



# ANNUAL REPORT

## 2022-2023

Centreal Bazaar India Limited



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**CENTREAL BAZAAR INDIA LIMITED**  
**CIN: U52100KL2019PLC059704**

**COMPANY INFORMATION**

**Board of Directors**

Mr. Joby George	Chairman & Managing Director
Mr. Sandeep Babu Thonnangamath	Non-Executive Director
Mr. Manoj Karumathil	Executive Director
Mr. Joly Sebastian	Independent Director
Mr. Anvar KS	Independent Director

**Committees of the Board**

**Audit Committee**

Mr.Joly Sebastian –	Chairman
Mr.Manoj Karumathil-	Member
Mr.Anvar KS	- Member

**Nomination & Remuneration Committee**

Mr.Joly Sebastian –	Chairman
Mr.Sandeep Babu Thonnangamath-	Member
Mr.Anvar KS -	Member

**Chief Executive Officer**

Dr. Sanjay George

**Chief Financial Officer**

Mr. Arun Davis

**Company Secretary**

Mr. Ajithlal

**REGISTERED OFFICE**

Door No.14/816,14/817 3rd Floor, Ajiyal  
Complex Kakkanad Ernakulam -682030

**OFFICIAL WEBSITE**

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

**STATUTORY AUDITOR**

CA Jayaraj Thannimangalam, FCA FCS  
AKKM Tower, CUSAT Metro Station,  
Kalamassery, Kochi 682022

**INVESTOR CORRESPONDENCE**

[cs@centrealbazaar.com](mailto:cs@centrealbazaar.com)

**BANKERS**

Axis Bank Limited  
HDFC Bank Limited

**REGISTRAR & SHARE TRANSFER AGENT**

M/s. CDSL VENTURES LTD  
I-202 Deck Level, Tower No. 4, 2nd Floor,  
Above Belapur Railway Station  
Belapur – Navi Mumbai-400614

## OUR VISION & MISSION

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### VISION

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To be the most preferred Chain of Retail Supermarket brand with a focus for customer satisfaction while supporting local vendors and promoting local products



### MISSION

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Our Mission is to build an inclusive community that benefits from engaging with us and in the process, empowering consumers, Local Vendors, Producers / Farmers and SHG [ Self Help Groups]



## **CHAIRMAN'S MESSAGE**

**Dear Shareholders,**

*I feel extremely happy to present you the annual report for the financial year 2022-23. Last year we had experienced a tough time because of the disruption caused by COVID-19. In our initial stages, we went through one of the toughest periods in retail industry.*

*We had an exceptional performance this year, with significant growth in the number of stores and retail space. We adopted a number of strategies to achieve this growth. One of the key strategies was to focus on customer satisfaction by providing high-quality products and services. We also focused on expanding its product lines to meet the growing demands of customers. This allowed the company to attract new customers and retain existing ones.*

*Another strategy adopted by us was to invest in technology to improve its operations. We implemented advanced inventory management systems, point of sale systems, and other technologies to streamline our operations and improve our efficiency. This helped the us to reduce costs, increase productivity, and improve customer service.*

*Furthermore, we focused on expanding its retail space by opening new stores across Kerala. This allowed us to reach more customers and improve its market share in the region. We also invested in renovating its existing stores to provide a better shopping experience for customers.*

*Our focus on customer satisfaction, technology adoption, and expansion has made us a prominent retail chain in Kerala. We are committed in meeting the changing needs of its customers and has continued to grow in the region. With a strong presence in Kerala and a focus on growth, Centreal Bazaar Supermarket is poised to continue its success in the coming years.*

*Joby George*

*Chairman*



## Notice

**Notice** is hereby given that the Third Annual General Meeting of the members of **CENTREAL BAZAAR INDIA LIMITED** will be held on Saturday, **September 30, 2023 at 10.00 A.M.** at the registered office of the Company at Door No.14/816,14/817, 3rd Floor, Ajiyal Complex Kakkannad Ernakulam -682030 to transact the following business : -

### Ordinary Business

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023 together with the Report of the Board of Directors and Auditors thereon.
2. To declare dividend @ 10% on 24,50,000 Optionally Convertible Redeemable Cumulative Preference Shares - Series 1
3. To declare dividend @ 10% on 85,30,000 Optionally Convertible Redeemable Cumulative Preference shares - Series 2
4. To appoint a director in place of Mr. Sandeep Babu T (DIN: 08242822) who retires by rotation and being eligible, offers himself for reappointment.

### Special Business

#### **5. Approval for Increase in remuneration of Mr. Joby George, Managing Director (06428901)**

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

**"RESOLVED THAT** in accordance with the provisions of Sections 197, 198 read with Schedule V of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the approval of the Board of Directors (hereinafter referred to as "the Board") of the Company on the recommendation of Nomination & Remuneration Committee and subject to such other approvals as may be necessary, the approval of the Members of the company be and is hereby accorded to increase the remuneration of Mr. Joby George, Managing Director to Rs.100,000/- (Rupees One Lakh Only) per month, w.e.f. 01.04.2023 for his remaining tenure as set out in the explanatory statement:

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable to give effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard."

By order of Board of Directors  
For **CENTREAL BAZAAR INDIA LIMITED**

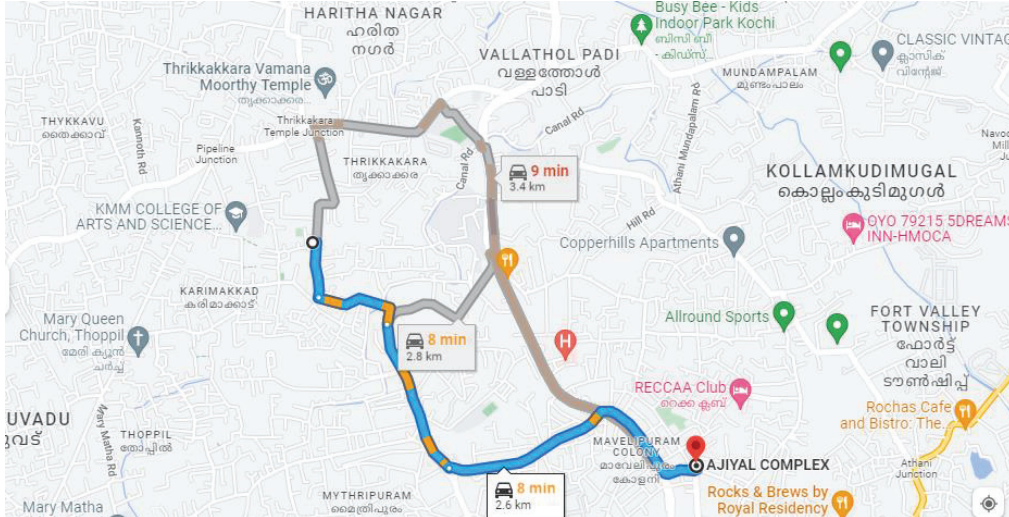
Sd/-  
Ajithlal  
**Company Secretary**

Kochi  
07.09.2023

**NOTE(S):**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY, SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A FORMAT OF PROXY IS ENCLOSED HEREWITH.**
2. Members/Proxies for Members should bring the duly filled-in and signed attendance slip for attending the meeting. Corporate Members are requested to send in advance, duly certified copy of the Board Resolution/ Power of Attorney authorizing their representative to attend the AGM pursuant to section 113 of the Act. A format of the attendance slip is enclosed herewith.
3. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the meeting.
4. The Register of Contracts, maintained under Section 189 of the Companies Act, 2013 and all documents as mentioned in the resolutions and or explanatory statement will be available for inspection by the members at the registered office of the company.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Sunday 24th, September 2023 to Saturday, September 30, 2023 (both days inclusive) for the purpose of AGM.
6. Members wishing to seek further information or clarification on the Annual Accounts or operations of the Company at the Meeting are requested to send their queries at least a week in advance of the date of the Meeting to [cs@centrealbazaar.com](mailto:cs@centrealbazaar.com)
7. Only individual members/shareholders, holding shares in physical form who wish to nominate a person under section 72 of the Act, may furnish us required details in the prescribed Form SH-13, which is available on demand. In respect of shares held in electronic/demat form, the members may please contact their respective DPs.
8. The Explanatory Statement to the agenda item 5 is annexed hereto.
9. Route map of venue of annual general meeting is annexed to the notice

Route Map showing directions to reach to the venue of the AGM is given at the end of this report as per the requirement of the Secretarial Standards-2 on "General Meetings."



By order of Board of Directors For  
**CENTREAL BAZAAR INDIA LIMITED**

Sd/-  
Ajithlal  
**Company Secretary**

Kochi  
07.09.2023



**EXPLANATORY STATEMENT  
(Pursuant to Section 102 of the Companies Act, 2013)**

The following Explanatory Statement sets out all the material facts relating to the item No.5 of the accompanying Notice dated September 07,2023.

**In respect of item No.5**

Mr. Joby George was appointed as Managing Director of the Company with effect from 01<sup>st</sup> September 2020, for a term of 5 (five) years at the Extra Ordinary General Meeting of the shareholders held on 29<sup>th</sup> August,2020.

Due to his foresightedness and hard work, the Company is achieving greater heights. Your Directors foresee a bright future of the Company under his management.

Keeping in view the above and Industrial standards and with a recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company has in its meeting held on September 07,2023, unanimously recommended the increase in the remuneration to Rs.100,000 per month with effect from 01<sup>st</sup> April,2023 for the remaining period of his tenure ie upto 31<sup>st</sup> August,2025. There being no other changes in the terms of appointment approved earlier.

**Disclosure as per SS-2**

<b>Name</b>	Mr. Joby George
<b>Age</b>	49 years
<b>Date of first appointment on the Board</b>	12 <sup>th</sup> June,2020
<b>Qualifications</b>	Bachelors degree
<b>Experience</b>	More than 20 years of experience and expertise in Financial Market Operations and developing marketing teams for various financial and other business concerns.
<b>Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid</b>	Remuneration : Rs.100,000 per month
<b>Last drawn remuneration, if applicable</b>	Rs.25000/- per month
<b>Shareholding in the company</b>	100,000 equity shares & 70,00,000 equity shares held jointly
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the company</b>	Nil
<b>The number of Meetings of the Board attended during the year</b>	9
<b>Other Directorships Membership/ Chairmanship of Committees of other Boards</b>	Managing Director of Supra Pacific Financial Services Limited. Member of Audit Committee, Stakeholders Relationship Committee & Risk Management Committee of Supra Pacific Financial Services Limited.

For **CENTREAL BAZAAR INDIA LIMITED**

Sd/-  
Ajithlal  
**Company Secretary**

Kochi  
07.09.2023



## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### ECONOMIC OVERVIEW

The retail market has undergone a major transformation and has witnessed tremendous growth in the last 10 years. According to the recent studies, Indian retail market is expected to grow to USD 1.4 trillion by 2030, up from USD 0.80 trillion in 2020, due to factors such as urbanization and income growth. India ranks among the best countries to invest in Retail space. Factors that make India so attractive include the second largest population in the world, increasing urbanization, rising household incomes, connected rural consumers, and increasing consumer spending.

### OUTLOOK

India's retail sector has experienced one of its most challenging periods due to the pandemic crisis. The disruptions caused by the pandemic has caused an exponential rise in e-commerce across the retail industry. The fast-changing customer preference towards online shopping has fueled e-commerce. Traditional model retail businesses have started focusing more on building their own digital presence in order to tackle the shift in customer behavior.

Retail Industry has been experiencing exponential growth with retail development taking place not just in major cities and metros, but also in small cities. Healthy economic growth, changing demographic profile, increasing disposable income, urbanisation, and changing consumer tastes and preferences have been some of the factors driving growth in the organised retail market in India. We anticipate to expand our footprints to small cities considering the above factors.

### INDUSTRY OVERVIEW

India has positioned itself as the fourth largest retail destination. India's retail market contributes 10% to India's GDP and employs 8% of India's population. While traditional brick-and-mortar retailers continue to lead sales, the growing e-commerce sector has distinguished itself by offering high-quality imported products at a good value, with the convenience of quick delivery. India currently ranks as the second largest internet market globally, with over 800 million internet users. The surge in digital and smartphone users has accelerated the growth of e-commerce platforms in the country. Online retail is projected to contribute 10.7 percent to the total retail market by 2024 according to various reports. This provides businesses with the opportunity to reach a wide consumer base without the need for extensive physical stores, harnessing the potential of the digital economy to enhance their retail brand. As such, the sector offers significant opportunities for businesses to thrive.

### BUSINESS OVERVIEW

Centreal Bazaar has become a known brand across Kerala, within a short span of its operation. The company adopted a number of strategies to achieve this growth. One of the key strategies was to focus on customer satisfaction by providing high-quality products and services. The company also focused on expanding its product lines to meet the growing demands of customers. This allowed the company to attract new customers and retain existing ones.

Another strategy adopted by Centreal Bazaar Supermarket was to invest in technology to improve its operations. The company implemented advanced inventory management systems, point of



its operations. The company implemented advanced inventory management systems, point of sale systems, and other technologies to streamline its operations and improve its efficiency. This helped the company to reduce costs, increase productivity, and improve customer service.

Furthermore, the company focused on expanding its retail space by opening new stores across Kerala. This allowed the company to reach more customers and improve its market share in the region. The company also invested in renovating its existing stores to provide a better shopping experience for customers.

Centreal Bazaar Supermarket's focus on customer satisfaction, technology adoption, and expansion has made it a prominent retail chain in Kerala. The company is committed to meeting the changing needs of its customers and has continued to grow in the region. With a strong presence in Kerala and a focus on growth, Centreal Bazaar Supermarket is poised to continue its success in the coming years.

The Company follows a well-planned store execution to achieve its targets. The Company has also introduced different festive offers and monthly sales initiatives across its stores. The Company has developed an incentive program for its employees in order to motivate them to achieve their sales targets. Attractive gifts are being offered to selected customers to boost the sales. Facelift of existing stores has improved the shopping experience of the customers.

## **RISK AND THREATS**

Risk factors affecting the operations of the Company are reviewed by the management and the Board of Directors. With the expertise of senior management team, the Company foresees the probable risk factors affecting the organization and formulate strategies to mitigate the risk.

Below are some of the risks and concerns in the business;

- Ability to obtain right properties especially with regard to parking space as per our requirement, escalation in rent and administrative delays in execution and registration of lease deeds.

- Presence of large multi branded shopping malls and outlets in the immediate vicinity could adversely affect the business.

- Climatic changes

- Competition from local shops and their credit terms with the local customers.

- Inventory issues of essential items, supply issues, stock out situations may impact the operations.

- Ability to attract, hire, train and retain skilled employees.

- Effective management of our store expansion and operations in newer locations/cities/states.

- Regional preferences and purchasing habits of customers across different locations in Kerala.

## **INTERNAL CONTROLS AND THEIR ADEQUACY**

The Company has a robust internal control system which focuses on safeguarding of fixed assets and inventory, reliability and accuracy of accounting and other operational data, management of its operations. The Company has a dedicated internal audit department for constantly monitoring the transactions of the Company. The management of the Company is regular in reviewing the findings of the internal audit team and the corrective actions, if any, be taken immediately.



In addition, the Company's Audit Committee, chaired by a retired head of South Indian Bank, reviews the financial and risk management policies, significant audit findings, adequacy of internal controls, and compliance with the applicable accounting standards.

## **HUMAN RESOURCE**

Our employees are our strength. We have implemented induction and training programmes to help employees to familiarize with our organizational values and culture. We are dedicated in constantly assessing the performance of the employees. We also implemented different programs where the employees can interact with the management team and can better understand the strategies and quality of service to be rendered to the customers. The Company also assesses the performance of the employees. As on 31<sup>st</sup> March, 2023, we have a committed workforce of 893 employees across Kerala.

*CAUTIONARY STATEMENT: Statements in this Annual Report, particularly those which relate to the Management Discussion and Analysis, describing the Company's objectives, projections, estimates and expectations, may constitute 'forward-looking statements' within the meaning of applicable laws and regulations. Actual results may materially differ from those expressed or anticipated.*

## DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in submitting their 4<sup>th</sup> Annual Report on the business and operations of the Company together with the Audited Statement of Accounts for the year ended March 31,2023.

