

CENTREAL BAZAAR INDIA LIMITED

**02nd Annual
Report**

2020-2021

CENTREAL BAZAAR INDIA LIMITED
CIN: U52100KL2019PLC059704

COMPANY INFORMATION

Board of Directors

Mr. Joby George	Chairman & Managing Director
Mr. Sandeep Babu Thonnangamath	Additional Director
Mrs. Sinimol Sajeev	Director
Mr. Murali	Additional Director
Mr. Issac Edapurayidathil Abraham	Additional Director

Chief Financial Officer

Mr. Arun Davis

Company Secretary

Mr. Ajithlal

REGISTERED OFFICE

Door Nos: 24/563 A-3 & 24/563 A-4, First
Floor Kummenchery Plaza, Near Metro Pillar
No: P/319 Kalamassery Ernakulam -682033

OFFICIAL WEBSITE

www.centrealbazaar.com

STATUTORY AUDITOR

CA Jayaraj Thannimangalam
M/s. Ascenbay LLP
AKKM Tower, CUSAT Metro Station,
Kalamassery, Kochi 682022

INVESTOR CORRESPONDENCE

cs@centrealbazaar.com

BANKERS

Axis 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

Chairman's message

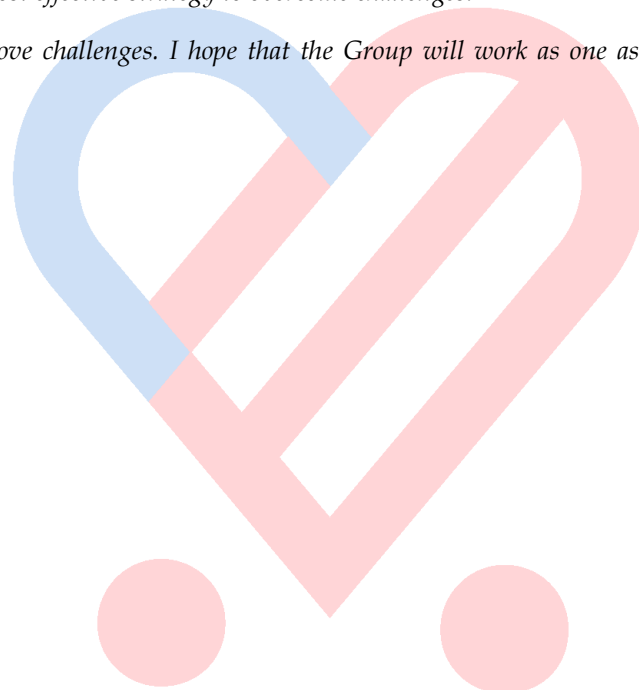
As we wake up to the new sunrise of a world redefined, let me welcome you all to the empowering vision of Centreal Group. In a short span of time, we could register impressive growth. Since its establishment, the group has evolved into a diversified corporate entity. Under its three business pillars, all driven by people, purpose and productivity, Centreal today focus on innovative businesses with social purposes. In these times of disruption and change, we must keep discovering new ideas, employing novel technology, and developing innovative business solutions through multi-level cooperation. The Group has earmarked a wholesome and inclusive strategy as our future compass, helping us navigate under the blueprint of "Transformation for Tomorrow". As we are expanding to the retail, microfinance and online skill enhancement sector, the integration of Products, Services, Finance and Technology will allow us to drive the transformation of our core businesses. We will take the lead and ride the wave, propelling the Group towards more diversified and innovative developments.

Undoubtedly, we will continue to cleave to our mission of creating shared values through innovation and inclusiveness. While doing so, with our foot firmly on ground responding to the needs of society in mind as our business grows. We truly believe that such a business model will be able to sustain the long-term growth of the Group and the best interest of society, and not least, it will be the most effective strategy to overcome challenges.

Centreal Group embraces and rises above challenges. I hope that the Group will work as one as we steer towards "Transformation for Tomorrow".

Joby George

Chairman



Notice

Notice is hereby given that the Second Annual General Meeting of the members of **CENTREAL BAZAAR INDIA LIMITED** will be held on Wednesday, **29th day of September, 2021 at 11 A.M.** through Video Conferencing / Other Audio-Visual Means (VC) to transact the following business: -

Ordinary Business

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2021 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mrs. Sinimol Sajeew (DIN: 08841315) who retires by rotation and being eligible, offers herself for reappointment.

Special Business

3. Appointment of Statutory Auditor to fill casual vacancy

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

"RESOLVED THAT pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification (s), clarifications, exemptions or re-enactments thereof for the time being in force) CA Jayaraj Thannimangalam, be and is hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Deloitte Haskins & Sells, Chartered Accountants

RESOLVED FURTHER THAT CA Jayaraj Thannimangalam be and is hereby appointed as Statutory Auditors of the Company to hold office from 01.09.2021, until the conclusion of this Annual General Meeting of the Company, at such remuneration as may be mutually decided by the Board of Directors of the Company and the Statutory Auditors."

4. Appointment of Statutory Auditor

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any (including any statutory modification (s), clarifications, exemptions or re-enactments thereof for the time being in force), CA Jayaraj Thannimangalam, be and is hereby appointed as Statutory Auditors of the Company to hold office for a period of Five (5) consecutive years, from the conclusion of the Second (2nd) Annual General Meeting till the conclusion of the Seventh Annual General Meeting of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all such acts deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

5.Regularisation of appointment of Mr. Sandeep Babu Thonnangamath(DIN: 08242822) as Non-Executive Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 152,161,164 and any other applicable provisions of the Companies Act,2013 read with relevant rules made thereunder, Mr. Sandeep Babu Thonnangamath (DIN: 08242822), who was appointed as a Additional Director (Category: Non-Executive Director) of the Company with effect from 08.02.2021 by the Board of Directors and who holds office upto the date of this Annual General Meeting, has given his consent and whose candidature for the office of Director has been recommended by the Board Nomination and Remuneration Committee and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, proposing his candidature for the office of Director, be and is hereby appointed as a Non- Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any one of the Directors of the Company be and are hereby individually and severally authorized to file the necessary forms with the Registrar of Companies and to do all such acts, deeds and things as may be necessary or expedient to give effect to the aforesaid resolution."

6.Appointment of Mr. Murali (09201589) as an Independent Director

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

"RESOLVED THAT pursuant to Sections 149, 150 and 152 of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013,Mr.Murali who was appointed as an Additional Independent Director of the Company by the Board of Directors with effect from 21st June,2021 and who holds office until the date of this Annual General Meeting in terms of Section 161 of the Companies Act,2013 and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act,2013 signifying his intention to propose Mr. Murali as a candidate for the office of an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a period up to 5(five) consecutive years w.e.f 21st June,2021.

RESOLVED FURTHER THAT any one of the Directors of the Company be and are hereby individually and severally authorized to file the necessary forms with the Registrar of Companies and to do all such acts, deeds and things as may be necessary or expedient to give effect to the aforesaid resolution."

7.Appointment of Mr. Issac Edapurayidathil Abraham (09201644) as an Independent Director

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

"RESOLVED THAT pursuant to Sections 149, 150 and 152 of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013,Mr. Issac Edapurayidathil Abraham, who was appointed as an Additional Independent Director of the Company by the Board of Directors with effect from 21st June,2021 and who holds office until the date of this Annual General Meeting in terms of Section 161 of the Companies Act,2013 and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act,2013 signifying his intention to propose Mr. Issac Edapurayidathil Abraham as a candidate for the office of Director, be and is hereby

appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a period up to 5(five) consecutive years w.e.f 21st June,2021.

RESOLVED FURTHER THAT any one of the Directors of the Company be and are hereby individually and severally authorized to file the necessary forms with the Registrar of Companies and to do all such acts, deeds and things as may be necessary or expedient to give effect to the aforesaid resolution.”

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

Sd/-
Ajithlal

Company Secretary

Kochi
07.09.2021

Notes:

1. Considering the present Covid-19, pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular no.02/2021 dated 13th January,2021 read together with circular no.20/2020 dated 5th May, 2020(collectively referred to as “MCA Circulars”) permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (‘the Act’), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. The Explanatory Statements to the agenda items 3,4,5,6 & 7 is annexed hereto.
3. The Special business to be transacted in the meeting are unavoidable as per Company Law and Meeting is in compliance with General Circular No. 02/2021 of Ministry of Corporate Affairs.
4. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
5. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
6. Shareholders desiring any information as regards accounts are requested to write to the Company one week in advance, so as to enable the management to keep the information ready.

7. Corporate members to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting through email at cs@centrealbazaar.com. The Board Resolution must be received by the Company latest by close of the working hours of (Date).
8. The Register of Directors and Key Managerial personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, relevant documents referred to in the notice and the statements will be available for inspection by the members at the registered office of the company on all working days, during business hours up to and on the date of the meeting.
9. Members in case of any query may send an email to "cs@centrealbazaar.com". Further, in case of voting is conducted by way of poll, Members shall be requested to send their vote on this Email ID. Members are requested to notify immediately any change in their email address to the Company
10. Since, the AGM will be held through VC/ OAVM, the Route Map and Attendance Slip is not annexed in this Notice.
11. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act

A. INSTRUCTIONS FOR MEMBERS FOR JOINING THE MEETING

1. Invitation link to join the meeting shall be shared by the Company Secretary of the Company.
2. Detailed instructions for the Members to join the meeting are given below:

OPTION 1:

Joining from Laptop or Computer (having access to webcam)

Step 1: Before joining a Zoom meeting on a laptop or computer, you can download the Zoom app from the following link
<https://zoom.us/download> (Zoom Client for Meetings)

Otherwise, you will be prompted to download and install Zoom when you click a join link.

Step 2: Open the Zoom desktop client

Step 3: Click Join a Meeting if you want to join without signing in

zoom

Join a Meeting

Sign In

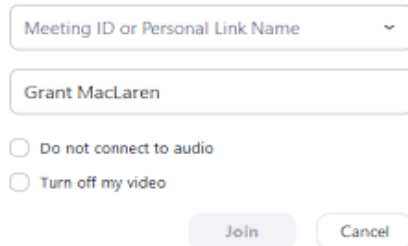
Or Sign in to Zoom using your registered Mail ID (if applicable) then click Join



Join

Step 4: Enter the Meeting ID number and Password (if applicable). Click Join and make sure access is given to the microphone (to speak) and camera (to see).

