact on.

Urbanisation – At 494 million in CY 2022, India now has the second-largest urban population in the world after China. However, compared to a global average of 55%, only 35.5% of the population in India is categorised as being urban. The rate of urbanisation in India is a crucial trend to watch for implications on the country's economic development. Currently, nearly 65% of India's GDP comes from its urban population. By FY25, it is predicted that 37% (541 million) of India's population will reside in urban areas. According to Technopak, the GDP of India is projected to be contributed by the urban population at 75% in FY30.

Growing middle class – India's consumption story continues to be strong backed by an increase in the aspirational buyer's population and strong economic recovery post Covid. Urbanisation paved the path and enabled consumers in tier III and tier IV cities to aspire to more high-quality branded products. A recent Morgan Stanley report (November 2022) finds that India has the conditions in place for an economic boom by 2030, making it the third-largest economy, as its GDP is likely to double to USD 7.5 trillion. Doubling growth would directly impact household earnings and raise per-capita income from the current average of USD 2,278 to USD 5,242 by 2030. An increase in the number of households with annual earnings has led to an increase in discretionary spending on food and beverages, apparel and accessories, luxury products, consumer durables, and across other discretionary categories.

Government policies

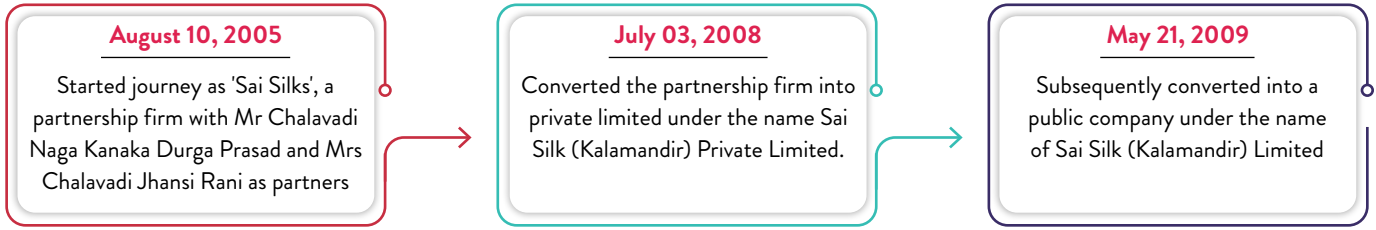
Amended technology upgradation fund scheme (ATUFS) - The Amended Technology Upgradation Fund Scheme (ATUFS) launched by the Government of India is being implemented for the textile industry with an outlay of ₹ 17,822 crore during 2016-2022 to attract investment of ₹ 1 lakh crore. This is expected to generate 35.62 lakh employment opportunities in the textile sector by the end of 2022.

National technical textiles mission – Nearly 20 projects have been cleared by the government worth ₹ 74 crore under the flagship programme, National Technical Textiles Mission, in the areas of specialty fibre, agro-textiles, smart textiles, protective gear, sports textiles and geotextiles segment. The allocation for the textile sector for FY23 in the Union Budget stands at approximately ₹ 12,382.14 crore, which is about 8.1% higher than the revised budget allocation for FY23 which stands at about ₹ 11,449.32 crore. Outbound shipments from the country's textiles segment stood at around USD 42 billion in FY22. As per the Ministry of Textiles, India's textiles sector aims to hit USD 100 billion in exports in 5-6 years, which would take the industry's combined domestic and international economic value to USD 250 billion.



Company overview

Sai Silks (Kalamandir) Limited is one of the largest retailers of ethnic apparel, particularly sarees, in South India in terms of revenues and PAT in FY19, FY21 and FY22 as reported by Technopak Advisors.



The group started as a retailer of sarees with 'Kalamandir' as its first brand in Hyderabad in the year 2005. The beginning was at a very modest scale with a single retail outlet of 3,213 square feet. As of FY22, the group has a network of 46 retail outlets in South India spread across Andhra Pradesh, Telangana, Karnataka and Tamil Nadu with a combined total space of 6,00,000+ square feet.

The group retails sarees under the brand names 'Kalamandir', 'Mandir', 'Kancheepuram VaraMahalakshmi Silks' and 'KLM Fashion Mall'. With a variety of products at various price points and through the four formats, the group caters to customers in all market segments, including those in premium ethnic fashion, ethnic fashion for middle-class consumers, and value fashion. The group promotes India's vibrant culture, traditions, and heritage by providing a wide variety of products, including lehengas, men's ethnic wear, children's ethnic wear, and value fashion items including fusion wear and western wear for women, men, and children. These products also include various types of ultra-premium and premium sarees suitable for weddings, party wear, and occasional and daily wear.

A timeline illustrating our journey since the launch of our business is set out below:



Store formats and products



Kalamandir

We market 'Kalamandir' as the 'Symbol of the South' for its product offerings, affordability, and brand equity. Kalamandir was founded in 2005 with the opening of its first store in Ameerpet, Hyderabad. Modern sarees are sold in Kalamandir format stores, which cater to middle-class and upper-middle-class customers.

A variety of sarees in materials like tusser, silk, kota, kora, khadi, georgette, cotton, and matka are among the main product options.

As of May 31, 2022, our company has been running eight Kalamandir stores in the states of Andhra Pradesh, Telangana, and Karnataka, with a mix of small, medium, and large stores. The total area of these stores is roughly 102,487 square feet.

Our Kalamandir sarees are meticulously woven by a team of weavers, artisans, and designers to guarantee the highest level of quality and seamless execution of the brand's vision. In keeping with the brand's aesthetic, our Kalamandir stores have more modern designs. Our storefronts feature vibrant product displays, and the interior layouts are created with traffic management in mind. Each element is balanced between understanding the needs of the target market because our Kalamandir format stores are designed for middle-income retail customers.

VaraMahalakshmi

The first VaraMahalakshmi store opened in Chickpet, Bengaluru, in 2011. This store offers authentic premium silk sarees, all under one roof. The authentic Kanchipuram sarees incorporate contemporary design elements, making them one of a kind.

As of May 31, 2022, we operated 17 small, medium, and large stores across four south Indian states with an aggregate area of 101,519 square feet. These stores are located in Bengaluru, Hyderabad, Chennai, Vijayawada, and Nellore, among other markets in south India.

The major product offerings include sarees such as banarasi, patola, kota, kanchipuram, paithani, and organza, kuppadam. Our VaraMahalakshmi format stores provide a broad selection of apparel at various price points. The range of our retail prices for the VaraMahalakshmi format store's products is roughly between ₹ 4,000 and ₹ 250,000.

Our VaraMahalakshmi stores are designed to be more traditional because we want them to honour the brand's Kancheepuram heritage. The elaborate wall-to-ceiling decorations and carefully chosen window displays are meant to pay homage to the south Indian roots of our products. Every saree that is purchased by our customers is blessed by a priest who is present in each of our VaraMahalakshmi stores.

Mandir

The first Mandir store opened in Banjara Hills, Hyderabad, in 2011. Our Mandir format store is the one-stop destination for ultra-premium designer high-end sarees, including party wear, festive wear and occasional wear, which can be customised as per the requirements of customers. The major product offerings include sarees such as Banarasi, Patola, Ikat, Kanchipuram, Paithani, Organza and Kuppadam. We operate three high-end small-format Mandir stores in Hyderabad, Telangana with an aggregate area of approximately 10,200 square feet.

In Hyderabad, our stores are placed strategically in parts of the city where our target market's purchasing power is strongest. As an independent outlet, our Mandir store in Banjara Hills, for instance, benefits from its location by generating more business per customer visit. Our master weavers carefully plan and create each one of our Mandir products. The range of our retail prices for the Mandir format stores' products is roughly between ₹ 6,000 and ₹ 3,50,000.

KLM fashion mall

The first KLM Fashion Mall opened in Ameerpet, Hyderabad, in 2017, and it offers value-fashion options to the youth and the general public at a reasonable, value-for-money price point. It is our newest store format offering. It provides a range of products for each of the market segments, including clothing for men, women, and children. The fact that we have opened 18 large format stores since 2017 with a presence across three states and an aggregate area of 336,608 square feet demonstrates the KLM Fashion Mall's popularity.

The following table sets out our product portfolio under KLM Fashion Mall:

Product Type	Product Portfolio	Average Price Range (₹)
Women's ethnic wear	Sarees, SKD, Dress Material	200 to 75,000
Women's western wear	Kurta, Kurti, Tops, Leggings	300 to 3,000
Men's ethnic wear	Dhotis, Sherwani, Kurtas	500 to 15,000
Men's western wear	T-Shirts, Shirts, Pants, Jeans	200 to 12,000
Kid's wear	Wide variety of kids' clothing	200 to 10,000

The KLM Fashion Malls are placed strategically for the convenience of families. For instance, to draw value fashion shoppers, our KLM Fashion Mall in Marathahalli, Bengaluru, is situated in the city's IT hub. To encourage customers to make larger purchases and maximise their invoice value, we offer a variety of discounts and offers throughout the year. These offers are evident on posters and banners displayed throughout the store..

Core competencies

- **Product pricing and product design** - Positioned in the retail market through diverse brands and also building a robust portfolio of strong brands to be the one-stop destination for every family looking for value fashion through our affordable and quality products.
- **Quality control and quality assurance** - We have established quality control measures in various aspects of our supply chain as part of our commitment to upholding high standards throughout our sourcing and distribution cycles. These measures include routine inspections, quality audits, and product quality tracking. The training and awareness of specific quality, regulatory, and statutory standards is part of our purchase team's responsibility for quality control and ensuring compliance with our established quality standards..
- **Customer support** - We encourage constructive feedback from customers and respond to them immediately to provide superior customer service.

- **4300+ permanent employees** – As of FY22, we are a team of 4300+ employees across our various departments all working effortlessly for greater consumer satisfaction. Skilled and experienced manpower in sales implementing innovative marketing ideas and developing an insight-led design and apparel team.
- **Store network and online sales** – In 2005, we started with a single store with an area of 3,213 sq. ft. and we expanded to 46 locations, totalling more than 6,000,000 square feet. We started selling our goods on our own websites and increased our presence in online e-commerce marketplaces such as www.kalamandir.com, www.brandmandir.com and www.kanchivml.com as well as through other omnichannel networks.

Financial performance

The Company recorded a consolidated revenue of ₹ 11,293.23 million in FY22 as against ₹ 6,772.48 million in FY21, higher by 66.75% on a year-on-year basis. The Company's EBITDA stood at ₹ 1,330.48 million in FY22, an increase of [] % compared to ₹ 623.61 million in FY21, despite a significant increase in input costs and logistics costs.

The table below sets forth certain key financial information relating to our business:

Product Type	Financial year		
	2020	2021	2022
	(₹ million, except percentages)		
Revenue from the operations	11,755.60	6,772.48	11,293.23
EBITDA(1)	1,037.12	623.61	1,330.48
EBITDA margin(2)	8.82%	9.21%	11.78%
Gross margin(3)	3,294.99	2,304.04	3,914.53
Profit for the year	420.96	51.31	576.87
RoE(4)	20.00%	2.16%	21.22%
RoCE(5)	24.39%	8.51%	21.71%
Debt to equity ratio(6)	0.71	0.89	0.87
Net Debt/EBITDA(7)	0.45	1.25	0.52

Notes:

- (1) EBITDA is calculated as the sum of Profit Before Tax, Depreciation and Finance Costs.
- (2) EBITDA Margin is calculated as EBITDA divided by Revenue from Operations.
- (3) Gross Margin is calculated as sales less the sum of Purchases of Stock in Trade and Change in Inventories.
- (4) Return on Equity is calculated as Restated Profit for the Year divided by Net Worth as at the end of the year, where "Net worth" means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, capital reserve, write-back of depreciation and amalgamation as per the SEBI ICDR Regulations.
- (5) Return on Capital Employed is calculated as Earnings Before Interest and Tax divided by Capital Employed where Capital Employed is sum of Tangible Net Worth, Total Debt and Deferred Tax Liability.
- (6) Debt to Equity Ratio is calculated as Total Term Liabilities divided by the sum of Equity Share Capital and Other Equity.
- (7) Net Debt/EBITDA is calculated as Total Term Liabilities divided by EBITDA.

Challenges

Price pressure from discounters – According to Ernst & Young (EY)-Parthenon analysis, discounters are continuing to win market share as consumers take action to preserve their lifestyles. Online retailers are lowering prices to such an extent that even they are making losses even though they don't have to bear several overhead expenses. Retailers don't stand a chance in front of online retailers until they too start aggressively discounting their goods.

We have launched the 'Smile Rewards' programme which provides its members exclusive offers, special invitations to in-store activities and sale previews. We also offer discounts on our online store from time to time to attract and retain our customers.

Market disruption from online sellers – The rise of online shopping has increased price transparency and generates complexities around omnichannel pricing. Selling online, especially during the widespread pandemic, has increased and allowed customers to have more options with price transparency.

The Company expanded its presence in online e-commerce marketplaces through its own websites as well as through omni-channel to reach a wide range of customers.

Retail operations

Store network

Our stores are promoted and themed according to the specific store format vision, the target demographic and income group, the cities we are present in, and other factors. All of our stores have tasteful layouts that effectively manage traffic flow and make the best use of available floor space, as well as vibrant entrances and eye-catching window displays. Depending on the theme of the store format, appealing posters or decorations that reach the ceiling are used to maintain the store's aesthetics.

The table below sets forth certain information relating to our presence across various states:

States	Number of stores (as of May 31, 2022)	Aggregate store area (as of May 31, 2022) (square feet)	Revenue from operations (₹ million)		
			Financial year		
			2020	2021	2022
Telangana	21	261,873	5,190.93	2,845.31	5,115.90
Andhra Pradesh	15	180,557	3,894.51	2,611.15	4,153.44
Tamil Nadu	2	12,400	907.83	444.84	765.80
Karnataka	8	95,984	1,761.33	870.16	1,258.09
Total	46	550,814	11,754.60	6,771.47	11,293.23

Marketing and promotion

We have a focused marketing strategy and currently have engaged popular south Indian actors as our brand ambassadors. Our sales and marketing strategies aim to increase brand awareness, acquire new customers, and strengthen and reinforce our brand image.

In FY20, FY21 and FY22, our advertisement expenses were ₹ 276.10 million, ₹ 87.18 million, and ₹ 269.86 million and accounted for 2.35%, 1.29%, and 2.39%, respectively, of our revenue from operations. In our experience, our investment in our brand, advertising and marketing has been among the key factors which have enabled us to distinguish ourselves from our competitors while resulting in greater awareness. Our marketing initiatives include advertising through various media, such as television, radio, newspapers and magazines, online advertisements, hoardings and displays and similar displays.

We consider our products to be of superior quality, having been created from select materials and conceptualised by experienced artisans. As a result, we do not typically run any end-of-season discount sales in certain of our format stores which, in our opinion,

reduces the value of the brand in the long run. It also allows us to manage our inventory better by reducing the lumpiness of sales, other than the organic seasonality that we witness during festivals as well as wedding seasons.

In addition, we constantly target our customers through differentiated sales and marketing efforts including selling our products through live shows, and video-based commerce on social media platforms. Our social media presence is aimed at engaging with our customers and driving traffic to our websites and store outlets. We also have an established social media presence on various platforms and have significant number of followers.

Future strategy

- **Expand our footprint within India through owned stores and franchise networks by leveraging our brand appeal:** By offering a variety of reasonably priced, high-quality products, the company aims to become the go-to place for every family looking for value fashion. Over the course of the following two fiscal years, we plan to open about 30 additional stores, five of



which will be operated under a franchise model. We conduct extensive market research and analysis to find potential locations for these stores as part of our efforts to open more stores. We will continue to evaluate and choose appropriate candidates in a methodical manner.

- **Increase focus on the sale of products through e-commerce** - The Company's main aim remains to use its own websites and other omni-channel presence to grow its network across both the retail and e-commerce sectors. By enhancing and upgrading our website, we also plan to take advantage of our current capabilities to strengthen our online presence.
- **Leverage technology to bring cost efficiency and enhance customer experience** - We intend to further improve our operating efficiency through global best practices. Our expansion into newer markets offers us the potential for market share gains, increased brand recognition and economies of scale. We have launched pilot testing of the 'Smile Rewards' membership in certain of our KLM Mall stores in Hyderabad. The programme will provide its members exclusive offers, special invitations to in-store activities and sale previews, among other benefits. Also, the Company's emphasis on delivering good quality products and greater customer satisfaction will always be a prime mantra.

Human resource

The goal of the business is to create a design and apparel team that is insight-driven. With over 4,300 members which includes 4,298 permanent employees and 80+ on contractual basis, who innovate the market. The following table details our permanent staffing breakdown by department as of May 31, 2022:

Department	Number of Employees (as of May 31, 2022)
Operations	3,459
Sales, procurement and distribution	235
Administration	421
Accounting and finance	150
Human resource	7
Legal	2

Department	Number of Employees (as of May 31, 2022)
Information technology	9
Market and business promotion	9
Market research	6
Total	4,298

In addition, we have a committed and large senior management team that has extensive experience in the retail and fashion industry, which positions us well to capitalize on future growth opportunities.

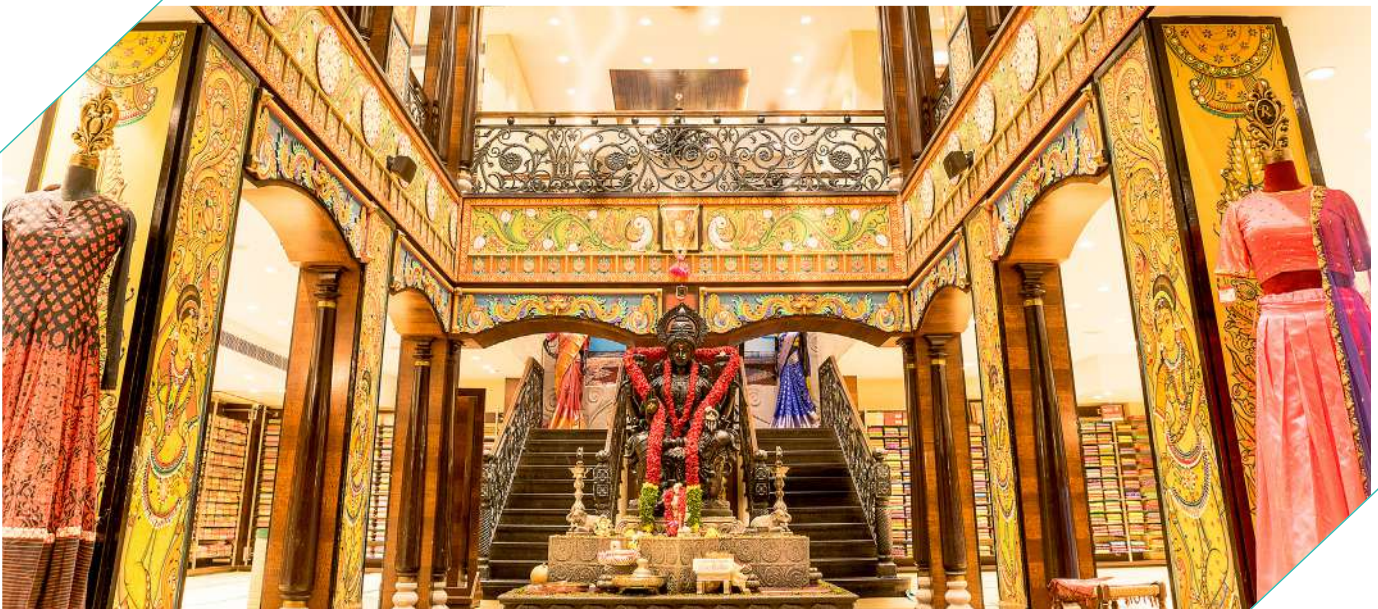
Corporate social responsibility

Our CSR policy complies with the Companies Act, 2013 and Companies Rule(Corporate Social Responsibility), 2014 requirements. Through our CSR arm Kalamandir Foundation, our Company engages in corporate social responsibility activities by carrying out a variety of initiatives, primarily in the fields of women's empowerment, health care, sanitation, and vocational skill development. In FY22, our Company spent a total of ₹ 13.35 million on CSR initiatives, ₹ 8.18 million was donated to the Kalamandir Foundation and ₹ 5.00 million was donated to a school for the advancement of education.

Cautionary statement

Certain statements in the MDA section concerning future prospects may be forward-looking statements that involve a number of underlying identified / non-identified risks and uncertainties that could cause actual results to differ materially. In addition to the foregoing changes in the macro-environment, such ongoing geopolitical developments, unprecedented, unascertainable, and constantly evolving risk(s), inter-alia, to the Company and the environment in which it operates.

The results of these assumptions made, relying on available internal and external information, are the basis for determining certain facts and figures stated in the report. Since the factors underlying these assumptions are subject to change over time, the estimates on which they are based are also subject to change accordingly. These forward-looking statements represent only the Company's current intentions, beliefs or expectations, and any forward-looking statement speaks only as of the date on which it was made. The Company assumes no obligation to revise or update any forward-looking statements, whether as a result of new information, future events, or otherwise.



ANNEXURE – VI

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Sai Silks (Kalamandir) Limited has continued the legacy of good Corporate Governance practices. The existing governance practices are regularly reviewed and are refined in the light of changing environment.

Your company is committed to maintain a high standard of corporate governance practices within the Company and devotes considerable effort to identify and formalize best practices. We believe that effective corporate practices are fundamental to the smooth, effective and transparent operation of the Company and its ability to attract investment, protect the rights of stakeholders and enhance the value of stakeholders.

Your company firmly believes that good corporate governance practices ensure efficient conduct of the affairs of the company while upholding the core values of transparency, integrity, honesty and accountability and help the company in its goal to maximize value for all its stakeholders. It is a system by which all business operations are directed and controlled.

2. BOARD OF DIRECTORS

The Board is the apex body of the company constituted for overseeing the Company's overall functions.

a. Composition and Category of Directors

Our Board of directors comprises of an optimum combination of Executive and Non-executive directors with a Non-Executive Independent Director appointed as the Chairman. The strength of our board of directors as on date of this report is 7 (seven). Out of 7 Directors, 3 directors are executive directors and remaining 4 directors are independent & non-executive directors including one woman director. The composition of the board is in conformity with section 149 of the Companies Act 2013 and Regulation 17 of SEBI (LODR) Regulations.

None of the directors of the company serves as an independent director in more than 7 listed companies, nor any of the whole time director serves as an independent director in more than 3 listed companies.

As on the date of this report, the composition of the board is as follows:

S. No	Name of the Director	Designation
A	Executive Directors	
	Mr. Nagakanaka Durga Prasad Chalavadi (DIN: 01929166)	Managing Director
	Mr. Kalyan Srinivas Annam (DIN: 02428313)	Whole Time Director
	Mr. Doodeswara Kanaka Durgarao Chalavadi (DIN: 02689280)	Whole Time Director
B	Non-Executive Directors	
	Mr. Ravindra Vikram Mamidipudi (DIN:008241)	Chairman & Independent Director
	Mr. Pramod Kasat (DIN: 00819790)	Independent Director
	Ms. Sirisha Chintapalli (DIN: 08407008)	Independent Director
	Mr. Kunisetty Venkata Ramakrishna (DIN: 00133248)	Independent Director

Note : Mr. Naveen Nandigam and Mr. Laxmi Nivas Jaju resigned from the Board of Directors of the Company effective May 03, 2022

b. Number of Board Meetings and Attendance of Directors thereat

The board met 8 times during the financial year 2021-22 on the following dates:

12.04.2021	16.11.2021
05.07.2021	25.11.2021
08.07.2021	18.02.2022
03.09.2021	10.03.2022

c. Directors Attendance

Name of Director	12.04.2021	05.07.2021	08.07.2021	03.09.2021	16.11.2021	25.11.2021	18.02.2022	10.03.2022
Mr. Nagakanaka Durga Prasad Chalavadi	Present	Present	Present	Present	Present	Present	Present	Present
Mr. Kalyan Srinivas Annam	Present	Present	Present	Present	Present	Present	Present	Present
Mr. Doodeswara Kanaka Durgarao	Present	Present	Present	Present	Present	Present	Present	Present
Mr. Naveen Nandigam	Present	Present	Present	Present	Present	Present	Absent	Present
Mr. Laxmi Nivas Jaju	Present	Present	Present	Present	Absent	Absent	Present	Present
Ms. Sirisha Chintapalli	Present	Present	Present	Present	Present	Absent	Present	Present
Mr. Ravindra Vikram Mamidipudi	N.A	N.A	N.A	N.A	N.A	N.A	N.A	Absent
Mr. Pramod Kasat	N.A	N.A	N.A	N.A	N.A	N.A	N.A	Absent

Note: Mr. Naveen Nandigam and Mr. Laxmi Nivas Jaju resigned from the Board of Directors of the Company effective May 03, 2022.

The Annual General Meeting for the FY 2020-21 was held on 30.11.2021 and the attendance of Directors thereat was as follows:

Name of Director	30.11.2021
Mr. Nagakanaka Durga Prasad Chalavadi	Present
Mr. Kalyan Srinivas Annam	Present
Mr. Doodeswara Kanaka Durgarao	Present
Mr. Naveen Nandigam	Present
Mr. Laxmi Nivas Jaju	Present
Ms. Sirisha Chintapalli	Present
Mr. Ravindra Vikram Mamidipudi	N.A
Mr. Pramod Kasat	N.A

d. Number of other board of directors or committees in which a director is a member or chairperson and name of the listed entities where the person is a director and the category of directorship.

The number of directorships and committee membership including name of the listed entities and category of directorship in other companies as on March 31, 2022 are given hereunder

Name of the Director	Directorship in other companies (Note-1)		Committee memberships held in other companies (Note-2)		Name of the listed entities & Category of directorship
	Public	Private	Member	Chairman	
Mr. Nagakanaka Durga Prasad Chalavadi	1	0	None	None	None
Mr. Kalyan Srinivas Annam	1	0	None	None	None
Mr. Doodeswara Kanaka Durgarao	0	0	None	None	None
Mr. Naveen Nandigam	3	0	4	3	<ul style="list-style-type: none"> Kapston Services Limited - Independent Director Tanvi Foods (India) Limited - Independent Director Avantel Limited - Independent Director
Mr. Laxmi Nivas Jaju	1	0	None	None	None
Ms. Sirisha Chintapalli	3	2	3	1	<ul style="list-style-type: none"> Zen Technologies Limited - Independent Director Shilpa Medicare Limited - Independent Director

Name of the Director	Directorship in other companies (Note-1)		Committee memberships held in other companies (Note-2)		Name of the listed entities & Category of directorship
	Public	Private	Member	Chairman	
Mr. Ravindra Vikram Mamidipudi	8	11	6	4	<ul style="list-style-type: none"> GTN Industries Limited - Independent Director Ahlada Engineers Limited - Independent Director ASM Technologies Limited - Independent Director-Chairperson
Mr. Pramod Kasat	2	3	2	0	<ul style="list-style-type: none"> Advanced Enzyme Technologies Limited – Independent Director Natural Capsules Limited – Independent Director

Notes 1: Number of Directorships in other Companies excludes Directorships in Foreign Companies, but includes Companies incorporated under Section 8 of the Companies Act, 2013.

2: Board Committee Chairmanships/Memberships in other Companies includes only Chairmanships/Memberships of Audit Committees and Stakeholders Relationship Committees of Listed / Public Companies only .