### FINANCIAL HIGHLIGHTS

The Company's financial performance during the year ended 31st March, 2023 compared to the previous financial year is summarized below:

Particulars	Standalone		Consolidated	
	31.03.2023	31.03.2022	31.03.2023	31.03.2022
Income from operations	1,73,93,53,450	38,47,48,099	1,73,93,53,450	38,47,48,099
Other Income	4,21,65,838	3,77,62,533	4,16,85,436	3,77,62,533
<b>Total Income</b>	<b>1,78,15,19,288</b>	<b>42,25,10,632</b>	<b>1,78,10,38,886</b>	<b>42,25,10,632</b>
<b>Expenses</b>	<b>1,75,88,84,914</b>	<b>40,65,62,721</b>	<b>1,75,83,22,508</b>	<b>40,65,62,721</b>
<b>Profit before tax</b>	<b>2,26,34,374</b>	<b>1,59,47,911</b>	<b>2,27,16,378</b>	<b>1,59,47,911</b>
Less :Tax Expense	31,09,465	35,41,864	31,30,104	35,41,864
Profit after Tax	1,95,24,909	1,24,06,047	1,89,65,269	1,24,06,047
Dividend on preference shares	1,09,80,000	24,50,000	1,09,80,000	24,50,000
Net profit available to equity shareholders	<b>85,44,909</b>	<b>99,56,047</b>	<b>79,85,269</b>	<b>99,56,047</b>
EPS				
Basic	<b>0.43</b>	<b>0.55</b>	<b>0.40</b>	<b>0.55</b>
Diluted	<b>0.43</b>	<b>0.51</b>	<b>0.40</b>	<b>0.51</b>

The financial statements for the year ended 31st March, 2023 have been prepared as per the Indian Accounting Standards (Ind AS).

There was no change in nature of business of the Company, during the year under review.

### PERFORMANCE REVIEW

The net sales of the Company increased to 173.93 crore from Rs.38.47 crore in the previous year. Total expenses increased to Rs.175.89 crore from Rs.40.66 crore in the previous year. The Company has reported a standalone profit after tax of Rs.1.95 Crore against a profit of Rs.1.24 crore reported in the previous year.

The consolidated Net Revenue from Operations for the Financial Year under review was Rs.173.94 against Rs.38.47 for the previous year. On consolidated basis, the Company earned a Profit After Tax of Rs.1.89 crore for the Financial Year 2022-23, against ₹ 1.24 crore recorded during the previous Financial Year.

A detailed analysis of Company's operations in terms of performance, markets, business outlook, risks and concerns form part of the Management Discussion and Analysis, as a separate section of the Annual Report.

## OPERATIONS REVIEW

During the year 2022-23 the Company opened 31 new stores, with a total of 61 stores as on March 31, 2023. The COVID-19 pandemic impacted the operations of the last years performance. Apart from Brick and Mortar model, we have both web and App based E-commerce Platform <https://centrealbazaaronline.com/> to effectively manage the online customer cycle by an efficient order, delivery and Customer Retention management. We have also put in place private label manufacturing and marketing through Real One India Multi Trade Pvt Ltd, our wholly owned subsidiary Company the performance of which is included in the consolidated financial statements.

We follow a well-planned store execution to achieve our targets. We create customer value by focusing on the quality and passing on the cost advantage obtained through direct and bulk sourcing of Agri and Non Agri products through reduced prices. Facelift of existing stores offers customers a feel-good shopping experience.

## STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK

During the year under review your Company expanded its operations by adding 31 new stores. As of March 31, 2023, your company has presence across 9 districts in Kerala. We remain focused on offering best quality products at reasonable prices with a distinctive shopping experience.

## CHANGES IN SHARE CAPITAL

During FY 2022-23 there was no change in the authorised share capital of the Company.

The Company has issued 3,638,000 equity shares on private placement basis during the year under review. Consequently the paid up capital stands increased to 3,28,730,000.00

The shareholding pattern of the equity capital of the Company as on March 31, 2023 is ;

Sl. No	Category of shareholder	No. of shareholders	Total no. of shares held	Shareholding %
1	Promoters	5	1,99,04,998	90.92
2	Public	63	19,88,002	9.08
	<b>Total</b>	<b>68</b>	<b>2,18,93,000</b>	<b>100.00</b>

The shareholding pattern of the preference share capital of the Company as on March 31, 2023 is;

Sl. No	Category of shareholder	No. of shareholders	Total no. of shares held	Shareholding %
1	Public	103	1,09,80,000	100.00
	<b>Total</b>	<b>103</b>	<b>1,09,80,000</b>	<b>100.00</b>

## CHANGE IN NATURE OF BUSINESS, IF ANY

During the year under review there is no change in the nature of the business of the Company.

## DIVIDEND

The Directors, at its meeting held on September 07, 2023 has recommended a dividend of 10% on the Optionally Convertible Redeemable Cumulative Preference shares - Series 1 & Series 2.

With a view to conserve resources for expansion of business, your Directors have thought it prudent not to recommend any dividend for the financial year under review.

### **TRANSFER TO RESERVES**

An amount of Rs.6.88 crore was transferred to Securities Premium Reserves of the Company during the year 2022-23 pursuant to the issue of equity shares on premium.

### **CONSOLIDATED FINANCIAL STATEMENTS**

In compliance with the applicable provisions of the Companies Act, 2013 including the relevant Indian Accounting Standards (Ind AS) as issued by the Institute of Chartered Accountants of India and notified under Section 133 of the Companies Act, 2013, this Annual Report includes Consolidated Financial Statements for the financial year 2022-23.

### **REPORT ON PERFORMANCE OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES**

The Company has a subsidiary and an associate Company. The details are given as below;

#### **Subsidiary Company**

##### **Real One Multitrade India Private Limited**

Real One Multitrade India Private Limited was incorporated on 03/03/2022 as a wholly owned subsidiary of our Company. The Company owns a brand 'REAL 1' brand and was incorporated to Promote Private Labelling. Currently it owns a portfolio of 100 SKU's under various categories like Cleaning Solutions, Condiments, Staples and General Merchandise and Planning to launch additional 150 SKU's soon. These products are well received in the market and planning to roll out the products to outside of retail outlets through third party distribution channels.

#### **Associate Company**

##### **Realearth Ecofarms India Private Limited**

Realearth Ecofarms India Private Limited, Associate Company of Real One Multitrade India Private Limited was incorporated on 07/05/2022 for carrying on the business of integrated farming, milk and allied products, marketing of dairy and other farm produces etc. Realearth Ecofarms India Private Limited being an associate Company of Real One Multitrade India Private Limited is deemed to be an associate Company of Centreal Bazaar India Limited.

### **PARTICULARS OF LOANS, GUARANTEES, INVESTMENTS AND SECURITIES**

Particulars of loans given, investments made, guarantees given and securities provided during the year under review and as covered under the provisions of Section 186 of the Companies Act, 2013 have been disclosed in the notes to the standalone financial statements forming part of the Annual Report.

### **DISCLOSURE REGARDING ISSUE OF EMPLOYEE STOCK OPTIONS**

The Company has not issued shares under employee's stock options scheme pursuant to provisions of Section 62 read with Rule 12(9) of Companies (Share Capital and Debenture) Rules 2014.

## DISCLOSURE REGARDING ISSUE OF SWEAT EQUITY SHARES

The Company has not issued sweat equity shares pursuant to provisions of Section 54 read with Rule 8 of Companies (Share Capital and Debenture) Rules 2014 during the Financial Year.

## EXTRACT OF ANNUAL RETURN

The annual return shall be uploaded by the company on the date of filing of the same with the Registrar and thereafter the same can be viewed by the members and stakeholders in the following link.

<https://www.centrealbazaar.com/Investors>

## MEETINGS OF THE BOARD

During the period under review, 9 meetings of the Board of Directors were held. The meetings were held on 25.04.2022, 04.07.2022, 22.07.2022, 06.09.2022, 27.09.2022, 09.12.2022, 07.01.2023, 23.01.2023 and 24.02.2023.

The Intervening gap between the meetings were within the period prescribed under the Act the detail of Board meeting convened and attended by the Directors are given below.

Name of Director	Category	DIN	No. of Board Meeting held during 2022-23	No. of meetings attended
Mr. Joby George	Managing Director	06429801	9	9
Mrs. Sinimol Sajeev	Non-Executive Director	08841315	4	4
Mr. Sandeep Babu Thonnangamath	Non-Executive Director	08242822	9	9
Mr. Murali	Independent Director	09201589	9	9
Mr. Issac Edapurayidathil Abraham	Independent Director	09201644	6	6
Mr. Manoj Karumathil	Executive Director	08760264	4	4
Mr. Kanjirikkapallil Saidumuhammed Anvar	Non-Executive Independent Director	09763977	2	2

## PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED

The company has given an amount of Rs.100,00,000- as unsecured loan to M/s. Real One Multitrade India Private Limited in compliance with Section 186 of the Companies Act, 2013.

## PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All related party transactions entered into by the Company during the financial year under review were generally in the ordinary course of business and always on arm's length



basis. During the year 2022-23, your Company did not enter into any material related party transactions. Accordingly, disclosure with respect to the same in the Form AOC-2 in terms of Section 134 of the Companies Act, 2013 is not applicable.

The Company had taken approval for the related party transactions vide special resolution passed at the Extra Ordinary General Meeting held on 29.08.2020.

#### **BOARD'S RESPONSE ON AUDITORS QUALIFICATION RESERVATION OR ADVERSE REMARK OR DISCLAIMER MADE**

There are no qualifications, reservations or adverse remarks made by the Statutory Auditors in their report.

#### **MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

There are no material changes/events affecting the financial position of the Company

#### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE INFLOW & OUTFLOW**

Pursuant to provisions of Section 134 (3)(m) & Rule 8 (3)(A) of Companies (Accounts) Rules, 2014 the details of energy conservation, technology absorption and foreign exchange earnings and outgo have been given below.

##### **(a) Conservation of energy & Technology absorption**

Your Company continues its efforts to improve energy conservation and utilization most efficiently to nurture and preserve the environment and to exploit all its avenues to adopt latest technology in its operations by resorting to sustainable business practices that are globally acceptable.

##### **(b) Foreign exchange earnings and Outgo**

The Foreign Exchange earned in terms of actual inflows during the year: Nil  
The Foreign Exchange outgo during the year in terms of actual outflows: Nil

#### **RISK MANAGEMENT POLICY**

Your Company continues to proactively identify, analyse, manage and evaluate potential risks affecting the business and devise its short-term and long-term actions to mitigate such risks thereby protecting Shareholders' value, improving governance process and achieving strategic objectives.

#### **DIRECTORS AND KEY MANAGERIAL PERSONNEL**

The Company's board of directors comprises of 5 Directors as at March 31, 2023 :

<b>Sl. No</b>	<b>Name</b>	<b>DIN</b>	<b>Designation</b>
1.	Mr.Joby George	06429801	Managing Director
2.	Mr.Sandeep Babu Thonnangamath	08242822	Non-Executive Director
3.	Mr. Manoj Karumathil	08760264	Executive Director

4.	Mr. Kanjirikkapallil Saidumuhammed Anvar	09763977	Non-Executive Independent Director
5.	Mr. Murali NA	09201589	Non-Executive Independent Director

### Changes in Directorships during the Financial Year

Mr.Sandeep Babu Thonnangamath(DIN:08242822) was appointed as Additional Director (Non-Executive) on 06<sup>th</sup> September,2022 and his appointment was regularized as Non-Executive Director w.e.f 29<sup>th</sup> September,2022. Mr.Manoj Karumathil (DIN: 08760264) was appointed as Additional Executive Director w.e.f 01<sup>st</sup> October, 2022. His appointment was regularized as the Executive Director of the Company at the Extra Ordinary General Meeting held on 27<sup>th</sup> March,2023. Mr.Issac Edapurayidathil Abraham (DIN: 09201644), Independent Director resigned from the Board on 07<sup>th</sup> January,2023. Mr. Kanjirikkapallil Saidumuhammed Anvar, was appointed as Additional Director (Independent) w.e.f 07<sup>th</sup> January,2023.His appointment was regularized as the Independent Director of the Company at the Extra Ordinary General Meeting held on 27<sup>th</sup> March,2023.

**Changes in Key Managerial Personnel during the Financial Year:** NIL

### DEPOSITS

You would be delighted to notice that your company has not accepted any deposits from public and as such no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

### AUDIT COMMITTEE

The Company's Audit Committee composition is in conformity with the provisions of the Section 177 of the Companies Act, 2013.

The composition of the Audit Committee is as under:

Sl.No	Name	Category	Designation
1	Mr.Murali NA	Non-Executive Independent Director	Chairman
2.	Mr.Manoj K	Executive Director	Member
3.	Mr.Anvar KS	Non-Executive Independent Director	Member

### NOMINATION & REMUNERATION COMMITTEE

The composition of the Nomination and Remuneration Committee is in conformity with the provisions of the Section 178 of the Companies Act, 2013.

The composition of the Nomination and Remuneration Committee is as under:

The composition of the Nomination and Remuneration Committee is as under:

Sl.No	Name	Category	Designation
1	Mr.Murali NA	Non-Executive Independent Director	Chairman
2	Mr.Sandeep Babu Thonnangamath	Non-Executive Director	Member
3	Mr.Anvar KS	Non-Executive Independent Director	Member

### **DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN**

Your Company is committed to provide and promote a safe, healthy and congenial atmosphere irrespective of caste, creed or social class of the employees. No complaint from women employees was received during the year regarding sexual harassment. During the year under review, there was no case filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

### **DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE**

There was no significant and material order passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

### **STATUTORY AUDITOR**

CA Jayaraj Thannimangalam FCA FCS was appointed as the Statutory Auditor to audit the accounts of the Company for a period of five years from the conclusion of the 2<sup>nd</sup> Annual General Meeting held on September 29, 2021, till the conclusion of 07<sup>th</sup> Annual General Meeting of the Company to be held in the year 2026.

### **COST AUDITORS**

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148 (1) of the Companies Act, 2013 are not applicable for the Company.

### **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirement of Section 134 (3) and (5) of the Companies Act, 2013, your Directors confirm that:-

- (a) In the preparation of the Annual Accounts, your Company has followed applicable accounting standards and it is also important to note that there have been no material departures.
- (b) The Board was consistent enough to select and apply such accounting policies that they allowed it to make judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company at the end of the financial year and of the profit it earned for that year.
- c) They have taken proper and sufficient care for the maintenance of adequate

accounting records in accordance with the provisions of the Companies Act, 2013 to safeguard the assets of your Company and to prevent and detect any fraud and other type of irregularities.

- (d) They have prepared the annual accounts on a going concern basis.
- (e) They had laid down internal financial controls to be followed by the Company and that such internal financial controls were not only adequate but they were also in effective operation.
- (f) They devised proper systems that were adequate and effectively operational to ensure compliance with the provisions of all applicable laws.

#### **COMPLIANCE WITH SECRETARIAL STANDARDS**

The Company is in compliance with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) and approved by the Central Government under Section 118(10) of the Companies Act, 2013.

#### **ACKNOWLEDGEMENT**

Your Directors wish to place on record their gratitude to Bankers, Auditors, Customers, Suppliers and Regulatory Authorities for their timely and valuable assistance and support. The Board values and appreciates the professionalism, commitment and dedication displayed by employees at all levels. Your Directors are thankful to the shareholders for their continued support and confidence.

By Order of Board of Directors

Sd/-  
Joby George  
**Chairman & Managing Director**  
DIN: 06429801

Sd/-  
Sandeep Babu  
**Director**  
DIN 09689489

07.09.2023  
Kochi

## **INDEPENDENT AUDITOR'S REPORT**

**TO THE MEMBERS OF  
CENTREAL BAZAAR INDIA LIMITED**

### **Report on the Audit of the financial statements**

#### **Opinion**

I have audited the accompanying financial statements of **CENTREAL BAZAAR INDIA LIMITED** ("the Company"), which comprise the Balance Sheet as at 31.03.2023, the Statement of Profit and Loss for the year then ended, the Cash Flow Statement for the year then ended, and notes to the financial statements including a summary of significant accounting policies and other explanatory information.

In my opinion and to the best of my information and according to the explanation given to me, the aforesaid financial statement gives 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 accounting principles generally accepted in India, of the state of affairs of the company as at 31<sup>st</sup> March 2023, and its profit, cash flows for the year ended on that date.

#### **Basis for Opinion**

I have conducted audit of the financial statements in accordance with the Standards on Auditing ("SA"s) specified under section 143(10) of the Act. My responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of my report. I am 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 my audit of the financial statements under the provisions of the Act and the Rules made thereunder, and I have fulfilled other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. I believe that the audit evidence obtained is sufficient and appropriate to provide a basis for audit opinion on the 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 Management Discussion and Analysis, Board's Report including Annexures to Board's Report, but does not include the financial statements and my auditor's report thereon.

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

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

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

### **Management's Responsibilities for the Financial Statements**

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

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

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

### **Auditor's Responsibilities for the Audit of the Financial Statements**

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my 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, I am also responsible for expressing my opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

I 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 identify during the audit.

I also provide those charged with governance with a statement that I 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 my independence, and where applicable, related safeguards.

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

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, I report that:

I have sought and obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purposes of my audit. In my opinion, proper books of account as required by law have been kept by the Company so far as it appears from my examination of those books.

The Balance Sheet, the Statement of Profit and Loss and the Statement of Cash Flows dealt with by this Report are in agreement with the books of accounts.