Join a Meeting



OPTION 2:

Joining from Mobile Phone

Step 1: Downloading the Zoom Mobile App from the Application Store (e.g. Google Play Store, iOS App Store, as applicable).

Step 2: Join a meeting using one of these methods:

- Tap Join a Meeting if you want to join without signing in.
- Sign in to Zoom then tap Join

Step 3: Enter the meeting ID number and your display name

Step 4: Tap Join Meeting

3. Further, Members will be required to allow Camera and use Internet audio settings as and when asked while setting up the meeting on Mobile App or Desktop Application, as the case may be.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

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

1. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for all the Members.
2. Members who would like to express their views or ask questions during the AGM may raise their hands during the meeting or may also use chat facility.
3. Members will be able to attend the AGM through VC / OAVM and vote on the resolutions by using their registered mail ID.
4. Members are requested to use only registered Email ID for Voting during the time allotted for same. Votes casted by any other unregistered Email ID shall be considered as Invalid.
5. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
6. In case of multiple votes on the same resolution, the first one shall be counted for the purpose of counting Votes.
7. Please note that no person other than the respective Member shall have access to place from where the Member is participating during the meeting.
8. In case of any queries relating to joining the Meeting through Electronic mode or any technical assistance to access and participate in the meeting through VC is required, or mail us their queries on cs@centrealbazaar.com.

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

Sd/-
Ajithlal
Company Secretary

Kochi
07.09.2021

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.3,4,5,6 & 7 of the accompanying Notice dated 07th September,2021.

In respect of item No. 3 & 4

M/s. Deloitte Haskins & Sells, Chartered Accountants (FRN: 008072S), Statutory Auditors of the Company had tendered their resignation w. e. f 27th August,2021. Due to change in Group Auditor, the parent entity, the Company and the group are looking to improve coordination, bring synergies and efficiencies in audit work from cost as well as effort perspective for the year ended March 31, 2021. Considering the position of M/s. Deloitte Haskins & Sells, Chartered Accountants had tendered their resignation.

Hence to fill up the casual vacancy of the Statutory Auditor and based on the recommendation of the Audit Committee, the Board had recommended the appointment of CA Jayaraj Thannimangalam, M/s. Ascenbay LLP, AKKM Tower, CUSAT Metro Station, Kalamassery, Kochi 682022 as Statutory Auditors of the Company:

1. to fill the casual vacancy caused by the resignation of M/s Deloitte Haskins & Sells, Chartered Accountants and to hold the office of the Statutory Auditors w. e. f 01.09.2021 upto the conclusion of this Annual General Meeting of the Company.
2. Recommend appointment for a period of five years, from the conclusion of the 2nd Annual General Meeting till the conclusion of 7th Annual General Meeting of the Company at a remuneration as may be mutually decided by the Board of Directors of the Company and the Statutory Auditors.

CA Jayaraj Thannimangalam have consented to act as Statutory Auditors of the Company and given a certificate in accordance with Section 139,141 and other applicable provisions of the Act to the effect that their appointment if made, shall be in accordance with the conditions prescribed and that they are eligible to hold office as Statutory Auditors of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice. The Directors recommend the resolution for approval by the members.

In respect of item No.5

Pursuant to the provisions of Section 161(1) of the Companies Act,2013 and the Articles of Association of the Company, the Board of Directors of the Company appointed Mr. Sandeep Babu Thonnangamath (DIN: 08242822) as an Additional Director w.e.f 08.02.2021.Mr. Sandeep Babu Thonnangamath would hold office up to the date of the ensuing Annual General Meeting.

The Nomination and Remuneration Committee and the Board is of the opinion that the presence of Mr. Sandeep Babu Thonnangamath on the Board is desirable and would be beneficial to the Company.

In terms of provisions of Section 160 of the Act, read with applicable rules thereto, the company has received a notice in writing from a member of the Company signifying intention to propose his candidature for the office of Director of the Company.

As required under the provisions of the Act, the approval of the Members is sought to regularize the appointment of Mr. Sandeep Babu Thonnangamath as a Non-Executive Director of the Company. The Board recommends resolution the ordinary resolution as set out in the Notice for the approval by the Members of the Company.

Except Mr. Sandeep Babu Thonnangamath none of the Directors and Key Managerial Personnel(s) of the Company and their respective relatives are in anyway, concerned or interested, financially or otherwise, in the passing of the above proposed Resolution.

In respect of item No.6

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, the Articles of Association of the Company the Board of Directors of the Company appointed Mr. Murali (DIN: 09201589) as an Additional Director (Independent) of the Company with effect from 21.06.2021. In terms of the provisions of Section 161(1) of the Act would hold office up to the date of the ensuing Annual General Meeting and is eligible to be appointed as an Independent Director for a term up to five years. The Company has received notice under Section 160 of the Companies Act,2013 from a member proposing the candidature of Mr. Murali.

The Company has received a declaration of independence from Mr. Murali. In the opinion of the Board Mr. Murali fulfills the conditions specified in the Companies Act,2013, for appointment as Independent Director of the Company.

Except Mr. Murali none of the Directors and Key Managerial Personnel(s) of the Company and their respective relatives are in anyway, concerned or interested, financially or otherwise, in the passing of the above proposed Resolution.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members by way of Ordinary Resolution. Hence, the Board recommends the ordinary resolution as set out in the Notice for the approval by the Members of the Company

In respect of item No.7

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, the Articles of Association of the Company the Board of Directors of the Company appointed Mr. Issac Edapurayidathil Abraham (09201644) as an Additional Director (Independent) of the Company with effect from 21.06.2021. In terms of the provisions of Section 161(1) of the Act would hold office up to the date of the ensuing Annual General Meeting and is eligible to be appointed as an Independent Director for a term up to five years. The Company has received notice under Section 160 of the Companies Act,2013 from a member proposing the candidature of Mr. Issac Edapurayidathil Abraham.

The Company has received a declaration of independence from Mr. Issac Edapurayidathil Abraham. In the opinion of the Board Mr. Issac Edapurayidathil Abraham fulfills the conditions specified in the Companies Act,2013, for appointment as Independent Director of the Company.

Except Mr. Issac Edapurayidathil Abraham none of the Directors and Key Managerial Personnel(s) of the Company and their respective relatives are in anyway, concerned or interested, financially or otherwise, in the passing of the above proposed Resolution.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members by way of Ordinary Resolution. Hence, the Board recommends the ordinary resolution as set out in the Notice for the approval by the Members of the Company.

For **CENTREAL BAZAAR INDIA LIMITED**

Sd/-
Ajithlal

Company Secretary

Kochi
07.09.2021

MANAGEMENT DISCUSSION AND ANALYSIS

ECONOMIC OVERVIEW

Indian retail industry has undergone various changes in the past few years. The industry has emerged as one of the most dynamic and fast-paced industries due to the entry of several new players. It contributes 10% to the GDP and 8% to the employment. The Indian retail industry has been on a growth trajectory over the past few years.

The year under review was one of the most challenging one in recent history, characterised by volatility and instability due to the outbreak of COVID-19 pandemic. The Indian economy was also affected by this crisis as it recorded a de-growth of 10.4% during the first nine months of FY 2020-21, compared to a growth rate of 4.4% in the same period the previous year. The pandemic, coupled with the lockdown impacted the operations of retail stores across all states. Large format stores were more severely affected at the beginning of the pandemic due to restrictions on movements of employees, customers and goods.

Government had taken proactive measures to ensure economic normalcy through moratoriums and other various relief packages. This second wave of the virus towards the end of FY 2020-21 has again led to full or partial lockdowns across several states.

OUTLOOK

The COVID-19 outbreak impacted the functioning of retail stores across the country. Restrictions on movement of people, goods and employees had affected the industry initially. With the gradual lifting of lockdowns across several states, retail sales in India have improved and have witnessed disparate growth and recovery patterns.

The long-term outlook for the industry looks positive, supported by rising income, favourable demographics, entry of foreign players, and increasing urbanisation.

INDUSTRY OVERVIEW

During the initial stages of COVID-19 pandemic retail sector was among the hardest hit sectors by the COVID-19 outbreak. According to the Retailers Association of India (RAI), only 7-8% of the retail industry functioned after the lockdown selling just essential items. The industry was affected due to inventory issues of essential items, supply issues, stock out situations as manufacturing almost came to standstill for various categories.

The shopping behaviour of consumers have undergone a paradigm shift during the pandemic. Online shopping has seen a surge over physical store visits due to health and safety concerns. Consumers are expected to shop online more frequently in near future considering the pandemic situation. Technology is expected to play a vital role in the growth of retail sectors in near future. Growth for the next few years will continue to be dependent on the reduction in COVID-19 cases and massive inoculation drive by the Government. Retail industry is also cautiously optimistic about people venturing out to shop like in the pre-COVID days.

BUSINESS OVERVIEW

Centreal Bazaar India Limited is a retail Hypermarket, Supermarket chain based in Kerala. Since the launching of the first store in 2020 in Cochin, Kerala the Company has grown to 8 Supermarkets across various locations in Kerala. The Company has also rolled out a franchise model and has already bagged three projects under the model. To keep up with ambitious

expansion plan, the Company is launching smaller format stores across Kerala having sizes ranging from 800 Sq. Ft to 1000 Sq. Ft. The Company is planning to have around 35 such stores under the smaller format in another 3 months' time and another 50 by end of financial year 2021-2022.

The Company is expecting an annual turnover of around 100 Crores for the first full financial year of operation and expect to clock a CAGR of 43% by the end of fifth year of operation through store growth and same store sale growth it expects to achieve this target organically by cluster-based expansion strategy and inorganically by acquisitions. The Company plans to focus more on underpenetrated areas ie Municipalities and A Grade Panchayats.

The Company offered home delivery to the customers to ease sales amidst the pandemic. Innovative marketing campaigns and promotional offers resonated well with customers. The Company has launched its E-Commerce platform and is in the process of augmenting the E-Commerce platform by creative and compelling products and shopping experience with an aim of giving a tremendous boost to overall sales in the longer term.

RISK AND THREATS

The management of the Company oversees the challenges that may occur, due to the COVID-19 pandemic, on future economic conditions and assess its impact on the Company's operations. The Company is proactively managing the risks with appropriate mitigation measures and ensuring their implementation thereof.