3. Mr. Naveen Nandigam and Mr. Laxmi Nivas Jaju resigned from the Board of Directors of the Company effective May 03, 2022.

e. Relationship Between Directors

Mr. Nagakanaka Durga Prasad Chalavadi (Managing Director) and Mr. Doodeswara Kanaka Durgarao Chalavadi (Whole Time Director) are brothers and hence relatives as per section 2(77) of the Companies Act, 2013. No other director is related to each other in terms of definition “relative” under the Act.

f. Number of Shares / Convertible instruments held by Non-executive Directors

None of the Non-Executive Directors holds any shares / convertible instruments in the Company.

g. web link for familiarisation programmes imparted to Independent directors

<https://sskl.co.in/wp-content/uploads/2022/07/Familiarization-to-Independent-directors.pdf>

h. List of core skill / expertise / competencies / is identified by the board of directors as required in the context of its business.

The Board skills matrix provides a guide as to the skills, knowledge, experience, personal attributes and other criteria appropriate for the board of the company. Ours is a skill based board comprising of directors who collectively have the skills, knowledge and experience to effectively govern and direct the company. The Board is of the opinion that the skill or competence required for the directors in relation to the present business of the company includes the following:

Core skills/expertise/competencies identified by the Board of Directors as required in the context of its business	Names of Directors who possess such skills/ expertise/competence
Leadership qualities and in-depth knowledge and experience in general management of organization	Mr. Nagakanaka Durga Prasad Chalavadi Mr. Kalyan Srinivas Annam Mr. Doodeswara Kanaka Durgarao Chalavadi
Exposure to sales and marketing management based on understanding of the customers, ads and publicity	Mr. Nagakanaka Durga Prasad Chalavadi Mr. Kalyan Srinivas Annam Mr. Doodeswara Kanaka Durgarao Chalavadi
Ability to analyse and understand the key financial statements, experience in the fields of taxation, audit, financial management, banking, insurance and investments, treasury, fund raising and internal controls	Mr. Ravindra Vikram Mamidipudi Mr. Kunisetty Venkata Ramakrishna Mr. Nagakanaka Durga Prasad Chalavadi
Interpersonal relations, human resources management, communication, corporate social responsibility including environment and sustainability	Mr. Ravindra Vikram Mamidipudi Mr. Nagakanaka Durga Prasad Chalavadi Mr. Kalyan Srinivas Annam
Technical, professional skills and knowledge including legal, governance and regulatory aspects	Mr. Ravindra Vikram Mamidipudi Mr. Nagakanaka Durga Prasad Chalavadi Mr. Pramod Kasat Mr. Sirisha Chintapalli

- i. In the opinion of the board, the Independent Directors fulfill the conditions specified in the Listing Regulations and are independent of the management.
- j. detailed reasons for the resignation of an independent director who resigns before the expiry of his[/her] tenure along with a confirmation by such director that there are no other material reasons other than those provided.

During the FY 2021-22 under review no director resigned from the office. However, Mr. Naveen Nandigam and Mr. Laxmi Nivas Jaju resigned from the Board of Directors of the Company effective May 03, 2022.

4. AUDIT COMMITTEE

The company has in place the audit committee as per the provisions section 177 of the Companies Act, 2013. The Committee was last re-constituted pursuant to a resolution passed by our Board in its meeting held June 4, 2022.

As on the date of this report, the composition of Audit committee stands as follows:

Sl. No	Name	Category
1	Mr. Ravindra Vikram Mamidipudi	Chairperson
2	Mr. Kunisetty Venkata Ramakrishna	Member
3	Mr. Pramod Kasat	Member
4	Mr. Nagakanaka Durgaprasad Chalavadi	Member

The scope and functions of the Audit Committee are in accordance with Section 177 of the Companies Act, 2013, Regulation 18 of the Listing Regulations and its terms of reference include the following:

Powers of Audit Committee

The Audit Committee shall have powers, including the following:

- to investigate any activity within its terms of reference;
- to seek information from any employee;
- to obtain outside legal or other professional advice;
- The audit committee may invite such of the executives, as it considers appropriate (and particularly the head of the finance function) to be present at the meetings of the committee, but on occasions it may also meet without the presence of any executives of the Issuer.
- to secure attendance of outsiders with relevant expertise, if it considers necessary; and
- such other powers as may be prescribed under the Companies Act and the Listing Regulations.

Role of Audit Committee

The role of the Audit Committee shall include the following:

- oversight of financial reporting process and the disclosure of financial information relating to our Company to ensure that the financial statements are correct, sufficient and credible;

- recommendation for appointment, re-appointment, replacement, remuneration and terms of appointment of auditors of our Company and the fixation of the audit fee;
- approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- formulation of a policy on related party transactions, which shall include materiality of related party transactions;
- reviewing, at least on a quarterly basis, the details of related party transactions entered into by our Company pursuant to each of the omnibus approvals given;
- examining and reviewing, with the management, the annual financial statements and auditor's report thereon before submission to our Board for approval, with particular reference to:
 - Matters required to be included in the director's responsibility statement to be included in the Boards 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 our 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 our 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 our Company with related parties and omnibus approval for related party transactions proposed to be entered into by our Company, subject to the conditions as may be prescribed.;
- scrutiny of inter-corporate loans and investments;
- valuation of undertakings or assets of our Company, wherever it is necessary;

- m) evaluation of internal financial controls and risk management systems;
- n) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- o) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- p) discussion with internal auditors of any significant findings and follow up thereon;
- q) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to our Board;
- r) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- s) recommending to our Board the appointment and removal of the external auditor, fixation of audit fees and approval for payment for any other services;
- t) 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;
- u) reviewing the functioning of the whistle blower mechanism;
- v) monitoring the end use of funds raised through public offers and related matters;
- w) overseeing the vigil mechanism established by our Company, with the chairman of the Audit Committee directly hearing grievances of victimization of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;
- x) 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;
- y) reviewing the utilization of loans and/or advances from / investment by the holding company in the subsidiary exceeding ₹ 1,000,000,000 or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing;
- z) carrying out any other function as is mentioned in the terms of reference of the Audit Committee;
- (aa). consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders; and
- (bb). carrying out any other functions required to be carried out by the Audit Committee as contained in the Listing Regulations or any other applicable law, as and when amended from time to time
- (cc). To formulate, review and make recommendations to the Board to amend the terms of reference of Audit Committee from time to time;

The Audit Committee shall mandatorily review the following information:

- a) Management discussion and analysis of financial condition and results of operations;
- b) Management letters / letters of internal control weaknesses issued by the statutory auditors;
- c) Internal audit reports relating to internal control weaknesses;
- d) The appointment, removal and terms of remuneration of the chief internal auditor;
- e) Statement of deviations in terms of the SEBI Listing Regulations:
- quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) where the Equity Shares are proposed to be listed in terms of the SEBI Listing Regulations; and
 - annual statement of funds utilised for purposes other than those stated in the offer document/prospectus/ notice in terms of the SEBI Listing Regulations.
- f) review the financial statements, in particular, the investments made by any unlisted subsidiary.

Names of members, Chairperson, Meetings and Attendance

The committee met 4 times during the financial year under review i.e., on 05.07.2021, 03.09.2021, 25.11.2021 & 10.03.2022

Sl. No	Name	Designation	05.07.2021	03.09.2021	25.11.2021	10.03.2022
1	Mr. Naveen Nandigam	Chairperson	Present	Present	Present	Absent
2	Mr. Laxmi Nivas Jaju	Member	Present	Present	Absent	Present
3	Mr. Nagakanaka Durga Prasad Chalavadi	Member	Present	Present	Present	Present

The Company Secretary of the Company acts as Compliance Officer of the Committee

5. NOMINATION AND REMUNERATION COMMITTEE

The company has in place a Nomination and Remuneration committee in line with the provisions of section 178 of the companies Act, 2013. The Nomination and Remuneration Committee was last re-constituted pursuant to a resolution passed by our Board in its meeting held on June 4, 2022.

As on the date of this report, the composition of Nomination and Remuneration committee stands as follows:

Sl. No	Name	Category
1	Mr. Kunisetty Venkata Ramakrishna	Chairperson
2	Mr. Ravindra Vikram Mamidipudi	Member
3	Mr. Pramod Kasat	Member
4	Ms. Sirisha Chintapalli	Member

The scope and functions of the Nomination and Remuneration Committee is in accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations. The terms of reference of the Nomination and Remuneration Committee include the following:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors of the Company (the "Board" or "Board of Directors") a policy relating to the remuneration of the directors, key managerial personnel and other employees ("Remuneration Policy").

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

- a. use the services of an external agencies, if required;
- b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
- c. consider the time commitments of the candidates

The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:

- The level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully;
- Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short- and long-term performance objectives appropriate to the working of the Company and its goals.

2. Formulation of criteria for evaluation of the performance of the independent directors and the Board;
3. Devising a policy on Board diversity;
4. 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 specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance.
5. Determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
6. To recommend, implement, design, execute, approve schemes of ESPS, ESOP, SAR, Sweat Equity and do all other activities as detailed under Sai Silks (Kalamandir) Limited Employee Share based benefits Scheme 2022.
7. Recommend to the board, all remuneration, in whatever form, payable to senior management;
8. Carrying out any other functions required to be carried out by the Nomination and Remuneration Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time."
9. Analysing, monitoring and reviewing various human resource and compensation matters;
10. Deciding whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
11. 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;
12. Recommending to the board, all remuneration, in whatever form, payable to senior management and other staff, as deemed necessary;
13. Administering, monitoring and formulating detailed terms and conditions of the employee stock option scheme, if any, of the Company;
14. Reviewing and approving the Company's compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
15. Performing such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, if applicable;
16. Framing 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; and
17. Performing such other activities as may be delegated by the Board or specified/ provided under the Companies Act, 2013 to the extent notified and effective, as amended or by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended or by any other applicable law or regulatory authority.
18. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
- Use the services of an external agencies, if required;
 - Consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - Consider the time commitments of the candidates.

Performance evaluation criteria by Independent Director

The criteria for performance evaluation cover the areas such as qualifications, experience, knowledge and competency, ability to function as a team, initiative, availability and attendance, commitment, integrity, constructive contribution, protection of interest of stakeholders, Independence and independent views. The independent directors reviewed the performance of Non-Independent directors and the entire board of directors, including the chairman, while considering the views of the Executive and Non-Executive directors, excluding the director being evaluated based on the above evaluation criteria laid down by the Nomination and Remuneration committee. The Independent directors were highly satisfied with the overall functioning of the board and its various committees, which demonstrated a high level of commitment and engagement. They also appreciated the exemplary leadership of the chairman of the Board and its committees in upholding and following the highest values and standards of corporate governance. Post the review by the Independent Directors, the results were shared with the entire board and its respective committees. The Board expressed its satisfaction with the evaluation results, which reflects very high degree of engagement of the board and its committees with the management. Based on the outcome of the evaluation and assessment cum feedback of the directors, the board and the management have agreed on various action points, which will be implemented during the ensuing years.

Number of members, Chairperson, meetings and attendance

The Committee met 4 times during the financial year under review i.e., on 12.04.2021, 03.09.2021, 18.02.2022 & 10.03.2022

Sl. No	Name	Designation	12.04.2021	03.09.2021	18.02.2022	10.03.2022
1	Mr. Naveen Nandigam	Chairperson	Present	Present	Absent	Present
2	Mr. Laxmi Nivas Jaju	Member	Present	Present	Present	Present
3	Ms. Sirisha Chintapalli	Member	Present	Present	Present	Present

The Company Secretary of the Company acts as Compliance Officer of the Committee.

Details of remuneration for the year ended March 31, 2022

i. Executive Directors

Name of the Director	Salary	Other Benefits	Company's contribution to PF	Commission	Performance linked incentive	₹ In million
						Total Remuneration
Mr. Nagakanaka Durga Prasad Chalvadi	24.37	-	-	-	-	24.37
Mr. Kalyan Srinivas Annam	10.49	-	-	-	-	10.49
Mr. Doodeswara Kanaka Durgarao Chalavadi	3.60	-	-	-	-	3.60

Payment of remuneration to the Executive / Whole Time Directors of the company is governed by the terms and conditions of their appointment as recommended by the Nomination and Remuneration committee and approved by the Board and Shareholders.

Details of shares held by Managing Director & Executive Directors in the Company as on date of this Report

Name of the Director	Designation	Shareholding (Face value ₹ 2 each)
Mr. Nagakanaka Durga Prasad Chalavadi	Managing Director	5,69,75,505 equity shares
Mr. Kalyan Srinivas Annam	Whole Time Director	1,50,96,975 equity shares
Mr. Doodeswara Kanaka Durgarao Chalavadi	Whole Time Director	64,35,250 equity shares

6. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The company has in place a stakeholders relationship committee in line with the provisions of the section 178 (5) of the Companies Act, 2013. The Stakeholders' Relationship Committee was re-constituted pursuant to a resolution passed by our Board in its meeting held on May 3, 2022.

As on the date of this report, the composition of stakeholders relationship committee stands as follows:

Sl. No	Name	Category
1	Ms. Sirisha Chintapalli	Independent Director (Chairperson)
2	Mr. Nagakanaka Durga Prasad Chalavadi	Managing Director (Member)
3	Mr. Kalyan Srinivas Annam	Whole Time Director (Member)

The scope and functions of the Stakeholders' Relationship Committee are in accordance with Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations. The terms of reference of the Stakeholders' Relationship Committee include the following:

1. Resolving the grievances of the security holders of the Company 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;
2. Review of measures taken for effective exercise of voting rights by shareholders;
3. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent; and
4. Considering and specifically looking into various aspects of interest of shareholders, debenture holders and other security holders;

5. Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;
6. Giving effect to all transfer/transmission of shares and debentures, dematerialisation of shares and rematerialisation of shares, split and issue of duplicate/consolidated share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time;
7. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.
8. Carrying out such other functions as may be specified by the Board from time to time or specified/provided under the Companies Act or SEBI Listing Regulations, or by any other regulatory authority.
9. To approve, register, refuse to register transfer or transmission of shares and other securities;
10. To sub-divide, consolidate and or replace any share or other securities certificate(s) of the Company;
11. Allotment and listing of shares;
12. To authorise affixation of common seal of the Company;
13. To issue duplicate share or other security(ies) certificate(s) in lieu of the original share/security(ies) certificate(s) of the Company;
14. To approve the transmission of shares or other securities arising as a result of death of the sole/any joint shareholder;
15. Carrying out any other functions contained in the Companies Act, 2013 and/or equity listing agreements (if applicable), as and when amended from time to time; and
16. To further delegate all or any of the power to any other employee(s), officer(s), representative(s), consultant(s), professional(s), or agent(s).

Number of members, Chairperson, Meetings and Attendance

The committee met 2 time during the Financial year under review, i.e.; 25.11.2021 & 18.02.2022

Name	Designation	25.11.2021	18.02.2022
Mr. Laxmi Nivas Jaju	Chairperson	Absent	Present
Mr. Naveen Nandigam	Member	Present	Absent
Mr. Nagakanaka Durga Prasad Chalavadi	Member	Present	Present

The Company Secretary of the Company acts as Compliance Officer of the Committee.

No. of shareholders complaints received during the FY	Nil
No. of complaints not solved to the satisfaction of the shareholders	Nil
No. of pending complaints	Nil

7. CORPORATE SOCIAL RESPONSIBILITY

The company has in place a Corporate Social Responsibility (CSR) Committee in line with the provisions of section 135 of the Companies Act, 2013 to recommend the amount of expenditure to be incurred on the activities prescribed as per the approved policy and to monitor the Corporate Social Responsibility policy of the company from time to time. The Corporate Social Responsibility Committee was re-constituted pursuant to a resolution passed by our Board on May 3, 2022.

As on the date of this report, the composition of Corporate Social Responsibility committee stands as follows:

Sl. No	Name	Category
1	Mr. Ravindra Vikram Mamidipudi	Independent Director (Chairperson)
2	Mr. Nagakanaka Durga Prasad Chalavadi	Managing Director (Member)
3	Mr. Kalyan Srinivas Annam	Whole Time Director (Member)

The terms of reference of the Corporate Social Responsibility Committee of our Company are as per Section 135 of the Companies Act, 2013 and the applicable rules thereunder, including:

- 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;
- Support the economically backward and children in the need of health and education;
- Support the humanity during the natural calamities, donation of clothes to flood relief camps;
- Collaborate in the initiatives of other NGOs for the cause of fostering the needy children health care;
- Support the initiatives that would help the public at large in understanding the health hazards;
- Conduct the workshops and create awareness about conservation of natural resources;
- Promote the activities, which would support the welfare and well-being of the Weavers Community;
- Eradicating extreme hunger and poverty;
- Infrastructure Development (village roads, culverts, bus shelters, solar lighting etc);
- Ensuring environmental sustainability;
- Drinking water / Sanitation;

- Healthcare;
 - Community Development;
 - Education and vocational training;
 - Skill Development;
 - Child care and nutrition.
- review and recommend the amount of expenditure to be incurred on the activities referred to in clause (a);
 - review and recommend the amount of expenditure to be incurred on the activities referred to in clause (a), amount to be at least 2% of the average net profit of the Company in the three immediately preceding financial years or where the Company has not completed the period of three financial years since its incorporation, during such immediately preceding financial years, and the distribution of the same to various corporate social responsibility programs undertaken by the Company;
 - delegate responsibilities to the corporate social responsibility team and supervise proper execution of all delegated responsibilities;
 - review and monitor the implementation of corporate social responsibility programmes and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes;
 - The Corporate Social Responsibility Committee shall formulate and recommend to the Board, an annual action plan in pursuance of its corporate social responsibility policy, which shall include the following:
 - the list of corporate social responsibility projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Companies Act;
 - the manner of execution of such projects or programmes as specified in the rules notified under the Companies Act;
 - the modalities of utilisation of funds and implementation schedules for the projects or programmes;
 - monitoring and reporting mechanism for the projects or programmes; and
 - details of need and impact assessment, if any, for the projects undertaken by the Company; and
 - 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.

The committee met 2 time during the Financial year under review, i.e.; 12.04.2021 & 25.11.2021

Sl. No	Name	Designation	12.04.2021	25.11.2021
1	Mr. Naveen Nandigam	Chairperson	Present	Present
2	Mr. Nagakanaka Durga Prasad Chalavadi	Member	Present	Present
3	Mr. Laxminivas Jaju	Member	Present	Absent

The Company Secretary of the Company acts as Compliance Officer of the Committee.

CSR policy is available on the Company website: <https://sskl.co.in/wp-content/uploads/2022/07/CSR-Policy.pdf>

8. RISK MANAGEMENT COMMITTEE

The Risk Management Committee was constituted pursuant to a resolution passed by our Board in its meeting held on May 3, 2022.

The Company has in place a Risk Management Committee and this committee consists of 5 members are as follows:

Sl. No	Name	Category
1	Mr. Nagakanaka Durga Prasad Chalavadi	Managing Director (Chairperson)
2	Mr. Doodeswara Kanaka Durgarao Chalavadi	Whole Time Director (Member)
3	Mr. Kalyan Srinivas Annam	Whole Time Director (Member)
4	Mr. Mamidipudi Ravindra Vikram	Independent Director (Member)
5	Mr. KVLN Sarma	Chief Financial Officer (Member)

The Company Secretary of the Company acts as Compliance Officer of the Committee.

The scope and function of the Risk Management Committee are in accordance with Regulation 21 of the Listing Regulations. The terms of reference of the Risk Management Committee are as follows:

1. To formulate a detailed risk management policy which shall include:
 - i. A framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, environmental social and governance related risks), information, cyber security risks or any other risk as may be determined by the Committee.
 - ii. Measures for risk mitigation including systems and processes for internal control of identified risk
 - iii. Business continuity plan.
2. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

3. To co-ordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per framework laid down by the board of directors;
4. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
5. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
6. To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
7. To approve major decisions affecting the risk profile or exposure and give appropriate directions
8. To consider the effectiveness of decision-making process in crisis and emergency situations;
9. To balance risks and opportunities;
10. To generally, assist the Board in the execution of its responsibility for the governance of risk
11. To seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary;
12. The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee and
13. 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 SEBI Listing regulations.

Note: Since the Committee was constituted subsequent to close of the FY 2021-22, disclosure pertaining to Meetings held / attendance thereat during the FY 2021-22 does not arise and hence not provided.

EXECUTIVE MANAGEMENT & IPO COMMITTEE

The company has in place an Executive Management & IPO committee. During the year the committee met once, i.e., on 05.07.2021 and the details are as follows:

Sl. No	Name	Designation	05.07.2021
1	Mr. Nagakanaka Durga Prasad Chalavadi	Chairperson	Present
2	Mr. Kalyan Srinivas Annam	Member	Present
3	Mr. Doodeswara Kanaka Durgarao Chalvadi	Member	Present

After the closure of FY 2021-22, in view of the proposed Initial Public Offer (IPO), the Board designated the then existing Executive Management committee as "Executive Management & IPO Committee" which, inter alia, shall be responsible for various matters related to IPO.

9. SEPARATE MEETING OF INDEPENDENT DIRECTOR

The meeting of the Independent directors during the year 2021-22 was held in accordance with the requirements of section 149 & Schedule IV of the Companies Act, 2013. During the year, the independent directors met once, i.e., on April 12, 2021 and all the independent directors attended the meeting.

The detail of Familiarization program is available on the company's website <https://sskl.co.in/wp-content/uploads/2022/07/Familiarization-to-Independent-directors.pdf>.

I. Remuneration of Directors

- a) all pecuniary relationship or transactions of the non-executive directors vis-à-vis the Company

The Company neither has any pecuniary relationship (except Sitting Fee) nor has entered into any transaction(s) with any of its non-executive directors.

- b) Criteria of making payments to non-executive directors

The remuneration policy describing the criteria of making payment to non-executive directors may be accessed at <https://sskl.co.in/wp-content/uploads/2022/07/Remuneration-Policy.pdf>

- c) Disclosures with respect to remuneration

Information to be disclosed in the annual report as per the provisions of Sec 197 of the Companies Act, 2013 read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 – N.A. (since the Company is yet to be listed)

Further, information as required under Regulation 34 read with Schedule V of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 is hereunder:

- i. All elements of remuneration package of individual directors summarized under major groups, such as salary, benefits, bonuses, stock options, pension etc for the FY 2021-22:

Sl. No	Particulars of Remuneration	Name of MD/WTD/Manager			Total Amount
		Mr. Nagakanaka Durga Prasad Chalavadi	Mr. Kalyan Srinivas Annam	Mr. Doodeswara Kanaka Durgarao	
		₹ in lacs			
1	Gross salary				
A	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	242.5	103.7	34.8	381
B	Value of perquisites u/s 17(2) Income-tax Act, 1961	1.2	1.2	1.2	3.6
C	Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit				
	- others				
5	Others	-	-	-	-
	Total	243.7	104.9	36.00	384.6
	Ceiling as per the Act	405.7	405.7	405.7	811.3

The Board, in consultation with its Nomination and Remuneration Committee adopts generally accepted criteria for determining remuneration to its directors.

There are no performance linked incentives or bonus to any of its directors.

Moreover, no service contracts were entered into by the Company, hence, notice period and severance fees are not applicable.

Stock option details, if any including issue at a discount as well as the period over which accrued and over which exercisable: The Company has not issued any stock options during the FY 2021-22.

10. GENERAL BODY MEETINGS

AGM	Financial Year Ended	Date & Time	Venue	Special Resolution passed
13 th	March 31, 2021	30 th November 2021 10:30 AM	6-3-790/8, Flat no:1, Bathina Apartments, Ameerpet, Hyderabad, Telangana 500016	Nil
12 th	March 31, 2020	31 st December, 2020 10:00 AM	6-3-790/8, Flat no:1, Bathina Apartments, Ameerpet, Hyderabad, Telangana 500016	Nil
11 th	March 31, 2019	30 th September, 2019 11:00 AM	6-3-790/8, Flat no:1, Bathina Apartments, Ameerpet, Hyderabad, Telangana 500016	Nil

During the financial year under review, no resolution was passed through Postal Ballot. Therefore providing details of person who conducted the Postal Ballot exercise does not arise. Also, no special resolution is being proposed through Postal Ballot as on the date of notice calling the Annual General Meeting. The members of the Company will be intimated appropriately as and when the Postal Ballot need arises.

Procedure for postal ballot

The Postal ballot will be conducted in accordance with the provisions of Sec 110 of The Companies Act, 2013 read with Rule 22 of The Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

Information about Directors seeking appointment / Reappointment

Mr. Doodeswara Kanaka Durgarao Chalavadi is retiring by rotation and being eligible offers himself for re-appointment and his details are given in the Notice.

Means Of Communication

As of date, ours is a closely held Company, where public as such are not holding any shares in the Company. Hence, the need of mass communication did not arise till date. However, once the Company gets listed on the Stock Exchanges, it shall adopt and follow the requisite means of communication in order to maintain timely, purposeful and efficient communication with its shareholders at large.

However, the website of our Company, i.e., www.sskl.co.in may be accessed in order to obtain any information about the Company, its Board of Directors, operations etc.

11. GENERAL SHAREHOLDER INFORMATION

a. Annual General Meeting for the FY 2021-22

Date & Time – 30th September, 2022, 10:30 AM

Venue: 6-3-790/8, Flat no:1, Bathina Apartments, Ameerpet, Hyderabad, Telangana 500016

b. Financial Year (2021-2022)

The Financial year under review is 2021-2022 (01st April, 2021 to 31st March,2022)

c. Dividend payment date: Within 30 days from the date of Annual General Meeting (if declared)

Unclaimed Dividend – There were no unclaimed dividend in the past years.

Transfer of unclaimed dividend and shares to Investor Education and Protection Fund

There were no unclaimed dividend in the past years; hence no shares were transferred to Investor Education and Protection Fund.

d. Listing on Stock Exchanges & Stock Code

Your company proposes to access capital markets by way of an Initial Public offer and get its shares listed on the Stock Exchanges.

The Company has paid custodial fees for the year 2022-23 to National Securities Depository Limited [NSDL] and Central Depository Services (India)Limited [CDSL] on the basis of number of beneficial accounts maintained by them as on 31st March, 2022.

e. Stock Code

NA.

f. Stock market price data and Performance in comparison to BSE Sensex/Nifty 50 for the year 2021-22

N.A.

g. Since the shares / securities of the Company are not listed, any suspension thereof does not arise.

h. Registrar and Share Transfer Agent

Bigshare Services Private Limited
Office No S6-2, 6th Floor, Pinnacle Business Park,
Next to Ahura Centre, Mahakali Caves Road,
Andheri (East) Mumbai – 400093
Telephone: 022 62638200
investor@bigshareonline.com
Website: www.bigshareonline.com

i. Share Transfer System

The Company engages the services of M/s. Bigshare Services Private Limited, Mumbai in case of any physical share transfers / transmission, etc.,. Share transfers, whether physical or demat are carried out in accordance with the provisions of Companies Act, 2013. The Company has appointed M/s. Bigshare Services Private Limited, Mumbai to act as Registrar to the Issue.

j. Shareholding pattern and Distribution of shares as on March 31, 2022

Category	Shareholders		Shares Face value- ₹ 10/-	
	Numbers	% of Shareholders	Numbers	% of Shares
Upto - 5000	11	100.00	-	-
50001 - 10000	-	-	-	-
10001 - 20000	-	-	-	-
20001 - 30000	-	-	-	-
30001 - 40000	-	-	-	-
40001 - 50000	-	-	-	-
50001 - 100000	-	-	-	-
100001 and above	-	-	2,40,64,588	100.00
Total	11	100.00	2,40,64,588	100.00

Shareholding Pattern as on March 31, 2022

Sl. No	Category	Total No of Shares (Face Value ₹ 10)	Total Percentage as a % of Total Share Capital
1	Promoter / Promoter Group	2,40,64,588	100.00
2	Mutual Funds / UTI	-	-
3	Financial Institutions / Banks	-	-
4	Insurance Companies	-	-
5	Central / State Government	-	-
6	Bodies Corporate	-	-
7	Investor Education and Protection Authority	-	-
8	Indian Public	-	-
9	Resident Individual (HUF)	-	-
10	NRI / Foreign National / OCB	-	-
11	NBFCs registered with RBI	-	-
12	Unclaimed Shares Account	-	-
	Total	2,40,64,588	100.00

Note : Consequent upon subdivision, the face value of shares stands at ₹ 2 per share. Further, taking into consideration the said sub-division and allotment of 60,16,145 equity shares of face value ₹ 2 /- to SSKL Employees trust, total number of issued / paid up shares stands at 12,63,39,085 equity shares of ₹ 2 each.

k. Dematerialization of shares & liquidity

As on March 31, 2022 and further also as on date of this Report, the entire share capital of the company is held in dematerialization mode. The entire shareholding of Promoters and Promoter Group is in dematerialization form.

