

## **INDEPENDENT AUDITOR'S REPORT**

**To The Members of Sesa Care Private Limited**

### **Report on the Audit of the Standalone Financial Statements**

#### **Opinion**

We have audited the accompanying standalone financial statements of Sesa Care Private Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2023, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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, 2023, and its loss, total comprehensive loss, its cash flows and the changes in equity for the year ended on that date.

#### **Basis for Opinion**

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the 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 obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

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

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board of Directors Report under section 134 of the Act 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.

### **Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements**

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

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

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

### **Auditor's Responsibility for the Audit of the Standalone Financial Statements**

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

## **Deloitte Haskins & Sells LLP**

- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the 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.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

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

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

### **Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, based on our audit we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Loss, the Statement of Cash Flows and Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books account.

- d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to standalone financial statements.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the Company being a private company, section 197 of the Act related to the managerial remuneration is not applicable.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company does not have any pending litigations as at the year-end, which would impact its financial position in its Standalone Financial Statements;
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. As at the year-end, there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - iv.(a) The Management has represented that, to the best of it's knowledge and belief, other than as disclosed in the Note 48 to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or 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 by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
  - (b) The Management has represented, that, to the best of it's knowledge and belief, other than as disclosed in the Note 48 to the financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party

("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
  - v. The Company has not declared or paid any dividend during the year and has not proposed final dividend for the year.
  - vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company w.e.f. April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.
2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For Deloitte Haskins & Sells LLP  
Chartered Accountants  
Firm's Registration No. 117366W/W-100018



Krunal Shah  
Partner

Place: Mumbai  
Date: September 1, 2023

Membership No. 111260  
UDIN: 23111260BHANFI2162

**ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT**

**Re: Sesa Care Private Limited**

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

**Report on the Internal Financial Controls with reference to standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls with reference to standalone financial statements of Sesa Care Private Limited ("the Company") as of March 31, 2023 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 Company's management is responsible for establishing and maintaining internal financial controls with reference to standalone financial statements based on the internal control with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

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

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

**Meaning of Internal Financial Controls with reference to standalone financial statements**

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

**Inherent Limitations of Internal Financial Controls with reference to standalone financial statements**

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

**Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2023, based on the criteria for internal financial control with reference to standalone financial statements established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Deloitte Haskins & Sells LLP  
Chartered Accountants  
Firm's Registration No. 117366W/W-100018

*K. V. Shah*

Krunal Shah  
Partner

Place: Mumbai  
Date: September 1, 2023

Membership No.111260  
UDIN: 23111260BHANFI2162

**ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT**

**Re: Sesa Care Private Limited**

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

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that,

(i)

(a)

- (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment (including right-of-use assets).
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) The Property, Plant and Equipment (including Right-of-use assets) were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the Property, Plant and Equipment (including Right-of-use assets) at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us, the Company does not have any immovable properties and hence reporting under clause (i)(c) of the Order is not applicable.
- (d) The Company has not revalued any of its Property, Plant and Equipment (including Right of use assets) and intangible assets during the year.
- (e) According to the information and explanations given to us, no proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended) in 2016 and rules made thereunder.

(ii)

- (a) The inventories were physically verified during the year by the Management at reasonable intervals. In our opinion and according to the information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories when compared with books of account.
- (b) According to the information and explanations given to us, the Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, at points of

time during the year, from banks or financial institutions on the basis of security of current assets. In our opinion and according to the information and explanations given to us, the quarterly returns or statements comprising (stock statements, debtors less than 90 days and other stipulated financial information) filed by the Company with such bank or financial institutions are in agreement with the unaudited books of account of the Company of the respective quarters and no material discrepancies have been observed.

- (iii) The Company has not made any investments in, provided any guarantee or security, and granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year, and hence reporting under clause (iii) of the Order is not applicable.
- (iv) According to information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- (v) According to information and explanations given to us, the Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause (v) of the Order is not applicable.
- (vi) According to information and explanations given to us, the maintenance of cost records has been specified for the activities of the Company by the Central Government under section 148(1) of the Companies Act, 2013 and are of the opinion that, prima facie, the prescribed cost records have been made and maintained by the Company. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii) In respect of statutory dues:
  - (a) Undisputed statutory dues, including Goods and Service tax, Provident Fund, Employees' State Insurance, Income-tax, duty of Custom, cess and other material statutory dues applicable to the Company have generally been regularly deposited by it with the appropriate authorities in all cases during the year.
  - (b) There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income-tax, duty of Custom, cess and other material statutory dues in arrears as at March 31, 2023 for a period of more than six months from the date they became payable.
  - (c) There are no statutory dues referred in sub-clause (a) above which have not been deposited on account of disputes as on March 31, 2023.
- (viii) According to information and explanations given to us, there were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.

(ix)

- (a) In our opinion, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.
- (b) According to information and explanations given to us, the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) To the best of our knowledge and belief, 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) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, *prima facie*, not been used during the year for long-term purposes by the Company.
- (e) The Company has not made any investment in or given any new loan or advances to its subsidiary during the year and hence, reporting under clause (ix)(e) of the Order is not applicable.
- (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiary.

(x)

- (a) The Company has not issued any of its securities (including debt instruments) during the year and hence reporting under clause (x)(a) of the Order is not applicable.
- (b) During the year the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause (x)(b) of the Order is not applicable to the Company.

(xi)

- (a) To the best of our knowledge, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) As represented to us by the Management, there were no whistle blower complaints received by the Company during the year and upto the date of this report.

- (xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.

(xiii) In our opinion, the Company is in compliance with section 188 of the Companies Act for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards. The Company is a private company and hence the provisions of section 177 of the Companies Act, 2013 are not applicable to the Company.

(xiv)

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

(b) We have considered, the internal audit reports issued to the Company upto the audit report date.

(xv) In our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

(xvi)

(a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause (xvi)(a), (b) and (c) of the Order is not applicable.

(b) Based on the representation given by the Company, the Group does not have any CIC as part of the group and accordingly reporting under clause (xvi)(d) of the Order is not applicable.

(xvii) The Company has incurred cash losses amounting to Rs. 2,094 Lakhs during the financial year covered by our audit and Rs. 1,033 Lakhs thousands in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors of the Company during the year.

(xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- (xx) The Company did not have net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during the immediately preceding financial year and hence, provisions of Section 135 of the Act are not applicable to the Company during the year. Accordingly, reporting under clause 3(xx) of the Order is not applicable for the year.

For Deloitte Haskins & Sells LLP  
Chartered Accountants  
(Firm's Registration No.117366W/W-100018)

*K.V. Shah*

Krunal Shah  
Partner

Place: Mumbai  
Date: September 1, 2023

Membership No.111260  
UDIN: 23111260BHANFI2162

		(Rs. in Lakhs)	
Particulars	Note No.	As at March 31, 2023	As at March 31, 2022
<b>ASSETS</b>			
<b>Non-current assets</b>			
(a) Property, plant and equipment	5	430.63	567.39
(b) Goodwill	6 (a)	-	-
(c) Other intangible assets	6 (b)	49,831.13	59,156.16
(d) Capital-Work-in Progress	7(a)	8.40	-
(e) Intangible assets under development	7(b)	-	11.18
(f) Financial assets			
(i) Investment	8	144.50	144.50
(ii) Other financial assets	9	425.29	304.74
(g) Income-tax assets (net)	10	19.05	7.70
(i) Other non-current assets	11	16.42	31.89
<b>Total non-current assets</b>		<b>50,875.42</b>	<b>60,223.56</b>
<b>Current assets</b>			
(a) Inventories	12	857.60	914.81
(b) Financial assets			
(i) Trade receivables	13	1,894.46	1,823.08
(ii) Cash and cash equivalents	14	2,730.01	350.19
(iii) Other financial assets	15	6.85	2.88
(c) Other current assets	16	347.24	295.76
<b>Total current assets</b>		<b>5,836.16</b>	<b>3,386.72</b>
<b>TOTAL ASSETS</b>		<b>56,711.58</b>	<b>63,610.28</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
(a) Equity share capital	17	93,359.70	93,359.70
(b) Other equity	18	(70,748.97)	(59,166.08)
<b>Total Equity</b>		<b>22,610.73</b>	<b>34,193.62</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	19	24,829.32	23,991.56
(ii) Lease liability		56.04	131.05
(b) Provisions	20	103.63	88.89
<b>Total non-current liabilities</b>		<b>24,988.99</b>	<b>24,211.50</b>
<b>Current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	21	7,015.59	2,812.58
(ii) Lease liabilities		75.02	65.97
(iii) Trade payables	22		
(a) Total outstanding dues to Micro enterprises and Small enterprises		203.47	98.20
(b) Total outstanding dues to creditors other than (a) above		1,615.82	2,035.34
(b) Other current liabilities	23	197.11	187.89
(c) Provisions	24	4.85	5.18
<b>Total current liabilities</b>		<b>9,111.86</b>	<b>5,205.16</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>56,711.58</b>	<b>63,610.28</b>

See accompanying notes forming part of the Standalone Financial Statements

In terms of our report attached  
For Deloitte Haskins & Sells LLP  
Chartered Accountants

*K.V. Shah*  
Krunal Shah  
Partner

Place: Mumbai  
Date: September 1, 2023

For Sesa Care Private Limited

*Sandeep Rai*  
Sandeep Rai  
Chief Executive Officer  
DIN: 09071630

Place: Mumbai  
Date: July 10, 2023

*Hemant Agarwal*  
Hemant Agarwal  
Chief Financial Officer

Place: Mumbai  
Date: July 10, 2023

*Ashish Bhargava*  
Ashish Bhargava  
Director  
DIN: 02574919

Place: Mumbai  
Date: July 10, 2023

*Sarita Aggarwal*  
Sarita Aggarwal  
Company Secretary

Place: Jaipur  
Date: July 10, 2023

Sesa Care Private Limited  
CIN: U24247KA2018PTC115638  
Standalone Statement of Profit and Loss for the year ended March 31, 2023

(Rs. In Lakhs)

Particulars	Note No.	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>INCOME</b>			
(a) Revenue from operations	25	11,248.84	10,443.32
(b) Other income	26	66.09	109.45
<b>Total income</b>		<b>11,314.93</b>	<b>10,552.77</b>
<b>EXPENSES</b>			
(a) Cost of materials consumed	27	3,514.27	3,511.87
(b) Changes in inventories of finished goods and work-in-progress	28	(55.84)	40.94
(c) Employee benefits expense	29	2,608.64	2,290.35
(d) Finance cost	30	3,556.77	2,432.10
(e) Depreciation and amortization expense	31	5,422.04	5,438.71
(f) Impairment of goodwill and other intangible assets	6(a) and 6(b)	4,089.30	-
(g) Other expenses	32	3,890.33	3,316.72
<b>Total expenses</b>		<b>23,025.51</b>	<b>17,030.69</b>
<b>Loss before tax</b>		<b>(11,710.58)</b>	<b>(6,477.92)</b>
<b>Tax expense:</b>			
(a) Current tax		-	-
(b) Deferred tax		-	-
<b>Loss for the year</b>		<b>(11,710.58)</b>	<b>(6,477.92)</b>
<b>Other Comprehensive Income</b>			
Items that will not be reclassified to profit or loss			
Remeasurement of defined benefit plan	36	16.07	14.95
<b>Total Other Comprehensive Income</b>		<b>16.07</b>	<b>14.95</b>
<b>Total Comprehensive Loss for the year</b>		<b>(11,694.51)</b>	<b>(6,462.97)</b>
<b>Earnings per Equity share</b> (Class A Equity share of Rs.10 each and Class B Equity Share of Rs. 6 each) Basic and Diluted (Rs.)	34	(1.17)	(0.65)

See accompanying notes forming part of the Standalone Financial Statements

In terms of our report attached  
For Deloitte Haskins & Sells LLP  
Chartered Accountants

**K.V. Shah**  
Krunal Shah  
Partner

Place: Mumbai  
Date: September 1, 2023

For Sesa Care Private Limited

**Sandeep Rai**  
Chief Executive Officer  
DIN: 09071630

Place: Mumbai  
Date: July 10, 2023

**Hemant Agarwal**  
Chief Financial Officer

Place: Mumbai  
Date: July 10, 2023

**Ashish Bhargava**  
Director  
DIN: 02574919

Place: Mumbai  
Date: July 10, 2023

**Sarita Aggarwal**  
Company Secretary

Place: Jaipur  
Date: July 19, 2023

Sesa Care Private Limited  
CIN: U24247KA2018PTC115638  
Standalone Statement of changes in Equity for the year ended March 31, 2023

**a. Equity Share Capital**

	(Rs. in Lakhs)
Balance at March 31, 2021	93,359.70
Changes in Equity share capital	-
Balance at March 31, 2022	93,359.70
Changes in Equity share capital	-
Balance at March 31, 2023	93,359.70

**b. Other Equity ( refer note 18)**

	(Rs. in Lakhs)		
Particulars	Retained Earnings	ESOP Outstanding	Total
Balance at March 31, 2021	(52,788.35)	-	(52,788.35)
Loss for the year	(6,477.92)	-	(6,477.92)
Provision for employee stock options outstanding created during the year	-	85.24	85.24
Other comprehensive income for the year, net of income-tax	14.95	-	14.95
Balance at March 31, 2022	(59,251.32)	85.24	(59,166.08)
Loss for the year	(11,710.58)	-	(11,710.58)
Provision for employee stock options outstanding created during the year	-	111.62	111.62
Other comprehensive income for the year, net of income-tax	16.07	-	16.07
Balance at March 31, 2023	(70,945.83)	196.86	(70,748.97)

See accompanying notes forming part of the Standalone Financial Statements

In terms of our report attached  
For Deloitte Haskins & Sells LLP  
Chartered Accountants

*K.V. Shah*

Krunal Shah  
Partner

Place: Mumbai  
Date: September 1, 2023

For Sesa Care Private Limited

Sandeep Rai  
Chief Executive Officer  
DIN: 09071630

Place: Mumbai  
Date: July 10, 2023

Hemant Agarwal  
Chief Financial Officer

Place: Mumbai  
Date: July 10, 2023

*Ashish Bhargava*

Ashish Bhargava  
Director  
DIN: 02574919

Place: Mumbai  
Date: 10/07/2023

*Sarita*

Sarita Aggarwal  
Company Secretary

Place: Jaipur  
Date: 10/07/2023

Sesa Care Private Limited  
CIN: U24247KA2018PTC115638  
Standalone Statement of Cash Flows for the year ended March 31, 2023

(Rs. in Lakhs)			
Particulars	For the year ended March 31, 2023		For the year ended March 31, 2022
<b>Operating activities</b>			
Loss before tax		(11,710.58)	(6,477.92)
<u>Adjustments for:</u>			
Depreciation and amortization expense	5,422.04		5,438.71
Impairment of goodwill and other intangible assets	4,089.30		-
Provision for employee benefits	14.41		33.75
Provision for employee stock options outstanding	111.62		85.24
Interest on fixed deposit with bank	(18.39)		(7.19)
Finance cost	3,556.77		2,432.10
		13,175.75	7,982.62
Operating profit before working capital changes		1,465.17	1,504.70
<u>Working capital changes:</u>			
Inventories	57.21		(56.38)
Trade receivables	(71.38)		(355.40)
Other current financial assets	(3.97)		2.73
Other non current assets	15.47		(21.63)
Other current assets	(51.48)		86.61
Other non current financial assets	(1.11)		(2.81)
Trade payables	(314.25)		140.40
Other current liabilities	9.22		66.01
		(360.29)	(140.47)
Cash from operations		1,104.88	1,364.23
Income tax (paid)/ refund		(11.35)	(5.15)
<b>Net cash flow generated from operations</b>		<b>1,093.53</b>	<b>1,359.08</b>
<b>Investing activities</b>			
Purchase of property, plant and equipment (including Capital work in progress)	(45.30)		(65.95)
Purchase of intangible assets (including intangible assets under development)	(12.65)		(6.89)
Purchase of fixed deposits	(125.36)		(165.64)
Interest on fixed deposit with bank	27.16		0.91
<b>Net cash from (used) In investing activities</b>		<b>(156.15)</b>	<b>(237.57)</b>
Repayment of long-term borrowings	(2,668.76)		-
Proceeds from Inter corporate deposit	1,000.00		2,500.00
Repayment of Inter corporate deposit	(1,000.00)		(2,500.00)
Proceeds from short-term borrowings (net)	1,156.18		(1,344.42)
Repayment of lease liability	(65.97)		(76.24)
Proceeds from long term borrowings	5,759.99		2,987.36
Finance cost from long-term borrowings	(2,497.64)		(2,009.11)
Finance cost from short-term borrowings	(241.36)		(338.45)
<b>Net Cash from (used) In financing activities</b>		<b>1,442.44</b>	<b>(780.86)</b>
Net increase in cash and cash equivalents		2,379.82	340.65
Cash and cash equivalents at the beginning of the year		350.19	9.54
<b>Cash and cash equivalents at the end of the year (Refer Note 14)</b>		<b>2,730.01</b>	<b>350.19</b>

**Notes:**

- (i) Standalone Statement of Cash Flows has been prepared as per the indirect method specified under Ind AS 7 on 'Statement of Cash Flows'.  
(ii) See accompanying notes forming part of the Standalone Financial Statements.

In terms of our report attached  
For Deloitte Haskins & Sells LLP  
Chartered Accountants

**K.V. Shah**  
Krunal Shah  
Partner

Place: Mumbai  
Date: September 1, 2023

For Sesa Care Private Limited

Sandeep Rai  
Chief Executive Officer  
DIN: 09071635

Place: Mumbai  
Date: July 10, 2023  
Hemant Aggarwal  
Chief Financial Officer

Place: Mumbai  
Date: July 10, 2023

**Bhargava**  
Ashish Bhargava  
Director  
DIN: 02574919

Place: Mumbai  
Date: 10/07/2023  
Sarita Aggarwal  
Company Secretary

Place: Jaipur  
Date: 10/07/2023

**Note 1 - About the Company:**

Sesa Care Private Limited (the Company) is a private limited company incorporated on August 23, 2018 under the provisions of Companies Act, 2013. The Company is primarily engaged in business of manufacturing, purchasing and selling of Hair Care and Skin Care products for personal/household use.

**Note 2 - Significant Accounting Policies:**

**a. Basis of preparation and Presentation**

The Standalone Financial Statements of the Company have been prepared in accordance with the Indian Accounting Standards (Ind AS) as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 (the Act) read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India. The Standalone Financial Statements are presented in Indian Rupees (Rs.) and all values are rounded to the nearest lakhs in two decimals, except otherwise indicated.

These Standalone Financial Statements have been prepared on a historical cost basis, except for certain financial assets and liabilities measured at fair values.

**b. Business Combination**

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets and liabilities acquired by the Company from the former owners in exchange of control of the business. Acquisition-related costs are recognised in the Standalone Statement of Profit and Loss as incurred.

Measurement period adjustments are adjustments that arise from additional information obtained during the measurement period (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

Goodwill is measured as the excess of the sum of the consideration transferred over the net of acquisition-date amounts of the identifiable assets acquired and the liabilities assumed.

**c. Fair value measurement**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible to the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. All assets and liabilities for which fair value is measured or disclosed in these standalone financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

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

**d. Goodwill**

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any. At the end of each reporting period, the Company reviews carrying amount of goodwill to determine whether there is any indication that goodwill has suffered any impairment loss. Accordingly, recoverable amount of goodwill is arrived basis projected cash flows from business. Any impairment loss for goodwill is recognised directly in Standalone Statement of Profit and Loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

**e. Revenue recognition**

The Company recognises revenue from sale of goods and services, based on the terms of contract and as per the business practise; the Company determines transaction price considering the amount it expects to be entitled in exchange of transferring promised goods or services to the customer. Revenue is recognised when it is realized or is realizable and has been earned after the deduction of variable components such as discounts, rebates, and schemes. The Company estimates the amount of variable components based on historical, current and forecast information available and either expected value method or most likely method, as appropriate and records a corresponding liability in other payables; the actual amounts may be different from such estimates. These differences are recognised as a change in management estimate in a subsequent period.

**Sale of goods**

Revenue is recognised when control of the products being sold has been transferred to a customer and when there are no longer any unfulfilled obligations to the customer, the amount of revenue can be measured reliably and recovery of the consideration is probable. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns, Goods and Services Tax (GST) and applicable trade discounts and allowances.

Other income

Interest income on funds invested in financial assets is recognised in the Standalone Statement of Profit and Loss using the effective interest rate method on a time proportion basis.

Duty Drawback income is recognized when no significant uncertainty as to determination or realization exists.

Duty scrip awarded to the Company pursuant to the Merchandise Export from India (MEIS) Scheme are recognized when they are sold and it is not unreasonable to expect ultimate collection of the sale consideration.

**f. Property, plant and equipment**

Recognition and measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses, if any. Cost includes expenditure that are directly attributable to the acquisition of the asset and other costs directly attributable to bringing the asset to a working condition for its intended use.

When parts of an item of property, plant and equipment have significant cost in relation to total cost and different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

The cost of replacing part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company, its cost can be measured reliably and it has a useful life of at least 12 months. The costs of other repairs and maintenance are recognised in the Standalone Statement of Profit and Loss as incurred.

Depreciation

Depreciation is recognised in the Standalone Statement of Profit and Loss on a straight-line basis over the estimated useful lives of property, plant and equipment. Leased assets are depreciated over the shorter of the lease term or their useful lives, unless it is reasonably certain that the Company will obtain ownership by the end of the lease term. The useful lives of these assets are as prescribed in Schedule II of the Companies Act, 2013.

Depreciation methods, useful lives and residual values are reviewed at each reporting date.