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

- The outbreak of COVID-19 and the apprehension of resurgence of the third wave could materially and adversely affect our business, financial condition, and results of operations.
- 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.
- Timely availability of funds required for operations
- Competition from organised large players in the industry.

INTERNAL CONTROLS AND THEIR ADEQUACY

The Company has a robust internal audit system with the task of safeguarding the assets of the organisation and ensuring reliability and accuracy of the accounting and other operational data. The Company has an Audit Committee, comprising of well experienced Independent Directors are involved in regular review of financial and risk management policies, significant audit findings, the adequacy of internal controls and compliance with the applicable accounting standards.

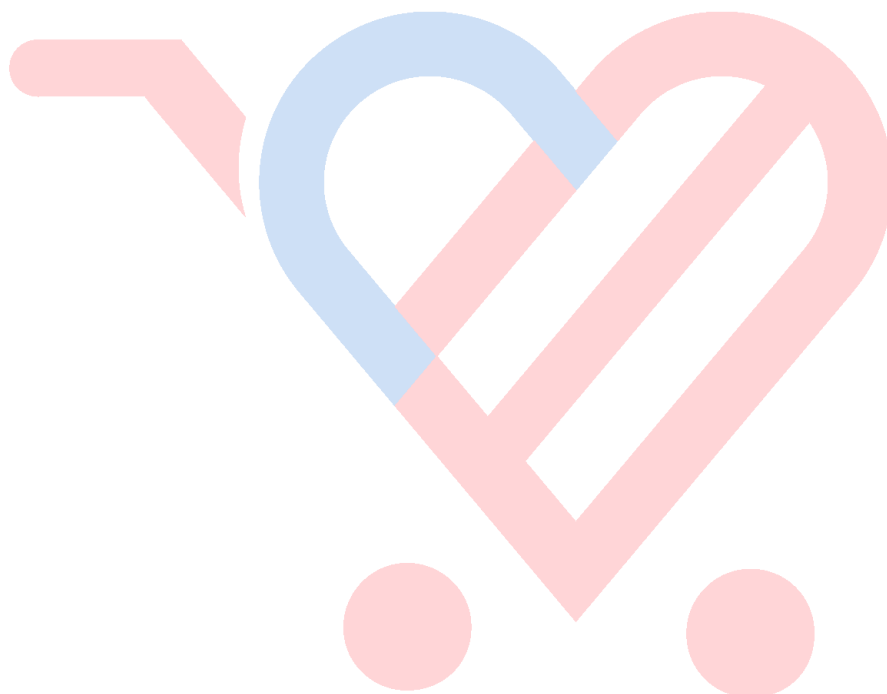
FINANCIAL PERFORMANCE OF THE COMPANY FOR THE YEAR UNDER REVIEW

Particulars	2020-21 (In Rs.)	2019-20 (In Rs.)
Revenue from Operations	18,24,22,193	-
Other Income	16,53,180	-
Total Revenue	18,40,75,373	-
Total Expense	17,65,95,702	10,11,696
Profit before Tax	74,79,671	(10,11,696)
Tax Expense	17,68,807	-
Profit (Loss) after Tax	57,10,864	(10,11,696)

HUMAN RESOURCE

Human resource is the interface through which the Company connects to its customers. Competent and experienced management team is in place to lead the Company's retail operations. The Company focuses on developing customer-oriented corporate culture and service quality standards to enable them to meet customer's changing needs and preferences. At the end of the FY 2020-21, the Company had 135 employees.

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 implied



DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in submitting their 2nd Annual Report on the business and operations of the Company together with the Audited Statement of Accounts for the year ended 31st March, 2021.

FINANCIAL HIGHLIGHTS

Particulars	2020-21 (In Rs.)	2019-20 (In Rs.)
Revenue from Operations	18,24,22,193	-
Other Income	16,53,180	-
Total Revenue	18,40,75,373	-
Total Expense	17,65,95,702	10,11,696
Profit before Tax	74,79,671	(10,11,696)
Tax Expense	17,68,807	-
Profit (Loss) after Tax	57,10,864	(10,11,696)

State of Company's Affairs and Future Outlook

The Company is engaged in the business of supermarkets, hypermarkets and retail business. During the financial year 2020-21 the total revenue of your Company stood at Rs. 18,40,75,373. Revenue from operations for financial year March 31, 2021 stood at Rs. 18,24,22,193/-. There is an increase in the total revenue by Rs.18,40,75,373 from that of the previous year. After providing for tax expense of Rs. 17,68,807, the total profit of the Company for the period is Rs. 57,10,864/-.

During the period under review, COVID -19 has caused significant disruptions to the businesses across India which also affected the operations of the stores of the Company. The management will continue to closely monitor the challenges that may occur, due to the second wave of COVID-19, on future economic conditions and assess its impact on the Company's operations.

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 Company had declared an interim preference dividend of 10% absorbing a sum of Rs.22,05,000 for the FY 2020-21.

Considering the pandemic situation and financial position of the Company, your Directors are not recommending any dividend for equity shares for the FY 2020-21.

TRANSFER TO RESERVES

An amount of Rs.57,10,864 was transferred to the reserves of the Company.

SHAREHOLDING PATTERN & CHANGES IN SHARE CAPITAL, IF ANY

The shareholding pattern of the equity capital of the Company as on 31st March, 2021 is;

Sl. No	Category shareholder	of	No.of shareholders	Total no. of shares held	Shareholding %
1	Promoters		5	17304998	94.80

2	Public	22	950002	5.20
	Total	27	18255000	100

The shareholding pattern of the preference capital of the Company as on 31st March, 2021 is;

Sl. No	Category of shareholder	No. of shareholders	Total no. of shares held	Shareholding %
1	Public	11	2450000	100
	Total	11	2450000	100

During the Financial Year 2019-20, the paid-up share capital of the Company has been increased from Rs.7,30,50,000 to Rs.20,70,50,000, pursuant to allotment of 100,00,000 equity shares of Rs.10 each under Rights issue; 9,50,000 equity shares of Rs.25 each (including premium of Rs.15 each) under Private Placement ; 24,50,000 preference shares of Rs.10 each on private placement basis.

Details of shares issued by way of private placement

The company had issued 10% Optionally Convertible Redeemable Cumulative Preference Shares – Series 1 (hereinafter referred to as "OCRCPS") of Rs. 10/- (Rupees Ten Only) on 12.06.2020. Details of allotment are as follows;

Total shares issued (No.s)	Total shares applied (No.s)	Number of shares Rejected
25,000,000	2,450,000	22,550,000

The company had issued equity shares of 100,00,000 equity shares of Rs.25 each (including a premium of Rs.15). Details of allotment are as follows

Total shares issued (No.s)	Total shares applied (No.s)	Number of shares Rejected
1,00,00,000	9,50,000	90,50,000

The dramatic impact of COVID-19 had changed the expectations of investors, leading them to reallocate their investment portfolio which had affected the fund-raising plans of the Company.

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, 15 meetings were held. The meetings were held on 12.06.2020,14.07.2020,03.08.2020,10.09.2020,21.09.2020,07.10.2020,18.11.2020, 16.12.2020,09.01.2021,18.01.2021,08.02.2021,22.03.2021. 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 2020-21	No. of Board Meeting Attended
Mr. Sebin	Additional Director	08687432	15	1
Mr. Arun Jacob	Additional Director	08687451	15	4
Mr. Joby George	Managing Director	06429801	15	13
Mrs. Sinimol Sajeev	Director	08841315	15	10
Mr.Faizal	Additional Director	08993581	15	3
Mr. Sandeep Babu Thonnangamath	Additional Director	08242822	15	1

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

The company has given an amount of Rs. 47,60,000 as unsecured loan to M/s. Centreal Multitrade India Private Limited of 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 2020-21, 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

SUBSIDIARIES, JOINT VENTURES & ASSOCIATES

Centreal Multitrade India Private Limited, a Company which is engaged in the business of Consultancy services is the Subsidiary Company of Centreal Bazaar India Limited. The Company does not have any joint ventures or associate companies.

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 3 Directors as at 31st March 2021:

Sl. No	Name	DIN	Designation
1.	Mr.Joby George	06429801	Managing Director
2.	Mr.Sandeep Babu Thonnangamath	08242822	Additional Director
3.	Mrs.Sinimol Sajeev	08841315	Director

Changes in Directorships during the Financial Year

Name of the Directors

Mr.Sebin
Mr.Joby George
Mr.Arun Jacob

Date of Appointment/Cessation

12.06.2020(Resignation)
12.06.2020(Appointment)
20.08.2020(Resignation)

Mrs.Sinimol Sajeew

20.08.2020(Appointment)

Mr. Abison Johnney was appointed as the Company Secretary of the Company on 20.08.2020.

Changes in Directors/Key Managerial Personnel between the end of the financial year and the date of the Report

Mr.Murali(DIN: 09201589) and Mr. Issac Edapurayidathil Abraham (Mr. Issac EA)(DIN: 09201644) has been inducted to the Board on 21.06.2021 as Additional Independent Directors.

Mr. Abison Johnney, Company Secretary had tendered his resignation w.e.f 02.06.2021.

Mr. Ajithlal was appointed as the Company Secretary of the Company w.e.f 11.06.2021.

Mr. Arun Davis was appointed as the Chief Financial Officer (CFO) of the Company w.e.f 11.06.2021.

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

Your Company has constituted an Audit Committee comprising of 3 Directors viz. Mr.Murali (Chairman of the Committee),Mr. Issac EA and Mrs. Sinimol Sajeew. Mr. Murali and Mr. Issac EA are Independent Directors and possess accounting and financial management knowledge. The Company Secretary of the Company is the Secretary of the Committee.

NOMINATION & REMUNERATION COMMITTEE

Your Company has constituted a Nomination & Remuneration Committee comprising of 3 Directors viz. Mr.Murali (Chairman of the Committee),Mr. Issac EA and Mrs. Sinimol Sajeew. The Company Secretary of the Company is the Secretary of the Committee.

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.

