emami

EMAMI LIMITED

INTEGRATED ANNUAL REPORT 2023-24

# 50 years

## Making lives happier

emami

www.emamiltd.in

# Corporate Information

**Chairman Emeritus and Non Executive Director**
R.S. Agarwal

**Chairman & Non Executive Director**
R.S. Goenka

**Vice Chairman and Managing Director**
Harsha V. Agarwal

**Vice Chairman and Whole Time Director**
Mohan Goenka

**Whole Time Directors**
Sushil K Goenka
Priti A. Sureka
Prashant Goenka

**Non Executive Director**
Aditya V Agarwal

**Independent Directors**
Anand Rathi
C. K. Dhanuka
Debabrata Sarkar
Anjani Kr. Agrawal
Anjan Chatterjee
Avani V Davda
Rajiv Khaitan
Mamta Binani

**CEO - Finance, Strategy & Business Development and CFO**
N.H. Bhansali

**Company Secretary, Compliance Officer & VP-Sales Commercial**
Sandeep Kumar Sultania

**Auditors**
S.R. Batliboi & Co. LLP
*Chartered Accountants*

**Our presence**
70 Countries | 7 Factories (including one overseas unit)
4 Regional Offices | 26 Depots.

**Bankers**
ICICI Bank Ltd. | HDFC Bank Ltd.
HSBC Ltd. | Citi Bank N.A.
DBS Bank Ltd. | IndusInd Bank Ltd.
Standard Chartered Bank

**Registrar & Transfer Agent**
Maheswari Datamatics Private Limited,
23, R.N. Mukherjee Road,
Kolkata 700 001, West Bengal, India,
Tel: +91-33-2248 2248, Email: mdpldc@yahoo.com

**Registered office**
Emami Tower, 687, Anandapur,
Em Bypass, Kolkata 700 107, West Bengal, India.
Tel : +91-33-6613 6264
Email: investors@emamigroup.com

Website: www.emamiltd.in

CIN: L63993WB1983PLC036030

**Audit Committee**
Anand Rathi, Chairman
R. S. Goenka
C. K. Dhanuka
Debabrata Sarkar
Anjani Kr. Agrawal

**Nomination and Remuneration Committee**
Anand Rathi, Chairman
R. S. Goenka
C. K. Dhanuka
Anjani Kr. Agrawal

**Risk Management Committee**
R.S. Goenka, Chairman
Debabrata Sarkar
Sushil K. Goenka
Mamta Binani
Mohan Goenka
Harsha V. Agarwal
Priti A. Sureka

**Stakeholders' Relationship Committee**
C.K. Dhanuka, Chairman
Rajiv Khaitan
Mohan Goenka
Harsha V. Agarwal
Prashant Goenka

**Corporate Social Responsibility Committee**
Sushil K. Goenka, Chairman
Anjan Chatterjee
Mohan Goenka
Harsha V. Agarwal
Priti A. Sureka
Prashant Goenka

**Finance Committee**
R.S. Goenka, Chairman
Sushil K. Goenka
Mohan Goenka
Aditya V. Agarwal
Harsha V. Agarwal
Priti A. Sureka

**Corporate Governance Committee**
Rajiv Khaitan, Chairman
R. S. Goenka
Avani V Davda
Mamta Binani

**Share Transfer Committee**
Mohan Goenka, Chairman
Aditya V. Agarwal
Harsha V. Agarwal
Priti A. Sureka

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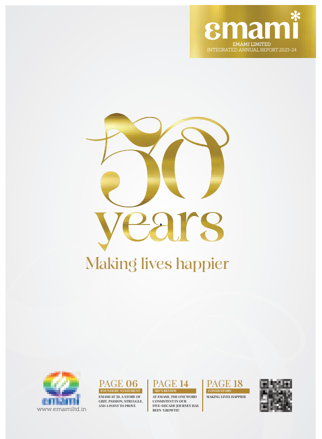



Emami Limited
Annual Report 2023-24

## Basis of preparation and **presentation**

### Scope of reporting

**Reporting period:** This annual report presents significant information regarding the Company's strategy, business model, operational context, key risks, stakeholder interests, performance, future outlook, and governance. It covers the period from April 1, 2023, to 31st March 2024.

**Reporting boundary:** The report includes data on the Indian and international operations of the Company and its subsidiaries.

**Financial and non-financial reporting:** Beyond financial metrics, the report encompasses non-financial performance, including ESG (Environmental, Social, and Governance) parameters, opportunities, risks, and outcomes related to our key stakeholders, which play a crucial role in enhancing our value.

### Reporting Framework

This report aligns with the principles and guidelines of the following:

- International framework of the International Integrated Reporting Council (IIRC)
- United Nations Sustainable Development Goals (UNSDGs)
- National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business (NVG-SEE)
- The Companies Act, 2013 (and the rules made thereunder)
- Indian Accounting Standards and International Financial Reporting Standards
- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- Secretarial Standards issued by the Institute of Company Secretaries of India

**Forward-looking statements**

Some of the statements made in this Annual Report may look forward looking information that involves number of risks and uncertainties. Such statements are based on certain assumptions, estimates, projections or plans that are inherently subject to significant risks, uncertainties and contingencies that are subject to change.

Actual results can differ materially from those anticipated in the Company's forward-looking statements as a result of a variety of factors, including those set forth from time to time in the Company's press releases and presentations and those set forth from time to time in the Company's analyst calls and discussions. We do not assume any obligation to update the forward-looking statements contained in this Annual Report.

Note: All financial figures and growth data are based on Consolidated Financials, unless otherwise mentioned.

Market shares and household penetration data are as per MAT March 2024 unless, otherwise stated.



# Editorial overview

During the last financial year, we continued to grow but not at our retrospective average. We were not alone; this trend extended across India's FMCG sector. The big question is: 'How can we return to our erstwhile growth average?' At Emami, we believe that the best way to grow out of a slowdown is through sustained investment.

We believe that holistic investment will sustain our economic momentum. Investment in digital initiatives. Investment in global footprint. Investment in new products. Investment in manufacturing capacity. Investment in deepening environment integrity. Investment in brand acquisitions.

If there is one term that quite encapsulates our commitment at a time of sectorial slowdown, it is 'Keeping faith'. We have seen such slowdowns. We have continued to invest through them. We have capitalised on the sectorial rebounds thereafter.

This time it will be no different. The increase in personal incomes will sooner than later translate into increased personal care spending. To state that Emami will ride the rebound curve would be to understate our intent. We expect to capitalise disproportionately; we expect to emerge stronger coming out of the slowdown than how we went in.

And yes, while we are doing just this, we expect to build a stronger Emami starting Year 50!



CORPORATE SNAPSHOT

# Emami at 50. What we are. What we do.

## Our vision

**Making people healthy and beautiful, naturally**

## Our mission

**To** contribute whole heartedly towards the environment and society, integrating all our stakeholders into the Emami family

**To** inculcate the culture of inclusion and mutual trust with a commitment to their future, thereby developing and strengthening an emotional bond between the Company and its employees

**To** make Emami synonymous with natural beauty and health in the consumer's mind

**To** uphold the principles of corporate governance

**To** drive growth through quality and innovation in products and services. To empower and encourage decision making ability at all levels of the organisation

## We strive...

- To be a part of every household in the country
- To be a major player in every product category we venture into
- To be one of the most respected marketers in the country
- To be recognised as a global brand

## Pedigree

Emami was established in 1974 by childhood friends RS Agarwal and RS Goenka. Emami has been led by the founders and second-generation promoters, who are backed by a team of seasoned professionals. This leadership structure ensures a blend of entrepreneurial vision and strategic guidance, underpinned by years of industry experience.

With a solid foundation built around friendship and togetherness, Emami has grown into a formidable entity, driven by innovation, collaboration, and a commitment to excellence.

## Products

The Company specialises in the manufacturing, distribution and marketing of personal care and healthcare products, characterised by a distinctive emphasis on Ayurvedic formulations. Among the Company's prominent brands are Navratna, Zandu, BoroPlus, Kesh King, Fair and Handsome, Mentho Plus, 7 Oils in One, Dermicool, Creme 21 and others. These brands enjoy recognition and trust among consumers for quality and efficacy. With a commitment to blend traditional Ayurvedic wisdom with modern scientific innovation, the Company continues to make significant strides in the personal care and healthcare segments, catering to the diverse needs of consumers worldwide.

## Presence

Emami, headquartered in Kolkata, West Bengal, operates six manufacturing facilities in India and one in Bangladesh, supported by 26 product storage depots across India. Its products are distributed in over 70 countries worldwide. Listed on NSE (scrip code: EMAMILTD) and BSE (scrip code: 531162), Emami maintains a strong presence in the domestic and international markets, reflecting its robust supply chain and global reach.

FOUNDERS' STATEMENT

# Emami at 50. A story of grit, passion, struggle, and a point to prove

**Our** story of the last 50 years has been a journey of ups and downs, failures and successes, challenges and opportunities.

**We** overcame the challenges to extend our horizons, reinvent realities and deepen our recall as tomorrow's company.

**Our** story has been a journey of friendship, togetherness, spirit of oneness and human values prevailing over a transaction-driven approach to grow the business at any cost.

**This** differentiated approach attracted like-minded associates and stakeholders and gradually the eco-system that emerged was quite like what the poet referred to when he said ***'Log saath aate gaye aur kaarvan banta gaya.'***

**We** commenced our entrepreneurial journey with Kemco Chemicals in a 200 sq ft rented space in Kolkata.

**We** gave up well-paying jobs in the corporate sector and pursued our dream of doing business together.

**We** initially focused on cosmetics manufacturing and distribution using our existing local networks. The going was not easy; we encountered initial setbacks because we lacked scale, brand and adequate working capital.

**We** realised early on that if we continued to do business like most others in our space, we would end up being a small time 'me-too' entity. We needed to be different and stand out from the crowd.

**This** word 'different' or '***alag***' became our calling card. Each time a new product was conceived, the first question that we asked was ***'Is me alag kya hai?'*** The result was that what started as a focus among both of us, gradually became the usual currency in our small company. We discovered that gradually

all the members of Emami had begun to apply the same line to the vendors.

**The** result of this organisational mantra – ***'Kuch hatt ke!'*** or differentiated – was what we sought in virtually everything - whether it was the product, ingredients, label printing, label paper quality, packaging, brand name and marketing to stand out from our competition. We knew that our products would succeed if our consumers found the product quality, and packaging look superior.

**In** 1974, the first products – talcum powder and vanishing cream - were launched under the Emami brand. In doing so, we were not just pitching our product against local competing alternatives; we were entering a market dominated by multinational brands.

Within four years of starting out, we came across our first decisive moment. We encountered the opportunity to acquire Himani's sick unit, then a prominent brand. This proved to be the turning point– from a company addressing the small to a company aspiring to scale.

**As** the months rolled on, we recognised that our distribution and trade partners were asking for larger and more consistent supplies. Our products stood out in terms of packaging, perfume and presentation. We were pleasantly surprised to find that in Kolkata's New Market, kiosks were selling Emami as an international brand with a five-fold mark-up from our selling price to trade partners.

**Our** products were not just well received; they went on to become market leaders in Eastern India in just two years.

**There** was no looking back. We reinvested all our earnings, and widened our distribution network.

**Within** four years of starting out, we came across our first decisive moment. We encountered the opportunity to acquire Himani's sick unit, then a prominent brand. We acquired the Company; this proved to be the turning point– from a company addressing the small to a company aspiring to scale. We realised that to survive and succeed in a market dominated by deep pockets, we needed to be present in segments that were niche, which offered the potential for sustainable growth.

**From** this mindset were born BoroPlus and Navratna, products that were different, addressing under-penetrated spaces and offering a superior price-value proposition. Gradually, the products began to redefine their operating spaces, emerging as market leaders.

**In** 1995, Emami was listed on BSE; ten years later, we made a public issue of equity shares and were now listed on the National Stock Exchange.

**The** last 20 years have been those of dramatic growth at our Company. A number of events proved defining, though in retrospect the seeds of those initiatives had been laid during our humble days in Muktaram Babu Street. We were fortunate to have a dedicated and passionate workforce that assumed 'ownership' of the Company as a part of our extended family. One of our strongest features was that we did not suffer a single day's lockout in the Seventies and Eighties, when strikes and lockouts were the order of the day.

**Innovation**, differentiation and vision for growth - the cornerstones of Emami's journey, continued to play a vital role in all its subsequent initiatives – be it in pioneering a new segment like male grooming with the launch of Fair and Handsome in 2005 or the legendary acquisition of Zandu Pharmaceuticals in 2008, a the then most expensive acquisition in the FMCG industry, followed by another big ticket acquisition of Kesh King in 2015.

**At** Emami, what started as an enthusiastic venture between two friends has transitioned into a diversified business conglomerate across different sectors.

**We** have grown with the support and partnership of all our stakeholders over the decades.

**We** have evolved from a focus on profitability to a wider focus on growing responsibly and sustainably.

**We** have transformed from being a local player to an organisation with a presence in over 70 countries.

**As** we look forward to the next 50 years, we will continue to deepen our commitment to what got us into business in the first place: a desire to give the world a unique differentiated experience and make lives happier.

As we look forward to the next 50 years, we will continue to deepen our commitment to what got us into business in the first place: a desire to give the world a unique differentiated experience and make lives happier

**Radhe Shyam Agarwal** and **Radhe Shyam Goenka**

*Founders*

# Board of Directors

Ⓒ Chairman
Ⓜ Member

- Audit Committee
- CSR Committee
- Nomination & Remuneration Committee
- Share Transfer Committee
- Risk Management Committee
- Corporate Governance Committee
- Stakeholders' Relationship Committee
- Finance Committee

**R. S. Agarwal**

Founder & Chairman Emeritus

**R. S. Goenka**

C C M M M

Founder & Non-Executive Chairman

**Harsha V. Agarwal**

M M M M M

Vice Chairman & Managing Director

**Mohan Goenka**

C M M M M

Vice Chairman & Whole Time Director

**Anand Rathi**

C C

Independent Director

**C. K. Dhanuka**

C M M

Independent Director

**Debabrata Sarkar**

M M

Independent Director

**Anjani Kr. Agrawal**

M M

Independent Director

**Anjan Chatterjee**

M

Independent Director

**Avani V. Davda**

M

Independent Director

**Rajiv Khaitan**

C M

Lead Independent Director

**Mamta Binani**

M M

Independent Director

**Sushil K. Goenka**

C M M

Whole Time Director

**Aditya V. Agarwal**

M M

Non-Executive Director

**Priti A. Sureka**

M M M M

Whole Time Director

**Prashant Goenka**

M M

Whole Time Director

# Key highlights FY2023-24

## Financial highlights

- Revenue from operations at ₹3,578 crore grew by 5%
- Domestic Business grew by 4%
- International Business grew by 12% in constant currency; growth of 9% in INR terms
- Gross margins at 67.6% grew by 290 bps
- EBITDA at ₹950 crore grew by 10%; EBITDA margin at 26.5% grew by 120 bps
- PBT at ₹791 crore grew by 18%; PBT margin at 22.1% grew by 240 bps
- PAT at ₹724 crore grew by 13%; PAT margin at 20.2% grew by 140 bps
- EPS at ₹16.6 (PY: ₹14.5)

## Investments behind our brands

- Brand spending, FY2023-24: ₹652 crore (₹561 crore, FY2022-23)
- Brand spending as % of revenues: 18.2% (16.5%, FY2022-23)
- Brands that led their segments: 6
- 50+ new products launched in FY2023-24

## ESG initiatives

- Significant investment in eco-friendly technologies
- 12% reduction in energy consumption over FY2021-22
- 19% contribution from renewable energy usage
- 17% reduction in water consumption over FY2021-22
- 10,485 MT waste processed via EPR; 100% compliance with EPR regulations
- 34% inputs sourced directly from MSMEs/ small producers
- ₹12.1 crore spent for CSR; 5.69 lac beneficiaries
- Farmer engagement, training and rare herb cultivation programs: 19 rare herbs cultivated, 1200 farmers engaged in 300+ acres of cultivation area

## Strategic initiatives

- **Foray into juice category:** Entered the juice category through a strategic investment in Axiom Ayurveda Pvt Ltd, acquiring a 26% equity stake. Axiom markets beverage products under the brand 'AloFrut', a refreshing and healthy fusion of aloe vera pulp and fruit blends
- **Increased stake in strategic investments:** Increased stake in Brillare Science from 82.92% to 100%
- **Focus on organised channels:** Sales contribution from organised channels (Modern Trade, eCommerce and institutional sales) increased from 22% in FY2022-23 to 26% in FY2023-24.
- **Project Khoj:** Increased distribution through Project Khoj resulted in an additional coverage of more than 20,000 towns in rural regions since the launch of the project. More than 15% of direct rural sales were achieved from these newly activated coverage towns. These towns are growing by ~30% and aiding our rural performance
- **Focus on top chemist outlets:** Under the aegis of Project Chemist IQ, around 40,000 new chemists were added to Emami's direct coverage
- **Upsell & cross-sell enabler for the frontline sales force:** Upsell Cross-Sell Tool was scaled nationally to cover 100% retail medical representatives. The tool is active across all ASM areas. The tool has been incremental in increasing lines per call
- **Beat optimisation and geo-tagging:** The beat optimisation tool was initiated to minimise the travel distance of sales representatives within a beat, reducing the over-lapping of beats and optimising the sales beat area with proper outlet mapping and sequencing. The representatives' time was free following optimisation and redeployed to cover additional retail outlets, ensuring better utilisation of existing resources

# 10-year performance highlights

₹ in crore (except otherwise specified)

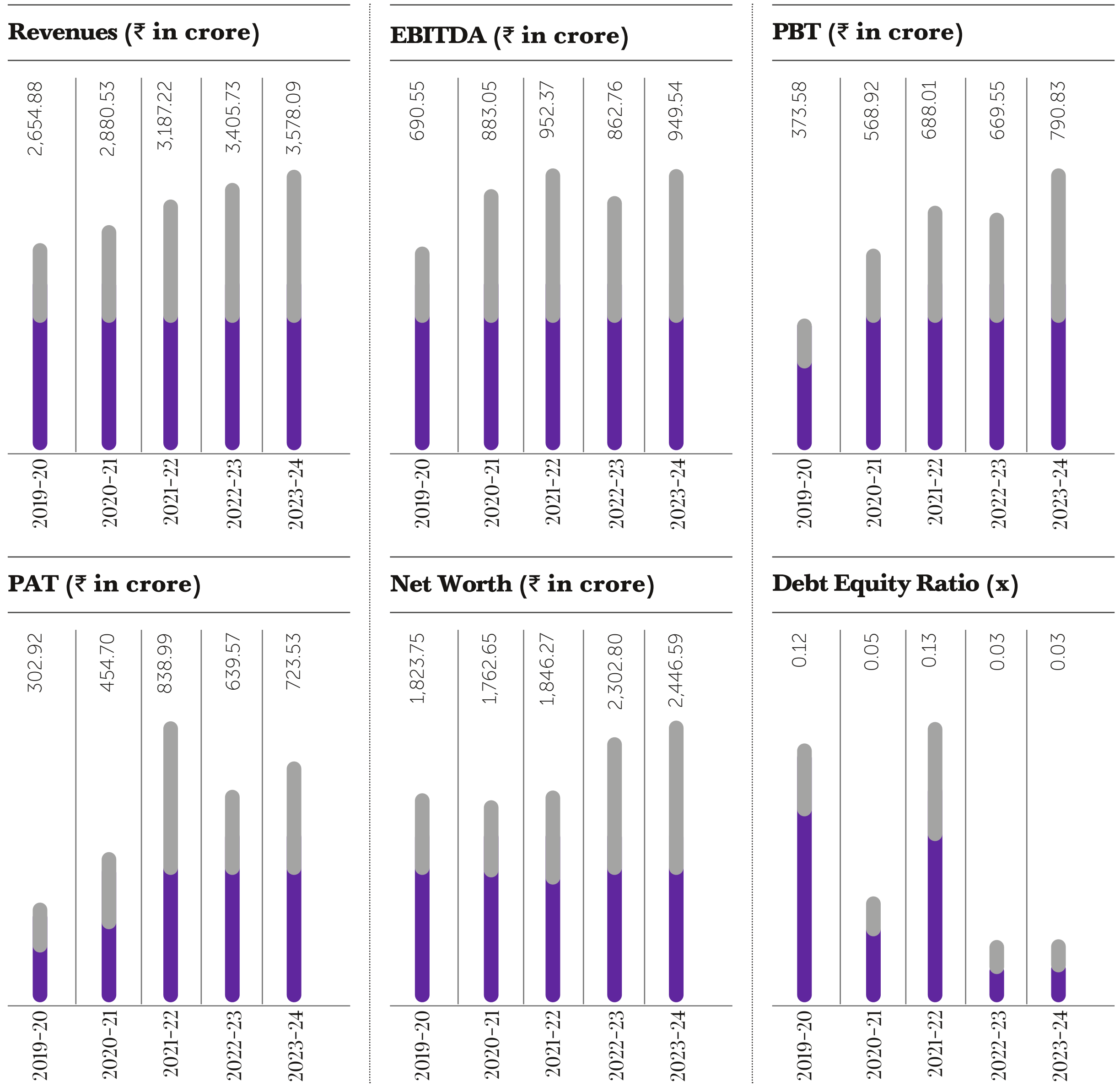
| PARTICULARS** | 2023-24 | 2022-23 | 2021-22 | 2020-21 | 2019-20 | 2018-19 | 2017-18 | 2016-17 | 2015-16 | 2014-15 |
|---|---|---|---|---|---|---|---|---|---|---|
| **A. OPERATING RESULTS** | | | | | | | | | | |
| Revenue From Operations | 3,578.09 | 3,405.73 | 3,187.22 | 2,880.53 | 2,654.88 | 2,694.63 | 2,540.83 | 2,527.74 | 2,397.55 | 2,067.67 |
| EBITDA | 949.54 | 862.76 | 952.37 | 883.05 | 690.55 | 727.22 | 719.44 | 759.13 | 687.27 | 543.12 |
| PBT (after exceptional items & losses of associate) | 790.83 | 669.55 | 688.01 | 568.92 | 373.58 | 403.41 | 392.56 | 423.62 | 422.77 | 588.99 |
| PAT (attributable to owners) | 723.53 | 639.57 | 838.99 | 454.70 | 302.92 | 303.23 | 307.14 | 340.42 | 363.53 | 482.15 |
| Adjusted PAT | 810.82 | 789.46 | 854.41 | 722.55 | 572.50 | 561.53 | 550.72 | 602.12 | 576.19 | 488.10 |
| **B. FINANCIAL POSITION** | | | | | | | | | | |
| Fixed Assets (Net Block) | 1,121.18 | 1,251.68 | 1,347.00 | 1,138.27 | 1,467.22 | 1,712.32 | 1,828.45 | 2,011.22 | 2,037.05 | 477.59 |
| Liquid investments | 161.04 | 113.37 | 39.52 | 88.91 | 68.33 | 7.86 | 128.06 | 33.32 | 11.93 | 496.57 |
| Other assets | 1,997.48 | 1,744.81 | 1,670.96 | 1,292.52 | 1,142.93 | 1,102.19 | 844.23 | 558.62 | 643.24 | 734.55 |
| Total assets | 3,279.70 | 3,109.85 | 3,057.48 | 2,519.69 | 2,678.48 | 2,822.37 | 2,800.74 | 2,603.16 | 2,692.22 | 1,708.71 |
| Equity Share Capital | 43.65 | 44.12 | 44.12 | 44.45 | 45.32 | 45.39 | 22.70 | 22.70 | 22.70 | 22.70 |
| Reserves & Surplus | 2,402.94 | 2,258.68 | 2,032.48 | 1,718.20 | 1,778.43 | 2,030.67 | 1,990.91 | 1,732.00 | 1,588.91 | 1,289.34 |
| Net Worth | 2,446.59 | 2,302.80 | 2,076.60 | 1,762.65 | 1,823.75 | 2,076.06 | 2,013.61 | 1,754.70 | 1,611.61 | 1,312.04 |
| Minority Interest | 11.12 | 9.96 | (2.30) | (0.89) | (0.86) | (0.20) | 0.57 | 1.41 | 4.10 | 4.56 |
| Loan funds | 65.69 | 73.61 | 263.71 | 91.91 | 210.23 | 109.87 | 325.91 | 472.95 | 671.44 | 35.88 |
| Deferred Tax Liabilities / (Assets) (Net) | (427.04) | (350.24) | (276.27) | 4.16 | 3.46 | 16.04 | 14.67 | 28.16 | 9.04 | 22.12 |
| Capital employed | 2,096.36 | 2,036.13 | 2,061.74 | 1,857.84 | 2,036.58 | 2,201.77 | 2,354.77 | 2,257.22 | 2,296.18 | 1,374.60 |
| Net worth^ | 2,446.59 | 2,302.80 | 1,846.27 | 1,762.65 | 1,823.75 | 2,076.06 | 2,013.61 | 1,754.70 | 1,611.61 | 1,312.04 |
| **C KEY RATIOS** | | | | | | | | | | |
| ROE (%) (on Adjusted PAT) | 33.14 | 34.28 | 46.28 | 40.99 | 31.39 | 27.05 | 27.35 | 34.31 | 35.75 | 37.20 |
| ROCE (%) (on Adjusted PAT) | 32.13 | 33.08 | 40.54 | 38.89 | 28.11 | 25.50 | 23.39 | 26.68 | 25.09 | 35.51 |
| Debt-Equity Ratio (times) | 0.03 | 0.03 | 0.13 | 0.05 | 0.12 | 0.05 | 0.16 | 0.27 | 0.42 | 0.03 |
| EBITDA margin (%) | 26.54 | 25.33 | 29.88 | 30.66 | 26.01 | 26.94 | 28.32 | 30.03 | 28.67 | 26.27 |
| Adjusted PAT margin (%) | 22.66 | 23.18 | 26.81 | 25.08 | 21.56 | 20.84 | 21.67 | 23.82 | 24.03 | 23.61 |
| Interest Cover (times) | 80.26 | 91.59 | 137.72 | 43.87 | 18.78 | 19.85 | 12.44 | 8.30 | 8.82 | 115.57 |
| **D. EQUITY SHARE DATA*** | | | | | | | | | | |
| Earnings Per Share (₹) | 16.58 | 14.49 | 18.88 | 10.23 | 6.68 | 6.68 | 6.77 | 7.50 | 8.01 | 10.62 |
| Adjusted PAT per Share (₹) # | 18.58 | 17.90 | 19.23 | 16.26 | 12.63 | 12.37 | 12.13 | 13.26 | 12.69 | 10.75 |
| Dividend per Share (₹) | 8.00 | 8.00 | 8.00 | 8.00 | 4.82 | 4.19 | 4.21 | 4.21 | 4.21 | 4.15 |
| Book Value per Share (₹) | 56.05 | 52.20 | 46.74 | 39.65 | 40.24 | 45.74 | 44.36 | 38.66 | 35.50 | 28.90 |

** Previous year EPS, DPS and Book value has been adjusted as per the present face value of ₹1 per share.*

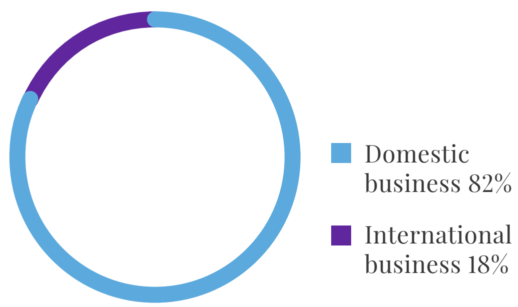
***All figures have been restated as per Ind AS*

*# Adjusted PAT= Reported PAT + Amortisation of all Intangible Assets + Exceptional items - MAT credit entitlement of the earlier years*

*^MAT credit of the earlier years amounting to ₹230.33 cr was not considered in FY2021-22 in computation of the Net Worth/ Capital Employed*

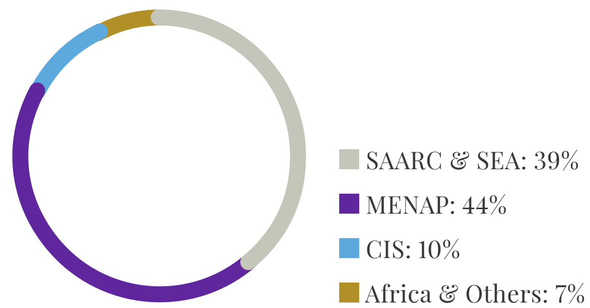



## Revenue by geography




## International business

Cluster-wise revenue contribution FY24 (%)



MANAGING DIRECTOR'S REVIEW

# At Emami, the one word consistent in our five-decade journey has been 'growth'.

**Growth** across every idea and initiative represents our platform for stakeholder value creation. We also recognise that the good of today at our Company becomes the obsolete of tomorrow.

**The** result is that the Company – across locations, brands, roles, and functions – seeks ongoing renewal and rejuvenation. We are committed to achieve annual mid-double digit percentage growth, regardless of challenging market conditions like those in FY2023-24. Our goal is to grow ahead of the market curve over the medium term.

**During** the year under review, a general slowdown in the FMCG sector resulted in our Company growing revenues at 5%. While this may be disappointing at first glance, there were several embedded positives: the Company's EBITDA margin increased over the pre-COVID levels to 26.5%, the percentage of revenues from organised channels rose to the highest in our existence.

**The** Company's focus will be to grow revenues with robust margins, which would be a definitive step and send out a strong message to all our stakeholders. This will ensure that the appeal of the brands we have patiently built across the decades will be protected or enhanced; this will ensure that we run the business in the interests of all stakeholders; this will ensure that we generate adequate cash flows to reinvest in our business, strengthening our sustainability.

## Growing across various fronts

**During** the last few months, the one question that we have been repeatedly asked is whether we see ourselves making significant changes in the way we work.

**Emami** will remain agile and a strategically driven entrepreneurial company where the size of addressable markets will be complemented by their under-penetration. This will ensure that we not only focus on capturing market share but on growing those markets first and then accounting for a sizable share of the incremental growth. We believe that this first-mover role – something that we have consistently demonstrated across the last 50 years – is the surest way to capture and enhance recall in a brand-cluttered world. The one instance that comes readily to mind is that even though there was nothing new about the broad oil category in which Navratna Oil was marketed, Emami did something different: it enhanced the product's therapeutic positioning and, in doing so, created a niche within the category (as we did successfully with BoroPlus and Fair and Handsome also).

**The** other increasingly critical driver of success in today's India is distribution. There are good reasons why: an increase in incomes pan-India and an estimated 400 mn moving out of poverty in the last decade has increased consumers, extending from the urban to the semi-urban to the rural and remotely rural. Suddenly, it is becoming increasingly critical to reach this emerged and emerging consumption audience: products to be placed within reach in the most suitable SKU and around the right price point. The vast size of India would have made it easier for the Company to associate with distribution agencies to reach these consumers; on the contrary, the Company also selected to engage directly, creating a long-term distribution pipeline.

**We** also focused on distribution through new age channels by accelerating Modern Trade growth with a thrust on B2C, & joint business plans with retail chains and using the latest tools to drive high fill rates within stores on the store shelves by tracking instore visibility, on-shelf inventory and store level line extensions across all Modern Trade formats and outlets. For e-commerce, we made our products available at all major online marketplaces, grocery, beauty & pharmaceutical platforms; we focused on D2C by launching brand specific portals, and launched Digital First Products under major brands. The result is evident in the fact that Emami's domestic revenue contribution from modern trade and e-commerce increased from 5% to 22% in five years.

Emami's domestic revenue contribution from modern trade and e-commerce increased from 5% to 22% in five years

## Our inorganic growth strategy

**To** grow from one level to another with speed, there is a growing premium on acquisition. What we cannot make or build, we would be better placed to acquire or invest. This approach is time-efficient when one considers the time and other resources saved through acquisition and the immediacy with which competence has been acquired.

**When** Emami acquired Zandu more than a decade-and-a-half ago, in possibly the highest acquisition deal in the country's personal care space, there was a question of whether we had paid too much. At Emami, we didn't just take a call on what we had acquired; we also took a call on what we could do with the acquisition. Following the 'Emami touch', Zandu was turned around, contributes significantly to our topline and bottom line, and has since graduated from an almost standalone brand into a multi-variant platform.

**We** are pleased to communicate that we have extended this success to other acquired brands as well: Kesh King in 2015, Creme 21 in 2019 and Dermicool in 2022. The result is that around 45% of our topline today is generated from acquired brands, strengthening the perspective among consumers that 'Emami has everything we need.'

**Harsha V. Agarwal**
*Vice Chairman and Managing Director*

## Our D2C approach

As an extension of this acquire-and-grow approach, Emami was among the first in India to invest in direct-to-consumer brands. The Company acquired small stakes in sunrise categories, progressively increased its share, and reserved the right to acquire the full stake in those companies. The Company invested in five new age categories (premium male grooming, premium & natural salon products, ayurvedic pet care, nutrition, and fruit juices with aloe vera pulp) in line with lifestyle trends; two of these D2C acquisitions have become subsidiaries and contributed more than 5% to our FY2023-24 revenues. The Company plans to continue to invest more than ₹200 crore in these inorganic opportunities, seeding the Company with new product categories that could become larger over time.

It would appear that Emami is bringing significant value to these relatively small companies by way of long-term partnerships and growth capital. These nimble companies are also bringing value to Emami through a differentiated way of doing business: these start-up companies generally launch dozens of products annually around smaller scale and surpass the outperformers. This approach has had a positive rub-off on the way Emami now appraises the business landscape: the Company realised the increasing potential of D2C and e-commerce space on account of changing consumer preferences. It tactically shifted gears, consolidating its presence in new age spaces.

## Blended approach

The emerging Emami is neither premium nor is it price-sensitive. The evolved Emami is both. This may come as a surprise to those who have seen Emami work in niche areas and command a premium in realisations. That worked well in India where the addressable market was relatively small; today, a new consumer class has emerged, needing to be serviced with low-priced packs, encouraged to make the use of Emami brands an extension of their daily lives and gradually move them to the premium. The combination of this entry-level approach and a premium positioning represents the Emami of the future.

## Enhancing relevance

Emami is graduating from a seasonal and rural-focused company to a perennial and universal organisation. This is evident in the fact that Pain Management, Fair and Handsome, Kesh King, and strategic investments generate non-seasonal revenues; the proportion of revenues derived from non-seasonal brands is a high 56% today from 51% in FY2019-20. Besides, the proportion of revenues coming out of non-rural geographies has increased.

The Company's effective positioning is consumer-centric (as opposed to product-centric), addressing challenges faced by consumers. The Company launched Navratna not in the hair oil category, but for therapeutic application; 7 Oils in One was not based on one or two ingredients but a nourishing combination of seven oils.

The Company remains cash-rich and zero-debt, enhancing its capacity to invest in acquisitions and entry into new categories with moderated risk.

Around **45%** of our topline today is generated from acquired brands

The proportion of revenues derived from non-seasonal brands is a high **56%** today from 51% in FY2019-20

## Future-facing

The combination of these realities is the platform that will graduate Emami into the future. There will be occasions when the markets are challenged; during those periods, Emami will continue to do what it has always done: deliver superior margins, enhance capital efficiency, strengthen cash on its books, and remain opportunity-prepared.

Our optimism is derived from the fact that when a sizable proportion of the world's largest population cluster moves into a higher income bracket – as has happened across the last decade – the consumer preferences of the past will evolve as well – in terms of categories, brands, and price points.

This single reality provides us the optimism that we stand at the cusp of the most exciting phase in our existence. We do not just expect to grow; we expect to grow faster, with the result that what we achieved in our first 50 years is likely to be replicated in a fraction of the time.

**Harsha V. Agarwal,**
*Vice Chairman and Managing Director*

# Founders with second generation leaders

Sitting (left to right): Harsha V. Agarwal, RS Goenka, Priti A. Sureka, RS Agarwal and Mohan Goenka

Standing (left to right) : Aditya V. Agarwal, Manish Goenka and Prashant Goenka

Cover Story

## At Emami, after 50 years what has not transformed is that dream with which the Company went into business.

# Making lives happier.

If there is a central idea of Emami at 50, it is just one word. 'INNOVISION'.

Emami was set up in the early Seventies around a dream, a vision: To provide innovative products at par or better than the prevailing Indian standard at a significantly lower price.

If this was a differentiated ideal to live for, it came with differentiated sub-priorities as well.

At that time, numerous small enterprises were emerging in the country. Emami not only survived but thrived sustainably because its top priority was to create a differentiated company driven by a compelling need to stand out.

Emami's product didn't just need to look or smell different; it needed to be different as well. From this realisation came the need to research products. At a time when there was no

surplus available for research, the Company did the next best thing: it kept a tab on which competitor was offering what product around what price-value proposition.

As an extension of this curiosity was a need to smell those products, feel them in one's hands, show them to colleagues, and arrive at a probable formulation mix. The objectives were two: match those competing products and better them.

This was easier said than done. To reverse engineer and then better warrant an understanding of what went into those products, in what proportion, and under what conditions. The result is that Emami did not just package and market enthusiastically; it was perpetually engaged in experimenting with formulations – often by hand – that worked and did not quite work. What worked was built upon; what did not work was shelved.

The result was that Emami picked up granular detail – literally and metaphorically – of combinations and permutations and how to price, in competitive markets.

The Company was fortunate; in its micro-market, its initial offerings were compared with those by multi-nationals, priced by the secondary trade at a premium and provided with a platform to outperform. It wasn't just what went inside the bottle or container that distinguished Emami from competition. Two realities played a role here. The container or bottle itself that Emami selected was considered different, creating an expectation that what was inside would be different and superior as well, which Emami did not fail to deliver. Besides, the Italian gold foil marble paper used for packaging, sent out a message that ***'Product to videshi lag raha hain.'***

Our first decisive action was radical by the standard of those times and definitely, when considering the nascence of the Company. Within 4 years of being commissioned, the Company acquired a sick unit called Himani. Most observers advised caution; most said that we would do better if we concentrated on growing our core business. However, the management took a differentiated perspective: it recognised that the principal asset of its business – and its acquired business – was the brand as a product. That recall of 'Trust' was more precious than



the physical assets; it is with that conviction that we decided to revive Himani as a brand, carve out a public recall, and build a long-term 'property' that eventually launched two successful brands from that unit that continue to be revenue earners even today (BoroPlus and Navratna).

The restrictions within which the Company worked in those early years turned out to be its biggest advantages. There was little surplus available with the Company; there was just enough to plough back into buying incremental raw materials and generating a moderately larger output. If we raised the game and attempted to compete with the big brands, we would have been 'locked out' of the distribution trade; if we priced lower than the market average there was a danger that our products would have ceased to be considered premium enough.

The Emami of 50 years ago explored the middle ground – not large enough to become so visible to attract the attention of larger players and not so inconspicuous that we ceased to matter. The result is that we ended up creating a small segment (in management jargon referred to as 'niche' a few decades later) and occupying it. This segment would be marked by an indigenous personality, use of natural ingredients, and playing a card – Ayurveda - that was scarcely being attempted by any prominent player in the country at that time.

Was Ayurveda a masterstroke? Was Ayurveda something we knew would be a winner from the word go?

The answer is no.

What Ayurveda did was distinguish the Company from the multi-national competition; it provided the Company with a legitimacy of existence when every wannabe brand was positioning itself as 'phoren.' To start with, Ayurveda sounded fuddy-duddy and old-fashioned; it was, according to consumers, taking the brand back into the ages when every brand was seeking to be future-facing.

But Emami was at the right place at the right time.

Two things began to happen almost by design. The over-syntheticisation of society resulted in consumer pushback. The same modern consumer who had pursued contemporary products began to entertain the idea of using the natural – if sparingly, if hesitatingly, if conditionally.

The flywheel had been put into motion. Emami, by the virtue of being possibly one of the the first organised brands to promote Ayurveda pan-India, communicated something that began to emerge as a perception game-changer. Emami used three dramatic words: 'No side-effects.'

The tentative consumer began to entertain the idea: 'At worst, it won't do me any good; at best, it could be beneficial.' That is precisely the opportunity window that Emami needed. Our trade partners continued to rearticulate our pitch: *'Achcha nahin lagay to waapas le aaiyyega!'* That started the habit-forming journey.

There is something else that happened following liberalisation. The quality of Indian products improved following increased capital spending; the Indian consumer began to get quality-demanding; there was a wider respect for Indian concepts, legacy, and products. Suddenly, there was a traction for Ayurveda. Suddenly, there was a wider traction for Emami products.

There were several developments in the Emami story thereafter. The Company pioneered the use of Hindi and regional film icons in product promotion. The Company entered spaces nobody quite thought would ever exist (male grooming through Fair and Handsome).

The Company acquired a string of brands (Zandu, Kesh King, Creme 21 and Dermicool) with high ticket spending.

The Company engaged marketing thought leaders - Alyque Padamsee, AG Krishnamurthy, Bugs Bhargava, V. Kasturirangan, Hrishikesh Bhattacharyya, Utpal Sengupta, Jitu Mehta, Sanjay Khosla and Shekhar Mitra – to deepen its effectiveness.

The Company extended the Indian brand into international territories in the mid-90s; today it is present in over 70 countries.

The Company became one of the first few FMCG companies to make strategic investments in promising start-ups.

A number of things have transformed at Emami. The big has got bigger. The Company that started in one room fifty years ago now markets products in over 70 locations across the globe; the Company that struggled to break even when it started out reported a profit of ₹724 crore in FY2023-24.

As Emami celebrates its 50-year milestone, the future looks exciting. The Company's strategic focus on core brands, improving rural demand, and increasing per capita income will drive robust growth. Emami's emphasis on Ayurveda and natural products, combined with a move towards premiumisation, distribution initiatives, and modern channels, including D2C focus, will strengthen its market presence.

Acquisitions like Dermicool, strategic investment in startups, new inorganic opportunities, and continued outperformance in the international business are set to propel Emami forward.

At Emami, even after 50 years, what has not transformed is the pursuit of innovision with which the Company went into business.

***Making lives happier.***

As Emami celebrates its 50-year milestone, the future looks incredibly exciting. The Company's strategic focus on core brands, improving rural demand, and increasing per capita income will drive robust growth. Emami's emphasis on Ayurveda and natural products, combined with a move towards premiumisation, distribution initiatives, and modern channels, including D2C focus, will further strengthen its market presence.

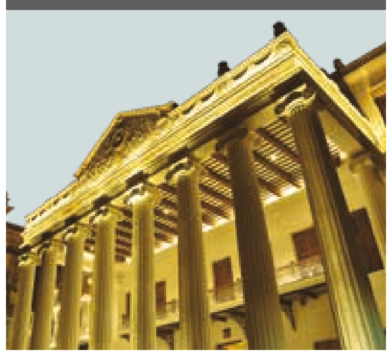
# DID YOU KNOW ?

**Emami** entered business through a 200-square-foot rented space on Muktaram Babu Street in North Kolkata; the Company is now present in more than 70 countries.


**Emami's** initial product range comprised talcum powder and vanishing cream, infused with French perfume and Italian marble paper labels with gold foil printing, novel in the 80s. Within just two years, the products emerged category leaders, overtaking MNC brands.

**Emami** was the first company to enlist Bollywood A-listers Amitabh Bachchan and Shah Rukh Khan as simultaneous endorsers for its Navratna brand.

**Emami** acquired the heritage building from where it commenced business in Kolkata; this restoration has been recognised as a model; it houses the Emami Group's Corporate Social Responsibility centre.



**Emami** pioneered in-film advertising; Rajesh Khanna was featured as Emami's owner in the 1983 film *Agar Tum Na Hote* (Rekha played the role of a model for Emami products in the film). This approach became a trendsetter.


**Emami** introduced low unit price packs across product categories, making products more accessible and affordable. The Company made history when introduced hair oil in a Re. 1 pack (Navratna), validating its commitment to innovative consumer-centric strategies.

BRILLARE® THE MAN COMPANY

**Emami** was among the first Indian companies to invest in direct-to-consumer brands, demonstrating foresight and adaptability in an evolving consumer landscape.

**Emami** pioneered the concept of free trial packs and money-back offers when it launched Sona Chandi Chyavanprash, a health product aimed at consumers.



**Emami** joined forces with Ramanand Sagar to create 'Vikram Aur Betaal' for Doordarshan, a groundbreaking collaboration for the first mythological television series of its kind in India.

**Emami's** founders implemented 'Town Hall' meetings with factory employees as early as the 1970s, well before this became common.

**Emami's** BoroPlus antiseptic cream in an attractive white and mauve packaging with a flat cap transformed packaging standards in that category

Management Discussion & Analysis and Integrated Report

# Emami's integrated value-creation report

***Emami's multi-decade growth has been derived through the interplay of various competencies***

## Our Capitals

An organisation grows sustainably through a combination of resources (Capitals). At Emami, growth has been catalysed by these inter-related Capitals. Through strategic investments, we have translated these inputs into positive tangible outcomes.