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

The Company has not issued any GDRs, ADRs, Warrants or any other convertible instruments.

m. Commodity price risk or foreign exchange risk and hedging activities

Nil / N.A

n. Plant locations:

The Company is not engaged in any manufacturing activity and hence does not operate / maintain any factory or plant as such. The Company carries out its operations through its stores / godowns, the details of which may be obtained from the website of the Company, www.sskl.co.in.

o. Investor's Correspondence

All queries of Investor regarding our Company's shares in physical / Demat form may be sent to the Company Secretary of the Company, ie. secretarial@sskl.co.in Shareholders holding shares in electronic mode should address all correspondence to their respective depositories.

p. Compliance officer

Mr. Matte Koti Bhaskara Teja
Company Secretary & Compliance officer
Sai Silks (Kalamandir) Limited
6-3-790/8, Flat no:1, Bathina Apartments,
Ameerpet, Hyderabad, Telangana 500016
Ph: 040 66566555
Email: secretarial@sskl.co.in

q. Credit Rating

During the year under review, "A-" rating has been assigned to the Company by CARE and India Rating.

12. UNCLAIMED SUSPENSE ACCOUNT

The company does not have any unclaimed suspense account

13. OTHER DISCLOSURES

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

All the transactions entered into with related parties as defined under the Companies Act, 2013 during the financial year were in the ordinary course of business and on arm's length basis

Transactions with related parties are disclosed at Note No: 45 of the financial statements in the Annual Report.

We have formulated a policy on "materiality of related party transactions" and the process of dealing with such transaction, which are in line with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The same has been uploaded on the website of the company <https://sskl.co.in/wp-content/uploads/2022/07/Policy-On-Related-Party-Transactions.pdf>

b. Details of non-compliances by the Company, penalties, strictures imposed on the Company by the stock exchanges /SEBI/ statutory authority on any matter related to capital markets during the last three years.

Nil and N.A (since the Company is not listed on any Stock Exchanges)

c. The company has in place a Vigil mechanism/whistle blower policy in terms of section 177(9) of the Companies Act, 2013 which enables stakeholders, including individual employees to freely communicate their concerns about illegal or unethical practices. No personnel has been denied access to the Audit committee to lodge their grievances. No complaint has been received by the committee during the year. The vigil mechanism is also available on the company's website <https://sskl.co.in/wp-content/uploads/2022/07/Vigil-Mechanism-Policy.pdf>

d. Details of compliance of Mandatory and adoption of Non-Mandatory Requirements

The Company is in the process of undertaking an IPO and get its shares listed on the Stock Exchanges. In view of this, it has complied with the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable and feasible as on date. The Company has also adopted the discretionary requirements as specified in Part E of Schedule II of the

Regulations and the same may be referred at point no. 16 hereunder.

e. Policy for determining material subsidiaries may be accessed on our website

<https://sskl.co.in/wp-content/uploads/2022/07/Policy-on-material-subsiary.pdf>

f. Policy on dealing with Related Party Transactions

<https://sskl.co.in/wp-content/uploads/2022/07/Policy-On-Related-Party-Transactions.pdf>

g. Recommendation of the committees of Board

There were no such instances during the financial year 2021-22, wherein the board had not accepted the recommendation made by any committees of the board.

h. Commodity Price Risk and Commodity Hedging Risk – NA

i. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) – NA

j. Certificate from a Company Secretary of the Company that none of the directors on the board of the company has been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority was placed before the Board of Directors.

k. Total fees paid to Statutory Auditors

₹ In lacs	
Auditors	Sagar & Associates
Audit Fee	18.75
Tax matters	6.25
Certification Fee	-
Out of Pocket expenses	-
Total	25.00

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

The Board has constituted Internal Complaints Committee in accordance with the provisions of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH Act"). This Committee has been constituted to specifically provide a safe, secure and enabling environment, free from sexual harassment to every woman.

Composition & Attendance in Meetings:

The Committee met 2 times on 12.04.2021 and 10.03.2022 during the year under review

Name	Designation	Meetings held	Meeting entitled to attend	Attended
Ms. S. Sunanda	Presiding Officer	2	2	2
Mr. D. Srinivas Prasad	Member	2	2	2
Mr. B. Chakradhar	Member	2	2	2
Ms. Sabita Borra	Member	2	2	2

The Company Secretary acts as the secretary of the Internal Complaints Committee.

Sl. No	Name	
A	Number of complaints filed during the financial year	Nil
B	Number of complaints disposed of during the financial year	Nil
C	Number of complaints pending as on end of the financial year	Nil

15. NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT, WITH REASONS THEREOF:

All the corporate governance requirements are complied with, to the extent applicable and feasible in the context of the Company.

16. THE EXTENT TO WHICH THE DISCRETIONARY REQUIREMENTS AS SPECIFIED IN PART E OF SCHEDULE II HAVE BEEN ADOPTED:

Discretionary Requirements:

Your Company has adopted / complied with the discretionary requirements specified in Part E of Schedule II as detailed below:

i. The Board:

Maintenance of Office to the Non-executive Chairperson at the Company's expense: The Non-executive

Chairperson, being resident of the same city as of the Company, visits the Company's Registered Office / stores as and when deemed necessary. Hence, no separate office as such is required to be maintained.

ii. Shareholders' rights:

All the quarterly financial results shall be placed on the Company's Website, www.sskl.co.in, apart from publishing the same in the Newspapers along and submission to Stock Exchanges, subsequent upon Listing.

iii. Modified opinion(s) in audit report:

There are no modified opinions in the Audit Reports.

iv. Separate Posts of Chairman and the Managing Director or the CEO:

Mr. M R Vikram is the Non-executive Chairman of the Company, whereas Mr. Mr. Nagakanaka Durga Prasad Chalavadi is the Managing Director of the Company

v. Reporting of Internal Auditor:

The Internal auditor reports to the Chairman of the Audit Committee directly.

17. THE COMPANY HAS COMPLIED WITH THE CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATIONS 17 TO 27 AND REGULATION 46 (2) (B) TO (I) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015. THE DETAILS ARE AS FOLLOWS:

Regulation	Particulars of regulations	Compliance status (Yes/No)
17	Board of Directors	Yes
18	Audit committee	Yes
19	Nomination and Remuneration committee	Yes
20	Stakeholders Relationship committee	Yes
21	Risk Management committee	Yes
22	Vigil mechanism	Yes
23	Related party transactions	Yes
24	Corporate Governance requirements with respect to Subsidiary of the Company	NA
25	Obligations with respect to Independent directors	Yes
26	Obligation with respect to Directors and Senior Management	Yes
27	Other Corporate Governance requirements	Yes/ Will be complied
46(2) (b) to (i)	Website	Yes

18. DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT / UNCLAIMED SUSPENSE ACCOUNT: N.A

19. PREVENTION OF INSIDER TRADING

In accordance with the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has instituted a comprehensive code of conduct for prohibition of insider trading in the Company's shares. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company's shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. However, the same will be brought into force upon listing of shares on Stock Exchanges. The said code of conduct may be accessed at <https://sskl.co.in/wp-content/uploads/2022/07/Code-of-Insider-Trading.pdf>

20. CODE OF CONDUCT:

In compliance with the provisions of the Listing Regulations, the Board has laid down a code of conduct for all Board members and Senior Management of the Company and it is posted on the website of the Company at the link <https://sskl.co.in/wp-content/uploads/2022/07/Code-of-Conduct.pdf>

21. AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

The Company has obtained certificate from Ms. B. Aruna, partner Sagar & Associates, Chartered Accountants regarding compliance with the provisions relating to Corporate Governance laid down in Part E of schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This certificate is annexed to the Director's Report and will be sent to the stock exchanges, along with the Annual Reports to be filed by the Company.

22. MD AND CFO CERTIFICATION

The MD and CFO have certified to the Board with regard to the financial statements and other matters as required under regulation 17(8), read with Part-B of schedule II to the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015.

MD & CFO Certification

(Pursuant to Regulation 17(8) of SEBI (LODR) Regulations, 2015)

The Board of Directors

SAI SILKS (KALAMANDIR) LIMITED

Hyderabad.

We, Nagakanaka Durga Prasad Chalavadi, Managing Director and KVLN Sarma, Chief Financial Officer of Sai Silks (Kalamandir) Limited, to the best of our knowledge and belief certify that :

- A. We have reviewed financial statements and the cash flow statement of our Company for the financial year ended 31st March, 2022 and that to the best of our knowledge and belief:
 - I. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - II. These statements together present a true and fair view of our Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by our Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of our Company pertaining to financial reporting and that we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any.
- D. We have indicated to the auditors and the Audit committee
 - I. Significant changes in internal control over financial reporting during the year;
 - II. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - III. Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the entity's internal control system over financial reporting.

For and on behalf of the Board

Place: Hyderabad
Date: 19.09.2022

Sd/-
Nagakanaka Durga Prasad Chalavadi
Managing Director
DIN: 01929166

Sd/-
KVLN Sarma
Chief Financial Officer

Certificate on Corporate Governance

TO
THE MEMBERS
SAI SILKS (KALAMANDIR) LIMITED.

We have examined the compliance of conditions of Corporate Governance by SAI SILKS (KALAMANDIR) LIMITED (“the Company”), for the year ended 31st March, 2022, as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing regulations”) as referred to in Regulation 15(2) of the Listing regulations.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations, to the extent applicable.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Note :

The Company, as on date of this Certificate is an unlisted Company, proposes to list its shares on the Stock Exchanges upon completion of its IPO, which is under process. In view of the said, this Certificate certifying the compliance of provisions related to Corporate Governance as laid in Listing Regulations be read and inferred accordingly.

For Sagar & Associates
Chartered Accountants

Sd/-
B. Aruna
Partner

Place: Hyderabad
Date: 19th September, 2022

M. No. 216454
UDIN: 22216454ANIMHK7202

ANNEXURE – VII

POLICY ON APPOINTMENT OF DIRECTORS & BOARD DIVERSITY

1. Objective & Scope

The objective of this policy is to lay down the criteria for appointment of Directors on the Board of Directors (“Board”) of Sai Silks (Kalamandir) Limited (“Company”) and the organization’s approach to Board Diversity. This policy is to be read in conjunction with the Corporate Governance guidelines and Remuneration policy of the Company, as approved and amended from time to time.

The policy applies only to the appointment of Directors and not to any other employees.

2. Appointment of Directors

The Board, on the recommendations of the Nomination & Remuneration Committee, is responsible for selection and appointment of Directors on the Board of the Company and is subject to approval of Shareholders, wherever applicable.

The appointment of all Directors is subject to the articles of association of the Company, provisions of the Companies Act, 2013, the SEBI Listing Regulations, including any modifications thereto from time to time.

The re-appointments of Directors on the Board is also subject to the evaluation of the Director basis the performance of the concerned Director in the previous term.

3. Board Diversity

All appointments to the Board will continue to be made on merit. However, the Company believes that establishing and maintaining diversity of the Board is one of the key aspects of the selection and appointment of Board members.

The Company believes that, Board diversity basis the gender, race, age will help build diversity of thought and will set the tone at

the top. A mix of individuals representing different geographies, culture, industry experience, qualification and skill set will bring in different perspectives and help the organization grow.

It is always the endeavor of the organization to maintain Board diversity while retaining its philosophy of selection and appointment of board member on the basis of merit.

The Board of Directors of the Company shall at all times have an optimum combination of executive and non-executive directors and independent Directors.

4. Criteria for Selection of Independent Directors and Key Skills, Expertise, and Core Competencies of the Board.

The Board of the Company comprises of eminent personalities and leaders in their respective fields. These Directors are nominated based on well-defined selection criteria.

The Board Governance, Nomination and Compensation Committee:

- considers, inter alia, key qualifications, skills, expertise and competencies, whilst recommending to the Board the candidature for appointment as Independent Director.
- In case of appointment of Independent Directors, satisfies itself about the independence of the Directors vis-à-vis the Company to enable the Board to discharge its functions and duties effectively.

In the opinion of the Board and the Board Governance, Nomination and Compensation Committee, the following is a list of core skills/expertise/competencies required in the context of the Company’s business and which are available with the Board:

The following is only an indicative list all Board members need not possess all skill sets.

Wide management and leadership experience	Strong management and leadership experience, including in areas of business development, strategic planning and mergers and acquisitions, ideally with major public companies with successful multinational operations in technology, manufacturing, banking, investments and finance, international business, scientific research and development, senior level government experience and academic administration.
Information Technology	Expertise or experience in information technology business, technology consulting and operations, emerging areas of technology such as digital, cloud and cyber security, intellectual property in information technology domain, and knowledge of technology trends.
Diversity	Diversity of thought, experience, knowledge, perspective, gender and culture brought to the Board by individual members. Varied mix of strategic perspectives, geographical focus with knowledge and understanding of key geographies.
Functional and managerial experience	Knowledge and skills in accounting and finance, business judgment, general management practices and processes, crisis response and management, industry knowledge, macro-economic perspectives, human resources, labour laws, international markets, sales and marketing, and risk management.
Personal values	Personal characteristics matching the Company’s values, such as integrity, accountability, and high performance standards.
Corporate governance	Experience in developing and implementing good corporate governance practices, maintaining board and management accountability, managing stakeholders’ interests and Company’s responsibilities towards customers, employees, suppliers, regulatory bodies and the communities in which it operates. Experience in boards and committees of other large companies.

5. Review of the Policy

The Board of Directors is responsible for review of the policy from time to time.

For and on behalf of the Board of Directors

Place: Hyderabad
Date: 19.09.2022

Naga Kanaka Durga Prasad Chalavadi
Managing Director
DIN:01929166

Kalyan Srinivas Annam
Whole time Director
DIN:02428313

ANNEXURE – VIII

REMUNERATION POLICY

Remuneration Policy for Directors, Key Managerial Personnel, and the Senior Management employees

1. Introduction:

Your Company recognizes the importance of aligning the business objectives with specific and measureable individual objectives and targets. The Company has therefore formulated the remuneration policy for its directors, key managerial personnel and the Senior Management employees keeping in view the following objectives:

- a) Ensuring that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate, to run the Company successfully.
- b) Ensuring that relationship of remuneration to performance is clear and meets the performance benchmarks.
- c) Ensuring that remuneration involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

2. Scope:

This Policy sets out the guiding principles for the Nomination and Remuneration Committee for recommending to the Board the remuneration of the directors, key managerial personnel and other employees of the Company.

Terms and References:

In this Policy, the following terms shall have the following meanings:

- 3.1 “**Director**” means a director appointed to the Board of the Company.
- 3.2 “**Key Managerial Personnel**” means
 - (i) the Chief Executive Officer or the Managing Director or the Manager;
 - (ii) the Company Secretary;
 - (iii) the Whole-time Director;
 - (iv) the Chief Financial Officer; and
 - (v) such other officer as may be prescribed under the Companies Act, 2013

- 3.3 “**Nomination and Remuneration Committee**” or NR Committee means the committee constituted by Board of Directors your Company in accordance with the provisions of Section 178 of the Companies Act, 2013.

4. Policy:

4.1 Remuneration to Executive Directors and Key Managerial Personnel

4.1.1 The Board, on the recommendation of the Nomination and Remuneration Committee, shall review and approve the remuneration payable to the Executive Directors of the Company within the overall limits approved by the shareholders.

4.1.2 The Board, on the recommendation of the Nomination and Remuneration Committee, shall also review and approve the remuneration payable to the Key Managerial Personnel of the Company.

4.1.3 The remuneration structure to the Executive Directors and Key Managerial Personnel may include the following components:

- (i) Basic Pay
- (ii) Perquisites and Allowances
- (iii) Commission
- (iv) Retiral benefits
- (v) Annual Performance Bonus

4.2 Remuneration to Non-Executive Directors

The Board, on the recommendation of the Nomination and Remuneration Committee, shall review and approve the remuneration payable to the Non-Executive Directors of the Company within the overall limits approved by the shareholders, if any.

4.3 Remuneration to other employees

Employees may be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization. Individual remuneration shall be determined within the appropriate grade and shall be based on various factors such as job profile, skill sets, seniority, experience, and prevailing remuneration levels for equivalent jobs.

For and on behalf of the Board of Directors

Place: Hyderabad
Date: 19.09.2022

Naga Kanaka Durga Prasad Chalavadi
Managing Director
DIN:01929166

Kalyan Srinivas Annam
Whole time Director
DIN:02428313

ANNEXURE – IX

VIGIL MECHANISM / WHISTLE BLOWER POLICY

Scope and purpose:

The purpose of **Vigil Mechanism / Whistle Blower Policy** is to define the Company's policy on reporting irregularities and for submitting complaints regarding questionable accounting, internal accounting controls and auditing practices, to provide employees with procedures on reporting such irregularities and complaints, including confidential reporting, and to establish procedures for the receipt, retention and remedying of such irregularities and complaints.

This policy applies to all employees of the Company.

Roles and Responsibilities

Role	Responsibility
Audit Committee	Review, Investigate and Determine Course of Action
Nodal Officer	Review and Advise
Any Employee	Report irregularities and accounting complaints

How & Where to Report

You must report all suspected violations to (i) your immediate supervisor; (ii) the nodal officer, i.e., the Chairman of Audit Committee; at or (iii) anonymously, by sending an email to: secretarial@sskl.co.in

If you have reason to believe that your immediate supervisor or the Company Secretary is involved in the suspected violation, your report may be made to the Chairman of the Audit Committee at the registered office of the Company.

Because you have several means of reporting, you need never report to someone you believe may be involved in the suspected violation or from whom you would fear retaliation.

Post reporting Investigation

All reports under this Policy will be promptly and appropriately investigated, and all information disclosed during the course of

the investigation will remain confidential, except as necessary to conduct the investigation and take any remedial action, in accordance with applicable law. Everyone working for or with the Company has a duty to cooperate in the investigation of reports of violations. Failure to cooperate in an investigation, or deliberately providing false information during an investigation, can be the basis for disciplinary action, including termination of employment. If, at the conclusion of its investigation, the Company determines that a violation has occurred, the Company will take effective remedial action commensurate with the nature of the offense. This action may include disciplinary action against the accused party, up to and including termination. Reasonable and necessary steps will also be taken to prevent any further violations of Company policy.

Zero - Retaliation policy

No one may take any adverse action against any employee for complaining about, reporting, or participating or assisting in the investigation of, a reasonably suspected violation of any law, this Policy, or the Company's Code of Conduct and Ethics. The Company takes reports of such retaliation seriously. Incidents of retaliation against any employee reporting a violation or participating in the investigation of a reasonably suspected violation will result in appropriate disciplinary action against anyone responsible, including possible termination of employment. Those working for or with the Company who engage in retaliation against reporting employees may also be subject to civil, criminal and administrative penalties.

Modification

The Audit Committee or the Board of Directors of your Company can modify this Policy unilaterally at any time without notice. Modification may be necessary, among other reasons, to maintain compliance with national, state or local regulations and / or accommodate organizational changes within the Company.

Please sign the acknowledgment form below and return it to the Company Secretary. This will let the Company know that you have received the Policy and are aware of the Company's commitment to a work environment free of retaliation for reporting violations of any Company policies or any applicable laws.

For and on behalf of the Board of Directors

Place: Hyderabad
Date: 19.09.2022

Naga Kanaka Durga Prasad Chalavadi
Managing Director
DIN:01929166

Kalyan Srinivas Annam
Whole time Director
DIN:02428313

INDEPENDENT AUDITOR'S REPORT

To
The Members
Sai Silks (Kalamandir) Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **Sai Silks (Kalamandir) Limited** (hereinafter referred to as "the Company"), which comprise the Standalone Balance Sheet as at **March 31, 2022**, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Changes in Equity and the Standalone Cash flow statement for the year then ended, and notes to the Standalone financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards 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, 2022, and its profit, other comprehensive loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone 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 we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone 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 standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Sl. No	Key Audit Matter	How our audit addressed the key audit matter
1	<p>Inventories valuation and existence:</p> <p>(Refer Note 2(o) and 8 to the standalone financial statements)</p> <p>The Company has Inventories of Rs. 4764.32 Millions as at March 31, 2022 as detailed in Notes 8 to the standalone financial statements. Inventories valuation and existence has been determined to be a key audit matter as inventories may be held for long periods of time before being sold making it vulnerable to obsolescence. This could result in an overstatement of the value of the inventories if the cost is higher than the net realisable value. Furthermore, the assessment and application of inventories provisions are subject to significant management judgment.</p>	<p>Our procedures included, but was not limited to the following:</p> <ul style="list-style-type: none"> • Obtained a detailed understanding and evaluated the design and implementation of controls that the Company has established in relation to inventory valuation and existence. • Observed the physical verification of inventories count at the financial year end and assessed the adequacy of controls over the existence of inventories. • Obtained assurance over the appropriateness of management's assumptions applied in calculating the gross profit margin and discounts to be deducted from sales price to arrive at cost of goods. • Evaluated management judgment with regards to the application of provisions to the inventories. <p>Our Conclusion:</p> <p>Based on the above procedures, we did not identify any significant deviation to the assessment made by management in respect of inventories valuation and existence.</p>

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

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

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act, with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Indian Accounting Standards (Ind-AS) prescribed under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibility for the Audit of the Standalone 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 standalone financial statements.

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls 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 system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of 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 standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone 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 and proper returns adequate for the purposes of our audit have been received from the branches not visited by us.
 - c) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss (including other comprehensive income), Standalone Statement of changes in equity and the Standalone Statement of Cash Flow dealt with by this Report are in agreement with the books of account and with the returns received from the branches not visited by us.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on 31st March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure -A**".
- 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 according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act.
- 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:
 - a. The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements – Refer Note 37 to the financial statements
 - b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses..
 - c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - d. i. The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
 - Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or
 - Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

- ii. The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall:
- Directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Funding Party or
 - Provide any guarantee, security or the like form or on behalf of the Ultimate Beneficiaries; and
- iii. Based on such audit procedures as 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 (d) (i) and (d)(ii) contain any material mis-statement.
- e. According to the information and explanations given to us, the Company has not declared or paid any Dividend during the year.
2. As required by the Companies (Auditor’s Report) Order, 2020 (“the Order”) issued by the Central Government of India in terms of Section 143(11) of the Act, we give in “**Annexure B**” a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

For **Sagar & Associates**
Chartered Accountants
Firm’s Registration No: 003510S

CA. B. Aruna
Partner
Membership No.216454
UDIN: 22216454ALPYAU3090

Place: Hyderabad
Date: 28.05.2022

“ANNEXURE – A” TO THE INDEPENDENT AUDITORS’ REPORT

(Referred to in paragraph 1(g) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Sai Silks (Kalamandir) Limited of even date)

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

We have audited the internal financial controls over financial reporting of Sai Silks (Kalamandir) Limited (“the Company”) as of March 31st, 2022 in conjunction with our audit of the standalone financial statements of the company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act

Auditors’ Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting 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. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s 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 system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of 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 over Financial Reporting

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

Opinion

In our opinion, 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 system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Sagar & Associates**
Chartered Accountants
 Firm’s Registration No: 003510S

CA. B. Aruna

Partner

Place: Hyderabad
 Date: 28.05.2022

Membership No.216454
 UDIN: 22216454ALPYAU3090

“ANNEXURE – B” TO THE INDEPENDENT AUDITORS’ REPORT

(Referred to in paragraph 2 under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Sai Silks (Kalamandir) Limited of even date)

- i. (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company has maintained proper records showing full particulars of Intangible assets.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and equipment by which all the Property, Plant and equipment are physically verified by the management. In our opinion the periodicity of the physical verification is reasonable having regard to the size of the company and the nature of fixed assets. In accordance with this program, certain Property, Plant and equipment were verified during the year and no material discrepancies have been noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the company, title deeds of immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) held in the name of the Company.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its property, plant and equipment (including Right-of-use assets) or Intangible assets or both during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The inventory has been physically verified by the management during the year. In our opinion the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were 10% or more in the aggregate for each class of inventory
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the company with such banks are in agreement with the unaudited books of account of the Company of the respective quarters.
- (iii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided guarantee or security or 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
- (A) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company do not have any subsidiaries, joint ventures and associates. Accordingly, no balance outstanding as on 31st March 2022.
- (B) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not provided any advances in the nature of loans or security to any other entity during the year. Accordingly, no balance outstanding as on 31st March 2022.
- Accordingly, clause 3(iii) (b) to (f) of the order is not applicable.
- (iv) According to the information and explanation given to us and on the basis of our examination of the records, the Company has not given any loans, or provided any guarantee or security as specified under section 185 of the Companies Act, 2013 and the Company has not provided any guarantee or security as specified under section 186 of the Company has complied with the provisions of section 186 of the Companies Act, 2013 in relation to loans given and investments made.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the order is not applicable.
- (vi) According to the information and explanations given to us, Central Government has not prescribed the maintenance of cost records under section 148(1) of the Companies Act, 2013 for the products traded/dealt by it (and or services provided by it). Accordingly, provisions of sub-section (1) of section 148 of the Companies Act, 2013 not applicable.
- (vii) (a) The Company does not have liability in respect of sales tax. Service tax, Duty of excise and value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.
- According to the information and explanation given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of accounts in respect of undisputed statutory dues including Goods and Services Tax (“GST”), provident fund Employees State Insurance, Income- tax, Duty of customs, Cess and other material statutory dues have generally been regularly deposited with the appropriate authorities.
- According to the information and explanation given to us, no undisputed amounts payable in respect of GST,

provident fund, Employees State Insurance, Income- tax, Duty of customs, Cess and other material statutory dues were in arrears as at 31 March 2022 for a period of more than six months from the date they became payable.