STATUTORY AUDITOR

M/s. Deloitte Haskins & Sells, Chartered Accountants (FRN: 008072S), Statutory Auditors of the Company had tendered their resignation w. e. f 27th August,2021. Hence to fill up the casual vacancy of the Statutory Auditor and based on the recommendation of the Audit Committee, the Board had recommended the appointment of, CA Jayaraj Thannimangalam, (Membership No. 514844), M/s. Ascenbay LLP, AKKM Tower, CUSAT Metro Station, Kalamassery, Kochi 682022 as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Deloitte Haskins & Sells, Chartered Accountants and to hold the office of the Statutory Auditors w. e. f 01.09.2021 upto the conclusion of this Annual General Meeting of the Company.

The Board recommended appointment of CA Jayaraj Thannimangalam (for a period of five years, from the conclusion of the 2nd Annual General Meeting till the conclusion of 7th Annual General Meeting of the Company.

CA Jayaraj Thannimangalam, have consented to act as Statutory Auditors of the Company and given a certificate in accordance with Section 139,141 and other applicable provisions of the Act to the effect that their appointment if made, shall be in accordance with the conditions prescribed and that they are eligible to hold office as Statutory Auditors of the Company.

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.

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

Joby George
Chairman & Managing Director
DIN: 06429801

Sandeep Babu Thonnangamath
Additional Director
DIN:08242822

Kochi
07.09.2021

INDEPENDENT AUDITOR'S REPORT

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

Report on the Audit of the Standalone financial statements

Opinion

I have audited the accompanying standalone financial statements of **CENTREAL BAZAAR INDIA LIMITED** ("the Company"), which comprise the Balance Sheet as at 31.03.2021, 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 31st March 2021, 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 Standalone 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 Standalone 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 Standalone financial statements.

Information Other than the Standalone 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 standalone financial statements and my auditor's report thereon.

My opinion on the standalone 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 standalone financial statements, my responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or 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 Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, including 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless 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 Standalone Financial Statements

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for 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.

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

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 Section 143(3) of the Act, based on my audit 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 standalone 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, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 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 A". My report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

- With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In my opinion and to the best of my information and according to the explanations given to me, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of 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 standalone financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order, 2016 ('the order'), issued by the Central Government in terms of Section 143(11) of the Act, I give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

Place: Kochi
Date: 07th September, 2021

CA Jayaraj Thannimangalam FCA FCS
Chartered Accountant
Membership No.514844
UDIN :21514844AAABJN2640

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 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 31.03.2021 in conjunction with my audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls 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 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 31.03.2021, 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.

Place: Kochi

Date: 7th September, 2021

CA Jayaraj Thannimangalam FCA, FCS
Chartered Accountant
Membership No.514844
UDIN:21514844AAABJN2640

ANNEXURE 'B' TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 2 under “**Report on Other Legal and Regulatory Requirements**”
Section of my report of even date)

- (i) In respect of the company's fixed assets:-
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.
 - (b) The Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (c) According to the information and explanations given to me, the records examined by me and based on the examination of the conveyance deeds / registered sale deed provided to me, I report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, and included in Property, Plant and Equipment, are held in the name of the Company as at the balance sheet date. 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.
- (ii) As explained to us, the inventories are physically verified during the year by the Management at reasonable intervals and no material discrepancies are noticed on physical verification.
- (iii) The Company has granted loans, secured or unsecured, to companies covered in the register maintained under Section 189 of the Companies Act, 2013. According to the information and explanations given to us these loans are in order and in compliance with provisions of section 189 of companies act 2013
- (iv) During the year company has not granted any short term loans to its directors. The Company has not made any investments or provided guarantees or security during the year.
- (v) According to the information and explanations given to me, the Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2021 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
- (vi) The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus, reporting under clause 3(vi) of the order is not applicable to the Company.
- (vii) According to the information and explanations given to us, in respect of statutory dues:
 - (a) The Company has been generally regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, GST, Duty of Customs, Duty of Excise, Value Added Tax, Cess and any other statutory dues applicable to it to the appropriate authorities.

- (b) There are no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, GST, Duty of Customs, Duty of Excise, Goods and Service tax, Cess and other material statutory dues in arrears as at March 31, 2021 for a period of more than six months from the date they became payable.
- (c) There are no material amounts of Service Tax, Sales Tax, Value Added Tax and Income Tax and Excise Duty which have not been deposited as on March 31, 2021 on account of disputes.
- (viii) In my opinion and according to the information and explanations given to me, the Company has not been defaulted in repayment of any loans or borrowings from financial institutions, banks or government and the Company has applied the terms loans for the purpose for which it has been obtained.
- (ix) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable to the Company.
- (x) To the best of my knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) In my opinion and according to the information and explanations given to me, the Company has paid/provided managerial remuneration during the year in compliance with the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- (xii) The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the company.
- (xiii) In my opinion and according to the information and explanations given to me, the Company is in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the Financial Statements etc. as required by the applicable accounting standards.
- (xiv) The amount raised by the Company during the year by way of preferential allotment of shares have been used for the purposes for which it was raised.
- (xv) In my opinion and according to the information and explanations given to me, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with him and hence provisions of section 192 of the Companies Act, 2013 are not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

Place: Kochi

Date : 7th September, 2021

CA Jayaraj Thannimangalam FCA FCS

Chartered Accountant
(Membership No. 514844)

UDIN:21514844AAABJN2640

CENTREAL BAZAAR INDIA LIMITED			
CIN: U52100KL2019PTC059704			
Balance Sheet as at March 31, 2021			
Particulars	Note No.	As at 31 st March, 2021 ₹	As at 31 st March, 2020 ₹
A EQUITY AND LIABILITIES			
1 Shareholders funds			
(a) Share capital	3	20,70,50,000	7,30,50,000
(b) Reserves and surplus	4	1,89,49,168	(10,11,696)
Total		22,59,99,168	7,20,38,304
2 Non-current liabilities			
(a) Deferred tax liabilities (net)	5	15,07,737	-
(b) Other Long Term Liabilities	6	1,50,000	-
Total		16,57,737	-
3 Current liabilities			
(a) Short-term borrowings	7	-	1,50,00,000
(b) Trade payables	8	2,13,20,190	-
(c) Other current liabilities	9	1,63,12,579	39,15,620
Total		3,76,32,769	1,89,15,620
TOTAL		26,52,89,674	9,09,53,924
B ASSETS			
1 Non-current assets			
(a) Property, Plant and Equipment			
(i) Tangible assets	10	9,91,20,974	-
(ii) Intangible assets	10	52,64,025	-
(iii) Capital work-in-progress		4,12,75,195	2,40,28,146
		14,56,60,195	2,40,28,146
(b) Long-term loans and advances	11	2,18,46,461	23,10,000
(c) Investment in Subsidiary	12	25,25,000	-
		17,00,31,656	2,63,38,146
2 Current assets			
(a) Inventories	13	2,62,66,973	-
(b) Trade receivables	14	1,53,03,472	-
(c) Cash and cash equivalents	15	4,08,34,195	6,35,13,643
(d) Short-term loans and advances	16	1,27,59,264	11,02,135
(e) Other current assets	17	94,116	-
Total		9,52,58,018	6,46,15,778
TOTAL		26,52,89,674	9,09,53,924
Summary of significant accounting policies			
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	
CA Jayaraj Thannimangalam FCA FCS		Joby George	
Chartered Accountant		DIN 06429801	
Membership No. 514844		Arun Davis	
		Chief Financial Officer	
		Sandeep Babu	
		DIN 08242822	
		Ajithlal	
		Company Secretary	
Kochi, 7 th September, 2021		Kochi, 7th September, 2021	

CENTREAL BAZAAR INDIA LIMITED

CIN: U52100KL2019PTC059704

Statement of Profit and Loss for the period ended 31st March, 2021

Particulars	Note No.	As at 31st March, 2021 ₹	As at 31st March, 2020 ₹
1. Revenue			
From Continuing Operations	18	18,24,22,193	-
Other Income	19	16,53,180	-
		18,40,75,373	-
2. Expenses			
Purchase of Stock in Trade		17,04,97,233	-
Changes in inventories	20	(2,62,66,973)	-
Employee benefits Expense	21	1,02,41,597	-
Finance cost	22	3,54,520	40,000
Depreciation and amortisation	10	47,96,118	-
Other operating and general expenses	23	1,69,73,207	9,71,696
Total expenses		17,65,95,702	10,11,696
3. Profit before tax (1-2)		74,79,671	(10,11,696)
4. Tax expense / (benefit):			
(a) Current tax expense		2,61,070	-
(b) Deferred tax expense		15,07,737	-
Net tax expense		17,68,807	-
5. Net Profit for the period (3-4)		57,10,864	(10,11,696)
Earnings per share :			
Basic		0.56	(1.05)
Diluted		0.48	-
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	
CA Jayaraj Thannimangalam FCA FCS		Joby George	Arun Davis
Chartered Accountant		DIN 06429801	Chief Financial Officer
Membership No. 514844			
		Sandeep Babu	Ajithlal
		DIN 08242822	Company Secretary
Kochi, 7 th September, 2021		Kochi, 7 th September, 2021	

CENTREAL BAZAAR INDIA LIMITED

CIN: U52100KL2019PTC059704

Cash Flow Statement for the period ended 31st March 2021

Particulars	Period Ended 31.03.2021	Period Ended 31.03.2020
A. Cash flow from operating activities		
Profit before tax	74,79,671	(10,11,696)
<u>Adjustments for:</u>		
Depreciation and amortisation expense	47,96,118	-
Finance Costs	3,54,520	-
Interest Income	(8,07,235)	-
Profit on sale of fixed asset	-	-
Bad debts written off & provision for doubtful trade and other receivables	-	-
Operating profit before Working Capital adjustments	1,18,23,074	(10,11,696)
<u>Changes in working capital:</u>		
<u>Adjustments for (increase) / decrease in operating assets:</u>		
Inventories	(2,62,66,973)	-
Trade Receivables	(1,53,03,472)	-
Short-term loans and advances	(1,16,57,128)	(11,02,135)
Other Current Assets	(94,116)	-
Long term Loans and Advances	(1,95,36,461)	(23,10,000)
<u>Adjustments for increase / (decrease) in operating liabilities:</u>		
Trade payables	2,13,20,190	-
Current liabilities	1,21,35,889	39,15,620
Short Term Borrowings	(1,50,00,000)	-
Other Long Term Liabilities	1,50,000	-
Cash Generated from Operations	(4,24,28,996)	(5,08,211)
Net Income Tax (Paid) / Refunds	-	-
Net Cash from Operating Activities	(4,24,28,996)	(5,08,211)
B. Cash flow from investing activities		
Capital expenditure on fixed assets, including capital advances	(12,64,28,166)	(2,40,28,146)
Proceeds from Sale of Fixed Assets	-	-
- Others	8,07,235	-
Investment in Subsidiary	(25,25,000)	-
Net Cash flow used in Investing Activities	(12,81,45,931)	(2,40,28,146)
C. Cash flow from financing activities		
Increase/(decrease) in share capital	14,82,50,000	7,30,50,000
Finance Costs	(3,54,520)	-
Proceeds & Repayments from Long-Term Borrowings	-	1,50,00,000
Net Cash used in Financing Activities	14,78,95,480	8,80,50,000
Net Decrease In Cash And Cash Equivalents	(2,26,79,448)	6,35,13,643
Opening Balance of Cash and Bank Balance	6,35,13,643	-
Cash and Cash Equivalents at the end of the year	4,08,34,195	6,35,13,643

In terms of my report attached.