**g. Intangible assets**

Recognition and measurement

Intangible assets include of Brands, Distribution Network, Trade Mark, Formula and Goodwill which were acquired by the Company as a part of purchase consideration at the time of business purchase from Ban Labs Private Limited. (Refer note 41)

Intangible assets other than goodwill that are acquired by the Company, which have finite useful lives, are measured at cost less accumulated amortisation and accumulated impairment losses, if any. Intangible assets other than goodwill that are acquired by the Company, which have indefinite useful lives are measured at cost and are not amortised, but are tested for impairment at the end of each reporting period, if events or changes in circumstances indicate that they might be impaired.

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which they relate.

Software for internal use, which is primarily acquired from third-party vendors, including consultancy charges for implementing the software, are capitalised. Subsequent costs are charged to the Standalone Statement of Profit and Loss as incurred. The capitalised costs are amortised over the estimated useful life of the software. Intangible assets with definite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

Amortisation

Amortisation of intangible assets is recognised in the Standalone Statement of Profit and Loss on a straight-line basis over the estimated useful lives from the date that they are available for use.

The estimated useful lives are as follows:

Brand: Indefinite useful life

Trade Mark: Indefinite useful life

Distribution Network: 7 years

Formula: 15 years

Software: 5 years

**h. Impairment of tangible and intangible assets other than goodwill (for Goodwill refer note 2(d))**

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). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

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 (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the Standalone Statement of Profit and Loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) 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 (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the Standalone Statement of Profit and Loss.

**i. Borrowing costs**

Borrowing costs primarily comprise interest on the Company's borrowings. There are no borrowing costs which are directly attributable to the acquisition, construction or production of a qualifying asset hence the borrowing costs are not capitalised during the period.

Borrowing costs are recognised in the Standalone Statement of Profit and Loss using the effective interest rate method.

**j. Investments and financial assets**

Classification

The Company classifies its financial assets in the following measurement categories:

- Those to be measured subsequently at fair value (either through other comprehensive income, or through Statement of Profit and Loss), and
- Those measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in the Standalone Statement of Profit and Loss or Other Comprehensive Income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in the Standalone Statement of Profit and Loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Measurement of debt instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in the Standalone Statement of Profit and Loss when the asset is derecognised or impaired. Interest income from these financial assets is included in other income using the effective interest rate method.

Fair value through other comprehensive income (FVOCI): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in the Standalone Statement of Profit and Loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to the Standalone Statement of Profit and Loss and recognised in other income/expenses. Interest income from these financial assets is included in other income using the effective interest rate method.

Fair value through profit or loss (FVTPL): Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in the Standalone Statement of Profit and Loss and presented net in the Standalone Statement of Profit and Loss within other income/expenses in the period in which it arises. Interest income from these financial assets is included in other income.

Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

Trade receivables are recognised when the right to consideration becomes unconditional. These assets are held at amortised cost, using the effective interest rate (EIR) method where applicable, less provision for impairment based on expected credit loss.

Interest income from financial assets

Interest income from financial assets is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

#### k. Financial liabilities

##### Non derivative financial liabilities include trade and other payables

Borrowings and other financial liabilities are initially recognised at fair value (net of transaction costs incurred). Difference between the fair value and the transaction proceeds on initial recognition is recognised as an asset / liability based on the underlying reason for the difference.

Subsequently all financial liabilities are measured at amortised cost using the effective interest rate method.

Borrowings are derecognised from the Standalone Balance Sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in the Standalone Statement of Profit and Loss. The gain / loss is recognised in other equity in case of transaction with shareholders.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agrees, after the reporting period and before the approval of the standalone financial statements for issue, not to demand payment as a consequence of the breach.

Trade payables are recognised initially at their transaction values which also approximate their fair values and subsequently measured at amortised cost less settlement payments.

#### l. Inventories

Inventories are valued at cost or net realisable value, whichever is lower. Cost of inventories is determined on a weighted moving average basis. Purchase cost and other related costs incurred in bringing the inventories to their present location and condition are included while valuing the inventory.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

The factors that the Company considers in determining the allowance for slow moving, obsolete and other non-saleable inventory includes estimated shelf life, planned product discontinuances, price changes, ageing of inventory and introduction of competitive new products, to the extent each of these factors impact the Company's business and markets. The Company considers all these factors and adjusts the inventory provision to reflect its actual experience on a periodic basis.

#### m Trade Receivables

Trade receivables are recognised when the right to consideration becomes unconditional. These assets are held at amortised cost, using the effective interest rate (EIR) method where applicable, less provision for impairment based on expected credit loss.

#### n. Accounting for income taxes

Income tax expense consists of current and deferred tax. Income tax expense is recognised in the Standalone Statement of Profit and Loss except to the extent that it relates to items recognised in other comprehensive income, in which case it is recognised in other comprehensive income. Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax is not recognised for the following temporary differences:

- The initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit, and
- Taxable temporary differences relating to investments in subsidiaries to the extent it is not probable that the temporary difference will reverse in the foreseeable future and taxable profit will be available against which the temporary difference can be utilised.

Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised/ settled simultaneously.

**o. Foreign Currency Transactions**

i) Functional and presentation currency:

Items included in the Standalone Financial Statements of the Company are measured using the currency of the primary economic environment in which the Company operates (functional currency). The Standalone Financial Statements of the Company are presented in Indian Rupees (Rs.), which is also the functional and presentation currency of the Company.

ii) Transactions and balances:

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gain/(loss) resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in the Standalone Statement of Profit and Loss except that they are deferred in other equity if they relate to qualifying cash flow hedges. Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the Standalone Statement of Profit and Loss within finance costs. All other foreign exchange gain/ (loss) are presented in the Standalone Statement of Profit and Loss on a net basis with other income/expenses.

Non-monetary items that are measured at fair value that are denominated in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain/(loss).

**p. Employee benefits**

Short-term benefits

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

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which the Company pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to recognised provident funds, approved superannuation schemes and other social securities, which are defined contribution plans, are recognised as an employee benefit expense in the Standalone Statement of Profit and Loss as incurred.

Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company's net obligation in respect of an approved gratuity plan, which is a defined benefit plan, and certain other defined benefit plans is calculated separately for each material plan by estimating the ultimate cost to the entity of the benefit that employees have earned in return for their service in the current and prior periods. This requires an entity to determine how much benefit is attributable to the current and prior periods and to make estimates (actuarial assumptions) about demographic variables and financial variables that will affect the cost of the benefit. The cost of providing benefits under the defined benefit plan is determined using actuarial valuation performed annually by a qualified actuary using the projected unit credit method.

The benefit is discounted to determine the present value of the defined benefit obligation and the current service cost. The discount rate is the yield at the reporting date on risk free government bonds that have maturity dates approximating the terms of the Company's obligations and that are denominated in the same currency in which the benefits are expected to be paid.

The fair value of any plan assets is deducted from the present value of the defined benefit obligation to determine the amount of deficit or surplus. The net defined benefit liability/ (asset) is determined as the amount of the deficit or surplus, adjusted for any effect of limiting a net defined benefit asset to the asset ceiling. The net defined benefit liability/(asset) is recognised in the standalone balance sheet.

Defined benefit costs are recognised as follows:

- Service cost in the Standalone Statement of Profit and Loss
- Net interest on the net defined benefit liability (asset) in the Standalone Statement of Profit and Loss
- Remeasurement of the net defined benefit liability/ (asset) in Other Comprehensive Income

Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability (asset) at the beginning of the period, taking account of any changes in the net defined benefit liability/(asset) during the period as a result of contribution and benefit payments.

Remeasurement comprises actuarial gains and losses, the return on plan assets (excluding interest), and the effect of changes to the asset ceiling if applicable). Remeasurement recognised in other comprehensive income is not reclassified to the Standalone Statement of Profit and Loss.

Compensated leave of absence

Eligible employees are entitled to accumulate compensated absences up to prescribed limits in accordance with the Company's policy. The Company measures the expected cost of accumulating compensated absences as the additional amount that the Company expects to incur as a result of the unused entitlement that has accumulated at the date of the Standalone Balance Sheet. Such measurement is based on actuarial valuation as at the date of the Standalone Balance Sheet carried out by a qualified actuary.

Termination benefits

Termination benefits are recognised as an expense when the Company is demonstrably committed, without realistic possibility of withdrawal, to a formal detailed plan to either terminate employment before the normal retirement date, or to provide termination benefits as a result of an offer made to encourage voluntary redundancy. Termination benefits for voluntary redundancies are recognised as an expense if the Company has made an offer encouraging voluntary redundancy, it is probable that the offer will be accepted, and the number of acceptances can be estimated reliably.

**q. Leases**

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116 on 'Leases'. Identification of a lease requires significant judgment. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated.

The Company has applied Ind AS 116, to its leases using prospective approach, effective annual reporting period beginning April 1, 2019 and applied the standard to its leases from this date.

**r. Provisions, contingent liabilities and contingent assets**

Provisions are recognised when present obligations as a result of past events will probably lead to an outflow of economic resources from the Company and they can be estimated reliably. Timing or amount of the outflow may still be uncertain. A present obligation arises from the presence of a legal or constructive obligation that has resulted from past events.

Provisions are measured at the best estimate of expenditure required to settle the present obligation at the reporting date, based on the most reliable evidence, including the risks and uncertainties and timing of cash flows associated with the present obligation.

In those cases where the possible outflow of economic resource as a result of present obligations is considered improbable or remote, or the amount to be provided for cannot be measured reliably, no liability is recognised in the standalone balance sheet.

Any amount that the Company can be virtually certain to collect from a third party with respect to the obligation is recognised as a separate asset up to the amount of the related provisions. All provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

Contingent assets are not recognised.

**s. Earnings per share**

The Company presents basic and diluted Earnings per share (EPS) data for its Equity shares. Basic EPS is calculated by dividing the profit or loss attributable to the Equity shareholders of the Company by the weighted average number of Equity shares outstanding during the period. Diluted EPS is determined by adjusting the profit or loss attributable to Equity shareholders and the weighted average number of Equity shares outstanding for the effects of all dilutive potential ordinary shares.

**t. Employees Share Based Payments**

Share-based compensation benefits are provided to employees via the Employee Stock Option Plan 2021 ('ESOP 2021'). The fair value of options granted under the ESOP 2021 plan at the grant date is recognised as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions (e.g., the entity's share price)
- excluding the impact of any service and non-market performance vesting conditions (e.g. profitability, sales growth targets and remaining an employee of the entity over a specified time period), and
- including the impact of any non-vesting conditions (e.g. the requirement for employees to save or hold shares for a specific period of time).

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in the Standalone Statement of Profit and Loss, with a corresponding adjustment to equity.

**Note - 3 Critical Accounting Estimates And Significant Judgement In Applying Accounting Policies:**

The preparation of the Company's Standalone Financial Statements requires Management to make judgements, estimates and assumptions that affect the application of accounting policies, reported amounts of assets, liabilities, income and expenses, and accompanying disclosures, and the disclosure of contingent liabilities. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing 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.

**3.1 Key accounting judgements, assumptions and estimates**

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities are described below:

**3.1.1 Useful lives of Property, Plant and Equipment and Other Intangible Assets**

The useful lives and residual values of Company's assets are determined by the Management at the time the asset is acquired. These estimates are reviewed annually by

**3.1.2 Impairment**

An impairment loss is recognised for the amount by which an asset's or cash-generating unit's carrying amount exceeds its recoverable amount. To determine the

**Note 4 - New and amended Ind AS Standards**

On 31 March, 2023, the Ministry of Corporate Affairs (MCA) has notified Companies (Indian Accounting Standards) Rules, 2015 by issuing the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from April 1, 2023, as below

- Ind AS 1 - Presentation of Financial Statements
- Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors.
- Ind AS 12 - Income Taxes
- Ind AS 103 - Business Combination
- Ind AS 109 - Financial Instruments
- Ind AS 107 - Financial Instruments: Disclosures
- Ind AS 115 - Revenue from Contracts with customers

The Company is evaluating the impact on of account application of the amendments to the above Ind AS.

**Note 5 : Property, plant and equipment**

(Rs. in Lakhs)									
Gross carrying amount	Plant and equipment	Electrical fittings	Furniture and fixture	Office equipment	Computer equipment	Leasehold Buildings	Motor Vehicle	Right-of-use Asset	Total
Balance as at March 31, 2021	541.14	36.45	41.36	28.88	52.22	83.60	30.70	309.40	1,123.75
Additions	46.46	-	2.68	0.21	16.60	-	-	-	65.95
Deletions	(51.95)	(0.59)	(6.00)	(0.07)	(8.19)	-	-	-	(66.80)
Balance as at March 31, 2022	535.65	35.86	38.04	29.02	60.63	83.60	30.70	309.40	1,122.90
Additions	27.39	-	-	1.11	8.40	-	-	-	36.90
Deletions	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2023	563.04	35.86	38.04	30.13	69.03	83.60	30.70	309.40	1,159.80

Accumulated depreciation	Plant and equipment	Electrical fittings	Furniture and fixture	Office equipment	Computer equipment	Leasehold Buildings	Motor Vehicle	Right-of-use Asset	Total
Balance as at March 31, 2021	234.86	24.19	9.84	7.48	25.15	21.15	0.30	93.32	416.29
Depreciation/ Amortisation expense	88.79	1.92	4.93	5.09	15.51	15.91	3.65	58.88	194.68
Deletions	(44.53)	(0.55)	(4.77)	(0.07)	(5.54)	-	-	-	(55.46)
Balance as at March 31, 2022	279.12	25.56	10.00	12.50	35.12	37.06	3.95	152.20	555.51
Depreciation/ Amortisation expense	73.11	0.67	4.45	5.23	11.77	15.91	3.65	58.87	173.66
Deletions	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2023	352.23	26.23	14.45	17.73	46.89	52.97	7.60	211.07	729.17

Net carrying amount	Plant and equipment	Electrical fittings	Furniture and fixture	Office equipment	Computer equipment	Leasehold Buildings	Motor Vehicle	Right-of-use Asset	Total
Balance as at March 31, 2022	256.53	10.30	28.04	16.52	25.51	46.54	26.75	157.20	567.39
Balance as at March 31, 2023	210.81	9.63	23.59	12.40	22.14	30.63	23.10	98.33	430.63

<b>Note 6 (a): Goodwill</b>		
	(Rs. in Lakhs)	
Carrying amount	March 31, 2023	March 31, 2022
Goodwill	8,211.46	8,211.46
Impairment loss (Refer note 6(b) below)	(8,211.46)	(8,211.46)
Net carrying amount	-	-

<b>Note 6 (b): Other Intangible assets</b>					
	(Rs. in Lakhs)				
Gross carrying amount	Brand and Trademark	Distribution network	Formula	Software	Total
Balance as at March 31, 2021	62,806.97	32,509.01	8,879.18	26.38	104,221.54
Additions	-	-	-	6.89	6.89
Balance as at March 31, 2022	62,806.97	32,509.01	8,879.18	33.27	104,228.43
Additions	-	-	-	12.65	12.65
Balance as at March 31, 2023	62,806.97	32,509.01	8,879.18	45.92	104,241.08
Accumulated amortisation and impairment	Brand and Trademark	Distribution network	Formula	Software	Total
Balance as at March 31, 2021	26,724.67	11,613.15	1,480.45	9.97	39,828.24
Amortisation expense	-	4,645.54	592.24	6.25	5,244.03
Impairment loss (Refer note below)	-	-	-	-	-
Balance as at March 31, 2022	26,724.67	16,258.69	2,072.69	16.22	45,072.27
Amortisation expense	-	4,645.54	592.24	10.60	5,248.38
Impairment loss (Refer note below)	4,089.30	-	-	-	4,089.30
Balance as at March 31, 2023	30,813.97	20,904.23	2,664.93	26.82	54,409.95
Net carrying amount	Brand and Trademark	Distribution network	Formula	Software	Total
Balance as at March 31, 2022	36,082.30	16,250.32	6,806.49	17.05	59,156.16
Balance as at March 31, 2023	31,993.00	11,604.78	6,214.25	19.10	49,831.13

**Note:**  
During the financial year ended March 31, 2019, the Company had recognised the Goodwill and Other Intangible Assets (excluding software) pursuant to a business acquisition (refer note 41) in line with Ind AS 103 on 'Business Combinations'. The Company tests the Goodwill and Other Intangible Assets for impairment on an annual basis using the discounted cash flow approach. The Company performed an impairment analysis for the Goodwill and Other Intangible Assets as at March 31, 2021, which inter-alia also considered the impact of uncertainties associated with the COVID 19 pandemic. Consequent to the impairment analysis, the Company had fully impaired the Goodwill and impaired the Brand and Trademark by Rs.26,724.67 lakhs during the year ended March 31, 2021. The Company performed an impairment analysis for the Goodwill and Other Intangible Assets as at March 31, 2023. Based on Company analysis performed as at March 31, 2023, the Company has recognised an additional impairment loss of Rs. 4,089.30 lakhs (Rs. Nil in Previous year) in respect of Brand and Trademark for the year ended March 31, 2023. The cumulative impairment of loss recognised by the company as at March 31, 2023 Rs. 30,813.97 (Rs 26,724.67 as at March 31, 2022) in respect of Brand and trademark.

The discount rate used in the discounted cash flow approach is the risk adjusted weighted average cost of capital applicable to the Company. The cash flow projections used for assessing the 'Value-in-use' are based on the most recent forecast approved by Management. The forecast includes Management's latest estimate on Revenues and Operating cash flows. The period of projections is for five years and based on financial budgets/forecasts which considers historical experience adjusted for applicable uncertainties. The cash flows beyond the forecast period are extrapolated using appropriate long term terminal growth rates based on internal/external sources of information.

Significant judgments are involved in determining the discounted cash flows, which include the assumptions relating to the anticipated revenues and EBITDA margins for the projection period. If these assumptions considered change in future, this could result in additional impairments the effects of which may not have been estimated as at the date of the approval of these Standalone Financial Statements. Such changes, if any, will be prospectively recognised.

<b>Note 7(a): Capital-Work-in Progress</b>					
	(Rs. in Lakhs)				
Tangible assets under development	Amount in CWIP for a period of				As at March 31, 2023
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress*	8.40	-	-	-	8.40
	(-)	(-)	(-)	(-)	(-)

<b>Note 7(b): Intangible assets under development</b>					
	(Rs. in Lakhs)				
Intangible assets under development	Amount in CWIP for a period of				As at March 31, 2023
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress*	-	-	-	-	-
	(-)	(11.18)	(-)	(-)	(11.18)

\*Note: Figures in bracket pertain to balances as at March 31, 2022.

<b>Note 8: Investment - Non-current (Unquoted, at cost)</b>		
	(Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
In Equity instrument of subsidiary company 1,698,727 Equity Shares of Sesa Care Bangladesh Private Limited of BDT.10/- each fully paid-up	144.50	144.50
<b>TOTAL</b>	<b>144.50</b>	<b>144.50</b>
<b>Note 9: Other financial assets - Non-current</b>		
	(Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Security deposits	45.53	41.57
Deposits with bank with original maturity of more than 12 months*	371.00	245.64
Interest accrued but not due on fixed deposit with bank	8.76	17.53
<b>TOTAL</b>	<b>425.29</b>	<b>304.74</b>
* (i) Rs. 265.68 lakhs (Previous year Rs. 240.64 lakhs) is pledged with a bank against performance guarantee is used by the bank in favour of the Company. (ii) Rs. 5.31 lakhs (Previous year Rs. 5.00 lakhs) under lien with a bank against overdraft facility granted by the bank to the Company.		
<b>Note 10: Income-tax assets (non-current)</b>		
	(Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Tax deducted at source	19.05	7.70
<b>TOTAL</b>	<b>19.05</b>	<b>7.70</b>
<b>Note 11: Other non-current assets</b>		
	(Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Prepaid expenses	16.42	31.89
<b>TOTAL</b>	<b>16.42</b>	<b>31.89</b>
<b>Note 12: Inventories (At lower of cost and net realizable value)</b>		
	(Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Raw material and packing material [net of provision for slow moving inventory Rs. 39.69 lakhs (Previous year Rs. 36.02 lakhs)]	472.35	592.24
Work-in-progress	45.10	65.90
Finished goods * [(net of provision for slow moving inventory Rs. 31.27 lakhs (Previous year Rs. 30.45 lakhs)]	327.97	251.33
Consumables	12.18	5.34
<b>TOTAL</b>	<b>857.60</b>	<b>914.81</b>
* Including Goods in transit - 69.42 lakhs, (Previous year Nil)		
<b>Note 13: Trade receivables</b>		
	(Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Trade receivables (Unsecured, Considered good)	1,894.46	1,823.08
Less: Loss allowance	-	-
<b>TOTAL</b>	<b>1,894.46</b>	<b>1,823.08</b>
<b>Notes:</b>		
1. Trade receivables are non-interest bearing and are generally on terms of 0 to 30 days.		
2. There are no trade receivables for which there has been a significant increase in credit risk or which have become credit impaired. The Company has assessed that the impact of impairment of trade receivables are immaterial, hence no impairment loss has been provided.		
3. No trade receivables are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade receivables are due from firms or private companies respectively in which any director is a partner, a director or a member.		