In my opinion, the aforesaid financial statements comply with the AS specified under Section 133 of the Act.

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

With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to my separate Report in "Annexure 2". My report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

In our opinion, the managerial remuneration for the year ended March 31, 2022 has been paid/provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;

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 my opinion and to the best of my information and according to the explanations given to me:

- i. The Company does not have any pending litigations which will have an impact on its financial position in its financial statements.
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv. a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, 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;
- v. b) The management has represented that, to the best of its knowledge and belief, 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, whether, 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; and
- vi. c) Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to my notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.



- vii. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.
3. 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 with effect from 1st April, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable to the company for the year.

Place: Kochi  
7<sup>th</sup> September 2023

**CA Jayaraj Thannimangalam FCA FCS**  
Chartered Accountant  
Membership No.514844  
UDIN: 23514844BGUWVD2388

## ANNEXURE '1' TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph under "Report on Other Legal and Regulatory Requirements" Section of my report of even date)

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, I report that:

- (i) (a)(A) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.  
(B) The Company has maintained proper records showing full particulars of Intangible Assets.
- (b) The major Property, Plant and Equipment of the company have been physically verified by the management at reasonable intervals during the year and no material discrepancies were noticed on such verification.
- (c) As on the Balance sheet date, the company does not own any landed property. In respect of immovable properties of buildings constructed on land that have been taken on lease and disclosed as fixed asset in the financial statements, the lease orders are in the name of the company as at the Balance Sheet date.
- (d) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) According to the information and explanation given to us, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder during the year.
- (ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year. In my opinion, the coverage and procedure of such verification by the management is appropriate. As informed to us, discrepancies of 10% or more in the aggregate for each class of inventory were not noticed on such verification.
- (b) The Company has not been sanctioned any working capital limits in excess of five crore rupees at any point of time during the year, in aggregate, from banks or financial institutions.
- (iii) (a) During the year the Company has provided loans to associate as follows:

To whom	Aggregate amount during the year (₹)	Balance outstanding at the balance sheet date (₹)
Parties other than subsidiaries, joint ventures and associates	NIL	NIL
Subsidiaries, joint ventures and associates	1,19,16,096	3,19,76,096

- (b) The terms and conditions of all loans and advances provided are not prejudicial to the company's interest;
- (c) in respect of loans and advances in the nature of loans, schedule of repayment of principal and payment of interest has not been stipulated and repayments or receipts are not regular.
- (d) The amounts of loans granted to associate company has not been overdue during the current year.
- (e) There were no loans or advance in the nature of loan granted to companies, firms, Limited Liability Partnerships or any other parties which had fallen due during the year.
- (f) The company has granted loans without specifying any terms or period of repayment, details in respect thereof are as below:

Aggregate amount (₹)	Percentage thereof to the total loans granted	Aggregate amount (₹) of loans granted to Promoters, related parties as defined in clause (76) of section 2 of the Companies Act, 2013
1,19,16,096	100	1,19,16,096

- (iv) Loans, investments, guarantees and security in respect of which provisions of sections 185 and 186 of the Companies Act, 2013 are applicable have been complied with by the Company.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits under the directives of the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed thereunder, where applicable. Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- (vi) Maintenance of cost records has not been specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, in respect of Company's products/ services.
- (vii) (a) The Company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, Employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues, as applicable, with the appropriate authorities though there has been a slight delay in a few cases. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.
- (b) There are no dues in respect of Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value

added tax, cess and any other statutory dues that have not been deposited with the appropriate authorities on account of any dispute.

- (viii) The company has no transactions, not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961);
- (ix)
  - (a) The company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year;
  - (b) Company is not declared wilful defaulter by any bank or financial institution or other lender;
  - (c) According to the information and explanation given to us, term loans were applied for the purpose for which the loans were obtained;
  - (d) According to the information and explanation given to us, funds raised on short term basis have not been utilised for long term purposes;
  - (e) According to the information and explanation given to us, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures;
  - (f) According to the information and explanation given to us, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies;
- (x)
  - (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year;
  - (b) The company has made preferential allotment of Optionally Convertible Redeemable Cumulative Preference Shares during the year and the requirement of section 42 and section 62 of the Companies Act, 2013 have been complied with and the funds raised have been used for the purposes for which the funds were raised;
- (xi)
  - (a) According to the information and explanation given to us, any fraud by the company or any fraud on the company has not been noticed or reported during the year;
  - (b) No report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by me in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
  - (c) According to the information and explanation given to us, no whistle-blower complaints have been received during the year by the company;
- (xii) The Company is not a Nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(a), (b) and (c) of the Order is not applicable to the Company.
- (xiii) All transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.

- (xiv) According to the information and explanations given to us, the company has internal audit system commensurate with the size and nature of its business.
- (xv) According to the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him and accordingly, the provisions of clause 3(xv) of the Order is not applicable.
- (xvi) (a) According to the information and explanations given to us, we are of the opinion that the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and the company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India, accordingly the provisions of clause 3(xvi) of the Order are not applicable;
- (xvii) The Company has not incurred cash losses in the current financial year and in the immediately preceding financial year.
- (xviii) There was a resignation of the statutory auditors during the financial year and there were no issues, objections or concerns raised by the outgoing auditors which shall be taken into consideration by me.
- (xix) On the basis of the financial ratios disclosed in notes to the financial statements, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, my knowledge of the Board of Directors and management plans, I am of the opinion that no material uncertainty exists as on the date of the audit report indicating that the company is incapable 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.
- (xx) The provisions of Section 135 towards corporate social responsibility are not applicable on the company. Accordingly, the provisions of clause 3(xx) of the Order is not applicable.
- (xxi) The reporting under clause (xxi) is not applicable in respect of audit of Standalone Financial Statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

Place: Kochi

Date : 7<sup>th</sup> September, 2023

CA Jayaraj Thannimangalam FCA FCS

Chartered Accountant  
(Membership No. 514844)  
UDIN : 23514844BGUWVD2388

## **ANNEXURE “2” TO THE INDEPENDENT AUDITOR’S REPORT**

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

I have audited the internal financial controls over financial reporting of **CENTREAL BAZAAR INDIA LIMITED** (“the Company”) as of 31.03.2023 in conjunction with my audit of the financial statements of the Company for the year ended on that date.

#### **Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditor’s Responsibility**

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

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

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion on the Company’s internal financial controls system over financial reporting.

## **Meaning of Internal Financial Controls with Reference to these Financial Statements**

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

## **Inherent Limitations of Internal Financial Controls with Reference to Financial Statements**

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

## **Opinion**

In my opinion, to the best of my information and according to the explanations given to me, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting are operating effectively as at 31.03.2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the Institute of Chartered Accountants of India.

Place: Kochi

Date: 7<sup>th</sup> September, 2023

CA Jayaraj Thannimangalam FCA, FCS  
Chartered Accountant  
Membership No.514844  
UDIN: 23514844BGUWVD2388

CENTREAL BAZAAR INDIA LIMITED  
CIN: U52100KL2019PLC059704  
Balance Sheet as at March 31, 2023

Particulars	Note No.	As at 31 March, 2023 ₹	As at 31 March, 2022 ₹
<b>A EQUITY AND LIABILITIES</b>			
<b>1 Shareholders Funds</b>			
(a) Share Capital	3	32,87,30,000	29,23,50,000
(b) Reserves and Surplus	4	9,20,20,124	2,89,05,215
Total		42,07,50,124	32,12,55,215
<b>2 Non-Current Liabilities</b>			
(a) Deferred Tax Liabilities (net)	5	64,48,042	33,38,577
(b) Long Term Borrowings	6	54,32,491	43,79,018
(c) Other Long Term Liabilities	7	9,50,000	11,50,000
Total		1,28,30,533	88,67,595
<b>3 Current Liabilities</b>			
(a) Trade Payables	8	-	
(i) Total outstanding dues of micro and small enterprises		78,94,978	32,46,108
(ii) Total outstanding dues of creditors other than micro and small enterprises		17,11,87,859	6,09,15,300
(b) Other Current Liabilities	9	45,42,61,688	23,87,14,220
Total		63,33,44,525	30,28,75,628
<b>TOTAL</b>		<b>1,06,69,25,183</b>	<b>63,29,98,438</b>
<b>B ASSETS</b>			
<b>1 Non-Current Assets</b>			
(a) Property, Plant and Equipment			
(i) Tangible Assets	10	31,87,06,979	17,10,54,196
(ii) Intangible Assets	10	1,49,08,460	83,61,841
(iii) Capital Work-in-Progress	10.1	2,93,61,543	4,87,73,981
Total		36,29,76,982	22,81,90,018
(b) Long-Term Loans and Advances	11	9,69,56,502	3,88,82,462
(c) Investments	12	1,00,000	24,25,500
Total		46,00,33,484	26,94,97,980
<b>2 Current Assets</b>			
(a) Inventories	13	37,23,20,743	16,56,45,720
(b) Trade Receivables	14	6,60,36,755	3,52,69,500
(c) Cash and Cash Equivalents	15	10,66,10,950	10,58,78,803
(d) Short-Term Loans and Advances	16	5,50,45,356	4,96,14,904
(e) Other Current Assets	17	68,77,895	70,91,530
Total		60,68,91,699	36,35,00,458
<b>TOTAL</b>		<b>1,06,69,25,183</b>	<b>63,29,98,437</b>
Summary of significant accounting policies		1&2	
The accompanying notes form an integral part of the financial statements.			
In terms of my report attached.		For and on behalf of the Board of Directors	
	Joby George Managing Director DIN 06429801	Dr. Sanjai George Chief Executive Officer	
		Arun Davis Chief Financial Officer	
CA Jayaraj Thannimangalam FCA FCS Chartered Accountant Membership No. 514844 Kochi, 7 <sup>th</sup> September, 2023	Sandeep Babu Director Kochi, 7 <sup>th</sup> September, 2023	Ajithlal Company Secretary	



CENTREAL BAZAAR INDIA LIMITED CIN: U52100KL2019PLC059704 Statement of Profit and Loss for the period ended 31 March, 2023			
Particulars	Note No.	For the year ended March 31, 2023 ₹	For the year ended March 31, 2022 ₹
1. Revenue			
From Continuing Operations	18	1,73,93,53,450	38,47,48,099
Other Income	19	4,21,65,838	3,77,62,533
Total Revenue		1,78,15,19,288	42,25,10,632
2. Expenses			
Purchase of Traded Goods	20	1,61,42,83,886	44,20,79,656
Changes in Inventories	21	(20,66,75,023)	(13,93,78,748)
Employee Benefits Expense	22	13,82,49,521	3,89,72,403
Finance Cost	23	11,93,948	14,21,366
Depreciation and Amortisation	10	2,74,25,612	1,34,99,636
Other Operating and General Expenses	24	18,44,06,970	4,99,68,408
Total Expenses		1,75,88,84,914	40,65,62,721
3. Profit before tax (1-2)		2,26,34,374	1,59,47,911
4. Tax expense / (benefit):			
(a) Current Tax Expense		-	17,11,024
(b) Deferred Tax Expense		31,09,465	18,30,841
Net Tax expense		31,09,465	35,41,864
5. Net Profit for the period (3-4)		1,95,24,909	1,24,06,047
6. Dividend			
Dividend on Preference Shares		1,09,80,000	24,50,000
Dividend on Equity Shares		-	-
7. Net Profit for the period available to Equity Shareholders		85,44,909	99,56,047
Earnings per share :			
Basic	29	0.43	0.55
Diluted		0.43	0.51
Face value per equity share - ( ` )		10	10
The accompanying notes form an integral part of the financial statements.			
In terms of my report attached.		For and on behalf of the Board of Directors	
		Joby George Managing Director DIN 06429801	Dr. Sanjai George Chief Executive Officer
			Arun Davis Chief Financial Officer
CA Jayaraj Thannimangalam FCA FCS Chartered Accountant Membership No. 514844 Kochi, 7 <sup>th</sup> September, 2023		Sandeep Babu Director Kochi, 7 <sup>th</sup> September, 2023	Ajithlal Company Secretary

## CENTREAL BAZAAR INDIA LIMITED

CIN: U52100KL2019PLC059704

Cash Flow Statement for the period ended 31<sup>st</sup> March 2023

Particulars	For the year ended March 31, 2023 ₹	For the year ended March 31, 2022 ₹
A. Cash flow from operating activities		
Profit After tax	1,95,24,909	1,59,47,911
<u>Adjustments for:</u>		
Depreciation and Amortisation Expense	2,74,25,612	1,34,99,636
Finance Costs	11,93,948	14,21,366
Interest Income	(36,18,104)	(24,27,426)
Operating profit before Working Capital adjustments	4,45,26,365	2,84,41,488
<u>Changes in working capital:</u>		
<u>Adjustments for (increase) / decrease in operating assets:</u>		
Inventories	(20,66,75,023)	(13,93,78,748)
Trade Receivables	(3,07,67,255)	(1,99,66,028)
Short-term loans and advances	(54,30,452)	(3,68,55,641)
Other Current Assets	2,13,635	(69,97,414)
Long term Loans and Advances	(5,80,74,040)	(1,70,36,001)
<u>Adjustments for increase / (decrease) in operating liabilities:</u>		
Trade Payables	11,49,21,430	4,28,41,217
Current Liabilities	21,68,93,889	22,16,34,717
Other Long Term Liabilities	(2,00,000)	10,00,000
Deferred Tax Liabilities (net)	31,09,465	
Cash Generated from Operations	7,85,18,014	7,36,83,591
Net Income Tax (Paid) / Refunds	(13,46,420)	(9,44,100)
Net Cash from Operating Activities	7,71,71,594	7,27,39,491
B. Cash flow from investing activities		
Capital expenditure on fixed assets, including capital advances	(16,22,12,575)	(9,60,29,459)
Interest on Investments	36,18,104	24,27,426
Proceeds from Sale(Purchase) of Investment in Associate/Subsidiary	23,25,500	99,500
Net Cash flow in Investing Activities	(15,62,68,972)	(9,35,02,533)
C. Cash flow from financing activities		
Increase/(Decrease) in Share Capital	3,63,80,000	8,53,00,000
Increase/(Decrease) in Share Premium	5,45,70,000	
Finance Costs	(11,93,948)	(14,21,366)
Dividend on Preference Shares	(1,09,80,000)	(24,50,000)
Proceeds & Repayments from Long-Term Borrowings	10,53,473	43,79,018
Net Cash from Financing Activities	7,98,29,525	8,58,07,652
Net Increase/(Decrease) In Cash And Cash Equivalents	7,32,146	6,50,44,608
Opening Balance of Cash and Cash Equivalence	10,58,78,803	4,08,34,195
Cash and Cash Equivalents at the end of the year	10,66,10,949	10,58,78,803

In terms of my report attached.

For and on behalf of the Board of Directors

Joby George  
Managing Director  
DIN 06429801

Dr. Sanjai George  
Chief Executive Officer

Arun Davis  
Chief Financial Officer

CA Jayaraj Thannimangalam FCA FCS  
Chartered Accountant  
Membership No. 514844  
Kochi, 7<sup>th</sup> September, 2023

Sandeep Babu  
Director

Ajithlal  
Company Secretary

Kochi, 7<sup>th</sup> September, 2023

Centreal Bazaar India Limited  
Notes to financial statements for the year ended March 31, 2023

(All amounts are in Indian Rupees unless otherwise stated)

Note 3 : Share Capital

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
(a) Authorised:		
400,00,000 Equity shares of ₹ 10/- each with voting rights [400,00,000 Equity shares of ₹ 10/- each As at Previous Year]	40,00,00,000	40,00,00,000
250,00,000 Optionally Convertible Redeemable Cumulative Preference Shares of ₹ 10/- each (Cumulative Dividend of 10% each year)	25,00,00,000	25,00,00,000
(b) Issued, Subscribed and Paid up capital		
21,893,000 Equity shares of ₹ 10/- each. [18,255,000 Equity shares of ₹ 10/- each As at Previous Year]	21,89,30,000	18,25,50,000
24,50,000 Preference shares of ₹ 10/- each.-10 % Optionally Convertible Redeemable Cumulative Preference Shares Series 1	2,45,00,000	2,45,00,000
85,30,000 Preference shares of ₹ 10/- each.-10 % Optionally Convertible Redeemable Cumulative Preference Shares Series 2	8,53,00,000	8,53,00,000
<b>Total</b>	<b>32,87,30,000</b>	<b>29,23,50,000</b>

Note 3.1 - Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	As at 31 <sup>st</sup> March, 2023 No of Shares	As at 31 <sup>st</sup> March, 2022 No of Shares
Equity Shares with voting rights:		
At the beginning of the period	1,82,55,000	1,82,55,000
Add : Issued during the period	36,38,000	-
Outstanding at the end of the period	2,18,93,000	1,82,55,000
Particulars	As at 31 <sup>st</sup> March, 2023 No of Shares	As at 31 <sup>st</sup> March, 2022 Amount
Preference Shares:		
At the beginning of the period	1,09,80,000	24,50,000
Add : Issued during the period	-	85,30,000
Outstanding at the end of the period	1,09,80,000	1,09,80,000

The Company has issued only one class of Equity Shares of the face value of ₹ 10 each and two series of 10 % Optionally Convertible Redeemable Cumulative Preference Shares having a par value of ₹ 10 per share. Each holder of the Equity Share is entitled to one vote per share. Preference shares are optionally convertible at a price to be determined by the Registered Valuer or ₹ 10 per share whichever is higher, in accordance with the issue terms.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by shareholders.