For and on behalf of Board of Directors

CA Jayaraj Thannimangalam FCA FCS
Chartered Accountant
Membership No. 514844

Joby George
DIN 06429801

Arun Davis
Chief Financial Officer

Sandeep Babu
DIN 08242822

Ajithlal
Company Secretary

Kochi, 7th September, 2021Kochi, 7th September, 2021

Centreal Bazaar India Limited

Notes forming part of the financial statements

Note	Particulars
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1.	Corporate information
----	------------------------------

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.	Significant accounting policies
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The Company is a Small and Medium Sized Company under the Companies (Accounting Standards) Rules, 2006. Accordingly, the Company has complied with the Accounting Standards as applicable to a Small and Medium Sized Company.

2.1	Basis of accounting and preparation of financial statements
-----	--

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.	Use of estimates
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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.	Inventories
------	--------------------

Inventories are carried at cost (computed on a Weighted Average 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.

Centreal Bazaar India Limited

Notes forming part of the financial statements

Note	Particulars
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2.4.	Depreciation and amortization
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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.
- 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	Investment in Subsidiaries
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Centreal Bazaar India Limited

Notes forming part of the financial statements

Note	Particulars
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Investment in subsidiaries are measured and accounted at cost less accumulated impairment, if any.

2.8

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.

2.9 **Foreign currency transactions and translations**

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.

2.10 **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.

Centreal Bazaar India Limited

Notes forming part of the financial statements

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

2.12.	Earnings per share
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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.

2.13.	Taxes on income
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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.

2.14.	Impairment of assets
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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

Centreal Bazaar India Limited

Notes forming part of the financial statements

Note	Particulars
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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.

2.15.	Provisions and contingencies
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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.

2.16.	Tax and Duty credits
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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.

2.17.	Covid-19 Pandemic:
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Covid-19 outbreak was declared as a global pandemic by World Health Organisation (WHO) on March 11, 2020. Indian authorities have followed an approach of complete lockdown since March 24, 2020 starting with three-week complete lockdown, during which only defined essential services were operating with limited capacity. The lockdown kept on getting extended with gradual and modest relaxations. The Company could not operate during the said lock down and in certain times the business operations were permitted and continued with minimal permitted staff after lock down. As on March 31, 2021, based on facts and circumstances existing as of that date, the company does not anticipate any material uncertainties which affect its liquidity position and also its ability to continue as a going concern. However, the impact assessment of Covid-19 is a continuing process given the uncertainties associated with its nature and duration. The

Centreal Bazaar India Limited

Notes forming part of the financial statements

business prospects of the Company are highly promising considering the resilience and progress made by the sector during the pandemic.

2.18. Previous year's figures

The previous year's figures have been regrouped wherever necessary.

Centreal Bazaar India Limited
Notes to financial statements for the year ended March 31, 2021

(All amounts are in Indian Rupees unless otherwise stated)

Note 3 : Share capital

Particulars	As at 31 st March, 2021	As at 31 st March, 2020
(a) Authorised:		
400,00,000 Equity shares of ₹ 10/- each with voting rights [10,00,000 Equity shares of ₹ 10/- each. As at PY]	40,00,00,000	10,00,00,000
250,00,000 Optionally Convertible Redeemable Cumulative Preference Shares of ₹ 10/- each (Cumulative Dividend of 10% each year) (PY - Nil)	25,00,00,000	-
(b) Issued, subscribed and paid up capital		
18,255,000 Equity shares of ₹ 10/- each. [7,305,000 Equity shares of ₹ 10/- each.]	18,25,50,000	7,30,50,000
24,50,000 Preference shares of ₹ 10/- each.	2,45,00,000	-
Total	20,70,50,000	7,30,50,000

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 st March, 2021	As at 31 st March, 2020
	No of Shares	No of Shares
Equity shares with voting rights:		
At the beginning of the period	73,50,000	-
Add : Issued during the period	1,09,05,000	73,50,000
Outstanding at the end of the period	1,82,55,000	73,50,000
Particulars	As at 31 st March, 2021	
	No of Shares	Amount
Preference shares:		
At the beginning of the period	-	-
Add : Issued during the period	24,50,000	2,45,00,000
Outstanding at the end of the period	24,50,000	2,45,00,000

The Company has issued only one class of Equity Shares of the face value of ₹ 10 each and one 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.

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

Name of Shareholder	As at 31 st March, 2021		As at 31 st March, 2020	
	No of Shares	Percentage	No of Shares	Percentage
Equity shares with voting rights:				
The Central Financial Credit and Investment Co-operative India Limited	1,00,00,000	54.78%	20,00,000	27.38%
Joby George	70,00,000	38.35%	-	-
Maxvalue Consultancy Services Private Limited	-	-	53,05,000	72.62%

Centreal Bazaar India Limited
Notes forming part of the financial statements

Note 4 : Reserves and Surplus

Particulars	As at 31st March, 2021 ₹	As at 31 st March, 2020 ₹
Securities Premium Reserve	1,42,50,000	-
Total	1,42,50,000	-
Surplus in Statement of Profit and Loss		
Opening balance	(10,11,696)	-
Add : Net Profit for the year	57,10,864	(10,11,696)
Closing balance	46,99,168	(10,11,696)
Total	1,89,49,168	(10,11,696)

Note 5 : Deferred tax liability (Net)

Particulars	As at 31st March, 2021 ₹	As at 31 st March, 2020 ₹
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 assets	15,07,737	-
Deferred tax liability (Net)	15,07,737	-

Note 6 : Other long-term liabilities

Particulars	As at 31 st March, 2021 ₹	As at 31 st March, 2020 ₹
Security Deposit	1,50,000	-
Total	1,50,000	-

Note 7 : Short Term Borrowings

Particulars	As at 31 st March, 2021 ₹	As at 31 st March, 2020 ₹
Unsecured Short Term Borrowings	-	1,50,00,000
Total	-	1,50,00,000

CENTREAL BAZAAR INDIA LIMITED

Notes forming part of the financial statements

Note 8 : Trade Payables

Particulars	As at 31 st March, 2021 ₹	As at 31 st March, 2020 ₹
(i) Trade Payables	2,13,20,190	-
Total	2,13,20,190	-

Note 9 : Other Current Liabilities

Particulars	As at 31 st March, 2021 ₹	As at 31 st March, 2020 ₹
(a) Advance from Customers	1,34,473	-
(b) Other Payables:		
(i) Statutory remittances (Contributions to PF and ESIC,GST, etc.)	7,71,125	-
(ii) Payable on purchase of fixed assets	1,50,70,478	-
(iii) Payable for expense	1,67,983	-
(iv) Income Tax Payable (net of TDS & TCS)	85,459	-
(v) Short Term Deposits	83,060	-
Total	1,63,12,579	-

CENTREAL 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
Lease Hold Buildings	-	3,21,93,359	-	3,21,93,359	-	8,69,655	8,69,655	3,13,23,704	-
Plant & Equipment	-	3,19,35,425	-	3,19,35,425	-	7,99,957	7,99,957	3,11,35,468	-
Furniture & Fixtures	-	2,51,73,992	-	2,51,73,992	-	15,21,211	15,21,211	2,36,52,781	-
Vehicles	-	88,53,994	-	88,53,994	-	4,62,539	4,62,539	83,91,456	-
Office Equipment	-	27,89,387	-	27,89,387	-	3,96,818	3,96,818	23,92,569	-
Computers	-	27,28,010	-	27,28,010	-	5,03,012	5,03,012	22,24,998	-
Total Tangible Assets	-	10,36,74,166	-	10,36,74,166	-	45,53,192	45,53,192	9,91,20,974	-

Intangible Assets:

Computer Software	-	55,06,951	-	55,06,951	-	2,42,926	2,42,926	52,64,025	-
Total Intangible Asset	-	55,06,951	-	55,06,951	-	2,42,926	2,42,926	52,64,025	-

Notes forming part of the financial statements

Note 11 : Long-term loans and advances

(Unsecured and considered good)

Particulars	As at 31st March, 2021 ₹	As at 31 st March, 2020 ₹
(a) Security deposit :	2,06,03,500	-
(b) Deposits with public authorities	12,42,961	-
Total	2,18,46,461	-

Note 12 : Investments

Particulars	As at 31st March, 2021 ₹	As at 31 st March, 2020 ₹
(a) Investment in Subsidiary: (2,52,500 shares of ₹.10/each in Centreal Multi Trade India Private Limited)	25,25,000	-
Total	25,25,000	-

Note 13 : Inventories

Particulars	As at 31st March, 2021 ₹	As at 31 st March, 2020 ₹
(a) Finished Goods	2,62,66,973	-
Total	2,62,66,973	-

Note 14 : Trade receivables

Particulars	As at 31 st March, 2021 ₹	As at 31 st March, 2020 ₹
Trade receivables outstanding for a period exceeding six months from the date they were due for payment	-	-
Unsecured, considered good	-	-
Doubtful	-	-
Less: Provision for doubtful trade receivables	-	-
Other Trade receivables :		
Unsecured, considered good	1,53,03,472	-
Doubtful	-	-
Total	1,53,03,472	-