Ageing of Trade receivables at the beginning and end of reporting period:							
Particulars	Outstanding for following periods from due date of payment as at March 31, 2023						
	Not Due	< 6 months	6 months - 1 year	1-2 years	2-3 years	> 3 years	Total
(i) Undisputed Trade Receivables -considered good	1,432.05	339.62	57.41	53.79	11.45	0.14	1,894.46
(ii) Undisputed Trade Receivables -considered doubtful	-	-	-	-	-	-	-
(iii) Disputed Trade Receivables -considered good	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables -considered doubtful	-	-	-	-	-	-	-
<b>Total</b>	<b>1,432.05</b>	<b>339.62</b>	<b>57.41</b>	<b>53.79</b>	<b>11.45</b>	<b>0.14</b>	<b>1,894.46</b>

  

(Rs. in Lakhs)							
Particulars	Outstanding for following periods from due date of payment as at March 31, 2022						
	Not Due	< 6 months	6 months - 1 year	1-2 years	2-3 years	> 3 years	Total
(i) Undisputed Trade Receivables -considered good	992.07	709.25	109.08	3.18	-	0.16	1,813.74
(ii) Undisputed Trade Receivables -considered doubtful	-	-	-	-	-	-	-
(iii) Disputed Trade Receivables -considered good	-	-	-	9.34	-	-	9.34
(iv) Disputed Trade Receivables -considered doubtful	-	-	-	-	-	-	-
<b>Total</b>	<b>992.07</b>	<b>709.25</b>	<b>109.08</b>	<b>12.52</b>	<b>-</b>	<b>0.16</b>	<b>1,823.08</b>

  

Note 14: Cash and cash equivalents			(Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022		
Balances with banks - In Current accounts	2,729.62	350.13		
Cash on hand	0.39	0.06		
<b>TOTAL</b>	<b>2,730.01</b>	<b>350.19</b>		

  

Note 15: Other financial assets (current)			(Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022		
Unsecured, Considered good				
Security deposits	0.27	1.12		
Advances to employees	6.58	1.76		
<b>TOTAL</b>	<b>6.85</b>	<b>2.88</b>		

  

Note 16: Other current assets			(Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022		
Unsecured, considered good				
Balances with Government authorities	102.39	93.14		
Prepaid expenses	90.39	101.86		
Capital Advances	0.24	1.02		
Advance to vendors	123.52	70.70		
Other receivables*	30.70	29.04		
<b>TOTAL</b>	<b>347.24</b>	<b>295.76</b>		

\*Due from a company in which directors are directors.

<b>Note 17: Equity Share Capital</b>					<b>(Rs. in Lakhs)</b>	
					<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
<b>Authorised Capital:</b>						
1,880,000,000 Class A Equity shares of Rs.10/- each					188,000.00	188,000.00
200,000,000 Class B Equity shares of Rs.6/- each					12,000.00	12,000.00
					<b>200,000.00</b>	<b>200,000.00</b>
<b>Issued, Subscribed and Paid-up Capital:</b>						
833,780,000 Class A Equity shares of Rs.10/- each					83,378.00	83,378.00
166,361,670 Class B Equity shares of Rs. 6/- each					9,981.70	9,981.70
				<b>TOTAL</b>	<b>93,359.70</b>	<b>93,359.70</b>
<b>Notes:</b>						
a) Reconciliation of the number of Equity shares outstanding at the beginning and at the end of the reporting period						
<b>Class A Equity Shares</b>					<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
Balance at the beginning of the year					833,780,000	833,780,000
Add : Shares issued during the year					-	-
Balance at the end of the year					<b>833,780,000</b>	<b>833,780,000</b>
<b>Class B Equity Shares</b>					<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
Balance at the beginning of the year					166,361,670	166,361,670
Add : Shares issued during the year					-	-
Balance at the end of the year					<b>166,361,670</b>	<b>166,361,670</b>
<b>Total Equity Shares</b>					<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
Balance at the beginning of the year					1,000,141,670	1,000,141,670
Add : Shares issued during the year					-	-
Balance at the end of the year					<b>1,000,141,670</b>	<b>1,000,141,670</b>
b) Details of shareholders holding more than 5% Equity shares in the Company:						
<b>Class A Equity Shares</b>		<b>As at March 31, 2023</b>		<b>As at March 31, 2022</b>		
		<b>Numbers</b>	<b>% of Holding</b>	<b>Numbers</b>	<b>% of Holding</b>	
True North Fund V LLP		476,762,366	57.18%	476,762,366	57.18%	
Laurus (Mauritius) Limited		140,234,834	16.82%	140,234,834	16.82%	
Ban Labs Private Limited		216,782,800	26.00%	216,782,800	26.00%	
		<b>833,780,000</b>	<b>100%</b>	<b>833,780,000</b>	<b>100%</b>	
<b>Class B Equity Shares</b>		<b>As at March 31, 2023</b>		<b>As at March 31, 2022</b>		
		<b>Numbers</b>	<b>% of Holding</b>	<b>Numbers</b>	<b>% of Holding</b>	
True North Fund V LLP		114,361,670	68.74%	114,361,670	68.74%	
Laurus (Mauritius) Limited		-	-	-	-	
Ban Labs Private Limited		52,000,000	31.26%	52,000,000	31.26%	
		<b>166,361,670</b>	<b>100%</b>	<b>166,361,670</b>	<b>100%</b>	
<b>Total Equity Shares</b>		<b>As at March 31, 2023</b>		<b>As at March 31, 2022</b>		
		<b>Numbers</b>	<b>% of Holding</b>	<b>Numbers</b>	<b>% of Holding</b>	
True North Fund V LLP		591,124,036	59.10%	591,124,036	59.10%	
Laurus (Mauritius) Limited		140,234,834	14.02%	140,234,834	14.02%	
Ban Labs Private Limited		268,782,800	26.88%	268,782,800	26.88%	
		<b>1,000,141,670</b>	<b>100%</b>	<b>1,000,141,670</b>	<b>100%</b>	

c) Details of Promoter shareholding at the beginning and end of reporting period

Class A Equity Shares	As at March 31, 2023		
	Numbers	% of Total Shares	% Change in the year
True North Fund V LLP	476,762,366	57.18%	-
Class B Equity Shares	As at March 31, 2023		
	Numbers	% of Total Shares	% Change in the year
True North Fund V LLP	114,361,670	68.74%	-
Total Equity Shares	As at March 31, 2023		
	Numbers	% of Total Shares	% Change in the year
True North Fund V LLP	591,124,036	59.10%	-
Class A Equity Shares	As at March 31, 2022		
	Numbers	% of Total Shares	% Change in the year
True North Fund V LLP	476,762,366	57.18%	-
Class B Equity Shares	As at March 31, 2022		
	Numbers	% of Total Shares	% Change in the year
True North Fund V LLP	114,361,670	68.74%	-
Total Equity Shares	As at March 31, 2022		
	Numbers	% of Total Shares	% Change in the year
True North Fund V LLP	591,124,036	59.10%	-

d) Terms/Rights attached to Equity shares:

The Company has two classes of Equity shares - Par value of Rs. 10/- per share Class A and Rs. 6/- per share Class B. Each holder of Equity shares is entitled to one vote per share.

In the event of liquidation of the Company, the holders of Equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the economic value of shareholding held by the shareholders.

**Note 18: Other Equity**

	(Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
<b>a) Retained earnings</b>		
Opening Balance	(59,251.32)	(52,788.35)
Loss for the year	(11,710.58)	(6,477.92)
Other comprehensive income	16.07	14.95
<b>Closing Balance</b>	<b>(70,945.83)</b>	<b>(59,251.32)</b>
<b>b) Employee stock options outstanding account</b>		
Opening Balance	85.24	-
Provision for employee stock options outstanding created during the year	111.62	85.24
<b>Closing Balance</b>	<b>196.86</b>	<b>85.24</b>
<b>TOTAL</b>	<b>(70,748.97)</b>	<b>(59,166.08)</b>

<b>Note 19: Borrowings - Non-current (at amortised cost)</b>			(Rs. in Lakhs)
	As at March 31, 2023	As at March 31, 2022	
<b>Secured:</b>			
Term loan from banks (refer notes below)	30,544.91	26,660.32	
Less: Current Maturities of long-term borrowings (Refer Note 21)	5,715.59	2,668.76	
<b>TOTAL</b>	<b>24,829.32</b>	<b>23,991.56</b>	
<b>Notes:</b>			
<b>1) Terms of term loans [Other than Emergency Credit Line Guarantee Scheme (ECLGS)]</b>			
a) The term loan aggregating Rs. 9,369.54 lakhs (Previous year - Rs. 10,237.73 lakhs) carries interest rate in the range of 8.50% to 9.90% p.a. (Previous year - 8.50% to 8.55% p.a) and is repayable in 18 quarterly instalments from September 30, 2022.			
b) The term loan aggregating Rs. 7,325.41 lakhs (Previous year - Rs. 7,951.06 lakhs) carries interest rate in the range of 8.45% to 10.95% p.a. (Previous year - 8.45% to 8.55% p.a) and is repayable in 18 quarterly instalments from September 30, 2022.			
c) The term loan aggregating Rs. 5,078.43 lakhs (Previous year - Rs. 5,484.15 lakhs) carries interest rate in the range of 7.85% to 10.55% p.a. (Previous year - 7.85% to 8.65% p.a) and is repayable in 18 quarterly instalments from September 30, 2022.			
<b>2) Moratorium</b>			
The original tenure of the loan was 7 years and the repayment schedule of term loan was spread across 26 quarterly installments starting March 31, 2020 and ending on June 30, 2026. However, the Company had availed the moratorium facility offered by the bank in accordance with the announcements made by the Reserve Bank of India on March 27, 2020 and May 22, 2020 for deferment of term loan principal and interest repayment by 6 months from March 1, 2020 to August 31, 2020.			
<b>3) Term loans are secured by (Other than ECLGS):</b>			
a) First pari passu charge by way of hypothecation of brand 'Sesa' with minimum security cover of 1.65 times.			
b) First pari passu charge by way of hypothecation of movable assets including plant and machinery, machinery spares, tools and accessories, furniture and fixtures, vehicles and all movable assets present and future.			
c) Pledge of 100% Class A Equity shares of the Company.			
d) First charge on intangible assets including goodwill, current assets, operating cash flow, receivable, commissions, revenue, present and future.			
<b>4) Terms of Emergency Credit Line Guarantee Scheme (ECLGS) facility:</b>			
a) ECLGS facility aggregating Rs.3,011.51 lakhs (Previous year - 2,987.36 lakhs) carries interest rate in the range of 9.25% to 10.95% p.a. (Previous year - 9.25% p.a) and is repayable in 48 monthly instalments commencing from April 1, 2023.			
b) ECLGS facility aggregating Rs.1,500.02 lakhs (Previous year - Nil) carries interest rate in the range of 9.25% p.a. (Previous year -Nil) and is repayable in 16 monthly instalments commencing from March 31, 2024.			
c) ECLGS facility aggregating Rs.4,260.00 lakhs (Previous year - Nil) carries interest rate in the range of 9.25% p.a. (Previous year -Nil) and is repayable in 48 monthly instalments commencing from April 1, 2025.			
5) ECLGS facility is secured by extention of second ranking charge over existing primary and collateral securities including mortgage created in favour of the bank and security created over the assets of the Company out of this facility.			
<b>Note 20: Provisions - Non-Current</b>			(Rs. in Lakhs)
	As at March 31, 2023	As at March 31, 2022	
Gratuity	97.25	81.36	
Compensated absences	6.38	7.53	
<b>TOTAL</b>	<b>103.63</b>	<b>88.89</b>	
<b>Note 21: Borrowings - Current (at amortised cost)</b>			(Rs. in Lakhs)
	As at March 31, 2023	As at March 31, 2022	
<b>Secured:</b>			
Current maturity of long-term loan from banks (Refer note 19)	5,715.59	2,668.76	
Cash credit and overdraft (Refer note below)	1,300.00	143.82	
<b>TOTAL</b>	<b>7,015.59</b>	<b>2,812.58</b>	
<b>Note:</b>			
Comprises bank overdraft/cash credit facility availed from banks, bearing interest rate in the range of 8.85% to 8.95% (Previous year 10%) and are secured by:			
a) First pari passu charge over the entire current assets of the Company both present and future.			
b) Letter of comfort from True North Fund V LLP backed by resolution of the Board of Directors.			

Note 22: Trade payables					
					(Rs. in Lakhs)

<b>Note 25: Revenue from operations</b>		
	<b>(Rs. in Lakhs)</b>	
	<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>
<b>Sale of Products</b>		
Manufactured Goods	11,229.05	10,435.81
<b>TOTAL (A)</b>	<b>11,229.05</b>	<b>10,435.81</b>
<b>Other Operating Revenue</b>		
Scrap Sales	19.79	7.51
<b>TOTAL (B)</b>	<b>19.79</b>	<b>7.51</b>
<b>TOTAL (A+B)</b>	<b>11,248.84</b>	<b>10,443.32</b>
Reconciliation of revenue recognised with the contracted price is as follows:		
	<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>
<b>1. Manufactured Goods</b>		
<b>Contracted Price</b>	<b>11,934.77</b>	<b>11,312.25</b>
Less: Reduction towards variable consideration components*		
Sales promotion	515.59	809.85
Commission expenses	190.13	66.59
<b>Revenue Recognised</b>	<b>11,229.05</b>	<b>10,435.81</b>
*The reduction towards variable consideration includes discounts, promotional schemes and returns.		
<b>Note 26: Other Income</b>		
	<b>(Rs. in Lakhs)</b>	
	<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>
Interest on fixed deposit with bank	18.39	7.19
Foreign exchange gain	8.50	12.13
Duty Drawback income	3.41	6.64
Excess Provision in respect of earlier years written back	-	16.09
Excess Provision for Compensated absences written back	1.29	-
Miscellaneous income	34.50	67.40
<b>TOTAL</b>	<b>66.09</b>	<b>109.45</b>
<b>Note:</b> Miscellaneous income includes sundry balances written back, freight income etc.		
<b>Note 27: Cost of materials consumed</b>		
	<b>(Rs. in Lakhs)</b>	
	<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>
Inventory at the beginning of the year [net of provision for slow moving inventory Rs. 36.02 in lakhs (Previous year Rs. 51.18 lakhs)]	597.58	500.25
Add: Purchases	3,401.22	3,609.20
	<b>3,998.80</b>	<b>4,109.45</b>
Less: Inventory at the end of the year [net of provision for slow moving inventory Rs. 39.96 lakhs (Previous year Rs. 36.02 lakhs)]	484.53	597.58
<b>TOTAL</b>	<b>3,514.27</b>	<b>3,511.87</b>

<b>Note 28: Change in Inventories of finished goods and work-in-progress</b>		
	<b>(Rs. in Lakhs)</b>	
	<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>
<u>Inventories at end of the year</u>		
Work-in-progress	45.10	65.90
Finished Goods [net of provision for slow moving inventory Rs. 31.27 lakhs (Previous year Rs. 30.45 lakhs)]	327.97	251.33
	<b>373.07</b>	<b>317.23</b>
<u>Inventories at beginning of the year</u>		
Work-in-progress	65.90	46.43
Finished Goods [net of provision for slow moving inventory Rs. 30.45 lakhs (Previous year Rs. 230.78 lakhs)]	251.33	311.74
	<b>317.23</b>	<b>358.17</b>
<b>TOTAL</b>	<b>(55.84)</b>	<b>40.94</b>
<b>Note 29: Employee Benefits Expense</b>		
	<b>(Rs. in Lakhs)</b>	
	<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>
Salaries and wages	2,300.69	2,021.02
Contribution to provident and other funds	142.78	130.35
Gratuity	35.23	33.71
Employee stock option expenses	111.62	85.24
Compensated absences	-	0.05
Staff welfare expenses	18.32	19.98
<b>TOTAL</b>	<b>2,608.64</b>	<b>2,290.35</b>
<b>Note 30: Finance Cost</b>		
	<b>(Rs. in Lakhs)</b>	
	<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>
Interest on term loan from banks	2,951.96	2,073.56
Interest on ECLGS from banks	339.04	0.76
Interest on bank overdraft/cash credit	125.57	106.60
Interest on inter-corporate deposit	27.42	140.88
Interest on lease liability	14.00	19.33
Interest on advance	93.75	87.73
Others	5.03	3.24
<b>TOTAL</b>	<b>3,556.77</b>	<b>2,432.10</b>
<b>Note:</b> Other finance cost includes bank charges.		
<b>Note 31: Depreciation and amortization expense</b>		
	<b>(Rs. in Lakhs)</b>	
	<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>
Depreciation on Property, Plant and Equipment (Refer Note 5)	173.66	194.68
Amortization of intangible assets (Refer Note 6 (b))	5,248.38	5,244.03
<b>TOTAL</b>	<b>5,422.04</b>	<b>5,438.71</b>

<b>Note 32: Other expenses</b>		
	<b>(Rs. in Lakhs)</b>	
	<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>
Selling and distribution expenses	2,864.78	2,374.85
Legal and professional fees	132.72	32.61
Production expenses	177.61	190.91
Recruitment charges	30.42	7.05
Service charges	51.12	116.75
Labour charges (net)	94.39	76.85
Travelling and conveyance expenses	34.08	1.69
Fuel, gas and electricity expense	91.82	58.69
IT Expenses	69.65	80.10
Rates and taxes	8.58	0.55
Insurance	69.49	52.34
Auditors remuneration (Refer note 32.1)	24.70	23.50
Repairs and Maintenance - Others	32.74	46.84
Communication expenses	9.72	5.65
Freight Inward	25.19	10.02
Expired and damaged goods	79.45	145.96
Loss on Sale/ Disposal of Fixed Assets	-	9.43
Miscellaneous expenses (Refer note 32.2)	93.87	82.93
<b>TOTAL</b>	<b>3,890.33</b>	<b>3,316.72</b>
<b>32.1 Auditor's Remuneration</b>		
	<b>(Rs. in Lakhs)</b>	
	<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>
For statutory audit	21.00	21.00
For tax audit	2.50	2.50
For other services	1.20	-
	<b>24.70</b>	<b>23.50</b>
32.2: Miscellaneous expenses includes office maintenance, printing and stationery, procurement charges and postage and courier charges etc.		

**Note 33: Segment information**

The Company has determined its operating segment as hair care and skin care segment, based on the information to Chief Operating Decision Maker (CODM i.e. Chief Executive Officer of the Company) in accordance with the requirements of Indian Accounting Standard-108 on 'Operating Segment Reporting'.

**Note 34: Earnings per share (EPS)**

The following reflects the Profit and Share data used in the Basic and Diluted EPS computations:

Particulars	(Rs. in Lakhs)	
	For the year ended March 31, 2023	For the year ended March 31, 2022
Loss for the year (Rs. in Lakhs)	(11,710.58)	(6,477.92)
No of Equity shares outstanding	1,000,141,670	1,000,141,670
Weighted average number of Equity shares	1,000,141,670	1,000,141,670
Par value per share (Rs.)		
Class A	10	10
Class B	6	6
Earning per share (Basic and Diluted) (Rs.)	(1.17)	(0.65)

**Note 35: Related party transactions**

**A. List of related parties**

Name of related party	Relationship
Indium V (Mauritius) Holdings Limited	Ultimate Holding Company *
True North Fund V LLP	Holding Enterprise
Sesa Care Bangladesh Private Limited	Subsidiary
Ban Labs Private Limited	Enterprise having significant influence
Sandeep Rai	Key Management Personnel

\* Indium V (Mauritius) Holdings Limited is disclosed as the Ultimate Holding Company in accordance with the requirements of Ind AS 24 on 'Related Party Disclosures' since it indirectly (through True North Fund V LLP) holds more than 50% beneficial interest in the Company. However, Indium V (Mauritius) Holdings Limited is an investment company and does not participate in the day to day management or affairs of True North Fund V LLP (and therefore the Company), except as expressly provided in the LLP Agreement (as amended), between Indium V (Mauritius) Holdings Limited and True North Fund V LLP. As per the terms of the said LLP Agreement, the management, operation and policy of True North Fund V LLP, are vested exclusively in the Key Persons / Investment Manager of True North Fund V LLP.

On account of the above, Indium V (Mauritius) Holdings Limited does not participate in the day to day management or affairs of the Company, which are managed by the Management team of the Company.

**B. Transactions with related parties are as follows:**

	Nature of Transaction	(Rs. in Lakhs)			
		For the year ended March 31, 2023			
		Holding Enterprise	Subsidiary	Associate	Key Management Personnel
a	Rent Ban Labs Private Limited	-	-	13.80	-
b	Remuneration to Key Management Personnel Sandeep Rai	-	-	-	264.13
c	Outstanding balances: Receivable: Ban Labs Private Limited	-	-	30.70	-
	Payable: Ban Labs Private Limited	-	-	20.05	-

	Nature of Transaction	(Rs. in Lakhs)			
		For the year ended March 31, 2022			
		Holding Enterprise	Subsidiary	Associate	Key Management Personnel
a	Rent Ban Labs Private Limited	-	-	12.90	-
b	Remuneration to Key Management Personnel Sandeep Rai	-	-	-	220.05
c	Outstanding balances: Receivable: Ban Labs Private Limited	-	-	29.04	-
	Payable: Ban Labs Private Limited	-	-	42.90	-

**Note 36: Employee benefits**

The Company has classified various employee benefits as under:

**(A) Defined contribution plans:**

- (i) Provident fund
- (ii) State Defined contribution plans
  - Employers' Contribution to Employees' State Insurance Scheme

The Provident Fund and the State Defined Contribution Plans are operated by the Regional Provident Fund Commissioner, for all eligible employees. Under the schemes, the Company is required to contribute a specified percentage of payroll cost to the retirement benefit schemes to fund the benefits.

The Company has recognised the following amounts in the Standalone Statement of Profit and Loss (Refer note 29)

	(Rs. in Lakhs)	
	For the year ended March 31, 2023	For the year ended March 31, 2022
(i) Contribution to Provident Fund	139.87	127.93
(ii) Contribution to Employees' State Insurance Scheme	2.91	2.42
	<b>142.78</b>	<b>130.35</b>

**(B) Defined benefits plans:**

**Gratuity**

The Company operates a gratuity plan covering qualifying employees. The said plan is unfunded. The benefit payable is the amount calculated as per the Payment of Gratuity Act, 1972 i.e. 15 days last salary drawn for each completed year of service. 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.

Actuarial gains and losses in respect of defined benefit plans are recognised in the Standalone Financial Statements through Other Comprehensive Income.