- (b) According to the information and explanation given to us, there are no dues of GST, provident fund, employees State Insurance, Income- tax, Sales tax, Service tax, Duty of Customs, Value added tax, Cess or other statutory dues which have not been deposited by the Company on accounts of disputes.
- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the Tax assessments under the Income-tax Act, 1961 as income during the year.
- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year. Accordingly, clause 3 (ix) (a) of the order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a willful defaulter by any bank of financial institution or government of government authority.
- (c) According to the information and explanations given to us by the management, in our opinion, term loans availed by the Company were, applied by the Company during the year for the purposes for which the loans were obtained.
- (d) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that funds have been raised on short- term basis, prima facie, not been used during the year for long term purposes by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligation of its subsidiaries as defined under the Companies Act, 2013. Accordingly, Clause 3(ix) (e) of the order is not applicable.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries as defined under the Companies Act, 2013. Accordingly, Clause 3(ix) (f) of the order is not applicable.
- (x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, Clause 3(x) (a) of the order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares of fully of partly convertible debentures during the year. Accordingly, Clause 3(x) (b) of the order is not applicable.
- (xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in standards on auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- (b) According to the information and explanations given to us, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT -4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the central Government.
- (c) We have taken in to Consideration the whistle blower complains received by the Company during the year while determining the nature, timing and extent of our audit procedures.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company, Accordingly, Clause 3(xii) of the order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with section 177 and 188 of the Companies Act, 2013, where applicable, and the details of the related party transactions have been disclosed in the standalone financials statements as required by the applicable Indian Accounting Standards.
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the company issued till date for the period under audit.
- (xv) In our opinion and according to the information and explanations given us, the Company has not entered in to any non-cash transactions with its directors or persons or persons connected to 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, Accordingly, Clause 3(xvi) (a) of the order is not applicable.
- (b) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934, Accordingly, Clause 3(xvi) (b) of the order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by Reserve Bank of India. Accordingly, Clause 3(xvi) (c) of the order is not applicable.
- (d) According to the information and explanations provided to us during the course of audit, the Group does not have any CIC, accordingly, the requirements of Clause 3(xvi) (d) are not applicable.

- (xvii) The company has not incurred cash losses in the current and in the immediately preceding financial year.
- (xviii) There has been resignation of the statutory auditors during the year and we have taken into consideration the issues, objections or concerns raised by the outgoing auditors.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payments of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the Balance sheet date. We however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report
- and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of section 135 of Companies Act, 2013 pursuant to any project. Accordingly, Clause 3(xx) (a) and 3(xx) (b) of the order is not applicable.

For **Sagar & Associates**
Chartered Accountants
 Firm's Registration No: 003510S

CA. B. Aruna
 Partner

Place: Hyderabad
 Date: 28.05.2022

Membership No.216454
 UDIN: 22216454ALPYAU3090

BALANCE SHEET

as at March 31, 2022

(All amounts are in INR million, except otherwise stated)

Particulars	Note No.	As at Mar 31, 2022	As at Mar 31, 2021	As at Mar 31, 2020	As at Apr 01, 2019
ASSETS					
1 Non-current assets					
(a) Property, Plant and Equipment	3	1,631.71	1,587.25	1,717.92	1,379.66
(b) Capital work-in-progress	3	-	21.19	-	-
(c) Other Intangible assets	4	76.10	97.59	119.38	141.62
(d) Right-of-use assets	5(a)	784.05	566.79	674.74	-
(e) Financial assets					
(i) Other financial assets	6	238.02	233.91	224.24	188.37
(f) Other non-current assets	7	87.45	54.15	39.24	39.11
		2,817.33	2,560.89	2,775.52	1,748.76
2 Current assets					
(a) Inventories	8	4,764.32	3,669.68	3,715.14	3,411.05
(b) Financial assets					
(i) Trade receivables	9	18.92	22.56	16.77	23.66
(ii) Cash and cash equivalents	10	86.24	43.34	180.90	250.03
(iii) Bank balances other than (iii) above	11	383.99	185.60	47.41	20.78
(iv) Loans	12	162.02	55.03	44.96	29.39
(v) Other financial assets	13	3.26	1.12	0.16	3.46
(c) Other current assets	14	188.79	116.02	146.74	175.76
		5,607.54	4,093.35	4,152.09	3,914.13
Total Assets		8,424.87	6,654.24	6,927.61	5,662.89
EQUITY AND LIABILITIES					
1 Equity					
(a) Equity share capital	15	240.65	240.65	234.55	234.55
(b) Other equity	16	2,765.96	2,189.26	2,080.51	1,659.37
		3,006.61	2,429.90	2,315.05	1,893.92
2 Liabilities					
(1) Non-current liabilities					
(a) Financial liabilities					
(i) Borrowings	17	486.60	573.56	345.84	403.61
(ii) Lease liabilities	5(b)	690.48	466.97	556.28	-
(iii) Other financial liabilities	18	11.15	5.51	5.05	1.31
(b) Provisions	19	25.22	29.99	29.88	26.62
(c) Deferred tax liabilities (Net)	20	127.71	145.37	142.42	151.94
		1,341.16	1,221.41	1,079.47	583.48
(2) Current liabilities					
(a) Financial liabilities					
(i) Borrowings	21	2,118.29	1,598.69	1,301.12	1,312.34
(ii) Lease liabilities	5(c)	175.91	153.65	124.17	-
(iii) Trade payables	22	-	-	-	-
- Due to micro, small and medium enterprises		-	-	-	-
- Others		1,291.18	1,075.99	1,700.62	1,419.95
(iv) Other financial liabilities	23	253.07	125.59	332.31	272.23
(b) Other current liabilities	24	24.26	29.57	25.75	20.28
(c) Provisions	25	2.49	1.89	1.77	1.46
(d) Current tax liabilities (Net)	26	211.90	17.56	47.34	159.22
		4,077.10	3,002.93	3,533.09	3,185.49
Total equity and liabilities		8,424.87	6,654.24	6,927.61	5,662.89
Corporate information and significant accounting policies	1 & 2				

The accompanying notes are an integral part of the financial statements

As per our audit report of even date

For SAGAR & ASSOCIATES

Chartered Accountants

CA. B. Aruna

Partner

Membership No. 216454

F. No. 003510S

Place: Hyderabad

Date: 28th May, 2022

For and on behalf of the board

Ch.N.K.D.Prasad

Managing Director

DIN : 01929166**K V L N Sarma**

Chief Financial Officer

Annam Kalyan Srinivas

Whole Time Director

DIN : 02428313**M K Bhaskara Teja**

Company Secretary

STATEMENT OF PROFIT AND LOSS

for the Year Ended March 31, 2022

(All amounts are in INR million, except otherwise stated)

Particulars	Note No.	Year ended Mar 31, 2022	Year ended Mar 31, 2021	Year ended Mar 31, 2020
INCOME				
I Revenue from operations	27	11,293.23	6,772.48	11,755.60
II Other income	28	36.93	18.47	30.57
III Total Income (I+II)		11,330.16	6,790.95	11,786.17
IV EXPENSES				
(a) Purchases of stock-in-trade	29	8,472.12	4,451.60	8,734.62
(b) Changes in inventories	30	(1,093.42)	16.83	(274.01)
(c) Employee benefit expense	31	1,027.51	865.82	1,068.58
(d) Finance costs	32	286.39	274.43	273.63
(e) Depreciation and amortization expense	33	308.16	294.57	260.29
(f) Impairment loss (refer note 3(iv))	3	50.94	-	-
(g) Other expenses	34	1,505.60	814.61	1,189.29
Total expenses (IV)		10,557.30	6,717.87	11,252.40
V Profit before exceptional items and tax (III-IV)		772.86	73.07	533.77
VI Exceptional Items		-	-	-
VII Profit before tax (V-VI)		772.86	73.07	533.77
VIII Tax expense:		195.99	21.76	112.81
(a) Current Tax		213.26	19.65	122.39
(b) Deferred Tax	20	(17.61)	2.10	(9.58)
(c) Short/ (Excess) provision of earlier years		0.34	0.01	-
IX Profit for the year (VII-VIII)		576.87	51.31	420.96
X Other Comprehensive Income				
A) Items that will not be reclassified to profit or loss				
a) Remeasurements of the defined benefit plans		(0.22)	3.39	0.23
b) Income tax relating to Items that will not be reclassified to profit or loss	20	0.06	(0.85)	(0.06)
Other comprehensive income for the year, net of tax		(0.16)	2.53	0.17
XI Total comprehensive income for the year (IX+X)		576.71	53.85	421.14
XII Earnings per equity share	35			
(a) Basic earnings per share of ₹ 2/- each		4.79	0.43	3.59
(b) Diluted earnings per share of ₹ 2/- each		4.79	0.43	3.59

The accompanying notes are an integral part of the financial statements

As per our audit report of even date
For **SAGAR & ASSOCIATES**
Chartered Accountants

CA. B. Aruna
Partner
Membership No. 216454
F. No. 003510S

Place: Hyderabad
Date: 28th May, 2022

For and on behalf of the board

Ch.N.K.D.Prasad
Managing Director
DIN : 01929166

K V L N Sarma
Chief Financial Officer

Annam Kalyan Srinivas
Whole Time Director
DIN : 02428313

M K Bhaskara Teja
Company Secretary

STATEMENT OF CASH FLOWS

as at Year Ended March 31, 2022

(All amounts are in INR million, except otherwise stated)

	Year ended Mar 31, 2022	Year ended Mar 31, 2021	Year ended Mar 31, 2020
A) Cash Flows from Operating Activities			
Net profit before tax and exceptional items	772.86	73.07	533.77
Adjustments for :			
Amortisation of Right to use asset	117.60	107.95	102.39
Unwinding of discount on security deposits (net)	71.12	59.60	60.81
Actuarial gain / loss	(0.22)	3.39	0.23
Preliminary Expenditure Written Off	-	-	0.30
Depreciation on property, plant and equipment	169.07	164.81	135.67
Impairment loss on windmill (refer note 3(iv))	61.07	-	-
Amortisation on intangible assets	21.49	21.81	22.24
Unrealized foreign exchange (gain)/ loss	0.33	(0.53)	1.49
(Profit)/ Loss on sale of Property, Plant and Equipment	(0.17)	0.09	0.16
Other Income	(21.61)	(9.98)	(20.97)
Interest expense	274.44	268.39	269.28
Interest income	(9.93)	(3.84)	(5.61)
Operating profit before working capital changes	1,456.05	684.75	1,099.74
Adjustments for working capital changes in :			
Inventories	(1,094.64)	45.47	(304.09)
Trade Receivables	3.64	(5.79)	6.89
Other current financial and non financial asset	(181.90)	19.70	16.74
Trade payables	215.19	(624.63)	280.67
Other current liabilities	(5.30)	3.81	5.47
Other financial liabilities	124.72	(206.72)	51.14
Other financial and non-financial non-current assets	(43.98)	(19.85)	(76.97)
Long-term provisions	(4.78)	0.11	3.26
Other non-current financial liabilities	5.63	0.46	3.74
Short term provisions	0.61	0.12	0.31
Cash generated from operations	475.23	(102.55)	1,086.90
Income tax paid	(19.26)	(49.44)	(234.27)
Net Cash generated from/(used in) operating activities	455.98	(152.00)	852.63
B) Cash flows from Investing Activities			
Sale/ (Purchase) of Property, Plant and Equipment/CWIP (incl. capital advances)	(253.21)	(55.44)	(474.09)
(Increase)/ Decrease in Deposits	(198.39)	(138.20)	(26.62)
Interest income	9.93	3.84	5.61
Other income	21.61	9.98	20.97
Net Cash generated from/(used in) Investing Activities	(420.06)	(179.82)	(474.12)
C) Cash flows from Financing Activities			
Proceeds from issue of Share Capital/ Share Application Money	-	61.00	-
Proceeds/ (repayment) from or of Long-term borrowings	(86.96)	227.72	(57.78)
Increase/ (Decrease) in Short-term borrowings	519.60	297.57	(11.22)
Principal payment of lease liability	(153.65)	(124.17)	(116.80)
Interest paid and effect of foreign exchange	(272.01)	(267.86)	(261.84)
Net Cash Flow from/(used in) Financing Activities	6.98	194.26	(447.64)
Net change in cash and cash equivalents (A + B + C)	42.89	(137.55)	(69.13)
Cash and Cash equivalents at the beginning of the year	43.34	180.90	250.03
Cash and Cash equivalents at the end of the year (refer note 10)	86.24	43.34	180.90

The accompanying notes are an integral part of the financial statements

As per our audit report of even date

For **SAGAR & ASSOCIATES**

Chartered Accountants

CA. B. Aruna

Partner

Membership No. 216454

F. No. 003510S

Place: Hyderabad

Date: 28th May, 2022

For and on behalf of the board

Ch.N.K.D.Prasad

Managing Director

DIN : 01929166

K V L N Sarma

Chief Financial Officer

Annam Kalyan Srinivas

Whole Time Director

DIN : 02428313

M K Bhaskara Teja

Company Secretary

STATEMENT OF CHANGES IN EQUITY

(All amounts are in INR million, except otherwise stated)

a. Equity share capital

Particulars	Notes	Amount
As at 01st Apr, 2019	15	234.55
Changes in equity share capital due to prior period errors		-
Restated balance as at April 01, 2019		-
Changes in equity share capital during the year		-
Balance as at April 01, 2020	15	234.55
Changes in equity share capital due to prior period errors		-
Restated balance as at April 01, 2020		-
Changes in equity share capital during the year		6.10
Balance as at March 31, 2021	15	240.65
Changes in equity share capital due to prior period errors		-
Restated balance as at April 01, 2021		-
Changes in equity share capital during the year		-
Balance as at March 31, 2022	15	240.65

b. Other equity

Particulars	Notes	Reserves and surplus		Total Equity
		Securities premium	Retained Earnings	
As at 01st Apr, 2019	16	288.66	1,370.71	1,659.37
Profit for the year (Net)		-	420.96	420.96
Issue of equity shares		-	-	-
Other comprehensive income for the year		-	0.17	0.17
Balance as at April 01, 2020	16	288.66	1,791.85	2,080.51
Profit for the year (Net)		-	51.31	51.31
Issue of equity shares		54.90	-	54.90
Other comprehensive income for the year		-	2.53	2.53
Balance as at March 31, 2021	16	343.56	1,845.69	2,189.26
Profit for the year (Net)		-	576.87	576.87
Issue of equity shares		-	-	-
Other comprehensive income for the year		-	(0.16)	(0.16)
Balance as at March 31, 2022	16	343.56	2,422.41	2,765.97

The accompanying notes are an integral part of the financial statements

As per our audit report of even date
For SAGAR & ASSOCIATES
 Chartered Accountants

CA. B. Aruna
 Partner
 Membership No. 216454
 F. No. 003510S

Place: Hyderabad
 Date: 28th May, 2022

For and on behalf of the board

Ch.N.K.D.Prasad
 Managing Director
 DIN : 01929166

K V L N Sarma
 Chief Financial Officer

Annam Kalyan Srinivas
 Whole Time Director
 DIN : 02428313

M K Bhaskara Teja
 Company Secretary

NOTES TO FINANCIAL INFORMATION

(All amounts are in INR million, except otherwise stated)

Note 1: Corporate information

M/s Sai Silks (Kalamandir) Limited ("The Company") is incorporated under the Companies Act, 1956 in Hyderabad on 03-Jul-2008 having the CIN U52190TG2008PLC059968. The Company is engaged in the business of buying and selling of textile and textile articles as a Retailer in the name and style of "Kalamandir", "Varamahalakshmi", "Mandir" and "KLM Fashions" in the state of Telangana, Andhra Pradesh, Karnataka and Tamil Nadu.

Note 2: Summary of significant accounting policies

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

(a) Basis for preparation

The financial statements comply in all material aspects with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

The financial statements have been prepared on a historical cost basis, except for the following:

- certain financial assets and liabilities (including derivative instruments) and contingent consideration is measured at fair value
- assets held for sale – measured at fair value less cost to sell
- defined benefit plans – plan assets measured at fair value
- share-based payments.

(b) Statement of Compliance with Indian Accounting Standards (Ind AS's)

Ministry of Corporate Affairs ("MCA") notified roadmap to implement Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) (Amendment) Rules issued from time to time. As per applicable rules, the Company would be required to apply Ind AS from financial year beginning 2022-23. However, since the company is in the process of listing, in order to present the financials in line with applicable SEBI Regulations, the Company opted for voluntary adoption of Ind AS from the financial year beginning April 1, 2021 with comparative information for FY 2020-21 and FY 2019-20 by adopting transition date as April 1, 2019. Accordingly, the financial statements of the Company have been prepared in accordance with the Ind AS.

For all periods up to and including the year ended March 31, 2021, the Company prepared its financial statements in accordance with the Accounting Standards notified under Section 133 of the Companies Act, 2013, read together with (Accounts) Rules, 2014 ('Previous Indian GAAP'). These financial statements for the year ended March 31, 2022, are

the first the Company has prepared in accordance with Ind AS (Refer Note 51 for Information on how the company has adopted Ind AS);

(c) Use of estimates and judgement

The preparation of financial statement in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amount of assets and liabilities, revenues and expenses and disclosure of contingent liabilities. Such estimates and assumptions are based on management's evaluation of relevant facts and circumstances as on the date of financial statement. The actual outcome may diverge from these estimates. The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

(i) Useful lives of property, plant and equipment:

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This re-assessment may result in change in depreciation expense in future periods.

(ii) Fair value of financial assets and liabilities and investments:

The Company measures certain financial assets and liabilities on fair value basis at each balance sheet date or at the time they are assessed for impairment. Fair value measurement that are based on significant unobservable inputs (Level 3) requires estimates of operating margin, discount rate, future growth rate, terminal values, etc. based on management's best estimate about future developments.

(iii) Provisions and contingent liabilities :

Provisions: A provision is recognised when the Company has a present obligation 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 time value of money is material).
Contingent liabilities: Contingent liabilities are not recognised but are disclosed in notes to accounts.

(d) Functional and presentation currency

Items included in the financial statement of the Company are measured using the currency of the primary economic environment in which the Company operates (i.e. the "functional currency"). The financial statement are presented

NOTES TO FINANCIAL INFORMATION

(All amounts are in INR million, except otherwise stated)

in Indian Rupee, the national currency of India, which is the functional currency of the Company.

(e) Revenue Recognition

- a) **Sale of goods:** Revenue from the sale of goods is recognized at the point in time when control over the goods sold is transferred to the customer. Revenue is measured based on the transaction price, which is the consideration, net of discounts, variable considerations, other similar charges, as specified in the contract with the customer. Additionally, revenue excludes taxes collected from customers, which are subsequently remitted to governmental authorities.
- b) **Interest income:** Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset of that asset's net carrying amount on initial recognition.
- c) **Service Income -** Service income is recognized on rendering of services based on the agreements / arrangements with the concerned parties.

(f) Leases

The Company's lease asset classes consist of leases for buildings. The Company, at the inception of a contract, assesses whether the contract is a lease or not lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a time in exchange for a consideration. This policy has been applied to contracts existing and entered into on or after April 1, 2019 (standard effective date). The Company recognises a right-of-use asset and a lease liability at the later of lease commencement date or April 01, 2019. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term. The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the Company's incremental borrowing rate. It is premeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is premeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use

asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Company has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Company recognises the lease payments associated with these leases as an expense over the lease term.

(g) Foreign currencies

Transactions in currencies other than the entity's functional currency (foreign currencies) are recognized at the rates of exchange prevailing at the date of the transaction. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Exchange differences on monetary items are recognised in the statement of profit and loss in the period in which they arise except for exchange differences on transactions designated as fair value hedge, if any.

(h) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale are added to the cost of those assets, until such time the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

(i) Employee benefits

Leave Encashment : Compensatory absence which accrue to the employees which are expected to be availed or encashed within twelve months after the end of the period in which the employees render the related service are short-term in nature. These compensatory absences require measurement on an actual basis and not on actuarial basis.

Defined contribution plan : The company makes defined contribution to Provident Fund and Employee State Insurance which are recognized in the statement of Profit and Loss on accrual basis.

Defined benefit plan : The company's liability towards gratuity is determined on the basis of year end actuarial valuations applying the Projected Unit Credit Method done by an independent actuary as on the Balance sheet date.

The actuarial valuation method used by the independent actuary for measuring the liability is the projected unit credit method. Actuarial losses and gains are recognized in Other Comprehensive Income (OCI) and are not reclassified to the statement of profit and loss in any subsequent periods. Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in the statement of profit and loss as past service costs.

NOTES TO FINANCIAL INFORMATION

(All amounts are in INR million, except otherwise stated)

(j) Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

- a) **Current tax:** Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961.
- b) **Minimum Alternate Tax (MAT) :** paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is highly probable that future economic benefit associated with it will flow to the Company.
- c) **Deferred tax:** Deferred tax is recognized using the balance sheet approach. Deferred tax assets and liabilities are recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statement 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 differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. 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 utilised. 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 realised, 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.

(k) Property, Plant and Equipment

Land and buildings held for use in the production or supply of goods or services, or for administrative purposes, are stated at cost less accumulated depreciation and accumulated impairment losses. Freehold land is carried at historical cost.

Property, plant and equipment are carried at cost less accumulated depreciation and impairment losses, if any. The cost of property, plant and equipment comprises its purchase price/ acquisition cost, 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 property, plant and equipment up to the date the asset is ready for its intended use. Subsequent expenditure on property, plant and equipment after its purchase / completion is capitalised only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

Depreciation on Property, plant and equipment (other than freehold land) has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013, except in the case of fixtures at stores, has been provided based on the lease period of the respective premises.. The estimated useful life of the tangible assets and the useful life are reviewed at the end of the each financial year and the depreciation period is revised to reflect the changed pattern, if any. An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the statement of profit and loss. Any leasehold improvements is depreciated over the lease term.

(l) Investment Property

Investment properties are properties held to earn rentals and/or for capital appreciation (including property under construction for such purposes). Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are measured in accordance with Ind AS 16's requirements for cost model. An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognised. The depreciation on Property, plant and equipment (other than freehold land) has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013.

(m) Intangible assets

Intangible assets are stated at cost less accumulated amortisation and impairment. Intangible assets are amortised over their respective estimated useful lives on a straight line basis, from the date that they are available for use. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition and other economic factors (such as the stability of the industry and known technological advances) and the level of maintenance expenditures required to obtain the expected future cash flows from the asset. Estimated useful lives of the intangible assets is 6 years which contains Software. The estimated useful life of the intangible assets and the amortisation period are reviewed at the end of the each financial year and the amortisation period is revised to reflect the changed pattern, if any.

NOTES TO FINANCIAL INFORMATION

(All amounts are in INR million, except otherwise stated)

(n) Impairment of tangible and intangible assets

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss. When an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised immediately in statement of profit and loss.

(o) Inventories

Inventories (including stock-in-transit) are stated at lower of cost or net realizable value. Cost is determined on 'Weighted Average' basis. Due to a large number and diverse nature of inventory items, cost is estimated as near as possible for each stock keeping unit including freight and applicable taxes, etc.

Net realizable value represents the estimated selling price less all estimated costs necessary to make the sale.

No valuation is done for damaged stock since its realizable value, if any, is negligible.

(p) Provisions and contingencies

Provisions: A provision is recognised when the Company has a present obligation 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 time value of money is material).

Contingent liabilities: Contingent liabilities are not recognised but are disclosed in notes to accounts.

(q) Financial instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions

of the instruments. Financial assets and liabilities are initially recognised at fair value. Transaction costs that are directly attributable to financial assets and liabilities [other than financial assets and liabilities measured at fair value through profit and loss (FVTPL)] are added to or deducted from the fair value of the financial assets or liabilities, as appropriate on initial recognition. Transaction costs directly attributable to acquisition of financial assets or liabilities measured at FVTPL are recognised immediately in the statement of profit and loss.

a) Non-derivative Financial assets: All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets

Financial assets at amortised cost

A financial asset is measured at amortised cost if both of the following conditions are met:

- 1) the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and
- 2) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

Effective interest method:

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is that which exactly discounts estimated future cash receipts through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition. Income is recognised on an effective interest basis for debt instruments other than those financial assets. Interest income is recognised in profit or loss and is included in the "Other income" line item.

b) Derecognition of financial assets: A financial asset is derecognised only when the Company:

- has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients. When the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is

NOTES TO FINANCIAL INFORMATION

(All amounts are in INR million, except otherwise stated)

derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised. Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. When the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

- c) Foreign exchange gains and losses:** The fair value of financial 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 foreign currency denominated financial assets measured at amortised cost and FVTPL, the exchange differences are recognised in statement of profit and loss.
- d) Financial liabilities:** All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

Financial liabilities at FVTPL - Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in statement of profit and loss. The net gain or loss recognised in statement of profit and loss incorporates any interest paid on the financial liability and is included in the 'Other income/Other expenses' line item.

Financial liabilities subsequently measured at amortised cost

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments and are recognised in the statement of profit and loss. 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 recognised in the statement of profit and loss.

Derecognition of financial liabilities

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. An exchange between with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability.

(r) Segment reporting

Operating segments are reported in the manner consistent with the internal reporting to the Managing director. The Company is reported at an overall level, and hence there are no separate reportable segments as per Ind AS 108.

(s) 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) and highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

(t) Earnings per share (EPS)

Basic earnings per share are computed using the weighted average number of equity shares outstanding during the period. Diluted EPS is computed by dividing the profit or loss attributable to ordinary equity holders by the weighted average number of equity shares considered for deriving basic EPS and also weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for bonus shares, as appropriate.

(u) 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.

(v) Capital work-in-progress

Capital work in progress includes, cost of assets not yet commissioned, and incidental expenses during the construction period. Certain directly attributable pre-operative expenses during construction period are included under Capital Work in Progress. These expenses are allocated to the cost of Fixed Assets when the same are ready for intended use.

NOTES TO FINANCIAL INFORMATION

(All amounts are in INR million, except otherwise stated)

Note No. 3

Property, Plant and Equipment

Description of Asset	Civil structures	Plant and Equipment	Windmill	Furniture and Fixtures	Vehicles	Computers	Total	Capital Work-In-Progress
Deemed Cost								
As at 1 Apr, 2019	217.82	237.24	80.90	879.37	51.68	32.24	1,499.25	-
Additions	38.12	76.12	-	311.56	39.96	8.59	474.36	-
Disposals/adjustments	-	-	-	-	(2.66)	-	(2.66)	-
Closing Gross Carrying Amount (C)	255.95	313.36	80.90	1,190.93	88.97	40.84	1,970.95	-
Accumulated Depreciation and Impairment								
Opening accumulated depreciation	11.35	19.53	4.95	68.18	7.77	7.81	119.59	-
Depreciation charge for the year	3.66	18.28	4.97	88.59	9.35	10.82	135.67	-
Disposals/adjustments/Impairment	-	-	-	-	(2.23)	-	(2.23)	-
Closing accumulated depreciation and impairment as at Mar 31, 2020 (D)	15.02	37.81	9.92	156.76	14.89	18.63	253.03	-
Net Carrying Amount as at Mar 31, 2020 (C-D)	240.93	275.55	70.98	1,034.17	74.09	22.21	1,717.92	-
Gross Carrying Amount								
As at 1 Apr, 2020	255.95	313.36	80.90	1,190.93	88.97	40.84	1,970.95	-
Additions	3.10	2.37	-	17.91	9.81	5.79	38.98	21.19
Disposals/adjustments	-	-	-	-	(12.49)	-	(12.49)	-
Closing Gross Carrying Amount (A)	259.04	315.73	80.90	1,208.84	86.29	46.63	1,997.43	21.19
Accumulated Depreciation and Impairment								
Opening accumulated depreciation	15.02	37.81	9.92	156.76	14.89	18.63	253.03	-
Depreciation charge for the year	5.81	22.33	4.95	108.06	12.40	11.27	164.81	-
Disposals/adjustments/Impairment	-	-	-	-	(7.66)	-	(7.66)	-
Closing accumulated depreciation and impairment as at Mar 31, 2021 (B)	20.83	60.13	14.87	264.82	19.62	29.89	410.18	-
Net Carrying Amount as at Mar 31, 2021 (A-B)	238.22	255.60	66.03	944.01	66.66	16.74	1,587.25	21.19

Description of Asset	Civil structures	Plant and Equipment	Windmill*	Furniture and Fixtures	Vehicles	Computers	Total	Capital Work-In-Progress
Gross Carrying Amount								
As at 1 Apr, 2021	259.04	315.73	80.90	1,208.84	86.29	46.63	1,997.43	21.19
Additions	50.15	44.52	-	148.98	14.92	16.10	274.68	-
Disposals/adjustments	-	-	(80.90)	-	(1.48)	-	(82.38)	(21.19)
Closing Gross Carrying Amount (C)	309.20	360.25	-	1,357.82	99.73	62.73	2,189.73	-
Accumulated Depreciation and Impairment								
Opening accumulated depreciation	20.83	60.13	14.87	264.82	19.62	29.89	410.18	-
Depreciation charge for the year	4.36	22.81	4.95	114.11	12.36	10.49	169.07	-
Disposals/adjustments/Impairment	-	-	(19.83)	-	(1.40)	-	(21.23)	-
Closing Accumulated Depreciation and Impairment as at Mar 31, 2022 (D)	25.18	82.94	-	378.93	30.58	40.38	558.02	-
Net Carrying Amount as at Mar 31, 2022 (C-D)	284.01	277.31	-	978.89	69.15	22.35	1,631.71	-

NOTES TO FINANCIAL INFORMATION

(All amounts are in INR million, except otherwise stated)

Note No. 3 (Contd..)