Notes forming part of the financial statements

Note 15 : Cash and cash equivalents

Particulars	As at 31st March, 2021 ₹	As at 31 st March, 2020 ₹
(a) Cash on hand	5,31,437	-
(b) Balances with banks		
(i) In current accounts	1,58,02,758	-
(ii) In Deposit accounts	2,45,00,000	-
Total	4,08,34,195	-

Note 16 : Short-term loans and advances

Particulars	As at 31st March, 2021 ₹	As at 31 st March, 2020 ₹
(a) Loans and advances to related parties (Unsecured, Considered good)	47,60,000	-
(b) Other advances		
(i) Prepaid expenses	12,75,214	-
(ii) Balance with government authorities: GST Input Credit receivable	67,24,050	
Total	1,27,59,264	-

Note 17 : Other Current assets

Particulars	As at 31st March, 2021 ₹	As at 31 st March, 2020 ₹
(a) Interest receivable	94,116	-
Total	94,116	-

CENTREAL BAZAAR INDIA LIMITED

Notes forming part of the financial statements

Note 18 : Revenue From Continuing Operations

Particulars	As at 31st March, 2021 ₹	As at 31 st March, 2020 ₹
Sale of goods	18,24,22,193	-
Total	18,24,22,193	-

Note 19 : Other income

Particulars	As at 31st March, 2021 ₹	As at 31 st March, 2020 ₹
Interest income	8,07,235	-
Rental Income	8,18,053	-
Misellaneous Income	27,892	-
Total	16,53,180	-

Note 20 : Changes in inventories of finished goods, work in progress and stock in trade

Particulars	As at 31st March, 2021 ₹	As at 31 st March, 2020 ₹
Inventories at the end of year :		
a) Finished goods	2,62,66,973	-
Inventories at the beginning of year:		
a) Finished goods	-	-
Net (Increase)/ Decrease	(2,62,66,973)	-

CENTREAL BAZAAR INDIA LIMITED

Notes forming part of the financial statements

Note 21 : Employee benefits Expense

Particulars	As at 31st March, 2021 ₹	As at 31 st March, 2020 ₹
(a) Salaries, wages, bonus etc.	99,60,437	-
(b) Contributions to provident and other funds	2,03,091	-
(c) Staff welfare expenses	78,069	-
Total	1,02,41,597	-

Note 22: Finance cost

Particulars	As at 31st March, 2021 ₹	As at 31 st March, 2020 ₹
Interest expense	3,54,520	40,000
Total	3,54,520	40,000

Note 23 : Operating and general expenses

i. Operating expenses consists of the following :

Particulars	As at 31st March, 2021 ₹	As at 31 st March, 2020 ₹
(a) Rent, Rates, Taxes and Licence fees	52,21,948	-
(b) Transportation, Loading & Unloading	2,797	-
(c) Electricity, Water and Fuel charges	18,58,462	-
(d) Repairs and Maintenance	1,38,542	-
(e) Telephone and internet charges	1,30,104	-
(f) Insurance	36,371	-
(g) Travelling and conveyance	61,911	-
(h) Advertisement and Sales Promotion	23,18,025	-
(i) Professional Charges	3,38,709	-
(j) Bank Charges	25,381	631
(k) Printing and Stationery	1,53,766	-
(l) Security Charges	2,85,746	-
(m) Miscellaneous Expenses	68,912	3,317
(n) Directors Remuneration	1,70,161	-
(o) House Keeping Expenses	1,51,532	-
(p) Postage and Courier	7,225	-
(q) Consumables	8,88,320	-
(r) Interest on TDS	45,880	-
(s) Office Expense	2,86,296	-
(t) IT Rental & Support Charges	3,34,113	-
(u) Direct Store Expenses	1,12,713	-
(v) ROC Fees	41,58,794	9,52,748
(w) Payment made to statutory auditors		-
i. For audit	1,52,500	15,000
ii. Taxation	25,000	-
Total	1,69,73,207	9,71,696

CENTREAL BAZAAR INDIA LIMITED

Notes forming part of the financial statements

Note 24 Additional information to the financial statements

Note	Particulars	As at 31st March, 2021 ₹	As at 31st March, 2020 ₹
24.1	Contingent liabilities and commitments (to the extent not provided for)		
(i)	Contingent liabilities	-	-
(ii)	Commitments	-	-
	Estimated amount of contracts remaining to be executed on capital account and not provided for		
	Tangible assets	-	-
24.2	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	91,747	-
	(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	-	-
	Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.	-	-
24.3	Value of imports calculated on CIF basis (₹)	-	-
24.4	Expenditure in Foreign Currency	-	-
24.5	Earnings in foreign exchange	-	-
24.6	Loss in foreign exchange	-	-

CENTREAL BAZAAR INDIA LIMITED**Notes forming part of the financial statements****Note 25 Disclosures under Accounting Standards**

Note	Particulars			
25.1	Related party transactions			
	Details of related parties:			
	Description of relationship	Names of related parties	Nature of Relationship	
	Parties having significant influence	Centreal Multitrade India Private Limited	Subsidiary Company	
		Centreal Bazaar	Partnership Firm in which Mr.Joby George and Mr Sandeep Babu is a partner	
		Joby George	Managing Director	
		Supra Pacific Management Consultancy Limited	Private Limited Company in which Mr.Joby George and Mr.Sandeep Babu are shareholders and directors	
	Note: Related parties have been identified by the Management.			
	Details of related party transactions during the year ended 31 st March, 2020 and balances outstanding as at 31 st March, 2021:			
Total net value of Transactions during the period :		Related Party	2020-21	2019-20
1	Short-term loans and advances - Unsecured	Centreal Multi Trade India Private Limited	47,60,000	-
2	Interest Accrued on Short Term Loan		49,219	-
3	Sales	Centreal Bazaar	1,51,68,952	-
4	Managing Directors Remuneration	Joby George	1,70,161	-
5	(Loan Taken)/Repayment of Short-term borrowings	Supra Pacific Management Consultancy Limited	1,50,00,000	(1,50,00,000)
6	Interest paid on Short-term borrowings	Supra Pacific Management Consultancy Limited	3,54,520	-
7	Rental Income Received	Centreal Bazaar	6,68,053	-
		Centreal Multi Trade India Private Limited	1,50,000	

Balances outstanding at the end of the year:

1	Short-term loans and advances - Unsecured loans	Centreal Multitrade India Private Limited	47,60,000	-
2	Interest Accrued on Short Term Loan		49,219	-
3	Trade receivables	Centreal Bazaar	1,51,68,952	-
4	Short Term Borrowings	Supra Pacific Management Consultancy Limited	-	1,50,00,000

CENTREAL BAZAAR INDIA LIMITED**Notes to Financial Statements****Note 26 Disclosures under Accounting Standards (contd...)**

Note	Particulars	For the year ended 31 st March, 2021	For the year ended 31 st March, 2020
26.1	Earnings per share		
	<u>Basic and Diluted</u>		
	Net profit for the year attributable to the equity shareholders (₹)	57,10,864	(10,11,696)
	Number of equity shares	1,82,55,000	73,05,000
	Weighted average number of equity shares	1,02,37,166	9,67,179
	Conversion of dilutive securities [Preference shares 24,50,000]	16,17,671	-
	Weighted average number of equity shares +CDS	1,18,54,837	-
	Par value per Equity share (₹)	10.00	-
	Earnings per share - Basic (₹)	0.56	(1.05)
	Earnings per share - Diluted (₹)	0.48	-

In terms of my report attached.

For and on behalf of the Board of Directors**CA Jayaraj Thannimangalam FCA FCS**

Chartered Accountant

Membership No. 514844

Joby George

DIN 06429801

Arun Davis

Chief Financial Officer

Sandeep Babu

DIN 08242822

Ajithlal

Company Secretary

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 31.03.2021, 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 31st March 2021, 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 of Holding Company 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.

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

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 Section 143(3) of the Act, based on my audit 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 of holding company as on March 31, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 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 A”. My report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting.

- With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In my opinion and to the best of my information and according to the explanations given to me, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of 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 Group 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 Holding Company and its Subsidiary.

CA Jayaraj Thannimangalam FCA FCS
Chartered Accountant
Membership No.514844
UDIN : 21514844AAABJN2640

Place: Kochi
Date: 07th September, 2021

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 31.03.2021 and it’s 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: 7th September, 2021

CA Jayaraj Thannimangalam FCA, FCS

Chartered Accountant

Membership No.514844

UDIN: 21514844AAABJN2640

ANNEXURE 'B' TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 2 under “**Report on Other Legal and Regulatory Requirements**”
Section of my report of even date)

- (i) In respect of the company's fixed assets:-
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.
 - (b) The Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (c) According to the information and explanations given to me, the records examined by me and based on the examination of the conveyance deeds / registered sale deed provided to me, I report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, and included in Property, Plant and Equipment, are held in the name of the Company as at the balance sheet date. 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.
- (ii) As explained to us, the inventories are physically verified during the year by the Management at reasonable intervals and no material discrepancies are noticed on physical verification.
- (iii) The Company has granted loans, secured or unsecured, to companies covered in the register maintained under Section 189 of the Companies Act, 2013. According to the information and explanations given to us these loans are in order and in compliance with provisions of section 189 of companies act 2013
- (iv) During the year company has not granted any short term loans to its directors. The Company has not made any investments or provided guarantees or security during the year.
- (v) According to the information and explanations given to me, the Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2021 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
- (vi) The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus, reporting under clause 3(vi) of the order is not applicable to the Company.
- (vii) According to the information and explanations given to us, in respect of statutory dues:
 - (a) The Company has been generally regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, GST, Duty of Customs, Duty of Excise, Value Added Tax, Cess and any other statutory dues applicable to it to the appropriate authorities.