**Risk Exposure:** Through its defined benefit plan, the Company is exposed to a number of risks, the most significant of which are detailed below

**(a) Interest risk**

A decrease in the bond interest rate will increase the plan liability.

**(b) Longevity risk**

The present value of defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

**(c) Salary risk**

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

		(Rs. in Lakhs)	
Particulars		March 31, 2023	March 31, 2022
<b>Change in the present value of defined benefit obligation</b>			
1	Present value of defined benefit obligation at the beginning of the year	85.41	66.65
2	Current service cost	29.39	29.41
3	Interest cost	5.84	4.30
4	Remeasurements (gains)/ losses included in Other Comprehensive Income		-
	Actuarial (gains)/ losses arising from changes in demographic assumption	-	-
	Actuarial (gains)/ losses arising from changes in financial assumption	(4.06)	(2.37)
	Actuarial (gains)/ losses arising from changes in experience adjustment	(12.01)	(12.58)
5	Past Service cost	-	-
6	Benefits paid	(3.47)	-
7	Present value of defined benefit obligation at the end of the year	101.10	85.41

Valuations in respect of above have been carried out by independent actuary, as at the balance sheet date, based on the following assumptions:

Particulars		March 31, 2023	March 31, 2022
1	Discount rate	7.39%	6.84%
2	Attrition rate	10%	10%
3	Salary Escalation	7%	7%
4	Retirement Age (in years)	58 years	58 years

The discount rate indicated above reflects the estimated timing and currency of benefit payments. It is based on the yields / rates available on applicable bonds as on the current valuation date.

The salary growth rate indicated above is the Company's best estimate of an increase in salary of the employees in future years, determined considering the general trend in inflation, seniority, promotions, past experience and other relevant factors such as demand and supply in employment market, etc.

**Expense recognised in the Statement of Profit and Loss**

(Rs. in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
1 Current service cost	29.39	29.41
2 Interest cost on benefit obligation (Net)	5.84	4.30
3 Total expenses included in employee benefits expense (Refer note 29)	35.23	33.71

**Recognised in other comprehensive income**

(Rs. in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
1 Actuarial (gains)/ losses arising from changes in demographic assumption	-	-
2 Actuarial (gains)/ losses arising from changes in financial assumption	(4.06)	(2.37)
3 Actuarial (gains)/ losses arising from changes in experience adjustment	(12.01)	(12.58)
4 Return on plan asset	-	-
5 Recognised in other comprehensive income	(16.07)	(14.95)

**Sensitivity Analysis**

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and mortality. The sensitivity analysis below have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The results of sensitivity analysis is given below:

(Rs. in Lakhs)

Particulars	March 31, 2023	March 31, 2022
Defined Benefit Obligation (Base)	101.10	85.41

(Rs. in Lakhs)

Particulars	March 31, 2023	March 31, 2022
Discount Rate	7.39%	6.84%
Amount	7.60	7.06
(% change compared to base due to sensitivity)	7.51%	8.27%
Salary Growth Rate	7.00%	7.00%
Amount	7.10	6.98
(% change compared to base due to sensitivity)	7.02%	8.18%
Attrition Rate	10.00%	10.00%
Amount	1.13	1.50
(% change compared to base due to sensitivity)	1.12%	1.75%

The above sensitivity analyses are based on a change in an assumption by 1% while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. Calculation of sensitivity of the defined benefit obligation to significant actuarial assumptions, is based on the same method (present value of defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) that has been applied while calculating defined benefit liability recognised in the Standalone Balance Sheet.

**Expected cash flows**

(Rs. in Lakhs)

Expected cash flows (on an undiscounted basis) over the next;	March 31, 2023	March 31, 2022
	3.85	4.04
2 to 5 years	38.77	27.38
6 to 10 years	55.39	44.37
More than 10 years	91.89	85.42
Average remaining working life (years)	7 Years	7 Years

### Note 37: Financial Instrument

#### a) Financial Risk Management

The management of the Company has implemented a risk management system that is monitored continuously. The general conditions for compliance with the requirements for proper and future-oriented risk management within the Company are set out in the risk management principles. These principles aim at encouraging all members of staff to responsibly deal with risks as well as supporting a sustained process to improve risk awareness. The guidelines on risk management specify risk management processes, compulsory limitations, and the application of financial instruments. The risk management system aims at identifying, analyzing, managing, controlling and communicating risks promptly throughout the Company. Risk management reporting is a continuous process and part of regular reporting to the senior management.

The Company is exposed to credit, liquidity and market risks during the course of ordinary activities. The aim of risk management is to limit the risks arising from operating activities.

#### Credit risk management

Credit risk refers to risk that the counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company is exposed to credit risk from its operating activities and from its financing activities, including deposits with banks and other financial instruments. The Financial assets are subject to low credit risk since the counter-party has strong capacity to meet the obligations and where the risk of default is negligible or nil. In the current period the Company has not faced any defaults from the customers and the same is expected to continue going forward and so the credit risk is very low. Hence, no provision has been created for expected credit loss for credit risk arising from these financial assets.

#### Deposit with bank

Credit risk from balances with banks is managed in accordance with the Company's policy. Investments of surplus funds are made only with approved banks with the objective to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

#### Trade receivable

Credit risk arises from the possibility that customer will not be able to settle their obligations as and when agreed. To manage this, the Company periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, ageing of accounts receivable and forward looking information.

#### Liquidity risk management

Liquidity risk refers to the risk that the Company will encounter difficulty in meeting its financial obligation as they fall due. The Company's current financial assets are lower than current liabilities as on March 31, 2023 i.e. the amount that will have to be settled in the next one year is higher than the amount that will be collected in the next 12 months. To manage the shortfall, the majority shareholder of the Company has committed to provide the required financial support to the Company. (Refer Note 46)

The table below provides details of the Company's financial liabilities into relevant maturity groupings based on their contractual maturities:

	(Rs. in Lakhs)		
	Upto 1 year	Beyond 1 year	Total
<b>Balance as on March 31, 2023</b>			
Long term Borrowings	-	24,829.32	24,829.32
Short term Borrowings	7,015.59	-	7,015.59
Trade payable	1,819.29	-	1,819.29
Lease Liability	75.02	56.04	131.06
Other financial liabilities	-	-	-
<b>TOTAL</b>	<b>8,909.90</b>	<b>24,885.36</b>	<b>33,795.26</b>

	(Rs. in Lakhs)		
	Upto 1 year	Beyond 1 year	Total
<b>Balance as on March 31, 2022</b>			
Long term Borrowings	-	23,991.56	23,991.56
Short term Borrowings	2,812.58	-	2,812.58
Trade payable	2,133.54	-	2,133.54
Lease Liability	65.97	131.05	197.02
Other financial liabilities	-	-	-
<b>TOTAL</b>	<b>5,012.09</b>	<b>24,122.61</b>	<b>29,134.70</b>

#### Market risk management

Market risk is the risk that future cash flows will fluctuate due to changes in risk factors. Among market risks relevant to the Company are price risks and interest risks. Associated with these risks are fluctuations in income, equity and cash flow. The objective of risk management is to eliminate or limit emerging risks by taking appropriate precautions.

#### b) Categories of financial instruments

	(Rs. in Lakhs)		
	As at March 31, 2023		
	Amortised cost	FVTPL	FVOCI
<b>Financial assets</b>			
Trade receivables	1,894.46	-	-
Cash and cash equivalents	2,730.01	-	-
Investment in subsidiary (at cost)	144.50	-	-
Other financial assets	432.14	-	-
<b>Total financial assets</b>	<b>5,201.11</b>	-	-
<b>Financial liabilities</b>			
Trade payables	1,819.29	-	-
Borrowings	31,844.91	-	-
Lease Liability	131.06	-	-
<b>Total financial liabilities</b>	<b>33,795.26</b>	-	-

	(Rs. in Lakhs)		
	As at March 31, 2022		
	Amortised cost	FVTPL	FVOCI
<b>Financial assets</b>			
Trade receivables	1,823.08	-	-
Cash and cash equivalents	350.19	-	-
Investment in subsidiary (at cost)	144.50	-	-
Other financial assets	307.62	-	-
<b>Total financial assets</b>	<b>2,625.39</b>	-	-
<b>Financial liabilities</b>			
Trade payables	2,133.54	-	-
Borrowings	26,804.14	-	-
Lease Liability	197.02	-	-
<b>Total financial liabilities</b>	<b>29,134.70</b>	-	-

#### c) Fair value of financial assets and liabilities measured at amortised cost

The carrying amounts of trade receivables, cash and cash equivalents, other financial assets, trade payables, borrowings and other financial liabilities are considered to be the same as their fair values, due to their short-term nature.

**Note 38: Financial Ratios**

Particulars	Numerator	Denominator	For the year ended March 31, 2023	For the year ended March 31, 2022	% Variance	Reason for variance exceeding 25%
1] Current Ratio	Current Assets	Current Liabilities	0.64	0.65	-1.56%	Not Applicable
2] Debt-Equity Ratio	Debt (1)	Equity	1.41	0.78	80.56%	Availment of ECLGS facility in FY 22-23 has increased the leverage.
3] Debt Service Coverage Ratio (DSCR)	Earnings available for debt service (2)	Debt service (3)	0.22	0.58	-62.40%	Principal debt repayment increase has impacted the DSCR.
4] Return on Equity Ratio	Profit/ (Loss) after Tax	Average Equity	-41.23%	-17.33%	137.92%	One time impairment impact in FY 22-23
5] Inventory turnover ratio	Cost of Goods sold	Average Inventory	3.90	4.25	-8.18%	Not Applicable
6] Trade Receivables Turnover Ratio	Sales	Average Trade Receivables	6.05	6.35	-4.65%	Not Applicable
7] Trade Payables Turnover Ratio	Cost of Goods sold	Average Trade Payables	8.06	9.23	-12.73%	Not Applicable
8] Net Capital Turnover Ratio	Sales	Average Working Capital (4)	(4.42)	(31.87)	-86.14%	One time impairment impact in FY 22-23
9] Net Profit Ratio	Profit/ (Loss) after Tax	Sales	-104.10%	-62.03%	67.83%	One time impairment impact in FY 22-23
10] Return on Capital Employed	Earnings before Interest and Tax (5)	Capital Employed (6)	-14.97%	-6.63%	125.75%	Availment of ECLGS facility in FY 22-23 has decrease return on capital employed
11] Return on Investment	Income from Investment (7)	Average Investments (8)	5.96%	4.42%	35.09%	New FD of Rs. 100 lakhs created in FY 22-23

Formula used for calculation of Ratios and Financial Indicators are as below:

- 1) Debt = Long Term Borrowings + Short Term Borrowings
- 2) Earnings Available for Debt Service = Net Profit before Taxes + Finance Cost + Non-cash Operating expenses such as Depreciation + Loss on Sale of Fixed Assets
- 3) Debt Service = Finance Cost + Current Maturities of Long term Debt
- 4) Working Capital = Current Assets - Current Liabilities
- 5) Earnings before Interest Tax = Profit/ (Loss) Before Tax + Finance Cost
- 6) Capital Employed = Equity + Total debts
- 7) Income from Investment = Interest earned from Fixed Deposit
- 8) Investments = Amount invested in Fixed Deposit

**Note 39: Employee Stock Option Plan**

a) The Company instituted the Sesa Care Employee Stock Option Plan (ESOP 2021) - an Equity settled Employee Stock Option Plan for its employees, which is administered by the Board of Directors. Under the scheme, the Board has accorded its consent to grant options exercisable into not more than 30,294,634 Equity Shares of Rs. 6/- each of the Company. The exercise price of the option is Rs. 6/- per option.

The vesting schedule of options granted under ESOP 2021 depends on the type of ESOP's granted which are as follows:

(i) Tenure linked options

These shall vest over a specified period from the date of grant provided employee is part of the organization at the specified vesting dates

(ii) Performance linked options

These shall vest over a specified period based on achievement of specified annual business targets as determined by the Company for specified financial years.

(iii) Exit linked options

These shall vest at the time of any Exit event (full or partial) for True North Fund V (the Promoter) subject to specified Internal Rate of Return (IRR) being achieved by the Promoter, on its total investment in the Company. The number of ESOP's to be vested shall vary according to the IRR realized by the Promoter at the time of Exit event.

b) The vesting of options is as follows:

Vesting Date	Maximum number /% of options that shall vest			
	Tenure Linked	Performance Linked	Exit Linked	Total
26-Sep-26	8,397,300	8,397,300	8,397,300	25,191,900
In %	33.33%	33.33%	33.34%	100%

c) The details of the under ESOP 2021 scheme are as under:

Particulars	As at March 31, 2023	As at March 31, 2022
Options granted and outstanding at the beginning of the year	21,094,634	-
Options granted during the year	9,200,000	21,094,634
Options lapsed during the year	-	-
Options exercised during the year	-	-
Options granted and outstanding at the end of the year	30,294,634	21,094,634
Options exercisable as at end of the year	5,102,734	-
Options unvested as at end of the year	25,191,900	21,094,634

Note: Total options vested until March 31, 2023 is 5,102,734 ( March 31, 2022: Nil)

d) Fair Valuation of Options Granted

The fair value at grant date, for time-linked and performance-linked options is determined using the Black-Scholes Model which takes into account the exercise price, expected volatility, option's life, the share price at grant date, expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

The fair value at grant date, for exit-linked options is determined using Simulation Model which takes into account the exercise price, expected volatility, option's life, the share price at grant date, expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

The inputs for the options granted included:

Grant Date	Grant Date Share Price	Exercise Price	Expected Term to Maturity	Volatility	Risk Free Interest Rate
July 26, 2021	4.10	6.00	5.00	45.00%	5.76%
April 01, 2022	4.10	6.00	5.00	45.00%	6.26%
August 03, 2022	4.10	6.00	5.00	45.00%	7.11%

The Management considers dividend yield to be zero for each share options.

**Note 40: Taxation**

a) No provision for current income-tax under the provisions of Income-tax Act, 1961 is made by the Company, since, in the opinion of the Company, there will be no taxable income in view of losses brought forward and the losses for the year as per the provisions of the Income-tax Act, 1961.

b) In accordance with Ind AS 12 on 'Income Taxes' (Ind AS-12), deferred tax assets and liability should be recognised for all timing differences in accordance with the said standard. However, considering the present financial position and requirements of the said Ind AS - 12 regarding the future taxable profit, the same is not recognised as an asset. However, the same will be re-assessed at subsequent balance sheet date and will be accounted for in the year when future taxable profits will be available.

**Disclosure of deferred tax:**

(Rs. in Lakhs)		
Particulars	As at March 31, 2023	As at March 31, 2022
<b>Deferred tax liabilities:</b>		
Depreciation/ Amortisation/ Impairment	(5,407.87)	(6,804.98)
Total	(5,407.87)	(6,804.98)
<b>Deferred tax assets:</b>		
Employee benefits	-	2.25
Tax losses	23,624.69	20,862.29
Total	23,624.69	20,864.54
Deferred tax assets recognised to the extent of deferred tax liability	5,407.87	6,804.98
<b>Net deferred tax</b>	-	-

**Note 41: Acquisition of business undertaking**

On September 30, 2018, Sesa Care Private Limited purchased the Hair Care business division (Business Undertaking) from Ban Labs Private Limited as a going concern on a slump sale basis for a lump sum consideration with a view to obtain the ownership and the operations of the said Business Undertaking.

Details of the purchase consideration, the net identifiable assets acquired and goodwill are as follows:

(Rs. in Lakhs)	
Purchase consideration	112,874.50
The assets and Liabilities recognised as a result of the acquisition are as follows:	
Tangible assets	564.35
Inventory	312.33
Trade receivable	752.30
Employee benefits payable	(27.55)
Trade payables	(1,133.55)
Intangible assets: Brands	61,806.97
Intangible assets: Distribution network	32,509.01
Intangible assets: Trademark	1,000.00
Intangible assets: Formula	8,879.18
Net identifiable assets acquired	104,663.04
Calculation of Goodwill	
Consideration	112,874.50
Less: Net identifiable assets acquired	104,663.04
Goodwill [Refer note 6(b)]	8,211.46

**Note 42: Particulars of investments made, as required by clause (4) of Section 186 of the Companies Act, 2013**

(Rs. in Lakhs)		
Name and Nature	As at March 31, 2023	As at March 31, 2022
Sesa Care Bangladesh Private Limited - Investment in Equity Shares	144.50	144.50

**Note 43 – Lease Disclosures**

- a) The Company has lease arrangement facilities for office premises and manufacturing plant. The average lease term ranges between 5 years to 7 years.  
b) The discount rate used by the Company is in the range of 8.9 % to 9.55 % (incremental borrowing rate) which is applied to all lease liabilities recognised in the balance sheet.  
c) The total cash outflow for leases for the year amount to Rs.79.98 lakhs (Previous Year Rs. 76.27 Lakhs) [excluding variable lease payment].  
d) Lease Liabilities – Maturity Analysis

(Rs. in Lakhs)		
Particulars	Amount as at March 31, 2023	Amount as at March 31, 2022
Not later than 1 year	75.02	65.97
Later than 1 year and not later than 5 years	56.04	131.05
Later than 5 years	-	-
<b>Total</b>	<b>131.06</b>	<b>197.02</b>

**Note 44: Foreign currency exposure not hedged by derivative instruments**

(Rs. in Lakhs)				
a) USD				
Particulars	As at March 31, 2023		As at March 31, 2022	
	Amount in USD	Amount in Rs.	Amount in USD	Amount in Rs.
Trade receivable	1.27	104.26	0.53	40.49
Trade Payable	0.01	0.89	0.01	0.50
b) EURO				
Particulars	As at March 31, 2023		As at March 31, 2022	
	Amount in EURO	Amount in Rs.	Amount in EURO	Amount in Rs.
Trade receivable	0.33	29.49	-	-

**Note 45: Disclosures required under Section 22 of Micro, Small and Medium Enterprise Development Act, 2006:**

(Rs. in Lakhs)		
Particulars	Amount as at March 31, 2023	Amount as at March 31, 2022
(i) Principal amount remaining unpaid to any SME supplier as at the end of the accounting period	203.47	98.20
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting period	-	-
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-
(iv) The amount of interest due and payable for the period	-	-
(v) The amount of interest accrued and remaining unpaid at the end of the accounting period	-	-
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-
<b>TOTAL</b>	<b>203.47</b>	<b>98.20</b>

The above information regarding dues to Micro and Small Enterprises has been determined to the extent such parties have been identified on the basis of information collected with the Company.

**Note 46: Going Concern**

The Company has incurred losses during the year and in earlier years (mainly account of depreciation and amortisation of intangibles and impairment of intangibles) which has led to an erosion in its net worth. Further, the current liabilities (Rs. 9,111.86 lakhs) exceed the current assets (Rs.5,836.16 lakhs) by Rs. 3,275.70 lakhs as at March 31, 2023. These events or conditions indicate the existence of material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern.

The Company has plans of implementing various measures to enhance its product offerings, increasing market share and reducing costs, thereby improving its profitability. Furthermore, True North Fund V LLP, a majority shareholder of the Company, continues to be committed to provide the required financial support to the Company to ensure that the Company continues to operate as a going concern for the foreseeable future and is able to meet its financial obligations as and when they become due.

Considering this the management is of the view that there is no material uncertainty regarding going concern assumption and accordingly, the standalone financial statements have been prepared on a going concern basis.

**Note 47: Company Social Responsibility (CSR)**

The Company is not having Net worth of Rs. 50,000 lakhs or more, or turnover of Rs. 100,000 lakhs or more, or net profit of Rs. 500 lakhs or more during the immediately preceding financial year and hence, provision of Section 135 of Companies Act 2013 pertaining to Corporate Social Responsibility are not applicable to the Company during the year.

**Note 48: Other Statutory Information:**

- (i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (ii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (iii) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (iv) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - 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) or
  - b. Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (v) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
  - 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.
- (vi) The Company does not have any such transaction which is not recorded in the books of account that has been surrendered or disclosed as income during the year in
- (vii) The monthly statements of current assets filled by the Company with bank are in agreement with books of account.
- (viii) The Company is not declared as willful defaulter by any bank, financial institution or other lender.

**Note 49: Relationship with Struck Off companies**

The Company, during the current and previous financial year, has not engaged in any transactions or carrying any outstanding balance of a Company whose name has been struck-off by the Registrar of Companies (ROC) from the register of Companies, pursuant to Section 248 of the Companies Act, 2013.

**Note 50: Approval of Standalone financial statements**

The Standalone Financial Statements for the year ended March 31, 2023 were approved for issue by the Board Of Directors on July 10, 2023.

**Note 51: Comparatives**

Previous year's figures have been regrouped/reclassified wherever necessary to correspond to those of the current year.

Signatures to Notes 1 to 51

In terms of our report attached  
For Sesa Care Private Limited

Sandeep Rai  
Chief Executive Officer  
DIN: 09071630

Place: Mumbai  
Date: 10/07/2023

Hemant Agarwal  
Chief Financial Officer

Place: Mumbai  
Date: 10/07/2023

Ashish Bhargava  
Director  
DIN: 02574949

Place: Mumbai  
Date: 10/07/2023

Sarita Aggarwal  
Company Secretary

Place: Jaipur  
Date: 10/07/2023

## **INDEPENDENT AUDITOR'S REPORT**

**To The Members of Sesa Care Private Limited**

**Report on the Audit of the Consolidated Financial Statements**

### **Opinion**

We have audited the accompanying consolidated financial statements of Sesa Care Private Limited ("the Holding Company") and its subsidiary company incorporated outside India, (the Holding Company and its subsidiary incorporated outside India together referred to as "the Group") which comprise the Consolidated Balance Sheet as at March 31, 2023, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as the consolidated financial statements).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated 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 consolidated state of affairs of the Group as at March 31, 2023, and their consolidated loss, their consolidated total comprehensive loss, their consolidated cash flows and their consolidated changes in equity for the year ended on that date.