Centreal Bazaar India Limited

Notes to financial statements for the year ended March 31, 2023

(All amounts are in Indian Rupees unless otherwise stated)

Note 3.2 - Details of shares held by each equity shareholder holding more than 5% shares:

Name of Shareholder	As at 31 <sup>st</sup> March, 2023		As at 31 <sup>st</sup> March, 2022	
	No of Shares	Percentage	No of Shares	Percentage
Equity Shares with voting rights:				
The Central Financial Credit and Investment Co-operative India Limited	1,26,00,000	57.55%	1,00,00,000	54.78%
Joby George ( Joint Holder with Abidh Abubacker, Sandeep Babu)	70,00,000	32.43%	70,00,000	38.35%

NOTE 3A. SHARES HELD BY PROMOTORS

Current Reporting Period			
Promotor's Name	No of shares	% of total shares	% Change during the year
Sandeep Babu T	100398	0.46%	-0.09%
Abidh Abubakkar	104600	0.48%	-0.10%
Joby George	100000	0.46%	-0.09%
Central Financial Credit & Investment Co-operative India Limited	12600000	57.55%	2.77%
Joby George ( Joint Holder with Abidh Abubacker, Sandeep Babu)	7000000	31.97%	-6.37%
Previous Reporting Period			
Promotor's Name	No of shares	% of total shares	% Change during the year
Sandeep Babu T	100398	0.55%	-
Abidh Abubakkar	104600	0.57%	-
Joby George	100000	0.55%	-
Central Financial Credit & Investment Co-operative India Limited	10000000	54.78%	-
Joby George ( Joint Holder with Abidh Abubacker, Sandeep Babu)	7000000	38.35%	-

Central Bazaar India Limited  
Notes forming part of the financial statements

Note 4 : Reserves and Surplus

Particulars	As at 31 <sup>st</sup> March, 2023 ₹	As at 31 <sup>st</sup> March, 2022 ₹
Securities Premium Reserve	6,88,20,000	1,42,50,000
Total	6,88,20,000	1,42,50,000
Surplus in Statement of Profit and Loss		
Opening balance	1,46,55,215	46,99,168
Add : Net Profit for the year	1,95,24,909	1,24,06,047
Less: Preference Dividend	(1,09,80,000)	(24,50,000)
Closing balance	2,32,00,124	1,46,55,215
Total	9,20,20,124	2,89,05,215

Note 5 : Deferred Tax Liability (Net)

Particulars	As at 31 <sup>st</sup> March, 2023 ₹	As at 31 <sup>st</sup> March, 2022 ₹
Deferred tax asset / liability comprises of the following:		
Tax effect of items constituting deferred tax liability:		
On difference between book balance and tax balance of fixed	64,48,042	33,38,577
Deferred tax liability (Net)	64,48,042	33,38,577

Note 6 : Long Term Borrowings

Particulars	As at 31 <sup>st</sup> March, 2023 ₹	As at 31 <sup>st</sup> March, 2022 ₹
Longterm Loan From Group Companies	36,41,511	43,79,018
Vehicle Loan	17,90,980	-
Total	54,32,491	43,79,018

Note 7 : Other Long Term Liabilities

Particulars	As at 31 <sup>st</sup> March, 2023 ₹	As at 31 <sup>st</sup> March, 2022 ₹
Security Deposit Payable	9,50,000	1,50,000
Total	9,50,000	1,50,000

CENTREAL BAZAAR INDIA LIMITED  
Notes forming part of the financial statements

Note 8 : Trade Payables

Particulars	As at 31 <sup>st</sup> March, 2023 ₹	As at 31 <sup>st</sup> March, 2022 ₹
(i) Trade Payables		
Total outstanding dues to Micro & Small Enterprises	78,94,978	32,46,108
Others	17,11,87,858	6,09,15,300
Total	17,90,82,837	6,41,61,408

Note 9 : Other Current Liabilities

Particulars	As at 31 <sup>st</sup> March, 2023 ₹	As at 31 <sup>st</sup> March, 2022 ₹
(a) Advance from Customers	44,30,09,522	23,35,41,809
(b) Current maturities of long term debt	-	-
(c) Interest Accrued but not Due	-	-
(d) Interest Accrued and Due	-	-
(b) Other Payables:		
(i) Statutory remittances (Contributions to PF and ESIC, GST, etc.)	1,03,53,789	23,32,041
(ii) Payable on purchase of fixed assets	-	-
(iii) Employee Liabilities	-	-
(iii) Dues to related parties	-	-
(iii) Payable for expense	5,17,983	6,32,957
(iv) Income Tax Payable (net of TDS & TCS)	(13,46,420)	8,52,383
(iv) Short Term Deposits	1,68,340	88,505
(vi) Dues to related parties	-	-
(vi) Employee Liabilities	15,58,475	12,66,525
Total	45,42,61,688	23,87,14,220

Note 8: TRADE PAYABLES

(Amount in `)

Figures For FY 2022-23

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
MSME	78,87,401	7,577	-	-	78,94,978
Others	16,55,39,859	49,39,962	2,78,060	4,29,977	17,11,87,858
Disputed dues-MSME	-	-	-	-	-
Disputed dues-Others	-	-	-	-	-
				Total	17,90,82,837

Figures For FY 2020-21

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
MSME	32,46,108	-	-	-	32,46,108
Others	6,08,90,300	25,000	-	-	6,09,15,300
Disputed dues-MSME	-	-	-	-	-
Disputed dues-Others	-	-	-	-	-
				Total	6,41,61,408

Note 15 : TRADE RECEIVABLES

Figures For FY 2022-23

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 Months	6 Months -1Year	1-2 Years	2-3 Years	More than 3 Years	Total
Undisputed Trade Receivables- Considered Goods	4,16,19,527	1,33,51,786	1,08,00,922	2,64,520	-	6,60,36,755
Undisputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
Disputed Trade Receivables- Considered Goods	-	-	-	-	-	-
Disputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
					Total	6,60,36,755

Figures For FY 2021-22

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 Months	6 Months -1Year	1-2 Years	2-3 Years	More than 3 Years	Total
Undisputed Trade Receivables- Considered Goods	2,50,05,704	79,34,742.00	23,29,054.04	-	-	3,52,69,500
Undisputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
Disputed Trade Receivables- Considered Goods	-	-	-	-	-	-
Disputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
					Total	3,52,69,500

CENTRAL BAZAAR INDIA LIMITED

Notes forming part of the financial statements

10. Property, Plant & Equipment

Particulars	Gross block			Depreciation			Net Block		
	Opening	Addition	Deletion	Closing	Opening	Current year	Total	Current Year	Previous Year
Improvements to Lease Hold Buildings	7,31,55,822	10,33,11,570	-	17,64,67,392	55,74,784	1,31,23,365	1,86,98,149	15,77,69,243	6,75,81,038
Previous Year	3,21,93,359	4,09,62,463	-	7,31,55,822	8,69,655	47,05,129	55,74,784	6,75,81,037	3,13,23,704
Plant & Machinery	6,86,49,039	5,32,58,168	-	12,19,07,207	37,11,008	52,28,454	89,39,462	11,29,67,745	6,49,38,031
Previous Year	3,19,35,425	3,67,13,614	-	6,86,49,039	7,99,957	29,11,051	37,11,008	6,49,38,031	3,11,35,468
Furniture & Fixtures	2,94,41,348	64,55,760	-	3,58,97,107	41,46,042	31,48,135	72,94,176	2,86,02,931	2,52,95,306
Previous Year	2,51,73,992	42,67,356	-	2,94,41,348	15,21,211	26,24,830	41,46,042	2,52,95,306	2,36,52,781
Vehicles	88,53,994	16,57,804	-	1,05,11,798	13,03,668	9,78,676	22,82,344	82,29,454	75,50,326
Previous Year	88,53,994	-	-	88,53,994	4,62,539	8,41,129	13,03,668	75,50,326	83,91,456
Office Equipments	33,59,431	15,13,131	-	48,72,562	9,82,349	8,06,623	17,88,972	30,83,590	23,77,082
Previous Year	27,89,387	5,70,044	-	33,59,431	3,96,818	5,85,531	9,82,349	23,77,082	23,92,569
Computers	49,94,652	76,12,854	-	1,26,07,506	16,82,238	28,71,251	45,53,490	80,54,017	33,12,414
Previous Year	27,28,010	22,66,642	-	49,94,652	5,03,012	11,79,226	16,82,238	33,12,414	22,24,998
Total Tangible Assets	18,84,54,285	17,38,09,287	-	36,22,63,572	1,74,00,089	2,61,56,504	4,35,56,593	31,87,06,979	17,10,54,196
Total Tangible Assets(PY)	10,36,74,166	8,47,80,119	-	18,84,54,285	45,53,192	1,28,46,897	1,74,00,089	17,10,54,196	9,91,20,974

Intangible Assets:

Computer Software	92,57,506	77,08,807	-	1,69,66,313	8,95,665	12,63,314	21,58,979	1,48,07,334	83,61,841
Previous Year	55,06,951	37,50,555	-	92,57,506	2,42,926	6,52,739	8,95,665	83,61,841	52,64,025
Copyrights, and patents and other	-	1,06,920	-	1,06,920	-	5,794	5,794	1,01,126	-
Previous Year	-	-	-	-	-	-	-	-	-
Total Intangible Asset	92,57,506	78,15,727	-	1,70,73,233	8,95,665	12,69,108	21,64,773	1,49,08,460	83,61,841
Total Intangible Asset(PY)	55,06,951	37,50,555	-	92,57,506	2,42,926	6,52,739	8,95,665	83,61,841	52,64,025

11.1 Capital Work in Progress

Particulars	March 31,2023	March 31,2022
Capital Work in Progress	2,93,61,543	4,87,73,981

Capital Work in Progress: Ageing Schedule

Particulars	As at March 31,2023			Total
	Less than 1 year	1-2 years	2-3 years	
Projects in Progress	2,93,61,543	-	-	2,93,61,543

Capital Work in Progress: Ageing Schedule

Particulars	As at March 31,2022			Total
	Less than 1 year	1-2 years	More than 3 years	
Projects in Progress	3,81,44,890	1,06,29,090	-	4,87,73,981



CENTREAL BAZAAR INDIA LIMITED  
Notes forming part of the financial statements

Note 11 : Long-term Loans and Advances  
(Unsecured and considered good)

Particulars	As at 31 <sup>st</sup> March, 2023 ₹	As at 31 <sup>st</sup> March, 2022 ₹
(a) Security Deposit	5,25,34,173	3,20,05,735
(b) Deposits with public authorities	26,40,402	14,49,697
(c) Advance for purchase of Fixed Assets	98,05,831	54,27,030
(c) Loans and advances to related parties	3,19,76,096	2,00,60,000
Total	9,69,56,502	5,89,42,462

Note 12 : Investments

Particulars	As at 31 <sup>st</sup> March, 2023 ₹	As at 31 <sup>st</sup> March, 2022 ₹
(a) Investment in Associate:- Carried at cost (2,42,550 shares of ₹.10/each in Centreal Multi Trade India Private Limited)	-	24,25,500
(b) Investment in Associate:- Carried at cost (100000 shares of ₹.10/each in Realone Multi Trade India Private Limited)	1,00,000	-
Total	1,00,000	24,25,500

Note 13 : Inventories

Particulars	As at 31 <sup>st</sup> March, 2023 ₹	As at 31 <sup>st</sup> March, 2022 ₹
(a) Finished Goods	37,23,20,743	16,56,45,720
Total	37,23,20,743	16,56,45,720

Note 14 : Trade receivables

Particulars	As at 31 <sup>st</sup> March, 2023 ₹	As at 31 <sup>st</sup> March, 2022 ₹
Trade receivables outstanding for a period exceeding six months from the date they were due for payment	-	-
Secured, considered good	-	-
Unsecured, considered good	4,16,19,527	1,02,63,796
Doubtful	-	-
	4,16,19,527	1,02,63,796
Less: Provision for doubtful trade receivables	-	-
	4,16,19,527	1,02,63,796
Other Trade receivables :		
Secured, considered good	-	
Unsecured, considered good	2,44,17,228	2,50,05,704
Doubtful	-	-
	2,44,17,228	2,50,05,704
Total	6,60,36,755	3,52,69,500

CENTREAL BAZAAR INDIA LIMITED  
Notes forming part of the financial statements

Note 15 : Cash and cash equivalents

Particulars	As at 31 <sup>st</sup> March, 2023 ₹	As at 31 <sup>st</sup> March, 2022 ₹
(a) Cash on hand	5,91,86,261	44,26,391
(b) Balances with banks		
(i) In current accounts	1,91,50,675	93,61,141
(ii) Deposits with original maturity of less than three months	1,61,30,000	6,03,30,000
(iii) Other Receivables*	21,44,013	17,61,271
(c) Short Term Money Market Fund (ITI Conservative Hybrid Fund Direct Plan)	1,00,00,000	3,00,00,000
Total	10,66,10,950	10,58,78,803

\*Other receivables includes amount receivable with respect to credit card receivable, electronic wallet, UPI, etc, which is normally received-T+1 days

Note 16 : Short-Term Loans and Advances  
(Unsecured, considered good)

Particulars	As at 31 <sup>st</sup> March, 2023 ₹	As at 31 <sup>st</sup> March, 2022 ₹
(a) Loans and advances to related parties	-	
(b) Other advances		
(i) Prepaid expenses	45,86,131	32,70,370
(ii) Balance with government authorities:		
(a) GST Input Credit receivable	4,48,89,276	2,52,86,541
(e) Statutory Remittances	88,193	-
(iii) Advance to Employees	2,98,414	-
(iv) Advance to Suppliers	11,672	-
(iv) Dues from related party	51,71,671	9,97,993
Total	5,50,45,356	2,95,54,904

Note 17 : Other Current assets

Particulars	As at 31 <sup>st</sup> March, 2023 ₹	As at 31 <sup>st</sup> March, 2022 ₹
(a) Interest receivable	8,51,732	13,49,875
(b) Accrued Income	56,55,559	57,41,655
(c) Current Assets-Others	3,70,604	-
Total	68,77,895	70,91,530

CENTREAL BAZAAR INDIA LIMITED  
Notes forming part of the financial statements

Note 19 : Revenue From Continuing Operations

Particulars	As at 31 <sup>st</sup> March, 2023 ₹	As at 31 <sup>st</sup> March, 2022 ₹
Sale of goods	1,73,93,53,450	38,47,48,099
Total	1,73,93,53,450	38,47,48,099

Note 20 : Other income

Particulars	As at 31 <sup>st</sup> March, 2023 ₹	As at 31 <sup>st</sup> March, 2022 ₹
Interest income	36,18,104	24,27,426
Rental Income	63,188	49,79,400
Display Income	26,30,178	51,51,527
Franchise Income	-	88,98,288
Service Fee	3,00,00,000	1,52,76,000
Misellaneous Income	58,54,368	10,29,893
Total	4,21,65,838	3,77,62,533

Note 21 : Purchase of Traded Goods

Particulars	As at 31 <sup>st</sup> March, 2023 ₹	As at 31 <sup>st</sup> March, 2022 ₹
Purchase of Traded Goods	1,61,42,83,886	44,20,79,656
Total	1,61,42,83,886	44,20,79,656

Note 22 : Changes in inventories of finished goods, work in progress and stock in trade

Particulars	As at 31 <sup>st</sup> March, 2023 ₹	As at 31 <sup>st</sup> March, 2022 ₹
Increase/Decrease in Inventory		
(i) Opening Inventory	16,56,45,720	2,62,66,973
(ii) Closing Inventory	37,23,20,743	16,56,45,720
Net (Increase)/ Decrease	(20,66,75,023)	(13,93,78,747)

CENTREAL BAZAAR INDIA LIMITED  
Notes forming part of the financial statements

Note 23 : Employee Benefits Expense

Particulars	As at 31 <sup>st</sup> March, 2023 ₹	As at 31 <sup>st</sup> March, 2022 ₹
(a) Salaries, wages, bonus etc.	13,35,95,103	3,62,48,068
(b) Contributions to provident and other funds	16,86,757	15,87,545
(c) Staff welfare expenses	29,67,661	11,36,789
Total	13,82,49,521	3,89,72,403