- (b) There are no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, GST, Duty of Customs, Duty of Excise, Goods and Service tax, Cess and other material statutory dues in arrears as at March 31, 2021 for a period of more than six months from the date they became payable.
- (c) There are no material amounts of Service Tax, Sales Tax, Value Added Tax and Income Tax and Excise Duty which have not been deposited as on March 31, 2021 on account of disputes.
- (viii) In my opinion and according to the information and explanations given to me, the Company has not been defaulted in repayment of any loans or borrowings from financial institutions, banks or government and the Company has applied the terms loans for the purpose for which it has been obtained.
- (ix) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable to the Company.
- (x) To the best of my knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) In my opinion and according to the information and explanations given to me, the Company has paid/provided managerial remuneration during the year in compliance with the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- (xii) The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the company.
- (xiii) In my opinion and according to the information and explanations given to me, the Company is in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the Financial Statements etc. as required by the applicable accounting standards.
- (xiv) The amount raised by the Company during the year by way of preferential allotment of shares have been used for the purposes for which it was raised.
- (xv) In my opinion and according to the information and explanations given to me, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with him and hence provisions of section 192 of the Companies Act, 2013 are not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

Place: Kochi

Date : 7th September, 2021

CA Jayaraj Thannimangalam FCA FCS

Chartered Accountant
(Membership No. 514844)
UDIN: 21514844AAABJM4492

CENTREAL BAZAAR INDIA LIMITED
CIN: U52100KL2019PTC059704
Consolidated Balance Sheet as at March 31, 2021

Particulars	Note No.	As at 31 st March, 2021
A EQUITY AND LIABILITIES		
1 Shareholders funds		
(a) Share capital	3	20,70,50,000
(b) Reserves and surplus	4	1,93,40,599
(c) Share of Minority Interest		26,09,600
Total		22,90,00,199
2 Non-current liabilities		
(a) Deferred tax liabilities (net)	5	15,22,072
(b) Other Long Term Liabilities	6	1,50,000
Total		16,72,072
4 Current liabilities		
(a) Short-term borrowings	7	12,19,811
(b) Trade payables	8	2,14,46,800
(c) Other current liabilities	9	1,72,28,678
Total		3,98,95,289
TOTAL		27,05,67,561
B ASSETS		
1 Non-current assets		
(a) Property, Plant and Equipment		
(i) Tangible assets	10	10,13,25,463
(ii) Intangible assets	10	52,64,025
(iii) Capital work-in-progress		4,12,75,195
		14,78,64,683
(b) Long-term loans and advances	11	2,18,46,461
		16,97,11,144
2 Current assets		
(a) Inventories	12	2,62,66,973
(b) Trade receivables	13	1,53,03,472
(c) Cash and cash equivalents	14	4,15,76,346
(d) Short-term loans and advances	15	1,20,63,612
(e) Other current assets	16	56,46,015
Total		10,08,56,417
TOTAL		27,05,67,561

Summary of significant accounting policies

The accompanying notes form an integral part of the consolidated financial statements.

In terms of my report attached.

For and on behalf of the Board of Directors

CA Jayaraj Thannimangalam FCA FCS
Chartered Accountant
Membership No. 514844

Joby George
DIN 06429801

Arun Davis
Chief Financial Officer

Sandeep Babu
DIN 08242822

Ajithlal
Company Secretary

Kochi, 7th September, 2021

Kochi, 7th September, 2021

CENTREAL BAZAAR INDIA LIMITED

CIN: U52100KL2019PTC059704

Consolidated Statement of Profit and Loss for the period ended March 31, 2021

Particulars	Note No.	As at 31 st March, 2021
1. Revenue		
From Continuing Operations	17	22,28,69,603
Other Income	18	15,40,783
Total Revenue		22,44,10,386
2. Expenses		
(a) Purchase of Stock in Trade		17,04,97,233
(b) Changes in inventories	19	(2,62,66,973)
(d) Employee benefits Expense	20	1,49,43,911
(e) Finance cost	21	3,92,381
(f) Depreciation and amortisation	10	51,96,869
(g) Other operating and general expenses	22	5,13,95,318
Total expenses		21,61,58,739
3. Profit before tax (1-2)		82,51,647
4. Tax expense / (benefit):		
(a) Current tax expense		4,42,678
(b) Deferred tax expense / (credit)		15,22,072
Net tax expense / (benefit)		19,64,750
5. Net Profit for the period (3-4)		62,86,896
Profit for the period attributable to		
Owners of the parent		61,02,296
Minority interest		1,84,600
Earnings per share	24	
Basic		0.60
Diluted		0.51
Face value per equity share - (₹)		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		
<div> CA Jayaraj Thannimangalam FCA FCS Chartered Accountant Membership No. 514844 </div>		
<div> Joby George DIN 06429801 </div>		
<div> Arun Davis Chief Financial Officer </div>		
<div> Sandeep Babu DIN 08242822 </div>		
<div> Ajithlal Company Secretary </div>		
Kochi, 7 th September, 2021		
Kochi, 7 th September, 2021		

CENTREAL BAZAAR INDIA LIMITED

CIN: U52100KL2019PTC059704

Consolidated Cash Flow Statement for the period ended 31st March 2021

Particulars	Period Ended 31.03.2021
A. Cash flow from operating activities	
Profit before tax	82,51,647
<u>Adjustments for:</u>	
Depreciation and amortisation expense	51,96,869
Finance Costs	3,92,381
Interest Income	(8,07,235)
Operating profit before Working Capital adjustments	1,30,33,662
<u>Changes in working capital:</u>	
<u>Adjustments for (increase) / decrease in operating assets:</u>	
Inventories	(2,62,66,973)
Trade Receivables	(1,53,03,472)
Short-term loans and advances	(1,09,61,476)
Other Current Assets	(56,46,015)
Long term Loans and Advances	(1,95,36,461)
<u>Adjustments for increase / (decrease) in operating liabilities:</u>	
Trade payables	2,14,46,800
Current liabilities	1,28,70,380
Short Term Borrowings	(1,37,80,189)
Other Long Term Liabilities	1,50,000
Cash Generated from Operations	(4,39,93,744)
Net Income Tax (Paid) / Refunds	-
Net Cash from Operating Activities	(4,39,93,744)
B. Cash flow from investing activities	
Capital expenditure on fixed assets, including capital advances	(12,90,33,406)
Proceeds from Sale of Fixed Assets	-
- Others	8,07,235
Net Cash flow used in Investing Activities	(12,82,26,171)
C. Cash flow from financing activities	
Increase/(decrease) in share capital	15,06,75,000
Finance Costs	(3,92,381)
Net Cash used in Financing Activities	15,02,82,619
Net Decrease In Cash And Cash Equivalents	(2,19,37,296)
Opening Balance of Cash and Bank Balance	6,35,13,642
Cash and Cash Equivalents at the end of the year	4,15,76,346
Reconciliation of Cash and cash equivalents with the Balance Sheet:	
Net Cash and cash equivalents (as defined in AS 3 Cash Flow Statements) included in Note 15	4,15,76,346
Cash and cash equivalents at the end of the year	4,15,76,346

In terms of my report attached.

For and on behalf of the Board of Directors

CA Jayaraj Thannimangalam FCA FCS
Chartered Accountant
Membership No. 514844

Joby George
DIN 06429801

Arun Davis
Chief Financial Officer

Sandeep Babu
DIN 08242822

Ajithlal
Company Secretary

Kochi, 7th September, 2021Kochi, 7th September, 2021

Centreal Bazaar India Limited

Notes forming part of the consolidated financial statements

Note	Particulars
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1.	Corporate information
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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.	Significant accounting policies
----	--

The Company is a Small and Medium Sized Company under the Companies (Accounting Standards) Rules, 2006. Accordingly, the Company has complied with the Accounting Standards as applicable to a Small and Medium Sized Company.

2.1	Basis of accounting and preparation of financial statements
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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.	Use of estimates
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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.	Inventories
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Central Bazaar India Limited

Notes forming part of the consolidated financial statements

Note	Particulars
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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. 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.

Centreal Bazaar India Limited

Notes forming part of the consolidated financial statements

Note	Particulars
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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
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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	Foreign currency transactions and translations
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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	Employee benefits
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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.

Centreal Bazaar India Limited

Notes forming part of the consolidated financial statements

Note	Particulars
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2.10.	Leases
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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 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
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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
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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
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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

Centreal Bazaar India Limited

Notes forming part of the consolidated financial statements

Note	Particulars
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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.

2.14.	Provisions and contingencies
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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.	Tax and Duty credits
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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.	Covid-19 Pandemic:
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Covid-19 outbreak was declared as a global pandemic by World Health Organisation (WHO) on March 11, 2020. Indian authorities have followed an approach of complete lockdown since March 24, 2020 starting with three-week complete lockdown, during which only defined essential services were operating with limited capacity. The lockdown kept on getting extended with gradual and modest relaxations. The Company could not operate during the said lock down and in certain times the business operations were permitted and continued with minimal permitted staff after lock down. As on March 31, 2021, based on facts and circumstances existing as of that date, the company does not anticipate any material uncertainties which affect its liquidity position and also its ability to continue as a going concern. However, the impact assessment of Covid-19 is a continuing process given the uncertainties associated with its nature and duration. The

Centreal Bazaar India Limited

Notes forming part of the consolidated financial statements

business prospects of the Company are highly promising considering the resilience and progress made by the sector during the pandemic.

2.17. Previous year's figures

The previous year's figures have been regrouped wherever necessary.

Centreal Bazaar India Limited
Notes forming part of the consolidated financial statements

(All amounts are in Indian Rupees unless otherwise stated)

Note 3 : Share capital

Particulars	As at 31 st March, 2021
(a) Authorised:	
400,00,000 Equity shares of ₹ 10/- each with voting rights [10,00,000 Equity shares of ₹ 10/- each. As at PY]	40,00,00,000
250,00,000 Optionally Convertible Redeemable Cumulative Preference Shares of ₹ 10/- each (Cumulative Dividend of 10% each year) (PY - Nil)	25,00,00,000
(b) Issued, subscribed and paid up capital	
18,255,000 Equity shares of ₹ 10/- each. [7,305,000 Equity shares of ₹ 10/- each.]	18,25,50,000
24,50,000 Preference shares of ₹ 10/- each.	2,45,00,000
Total	20,70,50,000

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 st March, 2021
	No of Shares
Equity shares with voting rights:	
At the beginning of the period	73,50,000
Add : Issued during the period	1,09,05,000
Outstanding at the end of the period	1,82,55,000

Particulars	As at 31 st March, 2021
	No of Shares
Preference shares:	
At the beginning of the period	-
Add : Issued during the period	24,50,000
Outstanding at the end of the period	24,50,000

The Company has issued only one class of Equity Shares of the face value of ₹10 each and one 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.