### **Basis for Opinion**

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143 (10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group 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 consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters section below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

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

- The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board of Directors Report under section 134 of the Act, but does not include the consolidated financial statements, standalone financial statements and our auditor's reports thereon.
- Our opinion on the consolidated 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 consolidated financial statements, our responsibility is to read the other information in doing so, place reliance on the work of the other auditors and consider whether the other information is materially inconsistent with the consolidated 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.

### **Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements**

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management of the companies included in the Group are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate their respective entities or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

### **Auditor's Responsibility for the Audit of the Consolidated Financial Statements**

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group 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 consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entity or business activities included in the consolidated financial statements of which we are the independent auditors. For the other entity included in the consolidated financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the Holding Company and such other entity included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

#### **Other Matters**

We did not audit the financial statements of the subsidiary company incorporated outside India, whose financial statements reflect total assets of Rs. 688.37 lakhs as at March 31, 2023, total revenue of Rs.1,781.08 lakhs and net cash outflow amounting to Rs.87.33 lakhs for the year ended on that date, as considered in the respective standalone financial statements of the companies included in the Group. The said financial statements have been audited by

the other auditors whose reports have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of its subsidiary incorporated outside India and our report in terms of subsection (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary is based solely on the report of such other auditors.

Our opinion on the consolidated financial statements above and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditors

**Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, based on our audit we report, to the extent applicable that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been so far as it appears from our examination of those books, returns and the reports of the other auditors.
  - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
  - d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.
  - e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2023 taken on record by the Board of Directors of the Holding Company, none of the directors of the Holding company, is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditors' reports of the Holding company. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Holding Company's internal financial controls with reference to consolidated financial statements.
  - g) In our opinion and to the best of our information and according to the explanations given to us, the Holding Company being a private company, section 197 of the Act related to the managerial remuneration is not applicable.
  - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
    - i) There were no pending litigations as at March 31, 2023 which would impact the consolidated financial position of the Group.
    - ii) The Group did not have any material foreseeable losses on long-term contracts including derivative contracts as at March 31, 2023.

- iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company.
  - iv) (a) The Management of the Holding Company has represented that, to the best of their knowledge and belief, as disclosed in the note 45 to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company ("Ultimate Beneficiary") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries. There are no subsidiaries which are incorporated in India to which reporting under sub-clause (ii) of Rule 11(e) is applicable.  
  
(b) The Management of the Holding Company, whose financial statements have been audited under the Act, has represented, to the best of their knowledge and belief, as disclosed in note 45 to the consolidated financial statements, no funds have been received by the Holding Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiary shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.  
  
(c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
  - v) The Holding Company has not declared or paid any dividend during the year and has not proposed final dividend for the year.
  - vi) Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable w.e.f. April 1, 2023 to the Holding Company and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.
2. With respect to the matters specified in Clause (xxi) of paragraph 3 and paragraph 4 of the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, according to the information and explanations given to us, and based on the audit report under section 143 issued by us and the auditors of company included in the consolidated financial statements, as provided to us by the Management of the Holding Company, we report that CARO is applicable only to the Holding Company and not to any other company included in the consolidated financial statements. We have not reported any qualification or adverse remark in the CARO report of the Holding Company.

For Deloitte Haskins & Sells LLP  
Chartered Accountants  
(Firm's Registration No. 117366W/W-100018)

*K.V. Shah*

Krunal Shah

Partner

Membership No. 111260

UDIN: 23111260BHANFJ6984

Place: Mumbai

Date: September 1, 2023

**ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT**

**Re: Sesa Care Private Limited**

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

**Report on the Internal Financial Controls with reference to consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2023, we have audited the internal financial controls with reference to consolidated financial statements of Sesa Care Private Limited (hereinafter referred to as "the Holding Company") as of that date.

The reporting requirements as regards to the adequacy of Internal Financial Control Over Financial Reporting and the operating effectiveness of such controls is not applicable to the subsidiary in view of the subsidiary being incorporated outside India.

**Management's Responsibility for Internal Financial Controls**

The Board of Directors of the Holding Company is responsible for establishing and maintaining internal financial controls based on the internal control with reference to consolidated financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("the 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 Holding Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditor's Responsibility**

Our responsibility is to express an opinion on the Holding Company's internal financial controls with reference to consolidated financial statements 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 Act, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

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

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

**Meaning of Internal Financial Controls with reference to consolidated financial statements**

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

**Inherent Limitations of Internal Financial Controls with reference to consolidated financial statements**

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

**Opinion**

In our opinion to the best of our information and according to the explanations given to us, the Holding Company, has, in all material respects, an adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2023, based on the internal control with reference to consolidated financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Chartered Accountants  
(Firm's Registration No. 117366W/W-100018)

*K.V. Shah*

Krunal Shah  
Partner

Place: Mumbai  
Date: September 01, 2023

Membership No. 111260  
UDIN:23111260BHAFJ6984

		(Rs. in Lakhs)	
Particulars	Note No.	As at March 31, 2023	As at March 31, 2022
<b>ASSETS</b>			
<b>Non-current assets</b>			
(a) Property, plant and equipment	5	435.67	570.75
(b) Goodwill	6 (a)	-	-
(c) Other intangible assets	6 (b)	49,831.13	59,156.16
(d) Capital-Work-in Progress	7(a)	8.40	-
(e) Intangible assets under development	7(b)	-	11.18
(f) Financial assets	8	425.29	304.74
(g) Income-tax assets (net)	9	91.95	38.38
(h) Other non-current assets	10	17.00	31.50
<b>Total non-current assets</b>		<b>50,809.44</b>	<b>60,113.71</b>
<b>Current assets</b>			
(a) Inventories	11	857.60	914.81
(b) Financial assets			
(i) Trade receivables	12	2,181.44	1,927.72
(ii) Cash and cash equivalents	13	2,825.07	511.99
(iii) Other financial assets	14	11.71	2.88
(c) Other current assets	15	563.02	402.57
<b>Total current assets</b>		<b>6,438.84</b>	<b>3,759.97</b>
<b>TOTAL ASSETS</b>		<b>57,248.28</b>	<b>63,873.08</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
(a) Equity share capital	16	93,359.70	93,359.70
(b) Other equity	17	(70,588.83)	(59,075.76)
<b>Total Equity</b>		<b>22,770.87</b>	<b>34,283.94</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	18	24,829.32	23,991.56
(ii) Lease liabilities		56.04	131.05
(b) Provisions	19	103.63	88.89
<b>Total non-current liabilities</b>		<b>24,988.99</b>	<b>24,211.50</b>
<b>Current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	20	7,015.59	2,812.58
(ii) Lease liabilities		75.02	65.97
(iii) Trade payables	21		
(a) Total outstanding dues to Micro enterprises and Small enterprises		203.47	98.20
(b) Total outstanding dues to creditors other than (a) above		1,871.78	2,129.23
(b) Other current liabilities	22	317.71	266.48
(c) Provisions	23	4.85	5.18
<b>Total current liabilities</b>		<b>9,488.42</b>	<b>5,377.64</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>57,248.28</b>	<b>63,873.08</b>

See accompanying notes forming part of the Consolidated Financial Statements

In terms of our report attached  
For Deloitte Haskins & Sells LLP  
Chartered Accountants

**K.V.Shah**

Krunal Shah  
Partner

Place: Mumbai

Date: September 1, 2023

For Sesa Care Private Limited

Sandeep Rai  
Chief Executive Officer  
DIN: 09071630

Place: Mumbai

Date: July 10, 2023

Hemant Agarwal  
Chief Financial Officer

Place: Mumbai

Date: July 10, 2023

**Bhargava**

Ashish Bhargava  
Director  
DIN: 02574919

Place: Mumbai

Date: July 10, 2023

**Sarita**  
Sarita Aggarwal  
Company Secretary

Place: Jaipur

Date: July 10, 2023

Sesa Care Private Limited  
CIN: U24247KA2018PTC115638  
Consolidated Statement of Profit and Loss for the year ended March 31, 2023

(Rs. in Lakhs)			
Particulars	Note No.	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>INCOME</b>			
(a) Revenue from operations	24	13,029.91	11,191.16
(b) Other income	25	66.40	109.45
<b>Total Income</b>		<b>13,096.31</b>	<b>11,300.61</b>
<b>EXPENSES</b>			
(a) Cost of materials consumed	26	4,498.02	3,899.52
(b) Changes in inventories of finished goods and work-in-progress	27	(55.84)	40.94
(c) Employee benefits expense	28	2,704.40	2,321.44
(d) Finance cost	29	3,557.19	2,432.19
(e) Depreciation and amortization expense	30	5,423.28	5,439.19
(f) Impairment of goodwill and other intangible assets	6(a) and 6(b)	4,089.30	-
(g) Other expenses	31	4,364.13	3,522.82
<b>Total expenses</b>		<b>24,580.48</b>	<b>17,656.10</b>
<b>Loss before tax</b>		<b>(11,484.17)</b>	<b>(6,355.49)</b>
<b>Tax expense:</b>			
(a) Current tax		75.71	32.54
(b) Deferred tax		-	-
		<b>75.71</b>	<b>32.54</b>
<b>Loss for the year</b>		<b>(11,559.88)</b>	<b>(6,388.03)</b>
<b>Other Comprehensive Income</b>			
Items that will not be reclassified to profit or loss			
Remeasurement of defined benefit plan	35	16.07	14.95
<b>Total Other Comprehensive Income</b>		<b>16.07</b>	<b>14.95</b>
<b>Total Comprehensive Loss for the year</b>		<b>(11,543.81)</b>	<b>(6,373.08)</b>
<b>Earnings per Equity share</b>			
(Class A Equity share of Rs.10 each and Class B Equity Share of Rs. 6 each)			
Basic and Diluted (Rs.)	33	(1.16)	(0.64)

See accompanying notes forming part of the Consolidated Financial Statements

In terms of our report attached  
For Deloitte Haskins & Sells LLP  
Chartered Accountants

**K.V. Shah**  
Krunal Shah  
Partner

Place: Mumbai  
Date: September 1, 2023

For Sesa Care Private Limited

Sandeep Rai  
Chief Executive Officer  
DIN: 09071636

Place: Mumbai  
Date: July 10, 2023

Hemant Agarwal  
Chief Financial Officer

Place: Mumbai  
Date: July 10, 2023

**Bhargava**  
Ashish Bhargava  
Director  
DIN: 02574919

Place: Mumbai  
Date: 10/07/2023

**Sarita**  
Sarita Aggarwal  
Company Secretary

Place: Jaipur  
Date: 10/07/2023

Sesa Care Private Limited  
CIN: U24247KA2018PTC115638

Consolidated Statement of Cash Flows for the year ended March 31, 2023

(Rs. in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Operating activities</b>		
Loss before tax		(6,355.49)
Adjustments for:		
Depreciation and amortization expense	5,423.28	5,439.19
Impairment of goodwill and other intangible assets	4,089.30	-
Provision for employee benefits	14.41	33.75
Provision for employee stock options outstanding	111.62	85.24
Interest on fixed deposit with bank	(18.39)	(7.19)
Finance cost	3,557.19	2,432.19
	13,177.41	7,983.18
Operating profit before working capital changes	1,693.24	1,627.69
<b>Working capital changes:</b>		
Inventories	57.21	(56.38)
Trade receivables	(253.72)	(460.04)
Other current financial assets	(8.83)	2.73
Other non current assets	14.89	(21.63)
Other current assets	(160.45)	(20.20)
Other non current financial assets	(1.11)	(2.81)
Trade payables	(152.17)	229.92
Other current liabilities	10.31	112.06
	(493.87)	(216.35)
Cash from operations	1,199.37	1,411.34
Income tax (paid)/ refund	(88.58)	(35.82)
<b>Net cash flow generated from operations</b>	1,110.79	1,375.52
<b>Investing activities</b>		
Purchase of property, plant and equipment	(48.22)	(69.80)
Purchase of intangible assets (including intangible assets under development)	(12.65)	(6.89)
Purchase of fixed deposits	(125.36)	(165.64)
Interest on fixed deposit with bank	27.17	0.91
<b>Net cash used in investing activities</b>	(159.06)	(241.42)
<b>Financing activities</b>		
Repayment of long-term borrowings	(2,668.76)	-
Proceeds from Inter corporate deposit	1,000.00	2,500.00
Repayment of Inter corporate deposit	(1,000.00)	(2,500.00)
Proceeds from short-term borrowings (net)	1,156.18	(1,344.42)
Repayment of lease liability	(65.97)	(76.24)
Proceeds from long term borrowings	5,759.99	2,987.36
Finance cost from long-term borrowings	(2,497.64)	(2,009.11)
Finance cost from short-term borrowings	(241.57)	(338.53)
<b>Net Cash used in financing activities</b>	1,442.23	(780.94)
Net increase in cash and cash equivalents	2,393.96	353.16
Cash and cash equivalents at the beginning of the year	511.99	156.62
Exchange difference on conversion of subsidiary	(80.88)	2.21
<b>Cash and cash equivalents at the end of the year (Refer Note 13)</b>	2825.07	511.99

**Notes:**  
(i) Consolidated Statement of Cash Flows has been prepared as per the indirect method specified under Ind AS 7 on 'Statement of Cash Flows'.

In terms of our report attached  
For Deloitte Haskins & Sells LLP  
Chartered Accountants

**K.V.Shah**  
Krunal Shah  
Partner

Place: Mumbai  
Date: September 1, 2023

For Sesa Care Private Limited

**Sandeep Rai**  
Chief Executive Officer  
DIN: 09071630

Place: Mumbai  
Date: July 10, 2023

**Hemant Agarwal**  
Chief Financial Officer

Place: Mumbai  
Date: July 10, 2023

**Ashish Bhardwaj**  
Director  
DIN: 02574919

Place: Mumbai  
Date: 10/07/2023

**Sarita Aggarwal**  
Company Secretary

Place: Jaipur  
Date: 10/07/2023

Sesa Care Private Limited  
CIN: U24247KA2018PTC115638  
Consolidated Statement of changes in Equity for the year ended March 31, 2023

a. Equity Share Capital

	(Rs. in Lakhs)
Balance at March 31, 2021	93,359.70
Changes in Equity share capital	-
Balance at March 31, 2022	93,359.70
Changes in Equity share capital	-
Balance at March 31, 2023	93,359.70

b. Other Equity (Refer Note 17)

	(Rs. in Lakhs)			
Particulars	Retained earnings	Foreign currency translation reserve	ESOP Outstanding	Total
Balance at March 31, 2021	(52,792.92)	2.79	-	(52,790.13)
Loss for the year	(6,388.03)	-	-	(6,388.03)
Provision for employee stock options outstanding created during the year	-	-	85.24	85.24
Other comprehensive income for the year, net of income-tax	14.95	-	-	14.95
Exchange difference arising on translating foreign operations	-	2.21	-	2.21
Balance at March 31, 2022	(59,166.00)	5.00	85.24	(59,075.76)
Loss for the year	(11,559.88)	-	-	(11,559.88)
Provision for employee stock options outstanding created during the year	-	-	111.62	111.62
Other comprehensive income for the year, net of income-tax	16.07	-	-	16.07
Exchange difference arising on translating foreign operations	-	(80.88)	-	(80.88)
Balance at March 31, 2023	(70,709.81)	(75.88)	196.86	(70,588.83)

See accompanying notes forming part of the Consolidated Financial Statements

In terms of our report attached  
For Deloitte Haskins & Sells LLP  
Chartered Accountants

**K. V. Shah**  
Krunal Shah  
Partner

Place: Mumbai  
Date: September 1, 2023

For Sesa Care Private Limited

**Sandeep Rai**  
Chief Executive Officer  
DIN: 09077630

Place: Mumbai  
Date: July 10, 2023

**Hemant Aggarwal**  
Chief Financial Officer

Place: Mumbai  
Date: July 10, 2023

**Ashish Bhargava**  
Director  
DIN: 02574919

Place: Mumbai  
Date: 10/07/2023

**Sarita Aggarwal**  
Company Secretary

Place: Jaipur  
Date: 10/07/2023

**Note 1 - About the Company:**  
Sesa Care Private Limited (the Company) is a private limited company incorporated on August 23, 2018 under the provisions of Companies Act, 2013. The Company is primarily engaged in business of manufacturing, purchasing and selling of Hair Care and Skin Care products for personal/household use.

**Note 2 - Significant Accounting Policies:**  
**a. Basis of preparation and Presentation**

The Company along with its subsidiary, Sesa Care Bangladesh Private Limited, is collectively referred to as 'the Group'. The Consolidated Financial Statements of the Group have been prepared in accordance with the Indian Accounting Standards (Ind AS) as notified by the Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 (the Act) read with Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India.

The Consolidated Balance Sheet and the Consolidated Statement of Profit and Loss are prepared and presented in the format prescribed in the Schedule III to the Act. The Consolidated Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS 7 on 'Statement of Cash Flows'.

Amounts in the Consolidated Financial Statements are presented in Indian Rupees (Rs.) and all values are rounded to the nearest lakhs in two decimals, except otherwise indicated. Per share data are presented in Indian Rupee rounded to two decimal places.

These Consolidated Financial Statements have been prepared on a historical cost basis, except for certain financial assets and liabilities measured at fair values.

**b. Principles of consolidation**

The Consolidated Financial Statements incorporate the financial statements of the Company and its subsidiary.

- a) An entity which is, directly or indirectly, controlled by the Group is treated as subsidiary. Control is achieved when the Company, directly or indirectly:
- has power over the investee;
  - is exposed, or has rights, to variable returns from its involvement with the investee; and
  - has the ability to use its power to affect its returns.
- b) The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.
- c) Where necessary, adjustments are made to the financial statements of subsidiary to bring their accounting policies into line with the Group's accounting policies. The financial statements of subsidiary used for the purpose of consolidation are drawn up to same reporting date as that of the Company.
- d) All intragroup assets and liabilities, equity, income, expenses, unrealised profits/losses and cash flows relating to transactions between the members of the Group are eliminated on consolidation.
- e) The Consolidated Financial Statements of the Group combines financial statements of the Company and its subsidiary line by-line by adding together the like items of assets, liabilities, income and expenses.

**c. Business Combination**

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets and liabilities acquired by the Group from the former owners in exchange of control of the business. Acquisition-related costs are recognised in the Consolidated Statement of Profit and Loss as incurred.

Measurement period adjustments are adjustments that arise from additional information obtained during the measurement period (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

Goodwill is measured as the excess of the sum of the consideration transferred over the net of acquisition-date amounts of the identifiable assets acquired and the liabilities assumed.

**d. Fair value measurement**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible to the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. All assets and liabilities for which fair value is measured or disclosed in these Consolidated Financial Statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in these Consolidated Financial Statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

**e. Goodwill**

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any. At the end of each reporting period, the Group reviews carrying amount of goodwill to determine whether there is any indication that goodwill has suffered any impairment loss. Accordingly, recoverable amount of goodwill is arrived basis projected cash flows from business. Any impairment loss for goodwill is recognised directly in Consolidated Statement of Profit and Loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

#### **f. Revenue recognition**

The Group recognises revenue from sale of goods and services, based on the terms of contract and as per the business practise; the Group determines transaction price considering the amount it expects to be entitled in exchange of transferring promised goods or services to the customer. Revenue is recognised when it is realized or is realizable and has been earned after the deduction of variable components such as discounts, rebates, and schemes. The Group estimates the amount of variable components based on historical, current and forecast information available and either expected value method or most likely method, as appropriate and records a corresponding liability in other payables; the actual amounts may be different from such estimates. These differences are recognised as a change in management estimate in a subsequent period.

##### Sale of goods

Revenue is recognised when control of the products being sold has been transferred to a customer and when there are no longer any unfulfilled obligations to the customer, the amount of revenue can be measured reliably and recovery of the consideration is probable. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns, Goods and Services Tax (GST) and applicable trade discounts and allowances.

##### Other income

Interest income on funds invested in financial assets is recognised in the Consolidated Statement of Profit and Loss using the effective interest rate method on a time proportion basis.

Duty Drawback income is recognized when no significant uncertainty as to determination or realization exists.

Duty scrip awarded to the Company pursuant to the Merchandise Export from India (MEIS) Scheme are recognized when they are sold and it is not unreasonable to expect ultimate collection of the sale consideration.

#### **g. Property, plant and equipment**

##### Recognition and measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses, if any. Cost includes expenditure that are directly attributable to the acquisition of the asset and other costs directly attributable to bringing the asset to a working condition for its intended use.

When parts of an item of property, plant and equipment have significant cost in relation to total cost and different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

The cost of replacing part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Group, its cost can be measured reliably and it has a useful life of at least 12 months. The costs of other repairs and maintenance are recognised in the Consolidated Statement of Profit and Loss as incurred.

##### Depreciation

Depreciation is recognised in the Consolidated Statement of Profit and Loss on a straight-line basis over the estimated useful lives of property, plant and equipment. Leased assets are depreciated over the shorter of the lease term or their useful lives, unless it is reasonably certain that the Group will obtain ownership by the end of the lease term. The useful lives of these assets are as prescribed in Schedule II of the Companies Act, 2013.

Depreciation methods, useful lives and residual values are reviewed at each reporting date.

#### **h. Intangible assets**

##### Recognition and measurement

Intangible assets include Brands, Distribution Network, Trade Mark, Formula and Goodwill which were acquired by the Group as a part of purchase consideration at the time of business purchase from Ban Labs Private Limited. (Refer note 40)

Intangible assets other than goodwill that are acquired by the Group, which have finite useful lives, are measured at cost less accumulated amortisation and accumulated impairment losses, if any. Intangible assets other than goodwill that are acquired by the Group, which have indefinite useful lives are measured at cost and are not amortised, but are tested for impairment at the end of each reporting period, if events or changes in circumstances indicate that they might be impaired.