(i) Property, plant and equipment mortgaged as security

Refer to note 41 for information on property, plant and equipment mortgaged as security by the company.

(ii) Contractual obligations

Refer to note 37(b) for disclosure of contractual commitments for the acquisition of property, plant and equipment.

(iii) Capital work-in-progress

The ageing of Capital work-in progress is provided in Note 40.

(iv) *Impairment loss on windmill

The impairment loss of windmill is due deterioration of the future prospects of the market conditions and due to decline in the profitability associated with the same. The impairment loss recognised is net off the long-term provision of INR 10.13 million (refer note 19).

Particulars	Amount
A. Gross Carrying amount of Windmill as on 01-04-2021	80.90
B. Less : Accumulated Depreciation as on 31-03-2022	19.83
C. Less : Windmill Revenue Compensation (Refer Note 19)	10.13
Impairment Loss on Windmill (A)-(B)-(C)	50.94

(v) Ind AS 101 - Deemed Cost exemption

As per para D7AA of Ind AS 101, the company has adopted to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind ASs (01 April 2019), measured as per the previous GAAP and use that as its deemed cost as at the date of transition.

Note No. 4

Other Intangible assets

Description of Asset	Software	Brands	Total
Deemed Cost			
As at 1 Apr, 2019	6.78	157.07	163.85
Additions	-	-	-
Disposals/adjustments	-	-	-
Closing Gross Carrying Amount (C)	6.78	157.07	163.85
Accumulated Depreciation and Impairment			
Opening accumulated depreciation	1.36	20.88	22.23
Depreciation charge for the year	1.30	20.94	22.24
Disposals/adjustments/Impairment	-	-	-
Closing accumulated depreciation and impairment as at Mar 31, 2020 (D)	2.66	41.81	44.47
Net Carrying Amount as at Mar 31, 2020 (C-D)	4.13	115.25	119.38
Gross Carrying Amount			
As at 1 Apr, 2020	6.78	157.07	163.85
Additions	0.02	-	0.02
Disposals/adjustments	-	-	-
Closing Gross Carrying Amount (A)	6.80	157.07	163.87
Accumulated Depreciation and Impairment			
Opening accumulated depreciation	2.66	41.81	44.47
Depreciation charge for the year	0.93	20.88	21.81
Disposals/adjustments/Impairment	-	-	-
Closing accumulated depreciation and impairment as at Mar 31, 2021 (B)	3.59	62.69	66.28
Net Carrying Amount as at Mar 31, 2021 (A-B)	3.21	94.38	97.59

NOTES TO FINANCIAL INFORMATION

(All amounts are in INR million, except otherwise stated)

Note No. 4 (Contd..)

Description of Asset	Software	Brands	Total
Gross Carrying Amount			
As at 1 Apr, 2021	6.80	157.07	163.87
Additions	-	-	-
Disposals/adjustments	-	-	-
Closing Gross Carrying Amount (C)	6.80	157.07	163.87
Accumulated Depreciation and Impairment			
Opening accumulated depreciation	3.59	62.69	66.28
Depreciation charge for the year	0.61	20.88	21.49
Disposals/adjustments/Impairment	-	-	-
Closing Accumulated Depreciation and Impairment as at Mar 31, 2022 (D)	4.20	83.57	87.77
Net Carrying Amount as at Mar 31, 2022 (C-D)	2.60	73.50	76.10

Note No. 5(a)

Leases

The Company has adopted Ind AS 116 'Leases' with the date of initial application being 01-Apr-2019. Ind AS 116 replaces Ind AS 17 – Leases and related interpretation and guidance. The Company has used simplified transition approach under Ind AS 116.

(a) Right-of-use assets

Particulars	As at Mar 31, 2022	As at Mar 31, 2021	As at Mar 31, 2020	As at Apr 01, 2019
Opening Balance	566.79	674.74	-	-
Add: Transition to Ind AS 116	-	-	613.74	-
Add: Addition during the year	334.86	-	163.39	-
Less: Impact on lease termination	-	-	-	-
Less: Impact on lease modification	-	-	-	-
Less: Amortised during the year	(117.60)	(107.95)	(102.39)	-
Total	784.05	566.79	674.74	-

(b) Lease liabilities

The following are the movement in lease liabilities

Particulars	As at Mar 31, 2022	As at Mar 31, 2021	As at Mar 31, 2020	As at Apr 01, 2019
Opening Balance	620.62	680.46	-	-
Additions	323.08	-	732.31	-
Deletions	-	-	-	-
Interest	76.34	64.34	64.95	-
Lease payments	(153.65)	(124.17)	(116.80)	-
Closing balance	866.39	620.62	680.46	-
Non-current lease liabilities	690.48	466.97	556.28	-

(c) Current lease liabilities

Particulars	As at Mar 31, 2022	As at Mar 31, 2021	As at Mar 31, 2020	As at Apr 01, 2019
Current lease liabilities	175.91	153.65	124.17	-
Total	175.91	153.65	124.17	-

NOTES TO FINANCIAL INFORMATION

(All amounts are in INR million, except otherwise stated)

Note No. 6 Other financial assets

Particulars	As at Mar 31, 2022	As at Mar 31, 2021	As at Mar 31, 2020	As at Mar 31, 2019
(a) Rental deposits - at amortised cost - refer note (1) below	238.02	233.91	224.24	188.37
Total	238.02	233.91	224.24	188.37

(1) The company has paid an amount of INR 30.00 million as interest free refundable security deposit for opening a new store at Chennai on lease. However, the parties failed to hand over the physical possession. Complaint was filed with Central Crime Station (CCS), Hyderabad PS vide FIR No. 219/2019. Upon investigation, charge sheet was filed and requested the bank to freeze the account of the defaulting party, where significant amount was parked. Management is confident of recovering the total deposit amount. Hence no provision has been made in this regard.

Note No. 7 Other non-current assets

Particulars	As at Mar 31, 2022	As at Mar 31, 2021	As at Mar 31, 2020	As at Mar 31, 2019
(a) Advances for purchase of property, plant and equipment	66.35	34.18	19.28	25.01
(b) Deposits with govt. authorities	20.84	19.71	19.71	13.56
(c) Other deposits	0.26	0.26	0.25	0.55
Total	87.45	54.15	39.24	39.11

Note No. 8 Inventories

Particulars	As at Mar 31, 2022	As at Mar 31, 2021	As at Mar 31, 2020	As at Mar 31, 2019
(a) Stock in trade	4,761.65	3,668.23	3,685.06	3,411.05
(b) Packing material and others	2.67	1.45	30.08	-
Total	4,764.32	3,669.68	3,715.14	3,411.05

Inventories are hypothecated as security against current borrowings, details of which have been disclosed in Note 41.

For mode of valuation of inventories refer Note 2(o) of Accounting Policies.

Note No. 9 Trade receivables

Particulars	As at Mar 31, 2022	As at Mar 31, 2021	As at Mar 31, 2020	As at Mar 31, 2019
Considered good - Unsecured	18.92	22.56	16.77	23.66
Total	18.92	22.56	16.77	23.66

Trade receivables are hypothecated as Security for part of Cash Credit facilities (refer note 41) and ageing of trade receivables is provided in Note 38.

The Company generally operates on a cash and carry model, and hence the expected credit loss allowance for trade receivables is insignificant. The concentration of credit risk is also limited due to the fact that the customer base is large and unrelated.

Note No. 10 Cash and cash equivalents

Particulars	As at Mar 31, 2022	As at Mar 31, 2021	As at Mar 31, 2020	As at Mar 31, 2019
(a) Balance with banks				
- In Current Accounts	3.38	17.30	101.87	70.99
- In Deposit Accounts	-	-	-	102.75
(b) Cash on hand	63.20	14.28	78.87	40.63
(c) Others - Credit card receivables	19.65	11.76	0.15	35.66
Total	86.24	43.34	180.90	250.03

NOTES TO FINANCIAL INFORMATION

(All amounts are in INR million, except otherwise stated)

Note No. 11 Bank balances other than cash and cash equivalents

Particulars	As at Mar 31, 2022	As at Mar 31, 2021	As at Mar 31, 2020	As at Mar 31, 2019
Fixed deposits held as margin money against borrowings and guarantees (maturity of less than 12 months from the balance sheet date)^	383.99	185.60	47.41	20.78
Total	383.99	185.60	47.41	20.78

^ Other bank deposits represents, fixed deposit with banks with original maturity of more than 3 months.

Note No. 12 Loans

Particulars	As at Mar 31, 2022	As at Mar 31, 2021	As at Mar 31, 2020	As at Mar 31, 2019
Employee loans - at amortised cost	162.02	55.03	44.96	29.39
Total	162.02	55.03	44.96	29.39
Break-up of security details				
Loans considered good – unsecured	162.02	55.03	44.96	29.39

Note No. 13 Other financial assets

Particulars	As at Mar 31, 2022	As at Mar 31, 2021	As at Mar 31, 2020	As at Mar 31, 2019
Other receivables	-	-	-	3.46
Interest accrued on FDs	3.26	1.12	0.16	-
Total	3.26	1.12	0.16	3.46

Note No. 14 Other current assets

Particulars	As at Mar 31, 2022	As at Mar 31, 2021	As at Mar 31, 2020	As at Mar 31, 2019
(a) Balances with statutory authorities				
- Other taxes	64.98	74.45	106.78	120.46
(b) Others				
- Advance for Suppliers	110.62	28.09	29.74	45.18
- Prepaid Expenses	13.19	13.49	10.22	10.12
Total	188.79	116.02	146.74	175.76

Note No. 15

Equity share capital

(i) Authorised equity share capital

Particulars	Number of Shares	Amount
As at 01st Apr, 2019	4,20,00,000	420.00
Movement during the year	-	-
As at 31st Mar, 2020	4,20,00,000	420.00
Movement during the year	-	-
As at 31st Mar, 2021	4,20,00,000	420.00
Movement during the year	-	-
As at 31st Mar, 2022	4,20,00,000	420.00

NOTES TO FINANCIAL INFORMATION

(All amounts are in INR million, except otherwise stated)

Note No. 15 (Contd..)

(ii) Movement in paid-up equity share capital

Particulars	Number of Shares	Amount
As at 1st Apr, 2019	2,34,54,588	234.55
Movement during the year	-	-
As at 31st Mar, 2020	2,34,54,588	234.55
Movement during the year	6,10,000	6.10
As at 31st Mar, 2021	2,40,64,588	240.65
Movement during the year	-	-
As at 31st Mar, 2022	2,40,64,588	240.65

Terms and Rights attached to Equity Shares

The Company has one class of equity shares having a par value of INR.10/- each (Previous Years: INR.10/- each). Each shareholder is eligible for onevote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.

(iii) Details of shareholders holding more than 5% shares in the company

For the year(s) ended March 31, 2022 and 2021 March 31, 2020

Name of the Shareholder	March 31, 2021 and 2022		March 31, 2020	
	Number of shares	% holding	Number of shares	% holding
Chalavadi Naga Kanaka Durga Prasad	71,07,600	29.54	64,97,600	27.70
Chalavadi Jhansi Rani	53,60,088	22.27	53,60,088	22.85
Perumalla Dhanalakshmi	29,31,900	12.18	29,31,900	12.50
Chalavadi Devamani	22,24,200	9.24	22,24,200	9.48
Chalavadi D K Durga Rao	16,16,500	6.72	16,16,500	6.89
Annam Kalyan Srinivas	15,15,400	6.30	15,15,400	6.46
Chalavadi Rupamani N K D S Harshada	25,00,000	10.39	25,00,000	10.66

Name of the Shareholder	April 01, 2019	
	Number of shares	% holding
Chalavadi Naga Kanaka Durga Prasad	63,62,600	27.13
Chalavadi Jhansi Rani	54,95,088	23.43
Perumalla Dhanalakshmi	29,31,900	12.50
Chalavadi Devamani	22,24,200	9.48
Chalavadi D K Durga Rao	16,16,500	6.89
Annam Kalyan Srinivas	15,15,400	6.46
Rupamani Nagakanakadurgasri Harshada Chalavadi	25,00,000	10.66

(iv) Shares held by promoters

March 31, 2022 - Shareholding of promoters has not changed since March 31, 2021

Name of the Promoter	March 31, 2021		
	Number of shares	% holding	% Change during the year
Chalavadi Naga Kanaka Durga Prasad	71,07,600	29.54	1.83
Chalavadi Jhansi Rani	53,60,088	22.27	(0.58)

Name of the Promoter	March 31, 2020		
	Number of shares	% holding	% Change during the year
Chalavadi Naga Kanaka Durga Prasad	64,97,600	27.70	0.58
Chalavadi Jhansi Rani	53,60,088	22.85	(0.58)

NOTES TO FINANCIAL INFORMATION

(All amounts are in INR million, except otherwise stated)

Note No. 15 (Contd..)

Name of the Promoter	March 31, 2019		
	Number of shares	% holding	% Change during the year
Chalavadi Naga Kanaka Durga Prasad	63,62,600	27.13	3.66
Chalavadi Jhansi Rani	54,95,088	23.43	(3.55)

(v) **Aggregate number and class of shares allotted as fully paid up for consideration other than cash, bonus shares and shares bought back for the period of 5 years immediately preceding the Balance Sheet date:**

Share capital as at March 31, 2022 includes, 20,64,588 equity shares of INR 10/- each allotted during the financial year 2015-16 at Premium of Rs. 90/- each for consideration other than cash, to the Share Holders of I-One Investments Pvt. Ltd., in the scheme of Amalgamation as per the order of the Hon'ble High Court of Hyderabad, Telangana Dated 18-Aug-2016. (Appointed Date 01.10.2015).

Name of the Allottee	No. of equity shares
Chalavadi Jhansi Rani	20,63,388
Annam Subash Chandra Mohan	1,200
	20,64,588

Note No. 16 Other equity

Particulars	As at Mar 31, 2022	As at Mar 31, 2021	As at Mar 31, 2020	As at Apr 01, 2019
(a) Securities premium (refer movement below)	343.56	343.56	288.66	288.66
(b) Retained Earnings including OCI (refer movement below)	2,422.40	1,845.69	1,791.85	1,370.71
	2,765.96	2,189.26	2,080.51	1,659.37

(a) Securities premium

Particulars	As at Mar 31, 2022	As at Mar 31, 2021	As at Mar 31, 2020	As at Apr 01, 2019
Opening Balance	343.56	288.66	288.66	284.16
Additions	-	54.90	-	4.50
Closing Balance	343.56	343.56	288.66	288.66

(b) Retained Earnings

Particulars	As at Mar 31, 2022	As at Mar 31, 2021	As at Mar 31, 2020	As at Apr 01, 2019
Opening Balance	1,845.69	1,791.85	1,370.71	1,067.46
Net profit for the year	576.87	51.31	420.96	303.27
	2,422.56	1,843.16	1,791.67	1,370.73
OCI on Gratuity and Leave Encashment	(0.22)	3.39	0.23	(0.03)
Deferred Tax on OCI portion	0.06	(0.85)	(0.06)	0.01
Closing balance	2,422.40	1,845.69	1,791.85	1,370.71

Note No. 17 Financial liabilities non-current borrowings

Particulars	As at Mar 31, 2022	As at Mar 31, 2021	As at Mar 31, 2020	As at Apr 01, 2019
Secured - Long Term Loans from banks				
(a) Term loans from banks *	454.90	542.88	311.77	391.49
(b) Vehicle loans from banks #	31.70	30.68	34.06	12.12
Total	486.60	573.56	345.84	403.61

*Term Loans from Banks are secured by first charge on fixed assets of the company both present and future (For details Refer Note No 41)

Vehicles loans are secured by hypothecation of vehicles financed by respective banks. (For details Refer Note No 41)

NOTES TO FINANCIAL INFORMATION

(All amounts are in INR million, except otherwise stated)

Note No. 18 Non-current other financial liabilities

Particulars	As at Mar 31, 2022	As at Mar 31, 2021	As at Mar 31, 2020	As at Mar 31, 2019
(a) Security deposits - at amortised cost	11.15	5.51	5.05	1.31
Total	11.15	5.51	5.05	1.31

Note No. 19 Provisions

Particulars	As at Mar 31, 2022	As at Mar 31, 2021	As at Mar 31, 2020	As at Apr 01, 2019
(a) Provision for employee benefits (refer note 43)	25.22	19.86	18.74	14.48
(b) Windmill revenue compensation	-	10.13	11.14	12.14
Total	25.22	29.99	29.88	26.62

Note No. 20 Deferred tax liabilities (Net)

Particulars	As at Mar 31, 2022	As at Mar 31, 2021	As at Mar 31, 2020	As at Mar 31, 2019
The balance comprises temporary differences attributable to:				
Deferred tax liabilities - Opening	145.37	142.42	151.94	125.19
Impact in the current year	(17.66)	2.95	(9.52)	26.75
Total	127.71	145.37	142.42	151.94

As Mar 31, 2022

Particulars	Opening balance	Recognised in profit or loss	Recognised in OCI	Closing balance
Property, plant and equipment	147.93	(16.15)	-	131.78
Other Adjustments	(2.56)	(1.44)	(0.06)	(4.07)
Total	145.37	(17.60)	(0.06)	127.71

As Mar 31, 2021

Particulars	Opening balance April 01, 2020	Recognised in profit or loss	Recognised in OCI	Closing balance
Property, plant and equipment	144.66	3.27	-	147.93
Other temporary differences	(2.25)	(1.16)	0.85	(2.56)
Total	142.42	2.10	0.85	145.37

As at Mar 31, 2020

Particulars	Opening balance April 01, 2020	Recognised in profit or loss	Recognised in OCI	Closing balance
Property, plant and equipment	154.55	(9.89)	-	144.66
Other temporary differences	(2.61)	0.31	0.06	(2.25)
Total	151.94	(9.58)	0.06	142.42

Note No. 21 Financial liabilities current borrowings

Particulars	As at Mar 31, 2022	As at Mar 31, 2021	As at Mar 31, 2020	As at Mar 31, 2019
(a) Secured				
(i) Loans repayable on demand from banks (refer note 41)	1,907.91	1,393.76	1,158.46	1,157.29
(ii) Current maturities for long term debt	198.79	192.27	106.94	121.64
(iii) Current maturities of vehicle loans	11.59	10.77	13.83	11.52

NOTES TO FINANCIAL INFORMATION

(All amounts are in INR million, except otherwise stated)

Note No. 21 Financial liabilities current borrowings (Contd..)

Particulars	As at Mar 31, 2022	As at Mar 31, 2021	As at Mar 31, 2020	As at Mar 31, 2019
(b) Unsecured				
(i) From related parties	-	1.89	21.89	21.89
Total	2,118.29	1,598.69	1,301.12	1,312.34

Note No. 22 Trade payables

Particulars	As at Mar 31, 2022	As at Mar 31, 2021	As at Mar 31, 2020	As at Mar 31, 2019
Trade Payables to third parties				
- Due to micro, small and medium enterprises	-	-	-	-
- Others	1,291.18	1,075.99	1,700.62	1,419.95
Total	1,291.18	1,075.99	1,700.62	1,419.95

*Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

(a) Principal amount remaining unpaid to any supplier as at year end	-	-	-	-
(b) Interest due on above and remaining unpaid as at year end	-	-	-	-
(c) Principal/interest amount paid beyond the appointed day during the year	-	-	-	-
(d) Interest paid on payments made beyond the appointed day during the year u/s 16 of MSMED Act, 2006	-	-	-	-
(e) Interest due and Payable on payments made beyond the appointed day during the year other than MSMED Act, 2006	-	-	-	-
(f) Interest remaining due and payable for the period of delay in earlier years	-	-	-	-

The above information regarding Micro, Small and Medium 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.

Note No. 23 Other financial liabilities

Particulars	As at Mar 31, 2022	As at Mar 31, 2021	As at Mar 31, 2020	As at Mar 31, 2019
(a) Interest accrued on loans	2.76	-	8.93	-
(b) Employee benefits payable	88.01	61.87	58.10	-
(c) Capital Creditors	34.39	11.36	20.67	-
(d) Outstanding expenses	127.92	52.36	244.61	272.23
Total	253.07	125.59	332.31	272.23

Note No. 24 Other current liabilities

Particulars	As at Mar 31, 2022	As at Mar 31, 2021	As at Mar 31, 2020	As at Mar 31, 2019
(a) Statutory dues payable	12.73	13.42	11.37	8.44
(b) Advances received from customers	11.53	16.15	14.39	11.84
Total	24.26	29.57	25.75	20.28

NOTES TO FINANCIAL INFORMATION

(All amounts are in INR million, except otherwise stated)

Note No. 25 Provisions

Particulars	As at Mar 31, 2022	As at Mar 31, 2021	As at Mar 31, 2020	As at Mar 31, 2019
(a) Provision for employee benefits (refer note 43)	2.49	1.89	1.77	1.46
Total	2.49	1.89	1.77	1.46

Note No. 26 Current tax liabilities (Net)

Particulars	As at Mar 31, 2022	As at Mar 31, 2021	As at Mar 31, 2020	As at Mar 31, 2019
(a) Current tax liabilities	211.90	17.56	47.34	159.22
Total	211.90	17.56	47.34	159.22

Note No. 27 Revenue from operations

Particulars	Year ended Mar 31, 2022	Year ended Mar 31, 2021	Year ended Mar 31, 2020
(a) Sale of products			
- through showrooms	11,121.67	6,716.55	11,754.60
- through online channel	171.55	54.92	-
(b) Other operating revenues			
- windmill revenue compensation	-	1.01	1.01
Total	11,293.23	6,772.48	11,755.60

Company adopted Ind AS 115 "Revenue from Contracts with Customers". Refer note 2(e) for the accounting policies followed pursuant to adoption of Ind AS 115. The adoption of Ind AS 115 did not have any material impact.

Note No. 28 Other income

Particulars	Year ended Mar 31, 2022	Year ended Mar 31, 2021	Year ended Mar 31, 2020
(a) Interest Income			
- on fixed deposits	9.93	3.84	5.61
(b) Profit / Loss on Sale of Fixed Assets	0.17	(0.09)	(0.16)
(c) Interest unwinding on rental deposits	5.21	4.74	4.14
(d) Other non-operating income	21.61	9.98	20.97
Total	36.93	18.47	30.57

Note No. 29 Purchases of stock-in-trade

Particulars	Year ended Mar 31, 2022	Year ended Mar 31, 2021	Year ended Mar 31, 2020
Purchases of Stock in trade	8,472.12	4,451.60	8,734.62
Total	8,472.12	4,451.60	8,734.62

Note No. 30 Changes in inventories

Particulars	Year ended Mar 31, 2022	Year ended Mar 31, 2021	Year ended Mar 31, 2020
Changes in inventories			
Stock at the end of the year			
Stock in trade	4,761.65	3,668.23	3,685.06
Stock at the beginning of the year			
Stock in trade	3,668.23	3,685.06	3,411.05
Total changes in inventories	(1,093.42)	16.83	(274.01)

NOTES TO FINANCIAL INFORMATION

(All amounts are in INR million, except otherwise stated)

Note No. 31 Employee benefit expense

Particulars	Year ended Mar 31, 2022	Year ended Mar 31, 2021	Year ended Mar 31, 2020
(a) Salaries and Wages (refer note 43)	915.58	796.11	958.21
(b) Director's remuneration	38.46	16.18	21.78
(c) Staff Bonus	37.54	27.27	39.91
(d) Staff Welfare Expenses	24.16	17.37	36.53
(e) Contribution to Provident Fund & ESI (refer note 43)	6.03	4.28	7.33
(f) Gratuity (refer note 43)	5.74	4.62	4.81
Total	1,027.51	865.82	1,068.58

Note No. 32 Finance costs

Particulars	Year ended Mar 31, 2022	Year ended Mar 31, 2021	Year ended Mar 31, 2020
(a) Interest on borrowings	190.33	181.09	177.01
(b) Interest on others	8.09	22.42	28.81
(c) Interest on lease rental discounting (refer note 36)	76.34	64.34	64.95
Other Borrowing Costs			
(d) Foreign Exchange gain/(loss), net *	(0.33)	0.53	(1.49)
(e) Processing Charges	11.95	6.05	4.35
Total	286.39	274.43	273.63

*Forex Gain / (Loss) is arrived by year-ending valuation of advances made in foreign currency as per Ind AS 21

Note No. 33 Depreciation and amortization expense

Particulars	Year ended Mar 31, 2022	Year ended Mar 31, 2021	Year ended Mar 31, 2020
(a) Depreciation of Property, Plant and Equipment (refer note 3)	169.07	164.81	135.67
(b) Amortisation of Intangible Assets (refer note 4)	21.49	21.81	22.24
(c) Amortisation of right-of-use assets (refer note 5)	117.60	107.95	102.39
Total	308.16	294.57	260.29

Note No. 34 Other expenses

Particulars	Year ended Mar 31, 2022	Year ended Mar 31, 2021	Year ended Mar 31, 2020
(a) Rent (refer note 36)	216.09	138.38	190.65
(b) Insurance	12.73	14.10	13.74
(c) Professional Charges	87.80	37.50	51.50
(d) Facility maintenance expenses	447.61	364.14	399.50
(e) Business promotion expenses	567.31	172.76	389.36
(f) Other expenses	158.20	86.13	133.65
(g) Audit Fee			
- for audit	1.88	0.23	0.08
- for tax audit	0.63	0.08	0.03
(h) CSR Expenditure (refer note below)	13.35	1.30	10.78
Total	1,505.60	814.61	1,189.29

*Disclosures in relation to corporate social responsibility expenditure

NOTES TO FINANCIAL INFORMATION

(All amounts are in INR million, except otherwise stated)

Note No. 34 Other expenses (Contd..)