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

Name of Shareholder	As at 31 st March, 2021	
	No of Shares	Percentage
Equity shares with voting rights:		
The Central Financial Credit and Investment Co-operative India Limited	1,00,00,000	54.78%
Joby George	70,00,000	38.35%

Centreal Bazaar India Limited
Notes forming part of the consolidated financial statements

Note 4 : Reserves and Surplus

Particulars	As at 31st March, 2021 ₹
Securities Premium Reserve	1,42,50,000
Total	1,42,50,000
Surplus in Statement of Profit and Loss	
Opening balance	(10,11,696)
Add : Net Profit for the year	62,86,895
Less: Attributable to Minority Interest	1,84,600
Closing balance	50,90,599
Total	1,93,40,599

Note 5 : Deferred tax liability (Net)

Particulars	As at 31st March, 2021 ₹
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 assets	15,22,072
Deferred tax liability (Net)	15,22,072

Note 6 : Other long-term liabilities

Particulars	As at 31 st March, 2021 ₹
Security Deposit	1,50,000
Total	1,50,000

Note 7 : Short Term Borrowings

Particulars	As at 31 st March, 2021 ₹
Secured Short Term Borrowings	12,19,811.00
Unsecured Short Term Borrowings	-
Total	12,19,811.00

CENTREAL BAZAAR INDIA LIMITED**Notes forming part of the consolidated financial statements****Note 8 : Trade Payables**

Particulars	As at 31st March, 2021 ₹
(i) Trade Payables	2,14,46,800
Total	2,14,46,800

Note 9 : Other Current Liabilities

Particulars	As at 31st March, 2021 ₹
(a) Advance from Customers	1,34,473
(b) Other Payables:	
(i) Statutory remittances (Contributions to PF and ESIC,GST, etc.)	16,57,224
(ii) Payable on purchase of fixed assets	1,50,70,478
(iii) Payable for expense	1,97,983
(iv) Income Tax Payable (net of TDS & TCS)	85,459
(v) Short Term Deposits	83,060
Total	1,72,28,678

CENTREAL BAZAAR INDIA LIMITED

Notes forming part of the consolidated financial statements

10 . Property , Plant & Equipment

Particulars	Gross block				Depreciation			Net Block	
	Opening	Addition	Deletion	Closing	Opening	Current year	Total	Current Year	Previous Year
Lease Hold Buildings	-	3,22,88,359	-	3,22,88,359	-	8,78,680	8,78,680	3,14,09,679	-
Plant & Equipment	-	3,19,35,425	-	3,19,35,425	-	7,99,957	7,99,957	3,11,35,468	-
Furniture & Fixtures	-	2,53,90,372	-	2,53,90,372	-	15,43,194	15,43,194	2,38,47,178	-
Vehicles	-	1,01,53,994	-	1,01,53,994	-	6,16,914	6,16,914	95,37,081	-
Office Equipment	-	27,89,387	-	27,89,387	-	3,96,818	3,96,818	23,92,569	-
Computers	-	37,21,870	-	37,21,870	-	7,18,380	7,18,380	30,03,490	-
Total Tangible Assets	-	10,62,79,406	-	10,62,79,406	-	49,53,943	49,53,943	10,13,25,463	-

Intangible Assets:

Computer Software	-	55,06,951	-	55,06,951	-	2,42,926	2,42,926	52,64,025	-
Total Intangible Asset	-	55,06,951	-	55,06,951	-	2,42,926	2,42,926	52,64,025	-

Notes forming part of the consolidated financial statements

Note 11 : Long-term loans and advances
(Unsecured and considered good)

Particulars	As at 31st March, 2021 ₹
(a) Security deposit :	2,06,03,500
(b) Deposits with public authorities	12,42,961
Total	2,18,46,461

Note 12 : Inventories

Particulars	As at 31st March, 2021 ₹
(a) Finished Goods	2,62,66,973
Total	2,62,66,973

Note 13 : Trade receivables

Particulars	As at 31 st March, 2021 ₹
Trade receivables outstanding for a period exceeding six months from the date they were due for payment	-
Unsecured, considered good	-
Doubtful	-
	-
Less: Provision for doubtful trade receivables	-
	-
Other Trade receivables :	
Unsecured, considered good	1,53,03,472
Doubtful	-
	1,53,03,472
Total	1,53,03,472

Notes forming part of the consolidated financial statements

Note 14 : Cash and cash equivalents

Particulars	As at 31st March, 2021 ₹
(a) Cash on hand	5,44,510
(b) Balances with banks	
(i) In current accounts	1,65,31,836
(ii) In Deposit accounts	2,45,00,000
Total	4,15,76,346

Note 15 : Short-term loans and advances

(Unsecured, considered good)

Particulars	As at 31st March, 2021 ₹
(a) Other advances	
(i) Prepaid expenses	12,75,214
(ii) Security Deposits	12,15,000
(iii) Balance with government authorities:	
TDS Receivable	28,49,348
GST Input Credit receivable	67,24,050
Total	1,20,63,612

Note 16 : Other Current assets

Particulars	As at 31st March, 2021 ₹
(a) Accrued Income	56,01,118
(a) Interest receivable	44,897
Total	56,46,015

CENTREAL BAZAAR INDIA LIMITED

Notes forming part of the consolidated financial statements

Note 17 : Revenue From Continuing Operations

Particulars	As at 31st March, 2021 ₹
Sale of goods	18,24,22,193
Sale of Service	4,04,47,410
Total	22,28,69,603

Note 18 : Other income

Particulars	As at 31st March, 2021 ₹
Interest income	7,58,016
Rental Income	7,54,875
Misellaneous Income	27,892
Total	15,40,783

Note 19 : Changes in inventories of finished goods, work in progress and stock in trade

Particulars	As at 31st March, 2021 ₹
Inventories at the end of year :	
a) Finished goods	2,62,66,973
Inventories at the beginning of year:	
a) Finished goods	-
Net (Increase)/ Decrease	(2,62,66,973)

CENTREAL BAZAAR INDIA LIMITED

Notes forming part of the consolidated financial statements

Note 20 : Employee benefits Expense

Particulars	As at 31st March, 2021 ₹
(a) Salaries, wages, bonus etc.	1,45,38,676
(b) Contributions to provident and other funds	2,03,091
(c) Staff welfare expenses	2,02,144
Total	1,49,43,911

Note 21: Finance cost

Particulars	As at 31st March, 2021 ₹
Interest expense	3,92,381
Total	3,92,381

Note 22 : Operating and general expenses

i. Operating expenses consists of the following :

Particulars	As at 31st March, 2021 ₹
(a) Rent, Rates, Taxes and Licence fees	90,54,146
(b) Transportation, Loading & Unloading	2,797
(c) Electricity, Water and Fuel charges	18,58,462
(d) Repairs and Maintenance	2,37,387
(e) Telephone and internet charges	1,30,104
(f) Insurance	4,82,963
(g) Travelling and conveyance	4,75,351
(h) Advertisement and Sales Promotion	24,82,880
(i) Professional Charges	15,80,959
(j) Bank Charges	25,381
(k) Printing and Stationery	1,53,766
(l) Security Charges	2,85,746
(m) Miscellaneous Expenses	7,84,812
(n) Directors Remuneration	1,70,161
(o) House Keeping Expenses	1,51,532
(p) Postage and Courier	7,225
(q) Consumables	8,88,320
(r) Interest on TDS	45,880
(s) Office Expense	2,86,296
(t) IT Rental & Support Charges	3,34,113
(u) Direct Store Expenses	1,12,713
(v) Commission	2,74,78,031
(v) ROC Fees	41,58,794
(w) Payment made to statutory auditors	
i. For audit	1,82,500
ii. Taxation	25,000
Total	5,13,95,318

CENTREAL BAZAAR INDIA LIMITED**Notes forming part of the financial statements****Note 23 Disclosures under Accounting Standards**

Note	Particulars				
23.1	Related party transactions				
	Details of related parties:				
	<table> <tr> <th>Description of relationship</th><th>Names of related parties</th></tr> <tr> <td>Parties having significant influence</td><td>Centreal Bazaar Joby George Supra Pacific Management Consultancy Limited</td></tr> </table>	Description of relationship	Names of related parties	Parties having significant influence	Centreal Bazaar Joby George Supra Pacific Management Consultancy Limited
Description of relationship	Names of related parties				
Parties having significant influence	Centreal Bazaar Joby George Supra Pacific Management Consultancy Limited				

Note: Related parties have been identified by the Management.

Details of related party transactions during the year ended 31st March, 2020 and balances outstanding as at 31st March, 2021:

Total net value of Transactions during the period :		Related Party	2020-21
1	Sales	Centreal Bazaar	1,51,68,952
2	Managing Directors Remuneration	Joby George	1,70,161
3	(Loan Taken)/Repayment of Short-term borrowings	Supra Pacific Management Consultancy Limited	1,50,00,000
4	Interest paid on Short-term borrowings	Supra Pacific Management Consultancy Limited	3,54,520
5	Rental Income Received	Centreal Bazaar	6,68,053

Balances outstanding at the end of the year:

1	Trade receivables	Centreal Bazaar	1,51,68,952
2	Short Term Borrowings	Supra Pacific Management Consultancy Limited	-

CENTREAL BAZAAR INDIA LIMITED**Notes to Financial Statements****Note 24 Disclosures under Accounting Standards (contd...)**

Note	Particulars	For the year ended 31 st March, 2021
24.1	Earnings per share	
	<u>Basic and Diluted</u>	
	Net profit for the year attributable to the equity shareholders (₹)	61,02,296
	Number of equity shares	1,82,55,000
	Weighted average number of equity shares	1,02,37,166
	Conversion of dilutive securities [Preference shares 24,50,000]	16,17,671
	Weighted average number of equity shares +CDS	1,18,54,837
	Par value per Equity share (₹)	10.00
	Earnings per share - Basic (₹)	0.60
	Earnings per share - Diluted (₹)	0.51

In terms of my report attached.

For and on behalf of the Board of Directors

CA Jayaraj Thannimangalam FCA FCS
Chartered Accountant
Membership No. 514844

Joby George
DIN 06429801

Arun Davis
Chief Financial Officer

Sandeep Babu
DIN 08242822

Ajithlal
Company Secretary

Kochi, 7th September, 2021Kochi, 7th September, 2021