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which they relate.

Software for internal use, which is primarily acquired from third-party vendors, including consultancy charges for implementing the software, are capitalised. Subsequent costs are charged to the Consolidated Statement of Profit and Loss as incurred. The capitalised costs are amortised over the estimated useful life of the software. Intangible assets with definite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

##### Amortisation

Amortisation of intangible assets is recognised in the Consolidated Statement of Profit and Loss on a straight-line basis over the estimated useful lives from the date that they are available for use.

The estimated useful lives are as follows:

Brand: Indefinite useful life

Trade Mark: Indefinite useful life

Distribution Network: 7 years

Formula: 15 years

Software: 5 years

**i. Impairment of tangible and intangible assets other than goodwill (for Goodwill refer note 2(e))**

At the end of each reporting period, the Group 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). When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

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 (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the Consolidated Statement of Profit and Loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) 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 (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the Consolidated Statement of Profit and Loss.

**j. Borrowing costs**

Borrowing costs primarily comprise interest on the Group's borrowings. There are no borrowing costs which are directly attributable to the acquisition, construction or production of a qualifying asset hence the borrowing costs are not capitalised during the period.

Borrowing costs are recognised in the Consolidated Statement of Profit and Loss using the effective interest rate method.

**k. Investments and financial assets**

Classification

The Group classifies its financial assets in the following measurement categories:

- Those to be measured subsequently at fair value (either through other comprehensive income, or through Consolidated Statement of Profit and Loss), and
- Those measured at amortised cost.

The classification depends on the Group's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in the Consolidated Statement of Profit and Loss or Consolidated Other Comprehensive Income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in the Consolidated Statement of Profit and Loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Measurement of debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in the consolidated Statement of Profit and Loss when the asset is derecognised or impaired. Interest income from these financial assets is included in other income using the effective interest rate method.

Fair value through other comprehensive income (FVOCI): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in the Consolidated Statement of Profit and Loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to the Consolidated Statement of Profit and Loss and recognised in other income/expenses. Interest income from these financial assets is included in other income using the effective interest rate method.

Fair value through profit or loss (FVTPL): Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in the Consolidated Statement of Profit and Loss and presented net in the Consolidated Statement of Profit and Loss within other income/expenses in the period in which it arises. Interest income from these financial assets is included in other income.

Impairment of financial assets

The Group assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

Trade receivables are recognised when the right to consideration becomes unconditional. These assets are held at amortised cost, using the effective interest rate (EIR) method where applicable, less provision for impairment based on expected credit loss.

**Interest income from financial assets**

Interest income from financial assets is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

**I. Financial liabilities****Non derivative financial liabilities include trade and other payables**

Borrowings and other financial liabilities are initially recognised at fair value (net of transaction costs incurred). Difference between the fair value and the transaction proceeds on initial recognition is recognised as an asset / liability based on the underlying reason for the difference.

Subsequently all financial liabilities are measured at amortised cost using the effective interest rate method.

Borrowings are derecognised from the Consolidated Balance Sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in the Consolidated Statement of Profit and Loss. The gain / loss is recognised in other equity in case of transaction with shareholders.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agrees, after the reporting period and before the approval of the Consolidated Financial Statements for issue, not to demand payment as a consequence of the breach.

Trade payables are recognised initially at their transaction values which also approximate their fair values and subsequently measured at amortised cost less settlement payments.

**m. Inventories**

Inventories are valued at cost or net realisable value, whichever is lower. Cost of inventories is determined on a weighted moving average basis. Purchase cost and other related costs incurred in bringing the inventories to their present location and condition are included while valuing the inventory.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

The factors that the Group considers in determining the allowance for slow moving, obsolete and other non-saleable inventory includes estimated shelf life, planned product discontinuances, price changes, ageing of inventory and introduction of competitive new products, to the extent each of these factors impact the Group's business and markets. The Group considers all these factors and adjusts the inventory provision to reflect its actual experience on a periodic basis.

**n. Trade Receivables**

Trade receivables are recognised when the right to consideration becomes unconditional. These assets are held at amortised cost, using the effective interest rate (EIR) method where applicable, less provision for impairment based on expected credit loss.

**o. Accounting for income taxes**

Income tax expense consists of current and deferred tax. Income tax expense is recognised in the Consolidated Statement of Profit and Loss except to the extent that it relates to items recognised in other comprehensive income, in which case it is recognised in other comprehensive income. Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax is not recognised for the following temporary differences:

- The initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit, and
- Taxable temporary differences relating to investments in subsidiaries to the extent it is not probable that the temporary difference will reverse in the foreseeable future and taxable profit will be available against which the temporary difference can be utilised.

Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised/ settled simultaneously.

**p. Foreign Currency Transactions****i) Functional and presentation currency:**

Items included in the Consolidated Financial Statements of the Group are measured using the currency of the primary economic environment in which the Group operates (functional currency). The Consolidated Financial Statements of the Group are presented in Indian Rupees (Rs.), which is also the functional and presentation currency of the Group.

**ii) Transactions and balances:**

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gain/(loss) resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in the Consolidated Statement of Profit and Loss except that they are deferred in other equity if they relate to qualifying cash flow hedges. Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the Consolidated Statement of Profit and Loss within finance costs. All other foreign exchange gain/(loss) are presented in the Consolidated Statement of Profit and Loss on a net basis with other income/expenses.

Non-monetary items that are measured at fair value that are denominated in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain/(loss).

**iii) Foreign currency translation reserve:**

Foreign currency translation reserve The exchange differences arising from the translation of financial statements of foreign operations with functional currency other than Indian Rupee is recognised in other comprehensive income and is presented within equity in the foreign currency translation reserve

#### q. Employee benefits

##### Short-term benefits

Short-term benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid under short-term cash bonus or profit-sharing plans if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

##### Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which the Group pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to recognised provident funds, approved superannuation schemes and other social securities, which are defined contribution plans, are recognised as an employee benefit expense in the Consolidated Statement of Profit and Loss as incurred.

##### Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Group's net obligation in respect of an approved gratuity plan, which is a defined benefit plan, and certain other defined benefit plans is calculated separately for each material plan by estimating the ultimate cost to the entity of the benefit that employees have earned in return for their service in the current and prior periods. This requires an entity to determine how much benefit is attributable to the current and prior periods and to make estimates (actuarial assumptions) about demographic variables and financial variables that will affect the cost of the benefit. The cost of providing benefits under the defined benefit plan is determined using actuarial valuation performed annually by a qualified actuary using the projected unit credit method.

The benefit is discounted to determine the present value of the defined benefit obligation and the current service cost. The discount rate is the yield at the reporting date on risk free government bonds that have maturity dates approximating the terms of the Group's obligations and that are denominated in the same currency in which the benefits are expected to be paid.

The fair value of any plan assets is deducted from the present value of the defined benefit obligation to determine the amount of deficit or surplus. The net defined benefit liability/(asset) is determined as the amount of the deficit or surplus, adjusted for any effect of limiting a net defined benefit asset to the asset ceiling. The net defined benefit liability/(asset) is recognised in the Consolidated Balance Sheet.

Defined benefit costs are recognised as follows:

- Service cost in the Consolidated Statement of Profit and Loss
- Net interest on the net defined benefit liability/(asset) in the Consolidated Statement of Profit and Loss
- Remeasurement of the net defined benefit liability/(asset) in Consolidated Other Comprehensive Income

Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability/(asset) at the beginning of the period, taking account of any changes in the net defined benefit liability/(asset) during the period as a result of contribution and benefit payments.

Remeasurement comprises actuarial gains and losses, the return on plan assets (excluding interest), and the effect of changes to the asset ceiling if applicable. Remeasurement recognised in other comprehensive income is not reclassified to the Consolidated Statement of Profit and Loss.

##### Compensated leave of absence

Eligible employees are entitled to accumulate compensated absences up to prescribed limits in accordance with the Group's policy and receive cash in lieu thereof. The Group measures the expected cost of accumulating compensated absences as the additional amount that the Group expects to pay as a result of the unused entitlement that has accumulated at the date of the Consolidated Balance Sheet. Such measurement is based on actuarial valuation as at the date of the Consolidated Balance Sheet carried out by a qualified actuary.

##### Termination benefits

Termination benefits are recognised as an expense when the Group is demonstrably committed, without realistic possibility of withdrawal, to a formal detailed plan to either terminate employment before the normal retirement date, or to provide termination benefits as a result of an offer made to encourage voluntary redundancy. Termination benefits for voluntary redundancies are recognised as an expense if the Group has made an offer encouraging voluntary redundancy, it is probable that the offer will be accepted, and the number of acceptances can be estimated reliably.

#### r. Leases

The Group evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116 on 'Leases'. Identification of a lease requires significant judgment. The Group uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated. The Group has applied Ind AS 116, to its leases using prospective approach, effective annual reporting period beginning April 1, 2019 and applied the standard to its leases from this date.

#### s. Provisions, contingent liabilities and contingent assets

Provisions are recognised when present obligations as a result of past events will probably lead to an outflow of economic resources from the Group and they can be estimated reliably. Timing or amount of the outflow may still be uncertain. A present obligation arises from the presence of a legal or constructive obligation that has resulted from past events.

Provisions are measured at the best estimate of expenditure required to settle the present obligation at the reporting date, based on the most reliable evidence, including the risks and uncertainties and timing of cash flows associated with the present obligation. In those cases where the possible outflow of economic resource as a result of present obligations is considered improbable or remote, or the amount to be provided for cannot be measured reliably, no liability is recognised in the Consolidated Balance Sheet.

Any amount that the Group can be virtually certain to collect from a third party with respect to the obligation is recognised as a separate asset up to the amount of the related provisions. All provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

Contingent assets are not recognised.

#### t. Earnings per share

The Group presents basic and diluted Earnings per share (EPS) data for its Equity shares. Basic EPS is calculated by dividing the profit or loss attributable to the Equity shareholders of the companies by the weighted average number of Equity shares outstanding during the period. Diluted EPS is determined by adjusting the profit or loss attributable to Equity shareholders and the weighted average number of Equity shares outstanding for the effects of all dilutive potential ordinary shares.

**u. Employees Share Based Payments**

Share-based compensation benefits are provided to employees via the Employee Stock Option Plan 2021 ('ESOP 2021'). The fair value of options granted under the ESOP 2021 plan at the grant date is recognised as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions (e.g., the entity's share price)
- excluding the impact of any service and non-market performance vesting conditions (e.g. profitability, sales growth targets and remaining an employee of the entity over a specified time period), and
- including the impact of any non-vesting conditions (e.g. the requirement for employees to save or hold shares for a specific period of time).

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in the Consolidated Statement of Profit and Loss, with a corresponding adjustment to equity.

**Note- 3 Critical Accounting Estimates And Significant Judgement In Applying Accounting Policies:**

The preparation of the Group's Consolidated Financial Statements requires Management to make judgements, estimates and assumptions that affect the application of accounting policies, reported amounts of assets, liabilities, income and expenses, and accompanying disclosures, and the disclosure of contingent liabilities. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing 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.

**3.1 Key accounting judgements, assumptions and estimates**

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities are described below:

**3.1.1 Useful lives of Property, Plant and Equipment and Other Intangible Assets**

The useful lives and residual values of Group's assets are determined by the Management at the time the asset is acquired. These estimates are reviewed annually by the Management. The lives are based on future events, which may impact their life, such as changes in technical or commercial obsolescence. Management reviews the useful lives of depreciable assets at each reporting date, based on the expected utility of the assets to the Company. The useful life are specified in notes 2 (g) and 2 (h).

**3.1.2 Impairment**

An impairment loss is recognised for the amount by which an asset's or cash-generating unit's carrying amount exceeds its recoverable amount. To determine the recoverable amount, Management estimates expected future cash flows from each asset or cash-generating unit and determines a suitable interest rate in order to calculate the present value of those cash flows. In the process of measuring expected future cash flows, Management makes assumptions about future operating results. These assumptions relate to future events and circumstances. The actual results may vary, and may cause significant adjustments to the Company's assets. In most cases, determining the applicable discount rate involves estimating the appropriate adjustment to market risk and the appropriate adjustment to asset-specific risk factors.

**Note 4 - New and amended Ind AS Standards**

On 31 March, 2023, the Ministry of Corporate Affairs (MCA) has notified Companies (Indian Accounting Standards) Rules, 2015 by issuing the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from April 1, 2023, as below

- Ind AS 1 - Presentation of Financial Statements
  - Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors.
  - Ind AS 12 - Income Taxes
  - Ind AS 103 - Business Combination
  - Ind AS 109 - Financial Instruments
  - Ind AS 107 - Financial Instruments: Disclosures
  - Ind AS 115 - Revenue from Contracts with customers
- The Group is evaluating the impact on of account application of the amendments to the above Ind AS.

**Note 5 : Property, plant and equipment**

(Rs. in Lakhs)

Gross carrying amount	Plant and equipment	Electrical fittings	Furniture and fixture	Office equipment	Computer equipment	Leasehold Buildings	Motor Vehicle	Right-of-use Asset	Total
Balance as at March 31, 2021	541.14	36.45	41.36	28.88	52.22	83.60	30.70	309.40	1,123.75
Additions	47.88	-	2.68	0.42	18.82	-	-	-	69.80
Deletion	(51.95)	(0.59)	(6.00)	(0.07)	(8.19)	-	-	-	(66.80)
Balance as at March 31, 2022	537.07	35.86	38.04	29.23	62.85	83.60	30.70	309.40	1,126.75
Additions	30.31	-	-	1.11	8.40	-	-	-	39.82
Balance as at March 31, 2023	567.38	35.86	38.04	30.34	71.25	83.60	30.70	309.40	1,166.57

Accumulated depreciation	Plant and equipment	Electrical fittings	Furniture and fixture	Office equipment	Computer equipment	Leasehold Buildings	Motor Vehicle	Right-of-use Asset	Total
Balance as at March 31, 2021	234.86	24.19	9.84	7.48	25.15	21.15	0.30	93.32	416.29
Depreciation/ Amortisation expense	88.83	1.92	4.93	5.11	15.93	15.91	3.65	58.88	195.16
Deletions	(44.53)	(0.55)	(4.77)	(0.07)	(5.53)	-	-	-	(55.45)
Balance as at March 31, 2022	279.16	25.56	10.00	12.52	35.55	37.06	3.95	152.20	556.00
Depreciation/ Amortisation expense	73.68	0.67	4.45	5.27	12.39	15.91	3.65	58.88	174.90
Balance as at March 31, 2023	352.84	26.23	14.45	17.79	47.94	52.97	7.60	211.08	730.90

Net carrying amount	Plant and equipment	Electrical fittings	Furniture and fixture	Office equipment	Computer equipment	Leasehold Buildings	Motor Vehicle	Right-of-use Asset	Total
Balance as at March 31, 2022	257.91	10.30	28.04	16.71	27.30	46.54	26.75	157.20	570.75
Balance as at March 31, 2023	214.54	9.63	23.59	12.55	23.31	30.63	23.10	98.32	435.67

**Note 6 (a): Goodwill**

(Rs. in Lakhs)

Carrying amount	March 31, 2023	March 31, 2022
Goodwill	8,211.46	8,211.46
Less: Impairment loss (refer note 6 (b) below)	(8,211.46)	(8,211.46)
Net carrying amount	-	-

**Note 6 (b): Other Intangible assets**

(Rs. in Lakhs)

Gross carrying amount	Brand and Trademark	Distribution network	Formula	Software	Total
Balance as at March 31, 2021	62,806.97	32,509.01	8,879.18	26.38	104,221.54
Additions	-	-	-	6.89	6.89
Balance as at March 31, 2022	62,806.97	32,509.01	8,879.18	33.27	104,228.43
Additions	-	-	-	12.65	12.65
Balance as at March 31, 2023	62,806.97	32,509.01	8,879.18	45.92	104,241.08

Accumulated amortisation and impairment	Brand and Trademark	Distribution network	Formula	Software	Total
Balance as at March 31, 2021	26,724.67	11,613.15	1,480.45	9.97	39,828.24
Amortisation expense	-	4,645.54	592.24	6.25	5,244.03
Impairment Loss (refer note below)	-	-	-	-	-
Balance as at March 31, 2022	26,724.67	16,258.69	2,072.69	16.22	45,072.27
Amortisation expense	-	4,645.54	592.24	10.60	5,248.38
Impairment Loss (refer note below)	4,089.30	-	-	-	4,089.30
Balance as at March 31, 2023	30,813.97	20,904.23	2,664.93	26.82	54,409.95

Net carrying amount	Brand and Trademark	Distribution network	Formula	Software	Total
Balance as at March 31, 2022	36,082.30	16,250.32	6,806.49	17.05	59,156.16
Balance as at March 31, 2023	31,993.00	11,604.78	6,214.25	19.10	49,831.13

**Note:**

During the financial year ended March 31, 2019, the Group had recognised the Goodwill and Other Intangible Assets (excluding software) pursuant to a business acquisition (refer note 4b) in line with Ind AS 103 on 'Business Combinations'. The Group tests the Goodwill and Other Intangible Assets for impairment on an annual basis using the discounted cash flow approach. The Group performed an impairment analysis for the Goodwill and Other Intangible Assets as at March 31, 2021, which inter-alia also considered the impact of uncertainties associated with the COVID 19 pandemic. Consequent to the impairment analysis, the Group had fully impaired the Goodwill and impaired the Brand and Trademark by Rs.26,724.67 lakhs during the year March 31, 2021. Based on Group's analysis performed as at March 31, 2023, the Group has recognised an additional impairment loss of Rs. 4,089.30 lakhs (Rs. Nil in Previous year) in respect of Brand and Trademark for the year ended March 31, 2023. The cumulative impairment of loss recognised by the Group as at March 31, 2023 Rs. 30,813.97 (Rs 26,724.67 for the year ended March 31, 2022) in respect of Brand and trademark..

The discount rate used in the discounted cash flow approach is the risk adjusted weighted average cost of capital applicable to the Group. The cash flow projections used for assessing the 'Value-in-use' are based on the most recent forecast approved by Management. The forecast includes Management's latest estimate on Revenues and Operating cash flows. The period of projections is for five years and based on financial budgets/forecasts which considers historical experience adjusted for applicable uncertainties. The cash flows beyond the forecast period are extrapolated using appropriate long term terminal growth rates based on internal/external sources of information.

Significant judgments are involved in determining the discounted cash flows, which include the assumptions relating to the anticipated revenues and EBITDA margins for the projection period. If these assumptions considered change in future, this could result in additional impairments the effects of which may not have been estimated as at the date of the approval of these Consolidated Financial Statements. Such changes, if any, will be prospectively recognised.

**Note 7(a): Capital-Work-in progress**

(Rs. in Lakhs)

Intangible assets under development	Amount in CWIP for a period of				As at March 31, 2023
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress*	8.40	-	-	-	8.40
	(-)	(-)	(-)	(-)	(-)

**Note 7(a): Intangible assets under development**

Intangible assets under development	Amount in CWIP for a period of				As at March 31, 2022
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress*	-	-	-	-	-
	(-)	(11.18)	(-)	(-)	(11.18)

\*Note: Figures in bracket pertains to balances as at March 31, 2022.

<b>Note 8: Financial assets - Non-current</b>			(Rs. in Lakhs)
	As at March 31, 2023	As at March 31, 2022	
Security deposits	45.53	41.57	
Deposits with bank with original maturity of more than 12 months*	371.00	245.64	
Interest accrued but not due on fixed deposit with bank	8.76	17.53	
<b>TOTAL</b>	<b>425.29</b>	<b>304.74</b>	

\* (i) Rs. 265.68 lakhs (Previous year Rs. 240.64 lakhs) is pledged with a bank against performance guarantee is used by the bank in favour of the Company.  
(ii) Rs. 5.31 lakhs (Previous year Rs. 5.00 lakhs) under lien with a bank against overdraft facility granted by the bank to the Company.

<b>Note 9: Income-tax assets (non-current)</b>			(Rs. in Lakhs)
	As at March 31, 2023	As at March 31, 2022	
Tax deducted at source	91.95	38.38	
<b>TOTAL</b>	<b>91.95</b>	<b>38.38</b>	

<b>Note 10: Other non-current assets</b>			(Rs. in Lakhs)
	As at March 31, 2023	As at March 31, 2022	
Prepaid expenses	17.00	31.90	
<b>TOTAL</b>	<b>17.00</b>	<b>31.90</b>	

<b>Note 11: Inventories (At lower of cost and net realizable value)</b>			(Rs. in Lakhs)
	As at March 31, 2023	As at March 31, 2022	
Raw material and packing material [net of provision for slow moving inventory Rs. 39.69 lakhs (Previous year Rs. 36.02 lakhs)]	472.35	592.24	
Work-in-progress	45.10	65.90	
Finished goods * [(net of provision for slow moving inventory Rs. 31.27 lakhs (Previous year Rs. 30.45 lakhs)]	327.97	251.33	
Consumables	12.18	5.34	
<b>TOTAL</b>	<b>857.60</b>	<b>914.81</b>	

\* Including Goods in transit - 69.42 lakhs, (Previous year Nil)

<b>Note 12: Trade receivables</b>			(Rs. in Lakhs)
	As at March 31, 2023	As at March 31, 2022	
Trade receivables (Unsecured, Considered good)	2,181.44	1,927.72	
Less: Loss allowance	-	-	
<b>TOTAL</b>	<b>2,181.44</b>	<b>1,927.72</b>	

**Notes:**

1. Trade receivables are non-interest bearing and are generally on terms of 0 to 30 days.
2. There are no trade receivables for which there has been a significant increase in credit risk or which have become credit impaired. The Group has assessed that the impact of impairment of trade receivables are immaterial, hence no impairment loss has been provided.
3. No trade receivables are due from directors or other officers of the Group either severally or jointly with any other person. Nor any trade receivables are due from firms or private companies respectively in which any director is a partner, a director or a member.