Capitals and Emami

| | Financial Capital | Manufactured Capital | Intellectual Capital | Human Capital | Natural Capital | Brand Capital | Social and Relationship Capital |
|---|---|---|---|---|---|---|---|
| What it is | • Financial resources that the Company already possesses or mobilises | • Tangible and intangible infrastructure used by the Company to enhance value through its business | • Intangible, knowledge-based assets | • Employee knowledge, skills, experience and motivation | • Natural resources impacted by the Company's activities | • Enhanced trust in efficacy, consistency, availability and affordability | • Ability to share, relate and collaborate with stakeholders, promoting community development and wellbeing |
| Management approach | • Enhance value for shareholders through sustainable growth | • Invest in resilient assets to strengthen customer service | • Deepen the role of innovation in our existence | • Committed and qualified workforce translates into an inclusive and balanced workplace | • Ensure the sustainable use of natural resources; contribute to counter-climate change | • Creating brands from scratch and growing them<br>• Unique and superior value proposition<br>• Anytime product accessibility and availability | • Promote trust with stakeholders, community life quality in the areas of our presence<br>• Protect the wellbeing and dignity of workers<br>• Sustained zero incidents commitment across factories and workplaces |
| Significant outcomes | • Diversified growth across segments and products<br>• Robust financial structure; no debt<br>• Culture of operational excellence<br>• Sustainable outcomes and dividends payout | • Large range of branded products, supported by different grades<br>• Leading market shares<br>• High unaided consumer recall as a pioneering category creator | • Digitalisation investment for enhanced efficiency<br>• Investment in disruptive technologies and business models<br>• Collaboration with partners leading to innovative solutions | • Employee well-being<br>• Talent management<br>• Diversity, equal opportunity<br>• Learning & development<br>• Enhanced productivity | • Climate change<br>• Preservation of biodiversity<br>• Moderated environment footprint<br>• Operational excellence; enhanced energy efficiency | • Brand and brand extensions<br>• Superior recall<br>• Trust-based engagement | • Stable multi-year engagement<br>• Community support programmes<br>• Human rights<br>• Brand management<br>• Transparency and governance<br>• Corporate reputation |

Stakeholder engagement

# Building relationships: Stakeholder engagement in FY2023-24

Emami's inclusive, collaborative, and responsive approach has helped strengthen stakeholder relationships. Active stakeholder engagement has empowered the Company to derive insights into requirements. A structured engagement framework ensures that communication is timely, information transfer is precise, and interactions with stakeholders consistent.

| Stakeholder group | Channels of communication | Frequency of engagement | Purpose and scope of engagement including key topics and concerns raised during such engagements |
|---|---|---|---|
| Customers | ▪ Consistent brand advertising<br>▪ Engagement events<br>▪ Exhibitions / Fair / Salon channels | Regularly | ▪ Quality and affordability of products<br>▪ Quick and effective complaint resolution<br>▪ Product features & efficacy |
| Government and competent authorities | ▪ Inspections and audits on a requirement basis<br>▪ Compliance reports | On a need-basis | ▪ Meeting legal and regulatory requirements<br>▪ Social and environmental responsibility<br>▪ Contribution to taxes & levy charges |
| Employees and workers | ▪ Performance review & feedback<br>▪ Onboarding induction and internal training<br>▪ Outbound exercises<br>▪ Employee wellness programmes<br>▪ Employee grievance monitoring and redressals<br>▪ Safety meetings<br>▪ Interactions for celebrating days of individual, organisational, and national significance | Regular and on a need-basis | ▪ Respecting human rights<br>▪ Workplace health and safety<br>▪ Career advancement and opportunities<br>▪ Training and development<br>▪ Rewards and recognition |
| Suppliers | ▪ Individual meetings with suppliers and vendors<br>▪ Vendor assessments and reviews<br>▪ Supplier meets<br>▪ Interactions regarding the quality of raw materials and ethical compliance<br>▪ E-mail Communication | Periodically and on a need-basis | ▪ Timely payment<br>▪ Consistency in orders<br>▪ Safety management<br>▪ Ethics and transparency |
| Investors and shareholders | ▪ Investor and analyst presentations and conference calls<br>▪ Media releases<br>▪ Quarterly presentations and published results<br>▪ Annual General Meetings<br>▪ Investor section of the Corporate Website<br>▪ Designated Email ID and system for registering and redressal of investor complaints<br>▪ Roadshows | Quarterly and on a need-basis | ▪ Growth in revenue, EBITDA, and returns on investment<br>▪ Gearing, solvency, and liquidity position<br>▪ Security over assets, ethical stewardship of investments, and good corporate governance<br>▪ Transparent disclosures<br>▪ Improvements in ESG disclosure |
| Local communities | ▪ Community needs assessment<br>▪ Frequent community visits<br>▪ CSR centres | On a need-basis | ▪ Healthcare access<br>▪ Hygiene & sanitation facilities<br>▪ Quality education opportunities<br>▪ Student counseling and teacher training<br>▪ Livelihood development<br>▪ Improving rural infrastructure |
| Media | ▪ Press releases, media events and announcements | Regularly | ▪ To maintain transparency in communication |

Risk management

# How we manage risks at Emami

## Overview

In a world of varied uncertainties, risk management assumes increasing significance. Business sustainability at Emami pivots around the identification of potential downsides as well as upsides, coupled with proactive mitigation or addressal.

Emami's risk management is guided by principles consistently applied across categories. The Risk Management Committee ensures that the executive management team is empowered with a risk management framework comprising policies, procedures, and assessment methodologies.

Emami recognises that profit is the reward for successful risk management. The Company leverages Enterprise Risk Management as a part of its strategic decision-making. Through a systematic approach, Emami identifies and manages current and emerging risks. The Risk Management Framework provides a detailed view of risks, which enables executives to take optimal decisions.

Risk Management is an integral part of our management practice. Since there is a strong correlation between risk and opportunity in all business activities, Emami identifies, measures, and manages risks to capitalise on opportunities to achieve strategic objectives.



## Emami's approach to risk management

Emami's business entails risks, which are identified, assessed, and managed to ensure they do not affect growth. The responsibility for risk management is decentralised, with employees encouraged to identify and address risks that impact the Company.

### Identify the risk

Risk owners in each department identify potential risks that could affect Emami's objectives.

### Analyse the risk

Once the risks are identified, the risk owner assesses their nature, likelihood, and potential impact on business goals and objectives.

### Evaluate the risk

The risk owner evaluates risks by determining its magnitude, a combination of likelihood and consequence; it also decides whether the risk is acceptable and whether it is serious enough to warrant treatment.

### Mitigate the risk

This step involves designing and implementing activities to reduce risks to an acceptable level. Risk owners assess the effectiveness of existing processes and make improvements to mitigate risks.

### Monitor and review the risk

Risks, mitigation strategies and their impacts are reviewed and monitored through an analysis of key KPIs.

### Report the risk

Composite reports of all key risk areas are quarterly reviewed by the Risk Management Committee, Audit Committee, and the Board of Directors of the Company.

## Key risks and mitigation measures

### Macro-economy risk

A slowdown in economic activity may impact FMCG industry growth

#### Mitigation measures

The Company employs a structured strategy to mitigate macro-economic risks. By offering a diverse range of products across various price points and consumer segments, it reduces dependence on any single product. The Company stays attuned to consumer preferences through market research, adapting its product offerings to match demand shifts.

Its flexible supply chain mitigates risks related to raw material sourcing, production, and distribution. The Company maintains strong supplier relationships and explores alternative sourcing options to minimise disruptions. By communicating with distributors and utilizing data, the Company anticipates demand changes and swiftly responds to market shifts.

Investing in research and development allows the Company to stay ahead of market trends and consumer preferences. It innovates new products and improves existing ones to maintain a competitive edge, even in challenging economic times.

The Company manages costs and optimises efficiencies by evaluating processes, reducing waste, and streamlining operations to improve profitability and withstand economic fluctuations.

Maintaining adequate financial reserves enables the Company to weather economic downturns or unexpected disruptions. A strong cash position acts as a cushion during challenging times, supporting continued operations.

Staying updated on macro-economic trends, policy changes, and industry developments, the Company engages actively with industry associations to gain valuable insights and collaborate on addressing common challenges.

### Product Liability risk

Exposure to legal claims and financial losses arising from injuries or damages caused by Emami's products could lead to litigation, settlements, or regulatory penalties.

**Mitigation measures**

The Company has implemented strict quality control processes, ensuring compliance with relevant laws, regulations, and ISO standards. It performs regular risk assessments, maintains sufficient insurance coverage, fosters strong relationships with suppliers, and invests in employee training.

### Raw & Packaging Material Risks

A significant increase in costs or a shortage of raw materials could impact margins

**Mitigation measures**

To mitigate the risk of raw material shortages or significant cost increases, the Company closely monitors the market and employs effective hedging strategies. It makes strategic purchases to address supply constraints and establishes a diverse vendor base for raw material procurement. Additionally, the Company uses the reverse auction method to control costs and expand the supplier network across different regions, reducing dependence on any single supplier and mitigating supply chain disruption risks.

### Regulatory & compliance risk

Non-compliance with laws and regulations could result in penalties

**Mitigation measures**

Emami upholds a zero-tolerance policy for legal and regulatory non-compliance. To ensure adherence, the Company has implemented a Compliance Management Tool, which enhances awareness across all functions and facilitates effective compliance monitoring.

The Company fosters a culture of strong governance by developing appropriate procedures, systems, and checks. This includes ensuring that each department is responsible for its internal controls. Introducing management tools and compliance systems are crucial to keep all functions and departments informed about regulatory requirements.

### Climate risk

**Unfavorable climate conditions could impact offtake**

**Mitigation measures**

The Company strives to develop a balanced brand portfolio that addresses summer, winter, and year-round needs. Products such as Zandu, Kesh King, Fair and Handsome, and 7 Oils in One are perennial and unaffected by seasonal changes. This strategy is designed to maximise market potential by fulfilling diverse consumer needs. As a result, the revenue contribution from seasonal products in the Domestic Business has decreased from 49% in FY2019-20 to 44% in FY2023-24.

### Foreign currency risk

**Volatile forex movement could reduce profitability**

**Mitigation measures**

To mitigate forex risk, the Company employs timely and effective hedging strategies to protect its receivables from potential currency fluctuation losses. Additionally, it considers other risk management techniques such as market diversification, pricing strategies, and inventory management to minimise the impact of exchange rate volatility on its operations. By adopting these measures, the Company effectively manages its forex risk and ensures stability in its financial performance.



### Acquisition risk

Failure to deliver value from acquisitions could impact long-term growth.

**Mitigation measures**

To ensure successful acquisition, the Company conducts comprehensive due diligence on the target company, evaluating its financial performance, legal compliance, operational efficiency, and cultural compatibility with Emami. Following the acquisition, the Company concentrates on integrating the acquired entity by aligning its vision, values, processes, and systems with its own. The Company leverages the synergies and benefits of the acquisition to consolidate its leadership within the category.

### Human capital risk

Inability to attract and retain talent could impact growth.

**Mitigation measures**

Emami believes in co-investing with employees to develop their talents and engage them in fulfilling careers. The Company offers a robust talent value proposition that supports transformational goals and catalyses sustainable growth.

### Technology risk

Outdated technology could impact productivity

**Mitigation measures**

Our strategic goal is to prudently invest in automation and contemporary technologies to enhance efficiency and productivity. The Company aims to establish a comprehensive Information Security Management System to protect data and assets from cyber threats, while ensuring compliance with relevant standards and regulations. Additionally, the sales and marketing functions leverage AI and ML to predict consumer demand and trade patterns. Geo-coding of outlets is performed for beat optimisation; a cross-sell and upsell tool is utilised by the retail sales force.

## Internal control systems and their advocacy

The Company has in place a robust system of controls commensurate with its size, requirements and nature of operations. These systems are designed keeping in view the nature of activities carried out in each location and business operations. The Company's in-house audit department conducts audits across manufacturing locations, offices and sales depots to assess the existence, adequacy and operation of financial and operating controls set up by the Company and ensure compliance with the Companies Act, 2013, SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and corporate policies. The Company's internal audit department and risk management system have been accredited with ISO 9001:2015 and ISO 31000:2009 certifications, respectively.

A summary of all significant findings by the audit department along with the follow-up actions undertaken thereafter is placed before the Audit Committee for review. The Audit Committee reviews the comprehensiveness and effectiveness of the report and provides valuable suggestions and keeps the Board of Directors informed about major observations.

# Economy and industry overview

## Global economy

**Overview:** Global economic growth weakened from 3.5% in 2022 to around 3.1% in 2023 and this may have been worse but for global growth from Asia, which was marked by a weaker-than-expected recovery in China and a better-than-expected growth in India.

The global economy was marked by a sustained weakness in USA, Britain and Japan, these countries entering a recession and most economies of Europe grappling with high energy costs, and weak global consumer sentiment on account of the Ukraine-Russia war, and the Red Sea crisis resulting in higher logistics costs. A tightening monetary policy translated into increased policy rates and interest rates for new loans.

Growth in advanced economies was expected to slow from 2.6% in 2022 to 1.5% in 2023 and 1.4% in 2024 as policy tightening deepens. Emerging market and developing economies, mainstay of the global economy, are projected to report a modest growth decline from 4.1% in 2022 to 4.0% in 2023 and 2024. Global inflation is expected to decline steadily from 8.7% in 2022 to 6.9% in 2023 and 5.8% in 2024, due to a tighter monetary policy aided by relatively lower international commodity prices. Core inflation decline is expected to be gradual; inflation is not expected to return to target until 2025 in most cases. The US Federal Reserve approved a much-anticipated interest rate hike that took the benchmark borrowing costs to their highest in more than 22 years.

Global trade in goods was expected to have declined nearly USD 2 trillion in 2023; trade in services was expected to have expanded USD 500 bn. The cost of Brent crude oil averaged USD 83 per barrel in 2023, down from USD 101per barrel in 2022, with crude oil from Russia finding destinations outside the European Union and global crude oil demand falling short of expectations.

| Regional growth (%) | 2023 | 2022 |
|---|---|---|
| World output | 3.1 | 3.5 |
| Advanced economies | 1.69 | 2.5 |
| Emerging and developing economies | 4.1 | 3.8 |

*(Source: UNCTAD, IMF)*

## Performance of major economies, 2023

- **United States:** Reported GDP growth of 2.5% in 2023 compared to 1.9% in 2022
- **China:** GDP growth was 5.2% in 2023 compared to 3% in 2022
- **United Kingdom:** GDP grew by 0.4% in 2023 compared to 4.3% in 2022
- **Japan:** GDP grew 1.9% in 2023 unchanged from a preliminary 1.9% in 2022
- **Germany:** GDP contracted by 0.3% in 2023 compared to 1.8% in 2022

*(Source: PWC report, EY report, IMF data, OECD data, Livemint)*

**Outlook:** Asia is expected to continue to account for the bulk of global growth in FY2024-25. Inflation is expected to ease gradually as cost pressures moderate; headline inflation in G20 countries is expected to decline. The global economy has demonstrated resilience amid high inflation and monetary tightening, growth around previous levels for the next two years (Source: World Bank).

# Executive Leadership

**Standing (left to right):** Harsha V. Agarwal, Priti A. Sureka, Mohan Goenka, Sushil K. Goenka and Prashant Goenka

## Indian economy

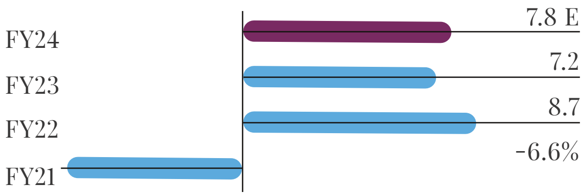
**Overview:** The Indian economy was estimated to grow 7.8% in the FY2023-24 fiscal (the country adding more than 8% in some quarters) against 7.2% in FY2022-23 mainly on account of the improved performance in the mining and quarrying, manufacturing and certain segments of the services sector. India retained its position as the fifth largest economy. The Indian rupee displayed relative resilience compared to the previous year; the rupee opened at ₹82.66 against the US dollar on the first trading day of 2023 and on 27 December was ₹83.35 versus the greenback, a depreciation of 0.8%.

In the 11 months of FY2023-24, the CPI inflation averaged 5.4% with rural inflation exceeding urban inflation. Lower production and erratic weather led to a spike in food inflation. In contrast, core inflation averaged at 4.5%, a sharp decline from 6.2% in FY2022-23. The softening of global commodity prices led to a moderation in core inflation.

The nation's foreign exchange reserves touched a milestone of USD 645.6 bn. The credit quality of Indian companies remained strong between October 2023 and March 2024 following deleveraged Balance Sheets, sustained domestic demand and government-led capital expenditure. Rating upgrades continued to surpass rating downgrades in H2 FY2023-24. UPI transactions in India posted a record 56% rise in volume and 43% rise in value in FY2023-24.

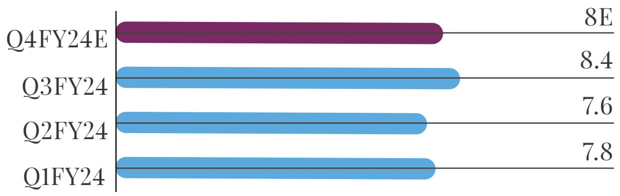
### Growth of the Indian economy

Real GDP growth (%)




### Growth of the Indian economy quarter by quarter, FY2023-24

Growth of the Indian economy quarter by quarter, FY2023-24




E: Estimated

(Source: Budget FY2023-24; Economy Projections, RBI projections, Deccan Herald)

India's monsoon for 2023 hit a five-year low. August was the driest month in a century. From June to September, the country received only 94% of its long-term average rainfall. Despite this reality, wheat production was expected to touch a record 114 mn tonnes in the FY2023-24 crop year on account of higher coverage. Rice production was expected to decline to reach 106 mn metric tons (MMT) compared with 132 mn metric tonnes in the previous year. Total kharif pulses production for FY2023-24 was estimated at 71.18 lac metric tonnes, lower than the previous year due to climatic conditions.

As per the first advance estimates of national income released by the National Statistical Office (NSO), the manufacturing sector output was estimated to grow 6.5% in FY2023-24 compared to 1.3% in FY2022-23. The Indian mining sector growth was estimated at 8.1% in FY2023-24 compared to 4.1% in FY2022-23. Financial services, real estate and professional services were estimated to record a growth of 8.9% in FY2023-24 compared to 7.1% in FY2022-23.

Real GDP or GDP at constant prices in FY2023-24 was estimated at ₹171.79 lac crore as against the provisional GDP estimate of FY2022-23 of ₹160.06 lac crore (released on 31st May 2023). Growth in real GDP during FY2023-24 was estimated at 7.3% compared to 7.2% in FY2022-23. Nominal GDP or GDP at current prices in FY2023-24 was estimated at ₹296.58 lac crore against the provisional FY2022-23 GDP estimate of ₹272.41 lac crore. The gross non-performing asset ratio for scheduled commercial banks dropped to 3.2% as of September 2023, following a decline from 3.9% at the end of March 2023. India's per capita disposable income is expected to be ₹2.14 lac in FY2023-24, an 8% increase in FY2023-24. India's gross national disposable income, which includes net primary income and global transfers, is expected to expand 8.9% in FY2023-24 (after 14.5% in FY2022-23). India's gross savings were largely maintained around the earlier level of around 30%.

**Outlook:** India withstood global headwinds in 2023 and is likely to remain the world's fastest-growing major economy on the back of growing demand, moderate inflation, stable interest rates and robust foreign exchange reserves. The Indian economy is anticipated to surpass USD 4 trillion in FY2024-25. The Asian Development Bank (ADB) upgraded India´s gross domestic product (GDP) growth forecast for FY2024-25 (FY25) to 7% from 6.7% earlier, citing better prospects. The triggers for FY2024-25 growth will come from higher capital expenditure on infrastructure development both by central and state governments, rise in private corporate investment, strong service sector performance, and improved consumer confidence.

With inflation moderating to a projected 4.6% in FY2024-25, monetary policy could become less restrictive and catalyse bank credit.

## India's fast-moving consumer goods (FMCG) sector

The FMCG market reached USD 167 bn as of 2023. In 2023, the urban segment contributed 65% whereas rural India contributed more than 35% to the overall annual FMCG sales. The FMCG sector is expected to grow to USD 192 by the end of 2024 and reach USD 220 bn in 2025. India's fast-moving consumer goods sector is expected to grow 4.5-6.5% by value in the year 2024. The rising disposable income, changing lifestyles, rapid growth of e-commerce industry, increased urbanisation and modernisation all are acting as a key player in driving the growth of FMCG sector in India.

High inflation over the last two years affected consumption in the mass segment. FMCG products, with the highest penetration in rural areas, were impacted the most compared to other consumer baskets. The fourth-largest industry in India, fast-moving consumer goods (FMCG), has been growing at a steady pace over the years due to factors like rising disposable income, an increase in the number of young people, and increased consumer brand awareness. With household and personal care accounting for 50% of FMCG sales in India. (Source: IBEF, Economic Times, Unicommerce)

## Outlook

FMCG segment market size growth by 2030 is estimated at USD 21 trillion. It is further estimated to reach USD 937.5 bn by 2032, exhibiting a growth rate of 18.24% CAGR during 2024-2032. The rising levels of disposable income, changing lifestyles, rapid growth of e-commerce industry and increased urbanisation and modernisation and extensive research and development activities by key players represent some of the key players driving the market. With the accelerated growth of internet and smartphone adoption, India is expected to surpass 1 bn internet users by 2030 report reveals that nearly 75% of customers have bought FMCG products online. (Source: Economic Times, IMARC, PwC)

# Financial Capital

In the fast-paced and ever-evolving landscape of the FMCG industry, Financial Capital stands as the bedrock of our success and resilience. A strategic management of financial resources has been instrumental in navigating challenges, seizing opportunities, and driving sustained growth.

Financial Capital generates surpluses for other Capitals to thrive. At Emami, we prioritise the role of this Capital, comprising the judicious management of net worth, receivables and asset monetisation. The Company emphasises the role of financial hygiene, as distinct from revenue growth, focusing on operating efficiency and measured by capital efficiency. At Emami, we evaluate investment opportunities, market dynamics and sector fundamentals. Our business model prioritises profitable growth, with profit growth percentage exceeding revenue growth percentage. The Company focuses on superior EBITDA margins, reaching 26.5% during the reviewed period (25.3% in FY2022-23).

Financial Capital embodies strategic investments, prudent risk management, and an unwavering commitment to value creation that underpin our business operations. Over the past year, we leveraged our financial strength to invest in strategic initiatives, expand our product portfolio, and optimise our supply chain. These initiatives have not only enhanced our competitive edge but also reinforced our dedication to deliver exceptional value to our stakeholders.

Our robust financial position has empowered us to navigate economic uncertainties with confidence, ensuring stability and continuity in our operations. By maintaining a disciplined approach to capital allocation, we have maximised returns for our shareholders while reinvesting in sustainable growth initiatives. This balance between immediate performance and long-term vision is a testament to our strategic foresight and operational excellence.

## Financial review

| YoY growth | Net sales growth | Revenue growth | EBITDA growth | PAT growth |
|---|---|---|---|---|
| Q1FY24 | 6.7% | 6.8% | 9.6% | 86.5% |
| Q2FY24 | 5.5% | 6.3% | 19.6% | -3.1% |
| Q3FY24 | 0.9% | 1.4% | 7.0% | 9.0% |
| Q4FY24 | 7.9% | 6.6% | 5.6% | 3.1% |
| **FY2023-24** | **5.0%** | **5.1%** | **10.1%** | **13.1%** |

## Margins

| YoY growth | Gross Margins | EBITDA Margins | PAT Margins |
|---|---|---|---|
| Q1FY24 | 65.4% (+240 bps) | 23.0% (+60 bps) | 16.7% (+720 bps) |
| Q2FY24 | 70.1% (+350 bps) | 27.0% (+300 bps) | 20.6% (-200 bps) |
| Q3FY24 | 68.8% (+290 bps) | 31.6% (+170 bps) | 25.9% (+180 bps) |
| Q4FY24 | 65.8% (+270 bps) | 23.7% (-20 bps) | 16.7% (-60 bps) |
| **FY2023-24** | **67.6% (+290 bps)** | **26.5% (+120 bps)** | **20.2% (+140 bps)** |

## Key ratios

| YoY growth | Formula | FY24 | FY23 |
|---|---|---|---|
| ROE (on Adjusted PAT) (%) | Adjusted PAT / Net Worth | 33.14 | 34.28 |
| ROCE (on Adjusted PAT) (%) | Adjusted PAT / Capital Employed | 32.13 | 33.08 |
| Debt to Equity Ratio (in times) | Debt / Net Worth | 0.03 | 0.03 |
| Interest Cover (in times) | EBIT / Interest | 80.26 | 91.59 |
| Current Ratio (in times) | (Current Assets - Cash and cash equivalents - Other Bank Balances) / (Current Liabilities - Current Borrowings) | 1.76 | 1.69 |
| Debt service coverage ratio (in times) | (Net Profit after taxes+ Depreciation & Amortisation + Interest) / (Interest and Current Lease Liability + Current Borrowings) | 11.59 | 10.72 |
| Net Profit (%) of sales | PAT / Sales | 20.51 | 18.66 |
| ROI (%)* | Income generated from invested funds / Average invested funds | 5.98 | -12.79 |

**Calculated on standalone basis*

***Note:** The variance in ROI is on account of higher income generated on investments in the current year.*

## Working capital

| YoY growth (in days) | Formula | FY24 | FY23 |
|---|---|---|---|
| Trade receivables | Trade receivables x 366 / Revenue From Operations | 51 | 44 |
| Inventory | Inventory x 366 / Revenue From Operations | 33 | 35 |
| Trade payables | Trade payables x 366 / Revenue From Operations | 46 | 45 |
| Other receivables | (Non Current Loans + Non Current Other Financial Assets + Other Non Current Assets + Current Loans + Current Other Fin Assets + Other Current Assets) x 366 / Revenue From Operations | 27 | 29 |
| Net Working Capital | (Trade Receivables + Inventory + Other Receivables - Trade Payables) | 64 | 64 |

# Brand Capital

EMAMI'S BRAND AMBASSADORS (PAST AND PRESENT)

## 50 years of Emami's association with celebrities

Brand Review: Navratna

# The goodness of Nine Gems


Navratna engaged the King of Humour Kapil Sharma and his quirky family to endorse the brand, moving from the genre of entertainment to humour.

## Overview

Navratna is not just a product; it has become a household essential. It is an integral part of consumers' lives, enhancing life comfort through stress relief and cooling.

Over time, Emami has strengthened the brand through enhanced features, coupled with a stronger supply chain, distribution network, digital marketing and cost management. The result is that Navratna Oil addresses the three A's of successful consumer marketing – availability, accessibility and affordability.

The result is in the numbers: Navratna Cool Oil enjoyed an impressive market share of 62.8% in the cooling oil category with relatively low competition and availability across more than 4 mn retail outlets in FY2023-24.

## Our competitive strengths

- Unaided brand recall; high consumer loyalty
- Category leadership
- Digital marketing across emerging channels
- Endorsed by celebrities
- Wider distribution network and last mile availability

## Big numbers

**1048**
₹ crore, Category size

**62.8%**
Navratna Cool Oil's market share (by volume)

**3.2 cr+**
Number of households using the brand

## Our brand-building initiatives, FY2023-24

- Launched '2 Minute Jadoo ki Champi' campaign featuring Salman Khan for Navratna Cool Oil
- Conducted aggressive media campaign across genres
- Utilised dynamic creative optimisation in digital marketing to customise messaging based on time, location, language, and user content consumption
- Touched more than 7000 villages and 4000 local markets, resulting in 19 lac trials and an outreach across 24,000 retailers
- Contacted 45,000 salons across 11 States and 58 cities, leading to more than 10 lac trials
- Participated in 30 events, resulting in over 14 lac trials and higher offtake
- Established champi centers and points at events, offering head and foot massages
- Installed over 6000 dealer boards and 300+ glow sign boards in urban markets
- Executed over 400,000 sq. ft. of rural wall paintings; conducted branding at railway stations
- Released a situational Holi song for Navratna Extra Thanda Oil on digital platforms, garnering 1.7 mn views in just 6 days
- Promoted a sensorially superior product – Navratna Gold through e-commerce and modern trade
- Increased penetration through the introduction of new fragrances, low unit packs and investments in emerging markets for Navratna Cool Talc
- Launched a new campaign featuring Varun Dhawan supported by 360-degree media deployment for Navratna Cool Talc
- Launched a new variant Navratna Cool Talc Arctic Blossom with Ylang Ylang fragrance

## Market penetration strategy

Navratna Oil's penetration increased from a pre-COVID 9.6% to 9.9%, indicating a positive momentum. The Company will enhance category relevance and a focus on key drivers like relief and relaxation.

## Outlook, FY2024-25

The Company intends to attract new users by emphasising relief and relaxation on the one hand while introducing sensorially superior variants on the other.

The brand will seek to enhance market share and share of voice through enhanced media and other consumer initiatives. In new markets, the brand will educate consumers on superior therapeutic outcomes.

Navratna Cool Talc will be positioned as a superior summer choice. A strong presence in low unit packs and the introduction of new fragrance offerings could deepen penetration.

The complement of focused market development, trials, trade engagement and media support are expected to develop emerging markets; growth in established markets will be supported by portfolio development and trade engagement.

## Big numbers

**14.1%**
Penetration of the Cool Oil category

**9.9%**
Penetration of Navratna Cool Oil

Brand Review: **Pain Management**

# Making the world pain free!

## Overview

Zandu Balm has been among the most trusted brands for timely and effective pain relief. It enjoys a century old legacy, establishing it as a benchmark for brand longevity and preference. Apart from Zandu Balm, Emami's pain management portfolio comprises brands like Mentho Plus and Fast Relief. While Mentho Plus is effective against 10 types of headache, Fast Relief represents a solution for instant and long lasting pain relief.

## Reconnecting with consumers

Emami aims to re-engage with lapsed consumers and connect with new consumers through the following initiatives:

- Introducing and developing products in modern, user-friendly formats such as sprays and roll-ons.
- Increasing brand trials through below-the-line activations like fairs, religious gatherings, sporting events, and conferences, as well as consumer offers.
- Expanding product variations to cater to target audiences across different price ranges and socio-economic segments, ensuring affordability and adaptability.

### Big numbers

**1515**
₹ crore, Balm category size*

**36.6%**
Penetration levels for balms category

**22.5%**
Zandu Balm penetration

**10.7%**
Mentho Plus Balm penetration

**7.4 crore**
Household reach of Zandu Balms

**3.5 crore**
Household reach of Mentho Plus Balm

**54%**
Emami's balm portfolio market share in volume terms*

**MAT June 2022*


## Brand-building initiatives, FY2023-24

During the year under review, the Company's focus was on above-the-line and below-the-line consumer-led initiatives:

- Renewed communication for Zandu Balm: 'Har Dard Se Aaram' with Sonu Sood
- Permanent visibility of Zandu Balm through 400+ chemist dealer boards for high impact visibility
- Bus branding in 50+ buses in Ayodhya for Zandu Balm
- Launched large SKU pack for Zandu Ultra Power Balm 50ml, which gained traction in the Modern trade channel
- Bobby Deol was engaged as Brand Ambassador for Zandu Ortho Vedic Oil. This brand stood out as the only one committed to deliver relief from knee and joint pain in 7 days
- Zandu Fast Relief range was endorsed by the renowned sports physiotherapist Dr. Ali Irani and emerged as the first pain relief brand to be recommended by the esteemed Indian Association of Physiotherapists
- Emami prioritised on-ground activations such as marathons and conferences for the launch of the new Zandu Fast Relief Range, targeting Mumbai, Bengaluru, and Delhi
- Zandu Fast Relief collaborated with physiotherapy professionals to organise corporate fitness camps aimed at addressing work-related joint & muscle pains and backaches among employees
- Zandu Fast Relief launched a Facebook community called PRO-Physio, an open forum for upcoming and experienced experts to share research, articles, case studies, news updates and seminar invitations etc.
- Transitioned from blister packs to flow wrap exclusively for the general trade channel strengthening traction for Zandu Roll On
- Emami sustained its presence through visible digital campaigns in target regions
- The brand invested in mass gatherings such as Sonepur mela in Bihar, Pushkar mela in Rajasthan, Magh mela, Jagannath Puri mela, Nauchandi mela, Pandharpur mela, Ramdevra mela, and Gwalior mela
- New products like Zandu Ortho Vedic Oil, Zandu Roll-On, Zandu Fast Relief Gel, and Zandu Fast Relief Spray were promoted across modern trade stores
- The Company collaborated with modern trade chains to execute the 'Pairo ki Malish' brand activity through sampling and live demonstrations for Zandu Ortho Vedic Oil

## Agni Balm launch

Emami introduced Agni Balm in Q3FY24.

**Objective:** Introduce a robust multi-purpose balm to counter regional balm brands. Agni Balm was made available in an 11 ml glass bottle priced at ₹30 and a 0.9 ml flow wrap pack priced at ₹2. Since launch, the brand reported a steady increase in primary and secondary sales. Agni Balm efficacy addressed consumer expectations; its ₹30 price point generated consumer acceptance. Aggressive consumer engagement across regional fairs, processions, and mobile van activations across key markets increased awareness and conversions.


## Outlook, FY2024-25

Zandu Balm will expand the consumer base and diversify usage occasions; Zandu Balm Ultra Power will reinforce the robust brand promise of Kadak balm. Mentho Plus Balm will encourage users to transition to large pack sizes. New product developments (NPDs) will address evolving consumer needs and untapped opportunities by exploring new-age formats and social media platforms.

Protection+ Skincare+ BoroPlus

Brand Review: BoroPlus

# Protection + Skincare + BoroPlus

## Overview

BoroPlus has transitioned from its position as India's leading antiseptic cream brand to emerging as a comprehensive skincare solution provider.

The brand provides a range of products, including antiseptic cream, body lotion, prickly heat powder, aloe vera gel and soap.

This evolution has empowered the brand to address a range of consumers across applications, age groups, occasions, and seasons, even as it addresses conventional consumer preferences, through multiple skincare solutions that are effective and competitively priced.

## Key achievements amid market challenges

Despite facing a challenging market environment characterised by delayed cum abbreviated winter seasons, and a rural economic slowdown, the Company's BoroPlus portfolio delivered the following milestones:

- Share of emerging channels (including modern trade and e-commerce) grew in strong double-digits
- The offtake of BoroPlus Prickly Heat Powder and Soaps grew in double digits
- Key SKUs of BoroPlus Antiseptic Cream for the traditional trade and emerging channels (6 ml and 120 ml) performed credibly

## Brand-building initiatives – FY2023-24

- Marketing campaigns across media platforms (television, print, digital and out-of-home) strengthened the offtake of BoroPlus Antiseptic Cream and BoroPlus Doodh Kesar Body Lotion
- Point-of-sale marketing initiatives (displays, consumer offers, and search engine marketing) addressed retail, modern trade and e-commerce channels.
- BoroPlus Aloe Neem Body Lotion, a summer variant, was launched successfully in the Body Lotion category.
- BoroPlus Glycerine soaps were launched in two variants, expanding the soap portfolio
- The versatile applications of BoroPlus Antiseptic Cream were emphasised for daily family use irrespective of the season through the 'Parivaar Ki Khushiyaan' campaign (Akshay Kumar as brand ambassador).
- Low unit packs addressed small use and travel needs beyond the winter

## Unique selling proposition: Fusion of modern science and ayurveda

BoroPlus stands out for its innovative fusion of modern skincare science with the ancient wisdom of Ayurveda. This combination addresses the skincare needs of consumers at affordable prices in convenient formats. The result is that across 40+ years, BoroPlus has deepened its position as one of the most prominent skincare brands, trusted by millions.

## Outlook, FY2024-25

The skincare category retains significant potential. Even when excluding fairness products that target specific segments, the combined penetration of leading skincare brands is still below 65% across Indian households. The potential is growing on account of new consumers, widening the opportunity for brands like BoroPlus.

The brand aims to extend the portfolio into new geographies, channels, and consumer segments while reinforcing existing products and introducing new products. In doing so, the brand seeks to establish itself as the preferred choice for skincare and skin health requirements.

## Big numbers

**690**
₹ crore, Category size

**67.7%**
BoroPlus Antiseptic Cream's market share by volume

**25.1%**
Penetration of the Antiseptic cream category

**20.1%**
Penetration of BoroPlus Antiseptic Cream

**6.6 cr+**
Households using the brand

Brand Review: **Kesh King**

# India's No.1 Hair Fall Control Expert

## Overview

Hair fall is no longer sidestream; it has emerged as a modern lifestyle concern. This has been attributed to rising stress, busy lifestyles, and poor dietary habits

Emami's Kesh King brand has emerged as a beacon of hope. Positioned as a leader in the ayurvedic medicinal oil segment, Kesh King offers effective hair fall control solutions; it promotes hair re-growth, addressing the growing need for reliable solutions

## Achievements, FY2023-24

- Kesh King Oils registered 6% penetration increase in absolute new household over the previous year
- Kesh King Oils increased its market share by 20 basis points to 29.3% with significant gains in South India
- Kesh King Shampoo penetration increased by 35% as per MAT June'23 expanding its reach to nearly 60 lac households

## Brand-building initiatives

- The Company continued building awareness and generating trials by ensuring Share of Voice leadership on TV for Kesh King Oil
- The Kesh King Shampoo range launched a revamped packaging design to enhance product differentiation and shelf visibility
- Kesh King Shampoo continued with awareness building on TV for its lead variant Anti-Hair Fall Shampoo. It also ran a campaign for Anti-Dandruff Shampoo during the season
- Kesh King extended its Onion Range of Shampoos & Conditioners to the general trade channel. This extension was backed by a new commercial for the Onion range with a TV and digital media campaign
- Kesh King continued to enhance its presence on digital platforms through increased influencer collaborations and a combination of static & video-based content
- Kesh King increased focus on building its direct-to-consumer (D2C) range of products. It introduced a wider range under the Organics segment to enhance brand image and remain relevant for younger consumers
- To enhance presence in the modern trade channel, the brand worked on joint business plans with major chains. It has been working on enhancing visibility in MT chains through longer-term visibility arrangements. It continues to drive availability in newly opened modern trade outlets.
- Kesh King, especially sachets, continued to aggressively drive availability. It undertook visibility initiatives in the retail market to enhance presence in the general trade channel
- Kesh King continued to drive awareness and trials in rural markets. It carried out below-the-line initiatives like rural van campaigns, participation in melas, wall paintings and hoardings
- Given that Uttar Pradesh is an important market, Kesh King conducted an extensive visibility campaign during the Ayodhya Ram Mandir inauguration. It launched a limited edition 'Ayodhya pack' to connect with consumers

## Outlook, FY2024-25

Kesh King aims to strengthen its market position and enhance consumer engagement. The brand will maintain a continuous media presence to protect its Share of Voice leadership. It will continue to enhance its digital presence to remain relevant to a new generation of consumers. The brand will continue to provide enhanced value by offering attractive and relevant promotions. Focus on smaller packs, such as sachets for shampoo and 50 ml oil pack for Kesh King Oil, would encourage consumer product trials. Kesh King is working on improving its proposition and communication to deepen consumer engagement. It will seek to expand its presence in emerging channels like modern trade and e-commerce platforms.


### Unlocking the secrets to strong and healthy hair: Kesh King's unique features

- Clinically proven Kesh King Oil provides 2x better hairfall reduction than competing brands
- Internationally certified quality
- Strong ayurvedic heritage
- Established equity with a vast base of loyal customers
- Widest distribution among ayurvedic oils

### Big numbers (Kesh King Oil)

**763**
₹ crore, Category size

**29.4%**
Market share by volume

**7.8%**
Category penetration

**2.6%**
Penetration of Kesh King Oil

**86.7**
lac, households where the brand used

Brand Review: **Male Grooming**

# Handsome... Inside Out


## Overview

The Fair and Handsome brand was launched in 2005 and has remained a pioneer within India's male grooming category. The brand revolutionised the men's face care space beyond shaving and carved out a leadership position. The brand leveraged its extensive understanding of men's skin needs to offer products like Face Wash (for a refreshed appearance) and Radiance Cream (for instant radiance and sun protection). The brand deepened its leadership through product innovation, brand promotion, and celebrity endorsements.


## Key Highlights, FY2023-24

- The FMCG industry encountered a demand challenge that impacted the personal care and fairness cream categories
- Fairness cream sales remained stagnant on account of sub-optimal monsoons and sustained inflation that led to demand pressures in discretionary categories (non-essential personal care in rural and wholesale channels). Urban demand growth did not offset rural demand weakness
- Fair and Handsome face wash delivered strong growth and emerged as the second fastest-growing brand in the men's face wash category

## Brand-building Initiatives

- The brand is positioned around 'Banao Apni Pehchan' with Hindi film star Salman Khan continuing to remain the brand ambassador
- The brand increased its focus on digital and social media marketing based on the rapidly changing media habits of consumers
- Fair and Handsome 100% oil clear facewash variant was promoted, leading to strong growth
- Nature First range with green tea and olives was introduced in cream and face wash formats

## Outlook, FY2024-25

Fair and Handsome will transform into a comprehensive male grooming brand. Environmental friendly packaging will be enhanced; Fair and Handsome facewash seeks to build on its position as the third-largest player in the Men's facewash category. It will enhance consumer benefits and awareness of 100% Oil Control Facewash coupled with the launch of new products.

## Big numbers

### Category size (₹ crore)

Men's fairness cream

**204**

Men's face wash

**471**

### Market share by volume

Fair and Handsome Cream

**67.3%**

Fair and Handsome Face wash

**5.9%**

### Penetration levels

Men's Fairness Cream category

**2.3%**

Fair and handsome cream

**1.9%**

### Presence

**61.6 lac**

Households where Fair and Handsome cream is used

Brand Review: **Dermicool**

# Aya Mausam thande thande Dermicool ka!


### Overview

Dermicool comprises a unique Double Action formula that is effective in fighting bacteria, absorbing sweat, and providing relief from prickly heat, during the summer. It is formulated with corn starch that absorbs sweat, tankan amla that fights bacteria and menthol that provides cooling relief with neem and tulsi.

In FY2023-24, the summer encountered untimely rains in the first quarter; despite this challenge, the brand delivered double-digit growth.

### Key highlights, FY2023-24

- The brand ramped investments in product enhancement, media promotion, trade engagement, and consumer promotion
- The brand embarked on new product development and digital media communication, addressing a younger audience
- The brand initiated activation programs for new-age channels like e-commerce and modern trade

### Brand-building initiatives

- 360-degree media support deployment: The Company launched an extensive marketing campaign supported by 360-degree media coverage across diverse platforms
- Introduction of new low unit pack SKU and e-commerce-focused large pack: The addition of the H10 pack and the 400g large pack addressed small towns and e-commerce platforms respectively
- Product improvement with stronger claims: In Q4 FY2023-24, the brand enhanced the product by incorporating neem and tulsi

### Outlook, FY2024-25

The brand will seek to increase market share through product enhancement, enhanced promotional expenditure, and the introduction of new pack sizes to emerge as a leader in the Prickly Heat Powder segment

The H10 pack is set to undergo expansion, capitalizing on Emami's robust distribution network. This effort will be strengthened by intensified trade engagement and targeted media support to ensure broader reach and increased visibility. Dermicool benefits from strong brand equity and will expand into adjacent categories. The brand plans to introduce mass and premium offerings to address different audiences

### Big numbers

**681**
₹ crore, Category size

**14%**
Market share by volume

**7.7 mn.**
Households where the brand is used

**14%**
Penetration levels for prickly heat+ cool talc category

**2.4%**
Penetration of the brand across the category

*Source: MAT June 2023*

Brand Review: **Healthcare**

# Making lives healthier with Ayurveda

Zandu is one of India's most trusted Ayurvedic brands, catering to wellness and health management, keeping consumers healthy naturally. Zandu aims to bring pure, authentic and effective Ayurvedic remedies at affordable prices complying with the specifications mentioned in ancient Ayurvedic scriptures such as ***Charak Samhita, Sushruta Samhita*** and ***Bhaishajya-Ratnavali*** etc., with the help of modern technology.

Zandu enjoys a strong position as a heritage Ayurvedic brand that provides pure and effective 'guaranteed 100% vegetarian' products of superior quality. Zandu products carry the hallmark of the 5000-year-old science of Ayurveda, and works best as a prevention-oriented solution that helps in disease management.

### Emami focus

- Customer satisfaction
- Quality, efficacy and safety
- Customer engagement programmes
- Health awareness programmes
- Brand visibility
- Improved availability
- Strong and differentiated claims
- Focused communication programmes in traditional and new-age media channels

### Ayurvedic credentials

- 100+ years of Ayurvedic expertise and legacy
- WHO-GMP-certified manufacturing plants
- NABL-accredited R&D laboratories
- Traditional formulations fused with modern science and technology
- Strong brand equity among doctors, consumers, patients and retailers across India
- Stringent quality and processes from raw material sourcing to finished goods

## Key highlights, FY2023-24

### Zandu Pancharishta

- Focused on educating consumers about chronic digestive health issues
- Fostered brand familiarity within the target audience
- Addressed evolving consumer needs with new variants and formats
- Introduced a sugar-free variant of Zandu Pancharishta for diabetic and health-conscious consumers
- Launched Zandu Pancharishta Good Gut Detox Shots for digestive cleansing packaged in a convenient, modern format
- Engaged with existing consumers to reinforce brand loyalty, trust, and regular consumption

### Zandu Chyavanprash and Kesari Jivan

- Launched direct communication, emphasizing the benefits of Jaggery-based Zandu Chyavanprash
- Enhanced the consumer proposition, making it attractive to buy
- Extensive outreach to consumers through activation programs
- Expanded grocery retail and rural coverage
- Continued communication that established Zandu Kesari Jivan's formulation credibility with scientifically proven anti-aging action
- Increased consumer awareness and advocacy on the need to strengthen immunity, fitness and activity through multiple health benefits provided by Zandu Chyavanprash and Kesari Jivan

### Zandu Pure Honey

- Continued emphasis on high purity
- Implemented a QR code, highlighting the purity and goodness of Zandu Pure Honey on the pack label
- Strengthened the website to issue purity certificates for each batch
- Introduced a squeezy pack with a drip control mechanism
- Offered 33% extra-free promotion on 500g packs for general trade

*OTC Range of Healthcare products*

### Zandu Ayurvedic Cough Syrup, Nityam and Health juices

- The Company localised the marketing for the Cough Syrup and Nityam, including transit media and outlet branding
- Nityam strengthened its ayurvedic tablet positioning through strong growth.
- New health juice variants were introduced
- E-commerce contribution (crucial in the Vigour & Vitality segment) improved
- Vijender Singh, Olympic boxing champion, was signed for an exclusive digital endorsement for Vigorex.
- Digital media was selected for precise consumer targeting through top-of-the-funnel initiatives and topical campaigns

### Medico Portfolio

• The Company leveraged the potential for the Generic range, including Asava-Arishta, Gold range, Guti-Vati, and Churna range and an improved focus on specific product categories, resulting in higher growth. The Company launched multiple products in generic range during the year under review.

• The Company launched relevant products in the ethical range. It improved Zandu in-clinic detailing and initiatives on focus brands.

• It increased participation in Ayurvedic conferences, events, and consumer fairs

• It organised health camps, targeting various ailments

• It conducted 'Gyan Pravah' Doctor education programmes and 'Sneha Charcha' retailer interactions across cities

### Zanducare portfolio

- The Company offered products that addressed ailments, backed by scientific research
  - Personal Care products addressed hair, skin and oral care interventions
  - Target group-based products addressed senior citizens, women, kids and men
  - Lifestyle-based ailments addressed diabetes, liver, heart, mental health and digestion
- The Company achieved creditable sales growth, accompanied by a reduction in the acquisition-to-sales (A2S) ratio.
- The Company implemented focused campaigns across digital acquisition channels
- The Company emphasised higher average order value (AOV)
- The Company launched the ONDC initiative in October 2023, contributing to higher sales volume
- The Company launched the Zanducare App, which garnered high downloads and achieved a high 4.5+ rating on the Android and iOS platforms.
- The Company expanded teleconsultation services
- The Company implemented Customer Journey Optimisation by introducing a one-click checkout functionality for faster purchases, coupled with OTP verification for enhanced security.
- The Company facilitated of a seamless customer payment processing.
- The Company implemented initiatives to enhance traffic, conversion, average order value and brand loyalty
- The Company enhanced the website experience through improved functions and presentation


*Zandu Healthcare Medico range*

### Outlook

Our overall goal is to position Zandu Pancharishta as a premier brand in the digestive healthcare space through specialised variants. We will prioritise research and development to introduce products that address evolving lifestyles. Our focus will be on venturing into new markets and demographics to expand our brand equity.

There is a significant potential for the Ethical range, including hepatoprotectives, gastroprotective, pain portfolio, ano-rectal disorders, stress & anxiety, health tonics and supplements, diabetes and gynaecological disorders. We will address the Generic and Ethical range through product launches across retail and online channels.

For digital first products, we will expand into hypermarkets and pharmacy chains in modern trade and implement tele-consultation for a direct engagement with patients and doctors to boost traffic and loyalty.

### Positioning Zanducare as a growth catalyst

- Launching digitally-focused products to accelerate the testing of the product-market fit
- Utilizing first-party data to gather consumer insights and product feedback from traditional methods
- Aggregating customers for Zandu through innovative offerings and modern digital media
- Building brand loyalty through enhanced engagement and superior service
- Driving the Zandu brand by aligning with the perception of Direct-to-Consumer brands as progressive, modern, and contemporary
- Pioneering partnerships with channels like Open Network for Digital Commerce


*Digital first products on Zanducare*

Manufacturing Capital: **Operations**

# Extending from effectiveness to efficiency

*Emami's state-of-the-art manufacturing unit at Pacharia, Guwahati*

### How Emami addresses erratic demand patterns

A multifaceted approach to address the challenge comprised demand forecasting technology, revamped inventory management and agile manufacturing practices. Seamless execution helped the Company address demand variations and deliver 99% production compliance, operational efficiency and market responsiveness.