Particulars	Year ended Mar 31, 2022	Year ended Mar 31, 2021	Year ended Mar 31, 2020
Amount required to be spent as per Section 135 of the Act	7.93	8.91	6.56
Amount spent during the year on			
(i) Construction/acquisition of an asset	-	-	-
(ii) On purposes other than (i) above	13.35	1.30	10.78
Amount unspent	-	-7.62	-

Note No. 35

Earnings per equity share

Particulars	Year ended Mar 31, 2022	Year ended Mar 31, 2021	Year ended Mar 31, 2020
Profit after tax	576.87	51.31	420.96
Add / Less: Dividend tax	-	-	-
Profit after tax attributable for equity share holders	576.87	51.31	420.96
Number of equity shares (nos.)	2,40,64,588	2,40,64,588	2,34,54,588
Weighted average number of equity shares (nos.) - Share split done on May 18, 2022	12,03,22,940	11,80,31,160	11,72,72,940
Face value of equity share (in INR rupees)	INR 2.00	INR 2.00	INR 2.00
Earnings per share (in INR rupees)			
Basic	4.79	0.43	3.59
Diluted	4.79	0.43	3.59

Note No. 36

Right-of-use assets and Lease liabilities

The Company has adopted Ind AS 116 'Leases' with the date of initial application being 01-Apr-2019. Ind AS 116 replaces Ind AS 17 - Leases and related interpretation and guidance. The Company has used simplified transition approach under Ind AS 116.

(a) Right-of-use assets

Particulars	As at Mar 31, 2022	As at Mar 31, 2021	As at Mar 31, 2020	As at Apr 01, 2019
Opening Balance	566.79	674.74	-	-
Add: Transition to Ind AS 116	-	-	613.74	-
Add: Addition during the year	334.86	-	163.39	-
Less: Impact on lease termination	-	-	-	-
Less: Impact on lease modification	-	-	-	-
Less: Amortised during the year	(117.60)	(107.95)	(102.39)	-
Total	784.05	566.79	674.74	-

(b) Lease liabilities

Particulars	As at Mar 31, 2022	As at Mar 31, 2021	As at Mar 31, 2020	As at Apr 01, 2019
Opening Balance	620.62	680.46	-	-
Additions	323.08	-	732.31	-
Deletions	-	-	-	-
Interest	76.34	64.34	64.95	-
Lease payments	(153.65)	(124.17)	(116.80)	-
Closing balance	866.39	620.62	680.46	-

NOTES TO FINANCIAL INFORMATION

(All amounts are in INR million, except otherwise stated)

Note No. 36 (Contd..)

(i) Amounts recognised in the statement of profit and loss

The statement of profit or loss shows the following amounts relating to leases

Particulars	Year ended Mar 31, 2022	Year ended Mar 31, 2021	Year ended Mar 31, 2020
Depreciation charge of right-of-use assets (refer note 33)	117.60	107.95	102.39
Interest expense (included in finance costs) (refer note 32)	76.34	64.34	64.95
Expense relating to short-term leases (refer note 34)	216.09	138.38	190.65

(ii) Contractual maturities of lease liabilities excluding interest thereon on an undiscounted basis

Particulars	Less than 1 year	1-5 years	More than 5 years	Total
Balance as at				
April 01, 2019	-	624.02	958.09	1,582.11
March 31, 2020	124.17	661.75	796.18	1,582.11
March 31, 2021	153.65	666.20	638.09	1,457.94
March 31, 2022	175.91	611.82	516.56	1,304.28

(iii) Extension and termination options

Extension and termination options are included in a number of property and equipment leases across the company. These are used to maximise operational flexibility in terms of managing the assets used in the company's operations. The majority of termination options held are exercisable only by the company and not by the respective lessor. In case the company wishes to extend the lease, the same can be done on mutually agreeable basis with the lessor.

Critical judgements in determining the lease term

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated).

Also the company has used the discounting rate as 10% (the borrowing rate from the banks) for the purpose of arriving at present value.

For leases of retail stores, the following factors are normally the most relevant

- If any leasehold improvements are expected to have a significant remaining value, the company is typically reasonably certain to extend (or not terminate).
 - Most extension options in retail leases have been included in the lease liability, because the company only has the right to extend the lease (only with the approval of the lessor) and has incurred lease hold improvements in them.
 - The assessment of reasonable certainty is only revised if a significant event or a significant change in circumstances occurs, which affects this assessment, and that is within the control of the lessee.
 - If there are significant penalty payments to terminate (or not extend), the company is typically reasonably certain to extend (or not terminate).
- (iv) The company is operating through 46 showrooms spread across the southern part of India and on evaluation of rental agreements of these 46 showrooms, 30 showrooms have come under the purview of Ind AS 116 and impact of the same has been provided in the special purpose financials (refer note 5). As per the terms and conditions stipulated in the lease deeds/agreements of the remaining 16 showrooms, the termination option is available with both lessor and lessee leading to the same being treated as short term and the impact appears in the rental expenses (refer note 34).

NOTES TO FINANCIAL INFORMATION

(All amounts are in INR million, except otherwise stated)

Note No. 37

Contingent liabilities and commitments

(a) Contingent liabilities

Particulars	As at Mar 31, 2022	As at Mar 31, 2021	As at Mar 31, 2020	As at Mar 31, 2019
Income Tax				
AY 2009-10	0.58	-	-	-
AY 2010-11	0.15	-	-	-
AY 2011-12	0.79	-	-	-
AY 2012-13	-	1.46	1.46	1.46
AY 2016-17	8.86	8.46	8.46	8.46
	10.38	9.92	9.92	9.92

The company has filed Rectification u/s 154 in relation to the above.

- The Municipal authorities have levied a penalty amounting to ₹ 4.40 million for violation of the Municipal Act (GHMC Act) by erecting advertisements display for the entire building without the written permission of the competent authority. Against the demand, the company paid an amount of ₹ 0.6 millions. Writ petition was preferred before the Hon'ble High court of Telangana at Hyderabad seeking stay over recovery of balance penalty amount of ₹ 3.80 millions. The Hon'ble High Court vide its order dated January 31, 2022 stayed the proceedings subject to payment of 40% of the balance amount demanded in the challans within a period of 4 weeks. Pursuant to it, the company has paid an amount of ₹ 1.52 million within the stipulated time. The matter is pending before Hon'ble High court and the balance amount is ₹ 2.28 millions.

(b) Commitments

Particulars	As at Mar 31, 2022	As at Mar 31, 2021	As at Mar 31, 2020	As at Mar 31, 2019
Estimated amount of contracts remaining to be executed on capital account (net of capital advances)	-	80.00	-	585.87
Estimated amount of contracts remaining to be executed on account of other purchase commitments	-	-	-	-
Net Capital Commitments	-	80.00	-	585.87
Total (a) + (b)	-	80.00	-	585.87

Note No. 38 Trade Receivables Ageing Schedule

Particulars	As at Mar 31, 2022	As at Mar 31, 2021	As at Mar 31, 2020	As at Mar 31, 2019
(i) Undisputed Trade receivables – considered good				
Less than 6 Months	15.94	22.56	16.77	23.66
6 Months - 1 Year	2.98	-	-	-
1-2 Years	-	-	-	-
2-3 Years	-	-	-	-
More than 3 Years	-	-	-	-
Total	18.92	22.56	16.77	23.66

Note No. 39 Trade payables Ageing Schedule

Particulars	As at Mar 31, 2022	As at Mar 31, 2021	As at Mar 31, 2020	As at Mar 31, 2019
(i) MSME				
(ii) Others				
Less than 1 year	1,291.18	1,075.99	1,700.62	1,419.95
1-2 years	-	-	-	-
2-3 years	-	-	-	-
More than 3 years	-	-	-	-
Total	1,291.18	1,075.99	1,700.62	1,419.95

NOTES TO FINANCIAL INFORMATION

(All amounts are in INR million, except otherwise stated)

Note No. 40 CWIP ageing schedule

Particulars	As at Mar 31, 2022	As at Mar 31, 2021	As at Mar 31, 2020	As at Mar 31, 2019
Projects in progress				
Less than 1 year	-	21.19	-	-
1-2 years	-	-	-	-
2-3 years	-	-	-	-
More than 3 years	-	-	-	-
Total	-	21.19	-	-

Note No. 41

(a) Nature of Security and terms of repayment for term loans from banks:

For the year ended March 31, 2022

Sl No.	Lender	Primary Security	Collateral Security	Terms of Payment	Int. Rate
1	STATE BANK OF INDIA Corporate Loan	1st charge on fixed assets of the company excluding showrooms financed by CANARA Bank	<ol style="list-style-type: none"> Equitable Mortgage of 6 properties belonging to Promoters & their friends and family members as specified in the below schedule. Pari-Passu 2nd Charge on entire current assets of the company (Both Present & Future) along with other Term Lenders 	Repayable in 20 Quarterly instalments of Rs. 1.50 Cr per Quarter.	6 Months MCLR + 3.15% With Half Yearly Reset
2	STATE BANK OF INDIA GECL 2.0 (Guaranteed Emergency Credit Line)	Extension of Charge (2nd Charge) on Existing Primary & Collateral Securities		Repayable in 60 Months, Comprising of 12 months moratorium and repayable in 48 monthly instalments of Rs. 50.67 Lacs per Month from the month of Jan-2022.	6 Months MCLR + 1%
3	Canara Bank Term Loan -1	Showcases, Furniture and Fixtures and other fixed assets of 8 showrooms - Exclusive First charge by way of hypothecation	<ol style="list-style-type: none"> Paripassu II Charge on Stock & Book Debts. For Term Loan and WC Limits together, the company offered Collateral security as detailed below 	Repayable in 20 Quarterly instalments 1.10 Cr each. (From 30-Jun-19 to 31-Mar-24) And it was reset due to COVID-19 Moratorium as 1,22,42,813 per Quarter from Sep-2021.	1 year MCLR + 2.75%
4	Canara Bank Term Loan -2	Showcases, Furniture and Fixtures and other fixed assets of 2 showrooms - Exclusive First charge by way of hypothecation	<ol style="list-style-type: none"> Paripassu II Charge on Stock & Book Debts. For Term Loan and WC Limits together, the company offered Collateral security as detailed below 	Repayable in 20 Quarterly instalments 0.40 Cr each. Repayment starts from FY 2022-23_Q2	1 year MCLR + 2.75%
5	Canara Bank GECL 2.0 (Guaranteed Emergency Credit Line)	Extension of Charge (2nd Charge) on Existing Primary & Collateral Securities		Repayable in 60 Months, Comprising of 12 months moratorium and repayable in 48 monthly instalments of Rs. 10.63 Lacs per Month from the month of Jan-2022.	1 Year MCLR + 0.6%

NOTES TO FINANCIAL INFORMATION

(All amounts are in INR million, except otherwise stated)

Note No. 41 (Contd..)

SI No.	Lender	Primary Security	Collateral Security	Terms of Payment	Int. Rate
6	Canara Bank GECL 2.0 (Extension Scheme)	Extension of Charge (2nd Charge) on Existing Primary & Collateral Securities		Repayable in 72 Months, Comprising of 24 months moratorium and repayable in 48 monthly instalments of Rs. 5.17 Lacs per Month from the month of Jul-2024.	1 Year MCLR + 0.6%
7	Canara Bank Housing Loan - 1	Mortgage of Flat / Houses to be purchased out of loan proceeds Margin Up to 10%	Nil	Repayable in 180 EMIs	RLLR + 0.1%
8	HDFC Bank Term Loan (Business Loan)	Nil	Nil	Repayable in 24 Monthly instalments of Rs. 3,52,526 PM from May-2021.	ROI is 11.85% PA

1.1 Nature of Security and terms of repayment for working capital limits from banks:

SI. No	Lender	Primary Security	Collateral Security	Terms of Payment	Int. Rate
1	State Bank of India (CC and SLC)	Pari-passu 1st Charge by way of Hypothecation of entire current assets of the company (Both Present & Future) along with CANARA Bank.	1st Charge by way of Equitable Mortgage of 6 properties belonging to Promoters & their friends and family members as detailed in the below schedule along with Cash Collateral of Rs. 8.50 Cr & Pledge of 30% Paid up shares of the Company held by the promoters	On demand DP Margins : Paid Stock-25% Debtors - 100%	6 Months MCLR + 0.95% With Monthly Reset In Case of SLC, ROI is (Effective ROI on CC + 1%)
2	Canara Bank (CC and WCDL)	Hypothecation of stocks, other current assets of the company on Paripassu 1st Charge Basis with SBI & HDFC	1. Fixed assets of all showrooms and Intangible assets on Paripassu II Charge basis. 2. For Term Loan and WC Limits together, the company offered Collateral security as detailed below	On demand DP Margins : Paid Stock & Book Debts - 25% Book Debts up to 30 Days	1 Year MCLR+0.55%
3	HDFC Bank (CC)	Pari-passu 1st Charge on stocks, Book Debts	Fixed Deposit of Rs. 7.50 Cr	On demand DP Margins : Paid Stock-25% (Less than 180 Days) Debtors - 100%	1 Year MCLR + 1.25%
4	IDBI (CC and WCDL)	Pari-passu 1st Charge on the entire current assets of the company (Both Present & Future) along with other working Capital Banks	Fixed Deposit of Rs. 7.50 Cr	On demand DP Margins : Paid Stock-25% Debtors - 25% (Less than 90 Days)	1 Year MCLR + 1.20%

NOTES TO FINANCIAL INFORMATION

(All amounts are in INR million, except otherwise stated)

Note No. 41 (Contd..)

1.2 Schedule of Collateral property

Sl. No	Type	Belonging To	Address	Offered to
1	Residential Plot (Admeasuring 332.00 Sq.Yds)	Subhash Chandra Mohan. Annam	Plot No.6p, in Sy. No. 87 & 90 T.S. No. 13 & 14, Shaikpet village & mandal, Hyderabad.	State Bank of India
2	Two Plots of Open Lands (Admeasuring 400.00 Sq.Yds (200.00 Sq.Yds Each))	Ch.N.K.D.Prasad (MD)	D. No. 40-1/1-14E, NTS Nos. 42 & 43, Rev. Ward No.11, Block No.2, Adj. to SVR Neuro Hospital, Mogalrajapuram, Vijayawada	State Bank of India
3	Open Plot (Admeasuring Ac 4.10 Gts)	Mrs. T.R. Saroja	Sy. No. 168, New No. 168/1, Kannurahalli village, Kasaba Hobli, Hoskote Taluk, Bangalore. Out of which Land Converted vide ALN(H) SR80/88-89 of 4.1.1988 By DC Bangalore to an extent of 2 Acres only for Brick Factory	State Bank of India
4	Land and Building (Admeasuring 311.11 Sq.Yds) Being a Cellar + G + 4 Floors commercial Building totally admeasuring 9610 sft. And other civil works there on.	S.Mohan Rao S/o S.Vemkateswarlu and Smt. S.Swarnalatha w/o S.Mohan Rao	H no. 222/MIG/1, (M.C.K no. 15-24-222) KPHB Colony, Phase I & II, Ward No.15, Block No.24, Kuakatpally village & Municipality, Balanagar Mandal, RR District (TG).	State Bank of India
5	Open Land (Admeasuring Ac 4.30 Gts)	Smt. M.R.Soumya	In Sy. No. 105/2A1, Bannikoppa Village, Bidadi Hobli, Ramanagar, Bangalore.	State Bank of India
6	Commercial Plot Admeasuring 2893 Sq Yards	Varamahalakshmi Holdings Pvt. Ltd.	Sy no. 8-5-255/1 (7, 7/1, 8 to 12), Diamond Colony, Saroor Nagar, Ranga Reddy, Telangana	State Bank of India
7	Cash Collateral of 8.50 Crores	Existing 2.40 Cr and Addl 6.10 Cr		State Bank of India
8	Pledge of 30% of paid up Shares of the company held by the Promoters			State Bank of India
9	Open Plot (Admeasuring 540 Sq Yards)	M/s. Sai Readymade	Plot no. OS-2, Ramky Pearls in Sy no.143,144,145,146,147,149,150,151,152,153,154,155 & 156, Kukatpalli, Medchal-Malkajiri Dist., Hyd.,TG	CANARA Bank
10	Open Plot (Admeasuring 540 Sq Yards)	M/s. Sai Readymade	Plot no. OS-13, Ramky Pearls in Sy no.143,144, 145,146,147,149,150,151,152,153,154,155 & 156, Kukatpalli, Medchal-Malkajiri Dist., Hyd.,TG	CANARA Bank
11	Flat.1 (Admeasuring 2,500 Sft)	Ch.N.K.D.Prasad (MD)	H no. 6-3-790/8, Flat no.1, Bathina Apt, Ameerpet, Hyderabad - 500016	CANARA Bank
12	Flat.8 (Admeasuring 1,450 Sft)	Ch.N.K.D.Prasad (MD)	H no. 6-3-790/8, Flat no.8, Bathina Apt, Ameerpet, Hyderabad - 500016	CANARA Bank
13	Land and Building (Admeasuring 268.53 Sq.Yds) G + 1 Floors built-up area of 1,840 Sft	Ch.N.K.D.Prasad (MD)	H no. 6-3-841/E/1, Ameerpet, Hyderabad	CANARA Bank
14	Land and Building (Admeasuring 288.88 Sq.Yds) G + 1 Floors built-up area of 1,840 Sft	Ch.N.K.D.Prasad (MD)	H no. 33-10-17, Mogalrajpuram, Seetharampuram, Srinivasarao Street, Vijayawada	CANARA Bank
15	Term Deposit of Rs. 14.70 Cr (2.26+12.44)			CANARA Bank
16	Pledged 17.50 Lacs equity shares held by the promoters			CANARA Bank

NOTES TO FINANCIAL INFORMATION

(All amounts are in INR million, except otherwise stated)

Note No. 41 (Contd..)

1.3 Personal Guarantees of the following persons:

Sl. No	Particulars	Offered to
1	Sri Chalavadi Naga Kanaka Durga Prasad S/o C. Krishna Murthy	State Bank of India , Canara Bank, HDFC Bank, IDBI Bank
2	Sri Annam Kalyan Srinivas S/o A Chandra Sekhar	State Bank of India , Canara Bank, HDFC Bank, IDBI Bank
3	Sri Chalavadi DK Durga Rao S/o C Krishna Murthy	State Bank of India , Canara Bank, HDFC Bank, IDBI Bank
4	Sri Annam Venkata Rajesh S/o A Chandra Sekhar	State Bank of India, Canara Bank, IDBI Bank
5	Sri Annam Subhash Chandra Mohan S/o A, Chandra Sekhar	State Bank of India, Canara Bank, IDBI Bank
6	Sri S Mohan Rao, S/o Venkateswarlu	State Bank of India
7	Smt S Swarnalatha W/O S Mohan Rao	State Bank of India
8	Smt T R Saroja D/o Late T S Ramaiah	State Bank of India
9	Smt M R Sowmya W/O Girija Shanker	State Bank of India
	Corporate Guarantor	
1	Varamahalakshmi Holdings Pvt. Ltd.	State Bank of India
2	M/s. Sai Readymade (Partnership Firm)	CANARA Bank

1.4 Nature of Security and terms of repayment for vehicle loans from banks:

Sl. No	Lender	Primary Security	Terms of Payment	Int. Rate
1	HDFC Vehicle Loan - 96977239	BMW	Repayable in 60 monthly installments of Rs.2,38,130/- each commencing from Jan'2020.	8.50%
2	HDFC Vehilce Loan - 112686183	Vellfire	Repayable in 60 monthly installments of Rs.1,93,309/- each commencing from Oct'2020.	7.75%
3	Yes Bank Vehicle Loan - 396709	Jaguar F Pace	Repayable in 36 monthly installments of Rs.1,45,457/- each commencing from 15 Sep'18	8.79%
4	Toyota FSIL Vehilce Loan - NHYD1184355	Toyota Vellfire	Repayable in 60 monthly installments of Rs.1,89,910/- each commencing from Apr'2020.	8.31%
5	Canara Bank Vehicle Loan - 4929603000020	Hyundai Creta	Repayable in 84 monthly installments of Rs. 24,646/- each commencing from Sep'2020.	7.85%
6	Canara Bank Vehicle Loan - 4929603000022	Skoda	Repayable in 78 monthly installments of Rs. 52,506/- each commencing from Sep'2020.	7.85%
7	Canara Bank Vehicle Loan - 4929603000024	Innova	Repayable in 81 monthly installments of Rs. 33,205/- each commencing from Sep'2020.	7.50%
8	Daimler Financial Services India Private Ltd Vehicle Loan - 10139378	Benz	Repayable in 60 monthly installments of Rs.1,54,888/- each commencing from Dec'2019.	7.66%
9	HDFC Vehicle Loan - 123507760	Toyota Vellfire	Repayable in 60 monthly installments of Rs.1,83,062/- each commencing from Nov'2021.	7.10%
10	HDFC BANK Vehicle Loan - 126956703	Innova	Repayable in 60 monthly installments of Rs.47,220/- each commencing from Apr'2022.	7.10%
11	ICICI Vehicle Loan - LAHYD00045304127	THAR	Repayable in 60 monthly installments of Rs.33,307/- each commencing from Apr'2022.	7.40%

NOTES TO FINANCIAL INFORMATION

(All amounts are in INR million, except otherwise stated)

Note No. 41 (Contd..)

For the year ended March 31, 2021

(a) Nature of Security and terms of repayment for term loans from banks:

Sl. No	Lender	Primary Security	Collateral Security	Terms of Payment	Int. Rate
1	STATE BANK OF INDIA Corporate Loan	1st charge on fixed assets of the company excluding showrooms financed by CANARA Bank	<ol style="list-style-type: none"> Equitable Mortgage of 6 properties belonging to Promoters & their friends and family members as specified in the below schedule. Pari-Passu 2nd Charge on entire current assets of the company (Both Present & Future) along with CANARA Bank for TL sanctioned by it of Rs.22 Cr. 	Repayable in 20 Quarterly instalments of Rs. 1.50 Cr per Quarter.	6 Months MCLR + 3.15% With Monthly Reset (On the date of Sanction 6 Month MCLR is 6.95%) Currently ROI is 10.10% PA
2	STATE BANK OF INDIA CCECL (Common Covid Emergency Credit Line)	Extension of Charge on Existing Primary Security & Collateral Security		Repayable in 24 Months, Comprising of 6 months moratorium and repayable in 18 monthly instalments of Rs. 55.60 Lacs per Month from 31.10.2020.	1 year MCLR = 7.40% PA at the time of Sanction (i.e on Apr-2020)
3	STATE BANK OF INDIA GECL 2.0 (Guaranteed Emergency Credit Line)	Extension of Charge (2nd Charge) on Existing Primary & Collateral Securities		Repayable in 60 Months, Comprising of 12 months moratorium and repayable in 48 monthly instalments of Rs. 50.67 Lacs per Month from the month of Jan-2022.	6 Months MCLR + 1% (i.e. 100 Bps) With 6 month Reset (On the date of Sanction 6 Month MCLR is 6.95%) Currently ROI is 7.95% PA
4	Canara Bank Term Loan	Showcases, Furniture and Fixtures and other fixed assets of 8 showrooms - Exclusive First charge by way of hypothecation	<ol style="list-style-type: none"> Fixed assets of all showrooms and Intangible assets on Paripassu II Charge basis. For Term Loan and WC Limits together, the company offered Collateral security as detailed below 	Repayable in 20 Quarterly instalments 1.10 Cr each. (From 30-Jun-19 to 31-Mar-24) ROI @ 13.95% p.a	1 year MCLR + 4.50% + 0.85% (TP) (On the date of Sanction 1 Year MCLR is 8.60%)
5	Canara Bank GECL 2.0 (Guaranteed Emergency Credit Line)	Extension of Charge (2nd Charge) on Existing Primary & Collateral Securities		Repayable in 60 Months, Comprising of 12 months moratorium and repayable in 48 monthly instalments of Rs. 10.63 Lacs per Month from the month of Jan-2022.	1 Year MCLR + 0.6% (On the date of Sanction (Jan-2021) 1 Year MCLR is 7.35%) Currently ROI is 7.95% PA
6	HDFC Bank Term Loan (Business Loan)	Nil	Nil	Repayable in 24 Monthly instalments of Rs. 3,52,526 PM from May-2021.	ROI is 11.85% PA

NOTES TO FINANCIAL INFORMATION

(All amounts are in INR million, except otherwise stated)

Note No. 41 (Contd..)

(b) Nature of Security and terms of repayment for working capital limits from banks:

Sl. No	Lender	Primary Security	Collateral Security	Terms of Payment	Int. Rate
1	State Bank of India (CC and SLC)	Pari Passu 1st Charge by way of Hypothecation of entire current assets of the company (Both Present & Future) along with CANARA Bank for CC Limit sanctioned by it of Rs. 8.00 Cr.	1st Charge by way of Equitable Mortgage of 6 properties belonging to Promoters & their friends and family members as detailed in the below schedule along with Cash Collateral of Rs. 8.50 Cr & Pledge of 30% Paid up shares of the Company held by the promoters	On demand DP Margins : Paid Stock-25% Debtors - 100%	6 Months MCLR + 0.95% With Monthly Reset (On the date of Sanction 6 Month MCLR is 6.95%) Currently ROI is 7.90% PA In Case of SLC, ROI is (Effective ROI on CC + 1%)
2	Canara Bank (CC)	Hypothecation of stocks, other current assets of the company on Paripassu 1st Charge Basis	1. Fixed assets of all showrooms and Intangible assets on Paripassu II Charge basis. 2. For Term Loan and WC Limits together, the company offered Collateral security as detailed below	On demand DP Margins : Paid Stock-25% Debtors - 100%	1 Year MCLR+4.5% [On the date of Sanction 1 year MCLR is 8.60%]
3	HDFC Bank (CC)	Pari Passu 1st Charge on stocks, Book Debts	Fixed Deposit of Rs. 7.50 Cr	On demand DP Margins : Paid Stock-25% (Less than 180 Days) Debtors - 100%	1 Year MCLR + 1.25% [On the date of Sanction 1 year MCLR is 7.25%] Currently ROI is 8.50% PA

(c) Personal Guarantees of the following persons:

Sl. No	Particulars	Offered to
1	Sri Chalavadi Naga Kanaka Durga Prasad S/o C. Krishna Murthy	State Bank of India , Canara Bank, HDFC Bank
2	Sri Annam Kalyan Srinivas S/o A Chandra Sekhar	State Bank of India , Canara Bank, HDFC Bank
3	Sri Chalavadi DK Durga Rao S/o C Krishna Murthy	State Bank of India , Canara Bank, HDFC Bank
4	Sri Annam Venkata Rajesh S/o A Chandra Sekhar	State Bank of India
5	Sri Annam Subhash Chandra Mohan S/o A, Chandra Sekhar	State Bank of India
6	Sri S Mohan Rao, S/o Venkateswarlu	State Bank of India
7	Smt S Swarnalatha W/O S Mohan Rao	State Bank of India
8	Smt T R Saroja D/o Late T S Ramaiah	State Bank of India
9	Smt M R Sowmya W/O Girija Shanker	State Bank of India
	Corporate Guarantor	
1	Varamahalakshmi Holdings Pvt. Ltd.	State Bank of India

(d) Schedule of Collateral property

Sl. No	Type	Belonging To	Address	Offered to	Others
1	Residential Plot (Admeasuring 332.00 Sq.Yds)	Subhash Chandra Mohan. Annam	Plot No.6p, in Sy. No. 87 & 90 T.S. No. 13 & 14, Shaikpet village & mandal, Hyderabad.	State Bank of India	Title deed No. 2280/2007 Dated 26.06.2007
2	Two Plots of Open Lands (Admeasuring 400.00 Sq.Yds (200.00 Sq.Yds Each))	Ch.N.K.D.Prasad (MD)	D. No. 40-1/1-14e, NTS Nos. 42 & 43, Rev. Ward No.11, Block No.2, Adj. to SVR Neuro Hospital, Mogalrajapuram, Vijayawada	State Bank of India	Title deed No. 3191, 3192 Dated 09 and 10.08.2000

NOTES TO FINANCIAL INFORMATION

(All amounts are in INR million, except otherwise stated)

Note No. 41 (Contd..)