**Ageing of Trade receivables at the beginning and end of reporting period:**

<b>(Rs. in Lakhs)</b>							
Particulars	Outstanding for following periods from due date of payment as at March 31, 2023						
	Not Due	< 6 months	6 months - 1 year	1-2 years	2-3 years	> 3 years	Total
(i) Undisputed Trade Receivables -considered good	1,719.03	339.62	57.41	53.79	11.45	0.14	2,181.44
(ii) Undisputed Trade Receivables -considered doubtful	-	-	-	-	-	-	-
(iii) Disputed Trade Receivables -considered good	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables -considered doubtful	-	-	-	-	-	-	-
<b>Total</b>	<b>1,719.03</b>	<b>339.62</b>	<b>57.41</b>	<b>53.79</b>	<b>11.45</b>	<b>0.14</b>	<b>2,181.44</b>

(Rs. in Lakhs)

Particulars	Outstanding for following periods from due date of payment as at March 31, 2022						Total
	Not Due	< 6 months	6 months - 1 year	1-2 years	2-3 years	> 3 years	
(i) Undisputed Trade Receivables -considered good	992.07	813.89	109.08	3.18	-	0.16	1,918.38
(ii) Undisputed Trade Receivables -considered doubtful	-	-	-	-	-	-	-
(iii) Disputed Trade Receivables -considered good	-	-	-	9.34	-	-	9.34
(iv) Disputed Trade Receivables -considered doubtful	-	-	-	-	-	-	-
<b>Total</b>	<b>992.07</b>	<b>813.89</b>	<b>109.08</b>	<b>12.52</b>	<b>-</b>	<b>0.16</b>	<b>1,927.72</b>

**Note 13: Cash and cash equivalents**

	(Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Balances with banks - In Current accounts	2,824.68	511.92
Cash on hand	0.39	0.07
<b>TOTAL</b>	<b>2,825.07</b>	<b>511.99</b>

**Note 14: Other financial assets (current)**

	(Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Unsecured, Considered good	2.45	1.12
Security deposits	9.26	1.76
Advances to employees	-	-
<b>TOTAL</b>	<b>11.71</b>	<b>2.88</b>

**Note 15: Other current assets**

	(Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Unsecured, considered good	122.55	113.07
Balances with Government authorities	92.16	103.99
Prepaid expenses	2.03	1.02
Capital advances	315.58	155.45
Advance to vendors	30.70	29.04
Other receivables*	-	-
<b>TOTAL</b>	<b>563.02</b>	<b>402.57</b>

\*Due from a company in which directors are directors.

Note 16: Equity Share Capital				(Rs. in Lakhs)	
				As at March 31, 2023	As at March 31, 2022
<b>Authorised Capital:</b>					
1,880,000,000 Class A Equity shares of Rs.10/- each				188,000.00	188,000.00
200,000,000 Class B Equity shares of Rs.6/- each				12,000.00	12,000.00
				<b>200,000.00</b>	<b>200,000.00</b>
<b>Issued, Subscribed and Paid-up Capital:</b>					
833,780,000 Class A Equity shares of Rs.10/- each				83,378.00	83,378.00
166,361,670 Class B Equity shares of Rs. 6/- each				9,981.70	9,981.70
			<b>TOTAL</b>	<b>93,359.70</b>	<b>93,359.70</b>
<b>Notes:</b>					
a) Reconciliation of the number of Equity shares outstanding at the beginning and at the end of the reporting period					
<b>Class A Equity Shares</b>				As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year				833,780,000	833,780,000
Add : Shares issued during the year				-	-
Balance at the end of the year				<b>833,780,000</b>	<b>833,780,000</b>
<b>Class B Equity Shares</b>				As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year				166,361,670	166,361,670
Add : Shares issued during the year				-	-
Balance at the end of the year				<b>166,361,670</b>	<b>166,361,670</b>
<b>Total Equity Shares</b>				As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year				1,000,141,670	1,000,141,670
Add : Shares issued during the year				-	-
Balance at the end of the year				<b>1,000,141,670</b>	<b>1,000,141,670</b>
b) Details of shareholders holding more than 5% Equity shares in the Company:					
<b>Class A Equity Shares</b>		As at March 31, 2023		As at March 31, 2022	
		Numbers	% of Holding	Numbers	% of Holding
True North Fund V LLP		476,762,366	57.18%	476,762,366	57.18%
Laurus (Mauritius) Limited		140,234,834	16.82%	140,234,834	16.82%
Ban Labs Private Limited		216,782,800	26.00%	216,782,800	26.00%
		<b>833,780,000</b>	<b>100.00%</b>	<b>833,780,000</b>	<b>100.00%</b>
<b>Class B Equity Shares</b>		As at March 31, 2023		As at March 31, 2022	
		Numbers	% of Holding	Numbers	% of Holding
True North Fund V LLP		114,361,670	68.74%	114,361,670	68.74%
Laurus (Mauritius) Limited		-	-	-	-
Ban Labs Private Limited		52,000,000	31.26%	52,000,000	31.26%
		<b>166,361,670</b>	<b>100.00%</b>	<b>166,361,670</b>	<b>100.00%</b>
<b>Total Equity Shares</b>		As at March 31, 2023		As at March 31, 2022	
		Numbers	% of Holding	Numbers	% of Holding
True North Fund V LLP		591,124,036	59.10%	591,124,036	59.10%
Laurus (Mauritius) Limited		140,234,834	14.02%	140,234,834	14.02%
Ban Labs Private Limited		268,782,800	26.88%	268,782,800	26.88%
		<b>1,000,141,670</b>	<b>100.00%</b>	<b>1,000,141,670</b>	<b>100.00%</b>
c) Details of Promoter shareholding at the end of reporting period					
<b>Class A Equity Shares</b>		As at March 31, 2023			
		Numbers	% of Total Shares	% Change in the year	
True North Fund V LLP		476,762,366	57.18%	-	
<b>Class B Equity Shares</b>		As at March 31, 2023			
		Numbers	% of Total Shares	% Change in the year	
True North Fund V LLP		114,361,670	68.74%	-	
<b>Total Equity Shares</b>		As at March 31, 2023			
		Numbers	% of Total Shares	% Change in the year	
True North Fund V LLP		591,124,036	59.10%	-	

Class A Equity Shares	As at March 31, 2022		
	Numbers	% of Total Shares	% Change in the year
True North Fund V LLP	476,762,366	57.18%	-
Class B Equity Shares	As at March 31, 2022		
	Numbers	% of Total Shares	% Change in the year
True North Fund V LLP	114,361,670	68.74%	-
Total Equity Shares	As at March 31, 2022		
	Numbers	% of Total Shares	% Change in the year
True North Fund V LLP	591,124,036	59.10%	-

**d) Terms/Rights attached to Equity shares:**

The Company has two classes of Equity shares - Par value of Rs. 10/- per share Class A and Rs. 6/- per share Class B. Each holder of Equity shares is entitled to one vote per share.

In the event of liquidation of the Company, the holders of Equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the economic value of shareholding held by the shareholders.

**Note 17: Other Equity**

	(Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
<b>a) Retained earnings</b>		
Opening Balance	(59,166.00)	(52,792.92)
Loss for the year	(11,559.88)	(6,388.03)
Other comprehensive income	16.07	14.95
<b>Closing Balance</b>	<b>(70,709.81)</b>	<b>(59,166.00)</b>
<b>b) Foreign currency translation reserve</b>		
Opening Balance	5.00	2.79
(Reduction)/ addition during the year	(80.88)	2.21
<b>Closing Balance</b>	<b>(75.88)</b>	<b>5.00</b>
<b>c) Employee stock options outstanding account</b>		
Opening Balance	85.24	-
Provision for employee stock options outstanding created during the year	111.62	85.24
<b>Closing Balance</b>	<b>196.86</b>	<b>85.24</b>
<b>TOTAL</b>	<b>(70,588.83)</b>	<b>(59,075.76)</b>

**Note 18: Borrowings - Non-current (at amortised cost)**

	(Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
<b>Secured:</b>		
Term loan from banks (refer notes below)	30,544.91	26,660.32
Less: Current Maturities of long-term borrowings (Refer Note 20)	5,715.59	2,668.76
<b>TOTAL</b>	<b>24,829.32</b>	<b>23,991.56</b>

**Notes:**

**1) Terms of term loans [Other than Emergency Credit Line Guarantee Scheme (ECLGS)]**

a) The term loan aggregating Rs. 9,369.54 lakhs (Previous year - Rs. 10,237.73 lakhs) carries interest rate in the range of 8.50% to 9.90% p.a. (Previous year - 8.50% to 8.55% p.a) and is repayable in 18 quarterly instalments from September 30, 2022.

b) The term loan aggregating Rs. 7,325.41 lakhs (Previous year - Rs. 7,951.06 lakhs) carries interest rate in the range of 8.45% to 10.95% p.a. (Previous year - 8.45% to 8.55% p.a) and is repayable in 18 quarterly instalments from September 30, 2022.

c) The term loan aggregating Rs. 5,078.43 lakhs (Previous year - Rs. 5,484.15 lakhs) carries interest rate in the range of 7.85% to 10.55% p.a. (Previous year - 7.85% to 8.65% p.a) and is repayable in 18 quarterly instalments from September 30, 2022.

**2) Moratorium**

The original tenure of the loan was 7 years and the repayment schedule of term loan was spread across 26 quarterly installments starting March 31, 2020 and ending on June 30, 2026. However, the Company had availed the moratorium facility offered by the bank in accordance with the announcements made by the Reserve Bank of India on March 27, 2020 and May 22, 2020 for deferment of term loan principal and interest repayment by 6 months from March 1, 2020 to August 31, 2020.

**3) Term loans are secured by (Other than ECLGS):**

a) First pari passu charge by way of hypothecation of brand 'Sesa' with minimum security cover of 1.65 times.

b) First pari passu charge by way of hypothecation of movable assets including plant and machinery, machinery spares, tools and accessories, furniture and fixtures, vehicles and all movable assets present and future.

c) Pledge of 100% Class A Equity shares of the Company.

d) First charge on intangible assets including goodwill, current assets, operating cash flow, receivable, commissions, revenue, present and future.

**4) Terms of ECLGS:**

a) ECLGS facility aggregating Rs.3,011.51 lakhs (Previous year - 2,987.36 lakhs) carries interest rate in the range of 9.25% to 10.95% p.a. (Previous year - 9.25% p.a) and is repayable in 48 monthly instalments commencing from April 1, 2023.

b) ECLGS facility aggregating Rs.1,500.02 lakhs (Previous year - Nil) carries interest rate in the range of 9.25% p.a. (Previous year - Nil) and is repayable in 16 monthly instalments commencing from March 31, 2024.

c) ECLGS facility aggregating Rs.4,260.00 lakhs (Previous year - Nil) carries interest rate in the range of 9.25% p.a. (Previous year - Nil) and is repayable in 48 monthly instalments commencing from April 1, 2025.

5) ECLGS facility is secured by extension of second ranking charge over existing primary and collateral securities including mortgage created in favour of the bank and security created over the assets of the holding entity out of this facility.

Note 19: Provisions - Non-Current			(Rs. in Lakhs)		
	As at March 31, 2023	As at March 31, 2022			
Gratuity	97.25	81.36			
Compensated absences	6.38	7.53			
<b>TOTAL</b>	<b>103.63</b>	<b>88.89</b>			
Note 20: Borrowings - Current (at amortised cost)			(Rs. in Lakhs)		
	As at March 31, 2023	As at March 31, 2022			
Secured: (Refer note below)					
Current maturity of long-term loan from banks (Refer note 18)	5,715.59	2,668.76			
Cash credit and overdraft (Refer note below)	1,300.00	143.82			
	<b>7,015.59</b>	<b>2,812.58</b>			
<b>Note:</b>					
Comprises bank overdraft/cash credit facility availed from banks, bearing interest rate in the range of 8.85% to 8.95% (Previous year 10%) and are secured by:					
a) First pari passu charge over the entire current assets of the Company both present and future.					
b) Letter of comfort from True North Fund V LLP backed by resolution of the Board of Directors.					
Note 21: Trade payables			(Rs. in Lakhs)		
	As at March 31, 2023	As at March 31, 2022			
Total Outstanding dues to Micro Enterprises and Small Enterprises (Refer Note 43)	203.47	98.20			
Total Outstanding dues to creditors other than Micro Enterprises and Small Enterprises	1,871.78	2,129.23			
<b>TOTAL</b>	<b>2,075.25</b>	<b>2,227.43</b>			
<b>Ageing of Trade Payables at the end of reporting period:</b>					
(Rs. in Lakhs)					
Particulars	Outstanding as at March 31, 2023				Total
	< 1 year	1-2 years	2-3 years	> 3 years	
(i) MSME - Undisputed	201.97	1.50	-	-	203.47
(ii) Others - Undisputed	1,869.14	1.15	0.77	0.72	1,871.78
(iii) MSME - Disputed	-	-	-	-	-
(iv) Others - Disputed	-	-	-	-	-
<b>Total</b>	<b>2,071.11</b>	<b>2.65</b>	<b>0.77</b>	<b>0.72</b>	<b>2,075.25</b>
Particulars	Outstanding as at March 31, 2022				Total
	< 1 year	1-2 years	2-3 years	> 3 years	
(i) MSME - Undisputed	98.20	-	-	-	98.20
(ii) Others - Undisputed	2,122.46	0.35	0.42	6.00	2,129.23
(iii) MSME - Disputed	-	-	-	-	-
(iv) Others - Disputed	-	-	-	-	-
<b>Total</b>	<b>2,220.66</b>	<b>0.35</b>	<b>0.42</b>	<b>6.00</b>	<b>2,227.43</b>
Note 22: Other current liabilities					
(Rs. in Lakhs)					
	As at March 31, 2023	As at March 31, 2022			
Advance from customers	133.04	124.00			
Provision for Income tax	73.46	32.54			
Amount payable to employees	11.16	-			
Statutory liabilities	100.05	109.94			
<b>TOTAL</b>	<b>317.71</b>	<b>266.48</b>			
Note 23: Provisions - Current					
(Rs. in Lakhs)					
	As at March 31, 2023	As at March 31, 2022			
Gratuity	3.85	4.04			
Compensated absences	1.00	1.14			
<b>TOTAL</b>	<b>4.85</b>	<b>5.18</b>			

**Note 24: Revenue from operations**

	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Sale of Products</b>	13,010.12	11,183.65
Manufactured Goods	<b>Total (A)</b> 13,010.12	<b>11,183.65</b>
<b>Other Operating Revenue</b>	19.79	7.51
Scrap Sales	<b>Total (B)</b> 19.79	<b>7.51</b>
	<b>Total (A+B)</b> 13,029.91	<b>11,191.16</b>

Reconciliation of revenue recognised with the contracted price is as follows:

	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>1. Manufactured Goods</b>	13,930.35	12,147.30
<b>Contracted Price</b>		
Less: Reduction towards variable consideration components*	730.10	897.06
Sales promotion	190.13	66.59
Commission expenses	13,010.12	11,183.65

**Revenue Recognised**

\*The reduction towards variable consideration includes discounts, promotional schemes and returns.

**Note 25: Other Income**

	For the year ended March 31, 2023	For the year ended March 31, 2022
		(Rs. in Lakhs)
Interest on fixed deposit with bank	18.39	7.19
Foreign exchange gain	8.50	12.13
Duty Drawback income	3.42	6.64
Excess Provision in respect of earlier years written back	-	16.09
Excess Provision for Compensated absences written back	1.29	-
Miscellaneous income	34.80	67.40
<b>TOTAL</b>	<b>66.40</b>	<b>109.45</b>

**Note:** Miscellaneous income includes sundry balances written back, freight income etc.

**Note 26: Cost of materials consumed**

	For the year ended March 31, 2023	For the year ended March 31, 2022
		(Rs. in Lakhs)
Inventory at the beginning of the year [net of provision for slow moving inventory Rs. 36.02 in lakhs (Previous year Rs. 51.18 lakhs)]	597.58	500.25
Add: Purchases	4,384.97	3,996.85
	4,982.55	4,497.10
Less: Inventory at the end of the year [net of provision for slow moving inventory Rs. 39.96 lakhs (Previous year Rs. 36.02 lakhs)]	484.53	597.58
<b>TOTAL</b>	<b>4,498.02</b>	<b>3,899.52</b>

<b>Note 27: Change in Inventories of finished goods and work-in-progress</b>		
	<b>(Rs. in Lakhs)</b>	
	<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>
<b>Inventories at end of the year</b>		
Work-in-progress	45.10	65.90
Finished Goods [net of provision for slow moving inventory Rs. 31.27 lakhs (Previous year Rs. 30.45 lakhs)]	327.97	251.33
	<b>373.07</b>	<b>317.23</b>
<b>Inventories at beginning of the year</b>		
Work-in-progress	65.90	46.43
Finished Goods (net of provision for slow moving inventory Rs. 30.45 lakhs (Previous year Rs. 230.78 lakhs))	251.33	311.74
	<b>317.23</b>	<b>358.17</b>
<b>TOTAL</b>	<b>(55.84)</b>	<b>40.94</b>
<b>Note 28: Employee Benefits Expense</b>		
	<b>(Rs. in Lakhs)</b>	
	<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>
Salaries and wages	2,384.45	2,045.96
Contribution to provident and other funds	154.12	136.48
Gratuity	35.23	33.71
Employee stock option expenses	111.62	85.24
Compensated absences	-	0.05
Staff welfare expenses	18.98	20.00
<b>TOTAL</b>	<b>2,704.40</b>	<b>2,321.44</b>
<b>Note 29: Finance Cost</b>		
	<b>(Rs. in Lakhs)</b>	
	<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>
Interest on term loan from banks	2,951.96	2,073.57
Interest on ECLGS from banks	339.04	0.76
Interest on Bank overdraft/ cash credit	125.58	106.60
Interest on Inter-corporate deposit	27.42	140.88
Interest on lease liability	14.00	19.33
Interest on advance	93.75	87.73
Others	5.44	3.32
<b>TOTAL</b>	<b>3,557.19</b>	<b>2,432.19</b>
<b>Note:</b> Other finance cost includes bank charges.		
<b>Note 30: Depreciation and amortization expense</b>		
	<b>(Rs. in Lakhs)</b>	
	<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>
Depreciation on Property, Plant and Equipment (Refer Note 5)	174.90	195.16
Amortization of intangible assets (Refer Note 6 (b))	5,248.38	5,244.03
<b>TOTAL</b>	<b>5,423.28</b>	<b>5,439.19</b>

<b>Note 31: Other expenses</b>		
	<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>
Selling and distribution expenses	3,287.90	2,557.04
Legal and professional fees	166.00	50.72
Production expenses	177.70	191.06
Recruitment charges	30.42	7.05
Service charges	58.36	117.28
Labour charges (net)	94.39	76.85
Travelling and conveyance expenses	39.35	5.00
Fuel, gas and electricity expense	91.82	58.69
IT Expenses	69.65	80.11
Rates and taxes	8.62	0.70
Insurance	69.49	52.34
Auditors remuneration (Refer note 31.1)	25.54	23.76
Repairs and Maintenance - Others	32.74	46.84
Communication expenses	9.96	5.91
Freight	25.19	10.02
Expired and damaged goods	79.45	145.96
Loss on Sale/ Disposal of Fixed Assets	-	9.43
Miscellaneous expenses (Refer note 31.2)	97.55	84.06
<b>TOTAL</b>	<b>4,364.13</b>	<b>3,522.82</b>
<b>Notes:</b>		
<b>31.1 Auditor's Remuneration</b>		
	<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>
For statutory audit	21.84	21.26
For tax audit	2.50	2.50
For other Services	1.20	-
	<b>25.54</b>	<b>23.76</b>
31.2: Miscellaneous expenses includes office maintenance, printing and stationery, procurement charges and postage and courier charges etc.		

**Note 32: Segment information**

The Group has determined its operating segment as hair care and skin care segment, based on the information to Chief Operating Decision Maker (CODM i.e. Chief Executive Officer of the Group) in accordance with the requirements of Indian Accounting Standard-108 on 'Operating Segment Reporting'.

**Note 33: Earnings per share (EPS)**

The following reflects the Profit and Share data used in the Basic and Diluted EPS computations:

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Loss for the year (Rs. in '000)	(11,559.88)	(6,388.03)
No of Equity shares outstanding	1,000,141,670	1,000,141,670
Weighted average number of Equity shares	1,000,141,670	1,000,141,670
Par value per share (Rs.)		
Class A	10	10
Class B	6	6
Earning per share (Basic and Diluted) (Rs.)	(1.16)	(0.64)

**Note 34: Related party transactions**

**A. List of related parties**

Name of related party	Relationship
Indium V (Mauritius) Holdings Limited	Ultimate Holding Company *
True North Fund V LLP	Holding Enterprise
Sesa Care Bangladesh Private Limited	Subsidiary
Ban Labs Private Limited	Enterprise having significant influence
Sandeep Rai	Key Management Personnel

\* Indium V (Mauritius) Holdings Limited is disclosed as the Ultimate Holding Company in accordance with the requirements of Ind AS 24 on 'Related Party Disclosures' since it indirectly (through True North Fund V LLP) holds more than 50% beneficial interest in the Company. However, Indium V (Mauritius) Holdings Limited is an investment company and does not participate in the day to day management or affairs of True North Fund V LLP (and therefore the Company), except as expressly provided in the LLP Agreement (as amended), between Indium V (Mauritius) Holdings Limited and True North Fund V LLP. As per the terms of the said LLP Agreement, the management, operation and policy of True North Fund V LLP, are vested exclusively in the Key Persons / Investment Manager of True North Fund V LLP.

On account of the above, Indium V (Mauritius) Holdings Limited does not participate in the day to day management or affairs of the Company, which are managed by the Management team of the Company.