## Overview

In an increasingly competitive world, there is a premium in manufacturing right. This emphasis has been increasingly influenced by the capacity to manufacture around the highest yield, utilise reusable and renewable resources, manufacture in line with global certifications related to infrastructure, processes and materials and do all this around the lowest cost.

At Emami, our manufacturing process has been designed to enhance process efficiency and desired product quality, the basis of the Company's competitiveness. There is a premium on manufacturing competence, given the fact that the Company exercises a direct control across 6 production facilities and an indirect influence across multiple outsourcing facilities. Besides, even a modest improvement in manufacturing efficiency can have disproportionately large value-accretive outcomes, strengthening business sustainability.

The Company's manufacturing excellence has been derived from a complement of certifications, planning, processes, practices and protocols.

This overarching manufacturing plan comprises periodic forecasts and a defined production plan. Utilizing cutting-edge technology, our Material Requirements Planning (MRP) system coordinates resource orders from approved suppliers through the integrated ERP system, optimizing inventory management. Upon material arrival, quality checks uphold uncompromising manufacturing standards. The production journey is facilitated by SAP, streamlining operations and real-time monitoring. The Company's automated production and packaging integrates multi-stage quality checks to address deviations. This automated approach minimises human errors, enhancing batchwise consistency.

Our quality commitment extends beyond the production floor; every finished goods batch undergoes inspections prior to dispatch. These inspections act as the final quality assurance step, guaranteeing that only products meeting our stringent criteria reach the marketplace. By blending technology-driven processes with quality control, Emami has delivered holistic manufacturing excellence.

Emami's diverse portfolio spans categories, raising operational challenges. These have been addressed through sophisticated strategies to enhance efficiency. Emami harmonises traditional knowledge with modern concepts, leveraging the wisdom of Ayurveda while embracing contemporary manufacturing practices such as Good Manufacturing Practices (GMP). The Company's streamlined hierarchies facilitate timely decision-making and adaptability to dynamic markets. The hands-on management fosters accountability, innovation, and continuous improvement.

## Key highlights, FY2023-24

**Production plan:** Achieved an impressive 99% adherence, underscoring our commitment to operational excellence.

**Production excellence:** Delivered winter and summer seasonal production, demonstrating adaptability and responsiveness.

**Productivity:** Sustained improvements in productivity and significant reduction in wastage underscored operational efficiency.

**Small-scale facility:** Established a state-of-the-art nano setup for oil manufacturing in the Pantnagar unit, enhancing manufacturing agility and diversification capabilities.

**Digitisation:** Piloted the digitisation of batch manufacturing records at Masat, transiting towards streamlined paperless operations and enhanced data management practices.

**External audit:** Completed the WHO GMP renewal audit for the Healthcare units, underlining a commitment to global quality standards.

**Continuous improvement:** Implemented Kaizen projects, marked by productivity gains and operational efficiencies.

**Safety and environment:** Enhanced focus on safety and environmental stewardship, prioritizing the well-being of the workforce and sustainable business practices.

**Quality control:** Implemented automation projects in quality control, driving efficiency.

**Cost saving:** Executed cost-saving initiatives, including leveraging the DTV platform and low-cost automation, optimizing manpower.

**Renewable energy:** Focus on renewable energy (solar and alternative boiler fuels).

**Knowledge sharing:** Fostered knowledge sharing through newsletters, promoting collaboration and best practices across units.

**Product development:** Introduced 63 products across categories, showcasing our innovation prowess and market responsiveness.

**Quality competitions:** Participated in Quality Circle/Kaizen competitions, securing 19 prestigious awards.

## Regulatory compliance excellence

Emami's rigorous compliance with regulatory requirements governing manufacturing and operations is stewarded by domain experts. Regular audits and assessments are conducted across operational facets to ensure an adherence with applicable laws, standards, and guidelines, covering aspects from facility maintenance to product labelling and packaging. Comprehensive training programs educate employees on regulatory requirements, fostering a culture of compliance.

Emami established robust partnerships with regulatory authorities, industry associations, and legal experts to remain informed of developments and effectively address compliance challenges. The Company employs cutting-edge compliance automation software that streamlines compliance management across operations. This software conducts assessments of compliance applicability and gap analysis, offering cloud and mobile-based accessibility for continuous monitoring. With an integrated database covering a vast array of Acts, compliances, and filings, the software utilises advanced technologies such as AI, ML, and OCR to provide real-time legal updates and personalised notifications. It offers advanced analytics, reporting capabilities, and automated reminders and escalations, ensuring transparency, accountability, and timely compliance management.

## Cultivating positive workforce relations

At Emami, positive workforce relationships are paramount. The Company employs a range of strategies to ensure effective communication, fair treatment, and mutual respect. This includes the implementation of transparent policies and procedures that promote open dialogue and facilitate structured feedback and grievance resolution mechanisms. The senior management remains accessible to employees, facilitating a prompt and collaborative resolution of concerns. The Company prioritises employee welfare by offering competitive wages, benefits, and opportunities for professional development.

Emami provides women employees with a supportive environment. It upholds labour rights and fosters a safe workplace. Through a culture of inclusivity, empowerment, and mutual trust, the Company cultivates strong labour relations.

## Employee safety and well-being

Emami ensures the safety and well-being of employees through a comprehensive framework overseen by a dedicated corporate safety cell led by a senior official, supported by qualified safety practitioners. Each plant is equipped with a dedicated EHS Officer responsible for enforcing safety protocols and regulations. Furthermore, safety committees, chaired by plant heads, convene regularly to monitor and enhance performance across all safety key performance indicators (KPIs). These initiatives encompass rigorous safety training, safety audits, and prompt resolutions of safety concerns or incidents. Emami's commitment to employee safety transcends compliance; the Company cultivates a culture of safety awareness and proactive risk mitigation, ensuring a secure environment for employees.

### Outlook FY2024-25

Emami Limited is focused on strategic initiatives designed to enhance operational efficiency, agility, and market competitiveness while simultaneously reducing resource intensity. Our consolidation will prioritise the streamlining of manufacturing operations, aiming to enhance efficiency and cost-effectiveness while minimizing environmental impact. The Company plans to capitalise on third-party manufacturing partnerships to shrink the time-to-market for new products. Emami's International Business will prioritise localised production. Emami will continue to optimise efficiency across operations.

## Our core principles

| | | |
|---|---|---|
| Quality culture | Highest quality | Continuous improvements |
| Compliance | Strong partnerships | Skills and knowledge |



Manufacturing Capital: **Raw materials management**

# From source to shelf: mastering raw material management for efficiency

## Overview

Raw material management is a critical aspect of Emami's supply chain that ensures the sustainable, efficient and cost-effective procurement required for production. This involves strategic sourcing from reliable suppliers, maintaining optimal inventory levels to prevent stockouts or overstocking, and implementing robust quality control measures to ensure the consistency and safety of inputs. This not only supports uninterrupted manufacturing processes but also enhances operational efficiency, reducing waste, and contributing to the overall profitability. By leveraging technology and data analytics, Emami has optimised its raw materials management to adapt to market demands and regulatory requirements, ensuring a steady supply of quality products to consumers.

## Key challenges and its counter measures

### Fluctuating demand and slow growth

The Company adopted a proactive approach by securing long-term bookings with suppliers. These extended contracts not only stabilised costs but also ensured supply continuity. Emami leveraged digital platforms to conduct e-auctions, enabling the procurement team to obtain competitive prices from suppliers. Strategic negotiations with suppliers were a focus area, empowering Emami to secure favourable terms cum pricing agreements.

### Crop failures and increased herb prices

Emami adopted various mitigation strategies to counter this challenge. Firstly, the Company utilised market intelligence and import data to identify periods of low demand and spare market capacity for key items such as menthol and MC Wax. This proactive approach enabled Emami to optimise procurement decisions and mitigate the impact of price fluctuations. Emami diversified its supplier base, tapping into alternate sources to access lower rates from existing vendors.

### Fluctuations in raw material prices and currency exchange rates

This required a proactive approach and effective risk management. We stayed informed about market trends, commodity prices and currency exchange rate movements through market research, industry reports and economic analysis. By anticipating potential changes, the Company adjusted procurement, minimizing the impact of price fluctuations. Our proactive measures included long-term bookings, supplier diversification, inventory management, cost-saving initiatives utilizing design-to-value (DTV) approaches and fostering collaborative relationships with suppliers to share market insights, forecast demand and develop joint strategies.

## Key highlights, FY2023-24

**Following sustained** pressure on prices in the aftermath of the COVID surge and subsequent Russia-Ukraine conflict, the market experienced a favourable price trend for input materials. This development enabled the Company to achieve a notable improvement in cost of goods sold.

**The Company adopted** lean operation principles to identify and eliminate waste, implemented just-in-time inventory management to minimise excess inventory, material requirement planning systems for precise demand forecasting and supplier engagement to optimise raw material quality. Designing products with sustainability in mind and implementing recycling programmes helped reduce waste generation and lowering production costs.

**The Company** implemented measures to enhance raw material localisation, particularly for laminates, tubes, paperboards, corrugated boxes, and rigid items. This localisation not only enhanced supply predictability but also strengthened key material sourcing to mitigate inflation. The Company explored alternative procurement options and devised value programs to optimise costs.

**The Company** recognised the role of digital technology in transforming raw material procurement. By leveraging digital procurement systems, the Company enhanced transparency, efficiency, and collaboration across the supply chain. Real-time insights into suppliers and market trends, facilitated by web and mobile applications, empowered informed decision-making. Data analytics provided insights into spending patterns and supplier performance, empowering risk mitigation and innovation in resource.

## Sourcing strategy

Emami implemented initiatives to promote sustainability, including the use of light recycled packing materials, as well as the optimisation of structural and material design. The Company collaborated with suppliers and transporters to establish and reinforce best practices that prioritised sustainable sourcing. Emami's comprehensive supplier assessment process identified improvement areas and provided necessary support to address gaps. When engaging with new business partners, the Company conducts due diligence to ensure an awareness of social and environmental responsibilities. The Company periodically requested sustainability certifications from vendors in accordance with standard ESG practices, including ISO45001, ISO14001, and SA8000, among others. Emami promoted its Human Rights policy, which applied to all employees, and prohibited engagement with any supplier, contractor, or transporter engaged in human rights violations. Emami prohibited the use of forced or child labour across manufacturing units and with such business associates.

The sourcing strategy focused on identifying cost saving opportunities while ensuring exceptional delivery. This involved category-specific buying, timely bookings, strengthening relationships with key suppliers, data-driven decision-making, customer-centric approach, and efficient demand management. There were no significant risks associated with any suppliers or sourcing regions.

## Inventory management

At Emami, we balanced centralised dashboards, identifying non-moving, slow-moving and fast-moving items. Additionally, we utilised tools such as EOQ models and maintained safety stock to mitigate unexpected fluctuations. Collaborative relationships with suppliers enhanced supply chain visibility, while just-in-time inventory management minimised holding costs and enhanced efficiency. Continuous monitoring, resilience planning and cross-functional collaboration ensured that inventory levels remained aligned with business growth.

## Innovations in raw material management

**E-auction:** Streamlining procurement processes through online auctions for cost-effective sourcing.

**PR to PO automation:** Automating purchase requisition to purchase order workflows for efficient procurement.

**Predictive analytics:** Utilizing data analysis to forecast raw material needs and optimise inventory levels.

**Warehouse automation:** Implementing automated systems for efficient storage and retrieval of raw materials.

**Improved packaging solutions:** Enhancing packaging designs to minimise waste and ensure product protection.

**Inventory optimisation:** Optimizing inventory through timely stock transfers and destruction to prevent overstocking or shortages.

**Shelf-life monitoring:** Monitoring product shelf-life and taking timely action to prevent wastage.

## Community engagement

Emami collaborated with local authorities, government institutions, and self-help groups to engage local farmers and collectors in various states through the contractual cultivation of medicinal herbs.

The Company conducts capability building programs across regions, providing technical guidance, cultivation training, and quality planting material to participant farmers. This initiative not only enhances farmers' income but promotes awareness about medicinal plant conservation. Emami facilitates the registration of farmers under State Government Cultivation Programs and distributes planting materials to them. Emami sources most packaging materials from local suppliers near its manufacturing sites, supporting the local economy.

## Outlook, FY2024-25

The market may experience slow to moderate growth, influenced by persistently tight monetary policies. Recent geopolitical tensions, such as the conflict in the Middle East (Israel-Gaza), heightened risks, have enhanced challenges to global growth.

Emami gathered information from market reports, suppliers, and consultations. While projections indicate a year of slow growth, there is a possibility of gradual demand recovery in China and other major countries. In response to these market conditions, the procurement team is aiming to achieve higher savings in 2024 through purchase cost reduction and cost avoidance strategies.

Manufacturing Capital:
**Quality assurance**

# Quality First !

## Overview

Emami Limited has embarked on a transformative journey to redefine its quality-driven direction with the objective to enhance capabilities, nurture talent, and foster competencies.

Emami's goal is to cultivate a best-in-class quality management system that not only addresses industry standards but also catalyses the organisation in becoming a leading FMCG player. This reimagined quality vision underscores Emami's commitment to excellence and continuous improvement across operations.

By prioritizing quality assurance, Emami seeks to deepen excellence, innovation, and customer-centricity. Through strategic investments in talent development, process optimisation, and technological advancements, the Company endeavours to uphold the highest quality standards across a diverse portfolio of products and services. In doing so, Emami expects to strengthen its position as a brand synonymous with reliability, integrity, and superior performance.

## Key highlights, FY2023-24

**Received** ISO 9001:2015 certification for its processes and systems

**Introduced** a quality alert tool to address quality defects and near-misses identified by Emami team members before they could escalate into quality incidents or complaints. The Quality Alert tool was a unique solution developed for Emami

**Improved** quality compliance (Good storage practices) at depots increased from 82% to 90%

**Conducted** a benchmarking exercise across quality management systems, procedures and standards with competitors and relevant national and international GMP/Quality standards. The insights were integrated into a three-year Quality Excellence Program aimed at enhancing business processes

**Implemented** manufacturing process validation for personal care products

**Trained** and implemented 42 new-age Corporate Quality Assurance (CQA) guidelines, aligning with national and global standards and industry-leading practices

**Established** an e-library on the Company's internal portal, serving as a repository for new technologies, processes, quality tools and systems and regulatory guidelines to facilitate knowledge sharing

**Utilised** advanced Quality Assurance (QA) tools and techniques, such as Why-Why analysis, Fish Bone diagrams, and Pareto analysis, alongside the digitalisation of complaint handling processes and effective Corrective and Preventive Actions (CAPA) management, which resulted in a 44% decline in quality complaints

**Digitalised** key processes to enhance efficiency and accuracy

**Implemented** an online performance monitoring for raw material and packaging material vendors, enabling the identification of potential green channel vendors and vendors requiring re-qualification

**Cleared** WHO-GMP re-certification audit for healthcare manufacturing units and re-issuance of COPPs for over 47 products

## Our quality policy

Emami's Quality Management System is founded on the following principles:

**Leadership strategy:** Continual improvement in our existing Quality Management Systems (QMS) and operational methods by adopting a best-in-class QMS framework. This framework is developed through benchmarking our quality management systems, procedures, and product quality performance against the latest applicable Indian and global GMP/Quality Standards.

**Process approach:** Implement a Quality Excellence Program designed to address all business processes comprehensively, from start to finish. This program involves deploying procedural controls and quality standards using best-in-class new-age quality guidelines, systems, and policies.

**Digital initiatives:** Undertake the digital transformation of all business processes to simplify operations, reduce turnaround time, improve efficiency, enhance transparency, and facilitate effective performance monitoring, data storage and retrieval.

**Customer focus:** Improve customer service and satisfaction by implementing effective digital processes for recording and resolving customer feedback and complaints; translate consumer expectations and quality insights into new or upgraded quality systems and standards; benchmarking Product Acceptable Quality Level (AQL) against industry best practices and enhancing product packaging quality based on the annual benchmarking of product quality performance at sale points to enhance consumer satisfaction.

**Upgrade and enhance in-house talent:** Focus on reskilling and building the capabilities of our workforce to deliver best-in-class quality management. Develop an updated skill matrix for each work level, conduct skill gap analyses for individual team members, and implement skill improvement programs to address and eliminate these gaps. In addition to traditional training programs, emphasis was put on online training and certifications through online Learning Management System (LMS) courses developed in-house on new-age CQA guidelines. Utilised platforms like LinkedIn Training Portals to enhance technical and behavioural skills and competencies.

### Quality strengthening initiatives

- Implemented a quality excellence program utilizing New Age CQA guidelines to address all business processes comprehensively.
- Introduced a qualification and validation program for products, processes, and equipment (manufacturing, filling, and packing) to ensure consistent and reproducible process performance and product output quality. Master validation and qualification program is one of the proven industry best practice to deliver consistent and reproducible quality products.
- Digitalised critical quality processes to enhance user-friendliness, data security, error reduction, faster turnaround times, indirect productivity improvement, and customer satisfaction scores. This includes the use of workflow management tools, SAP automation, web application tools, cloud storage, and technology tools for virtual and agile working.
- Implemented a digital quality training and learning management system. Digital training tools and certification will act as licence to work for trained personnel on critical quality areas in future.
- Integrated automation and mechanical interlocks in product filling and packing lines to minimise the risk of generating quality defects.
- Implemented a customer delight program focusing on flawless product rollouts to the market, including access to market (Distribution, Retail, and Point of Sale) to register quality issues such as rejections, complaints, technical support and product waste due to handling issues.
- Developed defects classification standards based on pack formats to enhance defect observations, with a renewed focus on quality and customer satisfaction driving product design and strategic decisions.

### Outcomes

**CQA guidelines**

| FY2022-23 | FY2023-24 |
|---|---|
| 33 | 42 |

**Quality incidents**

| FY2022-23 | FY2023-24 |
|---|---|
| 24 | 13 |

**Quality complaints**

| FY2022-23 | FY2023-24 |
|---|---|
| 494 | 277 |

### Outlook, FY2024-25

The Company intends to capitalise on the learnings of QMS benchmarking and initiatives of FY2023-24 (based on benchmarking) in FY2024-25. Key deliveries could comprise:

**Cost of quality:** Cost optimisation is a crucial aspect for any organisation in the industry, and CQA is actively identifying various strategies to reduce the Cost of Good Quality and the Cost of Poor Quality. In FY2024-25, several initiatives will be undertaken to address these areas.

**Cost of good quality:** Implementation of the Green Channel Vendor Management System for potential raw materials and packaging materials at factories aims to save time and costs associated with analysis.

**Cost of poor quality:** Automation of product filling and packing machines in collaboration with Operations at all manufacturing sites is likely to reduce quality defects, minimizing rework costs and time, and preventing quality incidents.

**Certification and accreditations:** Obtaining certifications and accreditations plays a significant role in enhancing organisational credibility and process governance. In FY2024-25, the focus will be on achieving additional certifications:

- NABL accreditation of QC Labs at manufacturing sites to ensure better assurance on laboratory analysis, which is expected to motivate our 3P business partners to prioritise quality and elevate performance standards.
- ISO 10002 certification for Customer Care, which will enhance our customer care services to match global industry standards and also provide a competitive edge.
- Digital transformation: In the digital transformation of Quality Management Systems and procedures, CQA will continue to achieve milestones, benefiting Emami with the following projects:
- Implementation of a digital platform for overall audit management to improve audit turnaround time, transparency, visibility of corrective action programs, and data management.
- Introduction of an online deviations and NPD exception management system to enhance process efficiency, enable quick and parallel reviews by stakeholders, and streamline approvals.
- Digitalisation of quality incidents management and quality alert systems to enhance incident response and management processes.
- Digitisation of product commercialisation approval processes from stakeholders.
- Deployment of new/revised product quality defect matrix, acceptable quality limits, and live recording of product outgoing quality level monitoring in a digital platform.



# Management Team

**N. H. Bhansali**
CEO Finance/ Strategy & Business Development & CFO

**Punita Kalra**
CEO - R&D & Innovation

**Vivek Dhir**
CEO – International Business

**Giriraj Bagri**
Chief Growth Officer

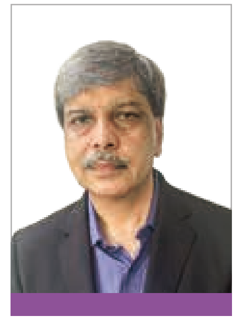
**Gul Raj Bhatia**
President - Healthcare

**Manish Gupta**
President – Sales Consumer Care

**Dhiraj Agarwal**
Head Advisor - Media

**Rajesh Sharma**
President – Finance, Investor Relations

**Shagun Tulsyan**
President – Legal & Revenue



**Sanjay Madan**
President – Operations

**Pradeep Kumar Pandey**
President – Packaging

**Biplob Banerjee**
CHRO

**Samrat Banerjee**
CIO

**Jaswant Sethia**
Head - CPD & Operation Commercials

**Shuchi Singhal**
Head - Media

Manufacturing Capital:
**Packaging**

# Sustainable Packaging Delight

## Overview

In today's world, characterised by impulse purchase, attractive packaging shapes consumer perception and stimulates buying decisions on the one hand and enhances product integrity on the other. Over time, Emami has strengthened its packaging through investments in cutting-edge technologies, addressing the evolving needs of customers and trade partners.

## Optimizing packaging: Functionality, cost, sustainability

At Emami, we select materials that balance functionality, cost-effectiveness, and sustainability.

### Primary packaging choices

- Plastics are preferred in primary packaging due to an unmatched value proposition of superior barrier properties, lightweight construction and cost efficiency.
- Glass is utilised for enhanced barrier protection against external elements.
- Aluminium is the primary material for robust packaging to withstand internal pressure, such as aerosol deodorants, due to a superior strength-to-weight ratio and aesthetic appeal.

### Sourcing strategy

- We are committed to local and international sourcing, guided by considerations of quality, availability, and sustainability.
- We prioritise local sourcing that supports regional economies and minimises environmental impact.
- We leverage our global supplier network to secure components not available locally.

This hybrid approach protects supply chain resilience and diversity.

### Key highlights, FY2023-24

In FY2023-24, Emami delivered progress in its packaging approach across five pillars.

**Driving packaging innovation:** At the heart of our approach was packaging innovation through new product development. Through cutting-edge technologies and solutions, the Company introduced multiple products across businesses.

**Cost innovation through design-to-value:** This programme enhanced cost efficiency and quality, surpassing targets.

**Process excellence:** The Company streamlined workflows; achievements included the development of standardised packaging work processes, standard test methods, and digitisation of a Packaging Qualification Plan.

**Sustainability:** The Company embraced Reduce, Reuse, and Recycle (3 R's), resulting in a significant reduction in packaging materials achieving Plastic Waste Neutrality through a 100% compliance with Extended Producer Responsibility (EPR) obligations and creating a platform for increasing post-consumer recycled content in packaging.

**Capability building:** The Company deepened training; its Future Leader Programme comprised a commitment to nurture talent, workshops and individual assessments.

**Validation:** The Company's dedication to excellence and innovation was validated by the prestigious SIES SOP Star Award, acknowledging the pioneering development of innovative packaging solutions for the Kesh King Organics Shampoo range.

## Cost management

Cost management influences our competitiveness and profitability. Our design-to-value platform focuses on four pillars:

**Specification optimisation:** We evaluate packaging specifications to identify opportunities that optimise without compromising quality. By fine-tuning specifications based on material requirements, we enhance cost-efficiencies while upholding product integrity.

**Localisation and vendor development:** Localisation and alternative vendor relationships diversify our supply chain, reducing a dependence on specific markets and suppliers, mitigating risks associated with raw material price fluctuations and currency exchange volatility.

**Operational efficiency:** We streamline processes that reduce waste and enhance productivity. Leveraging lean manufacturing principles, technology, and automation drives down costs.

**Cost negotiations:** Effective negotiation empowers us to secure favourable pricing, explore value-added services, and identify cost optimisation opportunities.

## Innovative packaging

At Emami, innovation lies at the core of our packaging development strategy, inspiring us to constantly explore new horizons in creativity, functionality, and sustainability. The Company introduced ground-breaking packaging innovation to enhance the consumer experience, reduce environment impact, and strengthen brand identity.

In FY2023-24, the Company launched multiple products, each representing a milestone. By leveraging cutting-edge technologies and design principles, we strive to create packaging solutions that not only captivate consumer attention but also contribute to a more sustainable future. From eco-friendly materials to user-friendly designs, our innovations enhance consumer experience while moderating our environmental footprint.

**Emami received dual honours** at the FIPSA Award 2022 for Responsible Packaging chosen under Innovation and Sustainability

**Emami won 3 National Awards** for Zandu Shilajit Resin Pack, Navratna Cool Talc and Navratna Therapy Body Massage & Anti-Stress Oil at 'INDIASTAR" & 'PACMACHINE' Awards 2022, conducted by Indian Institute of Packaging.

## Consumer-centric packaging excellence

At Emami, our packaging approach combines market research, consumer insights, design excellence and sustainability principles.

**Market research and consumer insights:** Extensive market research and consumer insights guide our packaging strategy, helping us decode evolving trends, preferences, and purchase drivers.

**Consumer-centric design:** Our packaging design process is inherently consumer-centric, meeting the needs of our target audience through intuitive, functional, and visually appealing design.

**Feedback:** We seek feedback from consumers, focusing on improvement areas.

**Continuous innovation:** We foster continuous innovation, staying abreast of emerging technologies and design trends.

**Sustainability and environmental responsibility:** We prioritise sustainability in packaging design, enhancing the perceived value of products and brands.

**Brand consistency and recognition:** We maintain a consistency in branding elements across packaging formats.

**Collaboration:** We foster collaboration between marketing, design, and packaging teams, enhancing alignment with brand objectives, marketing strategies, and consumer insights.

## Emami's consumer feedback collection

**Focus groups:** We organise focus groups with representative consumers to engage in detailed discussions on packaging that provide qualitative and improvement insights

**Customer service interactions:** We encourage customer feedback on packaging through customer service channels like phone calls and emails

**In-store observations:** We conduct in-store observations during market visits to gather insights into consumer interactions with our packaging

**Online reviews and feedback:** We monitor online reviews, comments, and feedback on e-commerce platforms, social media channels, and review websites

## Our commitment to sustainable packaging

Emami's proactive approach to sustainable packaging reflects our commitment to environmental stewardship and corporate responsibility, ensuring that our products are not only effective but also mindful of their ecological footprint. Some key initiatives comprised:

**Optimisation of packaging design:** We optimise packaging design to minimise material use and waste generation while ensuring product integrity. This includes light-weighting packaging, redesigning formats for better space utilisation, and implementing efficient packaging configurations.

**Circular economy:** We champion recycling and advocate a circular economy approach to packaging. We label our packaging with recycling instructions and partner recycling facilities to facilitate easy recycling and repurposing materials. Achieving plastic waste neutrality in FY2023-24 demonstrated our commitment to responsible waste management.


**Sustainable packaging technologies:** Emami invests in the research and development of sustainable packaging technologies that offer enhanced environmental performance without compromising functionality or costs. This includes the exploration of biodegradable films, compostable packaging solutions and advanced recycling technologies. Transitioning from PVC shrink sleeves to PET material exemplifies our commitment to sustainability.

**Collaboration and stakeholder engagement:** We collaborate with industry partners, government agencies, and non-profit organisations to drive collective action in sustainable packaging initiatives. Through partnerships, knowledge sharing, and collective advocacy, we enhance packaging sustainability.

## Emami's sustainable packaging expansion plans

Emami is committed to increase recyclable and biodegradable materials in packaging. The Company is diversifying the packaging portfolio to include more recyclable options, ensuring that products align with sustainable packaging practices.

The Company is on track to meet regulatory requirements and sustainability goals by introducing 30% post-consumer recycled material for Category-1 packaging, along with 10% for Category-2 and 5% for Category-3 by FY2025-26, as mandated by the Plastic Waste Management Rule.

## Minimising packaging waste

To minimise packaging waste, the Company is implementing the following strategies:

**Optimisation of material specifications:** We are redesigning packaging material specification to minimise material use and waste generation

**Right-sizing packaging:** We are right-sizing our packaging to match product dimensions, reducing excess space and material usage during transportation.

**Use of sustainable materials:** We are transitioning to sustainable packaging materials that are recyclable, biodegradable, or made from renewable sources.

**Operational efficiency:** We are collaborating with suppliers and deepening investments in captive manufacture to optimise packaging material waste during packaging material production and filling transformation.

## Our sustainability initiatives

**On-pack messaging:** Our product packaging comprise material identification logos and recyclable symbols, where applicable, providing information to consumers about the recyclability of our packaging materials.

**Website and digital platforms:** We utilise our website and digital platforms to disseminate information about our sustainability commitments, goals, and progress.

**Social media:** We engage with consumers on social media platforms, initiating conversations about sustainability. Emami shares updates, success stories, and insights in sustainability initiatives, fostering dialogue, feedback, and participation from our audience.

## Outlook, FY2024-25

In the coming years, sustainability will continue to take centre stage, with FMCG companies facing increasing pressure to adopt sustainable practices across their operations, including packaging, sourcing, and manufacturing. Technological advancements in research and development will drive sustainable material solutions, addressing limitations like cost and barrier requirements. Advancements in artificial intelligence, automation, and data analytics could reshape the FMCG landscape.

Shifting consumer preferences could necessitate adjustments in product offerings, packaging, and marketing, with an emphasis on health, wellness, convenience, and personalisation. e-commerce could prompt FMCG companies to invest in suitable capabilities that optimise packaging for online sales and home delivery. Regulatory changes related to packaging, sustainability, and environmental protection are expected to become more stringent, requiring companies to address environmental concerns and comply with new regulations.

Emami aims to enhance the proportion of recyclable packaging materials in its total packaging material consumption by 2%, reflecting its commitment to optimise the recyclability of packaging, reducing waste, and enhancing recycling infrastructure.

Intellectual Capital: R&D

# Extending the knowledge frontier to build a better world


## Overview

At Emami, research and development represent the spearhead of our growth and brand strategy. The Company is well placed in this regard; over the decades, the Company has established a reputation for innovation and responsiveness. This commitment has led to the development of efficacious & cost effective products and manufacturing efficiency.

## R&D in Consumer care

The product pipeline is positioned to address niches and white spaces, focusing on the development of next-generation products tailored for the emerging e-commerce centric Direct-to-Consumer (D2C) business model.

The R&D and Corporate Analytical Design Excellence (CADE) teams led efforts to enhance value and implement cost-saving initiatives, particularly through the design to value programme. These endeavours resulted in significant savings, contributing to revenue growth through margin  expansion.

To facilitate rapid D2C and e-commerce launches, the R&D department utilised Ready-to-Deploy Intelligent Toolboxes. These toolboxes served as a centralised, access-controlled repositories. containing a diverse array of actives, technologies, enhancers, and supplementary catalyst molecules. They were deployed for formulating products within the HPC Portfolio. Leveraging industry knowledge, scientific expertise, and understanding of consumer preferences, the R&D team developed a broad portfolio. This enabled the swift introduction of innovative products, especially meant for direct-to-consumer (D2C) channel.

Emami worked out of state-of-the-art research and development centres equipped with advanced design and development equipment and instruments in Mumbai and Kolkata. The Company invested in specialised talent, including scientists with doctorates, Masters in Science and Pharmacy, Chemical Engineers, and individuals with BTechs and MTechs in Cosmetology, responsible for overseeing product design and deployment throughout the new product development journey from inception to rollout.

## Key Highlights, FY2023-24

- Significant design-to-value projects resulted in margin improvement and the development of efficacious products, with significant cost savings.
- The CADE team filed two Indian patents, showcasing a commitment to innovation and intellectual property development.
- R&D maintained ongoing partnerships with raw material suppliers to access new and disruptive technologies. These collaborations aimed to deliver products that offered efficacy and cost-effectiveness while prioritizing best-in-class sensorial experiences.
- Emami collaborated with educational and government institutions to obtain endorsements related to product safety and toxicology. The Company worked with Contract Research Organisations and external independent laboratories for product efficacy testing.

## Focus areas

The Company seeks to develop aspirational products for consumers through the following:

- Disruptive and differentiated technologies
- Simplification and harmonisation
- Intelligence, digitalisation and agility
- Business value, cost and quality improvements
- Green, sustainable solutions and technologies

## Our competitive strengths

- Investments in Research and Development (R&D) capabilities, driving differentiated new product development and enhancing process efficiency.
- Investments in a best-in-class Corporate Analytical Design Excellence (CADE) team.
- Aggregated expertise across Emerging Sciences, Pharmacognosy, Dermatology, Phytochemistry, Pharmaceutical Analytical Technologies, Physiology, Chemical Engineering, and Safety & Toxicology.
- Invested in a state-of-the-art facility for performance assessment and clinical studies. This facility validates product deliveries for sensorial and functional benefits, aligning with consumer expectations.

## Our long-term vision

- To embrace Ayurveda and natural ingredients on a larger canvas to create innovative products that provide consumers with scientifically validated and unique solutions in modern relevant formats
- To utilise the latest advancements in product design, artificial intelligence tools, and diagnostic solutions to develop products and facilitate consumer assessment of product efficacy
- To enhance product design, efficacy, quality, and overall business value by deploying modern and advanced tools. These tools will not only swiftly detect product performance but also continuously enhance value for customers, consumers, and ultimately, the business

## Identify and evaluate new product opportunities

The Company employed a comprehensive approach to identify and evaluate new product opportunities, covering the following steps:

**Internal insights:** Utilised curated trends and reports (Advanced Business Teams and Consumer Teams).

**Market data analysis:** Leveraged trends, insights, and growth opportunities from research sources (Household Panel, Nielsen etc.) and the Company's digital and e-commerce teams.

**Consumer engagement:** Monitored social listening across consumer forums to gather feedback from consumers.

**Professional forums:** Extracted trends and insights from professional forums like LinkedIn and WARC through the D2C Insider Forum.

**Consultancy inputs:** Incorporated insights from leading consultancy firms such as Bain, McKinsey, Accenture, and BCG.

**Expert dialogues:** Engaged in dialogues with industry experts to gain additional perspectives and insights.

**Technical exhibitions/ conferences:** Attended product and packaging exhibitions and conferences to stay updated on technical advancements and industry trends.

**AI and data science tools:** Utilised AI-enabled foresights through platforms like WGSN, which offer curated data and industry expertise to understand consumer behaviour and lifestyles.

## Outlook, FY2024-25

Emami is committed to leverage artificial intelligence tools to design products with superior sensorial qualities. Drawing on its expertise in natural product chemistry and the beneficial properties of ayurvedic and herbal actives, Emami's R&D prioritises the development of effective solutions without adverse physiological effects. Emami is collaborating with top-tier contract product designers to harness open innovation. Emami is dedicated to nature-based, organic and Ayurvedic products certified by Ecocert, Cosmos, and NPOP, with a vision to achieve formulations that are 100% natural and vegan-compatible. R&D is dedicated to the ongoing development of sustainable and environment friendly products and manufacturing processes aimed at reducing its carbon footprint.

### Emami's R&D transformation

**Before**

- The state-of-the-art test centre EIDOS at R&D Facility at BT Road, Kolkata, was dormant.
- Capabilities for sensory and instrumental testing were limited.
- Structured programmes to infuse next-generation technologies into R&D projects were missing.

**After**

- State-of-the-art test centre EIDOS at R&D facility at BT Road, Kolkata, with a dedicated team for performance assessment, was revived.
- New sensory and instrumental testing capabilities (including an expert sensory panel for skincare and cooling oils & talcs, texture analyser, and FLIR) were established.
- Passion Projects Programme & Connect & Develop programme to introduce next generation technologies in R&D were established

R&D in Healthcare

## Competitive strengths

**Facility expansion:** R&D - Healthcare consistently invests in state-of-the-art research facilities to develop innovative products across dosage forms.

**Bioassay laboratory:** R&D - Healthcare generates high - throughput safety and efficacy data from its Bioassay laboratory, accelerating efficacy studies and providing scientific validation. Over 12,000 analyses were conducted in FY2023-24, including enzymatic assays, non-enzymatic assays, and cell-based assays.

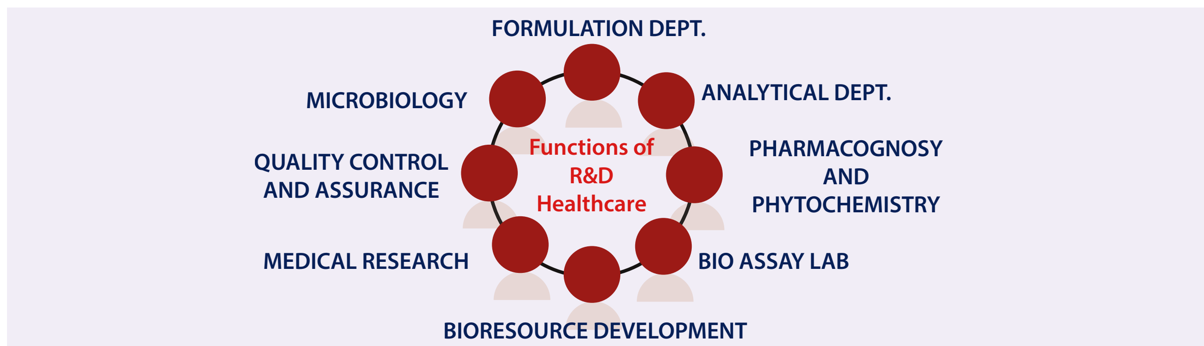
**Diverse scientific expertise:** R&D - Healthcare invests in subject matter experts from diverse disciplinary backgrounds, including individuals with expertise in Ayurveda, Chemistry, Pharmaceutics, Pharmacognosy, Microbiology, Molecular Pharmacology, and Biotechnology. This investment has created a unique knowledge-sharing platform, strengthening the team.

## Bio-resources development (BRD)

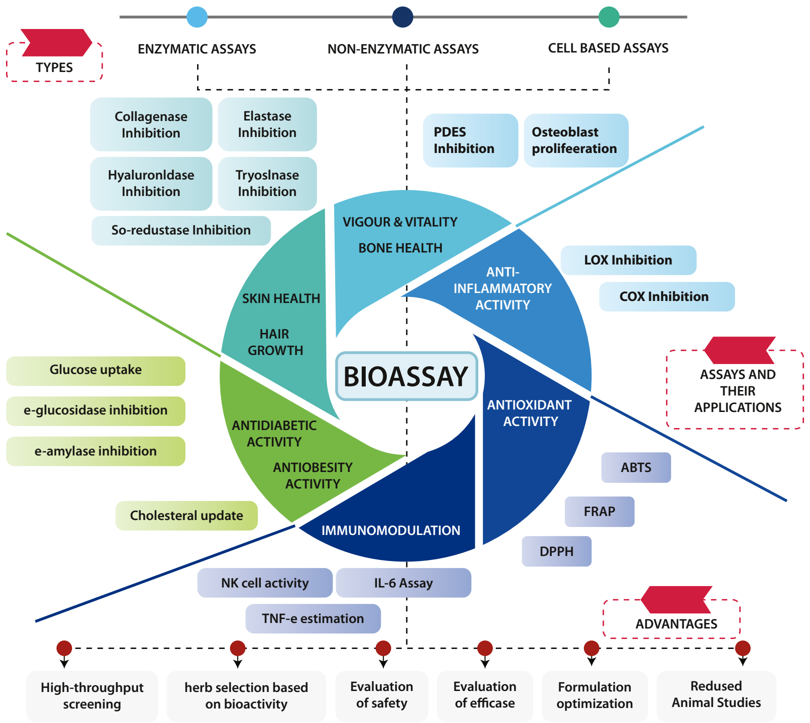
The Bio-resources Development Department was established to ensure the sustainable supply of Medicinal and Aromatic Plants (MAPs) sourced primarily from regions containing species categorised as Rare, Endangered, or Threatened (RET), or facing frequent quality issues. To address this challenge, initiatives for Captive and Contractual Cultivation of selected MAPs were launched in collaboration with farmers and community-based organisations, implementing Good Agricultural Practices (GAP) and Good Field Collection Practices (GFCP) to maintain quality standards during cultivation and collection. In partnership with the Zandu Foundation for Health Care (ZFHC), cultivation was conducted on more than 300 acres involving more than 1200 farmers across States. Capacity-building programs and workshops were organised with a focus on grassroots farmers and community-based organisations. The BRD and Zandu Foundation ensured regulatory compliance. The ZFHC Farm was certified as an 'Organic Farm' by the Gujarat Organic Products Certification Agency in March 2024, with 14 Medicinal and Aromatic crops under organic cultivation, including prominent species like ***Kaunch, Ashwagandha, Danti, Lemongrass, Jati, Vasak, Patol, Tulsi*** and ***Neeli.***

## Key initiatives, FY2023-24

- BRD and ZFHC conducted farmer training programs across India, imparting knowledge of Good Agricultural and Sustainable Collection Practices to enhance the quality of raw materials.
- ZFHC Farm obtained certification as an 'Organic Farm' from the Gujarat Organic Products Certification Agency (GOPCA) in March 2024.
- In Gujarat, farmers received encouragement and support for the cultivation of ***Ashwagandha*** and ***Kaunch***, including technical and marketing assistance.
- Before dispatching to processing units, all raw materials passed cleaning and sorting to ensure the highest quality standards, including the cleaning of ***Kaunch*** and ***Small Haritaki***.
- To procure quality raw materials, the Company initiated the trial cultivation of ***Brahmi***, using hydroponics.
- To produce quality planting materials, a high-tech nursery was commissioned.



**Bioassays at R&D-Healthcare:** Types, assays and their appication and advantages




## Key achievements, FY2023-24

- R&D-Healthcare launched multiple products with over 200 new product development projects across Ethical marketing, OTC and Generic categories in varying development stages.
- In response to market needs, R&D - Healthcare expanded its therapeutic research areas, introducing innovative products like Zandu Dantveer Ayurvedic Paste for Oral Care (enriched with Irimedadi Taila, offering a 9-in-1 action supported by scientific studies), Zandu Nasal Spray for fine-mist delivery of classical Ayurvedic oils, and two new Prash (Avaleha) products - Chandraprash and Shilajitprash.
- For haemorrhoids (piles), Zandu Pileave ointments and tablets were developed as a comprehensive therapy tool for Ayurvedic practitioners.
- Four 'healthcare juices' were added to the Zandu brand - Hair Vitalizer Juice, Seniorz Prostate Care Juice, Digestive Care Juice, and DiaBTS Care Juice.
- A cell-based model was developed for assessing wound healing efficacy, optimizing costs, and enabling effective claims for products.
- Testosterone-boosting abilities of the Vigorex and Shilajit range products were validated through animal studies and an in-house cell-based model, facilitating claims for 'testosterone booster' categories.
- A model for screening cardio protective properties of existing and new formulations was developed, paving the way for new claim categories related to heart health.
- Infrastructure and capabilities were enhanced to develop DNA fingerprinting technology for authenticating herbs and herbal extracts, ensuring product quality and efficacy.
- Efficacy data generation followed two approaches: mouse to man for allopathic or unknown compounds, and man to mouse based on Reverse Pharmacology principles for traditional systems like Ayurveda. Our Bioassay Lab was equipped to provide data for claims such as 'scientifically tested', with plans to expand coverage to more therapeutic areas.
- The 'herb-drug interaction' study conducted with Central Council for Research in Ayurvedic Sciences (CCRAS), Ministry of AYUSH, for Ayush 64 samples in FY2022-23, was readied for publication in FY2023-24.

## Emami's research focus

- All R&D - Healthcare activities were directed towards developing products with built-in efficacy. Rigorous screening from raw material selection to sourcing and formulation ensured efficacy. The team geared for herbal nutraceuticals, vegetarian protein powders, health food drinks, and effervescent tablets.
- An in-house infrastructure for assessing herb and herbal extract quality using DNA fingerprinting technology was developed, enhancing reliability.
- Expansion of therapeutic areas and delivery technologies remained a priority, with a focus on cell line-based studies and development of enzymatic and non-enzymatic assays.
- Collaborations with academicians and contract research organisations were underway to apply new pharmaceutical technologies for developing novel dosage forms.
- The Bio-resources Development Department (BRD) concentrated on cultivating species under the RET category, achieving success with kutki, jatamansi, and chirayta. Initiatives were underway to procure chirayta from contract cultivation sources to reduce imports. A five-year plan aimed to source a significant portion of herbal raw materials from cultivators.





# Reshaping Digitisation

## Overview

The world is passing through its most exciting technology phase where the analog and the mechanical are not only being replaced by the digital, but within the digital niche, there is a greater movement from conventional interventions to artificial intelligence. The result is that most functions – from the basic to the complex – stand to be redefined, resulting in disproportionate outcomes.

At Emami, we have been investing in digital technologies across the decade, replacing the manual and the conventional with modern-day interventions.

In the fiftieth year of existence, Emami is poised to transition even faster towards a predominantly digital personality. There could not be a more opportune time to leverage these investments. The emergence of Artificial Intelligence has widened opportunities; business digitalisation has become integral to competitiveness.

Emami is embracing digital technologies to access near real-time market data to derive actionable insights for faster and informed decision-making, enhancing performance and competitiveness.

## Emami's digital technology strengths

Emami is committed to enhanced digital interventions through a two-pronged approach: insourcing and outsourcing. Internally generated ideas leverage existing technologies; external interventions from partners leverage available market technologies. There is an emphasis on building proprietary capabilities that deliver long-term benefits.

## Key highlights, FY2023-24

- Strengthened sales force effectiveness processes with data science integration
- Optimised the sales beat to improve efficiency and coverage
- Developed a supervisor mobile app for field staff empowerment
- Developed an analytics-driven command centre for sales decision-making
- Automated multiple processes across finance, media and sales functions using Robotic Process Automation tools
- Transformed warehouse operations with QR code-enabled picking and packing
- Strengthened the information security framework to become more resilient to cyber threats
- Deployed the latest network and computing devices to enhance user experience
- Empowered the Emami IT landscape with cloud technology for efficiency, scale and innovation

## Outlook, FY2024-25

Emami is poised to enhance operational efficiency and strategic capabilities through transformative initiatives like establishing an analytics-led Command Centre, underpinned by a scalable Data Lake architecture, to facilitate agile reporting and company-wide metrics analysis. Emami plans to harness the latest advancements in artificial intelligence, particularly Generative AI, to augment capabilities.

The organisation is committed to digitise Supply Chain processes, spanning Sales & Operations Planning, Demand & Supply Planning, and other critical operations. Emami aims to embrace next-generation marketing by digitizing Digital Marketing, D2C, and Media capabilities aligned with industry best practices. The Company intends to automate various facets of its growing international business. It is reinforcing its Cloud strategy to enhance availability of critical applications, strengthening resilience against unforeseen challenges and disruptions.

Emami is in the process to digitise its Budget Planning and MIS process with an integrated digital platform. To digitise its Procurement process, Emami has developed a solution for pre procurement process which will drive both efficiency and transparency. These initiatives underscore Emami's commitment to innovation, efficiency, and resilience in a dynamic landscape.

Human Capital

# Deepening investments in people

## Overview

At Emami, we are committed to deepen a work culture around enriching engagement, marked by investments that empower people to realise their potential leading to stakeholder value creation. This commitment fosters value creation for all stakeholders.

## Ensuring workplace safety and fair labor practices

Emami is a fair organisation providing responsible labor practices and safe working conditions, covered by health and safety audits, compliance with local labor laws, and providing safety training.