Note 24: Finance Cost

Particulars	As at 31 <sup>st</sup> March, 2023 ₹	As at 31 <sup>st</sup> March, 2022 ₹
Interest expense	11,93,948	14,21,366
Total	11,93,948	14,21,366

Note 25 : Operating and General Expenses

i. Operating Expenses consists of the following :

Particulars	As at 31 <sup>st</sup> March, 2023 ₹	As at 31 <sup>st</sup> March, 2022 ₹
(a) Rent, Rates, Taxes and Licence fees	7,98,96,213	2,32,94,653
(b) Transportation, Loading & Unloading	1,29,85,803	12,00,297
(c) Electricity, Water and Fuel charges	2,52,92,730	1,09,49,085
(d) Repairs and Maintenance	17,91,442	6,55,647
(e) Telephone and internet charges	32,41,483	11,62,359
(f) Insurance	2,31,462	4,17,225
(g) Travelling and conveyance	22,31,574	9,81,039
(h) Advertisement and Sales Promotion	2,15,20,195	23,95,034
(i) Professional Charges	1,20,77,350	20,21,682
(j) Bank Charges	15,80,943	4,78,925
(k) Printing and Stationery	16,83,111	13,89,795
(l) Security Charges	50,64,936	16,89,606
(m) Miscellaneous Expenses	66,19,799	6,58,692
(n) Directors Remuneration	5,84,593	3,00,000
(o) House Keeping Expenses	25,40,410	5,75,975
(p) Postage and Courier	2,36,520	52,940
(q) Consumables	36,63,635	2,30,508
(r) Interest on TDS	31,021	1,41,229
(s) Office Expense	2,17,140	57,968
(t) IT Rental & Support Charges	16,23,771	1,43,893
(u) Direct Store Expenses	9,84,717	8,79,326
(v) Payment made to statutory auditors		
i. For audit	2,50,000	2,25,000
ii. Taxation	25,000	25,000
Total	18,44,06,970	4,99,68,408

CENTREAL BAZAAR INDIA LIMITED  
Notes forming part of the financial statements

Note 26: Additional information to the financial statements			
Note	Particulars	As at 31 <sup>st</sup> March, 2023 ₹	As at 31 <sup>st</sup> March, 2022 ₹
26.1 (i) (ii)	Contingent liabilities and commitments (to the extent not provided for) Contingent liabilities Commitments Estimated amount of contracts remaining to be executed on capital account and not provided for Tangible assets	- - -	- - -
26.2	Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (i) Principal amount remaining unpaid to any supplier as at the end of the accounting year (ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year (iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day (v) The amount of interest accrued and remaining unpaid at the end of the accounting year (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	78,94,978 - - - -	32,46,108 - - - -
26.3	Value of imports calculated on CIF basis ( ₹)	-	-
26.4	Expenditure in Foreign Currency	-	-
26.5	Earnings in Foreign Exchange	-	-
26.6	Loss in Foreign Exchange	-	-

CENTRAL BAZAAR INDIA LIMITED  
Notes forming part of the financial statements  
Note 27 Disclosures under Accounting Standards

N ote	Particulars	
27.1	<p>Related party transactions Details of related parties:</p> <p>Description of relationship</p> <p>Names of related parties</p> <p>Nature of Relationship</p>	
	<p>The Central Financial Credit and Investment Co-operative India Limited</p> <p>Realone Multi Trade India Pvt Ltd.</p> <p>Realearth Ecofarms Pvt Ltd.</p>	<p>Holding Company</p> <p>Subsidiary</p> <p>Associate Company</p>
Parties having significant influence	<p>Central Multitrade India Private Limited</p> <p>Central Bazaar</p> <p>Joby George</p> <p>Supra Pacific Management Consultancy Limited</p> <p>Central Consultancy Services Private Limited</p>	<p>Private Limited Company having Common Control and Ownership</p> <p>Partnership Firm in which Mr. Joby George and Mr. Sandeep Babu are Partners.</p> <p>Managing Director</p> <p>Private Limited Company having Common Control and Ownership</p> <p>Private Limited Company having Common control and Ownership</p>
Note: Related Parties have been identified by the Management.		
Details of related party transactions during the year ended 31	31 <sup>st</sup> March, 2023 and balances outstanding as at 31	31 <sup>st</sup> March, 2023:
Total net value of Transactions during the period :		2022-23
1	Long-term loans and advances - Unsecured	2,00,60,000
2	Interest Accrued on Long Term Loan	14,35,694
3	Long-term loans and advances - Unsecured	1,00,00,000
4	Interest Accrued on Long Term Loan	4,80,401
5	Short-term loans and advances - Unsecured	21,00,175
6	Short-term loans and advances - Unsecured	31,95,249
7	Purchases	3,47,50,142
8	Service Fee- Central Bazaar Card	3,00,00,000
9	Managing Directors Remuneration	3,00,000
10	(Loan Taken )/Repayment of Long-term borrowings	-
11	(Loan Taken )/Repayment of Long-term borrowings	7,36,530
12	Interest paid on Long-term borrowings	10,51,882
		14,21,366

CENTREAL BAZAAR INDIA LIMITED  
Notes forming part of the financial statements

Note: 28 Ratio Analysis and its Elements

Ratio	Numerator	Denominator	March 31,2023	March 31,2022	% change	Reason for variance
Current Ratio (in times)	Current Assets	Current Liabilities	0.96	1.20	-20%	Increase in current liabilities on account of customer advance.
Debt- Equity Ratio (in times)	Total Debt (including lease liability)	Shareholder's Equity	0.02	0.01	-	Increase on account of borrowings made during the year.
Debt Service Coverage ratio (in times)	Earning for Debt Service =Net Profit after taxes+Non Cash Operating Expenses +Interest+Loss on sale of FA	Debt Service= Interest & Lease Payments+ Principle Repayment	0.60	0.74	-19%	Increase in lease payments as a result of increase in the number of stores
Return on Equity Ratio (in %)	Net Profit After Tax - Preference Dividend	Average Shareholder's Equity	2.30	4.82	-52%	Decrease on account of increase in Share capital and Equity Premium on account of issue of equity shares towards the end of the year
Inventory Turnover Ratio (in times)	Cost of Goods Sold	Average Inventory	5.23	3.15	66%	Increase in closing inventory as a result of increase in number of stores during the current year.
Trade Payable Turnover Ratio (in times)	Net Credit Purchases = Gross Credit Purchase-Purchase Return	Average Trade Payables	13.27	10.21	30%	Increase in trade payables on account of increase in purchase
Net Capital Turnover Ratio (in times)	Net Sales = Total Sales- Sales Return	Working Capital= Current Asset- Current Liabilities	5.14	6.35	-19%	On account of increase in inventory in the current year.
Net Profit Ratio (in %)	Net Profit	Net Sales = Total Sales- Sales Return	1.10	3.22	-66%	Lower profit in the current year.
Return on Capital Employed (in %)	Earnings before Interest and Taxes	Capital Employed =Tangible Networkth + Total Debt- Intangible Assets	5.59	5.45	2%	Increase on account of better sales volume and profit.
Return on Investment (in %)	Interest Income	Investment	7.52	5.72	31%	Rate of interest on investment increased in the current year.

## Note 29 Disclosures under Accounting Standards (contd...)

Note	Particulars	For the year ended 31 <sup>st</sup> March, 2023	For the year ended 31 <sup>st</sup> March, 2022
29.1	Earnings per share		
	<u>Basic and Diluted</u>		
	Net profit for the year attributable to the equity shareholders ( ₹ )	85,44,909	99,56,047
	Number of equity shares	2,18,93,000	1,82,55,000
	Weighted average number of equity shares	2,00,88,951	1,82,55,000
	Earnings per share - Basic ( ₹ )	0.43	0.55
	Net profit for the year attributable to the equity shareholders ( ₹ ) before Preference dividend	1,95,24,909	1,24,06,047
	Conversion of dilutive securities [ Preference shares 24,50,000+85,30,000 ]	1,09,80,000	60,25,589
	Weighted average number of equity shares +Convertible Dilutive Securities	3,10,68,951	2,42,80,589
	Earnings per share - Diluted ( ₹ )	0.43	0.51



# Centreal Bazaar India Limited

## Notes forming part of the financial statements

Note	Particulars
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1.	<b>Corporate information</b>
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Centreal Bazaar India Limited is an Unlisted Public Limited Company with Corporate Identification Number U52100KL2019PTC059704 formed in the year 2019. The company is mainly engaged in the business of running retail super market, hyper market, exhibitors of various goods, services and merchandise and dealing in any manner whatsoever in all type of goods on retail as well as on wholesale basis in India.

2.	<b>Significant accounting policies</b>
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2.1	<b>Basis of accounting and preparation of financial statements</b>
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The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under Section 133 of the Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

2.2.	<b>Use of estimates</b>
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The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

2.3.	<b>Inventories</b>
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Inventories are carried at cost (computed on a First in First Out basis) or Net Realizable Value, whichever is lower. Finished goods are valued at lower of (a) net realizable value and (b) prime cost and other over heads incurred in bringing the inventories to their present location and condition.

2.4.	<b>Depreciation and amortization</b>
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Depreciation has been provided on straight-line method as per the rates prescribed in Schedule II to the Companies Act, 2013 except in respect of the following categories of assets, at the following rates:

Leasehold Building: Since the Lease period of Building is 10 years, the depreciation is charged proportionately over the remaining lease period.

# Central Bazaar India Limited

## Notes forming part of the financial statements

### Note Particulars

Software : Based on technical evaluation, the management believes that the software could be used for a minimum period of 10 years and hence the useful lives of software is taken as 10 years from the date of implementation.

#### 2.5. Revenue recognition

Revenue is recognised to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Revenue is recognized to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Revenue is recognized when the significant risks and rewards of ownership of the goods are passed to the buyer which coincides with delivery of goods to customers. Sales are net of trade discounts, rebates and returns. The Company collects Goods and Service Tax (GST) on behalf of the Government and therefore these are not economic benefit flowing to the Company. Hence it is excluded from revenue.

#### 2.6. Tangible fixed assets

Fixed assets are carried at cost less accumulated depreciation and impairment losses, if any. The cost of fixed assets comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use. Subsequent expenditure on fixed assets after its purchase / completion is capitalised only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

Cost of fixed assets acquired by the Company for the intended retail store expansion is grouped under Capital Work in Progress which will be capitalised from the date of its actual use. All the expenses as are reasonably attributed to its acquisition and conversion to its intended usage is accrued and grouped under Capital Work In Progress for its future capitalization based on reasonable assumptions.

#### 2.7 Borrowing Cost

Borrowing Cost includes interest, ancillary costs incurred in connection with the arrangement of borrowings. Borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets are capitalized only when the capitalization of assets took more than a year. The other costs are charged to the Statement of Profit and Loss.

#### 2.8 Foreign currency transactions and translations

# Central Bazaar India Limited

## Notes forming part of the financial statements

### Note Particulars

#### Initial recognition

Transactions in foreign currencies if any, entered into by the Company are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction.

#### Measurement at the balance sheet date

Foreign currency monetary items of the Company, if any outstanding at the balance sheet date are restated at the year-end rates. Non-monetary items of the Company are carried at historical cost.

#### Treatment of exchange differences

Exchange difference are charged to profit & loss account as may be applicable.

### 2.9 Employee benefits

Employee benefits include provident fund, employee state insurance scheme and compensated absences.

#### Defined contribution plans

The Company's contribution to provident fund and employee state insurance scheme are considered as defined contribution plans and are charged as an expense based on the amount of contribution required to be made.

#### Short-term employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. This includes Performance Incentive, bonus and ex-gratia payments.

### 2.10. Leases

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are recognised as operating leases. Lease rentals under operating leases are recognised in the Statement of Profit and Loss on a straight-line basis unless eligible for capitalization.

### 2.11. Earnings per share

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares

# Central Bazaar India Limited

## Notes forming part of the financial statements

### Note Particulars

outstanding during the period are adjusted for the effects of all dilutive potential equity shares. For arriving at the diluted earnings per share, the Optionally Convertible Redeemable Cumulative Preference Shares have been considered as fully convertible at the face value at which the shares have been issued considering that the conversion price will be at the minimum price of face value and the maximum conversion price could be decided only at a future date based on the valuation by the Registered Valuer.

### 2.12. Taxes on income

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets are recognised for timing differences of items other than unabsorbed depreciation and carry forward losses only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. However, if there are unabsorbed depreciation and carry forward of losses, deferred tax assets are recognised only if there is virtual certainty that there will be sufficient future taxable income available to realise the assets. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each balance sheet date for their realisability.

### 2.13. Impairment of assets

The carrying values of assets / cash generating units at each Balance Sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognised, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, except in case of revalued assets.

In respect of assets acquired and expenses incurred by the Company for its planned future expansion plans, the management of the Company is of the view that these assets and/or expenses that are pending to be capitalized represents assets for which there are possibility for future generation of income. Considering the ongoing pandemic Covid 19 and related uncertainties in business, the management of the Company had decided to defer the timings for commencement of certain retail outlets for which the Company had taken steps to acquire the assets including immovable properties and the expenses in respect of which is not yet capitalized and/or written off.

## Centreal Bazaar India Limited

### Notes forming part of the financial statements

<b>Note</b>	<b>Particulars</b>
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<b>2.14.</b>	<b>Provisions and contingencies</b>
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A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes. Contingent assets are not recognised in the financial statements.

<b>2.15.</b>	<b>Tax and Duty credits</b>
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GST input credit on materials purchased / services availed are considered at the time of purchase and is accounted for in the books in the period in which the underlying product/service received is accounted and when there is no uncertainty in availing/ utilizing the credits. The unutilised GST input credit is carried forward in the books.

<b>2.16.</b>	<b>Previous year's figures</b>
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The previous year's figures have been regrouped wherever necessary.

## **INDEPENDENT AUDITOR'S REPORT**

**TO THE MEMBERS OF  
CENTREAL BAZAAR INDIA LIMITED**

### **Report on the Audit of the Consolidated financial statements**

#### **Opinion**

I have audited the accompanying Consolidated financial statements of **CENTREAL BAZAAR INDIA LIMITED** ("the Company"), which comprise the Balance Sheet as at 31.03.2023, the Statement of Profit and Loss for the year then ended, the Cash Flow Statement for the year then ended, and notes to the financial statements including a summary of significant accounting policies and other explanatory information.

In my opinion and to the best of my information and according to the explanation given to me, the aforesaid financial statement gives 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 accounting principles generally accepted in India, of the state of affairs of the company as at 31<sup>st</sup> March 2023, and its profit, cash flows for the year ended on that date.

#### **Basis for Opinion**

I have conducted audit of the financial statements in accordance with the Standards on Auditing ("SA"s) specified under section 143(10) of the Act. My responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of my report. I am 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 my audit of the Consolidated financial statements under the provisions of the Act and the Rules made thereunder, and I have fulfilled other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. I believe that the audit evidence obtained is sufficient and appropriate to provide a basis for audit opinion on the Consolidated financial statements.

#### **Information Other than the Consolidated 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 Management Discussion and Analysis, Board's Report including Annexures to Board's Report, but does not include the Consolidated financial statements and my auditor's report thereon.

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

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

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

### **Management's Responsibilities for the Consolidated 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 Consolidated financial statements that give a true and fair view of the financial position, financial performance, including changes in equity and cash flows of the Company in accordance with the 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 Consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Consolidated 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 management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

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

My 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, I exercise professional judgment and maintain professional skepticism throughout the audit. I 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 my 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, I am also responsible for expressing my opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

I 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 identify during the audit.

I also provide those charged with governance with a statement that I 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 my independence, and where applicable, related safeguards.

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

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, I report that:

I have sought and obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purposes of my audit.



In my opinion, proper books of account as required by law have been kept by the Company so far as it appears from my examination of those books.

The Balance Sheet, the Statement of Profit and Loss and the Statement of Cash Flows dealt with by this Report are in agreement with the books of accounts.

In my opinion, the aforesaid Consolidated financial statements comply with the AS specified under Section 133 of the Act.

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

With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to my separate Report in "Annexure 2". My report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

In our opinion, the managerial remuneration for the year ended March 31, 2022 has been paid/provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;

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 my opinion and to the best of my information and according to the explanations given to me:

- i. The Group company does not have any pending litigations which will have an impact on its financial position in its Consolidated financial statements
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv. a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, 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;
- v. b) The management has represented that, to the best of its knowledge and belief, 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, whether, 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; and

- vi. c) Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to my notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
  - vii. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.
3. 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 with effect from 1st April, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable to the company for the year.