Sl. No	Type	Belonging To	Address	Offered to	Others
3	Open Plot (Admeasuring Ac 4.10 Gts)	Mrs. T.R. Saroja	Sy. No. 168, New No. 168/1, Kannurahalli village, Kasaba Hobli, Hoskote Taluk, Bangalore.	State Bank of India	Out of which Land Converted vide ALN(H) SR80/88-89 of 4.1.1988 By DC Bangalore to an extent of 2 Acres only for Brick Factory
4	Land and Building (Admeasuring 311.11 Sq.Yds)	S.Mohan Rao S/o S.Vemkateswarlu and Smt. S.Swarnalatha w/o S.Mohan Rao	H no. 222/MIG/1, (M.C.K no. 15-24-222) KPHB Colony, Phase I & II, Ward No.15, Block No.24, Kuakatpally village & Municipality, Balanagar Mandal, RR District (AP).	State Bank of India	Being a Cellar + G + 4 Floors commercial Building totally admeasuring 9610 sft. And other civil works there on.
5	Open Land (Admeasuring Ac 4.30 Gts)	Smt. M.R.Soumya	In Sy. No. 105/2A1, Bannikoppa Village, Bidadi Hobli, Ramanagar, Bangalore.	State Bank of India	Sale Deed No. 3540/2006
6	Commercial Plot Admeasuring 2893 Sq Yards	Varamahalakshmi Holdings Pvt. Ltd.	Sy no. 8-5-255/1 (7, 7/1, 8 to 12), Diamond Colony, Saroor Nagar, Ranga Reddy, Telangana	State Bank of India	
7	Cash Collateral of 8.50 Crores	Existing 2.40 Cr and Addl 6.10 Cr		State Bank of India	
8	30% Pledge of paid up Shares of the company held by the Promoters and Promoter Group			State Bank of India	
9	Open Plot (Admeasuring 540 Sq Yards)	Sai Readymades	Plot no. OS-2, Ramky Pearls in Sy no.143,144,145,146,147,149 ,150,151,152,153,154,155 & 156, Kukatpalli, Medchal-Malkajgiri Dist., Hyd.,TG	CANARA Bank	Market Value of Rs. 4.70 Cr CANARA Bank accepted as collateral for Rs. 4.00 Cr (85% of M.V) By MODT
10	Open Plot (Admeasuring 540 Sq Yards)	Sai Readymades	Plot no. OS-13, Ramky Pearls in Sy no.143,144,145,146,147,149 ,150,151,152,153,154,155 & 156, Kukatpalli, Medchal-Malkajgiri Dist., Hyd.,TG	CANARA Bank	Market Value of Rs. 4.70 Cr CANARA Bank accepted as collateral for Rs. 4.00 Cr (85% of M.V) By MODT
11	Term Deposit of Rs. 2.12 Cr.			CANARA Bank	By Pledge
12	Pledged 17.50 Lacs equity shares worth Rs. 1.75 crores held by the promoters and Promoter Group			CANARA Bank	By Pledge

* As per the terms of Sanction relating to replacement of cash collateral with the EM of immovable property, the company has identified two property having Market Value of Rs. 9.40 Cr during the FY 19-20. The CANARA Bank accepted them at 85% of its market value as a collateral security (i.e for an amount of Rs. 8 Cr.). The term deposit of Rs. 2.12 Cr is continuing as cash collateral out of Rs. 10 Cr which was given as cash collateral at the time of last sanction.

(e) Nature of Security and terms of repayment for vehicle loans from banks:

Sl. No	Lender	Primary Security	Terms of Payment	Int. Rate
1	HDFC Vehicle Loan - 59724332	Tata Tiago	Repayable in 36 monthly instalments of Rs.16,337/- each commencing from 07 Sep'18	9.50%
2	HDFC Vehicle Loan - 96977239	BMW	Repayable in 60 monthly instalments of Rs.2,38,130/- each commencing from Jan'2020.	8.50%
3	HDFC Vehicle Loan - 112686183	Vellfire	Repayable in 60 monthly instalments of Rs.1,93,309/- each commencing from Oct'2020.	7.75%

NOTES TO FINANCIAL INFORMATION

(All amounts are in INR million, except otherwise stated)

Note No. 41 (Contd..)

Sl. No	Lender	Primary Security	Terms of Payment	Int. Rate
4	Yes Bank Vehicle Loan - 396709	Jaguar F Pace	Repayable in 36 monthly instalments of Rs.1,45,457/- each commencing from 15 Sep'18	8.79%
5	Toyota FSIL Vehicle Loan-Innova - NHYD1076175	Innova	Repayable in 60 monthly instalments of Rs.41,406/- each commencing from 20Jul'16	9.25%
6	Toyota FSIL Vehicle Loan - NHYD1077164	Innova	Repayable in 60 monthly instalments of Rs.41,406/- each commencing from 02Aug'16	9.25%
7	Toyota FSIL Vehicle Loan - NHYD1082159	Innova	Repayable in 60 monthly instalments of Rs.41,406/- each commencing from 20Sep'16	9.25%
8	Toyota FSIL Vehicle Loan - NHYD1184355	Vellfire	Repayable in 60 monthly instalments of Rs.1,89,910/- each commencing from Apr'2020.	8.31%
9	Kotak Mahindra Bank Vehicle Loan - 12806897	Benz	Repayable in 60 monthly instalments of Rs.1,28,380/- each commencing from 05May'16	9.38%
10	Kotak Mahindra Bank Vehicle Loan - 12806991	Volvo	Repayable in 60 monthly instalments of Rs.90,515/- each commencing from 05May'16.	9.39%
11	Kotak Mahindra Bank Vehicle Loan - 13265958	Land Rover	Repayable in 60 monthly instalments of Rs.1,10,607/- each commencing from 05Sep'16.	9.13%
12	Canara Bank Vehicle Loan - 4929603000020	Hyundai Creta	Repayable in 74 monthly instalments of Rs. 24,967/- each commencing from Sep'2020.	8.35%
13	Canara Bank Vehicle Loan - 4929603000022	Skoda	Repayable in 78 monthly instalments of Rs. 51,934/- each commencing from Sep'2020.	7.90%
14	Canara Bank Vehicle Loan - 4929603000024	Innova	Repayable in 81 monthly instalments of Rs. 33,205/- each commencing from Sep'2020.	7.50%
15	Daimler Financial Services India Private Ltd Vehicle Loan - 10139378	Benz	Repayable in 60 monthly instalments of Rs.1,54,888/- each commencing from Dec'2019.	7.66%

For the year ended March 31, 2020

1.0 Nature of Security and terms of repayment for term loans from banks:

Sl. No	Lender	Primary Security	Collateral Security	Terms of Payment	Int. Rate
1	SBI Term Loan- 31466177740 (Wind Mill)	1st charge on fixed assets of the company both present and future.	1. Equitable Mortgage of 6 properties belonging to Promoters & their friends and family members as specified in the below schedule.	It is repayable in 36 Instalments starting from Jul-2011 till Apr-20 as follows_ROI @ 13.5%(At the time of Sanction) But currently it is @ 10.80%: 2011-12_13L PQ, 2012-13_13L PQ, 2013-14_15L PQ, 2014-15_17L PQ, 2015-16_20L PQ, 2016-17_23L PQ, 2017-18_26L PQ, 2018-19_30L PQ, 2019-20_35L PQ, 2020-21_29L PQ.	1 year MCLR + 2.25% (On the date of Sanction 1 Year MCLR is 7.85%)
2	SBI Corporate Loan - 37599016822	1st charge on fixed assets of the company both present and future.	1. Equitable Mortgage of 6 properties belonging to Promoters & their friends and family members as specified in the below schedule.	Repayable in 20 Quarterly instalments 1.50 Cr each. (From 31-Dec-18 to 30-Sep-23) ROI @ 13.1%(at the time of Sanction) but currently it is 10.80%.	1 year MCLR + 2.25% (On the date of Sanction 1 Year MCLR is 7.85%)

NOTES TO FINANCIAL INFORMATION

(All amounts are in INR million, except otherwise stated)

Note No. 41 (Contd..)

Sl. No	Lender	Primary Security	Collateral Security	Terms of Payment	Int. Rate
3	Canara Bank Term Loan - 4929773000015	1. Showcases, Furniture and Fixtures and other fixed assets of 8 showrooms - Exclusive First charge by way of hypothecation 2. Intangibles (Brand Value) - Paripassu I charge by way of assignment	1. Fixed assets of all showrooms and Intangible assets on Paripassu II Charge basis. 2. For Term Loan and WC Limits together, the company offered Collateral security as detailed below	Repayable in 20 Quarterly instalments 1.10 Cr each. (From 30-Jun-19 to 31-Mar-24) ROI @ 13.95% p.a	1 year MCLR + 4.50% + 0.85% (TP) (On the date of Sanction 1 Year MCLR is 8.60%)

1.1 Nature of Security and terms of repayment for working capital limits from banks:

Sl. No	Lender	Primary Security	Collateral Security	Terms of Payment	Int. Rate
1	State Bank of India (CC and SLC)	Hypothecation of stocks, receivables and other current assets of the company on 1st Charge Basis	1. Equitable Mortgage of 6 properties belonging to Promoters & their friends and family members and Pledge of Shares as specified in the below schedule apart from the cash collateral in the name of the promoter / company as detailed below	On demand DP Margins : Paid Stock-25% Debtors - 100%	1 Year MCLR+0.95% In Case of SLC/Adhoc: 1% over the ROI on CC [On the date of Sanction 1 year MCLR is 7.85%]
2	Canara Bank (CC)	Hypothecation of stocks, other current assets of the company on Paripassu 1st Charge Basis	1. Fixed assets of all showrooms and Intangible assets on Paripassu II Charge basis. 2. For Term Loan and WC Limits together, the company offered Collateral security as detailed below	On demand DP Margins : Paid Stock-25% Debtors - 100%	1 Year MCLR+4.5% [On the date of Sanction 1 year MCLR is 8.60%]

1.2 Schedule of Collateral property

Sl. No	Type	Belonging To	Address	Offered to	Others
1	Open Land (Site) (Admeasuring 332.00 Sq.Yds)	A.Subhash Chandra Mohan	Plot No.6, in Sy. No. 87 & 90 T.S. No.13 & 14, Shaikpet village & mandal, Hyderabad.	State Bank of India	Title deed No. 2280/2007 Dated 26.06.2007
2	Two Open Lands (Admeasuring 400.00 Sq.Yds (200.00 Sq.Yds Each))	Ch.N.K.D.Prasad (MD)	D. No. 40-1/1-14e, NTS Nos. 42 & 43, Rev. Ward No.11, Block No.2, Adj. to SVR Neuro Hospital, Mogalrajapuram, Vijayawada	State Bank of India	Title deed No. 3191, 3192 Dated 09 and 10.08.2000
3	Open Plot (Admeasuring Ac 4.10 Gts)	Mrs. T.R. Saroja	Sy. No. 168, New No. 168/1, Kannurahalli village, Kasaba Hobli, Hoskote, Taluk Bangalore.	State Bank of India	Out of which Land Converted vide ALN(H)SR80/88-89 of 4.1.1988 By DC Bangalore to an extent of 2 Acres only for Brick Factory
4	Land and Building (Admeasuring 311.11 Sq.Yds)	S.Mohan Rao S/o S.Vemkateswvarlu and Smt. S.Swarnalatha w/o S.Mohan Rao	Kukatpally Housing board Colony, Phase I & II, Ward No.15, Block No.24, Kuakatpally village & Municipality, Balanagar Mandal, RR District (AP).	State Bank of India	Being a Cellar + G + 4 Floors commercial Building totally admeasuring 9610 sft. And other civil works there on.
5	Open Land (Admeasuring Ac 4.30 Gts)	Smt.M.R.Soumya	In Sy. No. 105/2A1, Bannikuppa Village, Bidadi Hobli, Ramanagar, Bangalore.	State Bank of India	Sale Deed No. 3540/2006

NOTES TO FINANCIAL INFORMATION

(All amounts are in INR million, except otherwise stated)

Note No. 41 (Contd..)

Sl. No	Type	Belonging To	Address	Offered to	Others
6	Commercial Plot Admeasuring 2893 Sq Yards	Varamahalakshmi Holdings Pvt. Ltd.	Sy no. 8-5-255/1 (7,7/1,8 to 12), Diamond Colony, Saroor Nagar, Ranga Reddy, Telangana	State Bank of India	
7	Cash Collateral of 8.50 Crores	Existing 2.40 Cr and Addl 6.10 Cr		State Bank of India	
8	30% Pledge of paid up Shares of the company held by Promoters (Now Stipulated)			State Bank of India	
9	Open Plot (Admeasuring 540 Sq Yards)	Sai Readymades	Plot no. OS-2, Ramky Pearls in Sy no.143,144,145,146,147,149, 150,151,152,153,154,155 & 156, Kukatpalli, Medchal-Malkajiri Dist., Hyd.,TG	CANARA Bank	Market Value of Rs. 4.70 Cr CANARA Bank accepted as collateral for Rs. 4.00 Cr (85% of M.V) By MODT
10	Open Plot (Admeasuring 540 Sq Yards)	Sai Readymades	Plot no. OS-13, Ramky Pearls in Sy no.143,144,145,146,147,149, 150,151,152,153,154,155 & 156, Kukatpalli, Medchal-Malkajiri Dist., Hyd.,TG	CANARA Bank	Market Value of Rs. 4.70 Cr CANARA Bank accepted as collateral for Rs. 4.00 Cr (85% of M.V) By MODT
11	Term Deposit of Rs. 2.12 Cr.			CANARA Bank	By Pledge
12	Pledged 1.75 crore equity shares worth Rs. 17.50 crores held by the promoters			CANARA Bank	By Pledge

* As per the terms of Sanction relating to replacement of cash collateral with the EM of immovable property, the company has identified two property having Market Value of Rs. 9.40 Cr during the FY 19-20. The CANARA Bank accepted them at 85% of its market value as a collateral security (i.e for an amount of Rs. 8 Cr.). The term deposit of Rs. 2.12 Cr is continuing as cash collateral out of Rs. 10 Cr which was given as cash collateral at the time of last sanction.

1.3 Personal Guarantees of the following persons:

Sl. No	Particulars	Offered to
1	Sri Chalavadi Naga Kanaka Durga Prasad S/o C. Krishna Murthy	State Bank of India , Canara Bank
2	Sri Annam Kalyan Srinivas S/o A Chandra Sekhar	State Bank of India , Canara Bank
3	Sri Annam Subhash Chandra Mohan S/o A, Chandra Sekhar	State Bank of India
4	Sri Chalavadi DK Durga Rao S/o C Krishna Murthy	State Bank of India , Canara Bank
5	Sri Annam Venkata Rajesh S/o A Chandra Sekhar	State Bank of India
6	Sri S Mohan Rao, S/o Venkateswarlu	State Bank of India
7	Smt S Swarnalatha W/O S Mohan Rao	State Bank of India
8	Smt T R Saroja D/o Late T S Ramaiah	State Bank of India
9	Smt M R Sowmya W/O Girija Shanker	State Bank of India
Corporate Guarantor		
1	Varamahalakshmi Holdings Pvt. Ltd.	State Bank of India

1.4 Nature of Security and terms of repayment for vehicle loans from banks:

Sl. No	Lender	Primary Security	Terms of Payment	Int. Rate
1	HDFC Commercial vehicle Loan - 47771368	Ultra Light Commercial vehicle - Mahindra Bolero	Repayable in 36 monthly instalments of Rs.20,913/- each commencing from 15 Jun'17	8.75%
2	HDFC Commercial vehicle Loan - 47769475	Ultra Light Commercial vehicle - Mahindra Bolero	Repayable in 36 monthly instalments of Rs.20,913/- each commencing from 15 Jun'17	8.75%

NOTES TO FINANCIAL INFORMATION

(All amounts are in INR million, except otherwise stated)

Note No. 41 (Contd..)

Sl. No	Lender	Primary Security	Terms of Payment	Int. Rate
3	HDFC Auto Loan - 597243332	Tata Tiago	Repayable in 36 monthly instalments of Rs.16,337/- each commencing from 07 Sep'18	9.50%
4	Yes Bank Loan - 396709	Jaguar F Pace	Repayable in 36 monthly instalments of Rs.1,45,457/- each commencing from 15 Sep'18	8.79%
5	Toyota FSIL Vehicle Loan-Innova-NHYD1076175	Innova	Repayable in 60 monthly instalments of Rs.41,406/- each commencing from 20Jul'16	9.25%
6	Toyota FSIL Vehicle Loan-Innova-NHYD1077164	Innova	Repayable in 60 monthly instalments of Rs.41,406/- each commencing from 02Aug'16	9.25%
7	Toyota FSIL Vehicle Loan-Innova-NHYD1082159	Innova	Repayable in 60 monthly instalments of Rs.41,406/- each commencing from 20Sep'16	9.25%
8	Kotak Mahindra Vehicle Loan - Benz - Cf12806897	Benz	Repayable in 60 monthly instalments of Rs.1,28,380/- each commencing from 05May'16	9.38%
9	Kotak Mahindra Vehicle Loan - Jaguar Cf-13123058	Jaguar	Repayable in 60 monthly instalments of Rs.98,270/- each commencing from 01Aug'16.	8.98%
10	Kotak Mahindra Vehicle Loan - Volvo -Cf12806991	Volvo	Repayable in 60 monthly instalments of Rs.90,515/- each commencing from 05May'16.	9.39%
11	Kotak M Vehicle Loan - Land Rover - CF-13265958	Land Rover	Repayable in 60 monthly instalments of Rs.1,10,607/- each commencing from 05Sep'16.	9.13%
12	Kotak M Vehicle Loan- Benz2017-CF-14170601	Benz2017	Repayable in 36 monthly instalments of Rs.2,18,717/- each commencing from May'2017.	7.89%
13	Canara Bank-Creta Car Vehicle Loan - 4929603000020	Hyundai Creta	Repayable in 84 monthly instalments of Rs.24,895/- each commencing from May'2019.	9.15%
14	Canara Bank-MG Car Vehicle Loan - 4929603000023	MG	Repayable in 84 monthly instalments of Rs.26,939/- each commencing from Nov'2019.	8.65%
15	Canara Bank-Skoda Car Vehicle Loan - 4929603000022	Skoda	Repayable in 84 monthly instalments of Rs.52,927/- each commencing from Oct'2019.	8.90%
16	Canara Bank-Innova Crysta Vehicle Loan - 4929603000024	Innova	Repayable in 84 monthly instalments of Rs.34,370/- each commencing from Jan'2020.	8.65%
17	HDFC Bank-BMW Vehicle Loan - 96977239	BMW	Repayable in 60 monthly instalments of Rs.2,38,130/- each commencing from Jan'2020.	8.50%
18	Daimler Financial Services India Private Ltd - Benz Car Vehicle Loan_10139378	Benz	Repayable in 60 monthly instalments of Rs.1,54,888/- each commencing from Dec'2019.	7.66%
19	Toyota FSIL-Toyota Vellfire Vehicle Loan--NHYD1184355	Vellfire	Repayable in 60 monthly instalments of Rs.1,89,910/- each commencing from Apr'2020.	8.31%

Note No. 42

Reconciliation between the income tax expense and amounts computed by applying the Indian statutory income tax rate to profit before taxes is as follows:

Particulars	Year ended Mar 31, 2022	Year ended Mar 31, 2021	Year ended Mar 31, 2020
Profit before tax-A	772.86	73.07	533.77
Tax rate - B	25.17%	25.17%	25.17%
Income tax expense - A*B	194.51	18.39	134.34
Tax effect of depreciation in determining taxable profit	(7.99)	(14.21)	(32.09)
Tax effect of expenses other than depreciation that are not deductible in determining taxable profit	26.79	14.61	20.08
Adjustments recognised in the current year in relation to prior years	0.34	0.01	-
Effect of Deferred Tax (refer note 20)	(17.66)	2.95	(9.52)
Income tax expense recognised in profit or loss	195.99	21.76	112.81

NOTES TO FINANCIAL INFORMATION

(All amounts are in INR million, except otherwise stated)

Note No. 43

Employee benefits

(a) Salaries and Wages

Compensatory absence which accrue to the employees which are expected to be availed or encashed within twelve months after the end of the period in which the employees render the related service are short-term in nature. These compensatory absences require measurement on an actual basis and not on actuarial basis.

As per the leave policy of the company, the compensatory absences are paid within the next month from the date they are due and there is no accrual benefit that needs to be accounted as per Ind AS 19. They are processed along with monthly payroll.

(b) Defined contribution plan

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. Expenses recognized against defined contribution plans:

Particulars	Year ended Mar 31, 2022	Year ended Mar 31, 2021	Year ended Mar 31, 2020
Contribution to Provident Fund & ESI	6.03	4.28	7.33

(c) 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 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. The company has obtained actuarial report from Mr. I. Sambasiva Rao (Membership No. 158 of Fellow of Institute of Actuaries of India) under Ind AS 19 for March 31, 2022 vide report dated April 13, 2022 and for March 31, 2021 and March 31, 2020 as a single report vide report dated November 18, 2021.

(d) Other disclosures of defined benefit plans as required under Ind AS-19 are as under:

Particulars	Year ended Mar 31, 2022	Year ended Mar 31, 2021	Year ended Mar 31, 2020
Service Cost	4.24	3.24	3.59
Interest Cost	1.50	1.39	1.22
Components of defined benefit costs recognised in statement of profit or loss - (A)	5.74	4.62	4.81
Actuarial (gain) / loss on plan obligations	0.22	(3.39)	(0.23)
Difference between actual return and interest income on plan assets - (gain) /loss	-	-	-
Components of defined benefit costs recognised in other comprehensive income - (B)	0.22	(3.39)	(0.23)
Total (A+B)	5.96	1.24	4.58

(e) The amount included in the balance sheet arising from the entity's obligation in respect of defined benefit plan is as follows:

Particulars	Year ended Mar 31, 2022	Year ended Mar 31, 2021	Year ended Mar 31, 2020
Present value of defined benefit obligation	27.71	21.75	20.51
Less: Fair value of plan assets	-	-	-
Net liability recognised in the balance sheet	27.71	21.75	20.51
Current portion of the above (refer note 25)	2.49	1.89	1.77
Non-current portion of the above (refer note 19)	25.22	19.86	18.74

NOTES TO FINANCIAL INFORMATION

(All amounts are in INR million, except otherwise stated)

Note No. 43 (Contd..)

(f) Movement in the present value of the defined benefit obligation are as follows:

Particulars	Year ended Mar 31, 2022	Year ended Mar 31, 2021	Year ended Mar 31, 2020
Present value of defined benefit obligation at the beginning of the year	21.75	20.51	15.94
Expenses Recognised in statement of Profit & Loss			
Service cost	4.24	3.24	3.59
Interest cost	1.50	1.39	1.22
Expenses Recognised in statement of OCI			
Actuarial (gain)/loss	0.22	(3.39)	(0.23)
Benefits paid by the company			
Present value of the defined benefit obligation at the end of year	27.71	21.75	20.51

(g) Sensitivity analysis

Particulars	Year ended Mar 31, 2022	Year ended Mar 31, 2021	Year ended Mar 31, 2020
Present value of the defined benefit obligation at the end of year	27.71	21.75	20.51
Impact of the change in the discount rate			
Impact due to increase of 1.00%	25.58	20.03	18.83
Impact due to decrease of 1.00%	30.17	23.73	22.46
Impact of the change in the withdrawal rate			
Impact due to increase of 1.00%	28.35	22.17	20.89
Impact due to decrease of 1.00%	26.98	21.27	20.08
Impact of the change in the salary			
Impact due to increase of 1.00%	29.88	23.54	22.27
Impact due to decrease of 1.00%	25.82	20.16	18.95

(h) Maturity profile - Expected Future Cash flows (Undiscounted)

Particulars	As at Mar 31, 2022	As at Mar 31, 2021	As at Mar 31, 2020
0 to 1 year	2.49	1.89	1.77
1 to 2 year	2.19	1.48	1.34
2 to 3 year	2.09	1.73	1.41
3 to 4 year	2.13	1.65	1.62
4 to 5 year	2.11	1.59	1.58
5 year onwards	14.62	12.04	10.29

(i) Actuarial assumptions

Particulars	Year ended Mar 31, 2022	Year ended Mar 31, 2021	Year ended Mar 31, 2020
Discount rate	7.34%	6.92%	6.76%
Salary escalation	4.00%	4.00%	4.00%
Withdrawal rate	5.00%	5.00%	5.00%
Method used			

(j) The Indian Parliament has approved the Code on Social Security 2020, which would impact Employees Provident Fund and Miscellaneous Provisions Act, 1952 and the Payment of Gratuity Act, 1972, etc. The effective date from which the changes are applicable is yet to be notified and the final rules are yet to be framed. The impact of the changes, will be assessed and recognized post notification of the relevant provision and related rules are published.

NOTES TO FINANCIAL INFORMATION

(All amounts are in INR million, except otherwise stated)

Note No. 44

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 31 March 2022, 2021 and 2020 the revenue from transactions with a single external customer did not amount to 10 percent or more of the Company's revenues from the external customers.

Note No. 45

Related Party Disclosures

a) List of related parties

Index No	Nature of relationship	Name of the related party
1	Key Managerial Personnel (KMP)	(a) Naga Kanaka Durga Prasad Chalavadi (b) Kalyana Srinivas Annam (c) Doondeswara Kanaka Durga Rao Chalavadi (d) Rama Krishna Oruganti - CFO Till March 01, 2022 (e) Jonnada Vaghira Kumari (f) Alla Lakshmi Sowjanya (g) Koti Bhaskara Teja Matte (h) Naveen Nandigam (i) Sirisha Chintapalli (j) Laxminivas Jaju (k) Konduri V L N Sarma - CFO From March 01, 2022
2	Relative of KMP	(a) Jhansi Rani Chalavadi (b) Venkata Rajesh Annam (c) Sowjanya Annam (d) Suchitra Annam (e) Mohana Durga Rao Chalavadi (f) Supriya Padarthy (g) Bhavani Annam (h) Lavanya Mankal (i) Krishna Murty Chalavadi (j) Devamani Venkata Kanaka Hanisha Chalavadi (k) Balaji Bharadwaj Rachamadugu
3	Enterprises over which director is having significant influence	(a) Sai Readymades (b) Sai Retail India Limited (c) SSS Marketing (d) Sai Swarnamandir Jewellers Pvt Ltd (e) Sumaja Creations (f) K Factory (g) Kalamandir Foundation (h) Kalamandir International Pvt Ltd (i) Varamahalakshmi Holdings Pvt Ltd. (j) Soul of Pluto Tech LLP

NOTES TO FINANCIAL INFORMATION

(All amounts are in INR million, except otherwise stated)

Note No. 45 (Contd..)