A Safety Officer across each plant ensures adherence with safety protocols. Safety committees monitor performance across key safety performance indicators, implementing safety training, safety audits and addressing safety concerns. Emami's comprehensive safety measures include regular audits, compliance with local labor laws, and ongoing training, surpassing mere compliance to actively fostering a culture of safety and proactive risk management, thereby creating a conducive work environment.

## Diversity and inclusion

Emami promotes talent diversity and inclusion, marked by a diverse workforce comprising individuals across genders, religions, races, ethnicities, and education. Our inclusive policies ensure equal opportunities for all, underscored by specific amenities for disabled employees and a robust Code of Conduct that strictly prohibits any form of discrimination.

Emami's Code of Conduct promotes equal opportunities for all; it shuns workplace discrimination on the grounds of age, race, gender, religion, political opinion, nationality, sexual orientation, social background or disability. Emami is an equal opportunity provider without gender discrimination or with marginalised groups.

## Evolution of workforce composition

Emami's workforce has adapted around shifting market realities and business objectives. This evolution has been influenced by emerging opportunities, technology advancements, and organisational restructuring. Responding to dynamic demands and the digital revolution, we adapt our workforce strategies to enhance digital proficiency. This strategic evolution is aimed at harnessing emerging opportunities and driving sustained growth.

## Talent attraction and recruitment

The Company attracts top talent through partnerships with business schools, universities, and professional organisations, as well as collaboration with search partners. It conducts assessments, including psychometric evaluations to ensure the suitability of candidates. It leverages its employer brand through an emphasis on its global presence, growing presence in different channels (D2C, e-commerce, and modern trade) as well as differentiated marketing campaigns. In addition to competitive compensation packages, the Company offers career paths, enhancing its employer brand.

## Employee engagement

The Company engages with employees through structured platforms, reinforcing the work environment. Emami's vibrant corporate culture is reinforced through various engagement platforms, including Town Halls and team-building activities like Annual Day, Get-togethers, Sports etc. These initiatives deepen a sense of community, promote high-performance values among employees, and reinforce a culture centered around meritocracy.

## Employee retention

To address employee attrition, the Company's structured approach involved an analysis of the structure and strong entry-level hiring. The Company facilitates internal job postings and ensured that high-performing talents were retained. Successful employee retention encompassed new responsibilities and exposure to cross-functional projects. Benchmarked compensation and benefits, feedback channels, leadership development programs, and high-performer recognition enhanced talent retention.

## Training and development

Emami invests significantly in employee development across a spectrum of technical, behavioural, and managerial skills. Customised training programs, developed in consultation with experts, are designed to bridge competency gaps and prepare employees for leadership roles, ensuring that the workforce is equipped to meet current and future challenges.

The Company deepened its commitment to renew competencies through intensive training across disciplines (HSE, field safety audit, cross safety audit, mock drills and safety meetings). It identified learning needs across functional, technical, behavioural and IT programmes. It linked the targeted roles of all employees and identified competencies to address needed roles. All competency gaps were addressed by self-learning, on-the-job learning, stretch assignments, self-

*Innovation leaders of the future workshop*


*Wah! Awards-employee reward programme*

*Women's day celebration at manufacturing units*

*Amingaon Team*

*Yoga day celebration at Amingaon unit*

*Emami Premier League*

paced online training programs and virtual classroom programs. It defined a competence framework; it engaged global consultants to strengthen managerial, functional and leadership competencies through a customised Management Development Programme that focused on communication skills, productive habits, finance training for non-finance employees, competence-based interviewing skills and others.

The Company invested in employee training and development across technical, behavioural, quality (6 Sigma) and safety measures. It invested in technology inclusion, creating technology readiness, enhancing technology literacy and critical technology skill development. All Emami employees were trained on Human Rights Policy at induction. Awareness sessions on human rights and associated laws, along with workshops that included awareness on reporting human rights violation, were organised periodically by utilising the grievance redressal mechanism. All women employees were trained by the POSH committee on the rules and reporting process of Prevention of Sexual Harassment (POSH).

## Identifying and addressing skill gaps

At Emami, skill gaps were identified through performance evaluations, skill assessments, and feedback and addressed through project appraisal. Based on these assessments, suitable partners were identified, implementing development programs, making process changes, conducting external benchmarking, and ensuring leadership ownership. Mentoring, job rotations, and cross-functional feedback helped foster skill development.

## Talent development

### Identifying talent and skill gaps

At Emami, our talent development process begins with the precise identification of skill gaps and potential areas for employee growth. This is achieved through meticulous performance evaluations, skill assessments, and feedback mechanisms, ensuring a comprehensive understanding of each employee's abilities and developmental needs.

### Customised development programs

In response to the identified gaps, we design tailored development programs. These initiatives are created in collaboration with industry-leading partners and are aimed at refining technical and soft skills. Through a mix of on-the-job learning, self-paced online training, and virtual classroom sessions, we ensure that our employees are equipped to meet both current and future needs.

### Mentoring and continuous feedback

A cornerstone of our talent development is our mentoring program, which pairs less experienced employees with seasoned leaders. This relationship provides ongoing support and guidance, facilitating professional growth and leadership readiness. Regular feedback from these interactions helps refine our development strategies and ensure they remain aligned with individual and organisational goals.

### Leadership development and succession planning

We recognise the importance of nurturing future leaders from within. Our Management Development Programme, which includes workshops on communication, leadership, and strategic decision-making, is designed to prepare high-potential employees for senior roles. As these individuals progress, we strategically plan for succession to maintain continuity and stability within the Company.

## Performance evaluation process

At Emami, employee's performance is assessed based on individual and organisational performance criteria. The appraisal process encompasses feedback from managers, self-assessments by employees, and peer evaluations, which is assessed against predefined criteria and calibration standards. These components contribute to comprehensive performance evaluation.

## Performance-based incentive programmes

Emami's incentive programs are designed to reward long-term performance, aligning employee achievements with corporate goals. These incentives not only motivate excellence but also foster an environment of meritocracy.

## Employee health and well being

We are deeply committed to the well-being of our employees, offering comprehensive wellness programs that cover mental and physical health. Flexible work arrangements are a part of our commitment to ensure a harmonious work-life balance for our team.



Social & Relationship Capital:
Governance Review

# Emami + Ethics = Stability & Growth

## Overview

Emami has endured across five decades, marked by changes in economic cycles, policies and consumer preferences on account of its governance bedrock. At the Company, governance is about a commitment to generate respect by doing the right thing (as distinct from doing things the right way), enhancing stakeholder confidence. We believe that this governance framework has established a clarity of how we will engage with the world and what the world can expect from us.

At Emami, we believe that our governance commitment is a safeguard in an increasingly volatile environment. This governance ethic guides our management practices, harmonizing the interest of all stakeholders and characterised by key features that have enhanced our competitive advantage.

**Firstly,** transparency is ingrained in our operations, ensuring that stakeholders are periodically informed through disclosures and communication channels. This transparency fosters stakeholder trust, enhancing our credibility.

**Secondly,** the Company's accountability structures are established within the governance framework. Our Board of Directors, bolstered by independent oversight, diligently oversees the operations, ensuring ethical conduct and safeguard of stakeholder interests. Our Audit Committee focuses on financial reporting, internal controls, and risk management, enhancing accountability and transparency.

Our governance commitment extends beyond regulatory compliance to encompass ethical considerations and sustainable practices. We prioritise environmental and social responsibility, integrating ESG (Environmental, Social, and Governance) into our strategic decision-making. By aligning our business practices with sustainable principles, we mitigate risks and enhance long-term stakeholder value.

## Embracing evolving governance standards

Our Company remains committed to stay abreast of evolving governance standards and best practices through proactive measures. A central focus lies on Sustainability and ESG (Environmental, Social, and Governance) factors, with efforts underway to incorporate ESG considerations into our strategies. We recognise the growing significance of environment responsibility, social impact, and ethical governance in attracting investors and enhancing brand reputation. Additionally, our governance framework is anchored around principles of transparency, accountability, and stakeholder value creation, demonstrating our steadfast commitment to governance excellence.

## Diverse Board expertise

Emami's Board comprises achievers with competencies in taxation, banking, finance, entrepreneurship, marketing, consumer mapping, legal, and general managerial aspects. Board members have held senior management positions in leading global corporations, providing invaluable insights in business. This wealth of experience and knowledge ensures strategic decision-making.

## Key Board skillsets

The collective skills, knowledge, and experience of our Board members enhance our decision-making quality. Leveraging their diverse expertise, qualifications, professional backgrounds, gender diversity, and accumulated wisdom, the Board is equipped to steer the Company towards sustainable growth. This approach ensures that decisions are informed, strategic, and aligned with long-term objectives.

- Leadership of large organisations
- Visioning, strategic planning and M&A
- Consumer insights, innovation and marketing exposure
- Financial and Risk Management
- Chain Management
- Governance and Regulatory requirements oversight

## Our governance architecture

- Regulatory compliance management
- Investor protection
- Shareholder value creation
- Mitigating financial and operational risks towards environmental, social, and governance (ESG) considerations
- Ensuring Board effectiveness
- Stakeholder engagement

## Our Policies and Codes

| | | | | | |
|---|---|---|---|---|---|
| Risk Management Policy | Nomination & Remuneration Policy | Policy for Determination of Materiality of Events | Board Evaluation Policy/ Performance Evaluation Policy | Board Diversity Policy | Business Responsibility & Sustainability Reporting Policy Framework |
| Corporate Social Responsibility Policy | Code Of Conduct for Board Members and Senior Management Personnel | Whistle Blower Policy | Archival Policy | Policy for Preservation of Documents | Code of Practices and procedures for Fair Disclosures of UPSI |
| Policy for Transactions with Related Parties | Dividend Distribution Policy | Policy for determining Materiality of Subsidiaries | Legitimate Business Purpose Policy | Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons | Policy on Prevention Of Sexual Harassment at Workplace |

## Regulatory compliance assurance

Embracing full compliance with regulatory disclosure requirements, the Company implemented an online system-based compliance management tool. This tool provides real-time compliance reports and statuses, covering all locations including subsidiaries. Oversight and control of this compliance system are entrusted to the Company's dedicated team. The Company aims to provide assurance on legal compliances, maintaining a dedicated email ID for streamlined user communication.

Three compliance checkpoints are in place: Secretarial Auditors, Internal Auditors, and Statutory Auditors. Quarterly confirmations from responsible personnel at respective business locations further bolster compliance efforts. The Company Secretary bears responsibility for ensuring adherence to all applicable laws. The Independent Directors are esteemed individuals who bring valuable insights to strategy discussions and offer external perspectives when needed. Often leading or actively participating in pivotal Board committees such as Audit, Nomination and Remuneration, CSR, and Risk Management, they ensure a thorough oversight of financial reporting, executive selection, and compensation practices, among others.

## Board Committees' compliance

The Board convenes in accordance with the Company's requirements, supplementing its efficacy by establishing several Board-level committees and delegating requisite powers to address matters pertaining to the Company's affairs in compliance with relevant laws. Attendance during FY2023-24 was as follows:

| Dates on which the Board Meetings were held | Strength of the Board | Directors present |
|---|---|---|
| May 25, 2023 | 16 | 14 |
| August 07, 2023 | 16 | 16 |
| November 06, 2023 | 16 | 16 |
| February 09, 2024 | 16 | 15 |

The maximum time gap between any two meetings was less than 120 days.

## Executive compensation oversight

The HR Department, along with the Nomination and Remuneration (NR) Committee, plays a key role in recommending the remuneration of Whole Time Directors, Key Managerial Personnel and Senior Management Personnel. Upon the NR Committee's recommendation, the Board seeks approval from shareholders in compliance with legal requirements. Factors considered include qualifications, experience, role, responsibilities, contribution, and adherence to corporate standards. All prescribed laws on remuneration were followed. The remuneration structure was designed to align with the Company's performance and long-term stakeholder interests.

## Robust governance of Related Party Transactions

The Board formulated a comprehensive policy on the materiality of Related Party Transactions, aligning with Regulation 23 of the SEBI Listing Regulations 2015. Prior to any transaction, approval from the Audit Committee is diligently sought. For transactions of a repetitive nature in the normal course of business, the Audit Committee grants an omnibus approval for one financial year at a time. Subsequently, all transactions under the omnibus approval undergo quarterly reviews by the Audit Committee. Furthermore, compliance with related-party transaction regulations under the SEBI Listing Regulations, 2015 is confirmed and reported quarterly in the Corporate Governance Compliance Report. There were no material related party transactions during FY2023-24.

## Investor communication and engagement initiatives

Emphasizing investor communication, the Company arranges conference calls following the approval of financials, providing investors the opportunity to raise queries. To ensure investors remain informed, all requisite information is made accessible on the Company's website in compliance with listing regulations. Moreover, virtual general meetings are organised to facilitate interaction with shareholders worldwide, enhancing transparency and engagement. Recordings of these virtual AGMs are uploaded on the website, ensuring transparency and accessibility for shareholders.

Proper disclosures pertaining to material facts of respective resolutions were provided in the Notice, complemented by explanatory notes as mandated by law. Additionally, complete profiles of Directors were annexed with proposals related to appointments (including re-appointments) or remunerations. To keep shareholders informed, quarterly investor presentations on the Company's performance were made available through the Company's website and stock exchanges. Prior intimation of investor conference calls was provided to exchanges and uploaded on the website, with recordings and transcripts of the calls.

## Shareholder grievance redressal and investor services

The Company engaged a Registrar & Transfer Agent to effectively address shareholder grievances, supported by a dedicated email ID for investor services (investors@emamigroup.com). Additionally, registration with SCORE and ODR provides shareholders with avenues to register any grievances they may have. Ensuring equitable treatment, all shareholders, whether institutional or retail, were invited to join conference calls organised by the Company and the recordings of these calls were uploaded onto the website, allowing shareholders to access them at their convenience.

## Commitment to transparency and accountability

Transparency remains integral to our corporate ethos, demonstrated through regular compliance and filings with stock exchanges and Registrar of Companies. These disclosures encompass financial statements, Directors' remuneration, and material events impacting investors. Our commitment to accountability is evidenced by independent audits conducted by a leading global audit firm, ensuring a thorough review of financial statements and internal controls.

Our governance structure emphasises accountability at every level. The Board of Directors, comprising a mandatory presence of Independent Directors, diligently oversees company operations, upholding ethical conduct, and safeguarding shareholder interests. The Audit Committee, a sub-committee of the Board, focuses on financial reporting, internal controls, and risk management, providing an additional layer of oversight. Shareholder activism is encouraged through participation in Annual General Meetings (AGMs), empowering shareholders to exercise their voting rights and hold the Board accountable for performance.





# Connecting Consumers to the Last-Mile

## Overview

In Emami's consumer-centric landscape, extensive brand reach is essential. This is challenging in India as the country spans 3.28 mn square kilometers, the world's seventh largest with a corresponding distribution of population densities (65% population is scattered in rural and semi-urban regions).

In this environment, competent distribution depends on servicing the requirements of each region, precise geographic clustering, optimizing route distances, maximizing load capacities, and minimizing non value-added time. These measures not only reduce costs but also streamline the supply chain.

E-commerce and modern trade channels maintained robust growth. Quick commerce revenue more than doubled in two years. These channels play a pivotal role in shaping consumer preferences for new products.

## Operational review

The financial year 2023-24 marked a year of achievements, characterised by milestones across various brands and channels. The sales team's objective to drive incremental efficiencies emphasised productivity and effectiveness. Concerted effort was directed to promote products and acquisitions, contributing to outperformance.

## Key highlights, FY2023-24

**Rural footprint expansion through Project KHOJ:** In FY2021-22 and FY2022-23, approximately 20,000 villages were added to the distribution footprint. In FY2023-24, the Company enhanced efficiencies in these towns, resulting in around 30% growth.

**E-commerce scale-up and growth:** E-commerce experienced robust double-digit growth, with its contribution to the domestic business reaching approximately 12%.

**Focus on process efficiencies in modern trade channel:** The Company remained committed to improve process efficiencies in the Modern Trade Channel, resulting in enhanced on-shelf availability and manned store coverage. This strengthened the channel's profitability and facilitated growth with its contribution to the domestic business reaching more than 10%.

**Upsell /cross-sell:** The implementation of the upsell-cross-sell algorithms across handheld devices of urban sales teams helped drive retail growth.

**Chemist expansion (Project IQ):** The focus in FY2023-24 was on improving efficiencies in chemist outlets activated in FY2022-23, which helped double revenues from these outlets.

**Standalone Modern Trade (SAMT) project:** During the latter half of FY2023-24, SAMT stores (previously serviced by Modern Trade distributors) transitioned to General Trade Distributors to enhance service proximity and productivity. Following the transition, these stores experienced high double-digit growth. Going forward, targeted visibility campaigns and joint business planning initiatives were implemented.

**Beat optimisation:** The first phase of beat optimisation was completed across 202 distributors and efforts are being directed towards improvements in beat design.

**Reach:** The Company accessed approximately one million retailers through a robust multi-layered network comprising direct distributors, super stockists, sub-distributors and wholesalers.

## Distribution strategy evolution: Enhancing reach and efficiency

Over two years, Emami altered its distribution approach, expanding reach and efficiency across channels. The key changes included:

**Incremental efficiencies:** In FY2023-24, Emami prioritised incremental efficiencies in stores and villages onboarded between FY2021-23. The Company invested in direct-to-consumer (D2C) channels to enhance direct consumer reach.

**Rural expansion:** From FY2021-23, Emami added over 20,000 villages across rural geographies, ensuring these villages grew in high double-digit percentages, resulting in the overall rural channel growth.

**Rural outlet geotagging:** The Company completed geotagging and onboarding approximately 400,000 rural outlets into Emami's rural mobile Sales Force Automation (mSFA) system, enhancing rural visibility.

**Incremental chemist outlets:** Newly added chemist outlets performed creditably, with business growing 2.5x in these outlets and contributing to high double-digit percentage growth in the overall chemist channel.

## Ensuring product availability for every customer

Emami emphasised product availability through diverse channels (traditional, modern, and digital). Initiatives such as Zanducare.com provided a direct access to consumers, complementing the Company's expansion in the e-commerce sector. Emami strengthened its front-end supply chain team with defined Standard Operating Procedures (SOPs) to ensure efficient execution, fulfilment, and accurate demand replenishment.

Investments in digital platforms enabled Emami to monitor trade reach and availability. The Company's direct reach extended to approximately 1 mn stores, with an overall retail reach of around 5.1 mn stores, including direct and indirect coverage. Emami's e-commerce presence remained substantial, reaching over 17,000 pin codes, accounting for 94% of the national pin code footprint.

Emami offered pack sizes tailored to consumer segments across classes, with 26% of sales coming from low unit pack offerings. The Company offered SKUs designed to meet the needs of e-commerce and Modern Trade (MT) channels, ensuring a comprehensive coverage of retail formats.

## Key initiatives

- Emami launched digital initiatives to enhance product visibility and availability across channels.
- It relied on a data-driven analytical approach to track and execute fulfilment across geographies and channels.
- Demand planning and replenishment through refined tools improved.
- Distribution footprint expansion in rural areas and chemist shops was undertaken through Project Khoj and Chemist Expansion project.
- Rural field force productivity was enhanced through digitisation.
- Modern trade and e-commerce channels were expanded through strengthened brand presence
- Key in-store visibility measures for Modern format stores and digital-first brands were launched in the e-commerce space.
- E-commerce structure and capabilities were enhanced to accommodate rapid growth.
- Strategic distributor partnerships were redeemed.
- Robust distributor management system and optimised field force productivity were achieved through HHT devices.
- Retail direct distribution footprint digitisation and geo-coding paved the way for initiatives like Beat optimisation and upsell / cross-sell productivity initiatives.
- Enhanced capabilities in the analytics space helped navigate the evolving business landscape.

## Technological advancements

Emami embraced technology for continuous operational improvements. The Company introduced the Supervisor App for Area Sales Officers, providing on-ground real-time visibility of productivity. Emami advanced its analytical capabilities with the development of Tableau 2.0 to strengthen its analytical prowess. It revamped the supply chain management through an integrated approach, migrating to cloud-based solutions to enhance mobile Sales Force Automation (mSFA), and upgrading its Sales and Distribution Management System (CDMS) with additional features.

Emami initiated a growth transformation project to strengthen its go-to-market, refine the portfolio based on retail environment prioritisation, upskill the workforce, and enhance automation. Interactive training modules facilitated the adoption of automation tools.

## IT infrastructure for e-commerce and omnichannel retailing

Emami streamlined operations that reduced human intervention through the adoption of automation tools. The Company implemented Robotic Process Automation (RPA) and Electronic Data Interchange (EDI) for supply chain upsides. In the area of advertising, the Company utilised a cutting-edge visualisation tool to moderate reliance on Excel reports and accelerate decision-making.

## Outlook, FY2024-25

Emami will seek efficiencies across its Sales and Distribution initiatives with a concerted effort to enhance presence and throughput in key retail stores. In line with this objective, Emami will expand its network of Standalone Modern Trade Stores (SAMTs). Emami will strengthen the wholesale and sub-stockist network to improve coverage quality, enhancing the numeric distribution of products. The Company will invest in capabilities in emerging channels such as Modern Trade and E-commerce, increasing direct coverage and merchandising in modern trade stores and intensifying efforts in quick commerce (Q Com) channels. Emami will continue developing automation and analytics tools to empower frontline and support staff to make data-driven decisions.

Social & Relationship Capital: **International Business**

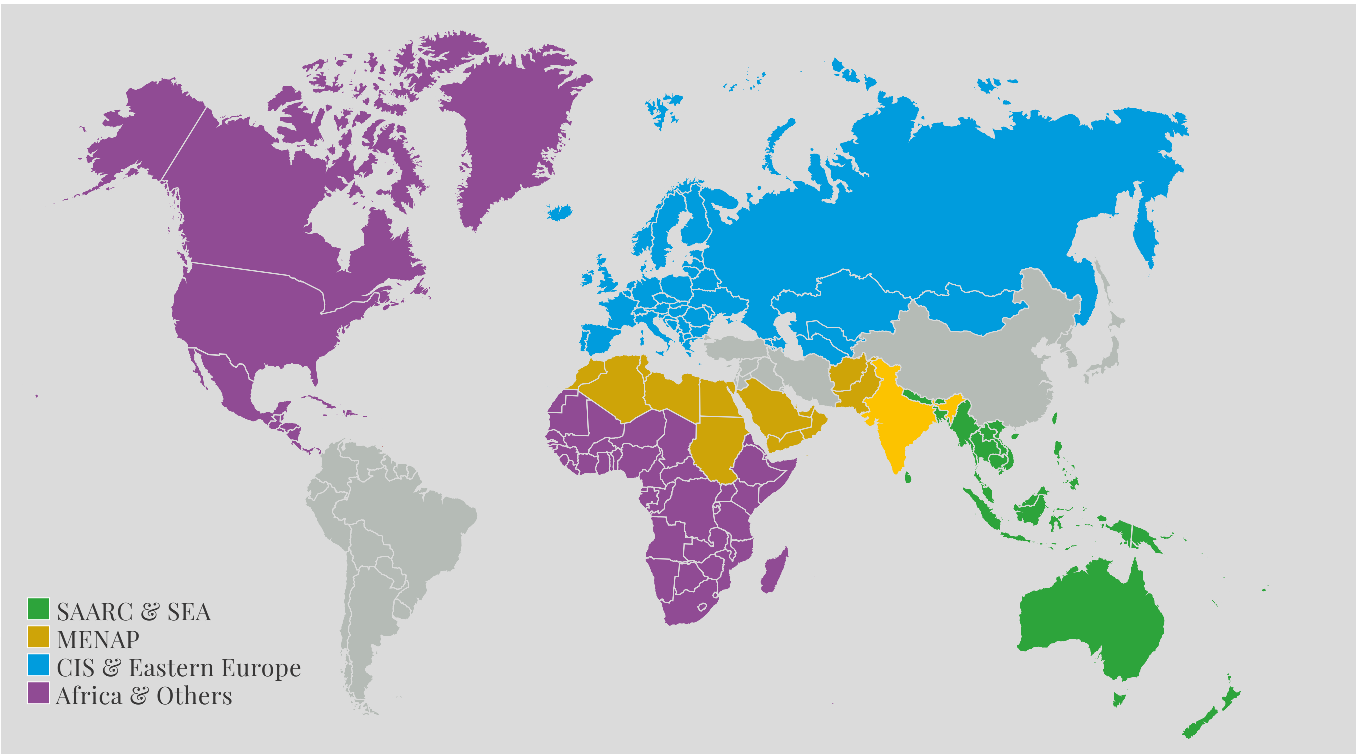
# Think Global, Go Glocal

## Overview

Emami is a confident Indian brand with a strong international presence. It distinguishes itself not merely as an Indian brand seeking to create a global presence but as a confident global player with international standing, highlighted by the wide footprint of products manufactured in India and abroad, along with the strategic launch of region-specific products customised around local needs.

The Company has evolved beyond merely serving the Indian diaspora in these markets; it has emerged as an integral part of daily lives for a wider audience including local consumers. Emami has also progressed from initially aiming to secure a modest market share to generating significant global revenues.

## Our global presence




## Key highlights, FY2023-24

**Emami's International Business** registered a constant currency growth of 12% and INR growth of 9% despite geo-political crises and currency depreciations. There was a steep erosion in the value of the Bangladesh Taka & Rouble over the last financial year impacting the topline and bottom-line.

**Power brands** like 7 Oils in One crossed revenues of ₹1 bn and Creme 21 registered highest ever sales in the year gone by. Many existing geographies like UAE, Oman, Qatar, Egypt, Saudi Arabia, Sri Lanka etc. recorded their highest ever revenues in the year under review.

**New products** and extensions contributed substantially to the topline and the year saw the expansion of Creme 21 as a holistic skin care brand from the earlier play of creams and lotions.

**All major categories** registered volume growth during the year except the therapeutic skin care play under the brand BoroPlus.

**More than** 65% of production took place closer to the countries of consumption.

**Gross margins** expanded as inflation remained under control with an expectation of further expansion

**The workforce** outside of India consisted of 85% foreign nationals, primarily from countries where the business operated. This enhanced consumer connection and provided valuable market insights.

## Brand-wise performance in the international markets

**Navratna:** This remained a coveted brand, respected for its cooling properties. In FY2023-24, the brand witnessed success, with over 70 mn units sold across diverse international territories, accounting for 21% of international revenues. Despite this achievement, the pace of business growth was moderate compared to the previous year due to a currency devaluation in select markets. Additionally, strategic measures were undertaken to optimise product offerings by rationalizing SKUs with suboptimal margins in certain regions.

**Fair & Handsome / Smart & Handsome:** In the fiscal year 2023-2024, the brand, formerly Fair & Handsome and now rebranded as Smart & Handsome, evolved into an innovative male grooming entity, departing from its previous identity solely focused on male whitening. With sales surpassing 11 mn units, it maintained its prominent position as a category leader in key markets.

**7 Oils in 1:** In FY2023-24, the brand ventured into the shampoo and conditioner segment in key markets. With sales exceeding 23 mn units across diverse geographies, it experienced 13% growth compared to the previous year. The introduction of new variants such as Black Seed, Cactus, Shea Butter, Castor, Aloe Vera, Almond, among others, in recent years continued to bolster market share.

**Creme21:** This iconic German brand has flourished following its integration into the Emami powerhouse portfolio in January 2019. Its presence expanded across regions through consistent product innovation and forays into new territories. In the FY2023-24, the brand witnessed remarkable growth, with sales totaling approximately 7.5 mn units, an increase of 47%. This expansion was driven by the introduction of new product lines, including the Brightening range, Baby Care range, Petroleum Jelly, Glycerin, and Skin/Body oils, strategically launched in select key markets.

**BoroPlus:** The brand sold approximately 11 mn units across regions, constituting approximately 12% of the overall international sales. However, in FY2023-24, the brand's performance was relatively subdued, primarily attributed to a significant depreciation of currencies and high interest rates.

**Topical pain management:** The segment encompasses balms, ointments, and sprays marketed under the brand names - Menthoplus, Himani Fast Relief, and Zandu, each establishing a leading presence in their respective categories and markets. Currently, consumers across various geographical regions purchase approximately 36 mn units annually. Amidst adverse conditions such as currency depreciation, the segment's revenue growth in the fiscal year 2023-24 surpassed the previous year, highlighting resilience and robust performance.


*Emami's International Business Team*

## Regional performance, FY2023-24

- Emami's International Business demonstrated a commendable INR growth of 9%, driven by a volume increase of 9.6% and a constant currency growth of 12%. This robust performance was particularly driven by the GCC region, which experienced a growth of 34%, and the MENA and EU regions, which saw growth of 13%. However, growth in the SAARC-SEA and Africa region remained in the single digit percentage. Conversely, the business in Russia and CIS countries faced challenges, with growth remaining subdued due to currency depreciation and high interest rates, resulting in a depletion of trade pipelines.
- The power brands of 7 Oils and Creme21 achieved their highest-ever sales in the year under review. Moreover, several established markets, including the UAE, Oman, Qatar, Egypt, Saudi Arabia, Sri Lanka and various countries in Sub-Saharan Africa, the CIS region and Southeast Asia, reported their highest-ever revenues for the fiscal year.

## Strategic growth initiatives

- Customizing and launching products to meet local needs and demand in existing markets.
- Expanding into new markets with existing products, such as introducing the OTC range in Oman.
- Prudent media investments in high-potential brands and markets, exemplified by initiatives like promoting 7 Oils in Bangladesh as well as Fair and Handsome & Navratna in the GCC region. Establishing new sales channels to bolster sales, including Pharma, FMCG and E-commerce in Russia.
- Implementing systems and processes to streamline sales operations, such as the adoption of mSFA in Bangladesh and Nepal.
- Expanding product segments and categories by introducing new products under existing brand portfolios, such as the introduction of shampoos and conditioners under the 7 Oils in One brand.
- Some key factors that drove topline and bottomline growth for the international business of the Company comprised:
  - Investments in media planning made as per brand / portfolio / market and time period relevance;
  - Building robust NPD funnel for regular and relevant new product launches;
  - Identifying and regular monitoring of product cost optimisation projects;
  - Optimizing freight cost through re-negotiation of rates / looking at alternate available options;
  - Re-negotiating distributor margins / reviewing product pricing cascade wherever possible.

## New product launches, FY2023-24

- The Creme21 brand expanded its portfolio by launching brightening creams and lotions, glycerine creams and oils, a range of creams, lotions, oils, and shampoos for babies, petroleum jelly, and skin & body oils.
- The 7 Oils in One brand launched a range of shampoos and conditioners tailored to meet diverse hair care needs.
- Ayucare brand introduced herbal toothpaste formulated with natural ingredients to promote oral health.
- Emami Gold introduced a range of Hair Colors and Hair Oils designed to enhance hair care routines.
- BoroPlus introduced Virgin Coconut oils, respected for nourishing properties, offering consumers a premium skincare experience.

## Outlook, FY2024-25

Emami's international business encountered a series of challenges across different geographies, including economic and political crises, severe currency depreciation, supply chain delays due to the Red Sea issue, high interest rates, and distributor issues. Despite the challenges, the international business reported profitable growth in each quarter by enhancing local manufacturing capabilities to achieve higher volumes closer to target markets, prudent allocation of investments in select markets with high growth potential, identification and launch of products tailored to meet market needs and demands, implementation of focused brand-building activities, and recruitment of team members with relevant market experience. Emami navigated the challenging landscape and sustained its growth momentum. Emami's International Business is likely to continue this momentum in FY2024-25, and achieve double-digit percentage revenue growth while maintaining market hygiene.

Social & Relationship Capital:
**Corporate Social Responsibility**

# Commitment beyond business

### OVERVIEW

Emami is a responsible and sensitive corporate.

The Company is not only driven by the need to make the world a better place through the manufacture of better products but also through a widening prosperity circle.

At Emami, our corporate citizenship is defined by various priorities.

One, we believe that we are engaged in business to make the world a better place.

Two, we believe that our corporate propriety must extend to do those who are not connected with the Company in any way.

Three, our engagement in corporate social responsibility projects is aligned with national and regional priorities.

Four, we have extended beyond mere 'cheque-writing' to a deeper engagement with the objective to make an enduring positive community difference.

Five, we partner specialised CSR implementing agencies and other like-minded entities who possess a deeper terrain experience and understanding.

Six, we believe in making initial investments where a moderate engagement from our side can translate into disproportionately larger societal impact.

Seven, we focus on responsible engagement where we empower beneficiaries to assume control of their lives.

Eight, we engage in programmes relevant to grass-root existences

Nine, these programmes are based on need-assessment surveys in relevant locations using various social research methodologies.

Ten, the Company's engagement is directed by a defined CSR Policy, implemented under the guidance of a CSR Committee and senior management.

Eleven, the outcomes of these programmes are periodically tracked.

Emami holds Corporate Social Responsibility (CSR) at the heart of its operational ethos. Guided by the principles of the United Nations' Sustainable Development Goals, the Company is committed to social development across the education, healthcare, women empowerment and social upliftment domains.

## Core focus areas

| Social development | Healthcare and sanitation | Education and skill development | Community development | Women empowerment |
|---|---|---|---|---|
| **Social development:** We focus on education, healthcare, women empowerment and rural development (aligned with UN Sustainable Development Goals). | **Healthcare and sanitation:** We provide healthcare services to underprivileged communities, comprising health clinics, outreach camps and medical access to the needy. | **Education and skill development:** We understand the importance of education and skill development in empowering individuals and communities through programmes that promote education, vocational training and skill development among the marginalised population | **Community development:** We believe in giving back to communities in which we operate through our factories, supporting local infrastructure development, promoting social welfare programs, and collaborating with NGOs and government bodies to address community needs in areas around our factories. | **Women empowerment:** We recognise the importance of gender equality and women empowerment, supporting women in education, healthcare, and entrepreneurship. |

## Prioritisation and selection of CSR initiatives

Emami employs a structured approach to prioritise its CSR initiatives, ensuring careful evaluation and alignment with key criteria.

### Prioritisation process

**Stakeholder consultation:** Emami engages with stakeholders, including employees, customers, communities, NGOs, and government bodies, to understand their priorities. This consultation helps Emami identify specific areas where its CSR initiatives can maximise impact.

**Materiality assessment:** Emami conducts a materiality assessment to identify the most relevant and impactful CSR issues. This assessment considers factors such as environmental impact, social relevance, regulatory requirements, and stakeholder expectations.

**Risk assessment:** Emami evaluates risks and opportunities associated with CSR initiatives - reputational risks, regulatory compliance, environmental impact, and social implications.

**Strategic alignment:** Emami's CSR initiatives are aligned with its business strategy, values, and goals. The Company prioritises projects that complement core business activities, enhance brand reputation, and contribute to long-term stakeholder value creation.

**Impact assessment:** Emami assesses the potential impact of CSR initiatives on stakeholders, communities, and the environment. The Company prioritises projects with a positively measurable impact, focusing on improved life quality, environmental conservation, and social development.

### Selection criteria

**Relevance to stakeholder needs:** Projects that directly address the needs and priorities of stakeholders, especially disadvantaged or marginalised communities, are given priority.

**Feasibility and scalability:** Emami prioritises projects that are feasible to implement within their resources and capabilities. The Company considers the scalability of projects to reach a larger audience and create a broader impact.

**Measurable impact:** Projects with clear and measurable impact metrics are preferred. Emami emphasises the importance of tracking and evaluating outcomes to assess the effectiveness of CSR initiatives.

**Innovation and best practices:** Emami values innovative approaches and best practices in CSR. They prioritise projects that demonstrate creativity, efficiency, and effectiveness in addressing social, environmental, and economic challenges.

**Long-term sustainability:** Projects that contribute to long-term sustainability in terms of environmental conservation and social development are prioritised.

**Rajkumar Goenka**, *Patron-CSR*

## Our CSR initiatives, FY2023-24

Emami's commitment to Corporate Social Responsibility (CSR) is demonstrated through a diverse portfolio of impactful projects aimed at benefiting communities across various sectors.

### Education empowerment

**Scholarship and financial aid:** Provided financial assistance to over 2300 underprivileged students, ensuring access to quality education.

**Infrastructure support:** Invested in educational infrastructure to enhance learning environments for 2100 students in schools and educational institutions.

**After school support:** Offered after-school coaching programs through Emami Foundation CSR Centres in Kolkata and Haripal, supporting more than 120 students in their academic endeavour.

**Skill development:** Empowered nearly 1000 underprivileged youth through CSR Skill Development Centres, providing training in various trades to enhance employability.

### Hunger mitigation and food distribution

**Hunger mitigation programme:** Reached out to more than 470,000 impoverished individuals in Kolkata and suburbs, providing food and supplements to alleviate hunger and nutritional deficiencies.

### Social, rural, community and environmental development

Undertook diverse activities across social, rural, community, and environmental sectors to contribute to overall development in various locations.

### Promotion of art culture and sports

Supported initiatives that promote sports, art and cultural activities to foster a vibrant and inclusive community.

### Disaster management and preparedness

Participated in street rescue and rehabilitation efforts for vulnerable individuals during disasters under the 'Save Life Kolkata' programme. This drive impacted nearly 6000 lives.

### Animal welfare

Supported three institutions dedicated to support animal welfare programs; providing treatment and food for animals in need.

### Water and sanitation

Supported water and sanitation programmes to address crucial needs for clean water and sanitation facilities to 7500 beneficiaries in underserved areas.

## Healthcare promotion

- **Clinics and camps:** Created outpatient clinics at Emami Foundation-operated CSR centres in Haripal and Kolkata. This programme provided healthcare services to nearly 76,000 patients.
- **Financial aid for medical intervention:** Provided financial aid to more than 700 patients in need of urgent medical interventions to ensure access to essential healthcare services.
- **Health infrastructure support:** Contributed to improving health infrastructure to enhance healthcare accessibility for communities.

### Community engagement and collaboration

Emami's community development initiatives align with the UN's Sustainable Development Goals, reflecting a prioritisation of community-identified needs. The involvement of Board-level and dedicated CSR committees underscore Emami's strategic approach to community engagement, including consultations with community leaders and representatives. Partnerships with NGOs, civil society organisations and other strategic partners demonstrate Emami's commitment to leverage external expertise to understand and address community needs effectively. These collaborative efforts serve as a bridge between Emami and the communities it serves.

*Mr. Sushil Kr. Goenka, Executive Director, was awarded the Green Impact Award by Lions Club International for his contribution towards CSR and community development.*



Natural Capital

# Preserving Nature, Enriching Lives

### Overview

In today's business landscape, the imperative for sustainable practices has transcended from being a mere option to an absolute necessity. With stakeholders, including customers, scrutinizing companies based on their environmental performance, Emami Limited has fortified its commitment to environmental stewardship. Our ethos prioritises sustainability across all operations, embracing principles such as resource conservation, responsible waste management, and a strategic emphasis on renewable energy sources. By integrating these practices, we not only fulfil our corporate responsibility but also contribute to the well-being of our planet.

*Tree plantation drive at Emami's manufacturing unit*

## Our environmental protection policy

The Company's Environment Protection Policy is applicable across the organisation and embodies our unwavering dedication to minimizing our ecological footprint and preserving the environment for future generations. Aligned with global standards, our policy emphasises sustainable practices across all facets of our operations. Our manufacturing units are certified and comply to ISO 14001:2015 Environmental management system EMS and ISO 45001:2015 occupational health and safety (OH&S) management systems. Through continual improvement and innovation, we strive to exceed regulatory requirements and contribute positively to environmental conservation.

Concurrently, efforts to minimise wastage are being pursued vigorously, with robust waste management systems in place to identify, segregate, and mitigate waste streams across all stages of production. Through the implementation of lean manufacturing principles and data-driven insights, we pinpoint inefficiencies and implement targeted interventions to curtail waste generation effectively. Moreover, we are actively engaging with suppliers and stakeholders to foster sustainable practices throughout our supply chain. By prioritizing these initiatives, our Company demonstrates its commitment to environmental stewardship while concurrently enhancing operational efficiency and competitiveness in the market. Through ongoing innovation and collaboration, we endeavour to mitigate our environment impact.

Emami devised a comprehensive strategy focusing on green energy, efficiency enhancement and waste reduction. This holistic approach addressed operational facets to optimise resource employment and mitigate environmental impact.

## Energy management

To reduce our carbon footprint in manufacturing processes, which constitute the largest chunk of our Scope 1 and Scope 2 emissions, we implemented a comprehensive strategy focusing on Greener energy, efficiency enhancement and waste reduction. This entails a holistic approach encompassing various facets of operations to optimise resource utilisation and minimise environmental impact. By leveraging advanced clean technologies like CNG and bio briquette-based steam generators and adopting best practices, the Company aims to enhance operational efficiency, reducing energy consumption and emissions per unit of output. Three of our manufacturing units comprise rooftop solar generation. Over 25% of our total energy requirements are met through renewable sources, we intend to increase.

## Circular economy

Emami ensured the collection and recycling of plastics, surpassing EPR obligations mandated by law. The Company's units employed a 5 R's approach towards smart waste management:

**Record:** The Company tracked waste types and quantities generated to identify improvement areas.

**Reduce:** The Company minimised waste at source by employing resource-efficient practices and making conscious decisions to reduce waste.

**Reuse:** The Company prioritised reuse to reduce waste generation.

**Recycle:** The Company processed waste materials to create new products.

**Reject:** The Company avoided using materials difficult to manage or generating adverse environmental impacts (single-use plastics and hazardous chemicals).

The Company commissioned a project to upcycle the hazardous waste generated in the Effluent Treatment Plants for brick. The pilot was approved by the Assam State Pollution control board and resulted in upcycling of over 50 MT of hazardous waste.

Using the power of Kaizen and Small Group Activity, a Quality Circle team was able to modify cleaning and sanitisation, reducing about 100 MT of hazardous waste.

## Our water stewardship programme

The Company reduced water use year-on-year across operations, demonstrating its dedication to sustainability. The largest portion of water usage in our industry occur during the cleaning and sanitisation of manufacturing equipment. However at Emami a large portion of manufacturing processes now utilise water-free cleaning and sanitisation methods.

The Company explored innovative solutions to optimise water usage and improve its environmental stewardship. All Emami plants were outfitted with cutting-edge effluent treatment plants. The Company's internal benchmarks surpassed statutory requirements by 10%, underscoring a commitment to environmental responsibility. It maximised the use of treated effluents, fulfilling all toilet and gardening needs with recycled water.

At our corporate office we reduced water consumption by 1500 KL by switching to waterless urinals.

Emami implemented rainwater harvesting systems across its plants and conducted awareness campaigns to address scarcity concerns.


*Emami's cutting-edge effluent treatment plants recycling water for all toilet and gardening needs*

## Big numbers

**12%**

Reduction in energy consumption over FY2021-22

**162%**

Increase in solar power generation over FY2021-22

**17%**

Reduction in water consumption over FY2021-22

**11%**

Increase in water recycling over FY2021-22

**9%**

Reduction in Total Scope 1+2 emissions over FY2021-22


The Company received the Greentech Award for Environmental Excellence at the prestigious platform of 23rd Greentech Environment Summit & Awards 2023

### Farmer engagement, training and Rare Herb Cultivation programs

The Bio-resources Development (BRD) department was established to ensure the sustainable supply of Medicinal and Aromatic Plants (MAPs) sourced primarily from regions containing species categorised as Rare, Endangered, or Threatened (RET), or facing frequent quality issues. To address this challenge, initiatives for Captive and Contractual Cultivation of selected MAPs were launched in collaboration with farmers and community-based organisations, implementing Good Agricultural Practices (GAP) and Good Field Collection Practices (GFCP) to maintain quality standards during cultivation and collection. In partnership with the Zandu Foundation for Health Care (ZFHC), cultivation was conducted on more than 300 acres benefitting more than 1200 farmers across States.

Capacity-building programs and workshops were organised with a focus on grassroots farmers and community-based organisations. The BRD and Zandu Foundation ensured regulatory compliance. The ZFHC Farm was certified as an 'Organic Farm' by the Gujarat Organic Products Certification Agency in March 2024, with 14 Medicinal and Aromatic crops under organic cultivation, including prominent species like ***Kaunch, Ashwagandha, Danti, Lemongrass, Jati, Vasak, Patol, Tulsi, and Neeli***. BRD and ZFHC engaged in developing improved agro-technologies of medicinal and aromatic plants for farmers.

### Key initiatives, FY2023-24

- BRD and ZFHC conducted farmer training programs across India, imparting knowledge of Good Agricultural and Sustainable Collection Practices to enhance the quality of raw materials.
- ZFHC Farm obtained certification as an 'Organic Farm' from the Gujarat Organic Products Certification Agency (GOPCA) in March 2024.
- In Gujarat, farmers received encouragement and support for the cultivation of Ashwagandha and Kaunch, including technical and marketing assistance.
- Before dispatching to processing units, all raw materials passed cleaning and sorting to ensure the highest quality standards, including the cleaning of Kaunch and Small Haritaki.
- To procure quality raw materials, the Company initiated the trial cultivation of Brahmi using hydroponic techniques.


*Emami's herb nursery*


*Brahmi cultivation using the hydroponic system*


*Farmers training programme*


*Kauch cultivation*

# Awards & accolades

## Corporate awards and rankings

Ranked 6th in the Fortune Next 500 ranking in 2024. The Company also secured number one position for FMCG sectoral leadership ranking against the parameters of Total Income and Net Profit as achieved in FY2022-23

Emami's Corporate Analytical Design Excellence team was recognised by the United States Pharmacopoeia for its valuable contribution to the development of herbal raw material monographs

The Company's Pacharia unit received the Gold Award for Occupational Health & Safety by Apex India Foundation

## Brand recognitions

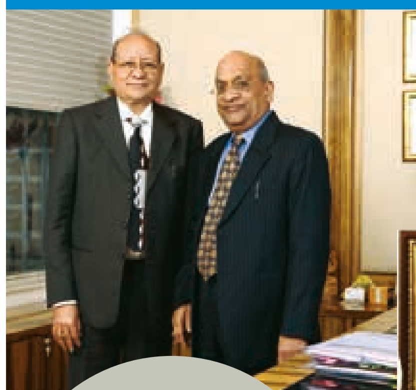
BoroPlus felicitated as one of the 'Iconic Brands of India' – for the 2nd year in a row, at the 6th edition of The **ET Iconic Brands** of India for 2023

Exchange4media recognised BoroPlus as one of the Top 5 winners in the 'Bottom of the Pyramid' category at their **Pitch Top 50 Brands 2023**


Zandu Pancharishta, recognised as the 'Ayurvedic Digestive Tonic of the Year' at the 12th edition of the prestigious Indian Pharma Expo and Business Excellence Awards 2023

Kesh King Onion Range and Fair and Handsome were both awarded with Gold Awards for their respective marketing initiatives by exchange4media (e4m) Mobile Awards **– The Maddies.**

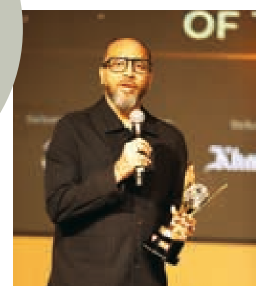
## Individual recognitions



Founders, Mr. RS Agarwal and Mr. RS Goenka were felicitated by **Hurun India** with the Most Respected Entrepreneur Award for 2023. They were also conferred the **Lifetime Achievement Award by the Indore Management Association.**

Mr. Aditya Vardhan Agarwal, Director, was conferred D. Phil (Honoris Causa) by Amity University Kolkata, for his contribution to business and community.