Place: Kochi  
7<sup>th</sup> September 2023

**CA Jayaraj Thannimangalam FCA FCS**  
Chartered Accountant  
Membership No.514844  
UDIN: 23514844BGUWVE2456

## ANNEXURE '1' TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph under "Report on Other Legal and Regulatory Requirements" Section of my report of even date)

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, I report that:

- (i) (a)(A) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.  
(B) The Company has maintained proper records showing full particulars of Intangible Assets.
- (b) The major Property, Plant and Equipment of the company have been physically verified by the management at reasonable intervals during the year and no material discrepancies were noticed on such verification.
- (c) As on the Balance sheet date, the company does not own any landed property. In respect of immovable properties of buildings constructed on land that have been taken on lease and disclosed as fixed asset in the financial statements, the lease orders are in the name of the company as at the Balance Sheet date.
- (d) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) According to the information and explanation given to us, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder during the year.
- (ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year. In my opinion, the coverage and procedure of such verification by the management is appropriate. As informed to us, discrepancies of 10% or more in the aggregate for each class of inventory were not noticed on such verification.
- (b) The Company has not been sanctioned any working capital limits in excess of five crore rupees at any point of time during the year, in aggregate, from banks or financial institutions.
- (iii) (a) During the year the Company has provided loans to associate as follows:

To whom	Aggregate amount during the year (₹)	Balance outstanding at the balance sheet date (₹)
Parties other than subsidiaries, joint ventures and associates	NIL	NIL
Subsidiaries, joint ventures and associates	1,19,16,096	3,19,76,096

- (b) The terms and conditions of all loans and advances provided are not prejudicial to the company's interest;
- (c) in respect of loans and advances in the nature of loans, schedule of repayment of principal and payment of interest has not been stipulated and repayments or receipts are not regular.
- (d) The amounts of loans granted to associate company has not been overdue during the current year.
- (e) There were no loans or advance in the nature of loan granted to companies, firms, Limited Liability Partnerships or any other parties which had fallen due during the year.
- (f) The company has granted loans without specifying any terms or period of repayment, details in respect thereof are as below:

Aggregate amount (₹)	Percentage thereof to the total loans granted	Aggregate amount (₹) of loans granted to Promoters, related parties as defined in clause (76) of section 2 of the Companies Act, 2013
1,19,16,096	100	1,19,16,096

- (iv) Loans, investments, guarantees and security in respect of which provisions of sections 185 and 186 of the Companies Act, 2013 are applicable have been complied with by the Company.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits under the directives of the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed thereunder, where applicable. Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- (vi) Maintenance of cost records has not been specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, in respect of Company's products/ services.
- (vii) (a) The Company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, Employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues, as applicable, with the appropriate authorities though there has been a slight delay in a few cases. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.
- (b) There are no dues in respect of Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value

added tax, cess and any other statutory dues that have not been deposited with the appropriate authorities on account of any dispute.

- (viii) The company has no transactions, not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961);
- (ix)
  - (a) The company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year;
  - (b) Company is not declared wilful defaulter by any bank or financial institution or other lender;
  - (c) According to the information and explanation given to us, term loans were applied for the purpose for which the loans were obtained;
  - (d) According to the information and explanation given to us, funds raised on short term basis have not been utilised for long term purposes;
  - (e) According to the information and explanation given to us, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures;
  - (f) According to the information and explanation given to us, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies;
- (x)
  - (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year;
  - (b) The company has made preferential allotment of Optionally Convertible Redeemable Cumulative Preference Shares during the year and the requirement of section 42 and section 62 of the Companies Act, 2013 have been complied with and the funds raised have been used for the purposes for which the funds were raised;
- (xi)
  - (a) According to the information and explanation given to us, any fraud by the company or any fraud on the company has not been noticed or reported during the year;
  - (b) No report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by me in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
  - (c) According to the information and explanation given to us, no whistle-blower complaints have been received during the year by the company;
- (xii) The Company is not a Nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(a), (b) and (c) of the Order is not applicable to the Company.
- (xiii) All transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.

- (xiv) According to the information and explanations given to us, the company has internal audit system commensurate with the size and nature of its business.
- (xv) According to the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him and accordingly, the provisions of clause 3(xv) of the Order is not applicable.
- (xvi) (a) According to the information and explanations given to us, we are of the opinion that the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and the company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India, accordingly the provisions of clause 3(xvi) of the Order are not applicable;
- (xvii) The Company has not incurred cash losses in the current financial year and in the immediately preceding financial year.
- (xviii) There was a resignation of the statutory auditors during the financial year and there were no issues, objections or concerns raised by the outgoing auditors which shall be taken into consideration by me.
- (xix) On the basis of the financial ratios disclosed in notes to the financial statements, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, my knowledge of the Board of Directors and management plans, I am of the opinion that no material uncertainty exists as on the date of the audit report indicating that the company is incapable 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.
- (xx) The provisions of Section 135 towards corporate social responsibility are not applicable on the company. Accordingly, the provisions of clause 3(xx) of the Order is not applicable.
- (xxi) The reporting under clause (xxi) is not applicable in respect of audit of Standalone Financial Statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

Place: Kochi

Date : 7<sup>th</sup> September, 2023

CA Jayaraj Thannimangalam FCA FCS

Chartered Accountant  
(Membership No. 514844)  
UDIN : 23514844BGUWVD2388

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

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

**Report on the Internal Financial Controls Over Financial Reporting with respect to the aforesaid Consolidated Financial Statement under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

I have audited the internal financial controls over financial reporting of **CENTREAL BAZAAR INDIA LIMITED** ("the Holding Company") as of 31.03.2023 and its subsidiary in conjunction with my audit of the consolidated financial statements of the Company for the year ended on that date.

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

The Holding Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **Auditor's Responsibility**

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

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

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone 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 standalone financial statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

### **Opinion**

In my opinion, to the best of my information and according to the explanations given to me, the Holding Company and its Subsidiary has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting are operating effectively as at 31.03.2021, based on the internal control over financial reporting criteria established by the Holding 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.

Place: Kochi

Date: 7<sup>th</sup> September, 2023

CA Jayaraj Thannimangalam FCA, FCS

Chartered Accountant

Membership No.514844

UDIN: 23514844BGUWVE2456



CENTREAL BAZAAR INDIA LIMITED  
CIN: U52100KL2019PLC059704  
Consolidated Balance Sheet as at March 31, 2023

Particulars	Note No.	As at 31 March, 2023 ₹	As at 31 March, 2022 ₹
<b>A EQUITY AND LIABILITIES</b>			
1 Shareholders Funds			
(a) Share Capital	3	32,87,30,000	29,23,50,000
(b) Reserves and Surplus	4	9,14,60,483	2,89,05,215
Total		42,01,90,483	32,12,55,215
2 Non-Current Liabilities			
(a) Deferred Tax Liabilities (net)	5	64,48,042	33,38,577
(b) Long Term Borrowings	6	54,32,491	43,79,018
(c) Other Long Term Liabilities	7	9,50,000	11,50,000
Total		1,28,30,533	88,67,595
3 Current Liabilities			
(a) Trade Payables	8		
(i) Total outstanding dues of micro and small		78,94,978	32,46,108
(ii) total outstanding dues of creditors other than micro and small enterprises		17,96,49,698	6,09,15,300
(b) Other Current Liabilities	9	45,68,55,880	23,78,61,837
(c) Short Term Provisions	10	61,059	8,52,383
Total		64,44,61,615	30,28,75,628
<b>TOTAL</b>		<b>1,07,74,82,631</b>	<b>63,29,98,438</b>
<b>B ASSETS</b>			
1 Non-Current Assets			
(a) Property, Plant and Equipment			
(i) Tangible Assets	11	31,87,73,074	17,10,54,196
(ii) Intangible Assets	11	1,51,47,680	83,61,841
(iii) Capital Work-in-Progress	11.1	2,93,61,543	4,87,73,981
(b) Long-Term Loans and Advances	12	36,32,82,297	22,81,90,019
(c) Investments	13	8,65,24,141	3,88,82,462
(d) Deferred Tax Assets		63,78,995	24,25,500
(c) Other non-current assets		5,420	
		3,000	
		45,61,93,852	26,94,97,981
2 Current Assets			
(a) Inventories	14	37,23,96,492	16,56,45,720
(b) Trade Receivables	15	7,47,94,400	3,52,69,500
(c) Cash and Cash Equivalents	16	10,97,65,801	10,58,78,803
(d) Short-Term Loans and Advances	17	5,74,54,192	4,96,14,904
(e) Other Current Assets	18	68,77,895	70,91,530
Total		62,12,88,780	36,35,00,458
<b>TOTAL</b>		<b>1,07,74,82,631</b>	<b>63,29,98,438</b>
Summary of significant accounting policies	1&2		
The accompanying notes form an integral part of the financial statements.			
In terms of my report attached.	For and on behalf of the Board of Directors		
	Joby George Managing Director DIN 06429801	Dr. Sanjai George Chief Executive Officer	
		Arun Davis Chief Financial Officer	
CA Jayaraj Thannimangalam FCA FCS Chartered Accountant Membership No. 514844 Kochi, 7 <sup>th</sup> September, 2023	Sandeep Babu Director Kochi, 7 <sup>th</sup> September, 2023	Ajithlal Company Secretary	

**CENTREAL BAZAAR INDIA LIMITED**  
CIN: U52100KL2019PLC059704  
Consolidated Statement of Profit and Loss for the period ended 31 March, 2023

Particulars	Note No.	For the year ended March 31, 2023 ₹	For the year ended March 31, 2023 ₹
1. Revenue			
From Continuing Operations	19	1,73,93,53,450	38,47,48,099
Other Income	20	4,16,85,436	3,77,62,533
Total Revenue		1,78,10,38,886	42,25,10,632
2. Expenses			
Purchase of Traded Goods	21	1,61,20,77,318	44,20,79,656
Changes in Inventories	22	(20,67,50,773)	(13,93,78,748)
Employee Benefits Expense	23	13,97,89,023	3,89,72,403
Finance Cost	24	11,93,948	14,21,366
Depreciation and Amortisation	11	2,74,39,554	1,34,99,636
Other Operating and General Expenses	25	18,45,73,438	4,99,68,408
Total Expenses		1,75,83,22,508	40,65,62,721
3. Profit before tax (1-2)		2,27,16,378	1,59,47,911
4. Tax expense / (benefit):			
(a) Current Tax Expense		26,059	17,11,024
(b) Deferred Tax Expense		31,04,045	18,30,841
Net Tax expense		31,30,104	35,41,864
4. Share in Profit of Associates:		(6,21,005)	-
6. Net Profit for the period (3-4)		1,89,65,269	1,24,06,047
7. Dividend			
Dividend on Preference Shares		1,09,80,000	24,50,000
Dividend on Equity Shares		-	-
8. Net Profit for the period available to Equity Shareholders		79,85,269	99,56,047
Earnings per share :			
Basic	29	0.40	0.55
Diluted		0.40	0.51
Face value per equity share - ( ₹ )		10	10
The accompanying notes form an integral part of the financial statements.			
In terms of my report attached.		For and on behalf of the Board of Directors	
		Joby George Managing Director DIN 06429801	Dr. Sanjai George Chief Executive Officer
			Arun Davis Chief Financial Officer
CA Jayaraj Thannimangalam FCA FCS Chartered Accountant Membership No. 514844 Kochi, 7 <sup>th</sup> September, 2023		Sandeep Babu Director Kochi, 7 <sup>th</sup> September, 2023	Ajithlal Company Secretary

CENTREAL BAZAAR INDIA LIMITED  
CIN: U52100KL2019PLC059704

Consolidated Cash Flow Statement for the period ended 31<sup>st</sup> March 2023

Particulars	For the year ended March 31, 2023 ₹	For the year ended March 31, 2022 ₹
A. Cash flow from operating activities		
Profit After tax	1,89,65,269	1,59,47,911
<u>Adjustments for:</u>		
Depreciation and Amortisation Expense	2,74,39,554	1,34,99,636
Finance Costs	11,93,948	14,21,366
Interest Income	31,37,702	(24,27,426)
Operating profit before Working Capital adjustments	5,07,36,473	2,84,41,488
<u>Changes in working capital:</u>		
<u>Adjustments for (increase) / decrease in operating assets:</u>		
Inventories	(20,67,50,772)	(13,93,78,748)
Trade Receivables	(3,95,24,900)	(1,99,66,028)
Short-term loans and advances	(78,39,288)	(3,68,55,641)
Other Current Assets	2,13,635	(69,97,414)
Other Non-Current Assets	(3,000)	
Long term Loans and Advances	(4,76,41,678)	(1,70,36,001)
<u>Adjustments for increase / (decrease) in operating liabilities:</u>		
Trade Payables	12,33,83,268	4,28,41,217
Current Liabilities	21,89,94,043	22,16,34,717
Short Term Borrowings	-	-
Other Long Term Liabilities	(2,00,000)	10,00,000
Deferred Tax Liabilities (net)	31,04,045	
Short Term Provisions	(7,91,324)	-
Cash Generated from Operations	9,36,80,503	7,36,83,591
Net Income Tax (Paid) / Refunds	-	-
Net Cash from Operating Activities	9,36,80,503	7,36,83,591
B. Cash flow from investing activities		
Capital expenditure on fixed assets, including capital advances	(16,25,31,833)	(9,60,29,459)
Interest on Investments	(31,37,702)	24,27,426
Proceeds from Sale(Purchase) of Investment in Associate/Subsidiary	(39,53,495)	99,500
Net Cash flow in Investing Activities	(16,96,23,030)	(9,35,02,533)
C. Cash flow from financing activities		
Increase/(Decrease) in Share Capital	3,63,80,000	8,53,00,000
Increase/(Decrease) in Share Premium	5,45,70,000	
Finance Costs	(11,93,948)	(14,21,366)
Dividend on Preference Shares	(1,09,80,000)	(24,50,000)
Proceeds & Repayments from Long-Term Borrowings	10,53,473	43,79,018
Net Cash from Financing Activities	7,98,29,525	8,58,07,652
Net Increase/(Decrease) In Cash And Cash Equivalents	38,86,997	6,50,44,608
Opening Balance of Cash and Cash Equivalence	10,58,78,803	4,08,34,195
Cash and Cash Equivalents at the end of the year	10,97,65,801	10,58,78,803

In terms of my report attached.

For and on behalf of the Board of Directors

Joby George  
Managing Director  
DIN 06429801

Dr. Sanjai George  
Chief Executive Officer

Arun Davis  
Chief Financial Officer

CA Jayaraj Thannimangalam FCA FCS  
Chartered Accountant  
Membership No. 514844  
Kochi, 7<sup>th</sup> September, 2023

Sandeep Babu  
Director

Ajithlal  
Company Secretary

Kochi, 7<sup>th</sup> September, 2023

Centreal Bazaar India Limited  
Notes to financial statements for the year ended March 31, 2023

(All amounts are in Indian Rupees unless otherwise stated)

Note 3 : Share Capital

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
(a) Authorised:		
400,00,000 Equity shares of ₹ 10/- each with voting rights [400,000,000 Equity shares of ₹ 10/- each As at Previous Year]	40,00,00,000	40,00,00,000
250,00,000 Optionally Convertible Redeemable Cumulative Preference Shares of ₹ 10/- each (Cumulative Dividend of 10% each year)	25,00,00,000	25,00,00,000
(b) Issued, Subscribed and Paid up capital		
21,893,000 Equity shares of ₹ 10/- each. [18,255,000 Equity shares of ₹ 10/- each As at Previous Year]	21,89,30,000	18,25,50,000
24,50,000 Preference shares of ₹ 10/- each.-10 % Optionally Convertible Redeemable Cumulative Preference Shares Series 1	2,45,00,000	2,45,00,000
85,30,000 Preference shares of ₹ 10/- each.-10 % Optionally Convertible Redeemable Cumulative Preference Shares Series 2	8,53,00,000	8,53,00,000
<b>Total</b>	<b>32,87,30,000</b>	<b>29,23,50,000</b>

Note 3.1 - Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
	No of Shares	No of Shares
Equity Shares with voting rights:		
At the beginning of the period	1,82,55,000	1,82,55,000
Add : Issued during the period	36,38,000	-
Outstanding at the end of the period	2,18,93,000	1,82,55,000

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
	No of Shares	Amount
Preference Shares:		
At the beginning of the period	1,09,80,000	24,50,000
Add : Issued during the period	-	85,30,000
Outstanding at the end of the period	1,09,80,000	1,09,80,000

The Company has issued only one class of Equity Shares of the face value of ₹ 10 each and two series of 10 % Optionally Convertible Redeemable Cumulative Preference Shares having a par value of ₹ 10 per share. Each holder of the Equity Share is entitled to one vote per share. Preference shares are optionally convertible at a price to be determined by the Registered Valuer or ₹ 10 per share whichever is higher, in accordance with the issue terms.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by shareholders.