**B. Transactions with related parties are as follows:**

(Rs. in Lakhs)

	Nature of Transaction	For the year ended March 31, 2023			
		Holding Enterprise	Subsidiary	Associate	Key Management Personnel
a	<b>Rent</b> Ban Labs Private Limited	-	-	13.80	-
b	<b>Remuneration to Key Management Personnel</b> Sandeep Rai	-	-	-	264.13
c	<b>Outstanding balances:</b> <b>Receivable:</b> Ban Labs Private Limited	-	-	30.70	-
	<b>Payable:</b> Ban Labs Private Limited	-	-	20.05	-

(Rs. in Lakhs)

	Nature of Transaction	For the year ended March 31, 2022			
		Holding Enterprise	Subsidiary	Associate	Key Management Personnel
a	<b>Rent</b> Ban Labs Private Limited	-	-	12.00	-
b	<b>Remuneration to Key Management Personnel</b> Sandeep Rai	-	-	-	220.05
c	<b>Outstanding balances:</b> <b>Receivable:</b> Ban Labs Private Limited	-	-	29.04	-
	<b>Payable:</b> Ban Labs Private Limited	-	-	42.90	-

**Note 35: Employee benefits**

The Group has classified various employee benefits as under:

**(A) Defined contribution plans:**

- (i) Provident fund
- (ii) State Defined contribution plans
  - Employers' Contribution to Employees' State Insurance Scheme

The Provident Fund and the State Defined Contribution Plans are operated by the Regional Provident Fund Commissioner, for all eligible employees. Under the schemes, the Company is required to contribute a specified percentage of payroll cost to the retirement benefit schemes to fund the benefits.

The Group has recognised the following amounts in the Consolidated Statement of Profit and Loss (Refer note 28)

	(Rs. in Lakhs)	
	For the year ended March 31, 2023	For the year ended March 31, 2022
(i) Contribution to Provident Fund	139.87	127.93
(ii) Contribution to Employees' State Insurance Scheme	2.91	2.42
	<b>142.78</b>	<b>130.35</b>

**(B) Defined benefits plans:**

**Gratuity**

The Group operates a gratuity plan covering qualifying employees. The said plan is unfunded. The benefit payable is the amount calculated as per the Payment of Gratuity Act, 1972 i.e. 15 days last salary drawn for each completed year of service. 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.

Actuarial gains and losses in respect of defined benefit plans are recognised in the consolidated financial statements through Other Comprehensive Income.

**Risk Exposure:** Through its defined benefit plan, the Company is exposed to a number of risks, the most significant of which are detailed below

**(a) Interest risk**

A decrease in the bond interest rate will increase the plan liability.

**(b) Longevity risk**

The present value of defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

**(c) Salary risk**

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

Particulars	March 31, 2023	March 31, 2022
<b>Change in the present value of defined benefit obligation</b>		
1 Present value of defined benefit obligation at the beginning of the year	85.41	66.65
2 Current service cost	29.39	29.41
3 Interest cost	5.84	4.30
4 Remeasurements (gains)/ losses included in Other Comprehensive Income		
Actuarial (gains)/ losses arising from changes in demographic assumption	-	-
Actuarial (gains)/ losses arising from changes in financial assumption	(4.06)	(2.37)
Actuarial (gains)/ losses arising from changes in experience adjustment	(12.01)	(12.58)
5 Past Service cost	-	-
6 Benefits paid	(3.47)	-
7 Present value of defined benefit obligation at the end of the year	101.10	85.41

Valuations in respect of above have been carried out by independent actuary, as at the balance sheet date, based on the following assumptions:

Particulars	March 31, 2023	March 31, 2022
1 Discount rate	7.39%	6.84%
2 Attrition rate	10%	10%
3 Salary Escalation	7%	7%
4 Retirement Age (in years)	58 years	58 years

The discount rate indicated above reflects the estimated timing and currency of benefit payments. It is based on the yields / rates available on applicable bonds as on the current valuation date.

The salary growth rate indicated above is the Company's best estimate of an increase in salary of the employees in future years, determined considering the general trend in inflation, seniority, promotions, past experience and other relevant factors such as demand and supply in employment market, etc.

#### Expense recognised in the Statement of Profit and Loss

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
1 Current service cost	29.39	29.41
2 Interest cost on benefit obligation (Net)	5.84	4.30
3 Total expenses included in employee benefits expense (Refer note 28)	35.23	33.71

#### Recognised in other comprehensive income

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
1 Actuarial (gains)/ losses arising from changes in demographic assumption	-	-
2 Actuarial (gains)/ losses arising from changes in financial assumption	(4.06)	(2.37)
3 Actuarial (gains)/ losses arising from changes in experience adjustment	(12.01)	(12.58)
4 Return on plan asset	-	-
5 Recognised in other comprehensive income	(16.07)	(14.95)

#### Sensitivity Analysis

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and mortality. The sensitivity analysis below have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The results of sensitivity analysis is given below:

Particulars	March 31, 2023	March 31, 2022
Defined Benefit Obligation (Base)	101.10	85.41

Particulars	March 31, 2023	March 31, 2022
Discount Rate	7.39%	6.84%
Amount	7.60	7.06
(% change compared to base due to sensitivity)	7.51%	8.27%

Particulars	March 31, 2023	March 31, 2022
Salary Growth Rate	7.00%	7.00%
Amount	7.10	6.98
(% change compared to base due to sensitivity)	7.02%	8.18%

Particulars	March 31, 2023	March 31, 2022
Attrition Rate	10.00%	10.00%
Amount	1.13	1.50
(% change compared to base due to sensitivity)	1.12%	1.75%

The above sensitivity analyses are based on a change in an assumption by 1% while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. Calculation of sensitivity of the defined benefit obligation to significant actuarial assumptions, is based on the same method (present value of defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) that has been applied while calculating defined benefit liability recognised in the Consolidated Balance Sheet.

#### Expected cash flows

Expected cash flows (on an undiscounted basis) over the next;	March 31, 2023	March 31, 2022
1 year	3.85	4.04
2 to 5 years	38.77	27.38
6 to 10 years	55.39	44.37
More than 10 years	91.89	85.42
Average remaining working life (years)	7 Years	7 Years

**Note 36: Financial Instrument**

**a) Financial Risk Management**

The management of the Group has implemented a risk management system that is monitored continuously. The general conditions for compliance with the requirements for proper and future-oriented risk management within the Group are set out in the risk management principles. These principles aim at encouraging all members of staff to responsibly deal with risks as well as supporting a sustained process to improve risk awareness. The guidelines on risk management specify risk management processes, compulsory limitations, and the application of financial instruments. The risk management system aims at identifying, analyzing, managing, controlling and communicating risks promptly throughout the Group. Risk management reporting is a continuous process and part of regular reporting to the senior management.

The Group is exposed to credit, liquidity and market risks during the course of ordinary activities. The aim of risk management is to limit the risks arising from operating

**Credit risk management**

Credit risk refers to risk that the counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group is exposed to credit risk from its operating activities and from its financing activities, including deposits with banks and other financial instruments. The Financial assets are subject to low credit risk since the counter-party has strong capacity to meet the obligations and where the risk of default is negligible or nil. In the current period the Group has not faced any defaults from the customers and the same is expected to continue going forward and so the credit risk is very less. Hence, no provision has been created for expected credit loss for credit risk arising from these financial assets.

**Deposit with bank**

Credit risk from balances with banks is managed in accordance with the Group's policy. Investments of surplus funds are made only with approved banks with the objective to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

**Trade receivable**

Credit risk arises from the possibility that customer will not be able to settle their obligations as and when agreed. To manage this, the Group periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, ageing of accounts receivable and forward looking information.

**Liquidity risk management**

Liquidity risk refers to the risk that the Group will encounter difficulty in meeting its financial obligation as they fall due. The Group's current financial assets are lower than current liabilities as on March 31, 2023 i.e. the amount that will have to be settled in the next one year is higher than the amount that will be collected in the next 12 months. To manage the shortfall, the majority shareholder of the Company has committed to provide the required financial support to the Company. (Refer Note 44)

The table below provides details of the Group's financial liabilities into relevant maturity groupings based on their contractual maturities:

	(Rs. in Lakhs)		
Balance as on March 31, 2023	Upto 1 year	Beyond 1 year	Total
Long term Borrowings	-	24,829.32	24,829.32
Short term borrowings	7,015.59	-	7,015.59
Trade payable	2,075.25	-	2,075.25
Lease Liability	75.02	56.04	131.06
Other financial liabilities	-	-	-
<b>TOTAL</b>	<b>9,165.86</b>	<b>24,885.36</b>	<b>34,051.22</b>

	(Rs. in Lakhs)		
Balance as on March 31, 2022	Upto 1 year	Beyond 1 year	Total
Long term Borrowings	-	23,991.56	23,991.56
Short term borrowings	2,812.58	-	2,812.58
Trade payable	2,227.43	-	2,227.43
Lease Liability	65.97	131.05	197.02
Other financial liabilities	-	-	-
<b>TOTAL</b>	<b>5,105.98</b>	<b>24,122.61</b>	<b>29,228.59</b>

**Market risk management**

Market risk is the risk that future cash flows will fluctuate due to changes in risk factors. Among market risks relevant to the Group are price risks and interest risks. Associated with these risks are fluctuations in income, equity and cash flow. The objective of risk management is to eliminate or limit emerging risks by taking appropriate

**b) Categories of financial instruments**

	(Rs. in Lakhs)		
	As at March 31, 2023		
	Amortised cost	FVTPL	FVOCI
<b>Financial assets</b>			
Trade receivables	2,181.44	-	-
Cash and cash equivalents	2,825.07	-	-
Other financial assets	437.00	-	-
<b>Total financial assets</b>	<b>5,443.51</b>	-	-
<b>Financial liabilities</b>			
Trade payables	2,075.25	-	-
Borrowings	31,844.91	-	-
Lease Liability	131.06	-	-
<b>Total financial liabilities</b>	<b>34,051.22</b>	-	-

	(Rs. in Lakhs)		
	As at March 31, 2022		
	Amortised cost	FVTPL	FVOCI
<b>Financial assets</b>			
Trade receivables	1,927.72	-	-
Cash and cash equivalents	511.99	-	-
Other financial assets	307.62	-	-
<b>Total financial assets</b>	<b>2,747.33</b>	-	-
<b>Financial liabilities</b>			
Trade payables	2,227.43	-	-
Borrowings	26,804.14	-	-
Lease Liability	197.02	-	-
<b>Total financial liabilities</b>	<b>29,228.59</b>	-	-

**c) Fair value of financial assets and liabilities measured at amortised cost**

The carrying amounts of trade receivables, cash and cash equivalents, other financial assets, trade payables, borrowings and other financial liabilities are considered to be the same as their fair values, due to their short-term nature.

**Note 37: Additional information as required under Schedule III of Companies Act, 2013**

**A. Entities included in consolidation**

Name of the entity	Proportion of interest (in %)	
	As at March 31, 2023	As at March 31, 2022
Sesa Care Bangladesh Private Limited (Subsidiary incorporated in outside India)	100%	100%

**B. Information in respect of the entity consolidated as a subsidiary**

Particulars	For the year ended March 31, 2023					
	Net asset i.e. total asset minus total liabilities		Share in Profit or Loss		Share in other comprehensive income	
	Rs. in Lakhs	As % of consolidated net assets	(Rs. in Lakhs)	As % of consolidated	(Rs. in Lakhs)	As % of consolidated OCI
Parent						
Sesa Care	22,610.73	98.50%	(11,694.51)	101.31%	16.07	100.00%
Subsidiary						
Sesa Care Bangladesh	343.26	1.50%	151.02	-1.31%	-	0.00%
					151.02	-1.31%
Particulars	For the year ended March 31, 2022					
	Net asset i.e. total asset minus total liabilities		Share in Profit or Loss		Share in other comprehensive income	
	Rs. in Lakhs	As % of consolidated net assets	(Rs. in Lakhs)	As % of consolidated	(Rs. in Lakhs)	As % of consolidated OCI
Parent						
Sesa Care	34,197.16	99.32%	(6,389.15)	101.43%	14.95	100.00%
Subsidiary						
Sesa Care Bangladesh	234.84	0.68%	89.89	-1.43%	-	0.00%
					89.89	-1.43%

**Note 38: Employee Stock Option Plan**

a) The Company instituted the Sesa Care Employee Stock Option Plan (ESOP 2021) - an Equity settled Employee Stock Option Plan for its employees, which is administered by the Board of Directors. Under the scheme, the Board has accorded its consent to grant options exercisable into not more than 30,294,634 Equity Shares of Rs. 6/- each of the Company. The exercise price of the option is Rs. 6/- per option.

The vesting schedule of options granted under ESOP 2021 depends on the type of ESOP's granted which are as follows:

(i) Tenure linked options

These shall vest over a specified period from the date of grant provided employee is part of the organization at the specified vesting dates

(ii) Performance linked options

These shall vest over a specified period based on achievement of specified annual business targets as determined by the Group for specified financial years.

(iii) Exit linked options

These shall vest at the time of any Exit event (full or partial) for True North Fund V (the Promoter) subject to specified Internal Rate of Return (IRR) being achieved by the Promoter, on its total investment in the Group. The number of ESOP's to be vested shall vary according to the IRR realized by the Promoter at the time of Exit event.

b) The vesting of options is as follows:

Vesting Date	Maximum number /% of options that shall vest			
	Tenure Linked	Performance Linked	Exit Linked	Total
26-Sep-26	8,397,300	8,397,300	8,397,300	25,191,900
In %	33.33%	33.33%	33.34%	100%

c) The details of the under ESOP 2021 scheme are as under:

Particulars	As at March 31, 2023	As at March 31, 2022
Options granted and outstanding at the beginning of the year	21,094,634	-
Options granted during the year	9,200,000	21,094,634
Options lapsed during the year	-	-
Options exercised during the year	-	-
Options granted and outstanding at the end of the year	30,294,634	21,094,634
Options exercisable as at end of the year	5,102,734	-
Options unvested as at end of the year	25,191,900	21,094,634

Note: Total options vested until March 31, 2023 is 5,102,734 ( March 31, 2022: Nil)

d) Fair Valuation of Options Granted

The fair value at grant date, for time-linked and performance-linked options is determined using the Black-Scholes Model which takes into account the exercise price, expected volatility, option's life, the share price at grant date, expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

The fair value at grant date, for exit-linked options is determined using Simulation Model which takes into account the exercise price, expected volatility, option's life, the share price at grant date, expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

The inputs for the options granted included:

Grant Date	Grant Date Share Price	Exercise Price	Expected Term to Maturity	Volatility	Risk Free Interest Rate
July 26, 2021	4.10	6.00	5.00	45.00%	5.76%
April 1, 2022	4.10	6.00	5.00	45.00%	6.26%
August 3, 2022	4.10	6.00	5.00	45.00%	7.11%

The Group considers dividend yield to be zero for each share options.

**Note 39: Taxation**

a) No provision for current income-tax under the provisions of Income-tax Act, 1961 is made by the Company, since, in the opinion of the Company, there will be no taxable income in view of the losses brought forward and the losses for the year as per the provisions of the Income-tax Act, 1961.

b) In accordance with the Ind AS 12 on 'Income Taxes' (Ind AS-12), deferred tax assets and liability should be recognised for all timing differences in accordance with the said standard. However, considering the present financial position and requirements of the said Ind AS - 12 regarding the future taxable profit, the same is not recognised as an asset. However, the same will be re-assessed at subsequent balance sheet date and will be accounted for in the year when future taxable profits will be available.

**Disclosure of deferred tax:**

(Rs. in Lakhs)		
Particulars	As at March 31, 2023	As at March 31, 2022
<b>Deferred tax liabilities:</b>		
Depreciation/ Amortisation/ Impairment	(5,409.44)	(6,804.97)
Total	(5,409.44)	(6,804.97)
<b>Deferred tax assets:</b>		
Employee benefits	-	2.25
Tax losses	23,565.63	20,830.33
Total	23,565.63	20,832.59
Deferred tax assets recognised to the extent of deferred tax liability	5,409.44	6,804.97
<b>Net deferred tax</b>	-	-

**Note 40: Acquisition of business undertaking**

On September 30, 2018, Sesa Care Private Limited purchased the Hair Care business division (Business Undertaking) from Ban Labs Private Limited as a going concern on a slump sale basis for a lump sum consideration with a view to obtain the ownership and the operations of the said Business Undertaking.

Details of the purchase consideration, the net identifiable assets acquired and goodwill are as follows:

(Rs. in Lakhs)	
Purchase consideration	112,874.50
The assets and Liabilities recognised as a result of the acquisition are as follows:	
Tangible assets	564.35
Inventory	312.33
Trade receivable	752.30
Employee benefits payable	(27.55)
Trade payables	(1,133.55)
Intangible assets: Brands	61,806.97
Intangible assets: Distribution network	32,509.01
Intangible assets: Trademark	1,000.00
Intangible assets: Formula	8,879.18
Net identifiable assets acquired	104,663.04
Calculation of Goodwill	
Consideration	112,874.50
Less: Net identifiable assets acquired	104,663.04
Goodwill [Refer note 6(b)]	8,211.46

**Note 41: Lease Disclosures**

a) The Group has lease arrangement facilities for office premises and manufacturing plant. The average lease term ranges between 5 years to 7 years.

b) The discount rate used by the Group is in the range of 8.9 % to 9.55 % (incremental borrowing rate) which is applied to all lease liabilities recognised in the balance sheet.

c) The total cash outflow for leases for the year amount to Rs.79.98 lakhs (Previous Year Rs. 76.24 Lakhs) [excluding variable lease payment].

d) Lease Liabilities – Maturity Analysis

(Rs. in Lakhs)		
Particulars	Amount as at March 31, 2023	Amount as at March 31, 2022
Not later than 1 year	75.02	65.97
Later than 1 year and not later than 5 years	56.04	131.05
Later than 5 years	-	-
Total	131.06	197.02

Note 42: Foreign currency exposure not hedged by derivative instruments					(Rs. in Lakhs)
a) USD	As at March 31, 2023		As at March 31, 2022		
Particulars	Amount in USD	Amount in Rs.	Amount in USD	Amount in Rs.	
Trade receivable	1.27	104.26	0.53	40.49	
Trade Payable	0.01	0.89	0.01	0.50	

b) EURO	As at March 31, 2023		As at March 31, 2022	
	Amount in EURO	Amount in Rs.	Amount in EURO	Amount in Rs.
Trade receivable	0.33	29.49	-	-

**Note 43: Disclosures required under Section 22 of Micro, Small and Medium Enterprise Development Act, 2006:**

		(Rs. in Lakhs)
Particulars	Amount as at March 31, 2023	Amount as at March 31, 2022
(i) Principal amount remaining unpaid to any SME supplier as at the end of the accounting period	203.47	98.20
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting period	-	-
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-
	-	-
(iv) The amount of interest due and payable for the period	-	-
(v) The amount of interest accrued and remaining unpaid at the end of the accounting period	-	-
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-
<b>TOTAL</b>	<b>203.47</b>	<b>98.20</b>

The above information regarding dues to Micro and Small Enterprises has been determined to the extent such parties have been identified on the basis of information collected with the Company.

**Note 44: Going Concern**

The Company has incurred losses during the year and in earlier years (mainly account of depreciation and amortisation of intangibles and impairment of intangibles) which has led to an erosion in its net worth. Further, on a standalone basis, the current liabilities (Rs. 9,111.86 lakhs) exceed the current assets (Rs.5,836.16 lakhs) by Rs. 3,275.70 lakhs as at March 31, 2023. These events or conditions indicate the existence of material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern.

The Company has plans of implementing various measures to enhance its product offerings, increasing market share and reducing costs, thereby improving its profitability. Furthermore, True North Fund V LLP, a majority shareholder of the Company, continues to be committed to provide the required financial support to the Company to ensure that the Company continues to operate as a going concern for the foreseeable future and is able to meet its financial obligations as and when they become due.

Considering this the management is of the view that there is no material uncertainty regarding going concern assumption and accordingly, the consolidated financial statements have been prepared on a going concern basis.

**Note 45: Other Statutory Information:**

- Note 43: Other Statutory Information:
- (i) No Company in the Group has any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (ii) No Company in the Group has any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (iii) No Company in the Group has traded or invested in Crypto currency or Virtual Currency during the financial year.
- (iv) No Company in the Group has advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the
- (v) No Company in the Group has 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 Group 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.
- (vi) The Holding Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the
- (vii) The monthly statements of current assets filled by the Company with bank are in agreement with books of account.
- (viii) The Company is not declared as wilful defaulter by any bank, financial institution or other lender.

**Note 46: Relationship with Struck Off companies**

**Note 46: Relationship with Struck-Off Companies**

The Company, during the current and previous financial year, has not engaged in any transactions or carrying any outstanding balance of a Company whose name has been struck-off by the Registrar of Companies (ROC) from the register of Companies, pursuant to Section 248 of the Companies Act, 2013.

**Note 47: Approval of Consolidated Financial Statements**

The Consolidated Financial Statements for the year ended March 31, 2023 were approved for issue by the Board Of Directors on July 10, 2023.

**Note 48: Comparatives**

Previous year's figures have been regrouped/reclassified wherever necessary to correspond to those of the current year.

**Signatures to Notes 1 to 48**

In terms of our report attached  
For Sesa Care Private Limited

Sandeep Rai  
Chief Executive Officer  
DIN: 09071630

Place: Mumbai  
Date: July 10, 2023

Hemant Agarwal  
Chief Financial Officer

Place: Mumbai  
Date: July 10, 2023

Ashtesh Bhargava  
Director

DIN: 02574919

Place: Mumbai  
Date: July 10, 2023

Sarita Aggarwal  
Company Secretary

Place: Jaipur  
Date: July 10, 2023