Ms. Priti A. Sureka, Director, was felicitated as 'Corporate Woman Leader' in the Consumer Products category at **CII Corporate Women Leadership Awards 2023.** The **Telegraph SHE Awards** honoured her in the Business Leadership Category for the year 2024.



Mr. Prashant Goenka, Executive Director, was awarded with **Indo Arab Entrepreneur of the Year 2023.** The event was a part of G20 summit organised by Hon'ble Prime Minister Mr. Narendra Modi. He was also awarded as **Icons of the UAE** – Impact Entrepreneur of the Year by the India Today Group and featured amongst the **Arabian Business 100 Most Inspiring Leaders in the Middle East.**

# Emami in News

## mint

Harsha V Agarwal,
Vice-Chairman and MD,
Emami Ltd

### Emami buys 26% in Axiom Ayurveda

Emami Ltd, a personal care and healthcare company, announced its foray into the juice category with the launch of "AloFrut", a fusion of aloe vera pulp and fruit blends.

The company acquired a 26% stake in Axiom Ayurveda Pvt Ltd, which markets AloFrut juices, for an undisclosed amount, according to an exchange filing.

"We are delighted to announce our partnership with Axiom Ayurveda through a strategic investment in equity. This marks our entry into the juice category with 'AloFrut'. With health & wellness being the buzzword for consumers today, we see tremendous potential in the segment," said Harsha V Agarwal, vice chairman & MD, Emami Ltd.

AloFrut juices are rich in vitamins, minerals, and essential amino acids and are available in multiple unique flavours. MAYUR BHALERAO

## Entrepreneur

### Breaking Barriers

## THE FINANCIAL EXPRESS

### Emami on look out for good acquisitions

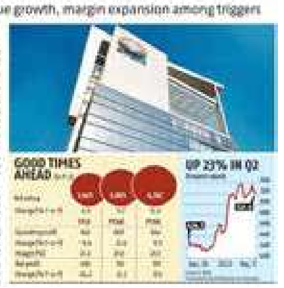
## THE TIMES OF INDIA

### Emami bets on digitisation for e-comm boost

## Business Standard

### Robust Q1 numbers set to drive Emami stock

Expectations of revenue growth, margin expansion among triggers



Tailwinds point to better prospects for Emami

## businessline.

### Emami expects over 10% sales growth for FY25 led by improvement in demand environment

'Potential for Dermicool to grow in double-digits'

Rural demand to bounce back going forward: Emami

## social samosa

### From Amitabh Bachchan to Salman Khan, how Navratna leverages star power to drive brand objectives

## Business Standard

### Half a century on, Emami eyes new sectors for growth

1 Second-generation promoter directors of Emami Group: (*From left*) Harsha Vardhan Agarwal, Manish Goenka, Prashant Goenka, Aditya Vardhan Agarwal, Mohan Goenka and Priti A Sureka (*seated*)

ISHITA AYAN DUTT
Kolkata, 13 December

From a 40-square-feet room on Muktaram Babu Street in North Kolkata, a "first factory" of sorts, Emami set foot in the world of fast-moving consumer goods (FMCG) with a vanishing cream, talcum powder and cold cream after two childhood friends Radhe Shyam Agarwal and Radhe Shyam Goenka gave up ... tion are said to be learning the ropes of the business.

The options before the Emami Group range from staples to ready-to-eat and ready-to-cook, do-it-yourself and even white goods. It could be either under Emami Ltd or Emami Agrotech. Or, a separate company altogether.

Emami Ltd is an FMCG company operating in the personal care and healthcare product

## The Telegraph

MILESTONE MOMENT

EMAMI GROUP CELEBRATES THE LEGACY OF THE COMPANY AS IT COMPLETES 50 YEARS

## campaign

### Emami at 50: A tale of two Radhey Shyams, their families and one successful business

## FREE PRESS

### Emami Marks Golden Milestone, accomplishes 50 Glorious Years

NBT नवभारत टाइम्स

### Success Story of Emami: कभी नौकरी छोड़ कर 20 हजार रुपये से शुरु किया काम, आज 20 हजार से ज्यादा लोग उनके यहां काम करते हैं

## businessline.

### Emami@50: A tale of big buyouts and clever exits

## e4m

### From handcart to conglomerate: Emami's golden glow-up journey

## दैनिक भास्कर

ब्रांड सक्सेस स्टोरी

### बोरोप्लस, नवरतन जैसे ब्रांड बनाने वाली इमामी, 70 देशों में बिजनेस

## BW BUSINESSWORLD

### "EMAMI IS TESTAMENT TO FOUNDERS' COMMITMENT OF MAKING IT BIG"

# Directors' Report

Dear Shareholders,

It gives me great pleasure to present to you the performance of your Company along with audited accounts for the financial year ended March 31, 2024. This report covers the financial results and other developments during the financial year from April 1, 2023 to March 31, 2024, in compliance with the applicable provisions of Companies Act, 2013, ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

## 1. Operational Review

This financial year has been a year of resilience and strategic progress for the Company. Our ability to adapt and thrive in a volatile environment is a testament to the values imbibed in the ethos of Emami.

In FY24, the Company, posted Consolidated Revenues of Rs. 3578 crore, marking a 5% increase from the previous year. The year under review presented a complex demand environment, particularly with subdued consumption in rural markets. Indian households faced persistent inflationary pressures, with a Kantar LinQ study revealing that 38% of households were significantly affected. Weak monsoon conditions necessitated increased MGNREGA spending on wages, signalling deeper income challenges in rural India. Furthermore, unseasonal rains in the first quarter impacted the sales of our summer portfolio, while a delayed and milder winter affected demand for our winter products in the third quarter.

Despite these hurdles, our commitment to innovation and consumer-centric strategies enabled us to navigate these challenges effectively with the Company's Domestic business growing by 4% during the year. We continued to invest in marketing and distribution, ensuring that our products remained accessible and appealing to our customers. Our agility in responding to market dynamics and consumer needs has been pivotal in sustaining our growth trajectory.

The Company launched more than 35 new products and variants during the year in the Domestic business, primarily as digital-first launches on its D2C portal, Zanducare. Overall, the Company has introduced more than 90 new product developments on Zanducare since its inception, showcasing a commitment to diversification and innovation.

Increased distribution through Project Khoj expanded coverage to over 20,000 rural towns since its launch, with more than 15% of direct rural sales achieved from newly activated coverage towns. This expansion was digitized and geocoded, providing valuable insights into rural retail behavior and buying patterns to enhance service levels. Sales enablers such as the Upsell Cross Sell Tool, Beat Optimization, and Chemist outlet expansion were also scaled up during the year. Additionally, contributions from Modern Trade increased by 110 basis points to 10.1%, and eCommerce contributions increased by 250 basis points to 11.8% in FY24.

Despite geopolitical tensions and currency depreciation in international markets, International business grew strongly by 12% in constant currency and 9% in INR terms. In FY24, sales of 7 Oils in One crossed INR 1 billion in international markets, while Creme 21 also achieved its highest-ever sales. Several existing geographies, including UAE, Oman, Qatar, Egypt, Saudi Arabia, Sri Lanka, certain Sub-Saharan countries, CIS, and SEA, recorded their highest-ever revenues. More than two-thirds of manufacturing occurred outside of India, closer to consumption countries during the year. Additionally, new products introduced under existing power brands contributed substantially to the top line, with Creme21 expanding into a holistic skincare brand. Overall, 15 new products and variants were launched in the International markets in FY24.

Strategic investments in start-ups like The Man Company and Brillare Science, which became our subsidiaries continued to post strong revenue growth and improved their profitability. Other strategic investments like Trunativ and Cannis Lupus (Furball Story), which are Associate Companies, also performed robustly. During the year, the Company entered the juice category through a strategic investment in Axiom Ayurveda Pvt Ltd, acquiring a 26% equity stake. Axiom markets beverage products under the brand "AloFrut", which is the most refreshing and healthy fusion of aloe vera pulp and fruit blends.

With a moderation in inflation, key raw material prices softened, leading to a 280 basis points expansion of gross margins to 67.5%. EBITDA grew by 10% to Rs. 950 crore, with margins expanding to 26.5%, an increase of 120 basis points. Profit after tax saw an impressive growth of 13% to Rs. 724 crore. Despite absorbing around Rs. 230 crore related to share buyback and two interim dividends totalling Rs. 8 per share (800% of face value per share), the company maintained a robust cash balance.

The Company remains focused on achieving sustainable growth and reduced its carbon footprint during the year. While absolute energy consumption reduced by 12% over FY22, its renewable energy contribution to total energy consumption increased to 19% in FY24. Water consumption also reduced by 17% over FY22. The Company was 100% compliant with EPR regulations with 10485 MT plastic waste recycled in FY24. The Company touched the lives of 5.7 lac individuals through its CSR initiatives and increased its direct sourcing of inputs from MSME/ small producers to 34% in FY24 from 29% in FY23 marking its social commitments.

The Company remains optimistic about future growth, supported by a favourable economic landscape, forecast of a normal monsoon, anticipated rural market recovery, government initiatives, and promising macroeconomic factors, all contributing to a confident outlook for sustained positive performance.

Financial results for the year under review are summarised below:

**Financial results**

(Rs. in lacs)

| Particulars | Standalone | | Consolidated | |
|---|---|---|---|---|
| | 2023-24 | 2022-23 | 2023-24 | 2022-23 |
| **Operating income** | 2,92,157 | 2,90,683 | 3,57,809 | 3,40,573 |
| **Profit before interest, depreciation and taxation** | 92,123 | 82,544 | 99,633 | 93,168 |
| Interest | 212 | 373 | 998 | 739 |
| Depreciation and amortisation | 16,657 | 21,538 | 18,591 | 24,725 |
| **Profit Before Tax and Exceptional Items** | 75,254 | 60,633 | 79,673 | 66,955 |
| Exceptional Items | 590 | - | 590 | - |
| **Profit before taxation** | 74664 | 60,633 | 79,083 | 66,955 |
| **Less: Provision for taxation** | | | | |
| - Current tax | 12830 | 11,077 | 14,465 | 12,678 |
| - Deferred tax ( net ) | 163 | 760 | (128) | 90 |
| - MAT credit entitlement | (7668) | (8,554) | (7,668) | (8,554) |
| **Profit after taxation** | 69,339 | 57,350 | 72,414 | 62,741 |
| Non-controlling interest | - | - | 61 | (1,216) |
| **Profit after minority interest** | 69,339 | 57,350 | 72,353 | 63,957 |
| Share of profit/(loss) of associate | - | - | (372) | (750) |
| **Profit for the year** | 69,339 | 57,350 | 72,414 | 62,741 |
| Balance brought forward | 1,38,670 | 1,16,684 | 1,44,008 | 1,15,830 |
| **Profit available for appropriation** | 2,08,008 | 1,74,034 | 2,16,361 | 1,79,787 |

**Financial results** (Rs. in lacs)

| Particulars | Standalone | | Consolidated | |
|---|---|---|---|---|
| | 2023-24 | 2022-23 | 2023-24 | 2022-23 |
| **Appropriation** | | | | |
| Effects of adoption of new accounting standard , i.e, Ind AS 115 | | | | |
| Interim dividend | 34,920 | 35,292 | 34,920 | 35,292 |
| Corporate dividend tax | | | | |
| Re-measurement of net defined benefit plans (net of tax) | (248) | 72 | -348 | -29 |
| Acquisition of Non-controlling interests | - | - | 2 | 516 |
| **Balance carried forward** | 1,73,336 | 1,38,670 | 1,81,787 | 1,44,008 |
| **Total** | **2,08,008** | **1,74,034** | **2,16,361** | **1,79,787** |

## 2. Changes in the nature of business, if any

There has been no change in the nature of business of the Company during the financial year 2023-2024.

## 3. Dividend

During the year under review, the Company has paid two Interim Dividends aggregating to Rs. 8/- per share of Re. 1/- each. The two interim dividends so paid will be placed for confirmation by the members at the ensuing AGM. The total dividend outgo for the financial year ended March 31, 2024 amounted to Rs. 34920 lacs and dividend pay-out ratio works out to 50.36%. The dividend pay-out is in accordance with the Company's Dividend Distribution Policy, which is available on the Company's website https://www.emamiltd.in/investors/codes-and-policies/

## 4. Transfer to reserve

Your Directors do not propose to transfer any amount to the general reserve.

## 5. Material changes and commitments

No material changes and commitments have occurred from the date of close of the financial year till the date of this Integrated Report, which might affect the financial position of the Company.

## 6. Buyback of Equity Shares

The Board of Directors at its Meeting held on 27th March, 2023 had approved the Buyback of equity shares from its shareholders/ beneficial owners (other than those who are promoters, members of the promoter group or persons in control), from the open market through stock exchange mechanism for an aggregate amount not exceeding INR 18,600 lacs (Rupees Eighteen Thousand Six Hundred Lakh Only) (Maximum Buy Back size) which represented 9.94% and 9.99% of the aggregate of the total paid-up capital and free reserves of the Company based on the audited standalone and consolidated financial statements of the Company respectively as at March 31, 2022.

The Buyback process commenced on 13th April, 2023 and closed on 05th July, 2023. The Company bought back 46,50,000 equity shares pursuant to the buyback offer by utilizing a sum of Rs. 18,530.23 lacs (Rupees Eighteen Thousand Five Hundred Thirty Lakhs and Twenty Three Thousands Only) which represents 99.62% of the Maximum Buyback Size. The Company has completed the process of extinguishment of 46,50,000 Equity Shares bought back under the Buyback Process and closed the buyback process on July 05, 2023. Further the Buyback committee was dissolved by the Board in its meeting held on 06th November, 2023.

## 7. Share Capital

As on 31st March, 2024 the authorised share capital of the company is Rs. 50,00,00,000 and the issued, subscribed and fully paid-up share capital of the company is Rs. 43,65,00,000 which has reduced from previous year Rs. 44,11,50,000 due to the buy-back.

## 8. Internal control systems and their adequacy

Your Company has in place an adequate system of internal controls commensurate with its size, requirements and the nature of operations. These systems are designed keeping in view the nature of activities carried out at each location and various business operations.

Your Company's in-house internal audit department along with other audit firms carries out internal audits at all manufacturing locations, offices and sales depots across the country and overseas. The objective is to assess the existence, adequacy and operation of financial and operating controls set up by the Company and to ensure compliance with the Companies Act, 2013, SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 and corporate codes and policies..

Your Company's internal audit department and risk management system have been accredited with ISO 9001:2015 and ISO 31000:2018 certifications, respectively.

A summary of all significant findings by the audit department along with the follow-up actions undertaken thereafter is placed before the Audit Committee for review. The Audit Committee reviews the comprehensiveness and effectiveness of the report and provides valuable suggestions and keeps the Board of Directors informed about its major observations, from time to time.

### Internal financial controls

The Company has in place adequate financial controls commensurate with its size, scale and complexity of its operations. The Company has in place policies and procedures required to properly and efficiently conduct its business, safeguard its assets, detect frauds and errors, maintain accuracy and completeness of accounting records and prepare financial records in a timely and reliable manner.

## 9. Subsidiary companies, joint ventures and associate companies

### Subsidiary companies

Pursuant to Section 134 of the Companies Act, 2013 and Rule 8(1) of the Companies (Accounts) Rules, 2014, the report on performance and financial position of subsidiaries is included in the Consolidated Financial Statements of the Company. The Company has a policy for determining the materiality of a subsidiary, which is available at https://www.emamiltd.in/wp-content/uploads/2023/08/17160727/Policy-for-Determining-Materiality-of-Subsidiaries.pdf As of March 31, 2024, your Company had the following subsidiary companies:

i) Emami Bangladesh Ltd., Bangladesh, wholly-owned subsidiary of Emami Limited;

ii) Emami Lanka (Pvt.) Ltd., Sri Lanka., wholly-owned subsidiary of Emami Limited;

iii) Emami International FZE, Dubai, wholly-owned subsidiary of Emami Limited;

iv) Crème 21, GmbH Wholly owned subsidiary of Emami International FZE;

v) Emami International Personal Care LLC - Dubai, a wholly-owned subsidiary of Emami international FZE;

vi) Emami Rus (LLC), Russia, a 99.99% subsidiary of Emami International FZE;

vii) Emami Overseas FZE, Dubai., wholly-owned subsidiary of Emami International FZE;

viii) Pharma Derm SAE Co, Egypt, a 90.60% subsidiary of Emami Overseas FZE;

ix) Brillare Science Pvt. Ltd., wholly-owned subsidiary of Emami Ltd;

x) Helios Lifestyle Private Limited, a 50.40% subsidiary of Emami Limited.

In compliance with IND-AS-110, your Company has prepared its consolidated financial statements, which forms part of this Annual Report. Pursuant to the provisions of Section 129(3) of the Companies Act, 2013, a separate statement containing the salient features of the subsidiary companies in the prescribed form (AOC-1) is a part of the consolidated financial statements. The accounts of the subsidiary companies will be available to any member seeking such information at any point of time. The financial statements of the Company along with the accounts of the subsidiaries will be available at the website of the Company, https://www.emamiltd.in/investors/results/, and kept open for inspection at the registered office of the Company.

Brief financial and operational details of the subsidiary companies are provided hereunder:

### Emami Bangladesh Ltd., Bangladesh

Emami Bangladesh Ltd., was incorporated on 25th November, 2004 under the Companies Act of Bangladesh. It is engaged in the manufacture, import and sale of cosmetics and ayurvedic medicines from its unit in Dhaka. During the financial year ended March 31, 2024, the Company clocked revenues worth Rs. 17423 lacs (previous year Rs. 17,922 lacs) and profit/ (loss) after tax of Rs. 4374 lacs [previous year Rs. 3,875 lacs].

### Emami Lanka (Pvt) Ltd., Sri Lanka

Emami Lanka (Pvt) Ltd., Sri Lanka was incorporated on 27th June, 2017, with an objective of tapping the potential of the local market. It started manufacturing locally through a contract manufacturer. During the financial year 2021-2022, the name of the Company was changed from Emami Indo Lanka (Pvt) Ltd. to Emami Lanka (Pvt) Ltd.

During the period ended 31st March, 2024, the Company earned revenues of Rs. 1563 lacs (previous year Rs. 891 lacs) and Profit/(loss) after tax of Rs. (217) lacs [previous year Rs. (53) lacs].

### Emami International FZE, Dubai

Emami International FZE, was incorporated on November 12, 2005 in the Hamriyah Free Zone, Sharjah, UAE and is governed by the rules and regulations laid down by the Hamriyah Free Zone Authority. It is engaged in the business of purchasing and selling cosmetics and ayurvedic medicines.

During the financial year ended 31st March, 2024, the Company clocked revenues worth Rs. 20770 lacs (previous year Rs. 23,479 lacs) and profit/loss after tax of Rs. 4371 lacs [previous year Rs. 1,477 lacs].

### Crème 21, GmbH (Formerly Known as Fentus 113. GmbH)

Fentus 113 GmbH. Germany, was incorporated on 3rd January, 2019. It is engaged in the business of manufacturing skin care products.

During the period ended 31st March, 2024, the Company earned revenues of Rs. 40 lacs (previous year Rs. 80 lacs) and Profit/ (loss) after tax Rs. (12) lacs [previous year Rs. (17) lacs].

### Emami International Personal Care LLC - Dubai

Emami International Personal Care LLC - UAE, was incorporated on 28th January, 2022. It has become a Wholly Owned Subsidiary of Emami International, Dubai w.e.f., 15th February, 2022. It is enaged in the trading business of FMCG products.

During the period ended March 31, 2024, the Company earned revenues of Rs. 12861 lacs (previous year Rs. 3,588 lacs) and Profit/(loss) after tax of Rs. (573) lacs [previous year Rs. (677) lacs].

### Emami (RUS) LLC

Emami (RUS) LLC was incorporated on 14th August, 2018 with an objective of trading of Perfumery products, Cosmetics and Pharma products.

During the period ended March 31, 2024, the Company earned revenues of Rs. 4246 lacs [previous year Rs. 6,254 lacs] and Profit/ (loss) after tax of Rs. (705) lacs [previous year Rs. 699 Lacs].

### Emami Overseas FZE, Dubai

Emami Overseas FZE was incorporated on November 25, 2010. It is the holding company of Pharma Derm S. A. E. Co. in Egypt.

During the financial year ended March 31, 2024, the Company earned revenues of Rs. Nil lacs (previous year: Nil) and Profit/ (loss) after tax of Rs. (9) lacs [previous year profit of Rs. (8) lac].

### Pharma Derm S. A. E. Co.

Pharma Derm S. A. E. Co. was registered on 6th September, 1998 under the relevant Companies Act of Egypt.

The Company was acquired to manufacture pharmaceuticals, disinfectants, cosmetics, chemicals, among others as a subsidiary of Emami Overseas FZE in FY 2010-11. The Company has not yet commenced operations.

During the financial year ended 31st March, 2024, the Company earned revenues of Rs. Nil [previous year: Nil] and profit/ loss after tax of Rs. (696) lacs [previous year Rs. (836) lacs].

### Brillare Science Private Limited

Brillare Science Private Limited had become a subsidiary of Emami Limited w.e.f., 1st October, 2021 and w.e.f., 27th March, 2024, it has become a wholly-owned subsidiary of the company.

It is engaged in the manufacturing of professional saloon products and during the financial year ended 31st March, 2024, the Company earned revenues worth Rs. 3361 lacs [previous year Rs. 1,958 lacs] and Profit/(loss) after tax of Rs. (1012) lacs [previous year Rs. (1,133) lacs].

### Helios Life Style Private Limited

Helios Life Style Private Limited had become a subsidiary of Emami Limited w.e.f., 1st July, 2022.

It is engaged in online male grooming sector and during the financial year ended 31st March, 2024, it earned revenues worth Rs. 18292 lacs (previous year Rs. 11,500 lacs) and a profit/(loss) after tax of Rs. 883 lacs [previous year Rs. (2,204) lacs].

### Associate companies

As of March 31, 2024, your Company had the following associate companies:

(i) Tru Native F&B Pvt. Ltd.

(ii) Cannis Lupus Services India Pvt. Ltd.

(iii) Axiom Ayurveda Pvt. Ltd.

(iv) Axiom Foods & Beverages Pvt. Ltd.

(v) Axiom Packwell Pvt. Ltd.

### Tru Native F&B Pvt. Ltd.

Tru Native is a smart nutrition company dedicated to empowering health and fitness enthusiasts with affordable and healthy food & nutrition options. The company had made a strategic investment in Tru Native F & B Pvt Ltd on 5th March, 2022 and the current strategic investment is equivalent to 20.65% of its paid up share capital on a fully diluted basis.

During the financial year ended 31st March, 2024 the Company earned revenues worth Rs. 1599 lacs (Previous year Rs. 324 lacs) and a profit/(loss) after tax of Rs. (550) lacs [previous year Rs. (421) lacs].

### Cannis Lupus Services India Pvt. Ltd.

Cannis Lupus is a pet-care start-up offering Ayurvedic/ herbal remedies for pets under the brand name "Fur Ball Story". The Company had made a strategic investment in Cannis Lupus Services India Pvt. Ltd. on 21st July, 2022 and the current strategic investment is equivalent to 30% of its paid up capital on fully diluted basis.

During the financial year ended March 31, 2024, the Company earned revenue worth Rs. 666 lacs (Previous year Rs. 46 lacs) and a profit/(loss) after tax of Rs. (430) lacs [previous year Rs. (123) lacs].

### Axiom Ayurveda Pvt. Ltd.

Axiom markets beverage products under the brand "AloFrut", the juices of which are the most refreshing and healthy fusion of aloe vera pulp and fruit blends. The Company has made Strategic investment in Axiom Ayurveda Pvt. Ltd., on 28th September, 2023 and the Current Strategic investment is equivalent to 26% of its paid-up share capital on fully diluted basis.

During the financial year ended 31st March, 2024, the Company earned revenues worth Rs. 10667 lacs [previous year Rs. 11835 lacs] and a profit/(loss) after tax of Rs. 522 lacs [previous year Rs. 815 lacs].

### Axiom Foods & Beverages Pvt. Ltd.

Axiom Foods & Beverages Pvt. Ltd., is an associate company of Axiom Ayurveda Pvt. Ltd. The Company has made an investment in Axiom Foods & Beverages Pvt. Ltd., on 28th September, 2023 and the current investment is equivalent to 26% of its paid-up share capital on fully diluted basis.

During the financial year ended March 31, 2024, the Company earned revenues worth Rs. 26 lacs [previous year Rs. NIL lacs] and a profit/(loss) after tax of Rs. (79) lacs [previous year Rs. (13) lacs].

### Axiom Packwell Pvt. Ltd.

Axiom Packwell Pvt. Ltd., is an associate company of Axiom Ayurveda Pvt. Ltd. The Company has made an investment in Axiom Packwell Pvt. Ltd., on 28th September, 2023 and the current investment in Axiom Packwell Pvt. Ltd is equivalent to 26% of its paid-up share capital on fully diluted basis.

During the financial year ended 31st March, 2024, the Company earned revenues worth Rs. 2 lacs [previous year Rs. NIL lacs] and a profit/(loss) after tax of Rs. (17) lacs [previous year Rs. (2) lacs].

## 10. Public Deposits

The Company has not accepted any public deposits covered under Chapter V of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

## 11. Non-convertible debentures

The Company did not issue any non-convertible debentures during the financial year 2023-24.

## 12. Consolidated financial statements

The consolidated financial statements, prepared in accordance with IND-AS 110– Consolidated Financial Statements, form part of this Integrated Report. The net worth of the consolidated entity as on March 31, 2024, stood at Rs. 2,44,659 lacs as against Rs. 2,30,280 lacs at the end of the previous year.

## 13. Compliance with Secretarial Standards of ICSI

The Ministry of Corporate Affairs has mandated SS-1 and SS-2 with respect to Board meetings and General Meetings respectively. The Company has ensured compliance with the same.

## 14. Transfer of Unclaimed Dividend and Unclaimed shares to Investor Education and Protection Fund

The details relating to unclaimed dividend and unclaimed shares forms part of the Corporate Governance Report.

## 15. Auditors and Auditors' Reports

### Statutory auditor

Your Company's Statutory Auditors, M/s. S. R. Batliboi & Co. LLP, Chartered Accountants (firm registration number 301003E/E300005), were re-appointed as the Statutory Auditors of the Company for a second term of consecutive five years from the conclusion of 39th Annual General meeting till the conclusion of 44th Annual General Meeting.

The Auditor's report on the standalone financial statement of the Company for the financial year ended on 31st March, 2024 does not contain any qualification, reservation or adverse remark or disclaimer.

The Auditor's in their report to the members, on the consolidated financial statement of the Company, have given qualified opinion on the basis of one subsidiary, whose financial results/ statements were not audited by the auditors, and were furnished to them by the management. The management believes that there would not be any significant impact, had the financial information been subjected to audit by the auditors.

Pursuant to Regulation 34(2)(a), statement on Impact of Audit Qualifications as stipulated in Regulation 33(3)(d) for qualified opinion on consolidated financial statement is attached as Annexure 'IV', and forms part of this Report.

### Secretarial auditor

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s MKB & Associates, Practicing Company Secretaries (FRN: P2010WB042700) as its secretarial auditor to undertake the Secretarial Audit for FY 2023-2024.

The secretarial audit report certified by the secretarial auditors, in the specified form MR-3 is annexed herewith and forms part of this report (Annexure I). The secretarial audit report does not contain any qualifications, reservations or adverse remarks. Furthermore, the Secretarial Auditor M/s MKB & Associates, Practicing Company Secretaries, has also certified the compliance as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the same has been intimated to the stock exchanges within the stipulated time.

### Cost Auditor

The Company's Cost Auditors, M/s. V.K. Jain & Co. (Firm Registration Number: 00049), were appointed by the Board of Directors at its meeting held on May 25, 2023 to audit the cost accounting records, as may be applicable to the Company for FY 2023-24 and their remuneration was approved during the previous Annual General Meeting.

As per the requirements of section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, the Company has maintained cost accounts and records in respect of the applicable products for the year ended March 31, 2024.

M/s V. K. Jain & Co has been reappointed as cost auditors for FY 2024-25 by the Board of Directors in its meeting held on 29th May, 2024 and the remuneration payable to the cost auditors is required to be placed before the members in the ensuing Annual General Meeting for their ratification. M/s V. K. Jain & Co. have given their consent to act as Cost Auditors and confirmed that their appointment is within the limits of the section 139 of the Companies Act, 2013.

Accordingly, a resolution seeking members' ratification for the remuneration payable to the Cost Auditor is included in the notice convening the Annual General Meeting. The Board recommends the same for approval by members at the ensuing Annual General Meeting.

Pursuant to Companies (Cost Records and Audit) Rules, 2014, the Cost Audit Report for the financial year March 31, 2023 was filed with the Ministry of Corporate Affairs within prescribed time.

## 16. Conservation of energy, technology and exchange outgo

The particulars of conservation of energy, technology absorption and foreign exchange earnings and outgo in accordance with the provisions of Section 134(3) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts of Companies) Rules, 2014, is annexed herewith and forms part of this Report. (Annexure II).

## 17. Annual Return

In terms of Section 92(3) the Companies Act 2013 and Rule 12 of the Companies (Management and Administration) Rules 2014, a copy of the Annual Return of the Company for the financial year ended on 31st March, 2024 is available on the website of the Company at http://www.emamiltd.in/investor-info/index.php#Compliance

## 18. Corporate Social Responsibility

Corporate social responsibility forms an integral part of your Company's business activities. The Company carries out its corporate social responsibility initiatives not just in letter but also in spirit and thus has touched thousands of lives across India.

In compliance with Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company has adopted a CSR policy, which is available at: https://www.emamiltd.in/wp-content/themes/emami/pdf/CSR-Policy.pdf

The Report on CSR expenditures during the FY 2023-24 is annexed herewith and forms part of this report (Annexure III).

During the year, the Company spent Rs. 1201.36 lacs on CSR activities against net obligations of Rs. 1198.24 lacs, which includes Rs. 170 lacs towards its on-going projects which has been transferred to a separate bank account in compliance with Section 135(6) of the Companies Act, 2013. Also, there is an excess spent of Rs. 3.12 lacs during the year under review which is available for set off in the succeeding Financial Year.

## 19. Directors and Key Managerial Personnel

### Directors retire by rotation

In accordance with the provisions of Section 152 of the Companies Act 2013 read with Rules made thereunder, Shri Prashant Goenka, Shri

R. S. Goenka and Smt. Priti A. Sureka are liable to retire by rotation at the 41st Annual General Meeting and being eligible, offer themselves for re-appointment.

### Whole-Time Director

Shri Prashant Goenka was re-appointed as a Whole-Time Director w.e.f., 20th January, 2024 for a further period of five years by the members through Postal Ballot.The term of appointment of Smt. Priti A. Sureka will complete on 29th January, 2025. Based on the recommendation of the Nomination & Remuneration committee, the Board has re-appointed Smt. Priti A. Sureka, as a Whole-Time Director, for a further period of five years, commencing from 30th January, 2025 subject to approval of the shareholders at the ensuing Annual General Meeting.

### Independent Directors

The first term of appointment of Shri Anjanmoy Chatterjee, Smt. Avani Davda and Shri Rajiv Khaitan as Independent Directors of the Company will be completed on 1st August, 2024. Considering their skills, expertise and contribution and based on the recommendation of the Nomination and Remuneration Committee, the board has proposed their re-appointment for a second term of five consecutive years commencing from 2nd August, 2024 and approval of members have been sought by way of Special Resolutions through Postal Ballot pursuant to section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014.

Pursuant to section 149 of the Companies Act, 2013 and Regulation 25(8) of SEBI Listing Regulations, 2015 the company has received declarations from all the Independent Directors that they have met the criteria of Independence. The re-appointment of Independent Directors is as per the Board Diversity Policy of the Company.

None of the Directors of the Company is disqualified for being appointed/ re-appointed as Directors, as specified under section 164(2) of the Companies Act, 2013 and Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

### Key Managerial Personnel

Shri Sandeep Kumar Sultania was appointed by the Board of Directors on recommendation of the Nomination and Remuneration committee as the Company Secretary & Compliance Officer of the Company with effect from June 01, 2023, upon retirement of Shri. A. K. Joshi, former Company Secretary of the Company.

## 20. Business Responsibility and Sustainability Report

As required under Regulation 34 of SEBI Listing Regulations 2015, the Business Responsibility and Sustainability Report of the Company for the financial year ended March 31, 2024 is attached as part of the Integrated Annual Report.

## 21. Dividend Distribution Policy

The Company has formulated a Dividend Distribution Policy, which has been displayed on the website of the Company, https://www.emamiltd.in/wp-content/uploads/2023/08/17160454/Dividend_Distribution_Policy_Emamiltd.pdf

## 22. Credit Rating

Brief details of the ratings received from credit rating agency are given in the Corporate Governance Report forming part of this Integrated Annual Report.

## 23. Board induction, training and familiarization programme for Independent Directors

Prior to the appointment of an Independent Director, the Company sends a formal invitation along with a comprehensive note on the Company's profile, the Board structure and other pertinent details to the prospective Independent Director. At the time of appointment of the Director, a formal letter of appointment outlining the duties, responsibilities and role anticipated of the newly appointed Director of the Company is provided. Along with being fully informed about the various compliances required from him/her as a Director under the various provisions of the Companies Act 2013, SEBI Listing Regulations, 2015, SEBI (Prohibition of Insider Trading) Regulations, 2015, the Code of Conduct of the Company and other pertinent regulations, the Director's role, functions and responsibilities are also explained to them in detail.

A Director, upon appointment, is formally inducted to the Board. In order to familiarize the Independent Directors about the various business drivers, they are updated through presentations at Board Meetings about the performance and financials of the Company. They are also provided presentations about the business and operations of the Company from time to time.

The Directors are also updated on the changes in relevant corporate laws relating to their roles and responsibilities as Directors. The details of the Board familiarisation programme for the Independent Directors can be accessed at: https://www.emamiltd.in/investors/corporate-governance/familiarization-programme-independent-directors/

## 24. Performance evaluation

Pursuant to the provisions of Section 178 of the Companies Act, 2013 read with rules made thereunder, Regulation 17(10) of the SEBI Listing Regulations and the Guidance note on Board evaluation issued by SEBI vide its circular dated January 5, 2017, the Company has framed a policy for evaluating the annual performance of its Directors, Chairman, the Board as a whole, and the various Board Committees. The Nomination and Remuneration Committee of the Company has laid down parameters for performance evaluation in the policy.

The Board also evaluated the performance of each of the Directors, the Chairman, the Board as a whole and all committees of the Board. The process of evaluation is carried out in accordance with the Board Evaluation Policy of the Company and as per the criteria laid down by the Nomination & Remuneration Committee.

## 25. Number of meetings of the Board

The Board of Directors held four meetings during the year on May 25, 2023, August 07, 2023, November 06, 2023 and February 09, 2024. The maximum gap between any two meetings was less than 120 days, as stipulated under SEBI's Listing Requirements, 2015. The details of Board Meetings held and attendance of Directors are provided in the Report on Corporate Governance forming part of this Integrated Annual Report.

## 26. Committees of the Board

The Company has constituted/reconstituted various Board-level committees in accordance with the requirements of Companies Act, 2013 and SEBI (LODR) Regulations, 2015. The Board has the following committees as under:

I. Audit Committee

II. Nomination and Remuneration Committee

III. Stakeholders Relationship Committee

IV. Corporate Governance Committee

V. Corporate Social Responsibility Committee

VI. Risk Management committee

VII. Finance Committee

VIII. Share Transfer Committee

IX. Shares Buy-back Committee (Dissolved on 6th November, 2023)

Details of all the above Committees along with composition and meetings held during the year under review are provided in the Report on Corporate Governance forming part of this Integrated Report.

## 27. Separate meeting of Independent Directors

Details of the separate meeting of the Independent Directors held and attendance of Independent Directors therein are provided in the Report on Corporate Governance forming part of this Integrated Report.

## 28. Whistle-blower policy

The Company has established an effective Whistle-blower policy (Vigil mechanism) and procedures for its Directors and employees. The details of the same are provided in the

Corporate Governance Report, which forms part of the Integrated Annual Report. The vigil mechanism of the Company provides for adequate safeguards against victimization of Directors, employees and third parties who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee in exceptional cases.

The policy on vigil mechanism may be accessed on the Company's website at: https://www.emamiltd.in/wp-content/uploads/2023/08/17161434/WhistleBlowerPolicyEmami.pdf.

## 29. Remuneration policy

The remuneration policy of the Company seeks to attract, retain and motivate talented individuals at the executive and Board levels. The remuneration policy seeks to employ people who not only meet the eligibility requirements but also possess the qualities required to blend in with the company's corporate culture. The remuneration policy seeks to provide performance-based, well-rounded compensation packages, while accounting for applicable laws and industry norms.

The remuneration policy ensures that the remuneration to the directors, key managerial personnel and the senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals. The remuneration policy adheres to the 'pay-for-performance' principle.

The Company's policy on remuneration and appointment of Board members as mentioned in the Remuneration Policy have been disclosed on the Company's website: https://www.emamiltd.in/wp-content/uploads/2023/08/17155929/Remuneration-Policy-Emami-Ltd.pdf.

## 30. Related party transactions

All the related party transactions entered into by the company were conducted in the normal course of business on an arm's length basis. There were no significant agreements or material contracts or arrangements with related parties during the year under consideration.

Accordingly, disclosure of Related Party Transaction as required under Section 134(3)(h) of the Companies Act 2013 read with Rule 8 of the Companies (Accounts) Rules 2014 in form AOC-2 is not applicable.

During the year, the Audit Committee had granted an omnibus approval for transactions, which were repetitive in nature for one financial year. All such omnibus approvals were reviewed by the Audit Committee on a quarterly basis. All related party transactions were placed in the meetings of Audit Committee and the Board of Directors for the necessary review and approval. The Company has developed and adopted relevant SOPs for the purpose of monitoring and controlling such transactions.

Your Company's policy for transactions with the related party which was reviewed by the Audit Committee and approved by the Board, can be accessed at: https://www.emamiltd.in/wp-content/uploads/2023/08/17161259/PolicyforTransactionswithRelatedParties.pdf.

## 31. Particulars of loans, guarantees and investments

Particulars of loans, guarantees and investments made by the Company pursuant to Section 186 of the Companies Act, 2013 are given in the notes to financial statements. The Company has granted loans, provided guarantee and made investment in its wholly owned subsidiary(ies)/associate(s) and other body corporate for their business purpose. The Company also holds securities of other body corporates as strategic investor.

## 32. Particulars of employees and managerial remuneration

The information of employees and managerial remuneration, as required under Section 197(2) read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, and other details are annexed herewith and forms part of this Report.

The statement containing names of top ten employees in terms of remuneration drawn and the particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, has been provided in a separate annexure forming part of this report.

Further, the report and accounts are not being sent to the members excluding the aforesaid annexure. In terms of section 136 of the Act, the said annexure is open for inspection and any member interested in obtaining a copy of the same may write to the Company Secretary.

## 33. Board Policies

The details of the policies approved and adopted by the Board as required under the Act and Securities and Exchange Board of India (SEBI) regulations are provided in the Corporate Governance Report, forming part of this Integrated Annual Report.

## 34. Management Discussion and Analysis and Corporate Governance Report

As per Regulation 34(3) read with Schedule V of the SEBI Listing Regulations 2015, Management Discussion and Analysis, Corporate Governance Practices followed by your Company, together with a certificate from the Company's auditors confirming compliance of conditions of Corporate Governance are an integral part of this Integrated Annual Report.

## 35. Risk management system

The Company has developed and implemented a risk management policy which is periodically reviewed by the management. The system also complies with the requirements laid down under the ISO 31000: 2018 norms.

In accordance with Regulation 21 of SEBI Listing Regulations, 2015, the enterprise risk management policy of the Company, which has been duly approved by the Board, is reviewed by the Risk Management Committee, Audit Committee and the Board on a quarterly basis. The risk management process encompasses practices relating to identification, assessment, monitoring and mitigation of various risks to key business objectives. Besides exploiting the business opportunities, the risk management process seeks to minimise adverse impacts of risk to key business objectives.

## 36. Prevention of sexual harassment at workplace

Your Company is dedicated to providing a work environment that guarantees every female employee is treated with dignity, respect and equality. Emami maintains a zero-tolerance policy towards sexual harassment and any such behaviour invites serious disciplinary action.

In accordance with the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH), your Company has implemented a policy to prevent sexual harassment of its women employees. This policy enables every employee to freely report any incidents with the assurance that prompt action will be taken. The policy lays down severe punishment for any violations of the same. The Company has also adhered to the requirements of constituting an internal complaints committee under POSH. During the year under review, the company had received two complaints under the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013 and it has been resolved. There is no pending case at any of the business places of the Company.

Several initiatives were undertaken during the year to demonstrate the Company's zero tolerance philosophy against discrimination and sexual harassment including awareness programme, which included creation and dissemination of comprehensive and easy-to-understand training and communication material.

## 37. Details of significant and material orders passed by regulators/courts/tribunals

There was no instance of any material order passed by any regulators/courts/tribunals impacting the going concern status of the Company.

## 38. Other Confirmations

There are no instances of one-time settlement with any Bank or Financial Institutions.

## 39. Directors' Responsibility Statement

Pursuant to the requirements laid down under Section 134(5) of the Companies Act, 2013, with respect to the Directors' Responsibility Statement, the Directors confirm that:

I. In the preparation of the annual accounts for the year ended March 31, 2024, the applicable accounting standards have been followed and no material departures have been made;

II. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on March 31, 2024, and of the profit of the Company for the year ended on that date;

III. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

IV. The annual accounts were prepared on a going concern basis;

V. The Directors have laid down effective internal financial controls to consistently monitor the affairs of the Company and ensured that such internal financial controls were adequate and operating effectively;

VI. The Directors have devised a proper system to ensure compliance with the provisions of all applicable laws and that the same are adequate and operating effectively.

## 40. Integrated Report

Emami has voluntarily provided the members with an Integrated Report, which discusses the organization's strategy, governance structure, performance, and opportunities for creating value based on the six types of capital: financial, manufactured, intellectual, human, social and relationship, and natural capital, for the interest of all stakeholders of the company.

## 41. Acknowledgements

Your Directors would like to acknowledge and place on record their sincere appreciation of all stakeholders – shareholders, bankers, dealers, vendors and other business partners for the unstinted support received from them during the year under review. Your Directors recognise and appreciate the efforts and hard work of all the employees of the Company and their continued contribution to its progress.

For and on behalf of the Board

Place: Kolkata
Date: 29th May 2024

**R.S. Goenka**
*Chairman*
(DIN – 00152880)

Annexure - I

# Form No. MR-3

# Secretarial Audit Report

**For the financial Year Ended 31St March, 2024**

To
The Members,
**EMAMI LIMITED**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **EMAMI LIMITED** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

The Company's Management is responsible for preparation and maintenance of secretarial and other records and for devising proper systems to ensure compliance with the provisions of applicable laws and Regulations.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit and consideAring the relaxations granted by Ministry of Corporate Affairs and Securities and Exchange Board of India, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2024 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2024, to the extent applicable, according to the provisions of:

i) The Companies Act, 2013 (the Act) and the rules made thereunder;

ii) The Securities Contracts (Regulation) Act, 1956 and Rules made thereunder;

iii) The Depositories Act, 1996 and Regulations and Bye-laws framed thereunder;

iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct investment and External Commercial Borrowings;

v) The Regulations and Guidelines prescribed under the Securities & Exchange Board of India Act, 1992 ("SEBI Act") or by SEBI, to the extent applicable:

   a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

   b) The Securities & Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011

   c) The Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

   d) The Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018

   e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021

   f) The Securities & Exchange Board of India (Issue and listing of Non-convertible securities) Regulations, 2021

   g) The Securities & Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993

   h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021

   i) The Securities & Exchange Board of India (Buyback of Securities) Regulations, 2018

vi) Other than fiscal, labour and environmental laws which are generally applicable to all manufacturing/trading companies, the following laws/acts are also, inter alia, applicable to the Company:

   a) The Legal Metrology Act, 2009;

   b) Drugs & Cosmetics Act and Rules thereunder;

   c) Indian Boiler Act, 1923

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

a) Secretarial Standards issued by The Institute of Company Secretaries of India.

b) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

We further report that:

a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There has been no change in the composition of the Board of Directors during the period under review.

b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

c) None of the directors in any meeting dissented on any resolution and hence there was no instance of recording any dissenting member's view in the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, the Company has passed special resolutions for:

a) re-appointment of Dr. (h.c) Advocate Mamta Binani (DIN: 00462925) as an Independent Director of the Company for second term of five consecutive years w.e.f October 29, 2023;

b) re-appointment of Shri Debabrata Sarkar (DIN: 02502618) as an Independent Director of the Company to hold office for a term of 5 Years w.e.f February 21, 2024.

We further report that during the period of review, Axiom Ayurveda Pvt. Ltd., Axiom Foods and Beverages Pvt. Ltd. and Axiom Packwell Pvt. Ltd. have become associate companies of Emami Limited w.e.f. 17.10.2023.

We further report that the during the year under review, the Company has bought back 46,50,000 Equity shares by utilizing a sum of Rs. 18,530.23 Lakhs.

This report is to be read with our letter of even date which is annexed as **Annexure – I** which forms an integral part of this report.

**For MKB & Associates**
*Company Secretaries*
Firm Reg No: P2010WB042700

**Manoj Kumar Banthia**
*Partner*
Membership no. 11470
COP no. 7596
Peer Review Certificate No.: 1663/2022

Date: 29.05.2024
Place: Kolkata
UDIN: A011470F000479410

# Annexure- I

To
The Members,
**EMAMI LIMITED**

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For MKB & Associates**
*Company Secretaries*
Firm Reg No: P2010WB042700

**Manoj Kumar Banthia**
*Partner*
Membership no. 11470
COP no. 7596
Peer Review Certificate No.: 1663/2022

Date: 29.05.2024
Place: Kolkata
UDIN: A011470F000479410

# Annexure-II

**Statement of particulars under Rule 8(3) of the Companies (Accounts) Rules, 2014**

## 1. PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY

### A. STEPS TAKEN OR IMPACT ON CONSERVATION OF ENERGY

The power consumption of the Company as a percentage of the total turnover comes to negligible percent. The efforts of the company are aimed to minimize energy consumption inspite of the rapid increase in operations of the company, a brief is given hereunder and the detail is shared in the Business Responsibility and Sustainability Report.

- Leveraging advanced clean technologies like CNG and Bio Briquette based steam generators and adopting best practices
- Details of total energy consumption:

| Parameter | FY 2023-24 | FY 2022-23 |
|---|---|---|
| Total energy consumption from Renewable sources [GJ] | 23,148 | 4,357 |
| Total energy consumption from non-renewable sources [GJ] | 1,00,234 | 1,24,129 |
| **Total energy consumption (GJ)** | **1,23,382** | **1,28,486** |
| **Energy intensity per rupee of turnover (GJ/ Rs. crore)** | **42.95** | **44.98** |

### B. STEPS TAKEN FOR UTILISING ALTERNATE SOURCES OF ENERGY

As the energy consumption to total turnover is very minimal, use of alternate source of energy is presently not required. During the year, the company reported a rise in renewal energy use and reduction in specific energy consumption (vs production). A brief is given hereunder and the detail is shared in the Business Responsibility and Sustainability Report.