Centreal Bazaar India Limited  
Notes to financial statements for the year ended March 31, 2023

(All amounts are in Indian Rupees unless otherwise stated)

Note 3.2 - Details of shares held by each equity shareholder holding more than 5% shares:

Name of Shareholder	As at 31 <sup>st</sup> March, 2023		As at 31 <sup>st</sup> March, 2022	
	No of Shares	Percentage	No of Shares	Percentage
Equity Shares with voting rights: The Central Financial Credit and Investment Co- operative India Limited	1,26,00,000	57.55%	1,00,00,000	54.78%
Joby George ( Joint Holder with Abidh Abubacker, Sandeep Babu)	71,00,000	32.43%	70,00,000	38.35%

NOTE 3A. SHARES HELD BY PROMOTORS

Current Reporting Period

Promotor's Name	No of shares	% of total shares	% Change during the year
Sandeep Babu T	100398	0.46%	-0.09%
Abidh Abubakkar	104600	0.48%	-0.10%
Joby George	100000	0.46%	-0.09%
Central Financial Credit & Investment Co-operative India Limited	12600000	57.55%	2.77%
Joby George ( Joint Holder with Abidh Abubacker, Sandeep Babu)	7000000	31.97%	-6.37%

Previous Reporting Period

Promotor's Name	No of shares	% of total shares	% Change during the year
Sandeep Babu T	100398	0.55%	-
Abidh Abubakkar	104600	0.57%	-
Joby George	100000	0.55%	-
Central Financial Credit & Investment Co-operative India Limited	10000000	54.78%	-
Joby George ( Joint Holder with Abidh Abubacker, Sandeep Babu)	7000000	38.35%	-

Centreal Bazaar India Limited  
Notes forming part of the financial statements

Note 4 : Reserves and Surplus

Particulars	As at 31 <sup>st</sup> March, 2023 ₹	As at 31 <sup>st</sup> March, 2022 ₹
Securities Premium Reserve	6,88,20,000	1,42,50,000
Total	6,88,20,000	1,42,50,000
Surplus in Statement of Profit and Loss		
Opening balance	1,46,55,215	46,99,168
Add : Net Profit for the year	1,89,65,269	1,24,06,047
Less: Preference Dividend	(1,09,80,000)	(24,50,000)
Closing balance	2,26,40,483	1,46,55,215
Total	9,14,60,483	2,89,05,215

Note 5 : Deferred Tax Liability (Net)

Particulars	As at 31 <sup>st</sup> March, 2023 ₹	As at 31 <sup>st</sup> March, 2022 ₹
Deferred tax asset / liability comprises of the following:		
Tax effect of items constituting deferred tax liability:		
On difference between book balance and tax balance of fixed	64,42,623	33,38,577
Deferred tax liability (Net)	64,42,623	33,38,577

Note 6 : Long Term Borrowings

Particulars	As at 31 <sup>st</sup> March, 2023 ₹	As at 31 <sup>st</sup> March, 2022 ₹
Longterm Loan From Group Companies	36,41,511	43,79,018
Vehicle Loan	17,90,980	-
Total	54,32,491	43,79,018

Note 7 : Other Long Term Liabilities

Particulars	As at 31 <sup>st</sup> March, 2023 ₹	As at 31 <sup>st</sup> March, 2022 ₹
Security Deposit Payable	9,50,000	1,50,000
Total	9,50,000	1,50,000

CENTREAL BAZAAR INDIA LIMITED  
Notes forming part of the financial statements

Note 8 : Trade Payables

Particulars	As at 31 <sup>st</sup> March, 2023 ₹	As at 31 <sup>st</sup> March, 2022 ₹
(i) Trade Payables		
Total outstanding dues to Micro & Small Enterprises	78,94,978	32,46,108
Others	17,96,49,698	6,09,15,300
Total	18,75,44,676	6,41,61,408

Note 9 : Other Current Liabilities

Particulars	As at 31 <sup>st</sup> March, 2023 ₹	As at 31 <sup>st</sup> March, 2022 ₹
(a) Advance from Customers	44,30,09,522	23,35,41,809
(b) Current maturities of long term debt	-	-
(c) Interest Accrued but not Due	-	-
(d) Interest Accrued and Due	-	-
(b) Other Payables:		
(i) Statutory remittances (Contributions to PF and ESIC,GST, etc.)	1,29,47,980	23,32,041
(ii) Payable on purchase of fixed assets	-	-
(iii) Employee Liabilities	-	-
(iii) Dues to related parties	-	-
(iii) Payable for expense	5,17,983	6,32,957
(iv) Income Tax Payable (net of TDS & TCS)	(13,46,420)	8,52,383
(iv) Short Term Deposits	1,68,340	88,505
(vi) Dues to related parties	-	-
(vi) Employee Liabilities	15,58,475	12,66,525
Total	45,68,55,880	23,87,14,220

Note 10 : Short-term provisions

Particulars	As at 31 <sup>st</sup> March, 2023 ₹	As at 31 <sup>st</sup> March, 2022 ₹
Short Term Provisions	61,059	-
	61,059	-

Note 8: TRADE PAYABLES

(Amount in `)

Figures For FY 2022-23

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
MSME	78,87,401	7,577	-	-	78,94,978
Others	17,40,01,699	49,39,962	2,78,060	4,29,977	17,96,49,698
Disputed dues-MSME	-	-	-	-	-
Disputed dues-Others	-	-	-	-	-
				Total	18,75,44,676

Figures For FY 2020-21

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
MSME	32,46,108	-	-	-	32,46,108
Others	6,08,90,300	25,000	-	-	6,09,15,300
Disputed dues-MSME	-	-	-	-	-
Disputed dues-Others	-	-	-	-	-
				Total	6,41,61,408

Note 15 : TRADE RECEIVABLES

Figures For FY 2022-23

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 Months	6 Months -1Year	1-2 Years	2-3 Years	More than 3 Years	Total
Undisputed Trade Receivables-Considered Goods	5,03,77,171	1,33,51,786	1,08,00,922	2,64,520	-	7,47,94,399
Undisputed Trade Receivables-Considered Doubtful	-	-	-	-	-	-
Disputed Trade Receivables-Considered Goods	-	-	-	-	-	-
Disputed Trade Receivables-Considered Doubtful	-	-	-	-	-	-
					Total	7,47,94,399

Figures For FY 2021-22

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 Months	6 Months -1Year	1-2 Years	2-3 Years	More than 3 Years	Total
Undisputed Trade Receivables-Considered Goods	2,50,05,704	79,34,742.00	23,29,054.04	-	-	3,52,69,500
Undisputed Trade Receivables-Considered Doubtful	-	-	-	-	-	-
Disputed Trade Receivables-Considered Goods	-	-	-	-	-	-
Disputed Trade Receivables-Considered Doubtful	-	-	-	-	-	-
					Total	3,52,69,500



**CENTREAL BAZAAR INDIA LIMITED**  
Notes forming part of the financial statements

11. Property, Plant & Equipment

Particulars	Gross block				D epreciation		Net B lock		
	Opening	Addition	Deletion	Closing	Opening	Current year	Total	Current Year	Previous Year
Improvements to Lease Hold Buildings	10,33,11,570	-	-	17,64,67,392	55,74,784	1,31,23,365	1,86,98,149	15,77,69,243	6,75,81,038
Previous Year	7,31,55,822	4,09,62,463	-	7,31,55,822	8,69,655	47,05,129	55,74,784	6,75,81,037	3,13,23,704
Plant & Machinery	6,86,49,039	5,32,58,168	-	12,19,07,207	37,11,008	52,28,454	89,39,462	11,29,67,745	6,49,38,031
Previous Year	3,19,35,425	3,67,13,614	-	6,86,49,039	7,99,957	29,11,051	37,11,008	6,49,38,031	3,11,35,468
Furniture & Fixtures	2,94,41,348	64,55,760	-	3,58,97,107	41,46,042	31,48,135	72,94,176	2,86,02,931	2,52,95,306
Previous Year	2,51,73,992	42,67,356	-	2,94,41,348	15,21,211	26,24,830	41,46,042	2,52,95,306	2,36,52,781
Vehicles	88,53,994	16,57,804	-	1,05,11,798	13,03,668	9,78,676	22,82,344	82,29,454	75,50,326
Previous Year	88,53,994	-	-	88,53,994	4,62,539	8,41,129	13,03,668	75,50,326	83,91,456
Office Equipments	33,59,431	15,13,131	-	48,72,562	9,82,349	8,06,623	17,88,972	30,83,590	23,77,082
Previous Year	27,89,387	5,70,044	-	33,59,431	3,96,818	5,85,531	9,82,349	23,77,082	23,92,569
Computers	49,94,652	76,92,892	-	1,26,87,544	16,82,238	28,85,194	45,67,432	81,20,111	33,12,414
Previous Year	27,28,010	22,66,642	-	49,94,652	5,03,012	11,79,226	16,82,238	33,12,414	22,24,998
Total Tangible Assets	18,84,54,285	17,38,89,324	-	36,23,43,609	1,74,00,089	2,61,70,447	4,35,70,536	31,87,73,074	17,10,54,196
Total Tangible Assets (PY)	10,36,74,166	8,47,80,119	-	18,84,54,285	45,53,192	1,28,46,897	1,74,00,089	17,10,54,196	9,91,20,974

Intangible Assets:

Computer Software	92,57,506	77,08,807	-	1,69,66,313	8,95,665	12,63,314	21,58,979	1,48,07,334	83,61,841
Previous Year	55,06,951	37,50,555	-	92,57,506	2,42,926	6,52,739	8,95,665	83,61,841	52,64,025
Copyrights, and patents and Trade Marks	-	3,46,140	-	3,46,140	-	5,794	-	3,40,346	-
Previous Year	-	-	-	-	-	-	-	-	-
Total Intangible Asset	92,57,506	80,54,947	-	1,73,12,453	8,95,665	12,69,108	21,64,773	1,51,47,680	83,61,841
Total Intangible Asset (PY)	55,06,951	37,50,555	-	92,57,506	2,42,926	6,52,739	8,95,665	83,61,841	52,64,025

11.1 Capital Work in Progress

Particulars	March 31,2023	March 31,2022
Capital Work in Progress	2,93,61,543	2,93,61,543

Capital Work in Progress: Ageing Schedule

Particulars	As at March 31,2023			Total
	Less than 1 year	1-2 years	More than 3 years	
Projects in Progress	2,93,61,543	-	-	2,93,61,543

Capital Work in Progress: Ageing Schedule

Particulars	As at March 31,2022			Total
	Less than 1 year	1-2 years	More than 3 years	
Projects in Progress	3,81,44,890	1,06,29,090	-	4,87,73,981

CENTREAL BAZAAR INDIA LIMITED

Notes forming part of the financial statements

Note 12 : Long-term Loans and Advances  
(Unsecured and considered good)

Particulars	As at 31 <sup>st</sup> March, 2023 ₹	As at 31 <sup>st</sup> March, 2022 ₹
(a) Security Deposit	5,25,34,173	3,20,05,735
(b) Deposits with public authorities	26,40,402	14,49,697
(c) Advance for purchase of Fixed Assets	98,05,831	54,27,030
(c) Loans and advances to related parties	3,19,76,096	2,00,60,000
Total	9,69,56,502	5,89,42,462

Note 13 : Investments

Particulars	As at 31 <sup>st</sup> March, 2023 ₹	As at 31 <sup>st</sup> March, 2022 ₹
(a) Investment in Associate:- Carried at cost (2,42,550 shares of ₹.10/each in Centreal Multi Trade India Private Limited)	-	24,25,500
(b) Investment in Associate:- Carried at cost 7,00,000 fully paid up shares of Real Earth Ecofarms India Private Limited of	63,78,995	-
Total	63,78,995	24,25,500

Note 14 : Inventories

Particulars	As at 31 <sup>st</sup> March, 2023 ₹	As at 31 <sup>st</sup> March, 2022 ₹
(a) Finished Goods	37,23,96,493	16,56,45,720
Total	37,23,96,493	16,56,45,720

Note 15 : Trade receivables

Particulars	As at 31 <sup>st</sup> March, 2023 ₹	As at 31 <sup>st</sup> March, 2022 ₹
Trade receivables outstanding for a period exceeding six months from the date they were due for payment	-	-
Secured, considered good	-	-
Unsecured, considered good	4,16,19,527	1,02,63,796
Doubtful	-	-
	4,16,19,527	1,02,63,796
Less: Provision for doubtful trade receivables	-	-
	4,16,19,527	1,02,63,796
Other Trade receivables :		
Secured, considered good	-	-
Unsecured, considered good	3,31,74,873	2,50,05,704
Doubtful	-	-
	3,31,74,873	2,50,05,704
Total	7,47,94,400	3,52,69,500

## CENTREAL BAZAAR INDIA LIMITED

## Notes forming part of the financial statements

## Note 16 : Cash and cash equivalents

Particulars	As at	As at
	31 <sup>st</sup> March, 2023 ₹	31 <sup>st</sup> March, 2022 ₹
(a) Cash on hand	5,91,87,314	44,26,391
(b) Balances with banks		
(i) In current accounts	2,23,04,473	93,61,141
(ii) Deposits with original maturity of less than three months	1,61,30,000	6,03,30,000
(iii) Other Receivables*	21,44,013	17,61,271
(c) Short term money market fund (ITI Conservative Hybrid Fund Direct Plan - Growth (CH-G1))	1,00,00,000	3,00,00,000
Total	10,97,65,800	10,58,78,803

\*Other receivables includes amount receivable with respect to credit card receivable, electronic wallet, UPI, etc, which is normally received-T+1 days

Note 17 : Short-Term Loans and Advances  
(Unsecured, considered good)

Particulars	As at	As at
	31 <sup>st</sup> March, 2023 ₹	31 <sup>st</sup> March, 2022 ₹
(a) Loans and advances to related parties	-	
(b) Other advances		
(i) Prepaid expenses	45,97,131	32,70,370
(ii) Balance with government authorities:		
(a) GST Input Credit receivable	4,72,47,359	2,52,86,541
(e) Statutory Remittances	1,17,945	
(iii) Advance to Employees	3,08,414	
(iv) Advance to Suppliers	11,672	
(iv) Dues From related party	51,71,671	9,97,993
Total	5,74,54,192	2,95,54,904

## Note 18 : Other Current assets

Particulars	As at	As at
	31 <sup>st</sup> March, 2023 ₹	31 <sup>st</sup> March, 2022 ₹
(a) Interest receivable	8,51,732	13,49,875
(b) Accrued Income	56,55,559	57,41,655
(c) Current Assets-Others	3,70,604	-
Total	68,77,895	70,91,530

## CENTREAL BAZAAR INDIA LIMITED

## Notes forming part of the financial statements

## Note 19 : Revenue From Continuing Operations

Particulars	As at 31 <sup>st</sup> March, 2023 ₹	As at 31 <sup>st</sup> March, 2022 ₹
Sale of goods	1,73,93,53,450	38,47,48,099
Total	1,73,93,53,450	38,47,48,099

## Note 20 : Other income

Particulars	As at 31 <sup>st</sup> March, 2023 ₹	As at 31 <sup>st</sup> March, 2022 ₹
Interest income	31,37,702	24,27,426
Rental Income	63,188	49,79,400
Display Income	26,30,178	51,51,527
Franchise Income	-	88,98,288
Service Fee- Centreal Bazaar Card	3,00,00,000	1,52,76,000
Misellaneous Income	58,54,368	10,29,893
Total	4,16,85,436	3,77,62,533

## Note 21 : Purchase of Traded Goods

Particulars	As at 31 <sup>st</sup> March, 2023 ₹	As at 31 <sup>st</sup> March, 2022 ₹
Purchase of Traded Goods	1,61,20,77,318	44,20,79,656
Total	1,61,20,77,318	44,20,79,656

## Note 22 : Changes in inventories of finished goods, work in progress and stock in trade

Particulars	As at 31 <sup>st</sup> March, 2023 ₹	As at 31 <sup>st</sup> March, 2022 ₹
Increase/Decrease in Inventory		
(i) Opening Inventory	16,56,45,720	-
(ii) Closing Inventory	37,23,96,492	16,56,45,720
Net (Increase)/ Decrease	(20,67,50,772)	(16,56,45,720)

## CENTREAL BAZAAR INDIA LIMITED

## Notes forming part of the financial statements

## Note 23 : Employee Benefits Expense

Particulars	As at	As at
	31 <sup>st</sup> March, 2023 ₹	31 <sup>st</sup> March, 2022 ₹
(a) Salaries, wages, bonus etc.	13,51,34,605	3,62,48,068
(b) Contributions to provident and other funds	16,86,757	15,87,545
(c) Staff welfare expenses	29,67,661	11,36,789
<b>Total</b>	<b>13,97,89,023</b>	<b>3,89,72,403</b>

## Note 24: Finance Cost

Particulars	As at	As at
	31 <sup>st</sup> March, 2023 ₹	31 <sup>st</sup> March, 2022 ₹
Interest expense	11,93,948	14,21,366
<b>Total</b>	<b>11,93,948</b>	<b>14,21,366</b>