(b) Transactions with related parties are set out in the table below

Particulars	For the period ended Mar 31, 2022	For the period ended Mar 31, 2021	For the period ended Mar 31, 2020
(i) Purchases			
(a) Sai Retail India Limited	8,416.90	4,421.87	8,689.48
(ii) Rent (Expense)			
(a) Sai Retail India Limited	3.16	2.45	1.10
(b) Varamahalakshmi Holdings Pvt Ltd.	1.02	1.02	1.02
(c) Naga Kanaka Durga Prasad Chalavadi	1.85	0.59	0.72
(d) Jhansi Rani Chalavadi	0.50	0.34	0.48
(iii) Other Income - Rent			
(a) Sai Retail India Limited	0.12	0.12	0.12
(b) Soul of Pluto Tech LLP	1.31	1.20	1.40
(iv) Salary / Remuneration			
(a) Naga Kanaka Durga Prasad Chalavadi	24.37	8.81	11.94
(b) Jhansi Rani Chalavadi	5.64	2.64	3.58
(c) Kalyana Srinivas Annam	10.49	4.40	5.97
(d) Doondeswara Kanaka Durga Rao Chalavadi	3.60	2.97	3.88
(e) Venkata Rajesh Annam	5.43	2.87	3.88
(f) Sowjanya Annam	1.49	0.79	1.07
(g) Suchitra Annam	1.39	0.79	1.07
(h) Mohana Durga Rao Chalavadi	3.80	2.87	3.88
(i) Supriya Padarthy	1.00	0.82	1.07
(j) Bhavani Annam	1.38	0.79	1.07
(k) Lavanya Mankal	1.05	0.79	1.07
(l) Devamani Venkata Kanaka Durga Hanisha Chalavadi	1.17	1.09	1.19
(m) Balaji Bharadwaj Rachamadugu	3.63	2.17	2.39
(n) Rama Krishna Oruganti	0.69	0.36	0.88
(o) Konduri V L N Sarma	0.45	-	-
(p) Koti Bhaskara Teja Matte	0.82	0.48	0.71
(q) Annam Subhash	1.48	-	-
(v) Rent expenses - Commission			
(a) SSS Marketing	2.00	1.80	1.80
(vi) Business Promotion Expenses - Advertisement			
(a) Sumaja Creations	103.48	21.46	207.02
(vii) Professional charges - Software Consultation / Maintenance (Exp)			
(a) Soul of Pluto Tech LLP	33.00	22.20	22.20
(viii) Other Expenses - Sitting fees			
(a) Naveen Nandigam	0.06	0.06	0.06
(b) Sirisha Chintapalli	0.06	0.06	0.06
(c) Laxminivas Jaju	0.06	0.06	0.06
(ix) CSR Expenditure			
(a) Kalamandir Foundation	8.18	0.68	10.08
(x) Other Income			
Sumaja Creations	-	-	1.80
Soul of Pluto Tech LLP	-	-	6.00
(x) Repayment of loan and deposit			
(a) Naga Kanaka Durga Prasad Chalavadi	2.41	-	-
(b) Krishna Murthy Chalavadi	0.01	-	-

NOTES TO FINANCIAL INFORMATION

(All amounts are in INR million, except otherwise stated)

Note No. 45 (Contd..)

c. Related party balances: (Payable)/Receivable

Particulars	As at Mar 31, 2022	As at Mar 31, 2021	As at Mar 31, 2020	As at Apr 01, 2019
(a) Sai Retail India Limited				
- Trade Payables	(1,276.43)	(1,061.53)	-	-
- Other Non Current Financial Assets	0.90	0.90	-	-
- Advance to Suppliers	-	-	-	22.35
	(1,275.53)	(1,060.63)	-	22.35
(b) SSS Marketing				
- Other Current Financial Liabilities	(0.82)	(0.45)	(0.08)	0.37
- Other Non Current Financial Assets	1.20	1.20	1.20	1.20
	0.38	0.75	1.12	1.57
(c) Sumaja Creations - Other Current Financial Liabilities	(40.23)	(6.30)	(123.38)	(117.58)
(d) K Factory - Trade Payables	-	(0.48)	(0.48)	(0.48)
(e) Soul of Pluto Tech LLP				
- Other Current Financial Liabilities	(5.08)	8.27	3.99	(2.68)
- Other Non Current Financial Liabilities	(0.60)	(0.60)	(0.60)	-
	(5.68)	7.67	3.39	(2.68)
(f) Varamahalakshmi Holdings Pvt Ltd. - Other Current Financial Liabilities	0.01	0.64	(0.72)	(1.01)
(g) Naga Kanaka Durga Prasad Chalavadi				
- Other Current Financial Liabilities	(3.53)	(1.47)	(1.76)	(2.32)
- Other Non Current Financial Assets	1.10	0.60	0.36	0.36
- Financial Liabilities Current Borrowings	-	(1.87)	(21.87)	(21.87)
	(2.43)	(2.74)	(23.27)	(23.84)
(h) Jhansi Rani Chalavadi				
- Other Current Financial Liabilities	(0.58)	(0.23)	(0.14)	(0.27)
- Other Non Current Financial Assets	0.24	0.24	0.24	0.24
	(0.34)	0.01	0.10	(0.03)
Other Current Financial Liabilities				
(i) Kalyana Srinivas Annam	(1.17)	(0.30)	(0.32)	(0.33)
(j) Doondeswara Kanaka Durga Rao Chalavadi	(0.26)	(0.24)	(0.20)	(0.32)
(k) Annam Subhash	(0.61)	-	-	-
(l) Venkata Rajesh Annam	(0.40)	(0.20)	(0.22)	(0.25)
(m) Sowjanya Annam	(0.27)	(0.06)	(0.07)	(0.08)
(n) Suchitra Annam	(0.14)	(0.07)	(0.07)	(0.09)
(o) Mohana Durga Rao Chalavadi	(0.23)	(0.20)	(0.25)	(0.28)
(p) Supriya Padarthy	(0.09)	(0.09)	(0.08)	(0.09)
(q) Bhavani Annam	(0.13)	(0.08)	(0.07)	(0.08)
(r) Lavanya Mankal	(0.12)	(0.13)	(0.12)	(0.13)
(s) Krishna Murty Chalavadi	-	(0.01)	(0.01)	(0.01)
(t) Devamani Venkata Kanaka Durga Hanisha Chalavadi	(0.09)	(0.10)	(0.09)	(0.09)
(u) Balaji Bharadwaj Rachamadugu	(0.37)	(0.11)	(0.19)	(0.16)
(v) Ramakrishna Oruganti	(0.03)	(0.06)	(0.04)	(0.07)
(w) Konduri V L N Sarma	(0.31)	-	-	-
(x) Koti Bhaskara Teja Matte	(0.07)	(0.06)	(0.05)	(0.07)
(y) Naveen Nandigam	-	(0.06)	(0.05)	(0.11)
(z) Sirisha Chintapalli	-	(0.06)	(0.05)	-
(aa) Laxminivas Jaju	-	(0.06)	(0.16)	-
(ab) Jinesh Kumar Sankhala	-	-	-	(0.14)
(ac) Vanitha Nagulavari	-	-	-	(0.11)

NOTES TO FINANCIAL INFORMATION

(All amounts are in INR million, except otherwise stated)

Note No. 46

Capital and Financial risk management objectives and policies

(a) Risk management framework

Company is being driven by the market forces, its businesses are subject to several risks and uncertainties including financial risks. The Company's documented risk management policies act as an effective tool in mitigating the various financial risks to which the business is exposed to, in the course of their daily operations.

The risk management policies cover areas around all identified business risks including commodity price risk, foreign exchange risk etc., Risks are identified through a formal risk management programme with active involvement of senior management personnel and business managers. The Company has in place risk management processes in line with the Company's policy. Each significant risk has an owner, who coordinates the risk management process.

The risk management framework aims to:

- Better understand our risk profile;
- Understand and better manage the uncertainties which impact our performance;
- Contribute to safeguarding Company value and interest of various stakeholders;
- Ensure that sound business opportunities are identified and pursued without exposing the business to an unacceptable level of risk;
- Improve compliance with good corporate governance guidelines and practices as well as laws & regulations; and
- Improve financial returns

Treasury management

The Company's treasury function provides services to the business, co-ordinates access to domestic and international financial markets, monitors and manages the financial risks relating to the operations of the Company through internal risk reports which analyse exposures by degree and magnitude of risks. These risks include market risk (including currency risk, fair value interest rate risk and price risk), credit risk, liquidity risk and cash flow interest rate risk.

Treasury management focuses on capital protection, liquidity maintenance and yield maximization. The treasury operates as per the delegation of authority from the Board. Day-to-day treasury operations are managed by Company's finance team. Long-term fund raising including strategic treasury initiatives are handled by a Treasury team. The Company has a strong system of internal control which enables effective monitoring of adherence to Company's policies.

Financial risk

The Company's Board approved financial risk policies comprise liquidity, currency, interest rate and counterparty risk. The Company does not engage in speculative treasury activity but seeks to manage risk and optimize interest through proven financial instruments.

(i) Liquidity

The Company requires funds both for short-term operational needs as well as for long-term investment programmes mainly in growth projects. The Company generates sufficient cash flows from the current operations which together with the available cash and cash equivalents and short-term investments provide liquidity both in the short-term as well as in the long-term.

The Company has been rated by Care Ratings Ltd (CARE) for its banking facilities in line norms.

The Company remains committed to maintaining a healthy liquidity, gearing ratio, deleveraging and strengthening balance sheet. The maturity profile of the Company's financial liabilities based on the remaining period from the date of balance sheet to the contractual maturity date is given in the table below. The figures reflect the contractual undiscounted cash obligation of the Company. The Company has hypothecated its trade receivables, inventory, advances and other current assets in order to fulfil the collateral requirements for the financial facilities in place. There are no other significant terms and conditions associated with the use of collateral.

NOTES TO FINANCIAL INFORMATION

(All amounts are in INR million, except otherwise stated)

Note No. 46 (Contd..)

Maturity profile of financial liabilities

The table below provides the details regarding the remaining contractual maturities of financial liabilities at the reporting date

Particulars	Carrying value	less than 1 year	more than 1 year
Mar 31, 2022			
Lease liabilities	866.39	175.91	690.48
Borrowings	486.60	-	486.60
Other financial non-current liabilities	11.15	-	11.15
Borrowings	2,118.29	2,118.29	-
Trade payables	1,291.18	1,291.18	-
Other financial liabilities	253.07	253.07	-
Total	5,026.67	3,838.44	1,188.23
Mar 31, 2021			
Lease liabilities	620.62	153.65	466.97
Borrowings	573.56	-	573.56
Other financial non-current liabilities	5.51	-	5.51
Borrowings	1,598.69	1,598.69	-
Trade payables	1,075.99	1,075.99	-
Other financial liabilities	125.59	125.59	-
Total	3,999.96	2,953.92	1,046.04
Mar 31, 2020			
Lease liabilities	680.46	124.17	556.28
Borrowings	345.84	-	345.84
Other financial non-current liabilities	5.05	-	5.05
Borrowings	1,301.12	1,301.12	-
Trade payables	1,700.62	1,700.62	-
Other financial liabilities	332.31	332.31	-
Total	4,365.39	3,458.22	907.17
As as Apr 01, 2019			
Lease liabilities	-	-	-
Borrowings	403.61	-	403.61
Other financial non-current liabilities	1.31	-	1.31
Borrowings	1,312.34	1,312.34	-
Trade payables	1,419.95	1,419.95	-
Other financial liabilities	272.23	272.23	-
Total	3,409.45	3,004.53	404.92

(ii) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure 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 the other payables. The risks primarily relate to fluctuations in US Dollar, GBP against the functional currencies of the Company. The Company's exposure to foreign currency changes for all other currencies is not material. The Company evaluates the impact of foreign exchange rate fluctuations by assessing its exposure to exchange rate risks.

(iii) Credit risk

Credit risk is the risk that the counterparty 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. The carrying amount of trade receivables, advances, deposits, cash and bank balances, bank deposits and interest receivable on deposits represents company's maximum exposure to the credit risk. Credit risk from balances with banks is managed by the Company's treasury department in accordance with Company's policy. No other financial asset carry a significant exposure with respect to the credit risk. Bank deposits and cash balances are placed with reputable banks and deposits are with reputable government, public bodies and others.. Since company operates on business model of primarily cash and carry, credit risk from receivable perspective is insignificant.

NOTES TO FINANCIAL INFORMATION

(All amounts are in INR million, except otherwise stated)

Note No. 46 (Contd..)

(b) Capital management and Gearing Ratio

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders. The primary objective of the company's capital management is to maximise the shareholder value. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Company monitors capital using a gearing ratio, which is debt divided by total capital. The Company includes within debt, interest bearing loans and borrowings.

Particulars	As at Mar 31, 2022	As at Mar 31, 2021	As at Mar 31, 2020	As at Apr 01, 2019
Borrowings				
Non current	486.60	573.56	345.84	403.61
Current	2,118.29	1,598.69	1,301.12	1,312.34
Debt	2,604.89	2,172.24	1,646.96	1,715.95
Equity share capital	240.65	240.65	234.55	234.55
Other equity	2,765.96	2,189.26	2,080.51	1,659.37
Total capital	3,006.61	2,429.90	2,315.05	1,893.92
Gearing ratio in (Capital/Debt)	1.15	1.12	1.41	1.10

Note No. 47

Financial instrument and risk management

(a) Categories of financial instruments

The carrying value of the financial instruments by categories

Particulars	Carrying Value			
	As at Mar 31, 2022	As at Mar 31, 2021	As at Mar 31, 2020	As at Apr 01, 2019
Financial assets				
Measured at amortised cost				
Other financial non-current assets	238.02	233.91	224.24	188.37
Trade receivables	18.92	22.56	16.77	23.66
Cash and cash equivalents	86.24	43.34	180.90	250.03
Bank balances other than cash and cash equivalents	383.99	185.60	47.41	20.78
Loans	162.02	55.03	44.96	29.39
Other financial assets	3.26	1.12	0.16	3.46
Total	892.46	541.56	514.44	515.69
Financial liabilities				
Measured at amortised cost				
Lease liabilities	866.39	620.62	680.46	-
Borrowings	486.60	573.56	345.84	403.61
Other financial non-current liabilities	11.15	5.51	5.05	1.31
Borrowings	2,118.29	1,598.69	1,301.12	1,312.34
Trade payables	1,291.18	1,075.99	1,700.62	1,419.95
Other financial liabilities	253.07	125.59	332.31	272.23
Total	5,026.67	3,999.96	4,365.39	3,409.45

NOTES TO FINANCIAL INFORMATION

(All amounts are in INR million, except otherwise stated)

Note No. 47 (Contd..)

Particulars	Fair Value			
	As at Mar 31, 2022	As at Mar 31, 2021	As at Mar 31, 2020	As at Apr 01, 2019
Financial assets				
Measured at amortised cost				
Other financial non-current assets	238.02	233.91	224.24	188.37
Trade receivables	18.92	22.56	16.77	23.66
Cash and cash equivalents	86.24	43.34	180.90	250.03
Bank balances other than cash and cash equivalents	383.99	185.60	47.41	20.78
Loans	162.02	55.03	44.96	29.39
Other financial assets	3.26	1.12	0.16	3.46
Total	892.46	541.56	514.44	515.69
Financial liabilities				
Measured at amortised cost				
Lease liabilities	866.39	620.62	680.46	-
Borrowings	486.60	573.56	345.84	403.61
Other financial non-current liabilities	11.15	5.51	5.05	1.31
Borrowings	2,118.29	1,598.69	1,301.12	1,312.34
Trade payables	1,291.18	1,075.99	1,700.62	1,419.95
Other financial liabilities	253.07	125.59	332.31	272.23
Total	5,026.67	3,999.96	4,365.39	3,409.45

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:

- (i) The Company has disclosed financial instruments such as 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.
- (ii) 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.

(iii) 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

	As at Mar 31, 2022	As at Mar 31, 2021	As at Mar 31, 2020	As at Mar 31, 2019
Level 3				
Financial Assets, measured at Amortised Cost				
Other financial non-current assets	238.02	233.91	224.24	188.37
Trade receivables	18.92	22.56	16.77	23.66
Cash and cash equivalents	86.24	43.34	180.90	250.03
Bank balances other than cash and cash equivalents	383.99	185.60	47.41	20.78
Loans	162.02	55.03	44.96	29.39
Other financial assets	3.26	1.12	0.16	3.46
Total	892.46	541.56	514.44	515.69

NOTES TO FINANCIAL INFORMATION

(All amounts are in INR million, except otherwise stated)

Note No. 47 (Contd..)

	As at Mar 31, 2022	As at Mar 31, 2021	As at Mar 31, 2020	As at Mar 31, 2019
Financial liabilities				
Measured at amortised cost				
Lease liabilities	866.39	620.62	680.46	-
Borrowings	486.60	573.56	345.84	403.61
Other financial non-current liabilities	11.15	5.51	5.05	1.31
Borrowings	2,118.29	1,598.69	1,301.12	1,312.34
Trade payables	1,291.18	1,075.99	1,700.62	1,419.95
Other financial liabilities	253.07	125.59	332.31	272.23
Total	5,026.67	3,999.96	4,365.39	3,409.45

Note No. 48

Key Ratios

Particulars	As at Mar 31, 2022	As at Mar 31, 2021	Variance
a) Current Ratio:	1.38	1.36	0.90%
Current Assets	5,607.54	4,093.36	4,152.09
Current Liabilities	4,077.10	3,002.94	3,533.09
b) Debt Equity:	0.87	0.89	-3.08%
Total Debt (long-term and short-term interest bearing)	2,604.89	2,172.24	1,646.96
Shareholder's Equity	3,006.61	2,429.90	2,315.05
c) Debt Service Coverage Ratio:	3.29	2.17	51.33%
Earnings available for Debt Service	1,413.14	637.34	1,063.55
Debt Service	429.40	293.08	282.95
d) Return on Equity:	21.22%	2.16%	881.20%
Net Profits after taxes	576.87	51.31	420.96
Average Shareholder's Equity	2,718.25	2,372.48	2,104.49
e) Inventory Turnover Ratio:	2.68	1.83	46.01%
Total Sales	11,293.23	6,772.48	11,755.60
Average Inventory	4,217.00	3,692.41	3,563.10
f) Trade Receivables Turnover:	544.48	344.36	58.11%
Total Sales	11,293.23	6,772.48	11,755.60
Average Accounts Receivable	20.74	19.67	20.22
g) Trade Payables Turnover:	7.16	3.21	123.23%
Total Purchases	8,472.12	4,451.60	8,734.62
Average Trades Payable	1,183.58	1,388.30	1,560.28
h) Net Capital Turnover:	8.62	7.92	8.76%
Total Sales	11,293.23	6,772.48	11,755.60
Average Working Capital	1,310.43	854.71	673.82
i) Net Profit Ratio:	5.11%	0.76%	574.18%
Net Profit	576.87	51.31	420.96
Total Sales	11,293.23	6,772.48	11,755.60
j) Return on Capital Employed:	21.71%	8.51%	155.09%
Earning before interest and taxes	1,059.25	347.51	807.40
Capital Employed	4,879.05	4,083.13	4,104.43
k) Return on Investment*	NA	NA	NA
Net Profit	NA	NA	420.96
Shareholder's Equity	NA	NA	2,315.05

* There are no investments made by the company, as such the ratio is not applicable.

NOTES TO FINANCIAL INFORMATION

(All amounts are in INR million, except otherwise stated)

Note No. 48 (Contd..)

The following Ratios had variance of 25%;

Particulars	Remarks
Debt Service Coverage Ratio	Movement in ratio is due to improvement in EBIDTA
Return on Equity	Increase in ratio as the profit earned by the company improved during the year.
Inventory Turnover Ratio	Increase in ratio due to faster churning of inventory.
Trade Receivables Turnover	Increase in ratio because of increase in Turnover of the company
Trade Payables Turnover	Increase in ratio due to faster churning of inventory.
Net Profit Ratio	Increase in ratio as the profit earned by the company improved during the year.
Return on Capital Employed	Increase in ratio as the profit earned by the company improved during the year.

Note: With the declaration of the COVID-19 as a pandemic in mid-March 2020, the performance of the company was affected due to store closures consequent upon declaration of national lockdown by the Government. This has resulted in the sales and profit before tax being lower in the FY 2020-21. However, the performance of the company improved in the year FY 2021-22 which in turn impacted the respective ratios having a variance of more than 25%.

Note No. 49

Estimation uncertainty relating to the global health pandemic on COVID-19:

The retail industry as a whole has been adversely impacted by the spread of COVID-19. The operations of the company were impacted to certain extent owing to the complete Lock down imposed from March 22, 2020. In this crisis, our priorities are to protect the employees and their families from COVID-19, besides our customers visiting our stores and the society associated with it. The company has begun restoration of store operations from last week of May-20 and has been opening the stores, as permitted by the Government and Local/Regulatory authorities, with controlled movement, maintaining social distancing, taking appropriate hygiene measures and following the directions of regulatory authorities. The Company believes that the pandemic is not likely to impact the recoverability of the carrying value of its assets. The Company is closely monitoring the developments operations and is actively working to minimize the impact of this unprecedented situation. As the situation is continuously evolving, the eventual impact may be different from the estimates made as of the date of the balance sheet.

Note No. 50

Fraud by the employee of the company

During the year ended 31 March 2021, the management of the Company has noticed that one of the employees in the Security team had embezzled funds amounting to ₹ 0.895 millions in FY 2020-21. Full provision was made in the books. The suspected employee was primarily responsible for overseeing and safeguarding the premises.

Subsequently, the management has initiated various actions to improve controls over security guards appointment and rotation of duties etc.

Note No. 51

First Time Adoption of Ind AS

The accounting policies set out in Note 2 have been applied in preparing the financial statements for the year ended March 31, 2022 and the comparative information presented in these financial statements for the year ended March 31, 2021 and March 31, 2020 and in the preparation of opening Ind AS balance sheet at April 1, 2019 by adopting April 1, 2019 as transition date. In preparing its opening Ind AS balance sheet, the company has adjusted the amounts reported in financial statements prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act ("Previous Indian GAAP") and an explanation of how the transition from Previous Indian GAAP to Ind AS has affected the company's financial position, financial performance is presented in the form of reconciliations below.

NOTES TO FINANCIAL INFORMATION

(All amounts are in INR million, except otherwise stated)

Note No. 51 (Contd..)

Exemptions availed and mandatory exceptions

A Ind AS optional exemptions

(i) Deemed cost for Property, Plant and Equipment and Intangible assets

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the Previous Indian GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for decommissioning liabilities. This exemption can also be used for intangible assets covered by Ind AS 38 Intangible Assets.

Accordingly, the company has elected to measure all of its property, plant and equipment and intangible assets at their Previous Indian GAAP carrying value.

B Ind AS Mandatory Exceptions

(i) Estimates : An entity's estimates in accordance with Ind ASs at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with Previous Indian GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error.

Ind AS estimates as at April 1, 2019 are consistent with the estimates as at the same date made in conformity with Previous Indian GAAP.

(ii) Classification and measurement of Financial Assets

Ind AS 101 requires an entity to assess classification and measurement of financial assets on the basis of the facts and circumstances that exist at the date of transition to Ind AS. Accordingly, classification and measurement of the financial assets has been based on the facts and circumstances that exist at the date of transition to Ind AS.

(iii) Derecognition of Financial Assets and Financial Liabilities

Ind AS 101 requires an entity to apply the de-recognition provisions of Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS. Accordingly the Company has applied the de-recognition requirements for financial assets and financial liabilities in Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS.

C Transition to Ind AS

The following reconciliations provide the explanations and quantification of the differences arising from the transition from Previous Indian GAAP to Ind AS in accordance with Ind AS 101:

(a) The reconciliation of net profit reported in accordance with Indian GAAP to total comprehensive Income in accordance with Ind AS is given below:-

Particulars	As at Mar 31, 2022	As at Mar 31, 2021	As at Mar 31, 2020
Net Profit for the period under previous Indian GAAP	602.95	86.32	455.86
(a) Net impact of Ind AS Transition	(26.25)	(32.47)	(34.72)
Net Profit for the period as per restated financials	576.71	53.85	421.14

(b) Reconciliation of other equity between previous GAAP and Ind AS

Particulars	As at Mar 31, 2022	As at Mar 31, 2021	As at Mar 31, 2020
Other Equity as per previous Indian GAAP	2,859.39	2,256.44	2,115.23
(a) Net impact of Ind AS 116	(93.43)	(67.19)	(34.72)
	2,765.96	2,189.26	2,080.51

NOTES TO FINANCIAL INFORMATION

(All amounts are in INR million, except otherwise stated)

Note No. 52

Reconciliation of quarterly bank returns

Name of Bank	Particulars	Quarter	Amount as per books of Accounts	Amount as reported in quarterly returns	Amount of difference
Working Capital Lenders*	Inventories	June-21	3,810.70	3,810.70	-
	Receivables	June-21	36.80	36.80	-
	Trade Payables	June-21	1,307.03	1,307.03	-
Working Capital Lenders*	Inventories	September-21	4,304.38	4,304.38	-
	Receivables	September-21	49.95	49.95	-
	Trade Payables	September-21	1,492.61	1,492.61	-
Working Capital Lenders*	Inventories	December-21	4,740.07	4,740.07	-
	Receivables	December-21	16.95	16.95	-
	Trade Payables	December-21	1,728.48	1,728.48	-
Working Capital Lenders*	Inventories	March-22	4,764.32	4,764.32	-
	Receivables [^]	March-22	18.92	18.94	-0.02
	Trade Payables	March-22	1,291.18	1,291.18	-

*SBI, Canara Bank, HDFC Bank and IDBI Bank Limited, are represented as Working Capital Lenders.

[^]Due to accounting of TDS Receivable from debtors

Reason for difference

The Bank returns were prepared and file before the completion of all financial statement closure activities including IND AS related adjustment/reclassification, as applicable, which led to these differences between the final books of accounts and the bank return which were based on provisional books of accounts.

Note No. 53

(a) Title deeds of immovable properties

Title deeds of immovable properties are held in the name of the Company.

(b) Valuation of Property Plant & Equipment, intangible asset

The Company has not revalued its fixed assets.

(c) Loans or advances to specified persons

No loans or advances in the nature of loans are granted to promoters, directors, KMPS and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person, that are repayable on demand or without specifying any terms or period of repayment.

(d) Details of benami property held

The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company any Benami property.

(e) Borrowing secured against current assets

The Company has borrowings from banks on the basis of security of current assets. The quarterly returns or statements of current assets filed by the Company with banks are in agreement with the books of accounts.

(f) Wilful defaulter

The Company has not been declared wilful defaulter by any bank or financial institution or other lender.

(g) Relationship with struck off companies

The Company do not have any transactions with companies struck off.

NOTES TO FINANCIAL INFORMATION

(All amounts are in INR million, except otherwise stated)

Note No. 53 (Contd..)

(h) Registration of charges or satisfaction with Registrar of Companies (ROC)

The Company do not have pending registration or satisfaction of charge to be registered with ROC beyond the statutory time period.

(i) Compliance with number of layers of companies

The Section 2(87) of the Companies Act, 2013 read with Companies (Restriction on number of layers) Rules, 2017 is not applicable to the company.

(j) Compliance with approved scheme(s) of arrangements

The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

(k) Utilisation of borrowed funds and share premium

The Company have 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:

- a) 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);
- b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

The Company have 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:

- a) 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;
- b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

(l) Undisclosed income

The Company have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

(m) Details of crypto currency or virtual currency

The Company have not traded or invested in Crypto currency or Virtual Currency.

(n) Utilisation of borrowings availed from banks and financial institutions

The borrowings obtained by the Company from the Banks and Financial Institutions have been applied for the purposes for which such loans were taken.

As per our audit report of even date

For SAGAR & ASSOCIATES

Chartered Accountants

CA. B. Aruna

Partner

Membership No. 216454

F. No. 003510S

Place: Hyderabad

Date: 28th May, 2022

For and on behalf of the board

Ch.N.K.D.Prasad

Managing Director

DIN : 01929166

Annam Kalyan Srinivas

Whole Time Director

DIN : 02428313

K V L N Sarma

Chief Financial Officer

M K Bhaskara Teja

Company Secretary



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