- Three of the company's manufacturing units were equipped with rooftop solar generation systems.
- 19% of the company's total energy needs were fulfilled through renewable energy sources.
- The company is investigating opportunities to increase solar generation capacity and doubling output.

### C. CAPITAL INVESTMENT ON ENERGY CONSERVATION EQUIPMENT

As the energy consumption to total turnover is very minimal, investment in Energy Conservation Equipment is presently not required.

## 2. PARTICULARS WITH RESPECT TO TECHNOLOGY ABSORPTION

### A. EFFORTS IN BRIEF TOWARDS TECHNOLOGY ABSORPTION, ADAPTATIONAND INNOVATION

The Company has always been aware of the latest technological developments and adapted them to make products more cost-effective and to attain high levels of quality.

### B. BENEFITS DERIVED

1. The benefits derived by the Company for such adaptation have been evident in reducing cost, improving packaging, upgrading existing products and developing new products. Thus, it helped the Company to satisfy consumer needs and business requirements.
2. Future plan of action: Emphasis will continue to be laid on innovative products keeping in view the need and taste of consumers, innovative packaging and adoption of latest technology and know-how to make products more cost-effective as well as of high quality.

### C. IMPORTED TECHNOLOGY

Technology imported : None

Year of import : Not applicable Has technology been fully absorbed? : Not applicable

### D. RESEARCH & DEVELOPMENT

1. The R&D activities of the Company are specifically focused on developing new products and improving existing products and analytical methods.
2. The result of such dedicated research work is the constant and innovative expansion in the range of products and achieving greater levels of quality by improved consumption of raw materials and reduction in wastage.
3. The Company's efforts are directed towards creating value-added products and packs for all consumer segments. It is focused on innovative packaging to achieve consumer appeal as well as providing convenience to consumers.
4. The Company's future plan includes putting greater emphasis on Ayurveda science to deliver innovative and effective products.
5. Expenditure in R&D:

Rs. in Lacs

| | |
|---|---|
| Capital | 81.54 |
| Recurring | 2470.98 |
| Total | 2552.52 |
| R&D as a percentage of total turnover | 0.71% |

## 3. FOREIGN EXCHANGE EARNINGS AND OUTGO

### A. Activity relating to exports: Initiatives were taken to increase exports, development of new export markets for products, and export plans

Total export in foreign exchange for the financial year 2023-24 was Rs. 39501 lacs. In order to expand overseas business, the Company registered its various brands in a number of countries apart from obtaining registration of respective products from the statutory authorities in those countries. The Company has also undertaken extensive marketing and advertising campaigns overseas to increase its exports business.

### B. The total foreign exchange used during the year by the Company is apportioned under the following heads:

Rs. in Lacs

| | |
|---|---|
| Raw materials | 5785 |
| Capital goods | 59 |
| Professional fees | 314 |
| Others | 387 |
| **Total** | **6545** |

### C. Foreign exchange earnings during the year

Rs. in Lacs

| | |
|---|---|
| Export of goods on FOB basis | 39502 |
| Dividend | 1045 |
| Royalty | 725 |
| Interest | 40 |
| Guarantee Commission | 86 |
| **Total** | **41398** |

Annexure - III

# Report on Corporate Social Responsibilities

**For the Financial Year ended March 31, 2024**

1. Brief outline on CSR Policy of the Company

   - Promoting Healthcare, water and sanitation programmes.
   - Promoting education, enhancing vocational skills and livelihood enhancement projects.
   - Rural development, social upliftment programmes and promotion of Art and Culture.

   These projects are in accordance with Schedule VII of The Companies Act, 2013. The aforesaid projects have been carried out by the Company directly and/or through implementing agencies.

2. Composition of CSR Committee

   Composition of the CSR Committee and details of attendance during Financial Year 2023-24 are as under:

| Sl. No. | Name of Director | Designation/ Nature of Directorship | Number of meetings of CSR Committee held during the Financial Year | Number of meetings of CSR Committee attended during the Financial Year |
|---|---|---|---|---|
| 1 | Shri S. K. Goenka, Chairman | Promoter - Executive Director | 4 | 4 |
| 2 | Shri Anjanmoy Chatterjee | Independent Director | 4 | 3* |
| 3 | Shri Mohan Goenka | Promoter – Executive Director | 4 | 4 |
| 4 | Shri Harsha V. Agarwal | Promoter – Executive Director | 4 | 4 |
| 5 | Smt. Priti A. Sureka | Promoter – Executive Director | 4 | 3* |
| 6 | Shri Prashant Goenka | Promoter – Executive Director | 4 | 4 |

*Leave of Absence was granted by the committee to Shri Anjanmoy Chatterjee and Smt. Priti A. Sureka on 25th May, 2023.

3. Web-link where Composition of CSR Committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company

   https://www.emamiltd.in/sustainability/csr-initiatives/

   https://www.emamiltd.in/sustainability/csr-committee/

   https://www.emamiltd.in/wp-content/themes/emami/pdf/CSR-Policy.pdf

   https://www.emamiltd.in/wp-content/themes/emami/pdf/Emami-Ltd-CSR-Projects-FY-2023-24.pdf

4. Executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable - NA

5. (a) Average net profit of the Company as per sub-section (5) of Section 135: Rs. 60,265 Lakhs

   (b) Two percent of average net profit of the Company as per sub-section (5) of Section 135: Rs. 1205.30 Lakhs

   (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: NIL

   (d) Amount required to be set off for the financial year, if any: Rs. 7.06 lakhs

   (e) Net CSR obligation for the financial year [(b)+(c)-(d)]: Rs. 1198.24 Lakhs

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): Rs. 1141.13 Lakhs

(b) Amount spent in Administrative Overheads: Rs. 60.23 Lakhs

(c) Amount spent on Impact Assessment, if applicable: NA

(d) Total amount spent for the Financial Year [(a)+(b)+(c)]: Rs. 1201.36 Lakhs

(e) CSR amount spent or unspent for the financial year: (Amount in Rs. Lakhs)

| Total Amount Spent for the Financial Year (Rs. in Lakhs) | Amount Unspent | | | | |
|---|---|---|---|---|---|
| | Total Amount transferred to Unspent CSR Account as per sub-section (6) of Section 135 | | Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of Section 135 | | |
| | (Rs. in Lakhs) | Date of transfer | Name of the Fund | Amount | Date of transfer |
| Rs. 1201.36 Lakhs | Rs. 170 Lakhs* | 30.04.2024 | NA | NA | NA |

*Note: Out of an amount of Rs. 170 Lakhs, which was required to be transferred to Unspent CSR Account, an amount of Rs. 40 Lakhs was disbursed for the ongoing project of FY 2023-24 in April, 2024 and hence the actual amount transferred to Unspent CSR Account was Rs. 130 Lakhs.

(f) Excess amount for set off, if any:

| Sl. No. | Particular | Amount (in lakhs) |
|---|---|---|
| (i) | Two percent of average net profit of the Company as per sub-section (5) of Section 135 | Rs. 1205.30 Lakhs |
| (ii) | Overspent CSR amount of previous FY 2022-23, (carried forward in FY 2023-24 for set-off) | Rs. 7.06 lacs |
| (iii) | Total amount spent for the financial year | Rs. 1201.36 Lakhs |
| (iv) | Excess amount spent for the financial year [(i)-(ii)-(iii)] | Rs. 3.12 Lakhs |
| (v) | Surplus arising out of the CSR projects or programs or activities of the previous Financial Years, if any | NIL |
| (vi) | Amount available for set off in succeeding Financial Years [(iv)-(v)] | Rs. 3.12 Lakhs |

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:

| Sl. No. | Preceding Financial Year(s) | Amount transferred to Unspent CSR Account under sub-section (6) of Section 135 | Balance Amount in Unspent CSR Account under sub - section (6) of section 135 | Amount Spent in the Financial Year | Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub- section (5) of Section 135, if any | | Amount remaining to be spent in succeeding Financial Years | Deficiency, if any |
|---|---|---|---|---|---|---|---|---|
| | | | | | Amount | Date of Transfer | | |
| Not Applicable | | | | | | | | |

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the financial year: No

   If yes, enter the number of Capital assets created/acquired: NA

9. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per sub-section (5) of Section 135: NA

**H. V. Agarwal**
*Vice Chairman & Managing Director*
DIN: 00150089

**Sushil Kr. Goenka**
*Chairman, CSR committee*
DIN: 00149916
Date: 29.05.2024
Place: Kolkata

# Annexure - IV

**Statement on impact of Audit qualifications (For Audit Report with modified opinion) Submitted along-with Annual Audited Financial Results (Consolidated)**

(See regulation 33 of the SEBI (LODR) Regulations, 2015)

I.

| Sl. No. | Particulars | Audited Figures (as reported before adjusting for qualifications) | Adjusted Figures (audited figures after adjusting for qualifications) |
|---|---|---|---|
| 1. | Turnover / Total income (Rs. in lakhs) | 362489 | 362489 |
| 2. | Total Expenditure (Rs. in lakhs) | 290075 | 290075 |
| 3. | Net Profit/(Loss) (Rs. in lakhs) | 72414 | 72414 |
| 4. | Earnings Per Share (Rs.) | 16.55 | 16.55 |
| 5. | Total Assets (Rs. in lakhs) | 327970 | 327970 |
| 6. | Total Liabilities (Rs. in lakhs) | 82199 | 82199 |
| 7. | Net Worth (Rs. in lakhs) | 244659 | 244659 |
| 8. | Any other financial item(s) (as felt appropriate by the management) | - | - |

II. **Audit Qualification (each audit qualification separately):**

a. **Details of Audit Qualification:**
One (1) subsidiary, whose financial results/statements and other financial information reflect total assets of Rs. 7,864 lacs as at March 31, 2024, total revenues of Rs. 4,832 lacs and Rs. 18,292 lacs, total net profit/(loss) after tax of Rs. (249) lacs and Rs. 883 lacs and total comprehensive income/(loss) of Rs. (259) lacs and Rs. 874 lacs, for the quarter and year ended on that date respectively and net cash outflows of Rs. 59 lacs for the year ended March 31, 2024, whose financial results/statements and other financial information have not been audited by any auditors.

b. Type of Audit Qualification: Qualified Opinion

c. Frequency of qualification: First time

d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: Not quantified by the Auditor

e. For Audit Qualification(s) where the impact is not quantified by the auditor:

(i) **Management's estimation on the impact of audit qualification:** The Management believes that there would not be any significant impact, had these financial information been subjected to audit by the auditor.

(ii) **If management is unable to estimate the impact, reasons for the same:** The impact could only be assessed once the financial statements of the subsidiary will be audited.

(iii) **Auditors' Comments on (i) or (ii) above:** As the financial results/statement and other financial information have not been audited by any auditor, we have qualified our report. The actual impact could only be assessed once the financial statements of the subsidiary will be audited.

III. **Signatories:**

- **CEO/ Managing Director** – H. V. Agarwal
- **CFO** – N. H. Bhansali
- **Audit Committee Chairman** – Anand Rathi
- **Statutory Auditor** – Sanjay Kumar Agarwal (S.R. Batliboi & Co. LLP)

**Place: Kolkata**
**Date: 29.05.2024**

# Annexure - V

## Statement of Disclosure of Remuneration under Section 197(12) of the Companies Act, 2013 and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

(i) Ratio of the remuneration of each director to the median remuneration of employees of the Company for the Financial Year 2023- 2024 and the percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the Financial Year 2023-2024:

Rs. In Lacs

| Sl. No. | Name | Designation | Ratio | % Increase |
|---|---|---|---|---|
| 1 | Shri S. K. Goenka | Whole - Time Director | 107.16 | Not comparable* |
| 2 | Shri Mohan Goenka | Vice Chairman-Cum-Whole time Director | 181.04 | 12.76% |
| 3 | Shri H. V. Agarwal | Vice Chairman-Cum-Managing Director | 181.04 | 12.76% |
| 4 | Smt. Priti A Sureka | Whole - Time Director | 90.57 | Not comparable* |
| 5 | Shri Prashant Goenka | Whole - Time Director | 90.57 | Not comparable* |
| 6 | Shri N. H Bhansali | CEO - Finance, Strategy & Business Development & CFO | Not applicable | 8.09% |
| 7 | Shri Sandeep Sultania | Company Secretary, Compliance Officer and VP - Sales Commercial | Not applicable | 7.77% |

*As explained in Point no. v

(ii) Percentage increase in the median remuneration of employees in the Financial Year 2023-2024 : Nil

(iii) Number of permanent employees on the rolls of company as on March 31, 2024 : 3289

(iv) The Company affirms that remuneration is as per the Remuneration Policy of the Company which is uploaded on website of the Company at https://www.emamiltd.in/wp-content/uploads/2023/08/17155929/Remuneration-Policy-Emami-Ltd.pdf

(v) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;

The company offers both fixed and variable remuneration to its employees. Variable remuneration is performance-based compensation which is awarded in the following year based on the performance of both the company and individual employees. During the FY 2023-24, the average increase in the fixed remuneration of the employees was 8.48%, Further, prior to FY 2023-24, only two out of five whole-time directors were entitled for variable remuneration i,e, Commission linked with the Net Profit under Section 198 of the Companies Act 2013. During the year, shareholders approved inclusion of the variable pay in the remuneration structure for the remaining three whole time directors. Due to the inclusion of variable pay for the three whole time directors, the total remuneration (fixed + variable) for the current year cannot be directly compared with previous year. However, there was a 9.69% increase in fixed salaries paid to each of the five whole time directors. The increment / revision of remuneration structure is an outcome of the Company's performance and standard industry practices aligned with the Remuneration Policy of the Company.

# Corporate Governance Report

for the year ended March 31, 2024

## 1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Emami adheres to establish governance practices to protect the interests of investors and ensure stable the company's growth. The Company is compliant with the corporate governance practices as enumerated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the SEBI Listing Regulations, 2015).

The Company advocates ethical corporate citizenship and strives to establish a sound culture. The governance processes and systems have been strengthened across the decades. The objective of the company's governance mechanism according to global consensus entails the long-term maximization of shareholder value. Pursuant to this objective, the Company manufactured and marketed products, which generated long-term sustainable value for consumers, shareholders, employees, business partners, the society and economy while complying with regulatory disclosure requirements.

The Company believes that the concept of governance is founded upon transparency, empowerment, accountability, independent monitoring and environmental consciousness. The Company consistently endeavored to uphold values across all operational aspects. As means to this end, the Company formed a Board comprising reputed experts, and inducted persons of eminence as Independent Directors. These individuals, through their expertise and experience, contribute to the corporate strategy framework.

## 2. BOARD OF DIRECTORS

### a. Introduction

The Board of Directors is the apex body that governs the Company's functions. The Board provides and evaluates the strategic direction of the Company, management policies and their effectiveness. It ensures that the long-term interests of stakeholders are being served. The Board plays a pivotal role in ensuring good governance. The Board's role, functions, responsibility and accountability are clearly defined in this regard.

The members of the Board hail from diverse backgrounds, skilled and experienced in areas like taxation, banking, finance, entrepreneurship, marketing, consumer behavior mapping as well as legal and general managerial aspects. Many of them worked with the senior managements of global corporations, gaining an in-depth understanding of the Indian business environment. The Chairman, Managing Director and Whole-time Directors are assisted by the CEOs/CFO/senior managerial personnel.

The Board periodically reviews its composition to ensure that it remains aligned with statutory and business requirements.

The Meetings of the Board of Directors and Board-level committees are usually held at the registered office of the Company at Emami Tower, 687, Anandapur, E. M. Bypass, Kolkata-700107; the Company has all the facilities of holding such meetings through video conferencing. During the year under review, the Company followed the rules and norms prescribed by the Central Government for holding meetings through Audio/ Video Mode.

### b. Composition of the Board

The Board of Directors comprises professionals across diverse fields, benefitting in a wide range of skills and experience being brought to the Board. The Company's policy is to maintain an optimal balance between Executive and Non-Executive Directors. As on March 31, 2024 the Board comprises of a Non-Executive Chairman, a Managing Director, four Executive Directors, two Non-Executive Directors and eight Independent Directors. Out of the total strength, the Company had three Women Directors on its Board. The detailed profiles of all the Directors are available on the Company's website: https://www.emamiltd.in/know-us/leadership/

The Company complied with the provisions of Section 149 of the Companies Act, 2013 and Regulation 17(1) of the SEBI Listing Regulations, 2015 with respect to the Composition of the Board. The Composition of the Board and category of Directors as on March 31, 2024 are as under:

### Name and Category of Directors

| Promoter Directors | Independent Non-Executive Directors |
|---|---|
| Shri R. S. Agarwal, Non - Executive Director | Shri C. K. Dhanuka |
| Shri R. S. Goenka, Non - Executive Chairman | Shri Anand Rathi |
| Shri S. K. Goenka, Whole - Time Director | Shri Debabrata Sarkar |
| Shri Mohan Goenka, Vice - Chairman & Whole - Time Director | Shri Anjani Agrawal |
| Shri A. V. Agarwal, Non - Executive Director | Shri Anjanmoy Chatterjee |
| Shri H. V. Agarwal, Vice - Chairman & Managing Director | Shri Rajiv Khaitan |
| Smt. Priti A. Sureka, Whole - Time Director | Smt. Avani Davda |
| Shri Prashant Goenka, Whole - Time Director | Dr. (h.c.) Mamta Binani |

There were no changes in the composition of Board of Directors of the Company during the year under review.

The names of listed companies wherein the Board members are Directors and category of their Directorship is annexed. None of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as a director by SEBI/ MCA or any such statutory authority and a certificate in this respect from MKB & Associates, Company Secretaries in practice is annexed.

All Independent Directors comply with the definition of Independent Director as given under Section 149 (6) of the Companies Act, 2013 and Regulation 16 (1)(b) of the SEBI Listing Regulations, 2015. At the time of appointment/ re-appointment and at the commencement of each financial year, every Independent Director signs a declaration to confirm that he/she fulfills all the conditions for being an Independent Director as laid down by the law and are independent of the management.

While appointing/reappointing Independent Director/Non-Executive Director/ Executive Director to the Board, the Nomination and Remuneration Committee (NR Committee) considers the criteria as laid down in the Companies Act, 2013 and Regulation 16 (1)(b) of SEBI Listing Regulations, 2015 and Board Diversity policy.

### c. Agenda papers distributed in advance

Agenda papers of all the meetings of Board of Directors/Committees are circulated amongst the Directors/invitees well in advance, in a structured format in both the modes - soft and physical copies.

All material information except unpublished price-sensitive information (UPSI) are incorporated in the agenda papers to facilitate meaningful and focused discussions at the meeting.

Where it is not practical to attach any document to the agenda, the same is tabled before the meeting with specific reference to effect of the agenda and approval for the same is taken from the Board/committees as applicable. In special and exceptional circumstances, additional or supplementary item(s) on the agenda are permitted.

### d. Directors' responsibilities

i. The principal responsibility of the Board is to oversee the management of the Company, and in doing so, serve to the best interests of the Company and its stakeholders. These include:

- Reviewing and approving operating, financial and other corporate plans, strategies and objectives.
- Evaluating whether the corporate resources are used for the appropriate business purposes.
- Establishing a corporate environment that promotes timely and effective disclosures (including robust and appropriate control procedures and incentives), fiscal responsibility, high ethical standards and compliance with all applicable laws and regulations.
- Evaluating the performance of the Company.
- Attending the meetings of the Board, committees and shareholders.

ii. Exercise best business judgments: In discharging their fiduciary duties with care and loyalty, the Directors exercise their judgment to act in what they reasonably believe to be in the best interest of the Company and its stakeholders.

iii. Understand the Company and its business: The Directors have an obligation to remain informed about the Company and its business, including principal operational and financial objectives, strategies and plans.

iv. Establish effective systems: The Directors ensure that the effective systems are in place for periodic and timely reporting to the Board on matters concerning the Company.

### e. The role of Company Secretary in the overall governance process

The Company Secretary plays a vital role in ensuring that Board procedures are followed and regularly reviewed. The Company Secretary ensures that all relevant information, details and documents are made available to the Directors and the senior management for effective decision-making at the meeting.

### f. Compliance

The Company Secretary is responsible for and is required to ensure adherence to all the applicable laws and regulations primarily of the Companies Act, 2013 read with the rules thereunder, Secretarial Standards prescribed by ICSI and SEBI Listing Regulations, 2015.

Besides preparing the agenda, the notes on the agenda and minutes of the meeting, among others, the Company Secretary establishes and regularly monitors the compliance mechanism in place to carry out effective and timely compliance of relevant laws, rules and regulations.

The Company has put in place a system based compliance management tool which provides real time compliance report and status of compliances. The application of the tool has been extended to cover all locations and the subsidiary Companies.

This compliance system is monitored and controlled by the Company's dedicated team.

The tool is intended to provide an assurance to the Board on legal compliances as ensured by the Company. The Company has a dedicated email ID for better compliance management and communications among the users of the tool.

A System Generated Composite Report of Statutory Compliances of all applicable laws, rules and regulations is placed before the Audit Committee and Board on a quarterly basis.

A certificate of statutory compliances duly signed by the Whole -Time Director and the CEO Finance, Strategy & Business Development and CFO along with the Certificates of Compliance from responsible persons of each of the business places are placed before the Board of Directors.

The Audit Committee and the Board of Directors review the compliance reports of the laws applicable to the Company as well as instances of non–compliances, if any, together with their possible impacts on the business, if any. A stringent internal audit system is in place to monitor and certify the compliance system, which is also reviewed by the Corporate Governance Committee.

### g. Risk management

The Company has a Comprehensive Enterprise Risk Management (ERM) system at work duly approved by the Board of Directors of the Company, which is ISO 31000:2018 certified. The Board has appointed Shri Manoj Agarwal, Senior Vice President – Audit & Control as the Chief Risk Officer.

In line with the ERM system, risk owners identify the risk on a regular basis and take steps for mitigating the same.

Composite reports of all risk areas including cyber laws are periodically reviewed by the Risk Management Committee, Audit Committee, the Board of Directors of the Company and the Corporate Governance Committee.

### h. Number of Board meetings and the Directors present therein

The Board of Directors held 4 meetings during the year on May 25, 2023; August 07, 2023; November 06, 2023 and February 09, 2024.

Details of Board meetings held during the financial year and the number of Directors present are:

| Dates on which the Board Meetings were held | Strength of the Board | No. of Directors present |
|---|---|---|
| May 25, 2023 | 16 | 14* |
| August 07, 2023 | 16 | 16 |
| November 06, 2023 | 16 | 16 |
| February 09, 2024 | 16 | 15** |

'*Leave of Absence was granted by the Board to Shri Anjanmoy Chatterjee and Smt. Priti A Sureka for meeting held on May 25,2023.

**Leave of absence was granted by the Board to Shri Anand Rathi for meeting held on February 09, 2024

The maximum time gap between any two meetings was less than 120 days as prescribed under Regulation 17(2) of SEBI Listing Regulations, 2015. Video conferencing facilities were also used to facilitate Directors in other locations in the Board/Board-level Committee Meetings. In compliance with the MCA circulars issued in view of COVID 19, the Company had arranged participation in the meeting through video conferencing by using the webex platform. All necessary compliances were made by the Company whenever the Directors used the video conferencing facility in the Board/ Board-level Committee Meetings.

## i. Attendance of Directors at Board meetings, last Annual General Meeting, relationship with other Directors, number of Directorships held and Chairmanship or memberships of committees of each Director in various companies as on March 31, 2024.

| Sl. No. | Name of Director and DIN | Position | Relationship with other Directors | Date of joining | Number of Board meetings attended | Number of directorship held in Public Limited Companies as on 31.03.2024* (incl. Emami Ltd.) | Number of committee positions held** (incl. Emami Ltd.) | Attendance at the last AGM |
|---|---|---|---|---|---|---|---|---|
| 1. | Shri R. S. Agarwal DIN: 00152996 | Non-Executive – Non Independent director | Father of Shri A.V. Agarwal, Shri H.V. Agarwal and Smt. Priti A Sureka | 03-05-1994 | 4/4 | 1 | None | Yes |
| 2. | Shri R. S. Goenka DIN: 00152880 | Non - Executive Chairman | Brother of Shri S.K. Goenka and father of Shri Mohan Goenka | 03-05-1994 | 4/4 | 1 | Member - 1 | Yes |
| 3. | Shri C. K. Dhanuka DIN: 00005684 | Non – Executive Independent Director | - | 02-08-2017 | 4/4 | 9 | Chairman-2<br>Member-10 | Yes |
| 4. | Shri Debabrata Sarkar DIN: 02502618 | Non-Executive Independent Director | - | 21-02-2019 | 4/4 | 8 | Member-7 | Yes |
| 5. | Dr (h.c.) Mamta Binani DIN: 00462925 | Non-Executive Independent Director | - | 29-10-2021 | 4/4 | 9 | Chairman-1<br>Member-5 | Yes |
| 6. | Shri Anand Rathi DIN: 00112853 | Non-Executive Independent Director | - | 02-08-2022 | 3/4 | 8 | Chairman-1<br>Member-4 | Yes |
| 7. | Shri Anjani Agrawal DIN: 08579812 | Non-Executive Independent Director | - | 02-08-2022 | 4/4 | 6 | Member-7 | Yes |

| Sl. No. | Name of Director and DIN | Position | Relationship with other Directors | Date of joining | Number of Board meetings attended | Number of directorship held in Public Limited Companies as on 31.03.2024* (incl. Emami Ltd.) | Number of committee positions held** (incl. Emami Ltd.) | Attendance at the last AGM |
|---|---|---|---|---|---|---|---|---|
| 8. | Shri Anjanmoy Chatterjee DIN: 00200443 | Non -Executive Independent Director | - | 02-08-2022 | 3/4 | 2 | Member-2 | Yes |
| 9. | Smt. Avani Davda DIN: 07504739 | Non -Executive Independent Director | - | 02-08-2022 | 4/4 | 6 | Member-5 | Yes |
| 10. | Shri Rajiv Khaitan DIN: 00071487 | Non -Executive Independent Director | - | 02-08-2022 | 4/4 | 3 | Member-1 | Yes |
| 11. | Shri S. K. Goenka DIN: 00149916 | Promoter Executive Director | Brother of Shri R.S. Goenka | 17-05-1995 | 4/4 | 1 | None | Yes |
| 12. | Shri Mohan Goenka DIN: 00150034 | Promoter Executive Director | Son of Shri R. S. Goenka | 15-01-2005 | 4/4 | 1 | Member-1 | Yes |
| 13. | Shri A. V. Agarwal DIN: 00149717 | Promoter Non -Executive Director | Son of Shri R. S. Agarwal and brother of Shri H. V. Agarwal and Smt. Priti A. Sureka | 15-01-2005 | 4/4 | 2 | None | Yes |
| 14. | Shri H. V. Agarwal DIN: 00150089 | Promoter Executive Director (Managing Director) | Son of Shri R. S. Agarwal and brother of Shri A. V. Agarwal and Smt. Priti A. Sureka | 15-01-2005 | 4/4 | 1 | Member-1 | Yes |
| 15. | Smt. Priti A. Sureka DIN: 00319256 | Promoter Executive Director | Daughter of Shri R. S. Agarwal and sister of Shri A. V. Agarwal and Shri H. V. Agarwal | 30-01-2010 | 3/4 | 2 | None | Yes |
| 16. | Shri Prashant Goenka DIN: 00703389 | Promoter Executive Director | Nephew of Shri R. S. Goenka and Shri S. K. Goenka | 20-01-2014 | 4/4 | 1 | Member-1 | Yes |

* Excludes Private Companies, Foreign Companies and Companies registered under Section 8 of the Companies Act, 2013.

** Includes only Audit Committee and Stakeholders Relationship Committee as per Regulation 26(1) of the SEBI (LODR) Regulations, 2015.

*** The Total number of Membership in committees include their position of chairmanship in the companies as well.

None of the Directors is a member of more than ten board-level statutory committees or a Chairman of more than five such committees and the Company has taken a declaration for the same, from each of the Directors.

**Name of the listed companies in which the company's Directors are holding position of Directors and the category of their directorship as on March 31, 2024 is as under:**

| Sl. No. | Name of Director | Name of The Listed Company | Category |
|---|---|---|---|
| 1 | Shri R. S. Agarwal | Emami Limited | Promoter Director/ Non-Executive Director |
| 2 | Shri R. S. Goenka | Emami Limited | Promoter Director/ Non-Executive Chairperson |
| 3 | Shri C. K. Dhanuka | Emami Limited | Independent Director |
| | | CESC Ltd. | |
| | | Dhunseri Tea & Industries Ltd. | Managing Director |
| | | Dhunseri Ventures Ltd | Executive Chairman |
| | | Dhunseri Investments Ltd. | Chairman |
| | | Naga Dhunseri Group Ltd | |
| | | Mint Investments Ltd | |
| 4 | Shri Debabrata Sarkar | Emami limited | Independent Director |
| | | GOCL Corporation Limited | |
| 5 | Dr. (h.c.) Mamta Binani | Emami limited | Independent Director |
| | | Skipper Limited | |
| | | Balrampur Chini Mills Ltd. | |
| | | Emami Paper Mills Limited | |
| | | GPT Infraprojects Limited | |
| | | Ddev Plastiks Industries Limited | |
| 6 | Shri Anand Rathi | Emami Limited | Independent Director |
| | | Anand Rathi Wealth Limited | Promoter/ Non – Executive Director |
| 7 | Shri Anjani Agrawal | Emami Limited | Independent Director |
| | | Vodafone Idea Limited | |
| | | Welspun Corp Limited | |
| | | Firstsource Solutions Limited | |
| 8 | Shri Anjanmoy Chatterjee | Emami Limited | Independent Director |
| | | Speciality Restaurants Limited | Executive Director/ Chairperson/ Managing Director |
| 9 | Smt. Avani Davda | Emami Limited | Independent Director |
| | | Max Estates Limited | |
| | | Mahindra Logistics Limited | |
| | | Persistent Systems Limited | |
| | | NIIT Limited | |
| 10 | Shri Rajiv Khaitan | Emami Limited | Independent Director |
| 11 | Shri S. K. Goenka | Emami Limited | Whole Time Director/ Promoter Director |
| 12 | Shri Mohan Goenka | Emami Limited | Whole Time Director/ Promoter Director |
| 13 | Shri A. V. Agarwal | Emami Limited | Non-Executive Director/ Promoter Director |
| | | Emami Paper Mills Limited | Executive Chairman |
| 14 | Shri H. V. Agarwal | Emami Limited | Managing Director/ Promoter Director |
| 15 | Smt. Priti A Sureka | Emami Limited | Whole Time Director/ Promoter Director |
| 16 | Shri Prashant Goenka | Emami Limited | Whole Time Director/ Promoter Director |

## j. Information placed before the Board of Directors

The Company has complied with Part A of Schedule II of SEBI (LODR) Regulations, 2015 read with Regulation 17 (7) of the said regulations with regard to information being placed before the Board of Directors.

The following items are generally tabled for information and review of the Board:

- Annual operating plans and budgets and any updates;
- Capital budgets and any updates;
- Quarterly results of the Company and its Subsidiary & Associate companies; Company's annual financial results, financial statements and Auditors' Report;
- Formation/reconstitution, terms of references and minutes of Board Committees including Audit Committee;
- Information on recruitment and remuneration of senior officers just below the Board level, including appointment or resignation of Chief Financial Officer and the Company Secretary;
- Show cause, demand, prosecution notices and penalty notices which are materially important;
- Fatal or serious accidents, dangerous occurrences and material effluent discharge or pollution related problems;
- Any materially relevant default in financial obligations to and by the Company or substantial non-payment for goods sold by the Company;
- Any issue, which involves possible public or product liability claims of substantial nature, including any judgment or order which may have passed strictures on the conduct of the company or taken an adverse view regarding another enterprise that can have negative implications for the Company;
- Details of any joint venture or collaboration agreement;
- Transactions that involve substantial payment towards goodwill, brand equity or intellectual property;
- Significant labour problems and their proposed solutions. Any significant development on human resources/ industrial relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme, among others;
- Sale of material nature of investment, subsidiaries and assets, which is not in the normal course of business;
- Quarterly details of foreign exchange exposures and the steps taken by the management to limit the risks pertaining to adverse exchange rate movements, if material;
- Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer, among others;
- Financials and minutes of meetings of subsidiary companies;
- Appointment, remuneration and resignation of Director(s) and key managerial personnel;
- General notices of interest to the Directors including declaration of Independent Directors at the time of appointment/ annually;
- Appointment of internal auditors, cost auditors and secretarial auditors;
- Secretarial audit report as submitted by secretarial auditor;
- Certificate of statutory compliance certifying compliance with all laws as applicable to the Company;
- Reconciliation of Share Capital Audit Report under SEBI (Depositories and Participants) Regulation, 1996;
- Dividend declaration;
- Grant of loans and making investments of surplus funds;
- Transactions/Agreements/Contracts with related parties;
- Review of the Risk Management Policy;
- Any other important or critical matters.

The Board is presented with all the information under the above heads whenever applicable and materially significant. These are submitted either as a part of the agenda papers well in advance of the Board meetings, or are tabled in the course of the Board meetings or meetings of the relevant committees. Functional heads are also called upon to provide additional inputs to the items being discussed by the Board/ Committee, as and when required

k. **Presentation by the management**

Prior to the publishing of the quarterly/ annual financial results of the Company, a presentation comprising operations of the Company including performance of major brands, international businesses, performance of subsidiary companies, initiatives taken for sales promotion and all other matters having impact on the business of the Company is shared with the Board.

l. **Succession plan:** The Board of Directors approves the arrangements in place for orderly succession and a smooth transition of outgoing members of the Board of Directors and Senior Management Personnel.

m. **Training of Board members and Familiarization Programme for Independent Directors**

Emami acknowledges the pivotal role of a well-informed Board in enhancing its performance to meet stakeholder expectations and societal needs. The Board members of Emami are all experienced professionals who are well-acquainted with the nature of industry, the prevailing business model and other aspects of the Company and keep themselves updated about the changes in laws relating to Company's business and their roles and responsibilities as Directors of the Company.

At each of the Board Meeting, Board members are provided with presentations containing details about the Company's operations, the FMCG business as a whole, the business model and new launches & initiatives, among others.

The Board Members are updated about changes in laws relating to reporting and disclosures as applicable to the Company.

The Company arranges discussions/ meetings on the risks associated with the Company's business wherein experts are invited and mitigation plans are discussed with the Executive Directors. Such discussions in the form of training exercises enable them to take better decisions when it comes to discharging their responsibilities.

The relevant statutory changes/updates are explained/informed to the Directors periodically so that they can take better and informed decisions.

A formal update about the operations of the Company and their role and responsibilities along with information on a variety of topics such as laws, regulations, the economy and problems that have a substantial impact on the company are also shared with the Independent Directors. They are regularly updated on the business activities of the Company such as details of businesses of the Company as well as the details of competitors, changes in relevant laws, their duties/ responsibilities and liabilities as a Director, new projects the Company is proposing, CSR and sustainability interventions, risk assessment and minimization methods.

Such information enables the Independent Directors to familiarize themselves with the Company's operations and the industry at large. The company had earlier organised factory visits for Independent Directors as a part of the familiarization Programme.

The Company had conducted a Familiarization Programme for the Independent Directors as required under Regulation 25 (7) of the SEBI Listing Regulations, 2015. During the year, one familiarization programme was conducted wherein the Independent Directors were sensitized on various pointers.

Further details of the Familiarization Programme can be accessed at: https://www.emamiltd.in/wp-content/uploads/2023/09/11183704/EmamiLtdFamiliarizationProgrammeForIndependentDirectors.pdf

On an on-going basis, periodic presentations are made at the Board and Committee meetings on health and safety, sustainability, performance updates of the Company, industry scenario, business strategy, internal control and risks management strategy. The Directors are also provided with quarterly updates on relevant statutory changes, judicial pronouncements and important amendments.

## n. Whistle blower mechanism

The Company has a strong and effective whistleblower policy in place, which aims to deter and detect actual or suspected misconducts. It has been established to ensure that genuine concerns of misconduct/unlawful conduct, which an individual believes may be taking place within the organization, are raised at an early stage in a responsible and confidential manner. The above mechanism was appropriately communicated within the Company, across levels, and was displayed on the Company's intranet as well as the website: https://www.emamiltd.in/wp-content/uploads/2023/08/17161434/WhistleBlowerPolicyEmami.pdf

This mechanism also provides for adequate safeguards against victimization of employees who avail the mechanism and the Audit Committee is empowered to monitor the functioning of the mechanism. The Committee reviews the status of complaints received under this policy and has, in its report, affirmed that no personnel was denied access to the Audit Committee.

## o. Criteria for the selection of the Directors

The selection process of Board members is dependent on several parameters and the policies framed by the Board of Directors of the Company. The Board has identified skill, expertise and competency required in context to its business for it to function effectively and these are leadership, governance & regulatory laws, finance & risk management, entrepreneurship, marketing and consumer insights which are available with the Board.

The Company recognizes and embraces the benefits of having a diverse Board and believes that it will enhance the quality of the decisions of the Board by utilizing their varied skills, qualifications, professional experience, gender and knowledge, among others, which is necessary for achieving sustainable and balanced growth of the Company.

The Nomination and Remuneration Committee recommends appointment of suitable professionals who may be inducted into the Board. The Directors are appointed when parameters are met.

## p. Terms and conditions for appointment of Independent Directors

The terms and conditions of appointment of the Independent Directors are subject to the provisions of the applicable laws, including the Companies Act, 2013, SEBI Listing Regulations, 2015 along with the Articles of Association of the Company. Each Independent Director is issued a letter specifying the details of appointment at the time of joining. Every Independent Director signs a declaration to confirm that he/she fulfills all the conditions for being an Independent Director as laid down under the law.

## q. Board diversity policy

The Company recognizes and embraces the benefits of having a diverse Board of Directors. The Company believes in order to be competitive in the challenging market it is present in, having a diverse Board of Directors is essential. It recognizes that a Board comprising appropriately qualified people, with a broad range of experience relevant to the business of the Company, is imperative to achieve effective corporate governance and sustained commercial success.

The Board of Directors of the Company has an optimum combination of Executive and Non-Executive Directors and Women Directors. The composition of the Board is in accordance with requirements of the Articles of Association of the Company, the Companies Act, 2013, SEBI Listing Regulations, 2015 and all other statutory, regulatory and contractual obligations of the Company.

## r. Board evaluation policy

The primary objective of the policy is to provide a framework and set standards for the evaluation of the Board as a whole and each Director individually. The Company aims to achieve a balance of merit, experience and skills on the Board. The policy is to assess and enhance the effectiveness of the Board as a whole. Individual members are assessed on their effective contribution and commitment to their roles and responsibilities as Directors. On the basis of criteria fixed by the Nomination and Remuneration Committee, the Board evaluation process is carried out by the Independent Directors in their separate meeting and by the

Board. The Evaluation process is conducted through filling up evaluation form by each of the Directors. The Board Evaluation Policy can be accessed at https://www.emamiltd.in/wp-content/uploads/2023/08/17160047/Board-Evaluation-Policy.pdf

### s. Post-meeting follow-up mechanism

The important decisions taken at the Board/ Board-level Committee meetings are promptly communicated to the concerned departments/ divisions. A report on the action taken on the decisions/suggestions of the previous meeting(s) is placed at the immediately succeeding meeting of the Board/committee for noting the same.

### t. Code of conduct

The Company has established a Code of Conduct for all the members of the Board including Independent Directors, Committees and Heads of Departments. In compliance with the Companies Act, 2013 and SEBI Listing Regulations, 2015, the Code of Conduct also lays down the duties of the Independent Directors. Pursuant to the Provisions of the Code of the Conduct, the Board has designated the Managing Director of the Company as the Chief Executive Officer (CEO).

The said code is displayed on the Company's website, https://www.emamiltd.in/wp-content/uploads/2023/08/17162206/CodeofConduct.pdf

The CEO and CFO have affirmed to the Board that the members of the Board and Committees and Heads of Departments have complied with the provisions of this code. A declaration signed by the CEO and CFO in this regard is annexed at the end of this Report.

### u. Skill/ Expertise/ Competence of the Board of Directors

In compliance with the SEBI (LODR) Regulations, the Board of Directors of the Company having the list of core skills/expertise/competencies in the context of the company's business and its sector for effective functioning are as follows:

The board has identified the following skills required for the company and the availability of such skills with the Board:

| Sl. No | Skills/ Expertise/ Competence and its Descriptions | Shri R. S. Agarwal | Shri R. S. Goenka | Shri C. K. Dhanuka | Shri Anand Rathi | Shri Debabrata Sarkar | Shri Anjani Agrawal | Shri Anjanmoy Chatterjee | smt. Avani Davda | Shri Rajiv Khaitan | Shri S. K. Goenka | Dr (h.c.) Mamta Binani | Shri Mohan Goenka | Shri A. V. Agarwal | Shri H. V. Agarwal | smt. Priti A. Sureka | Shri Prashant Goenka |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| 1 | **Leadership of Large Organizations**<br>Deep knowledge and experience of managing complex business processes, regulatory environment, foresight and ability to strategize during dynamic & challenging situations to manage change successfully in large corporations | √ | √ | √ | √ | √ | √ | √ | √ | √ | √ | √ | √ | √ | √ | √ | √ |
| 2 | **Visioning, Strategic Planning and M&A**<br>Ability to use experience & expertise in chartering the growth path of a company in challenging and competitive business environment by developing well thought-out strategies for successful implementation. Strategies to include inorganic growth through potential mergers & acquisitions that enhance and add value to the existing strength of the company | √ | √ | √ | √ | √ | √ | √ | √ | √ | √ | √ | √ | √ | √ | √ | √ |

| Sl. No | Skills/ Expertise/ Competence and its Descriptions | Shri R. S. Agarwal | Shri R. S. Goenka | Shri C. K. Dhanuka | Shri Anand Rathi | Shri Debabrata Sarkar | Shri Anjani Agrawal | Shri Anjanmoy Chatterjee | smt. Avani Davda | Shri Rajiv Khaitan | Shri S. K. Goenka | Dr (h.c.) Mamta Binani | Shri Mohan Goenka | Shri A. V. Agarwal | Shri H. V. Agarwal | smt. Priti A. Sureka | Shri Prashant Goenka |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| 3 | **Consumer Insights, Innovation & Marketing exposure**<br>Deep consumer insights and knowledge of consumer trends and preferences that help in developing marketing strategies through innovations in both product development and communication to reach out to wider consumer base and gain market share. | √ | √ | - | √ | - | - | √ | √ | - | - | - | √ | √ | √ | √ | √ |
| 4 | **Financial & Risk Management**<br>Experience & expertise in handling complexities of Financial management, reporting processes, with requisite knowledge of accounting, treasury, Risk Management etc. in large organizations | √ | √ | √ | √ | √ | √ | √ | √ | √ | √ | √ | √ | √ | √ | √ | √ |
| 5 | **Supply Chain Management**<br>In-depth knowledge, experience & expertise in the management of complexities of supply chain processes and leveraging the use of technology to enhance efficiency of the system in an ever-changing dynamic competitive environment | √ | √ | √ | - | - | √ | √ | √ | - | √ | √ | √ | √ | √ | √ | √ |
| 6 | **Governance and Regulatory Requirements Oversight**<br>Knowledge & understanding of corporate laws, and experience & expertise in maintaining board and management accountability, practicing good corporate governance, driving corporate ethics and values to serve towards the best interest of the stakeholders and maximising stakeholders' value. | √ | √ | √ | √ | √ | √ | √ | √ | √ | √ | √ | √ | √ | √ | √ | √ |

## 3. Committees of the Board

With an objective to have a more focused attention on various facets of business, better accountability and ensuring compliances, the Board has constituted committees, which comply with the requirements of the Companies Act, 2013 as well as SEBI Listing Regulations, 2015, these comprise:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Share Transfer Committee
4. Stakeholders Relationship Committee
5. Finance Committee
6. Corporate Governance Committee
7. Corporate Social Responsibility Committee
8. Risk Management Committee
9. Shares Buy-Back Committee (Dissolved by the Board at the meeting held on 06th November, 2023)

Each of these committees has been mandated to operate within a given framework. The details of composition of the above mentioned committees is available on the Company's website: https://www.emamiltd.in/wp-content/uploads/2023/09/11182348/Composition-of-Committees.pdf

### i. Audit Committee

The Audit Committee was constituted by the Board of Directors on March 28, 2001.

The Audit Committee acts as the link between the Statutory Auditors, the Internal Auditors and the Board of Directors of the Company.

The terms of reference of the Audit Committee are as per the guidelines set out in Regulation 18 of the SEBI Listing Regulations, 2015 read with Section 177 of the Companies Act, 2013.

The Company has a well-defined and structured internal audit control system to ensure reliability of operational and financial information, statutory/regulatory compliances and safeguard of the assets of the Company.

The internal audit department governs its audit through modules/checklists to carry out process-wise audits and ensure effective discharging of their duties and compliance with SEBI Listing Regulations, 2015. The audit process being used by internal audit department is also reviewed from time to time with a view to bring it in line with the regulatory framework.

The representatives of statutory auditors are permanent invitees to the audit committee meeting. The representative of the cost auditor is invited to attend the meeting of the audit committee when the cost audit report is tabled for discussion. The Whole-time Director; the CEO-Finance, Strategy and Business Development & Chief Financial Officer, and President – Finance and Investor Relations, attend the Audit Committee meetings as special invitees.

As on March 31, 2024 the Audit Committee comprised of five (5) Directors, out of whom, four (4) were Independent Directors and one (1) was Non-Executive Director.

Shri Anand Rathi, Chairman of the Committee, is a Chartered Accountant (Gold medalist) and possesses vast and longstanding experience in corporate matters and finance. Shri C. K. Dhanuka is a commerce graduate and well-known industrialist and promoter of Dhunseri Group of Companies. Shri Debabrata Sarkar is a master of commerce and holds distinctive qualifications such as FCA and CAIIB and he is the former Chairman & Managing Director of Union Bank of India. Shri Anjani Agrawal, Chartered Accountant is a former partner of EY and has more than 40 years of experience in corporate governance, risk management and sustainable development. Shri R.S. Goenka, the co-founder being an M.Com and LLB has expertise in commercial and taxation matters and is known for his expertise in strategic planning, corporate affairs and finance.

Shri Sandeep Kumar Sultania, Company Secretary and Compliance Officer is the Secretary of the Committee and Shri Manoj Agarwal is the Internal Auditor of the Company.

The Audit Committee held four (4) meetings during the year on May 25, 2023; August 07, 2023; November 06, 2023 and February 07, 2024.

The gap between any two meetings did not exceed 120 days complying with the Companies Act, 2013 and provisions of SEBI Listing Regulations, 2015.

Shri Anand Rathi, Chairman of the Committee, was present at the Annual General Meeting held on August 23, 2023.