## Note 25 : Operating and General Expenses

## i. Operating Expenses consists of the following :

Particulars	As at	As at
	31 <sup>st</sup> March, 2023 ₹	31 <sup>st</sup> March, 2022 ₹
(a) Rent, Rates, Taxes and Licence fees	7,99,39,000	2,32,94,653
(b) Transportation, Loading & Unloading	1,29,85,803	12,00,297
(c) Electricity, Water and Fuel charges	2,52,92,730	1,09,49,085
(d) Repairs and Maintenance	17,91,442	6,55,647
(e) Telephone and internet charges	32,41,483	11,62,359
(f) Insurance	2,31,462	4,17,225
(g) Travelling and conveyance	22,47,114	9,81,039
(h) Advertisement and Sales Promotion	1,11,13,716	23,95,034
(i) Professional Charges	1,20,77,350	20,21,682
(j) Bank Charges	15,83,303	4,78,925
(k) Printing and Stationery	16,90,136	13,89,795
(l) Security Charges	50,64,936	16,89,606
(m) Miscellaneous Expenses	66,20,379	6,58,692
(n) Directors Remuneration	5,84,593	3,00,000
(o) House Keeping Expenses	25,40,410	5,75,975
(p) Postage and Courier	2,36,520	52,940
(q) Consumables	36,63,635	2,30,508
(r) Interest on TDS	31,021	1,41,229
(s) Office Expense	2,47,109	57,968
(t) IT Rental & Support Charges	16,23,771	1,43,893
(u) Direct Store Expenses	9,84,717	8,79,326
(v) ROC Fees	33,206	-
(w) Payment made to statutory auditors		
i. For audit	2,85,000	2,25,000
ii. Taxation	25,000	25,000
(x) Advertisement	1,04,06,478	-
<b>Total</b>	<b>18,45,73,438</b>	<b>4,99,68,408</b>

## Notes forming part of the financial statements

## Note 26: Additional information to the financial statements

Note	Particulars	As at 31 <sup>st</sup> March, 2023 ₹	As at 31 <sup>st</sup> March, 2022 ₹
26.1 (i) (ii)	Contingent liabilities and commitments (to the extent not provided for) Contingent liabilities Commitments Estimated amount of contracts remaining to be executed on capital account and not provided for Tangible assets	- - -	- - -
26.2	Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (i) Principal amount remaining unpaid to any supplier as at the end of the accounting year (ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year (iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day (v) The amount of interest accrued and remaining unpaid at the end of the accounting year (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	78,94,978 - - - -	32,46,108 - - -
26.3	Value of imports calculated on CIF basis ( ₹)	-	-
26.4	Expenditure in Foreign Currency	-	-
26.5	Earnings in Foreign Exchange	-	-
26.6	Loss in Foreign Exchange	-	-

CENTREAL BAZAAR INDIA LIMITED

Notes forming part of the financial statements

Note 27 Disclosures under Accounting Standards

Note	Particulars	
27.1	Related party transactions Details of related parties:	
	Description of relationship	Nature of Relationship
	Names of related parties	
	The Central Financial Credit and Investment Co-operative India Limited Realearth Ecofarms Pvt Ltd.	Holding Company Associate Company
	Parties having significant influence	
	Central Multitrade India Private Limited Central Bazaar Joby George Supra Pacific Management Consultancy Limited Central Consultancy Services Private Limited	Private Limited Company having Common Control and Ownership Partnership Firm in which Mr.Joby George and Mr Sandeep Babu are Partners. Managing Director Private Limited Company having Common Control and Ownership Private Limited Company having Common control and Ownership
Note: Related Parties have been identified by the Management.		
Details of related party transactions during the year ended 31 <sup>st</sup> March, 2023 and balances outstanding as at 31 <sup>st</sup> March, 2023:		
Total net value of Transactions during the period :		
		Related Party
	1 Long-term loans and advances - Unsecured	
	2 Interest Accrued on Long Term Loan	Central Multi Trade India Private Limited
	3 Short-term loans and advances - Unsecured	Realearth Ecofarms India Pvt.Ltd
	4 Service Fee- Central Bazaar Card	Central Consultancy Services Private Limited
	5 Managing Directors Remuneration	Joby George
	6 (Loan Taken )/Repayment of Long-term borrowings	Supra Pacific Management Consultancy Limited
	7 (Loan Taken )/Repayment of Long-term borrowings	Supra Pacific Management Consultancy Limited
	8 Interest paid on Long-term borrowings	Supra Pacific Management Consultancy Limited
		2022-23
		2,00,60,000
		14,35,694
		31,95,249
		3,00,00,000
		3,00,000
		-
		7,37,507
		10,51,882
		2021-22
		1,53,00,000
		3,55,341
		-
		1,52,76,000
		3,00,000
		(48,27,935)
		7,36,530
		14,21,366
Balances outstanding at the end of the year:		
	1 Long-term loans and advances - Unsecured	Central Multitrade India Private Limited
	2 Interest Accrued on Short Term Loan	Realearth Ecofarms India Pvt.Ltd
	3 Long Term Borrowings	Supra Pacific Management Consultancy Limited
	7 Short-term loans and advances - Unsecured	Realearth Ecofarms India Pvt.Ltd
	8 Trade Receivables	Central Consultancy Services Private Limited
	9 Trade Payable	Realone Multi Trade India Pvt Ltd.
	10 Rent Receivable	Central Multi Trade India Private Limited
		2,00,60,000
		14,35,694
		(36,41,511)
		31,95,249
		5,03,77,790
		(1,07,89,981)
		1,55,805

Note: 28 Ratio Analysis and its Elements

Ratio	Numerator	Denominator	March 31,2023	March 31,2022	% change	Reason for variance
Current Ratio (in times)	Current Assets	Current Liabilities	0.96	1.20	-20%	Increase in current liabilities on account of customer advance.
Debt- Equity Ratio (in times)	Total Debt (including lease liability)	Shareholder's Equity	0.02	0.01	-	Increase on account of borrowings made during the year.
Debt Service Coverage ratio (in times)	Earning for Debt Service =Net Profit after taxes+Non Cash Operating Expenses +Interest+Loss on sale of FA	Debt Service= Interest & Lease Payments+ Principle Repayment	0.60	0.74	-20%	Increase in lease payments as a result of increase in the number of stores
Return on Equity Ratio (in %)	Net Profit After Tax - Preference Dividend	Average Shareholder's Equity	2.15	4.82	-55%	Decrease on account of increase in Share capital and Equity Premium on account of issue of equity shares towards the end of the year
Inventory Turnover Ratio (in times)	Cost of Goods Sold	Average Inventory	5.22	3.15	66%	Increase in closing inventory as a result of increase in number of stores during the current year.
Trade Payable Turnover Ratio (in times)	Net Credit Purchases = Gross Credit Purchase-Purchase Return	Average Trade Payables	12.81	10.21	25%	Increase in trade payables on account of increase in purchase
Net Capital Turnover Ratio (in times)	Net Sales = Total Sales- Sales Return	Working Capital= Current Asset- Current Liabilities	5.17	6.35	-19%	On account of increase in inventory in the current year.
Net Profit Ratio (in %)	Net Profit	Net Sales = Total Sales- Sales Return	1.06	3.22	-67%	Lower profit in the current year.
Return on Capital Employed (in %)	Earnings before Interest and Taxes	Capital Employed =Tangible Networkth + Total Debt- Intangible Assets	5.62	5.45	3%	Increase on account of better sales volume and profit.
Return on Investment (in %)	Interest Income	Investment	6.52	5.72	14%	Rate of interest on investment increased in the current year.



## Note 29 Disclosures under Accounting Standards (contd...)

Note	Particulars	For the year ended 31 <sup>st</sup> March, 2023	For the year ended 31 <sup>st</sup> March, 2022
29.1	Earnings per share		
	<u>Basic and Diluted</u>		
	Net profit for the year attributable to the equity shareholders ( ₹ )	79,85,269	99,56,047
	Number of equity shares	2,19,93,000	1,82,55,000
	Weighted average number of equity shares	2,01,88,951	1,82,55,000
	Earnings per share - Basic ( ₹ )	0.40	0.55
	Net profit for the year attributable to the equity shareholders ( ₹ ) before Preference	1,89,65,269	1,24,06,047
	Conversion of dilutive securities [ Preference shares 24,50,000+85,30,000 ]	1,09,80,000	60,25,589
	Weighted average number of equity shares +Convertible Dilutive Securities	3,11,68,951	2,42,80,589
	Earnings per share - Diluted ( ₹ )	0.40	0.51

# Centreal Bazaar India Limited

## Notes forming part of the consolidated financial statements

Note	Particulars
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1.	<b>Corporate information</b>
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Centreal Bazaar India Limited (the “Parent”), an Unlisted Public Limited Company with Corporate Identification Number U52100KL2019PTC059704, and its subsidiaries (herein after referred to as the “Group”) is mainly engaged in the business of running retail super market, hyper market, exhibitors of various goods and merchandise and providing value added business services across India.

2.	<b>Significant accounting policies</b>
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2.1	<b>Basis of accounting and preparation of financial statements</b>
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The consolidated financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under Section 133 of the Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014. The consolidated financial statements have been prepared on accrual basis under the historical cost convention.

The Parent consolidates the financial statements of the subsidiaries it controls. Financial statements of Group companies are consolidated on a line-by-line basis. If the subsidiary of the Group uses accounting policies other than those adopted in the consolidated financial statements for similar transactions and events in similar circumstances, appropriate adjustments are made to that Group entity’s financial statements in preparing the consolidated financial statements to ensure conformity with the Group’s accounting policies. All intragroup assets, liabilities, equity, income, expense, cashflow and unrealized gains/losses relating to the transaction between Group entities are eliminated on consolidation.

2.2.	<b>Use of estimates</b>
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The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known /materialise.

2.3.	<b>Inventories</b>
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Inventories are carried at cost (computed on a First in First Out basis) or Net Realizable Value, whichever is lower. Finished goods are valued at lower of (a) net realizable value

## Centreal Bazaar India Limited

### Notes forming part of the consolidated financial statements

Note	Particulars
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and (b) prime cost and other over heads incurred in bringing the inventories to their present location and condition.

#### 2.4. Depreciation and amortization

Depreciation has been provided on straight-line method as per the rates prescribed in Schedule II to the Companies Act, 2013 except in respect of the following categories of assets, at the following rates:

Leasehold Building: Since the Lease period of Building is 10 years, the depreciation is charged proportionately over the remaining lease period.

Software : Based on technical evaluation, the management believes that the software could be used for a minimum period of 10 years and hence the useful lives of software is taken as 10 years from the date of implementation.

#### 2.5. Revenue recognition

Revenue is recognised to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Revenue is recognized to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Revenue is recognized when the significant risks and rewards of ownership of the goods are passed to the buyer which coincides with delivery of goods to customers. Sales are net of trade discounts, rebates and returns. The Company collects Goods and Service Tax (GST) on behalf of the Government and therefore these are not economic benefit flowing to the Company. Hence it is excluded from revenue.

#### 2.6. Tangible fixed assets

Fixed assets are carried at cost less accumulated depreciation and impairment losses, if any. The cost of fixed assets comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use. Subsequent expenditure on fixed assets after its purchase / completion is capitalised only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

Cost of fixed assets acquired by the Company for the intended retail store expansion is grouped under Capital Work in Progress which will be capitalised from the date of its actual use. All the expenses as are reasonably attributed to its acquisition and conversion to its intended usage is accrued and grouped under Capital Work In Progress for its future capitalization based on reasonable assumptions.

## Centreal Bazaar India Limited

### Notes forming part of the consolidated financial statements

Note	Particulars
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2.7	<b>Borrowing Cost</b>
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Borrowing Cost includes interest, ancillary costs incurred in connection with the arrangement of borrowings. Borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets are capitalized only when the capitalization of assets took more than a year. The other costs are charged to the Statement of Profit and Loss.

2.8	<b>Foreign currency transactions and translations</b>
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Initial recognition

Transactions in foreign currencies if any, entered into by the Company are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction.

Measurement at the balance sheet date

Foreign currency monetary items of the Company, if any outstanding at the balance sheet date are restated at the year-end rates. Non-monetary items of the Company are carried at historical cost.

Treatment of exchange differences

Exchange difference are charged to profit & loss account as may be applicable.

2.9	<b>Employee benefits</b>
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Employee benefits include provident fund, employee state insurance scheme and compensated absences.

Defined contribution plans

The Company's contribution to provident fund and employee state insurance scheme are considered as defined contribution plans and are charged as an expense based on the amount of contribution required to be made.

Short-term employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. This includes Performance Incentive, bonus and ex-gratia payments.

2.10.	<b>Leases</b>
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Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are recognised as operating leases. Lease rentals under

## Centreal Bazaar India Limited

### Notes forming part of the consolidated financial statements

Note	Particulars
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operating leases are recognised in the Statement of Profit and Loss on a straight-line basis unless eligible for capitalization.

#### 2.11. Earnings per share

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares. For arriving at the diluted earnings per share, the Optionally Convertible Redeemable Cumulative Preference Shares have been considered as fully convertible at the face value at which the shares have been issued considering that the conversion price will be at the minimum price of face value and the maximum conversion price could be decided only at a future date based on the valuation by the Registered Valuer.

#### 2.12. Taxes on income

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets are recognised for timing differences of items other than unabsorbed depreciation and carry forward losses only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. However, if there are unabsorbed depreciation and carry forward of losses, deferred tax assets are recognised only if there is virtual certainty that there will be sufficient future taxable income available to realise the assets. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each balance sheet date for their realisability.

#### 2.13. Impairment of assets

The carrying values of assets / cash generating units at each Balance Sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognised, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the

## Centreal Bazaar India Limited

### Notes forming part of the consolidated financial statements

<b>Note</b>	<b>Particulars</b>
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future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, except in case of revalued assets.

In respect of assets acquired and expenses incurred by the Company for its planned future expansion plans, the management of the Company is of the view that these assets and/or expenses that are pending to be capitalized represents assets for which there are possibility for future generation of income. Considering the ongoing pandemic Covid 19 and related uncertainties in business, the management of the Company had decided to defer the timings for commencement of certain retail outlets for which the Company had taken steps to acquire the assets including immovable properties and the expenses in respect of which is not yet capitalized and/or written off.

2.14.	<b>Provisions and contingencies</b>
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A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes. Contingent assets are not recognised in the financial statements.

2.15.	<b>Tax and Duty credits</b>
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GST input credit on materials purchased / services availed are considered at the time of purchase and is accounted for in the books in the period in which the underlying product/service received is accounted and when there is no uncertainty in availing/ utilizing the credits. The unutilised GST input credit is carried forward in the books.

2.16.	<b>Previous year's figures</b>
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The previous year's figures have been regrouped wherever necessary.

**ATTENDANCE SLIP  
ANNUAL GENERAL MEETING**

DP ID/Client ID		Name and Address of the registered shareholder
Regd. Folio no.		
No. of Share(s) held		

(\* Applicable for members holding share(s) in electronic form)

I/We hereby record my/our presence at the 04<sup>th</sup> Annual General Meeting of Centreal Bazaar India Limited held on Saturday, 30th September, 2023 at 10.00 A.M at Door No.14/816,14/817,3rd Floor, Ajiyal Complex, Ernakulam-682030.

\_\_\_\_\_  
Member's/Proxy's Signature

Note: Please complete this and hand it over at the entrance of the venue.

**Proxy form**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U52100KL2019PLC059704

Name of the Company: CENTREAL BAZAAR INDIA LIMITED

Registered office: Door No.14/816,14/817,3rd Floor, Ajiyal Complex, Ernakulam-682030

Name of the Member(s):
Registered address:
E-mail Id:
Folio No/ Clint Id:
DP ID:

1. Name: .....  
Address: .....  
E-mail Id: .....  
Signature: .....

2. Name: .....  
Address: .....  
E-mail Id: .....  
Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 4<sup>th</sup> Annual General Meeting of the Company, to be held on Saturday,30<sup>th</sup> September, 2023 at 10.00 A.M at Door No.14/816,14/817,3rd Floor, Ajiyal Complex, Ernakulam-682030 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

Resolution and matter of resolution	For	Against
1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023 together with the Report of the Board of Directors and Auditors thereon.		
2. To declare dividend @ 10% on 24,50,000 Optionally Convertible Redeemable Cumulative Preference Shares - Series 1		
3. To declare dividend @ 10% on 85,30,000 Optionally Convertible Redeemable Cumulative Preference shares - Series 2		
4. To appoint a director in place of Mr. Sandeep Babu T (DIN: 08242822) who retires by rotation and being eligible, offers himself for reappointment.		
5. Approval for Increase in remuneration of Mr. Joby George, Managing Director (06428901)		
6.		

Signed this ..... day of.....

Signature of Shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.**



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 /CentrealBazaar



**REGISTERED OFFICE:**

Door No. 14/816, 14/817, 3<sup>rd</sup> Floor, Ajjyal Complex, Kakkanad, Ernakulam-682030

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