**The functions of the Committee include:**

- Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of Statutory Auditors of the Company and the Cost Auditor of the Company;
- Approval for any other services rendered by the statutory auditors.
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - » Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of Clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - » Changes, if any, in accounting policies and practices and reasons for the same;
  - » Major accounting entries involving estimates based on the exercise of judgment by management;

- » Significant adjustments made in the financial statements arising out of audit findings;
  - » Compliance with listing and other legal requirements relating to financial statements;
  - » Disclosure of any related-party transactions;
  - » Qualifications in the draft audit report; if any.
  - » Disclosure of promoters regarding under Regulation 31(4) of SEBI (SAST) Regulations.
- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
- Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, among others), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board for taking up steps in this matter;
- Reviewing and monitoring the auditor's independence, performance and effectiveness of the audit process;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow-up thereon;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud, irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- Discussion with Statutory Auditors, before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any areas of concern;
- To look into the reasons for substantial defaults in payments to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- Reviewing the functioning of the vigil mechanism and whistleblower mechanism;
- Approval of appointment of CFO (i.e., Chief Financial Officer or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background among others of the candidate;
- Carrying out any other function mentioned in the terms of reference of the Audit Committee;
- Reviewing the following information:
  - » Management discussion and analysis of financial condition and results of operations;
  - » Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
  - » Management letters/letters of internal control weaknesses issued by the statutory auditors;
  - » Internal audit reports relating to internal control weaknesses; and appointment, removal and terms of remuneration of the chief internal auditor.

**Composition of the Committee and attendance of the members at the meetings held during the year:**

| Name of the member of the Committee | Category of Director | No. of meetings held during the year | No. of meetings attended |
|---|---|---|---|
| Shri Anand Rathi - Chairman | Independent | 4 | 3* |
| Shri C. K. Dhanuka | Independent | 4 | 4 |
| Shri Debabrata Sarkar | Independent | 4 | 4 |
| Shri Anjani Agrawal | Independent | 4 | 4 |
| Shri R. S. Goenka | Non-Executive Director | 4 | 4 |

*Leave of absence was granted by the Board to Shri Anand Rathi on November 06, 2023.

## ii. Nomination and Remuneration Committee

The Committee was constituted by the Board on January 31, 2003 under the name of 'Remuneration Committee' in terms of the prevailing provisions of the Listing Agreement and Companies Act. The Board at its meeting held on May 5, 2014, changed the nomenclature of the Committee to 'Nomination and Remuneration Committee' to align it with the scope of functions of the Committee in terms of Section 178 of the Companies Act, 2013.

As on March 31, 2024, the Nomination and Remuneration Committee comprised of four (4) Directors, out of whom, three (3) were Independent Directors and one (1) was Non-Executive Director.

Shri Sandeep Kumar Sultania, Company Secretary and Compliance Officer is the Secretary of the Committee.

The Board of Directors in its meeting held on 7th August, 2023, inducted Shri. R. S. Goenka, as a new member of the Nomination and Remuneration Committee on recommendation of the committee for availing the expertise and experience of the Founder & Chairman in taxation, strategic planning, corporate affairs and finance.

The Nomination and Remuneration Committee held two (2) meetings during the year on May 25, 2023 and November 06, 2023.

Shri Anand Rathi, Chairman of the Committee was present at the Annual General Meeting held on August 23, 2023. The Company complies with the Regulation 19 of SEBI Listing Regulations, 2015 with respect to composition, role and responsibilities of Nomination and Remuneration Committee.

### The functions of the Committee include:

- To formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy relating to remuneration of the Directors, Key Managerial Personnel, senior management personnel and other employees.
- To prepare a description of the role and capabilities required of an Independent Director on the basis of balance of skills, knowledge and experience on the Board.
- To formulate criteria for evaluation of Independent Directors, Non Independent Directors, the Chairman, the Board as a whole and other Committees.
- To devise policy on Board diversity.
- Identifying persons who are qualified to become a Director and who may be appointed in senior management.
- To evaluate, review and recommend to the Board, the remuneration of the Executive Directors, striking a balance between performance and achievement.
- To recommend whether to extend or continue the term of appointment of Independent Directors, on the basis of the report of performance evaluation of Independent Directors.

Composition of the Committee and attendance of the Members at the meeting held during the year:

| Name of the member of the Committee | Category of Director | No. of Meetings held during the year | No. of meetings attended |
|---|---|---|---|
| Shri Anand Rathi, Chairman | Independent | 2 | 1* |
| Shri C. K. Dhanuka | Independent | 2 | 2 |
| Shri Anjani Agrawal | Independent | 2 | 2 |
| Shri R. S. Goenka, w.e.f August 07, 2023** | Non–Executive Director | 1 | - |

*Leave of absence was granted by the Board to Shri Anand Rathi and Shri R.S. Goenka on November 06, 2023.

**Shri R. S. Goenka was inducted as a new member w.e.f. Aug 07, 2023.

## REMUNERATION POLICY

### Executive Directors

The Nomination and Remuneration Committee takes into account experience, qualification, contributions and prevailing industry practices before giving its recommendations to the Board. The Board, based on the recommendations, decides the quantum of remuneration to be paid to Executive Directors, subject to approval by the shareholders in terms of the provisions of the Companies Act, 2013, read with Schedule V thereof. The Committee aims to reward stellar performances on a periodic basis.

The Company has entered into agreement with each of the Executive Directors which may beterminated by either party by giving to the other party three/ six months' notice of such termination as the case may be.

Performance-linked remuneration for executive directors was introduced during the year under review. This pays them based on their performance in relation to the year's organizational goals, the achievement of consolidated and standalone business targets, and individual performance, as per the Company's periodically determined rules. This encourages the company to carry out its plan and generate long-term shareholder value by implementing suitable incentive schemes.

**Service contracts, notice period, severance fees:**

Appointment of Whole-time Directors is on contractual basis, the details for which is given hereunder:

| Sl. No. | Name of Director | Service Period |
|---|---|---|
| 1 | Shri H. V. Agarwal - Vice-Chairman & Managing Director | 5 Years (From 1st April, 2022 to 31st March, 2027) |
| 2 | Shri Mohan Goenka - Vice-Chairman & Whole-Time Director | 5 Years (From 15th January, 2021 to 14th January, 2026) |
| 3 | Shri Sushil Kr. Goenka – Whole-Time Director | 4 years (From 1st April, 2022 to 31st March, 2026) |
| 4 | Shri Prashant Goenka – Whole-Time Director | 5 years (From 20th January, 2024 to 19th January, 2029) |
| 5 | Smt. Priti A. Sureka – Whole-Time Director | 5 years (From 30th January, 2020 to 29th January, 2025) |

The notice period for all other Whole-Time Directors is three (3) months and there is no provision of payment of severance fees.

**Stock option details, if any and whether issued at a discount as well as the period over which accrued and over which exercisable:** Not applicable

### Non-Executive Directors /Criteria for payment to Non-Executive Directors

The Non-Executive Directors bring with them significant professional expertise and substantial benefits through their rich experience in finance, banking, legal, marketing, consumer behaviors and corporate strategy.

Using their experience and knowledge, they safeguard the interest of investors by exercising appropriate control at various levels. The Company has also inducted them in the various committees of the Board – Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Finance Committee, Corporate Governance Committee, Corporate Social Responsibility Committee, Share Transfer Committee, Risk Management Committee and Buyback Committee.

Non-Executive Directors are paid sitting fees for attending the meetings of the Board/ Committee(s) within the prescribed limits and profit related commission being paid to Non-Executive Independent Directors under Section 149 (9) of the Companies Act, 2013 as per the Company's Remuneration Policy for the inputs and guidance provided by them.

During the year, based on the recommendations of the Nomination and Remuneration committee, the Board revised the sitting fees paid to the Non-Executive Directors. Post revision, the Non-Executive Directors are paid sitting fees of Rs. 1,00,000/- (Rs. one lakh only) for attending Board meeting, Rs. 60,000/- (Rs. sixty thousand only) for attending Audit Committee meeting and Rs. 30,000/- (Rs. thirty thousand only) for attending each of other Committee meetings including Separate Meeting of Independent Directors. The aggregate sitting fees paid to Non-Executive Directors for the FY 2023-24 amounted to Rs. 68,70,000/- (Rs. sixty-eight lakhs and seventy thousand only) (excluding GST). In addition to their sitting fees, the Non-Executive Directors are also reimbursed expenses incurred for attending the meeting.

The Non-Executive Independent Directors are also entitled to profit related commission in accordance to section 197 and section 198 of the Act. During the year the Nomination and Remuneration committee recommended payment of commission to them at 100% of the sitting fees paid to them for FY 2023-24.

The Nomination and Remuneration Committee has laid down the criteria for performance evaluation of Independent Directors, Executive & Non-Executive Directors, the Board and the board level committees. The Committee formulates evaluation criteria for the Independent Directors, which are broadly based on:

- Knowledge to perform the role;
- Time and level of participation;
- Level of oversight; and
- Professional conduct and independence.

In terms of Section 134 of the Companies Act, 2013, the Directors' Report also includes a statement indicating the process that the Board has used for a formal annual evaluation of its own performance, performance of the Committees and the individual Directors of the Company.

**Details of remuneration for the financial year 2023-24 (Rs. in lacs)**

| Sl. No | Name of Director | Sitting fees | Salary | Commission | Perquisites & other benefits | Total |
|---|---|---|---|---|---|---|
| 1 | Shri R. S. Agarwal (Non-Executive –Non Independent Director ) | 4.00 | - | - | - | 4.00 |
| 2 | Shri R. S. Goenka (Non-Executive Chairman) | 10.30 | - | - | - | 10.30 |
| 3 | Shri H. V. Agarwal Vice Chairman & Managing Director | - | 288.00 | 350.00 | 58.96 | 696.96 |
| 4 | Shri Mohan Goenka Vice-Chairman & Whole-Time Director | - | 288.00 | 350.00 | 58.96 | 696.96 |
| 5 | Shri Anand Rathi (Independent Director) | 5.10 | - | 5.10 | - | 10.20 |
| 6 | Shri C. K. Dhanuka (Independent Director) | 7.60 | - | 7.60 | - | 15.20 |
| 7 | Shri Debabrata Sarkar (Independent Director) | 7.90 | - | 7.90 | - | 15.80 |
| 8 | Smt Avani V. Davda (Independent Director) | 4.60 | - | 4.60 | - | 9.20 |

| Sl. No | Name of Director | Sitting fees | Salary | Commission | Perquisites & other benefits | Total |
|---|---|---|---|---|---|---|
| 9 | Shri Rajiv Khaitan (Independent Director) | 4.90 | - | 4.90 | - | 9.80 |
| 10 | Shri Anjanmoy Chatterjee (Independent Director) | 4.20 | - | 4.20 | - | 8.40 |
| 11 | Shri Anjani Agrawal (Independent Director) | 7.30 | - | 7.30 | - | 14.60 |
| 12 | Dr. (hc) Mamta Binani (Independent Director) | 5.50 | - | 5.50 | - | 11.00 |
| 13 | Shri S. K. Goenka (Whole-time Director) | - | 168.00 | 210.00 | 34.56 | 412.56 |
| 14 | Shri A. V. Agarwal (Non-Executive Director) | 7.30 | - | - | - | 7.30 |
| 15 | Smt. Priti A. Sureka (Whole Time Director) | - | 144.00 | 175.00 | 29.68 | 348.68 |
| 16 | Shri Prashant Goenka (Whole-time Director) | - | 144.00 | 175.00 | 29.68 | 348.68 |

**Shares held by the Non–Executive Directors as on March 31, 2024**

| Sl. No | Name of the Director | Category of Director | Number of shares |
|---|---|---|---|
| 1 | Shri R. S. Agarwal | Non-Executive - Non Independent Director | 1,95,000 |
| 2 | Shri R. S. Goenka | Non-Executive - Non Independent Director | 4,00,876 |
| 3 | Shri C. K. Dhanuka | Independent Director | Nil |
| 4 | Shri Debabrata Sarkar | Independent Director | Nil |
| 5 | Dr. (h.c.) Mamta Binani | Independent Director | Nil |
| 6 | Shri Anand Rathi | Independent Director | Nil |
| 7 | Shri Anjani Agrawal | Independent Director | 600 |
| 8 | Shri Anjanmoy Chatterjee | Independent Director | Nil |
| 9 | Smt Avani Davda | Independent Director | Nil |
| 10 | Shri Rajiv Khaitan | Independent Director | 2,000 |
| 11 | Shri A. V. Agarwal | Non-Executive - Non Independent Director | 1,34,668 |

There is no pecuniary relationship or transaction with the Non-Executive Directors vis-à-vis the Company other than receipt of sitting fees for the meetings of Board and Committees to Non-Executive Directors and profit linked commission to the Independent Directors and dividend on their shareholdings, if any, in the Company.

### iii. Share Transfer Committee

The Share Transfer Committee was constituted on August 19, 2010 and comprises of three (3) Executive Directors and one (1) Non-Executive Director.

Shri Sandeep Kumar Sultania, Company Secretary and Compliance Officer is the Secretary of the Committee.

The Committee held five (5) meetings during the year on July 13, 2023; August 08, 2023; November 17, 2023; January 16, 2024 and March 07, 2024.

### The functions of the committee include:

- Approval of transfer/ transmission of securities of the Company;
- Dealing with the rematerialization requests and IEPF related matters;
- Overseeing of the performance of the registrar and share transfer agents of the Company;
- Redressal of shareholders' complaints relating to transfer of shares, non-receipt of annual reports and non-receipt of declared dividend, among others;
- Disposal of old stationeries of dividend warrants, among others;
- Issue of letter of confirmation for issue of duplicate share certificate.
- Recommending upgradation measures for the standard of service to investors;
- Any other matter(s) out of and incidental to these functions and such other acts assigned by the Board.

**Composition, category of Directors and number of meetings attended:**

| Members | Category of Director | No. of Meetings held during the year | No. of meetings attended |
|---|---|---|---|
| Shri Mohan Goenka, Chairman | Promoter – Executive Director | 5 | 5 |
| Shri A. V. Agarwal | Promoter – Non –Executive Director | 5 | 5 |
| Shri H. V. Agarwal | Promoter – Executive Director | 5 | 5 |
| Smt. Priti A. Sureka | Promoter – Executive Director | 5 | 4* |

* Leave of absence was granted by the committee to Smt. Priti A. Sureka on March 07, 2024

### iv. Stakeholders Relationship Committee

The Board at its meeting held on August 19, 2010 constituted a committee under the name of 'Investors' Grievance Committee' in terms of the prevailing provisions of the Listing Agreement. Further, the Board at its meeting held on May 5, 2014 changed the nomenclature of the above committee to 'Stakeholders' Relationship Committee' in line with the provisions of the Companies Act, 2013 and delegated the role and responsibilities as per provisions of the Companies Act, 2013. The Company complies with provisions of Regulation 20 of SEBI Listing Regulations, 2015

The Stakeholders Relationship Committee comprises two (2) Independent Directors, three (3) Promoter - Executive Directors.

Shri Sandeep Kumar Sultania, Company Secretary, Compliance Officer & VP - Sales Commercial is the Compliance Officer as per the SEBI Listing Regulations, 2015 and also is the Secretary of the Committee.

### The functions of the Committee include:

- Considering and resolving the grievances of security holders of the Company;
- Providing guidance for overall improvement in the quality of services to investors;
- Dissemination of factually correct information to investors and the public at large;
- Any other matter(s) out of and incidental to these functions and such other acts assigned by the Board.

The Committee held one (1) meeting during the year on February 07, 2024 wherein the Committee reviewed the status of unclaimed shares, unclaimed dividend of previous years and the system of providing investors' services, amongst other matters.

**Composition and attendance of the Members at the meeting:**

| Members | Category of Director | No. of Meetings held during the year | No. of meetings attended |
|---|---|---|---|
| Shri C. K. Dhanuka, Chairman | Independent Director | 1 | 1 |
| Shri Rajiv Khaitan | Independent Director | 1 | 1 |
| Shri Mohan Goenka | Promoter – Executive Director | 1 | 1 |
| Shri H. V. Agarwal | Promoter -Executive Director | 1 | 1 |
| Shri Prashant Goenka | Promoter –Executive Director | 1 | 1 |

During the year ended March 31, 2024, 2 (two) complaints were received from the shareholders, which had been attended to/resolved as of date. Details of the complaints received and redressed are given below:

| Nature of complaint | Pending as on 1st April 2023 | Received during the year | Disposed during the year | Pending as on 31st March, 2024 |
|---|---|---|---|---|
| 1. Non-receipt of dividend | Nil | 1 | 1 | Nil |
| 2. Non-receipt of share certificate | Nil | Nil | Nil | Nil |
| 3. Non-receipt of annual report | Nil | Nil | Nil | Nil |
| 4. Others | Nil | 1 | 1 | Nil |
| **Total** | **Nil** | **2** | **2** | **Nil** |

## v. Finance Committee

The Finance Committee was constituted on May 28, 2008. Subsequently, the Board changed the nomenclature of the committee to 'Risk Management and Finance Committee' and assigned an additional responsibility of reviewing risk management aspects of the Company. However, in view of Regulation 21 of the SEBI Listing Regulations, 2015 a specific committee for risk management was constituted by the Board on October 29, 2015 and the committee has now been renamed as the Finance Committee.

The Finance Committee of the Board comprises six (6) Directors, four (4) of whom are Executive Directors and two (2) are Non-Executive Directors.

Shri Sandeep Kumar Sultania, Company Secretary and Compliance Officer is the Secretary of the Committee.

The Committee held six (6) meetings during the year on June 14, 2023; August 18, 2023; September 28, 2023; November 06, 2023, February 12, 2024 and March 27, 2024.

### The functions of the Committee include:

- Opening, modification and closure of bank accounts;
- Reviewing and considering periodical budgets of the Company and approval of capital expenditures;
- Execution of power of attorney for empowering executives and/or authorized representatives for business operations of the Company;
- Opening, modification and closure of trading and DEMAT accounts required for securities, derivatives, foreign currency and all other options;
- Consideration of matters relating to participation in bids/tenders/ expressions of interest and all other business alliances and joint ventures, among others, if any;

- Making of loans, investment and guarantees to the subsidiary/ associates companies of the company;
- Any other matters(s) out of and incidental to these functions and such other acts as assigned by the Board.

**Composition, category of Directors and number of meetings attended:**

| Members | Category of Director | No. of Meetings held during the year | No. of meetings attended |
|---|---|---|---|
| Shri R. S. Goenka, Chairman | Promoter - Non-Executive Director | 6 | 6 |
| Shri S. K. Goenka | Promoter – Executive Director | 6 | 6 |
| Shri Mohan Goenka | Promoter – Executive Director | 6 | 5* |
| Shri A.V. Agarwal | Promoter – Non-Executive Director | 6 | 6 |
| Shri H. V. Agarwal | Promoter – Executive Director | 6 | 6 |
| Smt. Priti A. Sureka | Promoter – Executive Director | 6 | 5** |

* Leave of Absence was granted by the Committee to Shri Mohan Goenka on February 12, 2024

** Leave of Absence was granted by the Committee to Smt. Priti A. Sureka on June 14, 2023.

### vi. Corporate Governance Committee

The Corporate Governance Committee was constituted by the Board on July 30, 2010.

As on March 31, 2024, the Corporate Governance Committee comprises of three (3) Independent Directors and one (1) Promoter Non - Executive Director.

Shri Sandeep Kumar Sultania, Company Secretary and Compliance Officer is the Secretary of the Committee.

#### The functions of the committee include

- Review of corporate governance practices;
- Review compliance with corporate governance across levels and offer suggestions for its furtherance wherever necessary;
- Enhancement of shareholders' value and protection of their interests;
- Building an environment of trust and confidence with an eye on corporate performance and accountability;
- Review of compliances as per the Listing Regulations.
- Review of implementation of BRSR policy and other regulations applicable thereto.

The committee held one (1) meeting during the year on February 07, 2024.

**Composition, category of Directors and number of meetings attended:**

| Members | Category of Director | No. of Meetings held during the year | No. of meetings attended |
|---|---|---|---|
| Shri Rajiv Khaitan, Chairman | Independent Director | 1 | 1 |
| Shri R. S. Goenka | Promoter - Non-Executive Director | 1 | 1 |
| Dr. (h.c.) Mamta Binani | Independent Director | 1 | 1 |
| Smt. Avani Davda | Independent Director | 1 | 1 |

## vii. Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee was constituted on March 31, 2014.

As on March 31, 2024, the Corporate Social Responsibility Committee comprises of five (5) Promoter Executive Directors and one (1) Non-Executive - Independent Director.

Shri Sandeep Kumar Sultania, Company Secretary and Compliance Officer is the Secretary of the Committee.

### The Committee has been delegated and empowered to do the followings:

- Formulate and recommend to the Board, a corporate social responsibility policy, Annual Action Plan which shall indicate the CSR activities to be undertaken by the Company as specified under the Companies Act, 2013, mechanism for monitoring and ensuring the action plan;
- Recommend the programme/project and amount of expenditure to be incurred on such programme/ project;
- Monitor the expenses incurred as per the CSR policy of the Company from time to time;
- Any other matters as may be considered expedient by the members in furtherance of and to comply with the CSR policy of the Company.

The Committee held four (4) meetings during the year on May 25, 2023; August 07, 2023; November 06, 2023 and February 07, 2024.

**Composition, category of Directors and number of meetings attended:**

| Members | Category of Director | No. of Meetings held during the year | No. of meetings attended |
|---|---|---|---|
| Shri S. K. Goenka, Chairman | Promoter – Executive Director | 4 | 4 |
| Shri Anjanmoy Chatterjee | Independent Director | 4 | 3* |
| Shri Mohan Goenka | Promoter – Executive Director | 4 | 4 |
| Shri H. V. Agarwal | Promoter – Executive Director | 4 | 4 |
| Smt. Priti A. Sureka | Promoter – Executive Director | 4 | 3* |
| Shri Prashant Goenka | Promoter – Executive Director | 4 | 4 |

*Leave of Absence was granted by the Committee to Shri Anjanmoy Chatterjee and Smt. Priti A. Sureka on May 25, 2023.

## viii. Risk Management Committee

In terms of Regulation 21 of the SEBI (LODR) Regulations, 2015, the Board constituted a Risk Management Committee on October 29, 2015.

The Risk Management committee comprises of seven (7) Directors, four (4) of whom are Executive Directors, Two (2) Independent Director and One (1) Non-Executive Director.

Shri Sandeep Kumar Sultania, Company Secretary and Compliance Officer is the Secretary of the Committee.

### The functions of the Committee include:

- Review and monitoring of the enterprise risk management system of the Company;
- Review and monitoring of the risk mitigation plan of the Company;
- Any other matters(s) out of and incidental to these functions and such other acts assigned by the Board.

The Committee held four (4) meetings during the year on May 25, 2023; August 07, 2023; November 06, 2023 and February 07, 2024.

**Composition, category of Directors and number of meetings attended:**

| Name of the Members | Category of Director | No. of Meetings held during the year | No. of meetings attended |
|---|---|---|---|
| Shri R. S. Goenka, Chairman | Promoter – Non-Executive Director | 4 | 4 |
| Shri Debabrata Sarkar | Independent Director | 4 | 4 |
| Shri S. K. Goenka | Promoter - Executive Director | 4 | 4 |
| Dr. (h.c.) Mamta Binani | Independent Director | 4 | 3* |
| Shri Mohan Goenka | Promoter - Executive Director | 4 | 4 |
| Shri H. V. Agarwal | Promoter - Executive Director | 4 | 4 |
| Smt. Priti A. Sureka | Promoter - Executive Director | 4 | 3* |

*Leave of absence was granted to Dr. (h.c.) Mamta Binani and Smt. Priti A. Sureka on May 25, 2023.

## ix. Share Buyback Committee

The Board at the Meeting held on March 24, 2023 considered and approved Buyback of equity shares from the open market and formed the buyback committee comprising of three (3) Executive Directors and one (1) Non - Executive Director to assist the Board in implementing the share Buyback scheme in the best interest of the company.

Shri Sandeep Kumar Sultania, Company Secretary and Compliance officer was the Secretary of the Committee.

The Committee held two (2) meetings during the year on July 05, 2023 and July 08, 2023.

**Composition, category of Directors and number of meetings attended:**

| Name of the Members | Category of Director | No. of Meetings held during the year | No. of meetings attended |
|---|---|---|---|
| Shri R. S. Goenka, Chairman | Promoter - Non-Executive Director | 2 | 2 |
| Shri S. K. Goenka | Promoter – Executive Director | 2 | 1* |
| Shri Mohan Goenka | Promoter – Executive Director | 2 | 2 |
| Shri H. V. Agarwal | Promoter – Executive Director | 2 | 2 |

*Leave of absence was granted to Shri S. K. Goenka on July 08, 2023.

The Buyback Process was closed on July 05, 2023 and subsequently the Buyback Committee was dissolved by the Board of Directors at their meeting held on November 06, 2023.

## x. Separate meeting of the Independent Directors

A separate meeting of the Independent Directors was held on February 09, 2024 without the presence of any Non-Independent Directors and Executive Directors. In accordance with Schedule-IV of the Companies Act, 2013 and SEBI Listing Regulations, 2015 the following matters were, inter alia reviewed and discussed in the meeting:

- Performance of Non-Independent Directors and the Board as a whole;
- Performance of the Chairman of the Company taking into consideration the views of Executive and Non-Executive Directors;
- Assess the quality, quantity and timeliness of flow of information between the management and the Board, which is necessary for the Board to effectively and reasonably perform their duties.

## 4. GOVERNANCE IN SUBSIDIARY COMPANIES

The Company does not have a material subsidiary. The policy for determination of materiality of subsidiaries can be accessed at: https://www.emamiltd.in/wp-content/uploads/2023/08/17160727/Policy-for-Determining-Materiality-of-Subsidiaries.pdf

The Company has ten (10) non - material subsidiary companies. The Audit Committee reviews the financial statements and investments of each of the subsidiary companies. Minutes of the Board & general meetings, financials, statement of all significant transactions/arrangements and compliances of the subsidiary companies are placed before the Board.

The Company has complied with Regulation 24 of the SEBI Listing Regulations, 2015 with respect to the subsidiary companies.

**As on March 31, 2024 the Company had the following non-listed Overseas/ Domestic subsidiary Companies:**

1. Emami Bangladesh Ltd, a wholly-owned subsidiary of Emami Limited.
2. Emami International FZE, Dubai, a wholly-owned subsidiary of Emami Limited.
3. Emami Overseas FZE, Dubai, a wholly-owned subsidiary of Emami International FZE, Dubai.
4. Pharma Derm SAE Co., Egypt, a 90.60% subsidiary of Emami Overseas FZE, Dubai.
5. Emami Rus (LLC), Russia, a 99.99% subsidiary of Emami International FZE, Dubai.
6. Creme 21, GmbH a wholly-owned subsidiary of Emami International FZE, Dubai.
7. Emami International Personal Care LLC, Dubai, a wholly owned subsidiary of Emami International FZE, Dubai.
8. Emami Lanka (Pvt.) Ltd., Sri Lanka, a wholly-owned subsidiary of Emami Limited.
9. Brillare Science Pvt. Ltd, a 100% wholly-owned subsidiary of Emami Limited w.ef., 27$^{th}$ March, 2024.
10. Helios Lifestyle Private Limited, a 50.40% subsidiary of Emami Limited.

## 5. DETAILS OF SENIOR MANAGEMENT PERSONNEL

### a. List of Senior Management Personnel:

| Sl. No. | Name | Designation |
|---|---|---|
| 1. | Shri. N. H. Bhansali | CEO - Finance, Strategy & Business Development and CFO |
| 2. | Smt. Punita Kalra | CEO - Research & Innovation Strategy and CQA, CADE |
| 3. | Shri. Vivek Dhir | CEO – International Business |
| 4. | Shri. Giriraj Bagri | Chief Growth Officer |
| 5. | Shri. Gul Raj Bhatia | President - Healthcare |
| 6. | Shri Manish Gupta | President - CCD Sales |
| 7. | Shri. Dhiraj Agarwal | Head Advisor - Media |
| 8. | Shri. Rajesh Sharma | President - Finance & Investor Relations |
| 9. | Smt. Shagun Tulsyan | President - Legal & Revenue |
| 10. | Shri. Sanjay Madan | President - Operations |
| 11. | Shri. Pradeep Kr. Pandey | President - Packaging |
| 12. | Shri. Manoj Agarwal | Sr. VP - Audit & Controls and Chief Risk Officer |
| 13. | Shri. Samrat Banerjee | Sr. VP – IT and Chief Information Technology Officer |
| 14. | Shri. Biplob Banerjee | Chief Human Resource Officer |
| 15. | Shri. Sandeep Kr. Sultania | Company Secretary, Compliance Officer and VP – Sales Commercial |
| 16. | Shri. Jaswant Sethia | VP - CPD & Operation Commercials |
| 17. | Smt. Shuchi Singhal | Associate VP – Media |

### b. Changes in Senior Management Personnel during the Financial Year

| Sl. No. | Name | Designation | Details of Change | Effective date |
|---|---|---|---|---|
| 1. | Shri. A. K. Joshi | Company Secretary and VP – Legal | Retired | 31st May, 2023 |
| 2. | Shri. Sandeep Kr. Sultania | Company Secretary, Compliance Officer and VP – Sales Commercial | Assigned an additional role | 1st June, 2023 |
| 3. | Shri Vinod Rao | President – CCD Sales | Resigned | 31st July, 2023 |
| 4. | Shri C. K. Katiyar | CEO Technical - HCD | Retired | 1st September, 2023 |
| 5. | Shri Manish Gupta | President – CCD Sales | Appointed | 19th September, 2023 |
| 6. | Shri Tuhin Biswas | Chief Human Resource Officer | Resigned | 30th November, 2023 |
| 7. | Shri Biplob Banerjee | Chief Human Resource Officer | Appointment | 6th December, 2023 |

## 6. DISCLOSURES

### i. Related-party transactions

In accordance with relevant provisions of the Companies Act, 2013 and SEBI Listing Regulations, 2015 the Company has formulated a policy on materiality of related-party transactions and on dealings with related-party transactions which can be accessed at: https://www.emamiltd.in/wp-content/uploads/2023/08/17161259/PolicyforTransactionswithRelatedParties.pdf

Approval of the Audit Committee for transactions with the related parties were obtained prior to the transaction. Transactions of repetitive nature in normal course of business with related parties are approved by the Audit Committee on an omnibus basis for one financial year at a time. All transactions pursuant to omnibus approval are reviewed by the Audit Committee on a quarterly basis.

A confirmation of compliance pertaining to related-party transactions as per SEBI Listing Regulations, 2015, is also presented along with the quarterly compliance report on corporate governance.

As per Regulation 23 (9) of the SEBI Listing Regulations, 2015 the disclosures of related party transactions on a consolidated basis have been submitted by the company for the year ended March 31, 2023 and half year ended September 30, 2023 to the Stock Exchanges and the same has been published on the website of the company.

Disclosure for the half year ended 31st March, 2024 will be submitted to the stock exchanges within the stipulated time.

There were no materially-significant related-party transactions that may have potential conflict with interest of the company at large and all contracts/agreements/ transactions entered into during the period with the related parties were carried out at an arm's length basis at fair market value.

Details of such transactions as per requirements of IND-AS 24 are disclosed in Note 3.54 to the audited accounts. A statement of these transactions was also placed before the Audit Committee and in the Board meetings from time to time.

### ii. Details of non-compliance by the Company, penalties and strictures imposed on the Company by the stock exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

There has been no instance of any non-compliance.

### iii. Fair Disclosure Code

Pursuant to Regulation 8 read with Schedule A of the SEBI (PIT) Regulations, 2015, the Board of Directors of the Company adopted the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI) which lays down principles and practices to be followed by the Company pertaining to universal disclosure of the UPSI. The Said Code is available on the Company's website at: https://www.emamiltd.in/wp-content/uploads/2023/08/17161956/CodeOfProcedureAndPracticeForFairDisclosure0001.pdf

### iv. Accounting treatment in preparation of financial statements

The Company followed the guidelines as laid down in the IND-AS, prescribed by the Institute of Chartered Accountants of India (ICAI), for the preparation of the financial statements.

### v. Risk management

The Company has framed a comprehensive enterprise risk management policy and a new risk register, not only to manage risks but also to minimize their impact. This policy is periodically reviewed by the management and the risk management committee in consultation with reputed and specialized consultants. The policy is updated as per requirements to ensure that the risks are properly dealt and mitigated. The risk management procedures are discussed and reviewed by the Risk Management Committee, Audit Committee and the Board of Directors, every quarter.

### vi. Proceeds from public issue, rights issue and preferential issue, among others

The Company did not have any of the above issues during the year under review.

### vii. Management discussion and analysis report

The Company's annual report has a separate section for detailed management discussion and analysis.

### viii. Observance of the Secretarial Standards issued by the Institute of Company Secretaries of India

The Institute of Company Secretaries of India has issued secretarial standards on board meetings & general meetings and also issued secretarial standards for payment of dividend, maintenance of register and records, minutes of meetings, transmission of shares and debentures, passing of resolution by circulation, affixing of common seal among others. The Ministry of Corporate Affairs has mandated SS-1 and SS-2 with respect to Board/Committee meetings and General Meetings respectively. The Company has complied with these two standards and voluntarily complied with the other standards.

### ix. Audit report for reconciliation of share capital

M/s. MKB & Associates, Company Secretaries, carried out the share capital audit to reconcile the total admitted equity share capital with the NSDL and the CDSL and the total issued and listed equity share capital of the company. The audit report confirms that the total issued/paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with the NSDL and the CDSL.

### x. Disclosure on compliance with corporate governance requirements specified in SEBI Listing Regulations, 2015

The Company has complied with the requirements of Part C (Corporate Governance Report) of sub-paras (2) to (10) of Schedule V of the SEBI Listing Regulations, 2015.

The Company has complied with corporate governance requirements specified in SEBI Listing Regulations, 2015 (as applicable) and necessary disclosures thereof have been made in this Corporate Governance Report.

### xi. Disclosure on commodity price risk or foreign exchange risk and hedging activities

The Company is subject to market risks with respect to commodity price fluctuations for a wide range of materials, which are drawn from the agricultural and petrochemical value chains. The Company hedges its exposure to commodity risks through a judicious mix of long-term contracts for seasonal items and strategic buying initiatives for other commodities as and when required. A robust framework and governance mechanism is in place to ensure that the Company is effectively safeguarded from market volatilities in terms of price and availability. A robust planning and strategy framework ensures that the Company's interests are protected despite volatilities in commodity prices. With regard to foreign exchange risks, keeping in view the position of rupee in the market vis-à-vis foreign currency, the Company has been taking forward cover for foreign currency exports and imports from time to time and the same are fully-hedged at the time of inception itself, as per the forex policy framework of the Company.

### xii. Disclosure of payment to statutory auditors and other firms under network of the statutory auditors:

During the financial year ended March 31, 2024, the Company has paid a sum of Rs. 130.00 lacs to M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, Statutory Auditors of the Company and a sum of Rs. 90.15 lacs to Ernst & Young LLP, a firm in the network of the Statutory Auditors.

Further, Emami overseas FZE, Dubai, and Helios Lifestyle Private Ltd., subsidiary companies of Emami Limited, have paid a sum of Rs. 2.72 lacs and Rs. 96.16 lacs respectively, to M/s. S. R. Batliboi & Co. LLP.

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

As per the requirement of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013(POSH), Company has established a policy to prevent sexual harassment of its women employees.

During the year under review, the company has received two (2) complaints under the Sexual Harassment of Women at the Workplace (POSH) and both the complaints have been resolved. There is no pending case at any of the business places of the company.

### xiv. Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount was given by the Company and its subsidiaries. – Not Applicable

### xv. Disclosure of certain types of agreements binding listed entities

There are no agreements that require disclosure under clause 5A of paragraph A of Part A of Schedule III of the SEBI Listing Regulations.

## 7. CREDIT RATING

During the year under review, your Company's credit rating by Care Ratings Limited is as below:

| Name of the Credit Rating Agency | Facilities | Rating |
|---|---|---|
| Care Ratings Limited | Long Term/ Short Term Bank Facilities | CARE AA+; Stable/ CARE A1+ |
| Care Ratings Limited | Commercial Paper | CARE A1+ |

## 8. GENERAL BODY MEETINGS

### i. Annual General Meeting

The location and time of the last three Annual General Meetings and special resolutions passed therein are as follows:

**For March 31, 2023:** Wednesday, August 23, 2023 at 11:30 A.M. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM").

Two (2) special resolutions were passed at the meeting, which are as follows:

| Sr. No. | Particulars of Resolution |
|---|---|
| 1. | Re-appointment of Dr. (h.c) Advocate Mamta Binani (DIN: 00462925) as an Independent Director of the Company for 2nd Term of Five Years. |
| 2. | Re-appointment of Shri Debabrata Sarkar (DIN: 02502618) as an Independent Director of the Company for 2nd Term of Five Years. |

**For March 31, 2022:** Friday, September 9, 2022 at 11:30 A.M. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM").

Five (5) special resolutions were passed at the meeting, which are as follows:

| Sr. No. | Particulars of Resolution |
|---|---|
| 1. | Appointment of Shri Anand Nandkishore Rathi (DIN: 00112853) as an Independent Director of the Company |
| 2. | Appointment of Shri Anjani Kumar Agrawal (DIN: 08579812) as an Independent Director of the Company |
| 3. | Appointment of Shri Anjanmoy Chatterjee (DIN:00 200443) as an Independent Director of the Company. |
| 4. | Appointment of Smt. Avani Vishal Davda (DIN: 07504739) as an Independent Director of the Company. |
| 5. | Appointment of Shri Rajiv Khaitan (DIN: 00071487) as an Independent Director of the Company |

**For March 31, 2021:** Wednesday, September 29, 2021 at 11:30 A. M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"). No special resolutions were passed at the Meeting.

### ii. Extra-ordinary General Meeting

During the Financial Year 2023-24, there was no extra-ordinary general meeting held.

### iii. Postal Ballot

Whether any special resolution was passed through postal ballot in the previous year, if yes then details of resolutions passed through e-voting through Postal Ballot:

During the year under review, the company had sought approval of the shareholders through postal ballot, summary of which is given hereunder. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company provided members the facility of e-voting as provided by CDSL to exercise their right to vote on resolutions transacted through Postal Ballot by remote e-voting process. The Company had appointed Mr. Raj Kumar Banthia, Partner at M/s. MKB & Associates, Practicing Company Secretaries as the scrutinizer for conducting the Postal Ballot through the e-voting process in a fair and transparent manner. Brief details pertaining to the said postal ballot are provided below:

| Sr. No. | Particulars | Date |
|---|---|---|
| 1. | Date of Postal Ballot Notice | Wednesday, 06th December, 2023 |
| 2. | Date of completion of dispatch of Postal Ballot Notice | Wednesday, 13th December, 2023 |
| 3. | Period of e-voting | Friday, 15th December, 2023 (9:00 A.M) to Saturday, 13th January, 2024 (5:00 P.M) |
| 4. | Date of declaration of results | Monday, 15th January, 2024 |

The Resolution and results of the Postal Ballot through e-voting were as follows:

| Sr. No. | Particulars of Resolution | % of votes in favour on votes polled | % of votes against on votes polled | Status of Resolution |
|---|---|---|---|---|
| 1. | Revision of remuneration by including payment of commission to Shri Sushil Kumar Goenka (DIN: 00149916), Whole time Director of the Company. (Ordinary Resolution). | 92.74 | 7.26 | Passed with requisite majority |
| 2. | Revision of remuneration by including payment of commission to Smt Priti A. Sureka (DIN: 00319256), Whole Time Director of the Company. (Ordinary Resolution). | 92.74 | 7.26 | Passed with requisite majority |
| 3. | Revision of remuneration by including payment of commission to Shri Prashant Goenka (DIN: 00703389), Whole Time Director of the Company. (Ordinary Resolution). | 92.46 | 7.54 | Passed with requisite majority |
| 4. | Reappointment of Shri Prashant Goenka (DIN: 00703389) as "Whole time Director" of the company for a further period of five (5) years w.e.f., 20th January, 2024. (Ordinary Resolution). | 87.74 | 12.26 | Passed with requisite majority |

## 9. GENERAL SHAREHOLDERS' INFORMATION

### i. Directors to retire by rotation

In accordance with the provisions of Section 152 of the Act read with the Rules made thereunder, Shri R. S. Goenka, Shri Prashant Goenka and Smt. Priti A. Sureka are liable to retire by rotation at the 41st Annual General Meeting and being eligible, offer themselves for re-appointment.

### ii. Appointment/Reappointment in 40th AGM

The Board of Directors upon recommendation of Nomination & Remuneration Committee at their meeting held on May 25, 2023 re-appointed Dr. (h.c.) Mamta Binani (DIN: 00462925) & Shri Debabrata Sarkar (DIN: 02502618) as Independent Directors for a second term of five (5) years with effect from October 29, 2023 and February 21, 2024 respectively and appointment of these Independent Directors was also approved by shareholders in the 40th AGM of the Company held on August 23, 2023.

### iii. Green initiatives undertaken as per the directives of the Ministry of Corporate Affairs, Government of India

The Company, as a responsible corporate citizen welcomes and supports the green initiatives taken by the Ministry of Corporate Affairs, Government of India by its circular, enabling electronic delivery of documents to the shareholders.

The Company has already implemented sending of the communication to the shareholders by electronic mode at their e-mail addresses registered with the depository/ registrar and share transfer agent and all such communications were immediately uploaded at the Company's website. This helped in prompt delivery of documents while avoiding loss in transit.

The Company had requested the shareholders to register their e-mail IDs with the registrar and share transfer agents of the Company or to their depository participants so as to enable the Company to use the same for serving documents to them electronically.

### iv. Code for prevention of insider trading practices

As per the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company Secretary is the compliance officer and is responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of price-sensitive information, pre-clearance of trade, monitoring of trades and implementation of the code of conduct for trading in Company's securities under the overall supervision of the Board.

The Company has adopted a code of conduct for prevention of insider trading as well as a code of corporate disclosure practices.

All the Promoters, Directors on the Board, senior management and other employees who could be privy to unpublished price-sensitive information of the Company are governed by this code.

The Company has also formulated code of practices and procedures for fair disclosure of unpublished price-sensitive information, which is available on the Company's website at: https://www.emamiltd.in/wp-content/uploads/2023/08/17161956/CodeOfProcedureAndPracticeForFairDisclosure0001.pdf

The Board has also formulated policy of legitimate purpose for sharing of unpublished price-sensitive information as part of code of practices and procedures for fair disclosure of unpublished price-sensitive information.

In adherence to SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has ensured that the Structured Digital Database (SDD) which tracks the creation and movement of Unpublished Price Sensitive Information (UPSI) between the Company's Designated Persons (DPs) and their Connected Persons (CPs) is updatedinternally within the organization in a non-tamperable manner with sufficient internal checks, time-stamping and audit trail.

## v. Policies

**The policies put up by the organization on the website are:**

### a. Policy for Determination of Materiality of Events

The company has developed Policy on materiality of Related Party Transactions and on dealing with related party transactions as required under Regulation 23 of the SEBI Listing Regulations 2015. The policy can be accessed on the Company's website at: https://www.emamiltd.in/wp-content/uploads/2023/08/20180138/Policy-for-Determination-of-Materiality-of-events.pdf

### b. Remuneration Policy

The company's Remuneration Policy for Directors, Key Managerial Personnel (KMP), Senior Management and other employees in compliance with the provisions of Section 178 of the Act and Rules made thereunder and Regulation 19 of SEBI (LODR) Regulations, Policy includes the criteria for appointment and remuneration of Directors, KMPs, Senior Management Personnel and other employees of the Company. The Policy is uploaded on website of the Company at https://www.emamiltd.in/wp-content/uploads/2023/08/17155929/Remuneration-Policy-Emami-Ltd.pdf.

### c. Board Evaluation Policy

The Company's Board Evaluation Policy lays down the guidelines and mechanism for undertaking programme of evaluation. To enable Directors of the Company for evaluating their individual performance, as well as collective performance of the Board, the Nomination and Remuneration Committee of the Company, developed a framework for evaluating the Board effectiveness. The Company's evaluation approach is two-tiered: the Independent Directors evaluate and assess the performance of the Executive Directors, Non-Executive non Promoter Directors, the Chairman and the Board as a whole and thereafter, the lead independent Director reports to the Board summary of the evaluation. The Board evaluates the performance of all the independent Directors and the committees. The policy is uploaded on the website of the Company at https://www.emamiltd.in/wp-content/uploads/2023/08/17160047/Board-Evaluation-Policy.pdf

### d. Dividend distribution policy

As required under Regulation 43A of the SEBI Listing Regulations 2015, the company has a Dividend Distribution policy which intends to ensure that a balanced and concise decision is taken with regard to distribution of dividend to the shareholders and retaining capital to maintain a healthy growth of the company and lays down various parameters to be considered by the Board before declaration/ recommendation of dividend to the members of the Emami Limited. The policy is given separately in the Annual Report and same is also available at the Company's website at: https://www.emamiltd.in/wp-content/uploads/2023/08/17160454/Dividend_Distribution_Policy_Emamiltd.pdf

### e. Business Responsibility & Sustainability Policy Framework

The company has an Environmental Social & Governance (ESG) Policy Framework which is laid down on 9 ESG Principles of integrity, ethics, transparency & accountability, product lifecycle sustainability, employee well-being, stakeholder engagement, human rights, preservation of environment, responsible advocacy, inclusive growth & equitable development and customer value. The framework is available at the Company's website at: https://www.emamiltd.in/wp-content/uploads/2023/08/17160614/BRSR-Policy.pdf

f. **Archival Policy**

The company has an Archival Policy in place which deals with the retention and archival of corporate records of Emami Limited. The policy is available at the Company's website at https://www.emamiltd.in/wp-content/uploads/2023/08/17161012/Archival-Policy-for-Documents-at-Web-Site.pdf

g. **Related Party Transactions Policy**

The company has a Related Party Transactions policy which regulates all related party transactions of the group. The policy can be found on the website at https://www.emamiltd.in/wp-content/uploads/2023/08/17161259/PolicyforTransactionswithRelatedParties.pdf

h. **Whistle Blower Policy**

The company has a Whistle Blower/Vigil Mechanism Policy in accordance with Section 177 of the Companies Act and Regulation 22 of SEBI (LODR) Regulations. This policy gives the company's directors and employees a forum to voice concerns about any irregularities, misconduct or unethical matters or dealings within the Company. The policy is available at the Company's website at https://www.emamiltd.in/wp-content/uploads/2023/08/17161434/WhistleBlowerPolicyEmami.pdf

i. **Foreign exchange risk management policy**

The Company has a structure of foreign exchange risk management policy which elaborates on the process of risk management and protects profits/insulates itself against losses on account of forex fluctuations with the aim of indemnifying the Company for the consequences of foreign exchange fluctuations.

## vi. Online Dispute Resolution (ODR)

The Company has provided its members the facility to opt for online conciliation and online arbitration for resolution of disputes arising in the Indian Securities Market in compliance with SEBI circulars.

## vii. Means of communication

a. **Quarterly / Annual results**

Financial results of the Company are published in The Business Standard (In English) and Ajkaal (in Bengali) and are displayed on the Company's website at: https://www.emamiltd.in/investors/quarterly-financials/

b. **Presentations/ News releases**

Presentations and official press release made to the media, analysts, and institutional investors, among others are displayed on the Company's website at: https://www.emamiltd.in/investors/quarterly-financials/ The same are also disseminated to the stock exchanges as per the SEBI Listing Regulations, 2015.

c. **Website**

The Company's corporate website http://www.emamiltd.in contains comprehensive information. An exclusive section is for investors wherein annual reports, quarterly/ half-yearly financial results, notices, shareholding patterns and policies, among others, are available for reference or download.

d. **Annual report**

The annual report containing inter alia audited annual accounts, consolidated financial statements, reports of the auditors and directors, chairman's statement, management discussion and analysis report and other important information is circulated to the members and displayed on the Company's website.

e. **Designated exclusive e-mail ID**

The Company's website, www.emamiltd.in, features an email address that is only intended for investor services: investors@emamigroup.com..

f. **Intimation to stock exchanges**

The Company notifies the stock exchanges about all price-sensitive information or such other matters which in its opinion are material and of relevance to the shareholders.

g. **Investor relations**

The Company's executives participates in investor conferences and meetings, including those hosted by brokerage firms, analysts and financial institutions, both in India and abroad. A conference call is done every quarter after declaration of financial results to address the queries of analysts.

## viii. Shareholders' information

**Date, time and venue of the Annual General Meeting:** The 41st Annual General Meeting of the Company for the financial year 2023-24 will be held on Tuesday, 27th August, 2024 at 11:30 A. M., (IST), through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM").

## ix. Electronic voting:

Pursuant to Section 108 and other applicable provisions of the Companies Act 2013, read with Companies (Management and Administration) Rules 2014, remote e-voting will be made available at the 41st Annual General Meeting. The voting details will be informed to shareholders in due course.

## x. Financial calendar

**Financial year: April 1, 2023 to March 31, 2024**

The board meetings for approval of financial results for financial year 2023-24 were held on the following dates:

| Period | First quarter | Second quarter | Third quarter | Fourth quarter and annual results |
|---|---|---|---|---|
| Date | August 07, 2023 | November 06, 2023 | February 09,2024 | May 29, 2024 |

The tentative dates of the board meetings for consideration of quarterly and annual financial results for the financial year 2024-25 are as follows:

| Period | First quarter | Second quarter | Third quarter | Fourth quarter and annual results |
|---|---|---|---|---|
| Date | August 14, 2024 | November 14, 2024 | February 14, 2025 | May 30, 2025 |

## xi. Registrar and Share Transfer Agent

M/s Maheshwari Datamatics Private Limited
23, R. N. Mukherjee Road, Kolkata – 700001
West Bengal, India
Telephone: 91- 033- 2248 2248, 2243 5809/5029
Fax: 91-033-2248 4787
E-mail: mdpldc@yahoo.com

Maheshwari Datamatics Pvt. Ltd, the Registrar & Transfer Agent (RTA) duly authorized to provide the services to the Shareholders of the Company, a compliance certificate in this respect duly signed by the compliance officer and the authorised representative of the share transfer agent is submitted to the exchanges within one month from the end of the financial year with the requirements of Sub-regulation 7 (3) of SEBI Listing Regulations, 2015.

As per SEBI circular, no transaction for transfer of securities of a listed company can happen in physical certificate form from April 1, 2019. Applications for transmission etc. of shares held in the physical form are received at the office of the RTA of the Company. All valid requests are processed within 15 days from the date of receipt.

Physical shares received for dematerialization are processed and completed within a period of 21 days from the date of receipt, provided they are in order in all respects. Bad deliveries are immediately returned to depository participants under advice to the shareholders.

Under SEBI Listing Regulation, transfer, transmission and transposition of securities are only to be done in dematerialized form. SEBI vide its circular dated January 25, 2022 prescribed issue of securities in dematerialized form including while processing the service requests of the Shareholders i.e., claim from unclaimed suspense account, transmission, transposition etc., and the RTA has implemented the circular.

After processing any service request, the company issues a letter of confirmation to the shareholders which will be valid for 120 days, after which the shareholder may file a request with the Depository Participant to dematerialize the shares. If the shareholders do not file the dematerialization application within 120 days, the company will credit the shares transferred to the escrow suspense account held by the company. Shareholders may claim shares transferred to the escrow suspense account upon presentation of the necessary documentation. The Share Transfer Committee constituted by the Board to approve the transfers /transmissions etc, which are placed at the next Board Meeting. As on date 3 shares are lying in the escrow suspense account.

Pursuant to the provisions of Regulation 40 (9) of SEBI Listing Regulations, 2015, a certificate on the compliance of share transfer formalities on yearly basis, and pursuant to the provisions of Regulation 74 (5) of SEBI (Depositories and Participants) Regulations, 2018, a quarterly certificate for timely dematerialization of the shares are sent to the stock exchanges where the shares are listed.

### xii. Reconciliation of share capital audit report

Reconciliation of share capital audit report by M/s. MKB & Associates, Company Secretaries, for reconciliation of the share capital confirming that the total issued capital of the Company is in agreement with the total number of shares in physical form and total number of dematerialized shares held with NSDL and CDSL, is placed before the Board on a quarterly basis. A copy of the audit report is submitted to the stock exchanges where the Company's shares are listed.

### xiii. Plant locations

**Assam**

**Amingaon plant**
EPIP Complex Amingaon, Guwahati, Assam – 781031

**Abhoypur plant**
Abhoypur Plant P.O. College Nagar, Abhoypur, Guwahati, Assam – 781031

**Pacharia plant**
Pacharia Nalgar Road, Pacharia,
Dolarpathar, Kamrup, Assam – 781104

**Gujarat**
Plot No. 82, G I D C, Vapi,
Gujarat -396195

**Uttarakhand**
Plot No 40 & 41, Sector 5,IIE,Pantnagar,
Udhamsingh Nagar, Uttarakhand - 263 153

**Dadra and Nagar Haveli**
Survey No. 61/2, Plot No. 1,
Village Masat, Silvassa,
Dadra and Nagar Haveli – 396230

### xiv. Representing officers

**Compliance officer**

Shri Sandeep Kumar Sultania

Company Secretary, Compliance Officer and VP – Sales Commercial

**Institutional investors/ Financial analysts**

Shri Rajesh Sharma, President - Finance and Investor Relations

**Indian retail investors**

Shri Ashok Purohit, Deputy Company Secretary

**Communication address of the above officers**

Emami Limited
Emami Tower,
687, Anandapur, E M Bypass,
Kolkata 700107,
West Bengal
investors@emamigroup.com
T + 91- 033 - 6613 6264

### xv. Communication channels

| Category | Channels |
|---|---|
| Shareholders | Annual reports, shareholders meetings, formal communications, website announcements, e-mails and newspaper publications |
| Financial analysts | Annual reports, press releases and website announcements |
| General public | Website announcements and newspaper publications |

### xvi. Details of publication of financial results

| Quarter ended | National | Vernacular |
|---|---|---|
| 31.03.2023 | Business Standard (published on May 26, 2023) | Ajkaal (published on May 26, 2023) |
| 30.06.2023 | Business Standard (published on August 08, 2023) | Ajkaal (published on August 08, 2023) |
| 30.09.2023 | Business Standard (published on November 07, 2023) | Ajkaal (published on November 07, 2023) |
| 31.12.2023 | Business Standard (published on February 10, 2024) | Ajkaal (published on February 10, 2024) |

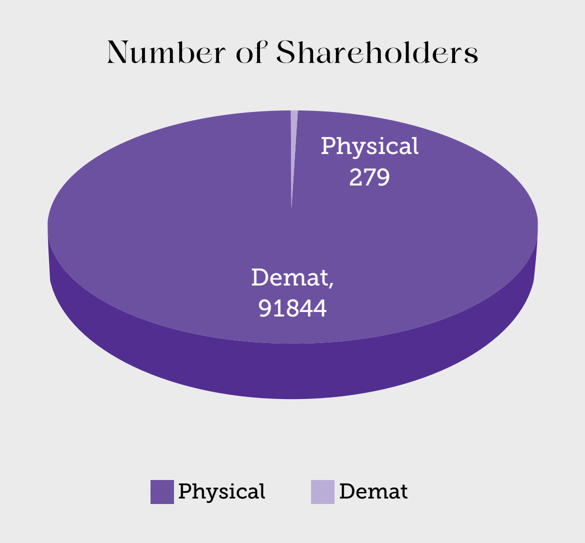
## 10. MARKET INFORMATION

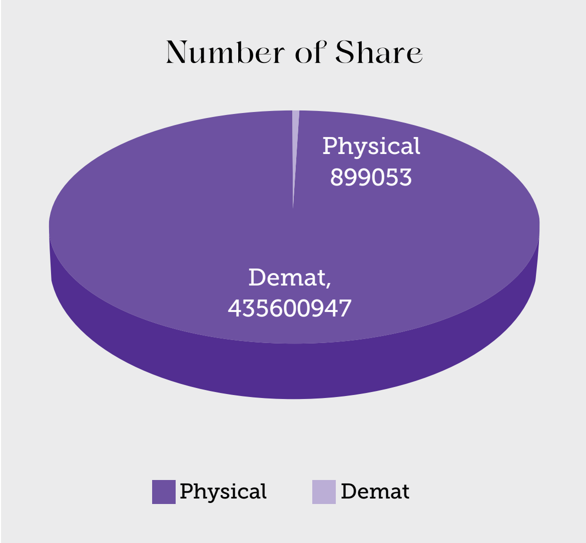
### i. Listing on stock exchanges

The Company's shares are listed on the following stock exchanges and the listing fees have been duly paid:

| Name and address of the exchange | Stock code |
|---|---|
| **The National Stock Exchange of India Ltd**<br>Exchange Plaza, Bandra- Kurla Complex,<br>Bandra (E) Mumbai 400 051, India | EMAMILTD |
| **BSE Ltd**<br>Phiroze Jeejeebhoy Towers, Dalal Street<br>Mumbai – 400 023, India | 531162 |

## ii. Number of shareholders and shares held in physical and dematerialized form as on March 31, 2024:




## iii. Dematerialization of shares and liquidity as on March 31, 2024

| Nature of holding | Holders | Percentage | Shares | Percentage |
|---|---|---|---|---|
| Demat | 91844 | 99.70% | 435600947 | 99.79% |
| Physical | 279 | 0.30% | 899053 | 0.21% |
| **Total** | **92123** | **100%** | **436500000** | **100%** |

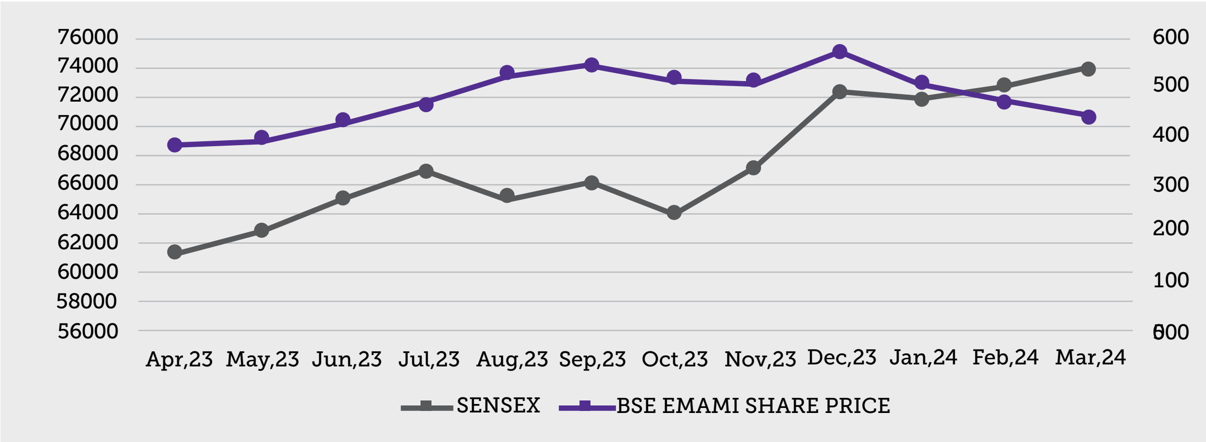
* Number of shareholders is as per PAN

## iv. Emami share price at BSE and NSE

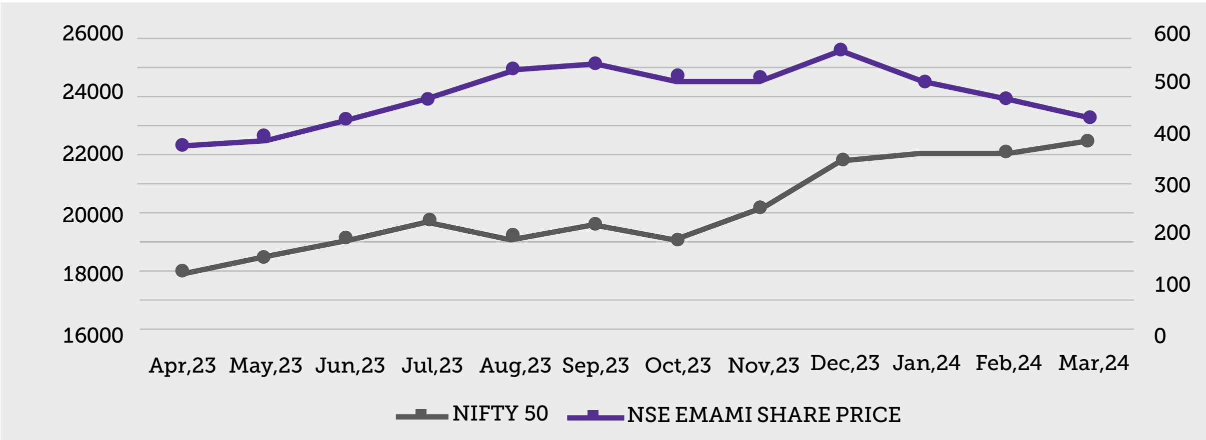
April 2023-March 2024 (Face value of shares: Rs. 1 each)

| Month | Emami share price on BSE | | | Emami share price on NSE | | |
|---|---|---|---|---|---|---|
| | High | Low | Close | High | Low | Close |
| April, 2023 | 376.80 | 353.50 | 375.00 | 376.45 | 353.35 | 374.95 |
| May, 2023 | 419.90 | 375.00 | 392.00 | 419.60 | 374.60 | 391.65 |
| June, 2023 | 427.00 | 371.05 | 424.25 | 428.00 | 371.00 | 424.70 |
| July, 2023 | 464.20 | 409.80 | 462.35 | 464.00 | 410.00 | 462.90 |
| August, 2023 | 546.25 | 439.50 | 524.00 | 546.65 | 439.35 | 524.55 |
| September, 2023 | 582.00 | 508.10 | 537.85 | 583.25 | 507.85 | 538.45 |
| October, 2023 | 552.25 | 490.30 | 510.45 | 553.05 | 489.35 | 509.90 |
| November, 2023 | 534.40 | 486.15 | 506.90 | 545.25 | 486.00 | 506.15 |
| December, 2023 | 575.00 | 490.15 | 564.15 | 575.00 | 490.00 | 563.75 |
| January, 2024 | 588.65 | 491.20 | 499.45 | 588.60 | 491.20 | 499.85 |
| February, 2024 | 510.50 | 453.90 | 465.70 | 510.95 | 453.30 | 466.00 |
| March, 2024 | 470.30 | 417.55 | 428.90 | 466.85 | 417.10 | 429.35 |

Graphical representation of share price of Emami Limited at BSE vis-à-vis S&P BSE Sensex




Graphical representation of share price of Emami Limited at NSE vis-à-vis Nifty




## v. Distribution of shareholding by size as on March 31, 2024: -

| No of Equity Shares Held | Holders | % of total holders | No of Shares | % of total shares |
|---|---|---|---|---|
| 1 - 500 | 85057 | 93.13 | 5065405 | 1.16 |
| 501 - 1,000 | 2841 | 3.11 | 2057649 | 0.47 |
| 1,001 – 2,000 | 1419 | 1.55 | 2057080 | 0.47 |
| 2,001 – 3,000 | 540 | 0.59 | 1324434 | 0.30 |
| 3,001 – 4,000 | 258 | 0.28 | 907335 | 0.21 |
| 4,001 – 5,000 | 170 | 0.19 | 776342 | 0.19 |
| 5,001 – 10,000 | 374 | 0.41 | 2682245 | 0.61 |
| 10,001 and above | 675 | 0.74 | 421629510 | 96.59 |
| **Grand total** | **91334** | **100.00** | **436500000** | **100** |

* Number of shares as per PAN base

### vi. Shareholding pattern as on March 31, 2024: -

| Category | | Number of shares held | % of shareholding |
|---|---|---|---|
| 1. | **Promoters and Promoter Group** | 239393412 | 54.84 |
| | **Sub-total** | **239393412** | **54.84** |
| | **Public Holding** | | |
| 2. | **Institutional Investors** | | |
| a. | Mutual Funds/AIF | 86830742 | 19.89 |
| b. | Banks, Financial Institutions and Insurance Companies | 9494505 | 2.17 |
| c. | Foreign Institutional Investors | 58751977 | 13.46 |
| | **Sub-total** | **155077224** | **35.52** |
| 3. | **Non-Institutional Investors** | | |
| a. | Private Corporate Bodies (including Clearing Members and NBFCs) | 18422625 | 4.22 |
| b. | Individuals (including Trusts) | 21477282 | 4.92 |
| c. | NRIs/OCBs/Foreign Nationals | 1713985 | 0.40 |
| d. | IEPF and others | 415472 | 0.1 |
| | **Sub-total** | **42029364** | **9.64** |
| **Grand total (1+2+3)** | | **436500000** | **100** |

### vii. Top-ten shareholders as on March 31, 2024: -

| Sr. No. | Name | Number of shares held | % of shareholding |
|---|---|---|---|
| 1 | SURAJ FINVEST PRIVATE LIMITED | 105720226 | 24.22% |
| 2 | DIWAKAR FINVEST PRIVATE LIMITED | 98667956 | 22.60% |
| 3 | DSP DYNAMIC ASSET ALLOCATION FUND | 21000668 | 4.81% |
| 4 | PRITI A SUREKA | 15104702 | 3.46% |
| 5 | HDFC LARGE AND MID CAP FUND | 13691295 | 3.14% |
| 6 | AVEES TRADING AND FINANCE PVT LTD | 9480353 | 2.17% |
| 7 | NIPPON LIFE INDIA TRUSTEE LTD-A/C NIPPON INDIA ETF NIFTY MIDCAP 150 | 8780077 | 2.01% |
| 8 | KOTAK EMERGING EQUITY SCHEME | 7999769 | 1.83% |
| 9 | HDFC LIFE INSURANCE COMPANY LIMITED | 6300000 | 1.44% |
| 10 | MIRAE ASSET AGGRESSIVE HYBRID FUND | 6091617 | 1.40% |

## 11. CORPORATE BENEFITS OFFERED TO INVESTORS DURING THE YEAR:

### i. 1st Interim and 2nd Interim Dividend FY 2023-24

On November 06, 2023 the Board of Directors declared payment of 1st Interim Dividend @ Rs. 4/- per share for the Financial Year 2023-24 which was paid to all the shareholders registered in the Register of Members maintained by the Registrar and Share Transfer Agent of the company and the Depositories on the Record date i.e., on November 15, 2023 fixed for determining entitlement of said Interim Dividend. The payment of 1st Interim Dividend to the eligible shareholders, was completed on 20th November, 2023.

On February 09, 2024 the Board of Directors declared further payment of 2nd Interim Dividend @ Rs. 4/- per share for the Financial Year 2023-24 which was paid to all the shareholders registered in the

Register of Members maintained by the Registrar and Share Transfer Agent of the company and the Depositories on the Record date i.e., on February 19, 2024 fixed for determining entitlement to the 2nd Interim Dividend. The payment of 2nd Interim Dividend to the eligible shareholders, was completed on 26th February, 2024.

## ii. Unclaimed dividends

Unclaimed dividend for FY 2015-16 (Final), amounting to Rs. 26,81,679/- was transferred to Investors Education & Protection Fund (IEPF) of the Central Government on September 4, 2023 in compliance with Section 124 the Companies Act, 2013.

The dividend which remains unclaimed for seven years from the date and is lying in the unpaid dividend account will be transferred to the IEPF on the date given hereunder in table:

| Year | Type of dividend | Date of declaration | Due date for transfer to IEPF |
|---|---|---|---|
| 2016-17 | Final | August 03, 2017 | September 03, 2024 |
| 2017-18 | Final | August 01, 2018 | September 3, 2025 |
| 2018-19 | Final | August 08, 2019 | September 9, 2026 |
| 2019-20 | 1st Interim | November 06, 2019 | December 8, 2026 |
| 2019-20 | 2nd Interim | March 19, 2020 | April 21, 2027 |
| 2020-21 | 1st Interim | November 05, 2020 | December 8, 2027 |
| 2020-21 | 2nd Interim | January 27, 2021 | March 1, 2028 |
| 2021-22 | 1st Interim | October 29, 2021 | November 30, 2028 |
| 2021-22 | 2nd Interim | February 03, 2022 | March 8, 2029 |
| 2022-23 | 1st Interim | November 11, 2022 | December 14, 2029 |
| 2022-23 | 2nd Interim | February 03, 2023 | March 8, 2030 |
| 2023-24 | 1st Interim | November 06, 2023 | December 09, 2030 |
| 2023-24 | 2nd Interim | February 09, 2024 | March 14, 2031 |

The members who have not yet encashed their dividend warrants are requested to send their claims with banking details for online payment. The particulars of unpaid dividend for the previous seven years were filed with the Ministry of Corporate Affairs and uploaded on the Company's website at https://www.emamiltd.in/investors/investors-services/unclaimed-dividend/.

## iii. Equity shares lying with the Company in suspense account as per Listing Regulations

As per the provisions of Regulation 39 (4) of the SEBI Listing Regulations 2015, the unclaimed share certificates which were lying in the possession of the Company were transferred into a special demat account held by the Company. This account is being held by the Company purely on behalf of the shareholders entitled for these shares and voting rights on these shares shall remain frozen until the rightful owner has claimed the shares.

Shareholders who have not yet claimed their shares are requested to immediately approach the registrar and transfer agents of the Company by forwarding a request letter duly signed by all the joint holders furnishing their complete postal address along with pin code, self-attested copies of PAN card and proof of address and for delivery of shares in demat form - a copy of demat account - client master report duly certified by the depository participant (DP) and a recent demat account statement, to enable the Company to release the said shares to the rightful owner.

The status of equity shares lying in the unclaimed suspense account is given below:

| Particulars | No. of shareholders | No. of equity shares held |
|---|---|---|
| Aggregate number of shareholders and the outstanding shares in the 'Emami Ltd Unclaimed Securities Suspense Account' lying at the beginning of the year. | 39 | 30574 |
| Number of shareholders along with shares held whose shares transferred in 'Emami Ltd Unclaimed Securities Suspense Account' during the year. | 1 | 3 |
| Number of shareholders along with shares held who approached the Company for transfer of shares from suspense account during the year. | 2 | 1162 |
| Number of shareholders along with shares held whose shares have been transferred to Investor Education and Protection Fund in compliance with Section 124 of the Companies Act 2013 | 7 | 2408 |
| Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year. | 31 | 27007 |

### iv. Transfer of unclaimed shares to Investor Education & Protection Fund (IEPF)

As per provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has issued individual notice through registered post to all the shareholders whose dividends were lying unclaimed for consecutive seven years and a public notice in this respect has been given in English and vernacular newspapers and details of such shareholders were uploaded on the Company's website.

| Particulars | No. of equity shares held |
|---|---|
| Number of shares lying in the Investor Education and Protection Fund beginning of the Financial Year | 375341 |
| Number of shares transferred to the Investor Education and Protection Fund during the Financial Year | 14468 |
| Claim approved by Company and refund of shares from IEPF | 1344 |
| Number of shares lying in the Investor Education and Protection Fund at the end of the Financial Year | 388465 |

The Company has uploaded the Guidelines for claiming the shares transferred to IEPF account of the Central Government at the Company's website at https://www.emamiltd.in/investors/investors-services/unclaimed-dividend/.

During the year, the Company has received claims for shares which were processed as per applicable law, rules and guidelines prescribed by the IEPF Authority.

### v. Dividend history of the Company:

| Financial year | Dividend (%) | Dividend per share (Rs.) |
|---|---|---|
| 2012-13 | 800% | 8.00 |
| 2013-14* | 700% | 7.00 |
| 2014-15 | 700% | 7.00 |
| 2015-16 | 700% | 7.00 |
| 2016-17 | 700% | 7.00 |
| 2017-18 | 700% | 7.00 |
| 2018-19** | 400% | 4.00 |

| Financial year | Dividend (%) | Dividend per share (Rs.) |
|---|---|---|
| 2019-20 | 400% | 4.00 |
| 2020-21 | 800% | 8.00 |
| 2021-22 | 800% | 8.00 |
| 2022-23 | 800% | 8.00 |
| 2023-24 | 800% | 8.00 |

* During the year 2013-14, the Company had issued Bonus share in the ratio of 1:2

** During the year 2018-19, the Company had issued Bonus share in the ratio of 1:1

### vi. Correspondence regarding change of address, among others

Shareholders are requested to ensure that any correspondence for change of address and change in bank mandates among others should be signed by the first named shareholder. The Company is now further requesting for supporting documents such as proof of residence and proof of identification, whenever a letter requesting for change of address is received. This is being done in the interest of shareholders, to avoid fraudulent change of the registered address of shareholders by unscrupulous parties. Shareholders are requested to kindly cooperate and submit the necessary documents/evidence while sending the letters for change of address. Shareholders who hold shares in dematerialized form should correspond with the depository participant with whom they have opened demat account(s).

The Company has entered into agreements with both the NSDL and the CDSL, whereby shareholders have an option to dematerialize their shares with either of the depositories.

### vii. Outstanding GDRs/ADRs/warrants or any convertible instruments, conversion date and likely impact on equity

There are no outstanding GDRs/ ADRs/ warrants or any convertible instruments of the company.

## 12. CEO'S (MANAGING DIRECTOR)/ CFO'S CERTIFICATION

The CEO's and CFO's certification, as required by SEBI Listing Regulations, is enclosed at the end of the report.

## 13. REPORT ON CORPORATE GOVERNANCE

The quarterly compliance report on corporate governance has been submitted to the stock exchanges where the Company's equity shares are listed in the prescribed format as per SEBI Listing Regulations, 2015, duly signed by the company secretary.

## 14. COMPLIANCE REQUIREMENTS

Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of the regulations are as below:

### i. Mandatory requirements

The Company was fully-compliant with the mandatory requirements of the SEBI Listing Regulations, 2015.

### ii. Discretionary requirements:

**a. The Board (maintenance of Chairman's office)**

The Company maintains the office of Non- Executive Chairman.

**b. Shareholders' rights**

The quarterly and half-yearly financial results are published in widely-circulating national and local dailies and are displayed on the Company's website: https://www.emamiltd.in/investors/quarterly-financials/

**c. Audit qualification**

There is no audit qualification given in the Auditors' Report for standalone Financial Results, however the statutory Auditors have expressed its qualification for the consolidated financial results as the financials of one of the subsidiary (non material) is unaudited.

**d. Separate posts of Chairman, Managing Director and CEO**

The Company has separate persons as Non-Executive Chairman and Managing Director. Shri R.S. Goenka is the Non-Executive Chairman, whereas Shri Harsha Vardhan Agarwal is the Managing Director of Emami Limited and also designated as the CEO for the said purpose. The Chairman of the Company is not related to the Managing Director or the Chief Executive Officer of the Company.

**e. Reporting of internal auditor**

The Company has a well-defined and structured internal audit control system to ensure reliability of operational and financial information, statutory/ regulatory compliances and safeguard of the assets of the Company. The internal auditor reports directly to the Audit Committee.

# Certificate of Non-Disqualification of Directors

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Members
**Emami Limited**
687, Anandapur, E M Bypass
Kolkata - 700107

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Emami Limited (CIN: L63993WB1983PLC036030) having its Registered office at 687, Anandapur, E M Bypass, Kolkata - 700107(hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities andExchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications [including Directors IdentificationNumber (DIN)] status at the portal www.mca.gov.in as considered necessary and explanations furnished to us by the Company and its officers, we certify that following are the Directors on the Board of the Company as on 31st March 2024:

| Sl. No. | DIN | Name | Designation | Date of Appointment |
|---|---|---|---|---|
| 1 | 00152996 | Mr. Radhe Shyam Agarwal | Non-Executive Director | 03/05/1994 |
| 2 | 00152880 | Mr. Radhe Shyam Goenka | Non-Executive Chairman | 03/05/1994 |
| 3 | 00005684 | Mr. Chandra Kumar Dhanuka | Independent Director | 02/08/2017 |
| 4 | 02502618 | Mr. Debabrata Sarkar | Independent Director | 21/02/2019 |
| 5 | 00462925 | Mrs. Mamta Binani | Independent Director | 29/10/2021 |
| 6 | 00112853 | Mr. Anand Nandkishore Rathi | Independent Director | 02/08/2022 |
| 7 | 08579812 | Mr. Anjani Kumar Agrawal | Independent Director | 02/08/2022 |
| 8 | 00200443 | Mr. Anjanmoy Chatterjee | Independent Director | 02/08/2022 |
| 9 | 07504739 | Mrs. Avani Vishal Davda | Independent Director | 02/08/2022 |
| 10 | 00071487 | Mr. Rajiv Khaitan | Independent Director | 02/08/2022 |
| 11 | 00149916 | Mr. Sushil Kumar Goenka | Whole Time Director | 17/05/1995 |
| 12 | 00150034 | Mr. Mohan Goenka | Vice-Chairman and Whole Time Director | 15/01/2005 |
| 13 | 00149717 | Mr. Aditya Vardhan Agarwal | Non-Executive Director | 15/01/2005 |
| 14 | 00150089 | Mr. Harsha Vardhan Agarwal | Vice-Chairman and Managing Director | 15/01/2005 |
| 15 | 00319256 | Mrs. Priti A Sureka | Whole Time Director | 30/01/2010 |
| 16 | 00703389 | Mr. Prashant Goenka | Whole Time Director | 20/01/2014 |

We further certify that none of the aforesaid Directors on the Board of the Company for the financial year ended on 31st March 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For MKB & Associates**
*Company Secretaries*
Firm Reg No: P2010WB042700

**Manoj Kumar Banthia**
*Partner*
Membership no. 11470
COP no. 7596
Peer Review Certificate No.: 1663/2022

Date: 28.05.2024
Place: Kolkata
UDIN: A011470F000468498

# Certificate by Managing Director and CEO-Finance, Strategy and Business Development and CFO of the Company

We, H. V. Agarwal –Vice Chairman & Managing Director and N. H. Bhansali, CEO-Finance, Strategy and Business Development and CFO of Emami Limited, to the best of our knowledge and belief certify that:

1. We have reviewed the financial statements of the Company for the year ended March 31, 2024, and all its schedules and notes on accounts, as well as the cash flow statement.
2. To the best of our knowledge and information:

a. These statements do not contain any materially untrue statement or omit to state a material fact or contain statements that might be misleading;

b. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;

3. We also certify that based on our knowledge and information provided to us, there are no transactions entered into by the Company, which are fraudulent, illegal or violate the Company's code of conduct.
4. The Company's other certifying officers and we are responsible for establishing and maintaining internal controls and procedures for the Company, and we have evaluated the effectiveness of the Company's internal controls and procedures.
5. The Company has disclosed where ever applicable, to the Company's auditors and to the audit committee of the Company, the following:
    a. All significant deficiencies in the design or operation of internal controls, which we are aware and have taken steps to rectify these deficiencies;
    b. Significant changes in internal control during the year;
    c. Any fraud, which we have become aware of and that involves Management or other employees who have significant role in the Company's internal control systems;

We further declare that all members of the Board and Committees and all employees working at the level of head of the department have affirmed compliance with the Code of Conduct of the Company for the financial year 2023-24

Date: May 29, 2024
Place: Kolkata

**H. V. Agarwal**
*Vice-Chairman & Managing Director*
DIN No. - 00150089

**N. H. Bhansali**
*CEO - Finance, Strategy and*
Business Development and CFO
FCA- 055211

# Independent Auditor's Report on compliance with the conditions of Corporate Governance as per provisions of Chapter IV of Securities and Exchange Board of India

**(Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended**

## The Members of Emami Limited

1. The Corporate Governance Report prepared by Emami Limited (hereinafter the "Company"), contains details as specified in regulations 17 to 27, clauses (b) to (i) and (t) of sub – regulation (2) of regulation 46 and para C, D, and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") ('Applicable criteria') for the year ended March 31, 2024 as required by the Company for annual submission to the Stock exchange.

## Management's Responsibility

2. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.

3. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

## Auditor's Responsibility

4. Pursuant to the requirements of the Listing Regulations, our responsibility is to provide a reasonable assurance in the form of an opinion whether, the Company has complied with the conditions of Corporate Governance as specified in the Listing Regulations.

5. We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.

6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

7. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. Summary of procedures performed include:

   i. Read and understood the information prepared by the Company and included in its Corporate Governance Report;

   ii. Obtained and verified that the composition of the Board of Directors with respect to executive and non-executive directors has been met throughout the reporting period;

   iii. Obtained and read the Register of Directors as on March 31, 2024 and verified that atleast one independent woman director was on the Board of Directors throughout the year;

   iv. Obtained and read the minutes of the following committee meetings / other meetings held between April 01, 2023 to March 31, 2024:

      (a) Board of Directors;

      (b) Audit Committee;

      (c) Annual General Meeting (AGM);

      (d) Nomination and Remuneration Committee;

      (e) Stakeholders Relationship Committee;

(f) Risk Management Committee;

(g) Finance Committee;

(h) BuyBack Committee (dissolved by the Board at the meeting held on November 06, 2023;

(i) Independent Director's Meeting;

(j) Share Transfer Committee;

(k) Corporate Social Responsibility Committee;

(l) Corporate Governance Committee

v. Obtained necessary declarations from the directors of the Company.

vi. Obtained and read the policy adopted by the Company for related party transactions.

vii. Obtained the schedule of related party transactions during the year and balances at the year- end. Obtained and read the minutes of the audit committee meeting where in such related party transactions have been pre-approved prior by the audit committee.

viii. Performed necessary inquiries with the management and also obtained necessary specific representations from management.

8. The above-mentioned procedures include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our scope of work under this report did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

## Opinion

9. Based on the procedures performed by us, as referred in paragraph 7 above, and according to the information and explanations given to us we are of the opinion that the Company has complied with the conditions of Corporate Governance as specified in the Listing Regulations, as applicable for the year ended March 31, 2024, referred to in paragraph 4 above.

## Other matters and Restriction on Use

10. This report is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

11. This report is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations with reference to compliance with the relevant regulations of Corporate Governance and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

**For S.R. Batliboi & Co. LLP**
*Chartered Accountants*
ICAI Firm Registration Number: 301003E/E300005

**per Sanjay Agarwal**
*Partner*
Membership Number: 060352
UDIN: 24060352BKFTFY2692
Place of Signature: Kolkata
Date: May 29, 2024

# Business Responsibility & Sustainability Report – FY24

## Section A: General Disclosure

## I. Details of the Listed Entity

| | | |
|---|---|---|
| 1 | Corporate Identity Number (CIN) of the Listed Entity | L63993WB1983PLC036030 |
| 2 | Name of the Listed Entity | Emami Limited |
| 3 | Year of incorporation | 1983 |
| 4 | Registered office address | Emami Tower, 687, Anandapur, E.M. Bypass, Kolkata 700107 |
| 5 | Corporate address | |
| 6 | Email | contact@emamigroup.com |
| 7 | Telephone | +91-33-66136264 |
| 8 | Website | www.emamiltd.in |
| 9 | Financial year for which reporting is being done | FY 2023-2024 (April 2023 to March 2024) |
| 10 | Name of the Stock Exchange(s) where shares are listed | National Stock Exchange of India Ltd (NSE), Bombay Stock Exchange (BSE) |
| 11 | Paid-up Capital | Rs. 43.65 crores |
| 12 | Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report | Name: Mr. Sandeep Kumar Sultania<br>Tel: +91-33-66136264<br>Email: investors@emamigroup.com |
| 13 | Reporting boundary | Standalone basis |
| 14 | Name of Assurance Provider | • Det Norske Veritas (DNV) Assurance for all Manufacturing units on the following:<br>» ISO 9001: Quality Assurance<br>» ISO 14001: Environmental Assurance<br>» ISO 45001: Occupational Health and Safety Assurance<br>• Energy Audit for Amingaon unit by Senergy Consultant Pvt. Ltd.<br>• Energy Audit for Pacharia unit by IIT Guwahati |
| 15 | Type of Assurance Obtained | ISO 9001; ISO 14001; ISO 45001 |

## II. Product/Services

16. Details of business activities (accounting for 90% of the turnover):

| S. No. | Description of Main Activity | Description of Business Activity | % Of Turnover of the entity |
|---|---|---|---|
| 1 | Marketing and Manufacture of FMCG products | Engaged in the manufacture and selling of consumer goods like hair care products, healthcare products, and skin care products | 100% |

17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

| S. No. | Product/service | NIC Code | % Of total Turnover contributed |
|---|---|---|---|
| 1 | 'Ayurvedic' or 'Unani' pharmaceutical preparation | 21003 | 84% |
| 2 | Cosmetics and toiletries | 20237 | 15% |

## III. Operations

### 18. Number of locations where plants and/or operations/offices of the entity are situated:

Emami Limited carries out its operations through its Head Office in Kolkata, 4 regional offices, 1 R&D Lab, 6 manufacturing units, and depots across 24 states in India.

### 19. Markets served by the entity:

a. Number of locations

| Locations | Number |
|---|---|
| National (No. of States) | Pan India |
| International (No. of Countries) | 60+ Countries |

b. What is the contribution of exports as a percentage of the total turnover of the entity?

In FY 2023-24, exports contributed to 4.9% of the total Standalone Revenues of the Company

c. A brief on types of customers

Our products cater to almost all urban and rural consumers through 5.1 million outlets across India, with a target customer base spanning all ages, genders, and socio-economic groups. We operate across general trade, modern trade, E-commerce, Quick Commerce marketplaces, and pharmacy platforms through dedicated channels and also through our own Exclusive business outlets & D2C portals.

## IV. Employees

### 20. Details as of the end of the Financial Year:

a. Employees and workers (including differently abled):

| S. No. | Particulars | Total (A) | Male | | Female | |
|---|---|---|---|---|---|---|
| | | | No. (B) | % (B/A) | No. (C) | % (C/A) |
| | EMPLOYEES | | | | | |
| 1 | Permanent (D) | 2,111 | 1,901 | 90.05% | 210 | 9.95% |
| 2 | Other than permanent (E) | 57 | 53 | 92.98% | 4 | 7.02% |
| **3** | **Total employees (D+E)** | **2,168** | **1,954** | **90.13%** | **214** | **9.87%** |
| | WORKERS | | | | | |
| 4 | Permanent (F) | 1,178 | 951 | 80.73% | 227 | 19.27% |
| 5 | Other than permanent (G) | 2,434 | 1,805 | 74.15% | 629 | 25.84% |
| **6** | **Total workers (F+G)** | **3,612** | **2,756** | **76.30%** | **856** | **23.69%** |

b. Differently abled Employees and workers:

| S. No. | Particulars | Total (A) | Male | | Female | |
|---|---|---|---|---|---|---|
| | | | No. (B) | % (B/A) | No. (C) | % (C/A) |
| | DIFFERENTLY ABLED EMPLOYEES | | | | | |
| 1 | Permanent (D) | 6 | 5 | 83% | 1 | 17% |
| 2 | Other than permanent (E) | - | - | - | - | - |
| 3 | Total employees (D+E) | 6 | 5 | 83% | 1 | 17% |

| S. No. | Particulars | Total (A) | Male | | Female | |
|---|---|---|---|---|---|---|
| | | | No. (B) | % (B/A) | No. (C) | % (C/A) |
| | **DIFFERENTLY ABLED WORKERS** | | | | | |
| 4 | Permanent (F) | 3 | 3 | 100% | - | - |
| 5 | Other than permanent (G) | - | - | - | - | - |
| 6 | Total workers (F+G) | 3 | 3 | 100% | - | - |

*Note: Definition of employee cluster is as under:*

- *Permanent Employees include regular employees who are on the company's payroll*
- *Other than Permanent Employees include retainers and consultants*
- *Permanent Workers include those workers who are on the company's payroll*
- *Other than Permanent Workers are Contractual workers engaged through a 3rd party on their payroll*
- *Trainees and Apprentices are not included in the Workforce*

## 21. Participation/Inclusion/Representation of women:

| Particulars | Total (A) | No. and percentage of Females | |
|---|---|---|---|
| | | No. (B) | % (C) |
| Board of Directors | 16 | 3 | 18.75% |
| Key Management Personnel* | 7 | 1 | 14.29% |

** Comprises of Vice Chairman, Managing Director, Whole-time Directors, Chief Financial Officer and Company Secretary*

## 22. Turnover rate for permanent employees and workers:

| | FY2023-24 (Turnover rate in current FY) | | | FY2022-23 (Turnover rate in previous FY) | | | FY 2021-22 (Turnover rate in the year before the previous FY) | | |
|---|---|---|---|---|---|---|---|---|---|
| | Male | Female | Total | Male | Female | Total | Male | Female | Total |
| Permanent employee | 17.21% | 17.24% | 17.22% | 19.60% | 21.10% | 19.80% | 17.90% | 17.30% | 17.80% |
| Permanent workers | 3.92% | 0.87% | 3.35% | 4.00% | 4.60% | 4.10% | 3.00% | 3.80% | 3.10% |

# V. Holding, Subsidiary, and Associate Companies (including JV)

## 23. Names of holding/subsidiary / associate companies / joint ventures

| S. No. | Name of the holding/ subsidiary / associate companies / joint ventures | Indicate whether holding/ Subsidiary/ Associate/ Joint Venture | % Of shares held by listed entity | Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No) |
|---|---|---|---|---|
| 1 | Emami Bangladesh Ltd. | Wholly Owned Subsidiary | 100% | The subsidiary and associate companies do not participate in the Business Responsibility initiatives of the listed Company. They conduct their initiatives applicable to them based on local laws |
| 2 | Emami Lanka (Pvt. Ltd.) | | 100% | |
| 3 | Emami International FZE | | 100% | |
| 4 | Emami Overseas FZE | | 100% | |
| 5 | Creme 21 Gmbh | | 100% | |
| 6 | Emami International Personal Care LLC | | 100% | |
| 7 | Emami Rus (LLC) | Step Down Subsidiary | 99.99% | |
| 8 | Pharma Derm SAE Co | Step Down Subsidiary | 90.60% | |

| S. No. | Name of the holding/ subsidiary / associate companies / joint ventures | Indicate whether holding/ Subsidiary/ Associate/ Joint Venture | % Of shares held by listed entity | Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No) |
|---|---|---|---|---|
| 9 | Brillare Science Pvt. Ltd. | Wholly Owned Subsidiary | 100.0% | |
| 10 | Helios Lifestyle Pvt. Ltd. | Subsidiary | 50.40% | |
| 11 | Tru Native F & B Pvt Ltd | Associate | 20.65% | |
| 12 | Cannis Lupus Services India Pvt Ltd | Associate | 30.00% | |
| 13 | Axiom Ayurveda Pvt Ltd | Associate | 26.00% | |
| 14 | Axiom Food & Beverage Pvt Ltd | Associate | 26.00% | |
| 15 | Axiom Packwell Pvt Ltd | Associate | 26.00% | |

## VII. CSR Details

24. (i) **Whether CSR is applicable as per section 135 of the Companies Act, 2013: (Yes/ No):** Yes

(ii) **Turnover** – Rs. 2921.57 Cr

(iii) **Net worth** – Rs. 2382.37 Cr

## VIII. Transparency and Disclosure Compliances

25. **Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:**

| Stakeholder group from whom complaint is received | Grievance Redressal Mechanism in Place (Yes/No) (If yes, then provide web link for grievance redress policy) | FY 2023-24 | | | FY 2022-23 | | |
|---|---|---|---|---|---|---|---|
| | | Number of complaints filed during the year | Number of complaints pending resolution at the close of the year | Remarks | Number of complaints filed during the year | Number of complaints pending resolution at the close of the year | Remarks |
| Communities | Yes | - | - | - | - | - | - |
| Investor (other than shareholders) | NA | - | - | - | - | - | - |
| Shareholders | Yes https://www.emamiltd.in/investors/investors-services/ | 2 | - | - | 3 | - | - |
| Employees and workers | Yes | 2 | - | - | 1 | - | - |
| Customers | Yes | 277 | - | - | 494 | - | - |
| Value chain partners | Yes | 4 | - | - | - | - | - |
| Other (Specify) | NA | - | - | - | - | - | - |

## 26. Overview of the entity's material responsible business conduct issues.

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format

| S. No. | Material issue identified | Indicate whether risk or opportunity (R/O) | Rationale for identifying the risk/opportunity | In case of risk, approach to adapt or mitigate | Positive or negative financial implications |
|---|---|---|---|---|---|
| 1 | Waste Management and Circular Economy | Risk and Opportunity | • Stringent regulations by the government around waste management<br>• We strive to promote a circular economy in our operations<br>• Emami's increased focus on R&D and innovation can lead to higher utilization of eco-friendly and/or recycled packaging options | • Continuous sustainable efforts toward waste reduction, segregation, and disposal system<br>• Initiated a Pilot Project of Recycling of ETP waste in collaboration with Assam State Pollution Control Board<br>• Usage of Post-Consumer Recycled (PCR) plastics in our packaging<br>• Emami Ltd complies with the Plastic Waste Management Rule 2016 and its subsequent amendments, ensuring that waste collection plans align with the Extended Producer Responsibility (EPR) plan submitted to the CPCB. In the fiscal year 2023-24, the company achieved 100% EPR responsibility, aiming for Plastic Waste Neutrality and surpassing expectations by incorporating post-consumer recycled (PCR) materials in both primary and secondary packaging. | **Positive** – a) Herbal waste generated at our manufacturing sites is converted into manure and utilized as an organic fertilizer<br>Consumers are becoming more aware of the environmental impact of the products they buy, and they are more likely to support companies that prioritize sustainability.<br>b) Using Post-Consumer Recycled plastics (PCR) over virgin plastic, can save on costs, increase profits, lower carbon footprint, and improve relations with customers.<br>**Negative** – The government has enacted environmental and waste management regulations that promote the recycling of generated waste. Failure to comply with these regulations can result in fines, legal action, and damage to the company's reputation |

| S. No. | Material issue identified | Indicate whether risk or opportunity (R/O) | Rationale for identifying the risk/opportunity | In case of risk, approach to adapt or mitigate | Positive or negative financial implications |
|---|---|---|---|---|---|
| 2 | Water and Effluents | Risk | • A growing population and the effects of climate change have disrupted traditional water sources. Hence, water being a finite resource will pose a risk to our operations | • Reduction in groundwater extraction at all our manufacturing facilities through technological intervention<br>• We continuously take targets to achieve the ETP treated water parameters exceeding the permissible limit, thus, moving on our journey towards water stewardship at all our manufacturing facilities<br>• We are transitioning towards Zero Liquid Discharge (ZLD) at our sites<br>• Rainwater harvesting system to recharge groundwater | **Neutral** – No positive or negative financial implication is foreseen shortly. We are making continuous efforts for better water management in our system |
| 3 | Energy Management & Climate Change | Risk and Opportunity | • Increase in temperature and excessive heat due to global warming and erratic rainfall have caused a deep impact on the cultivation of herbs<br>• Higher fuel/energy costs due to enhanced regulatory stringency and fuel supply/ demand imbalance have led to an increase in the cost of electricity<br>• Increasing concerns about energy intensity & climate change | • We have installed solar panels as renewable sources of energy at three of our facilities–<br>» Pacharia Unit: 1 Mega Watt Capacity<br>» Masat Unit: 200 KW Capacity<br>» Dongari Unit: 320 KW Capacity<br>• We are transitioning towards other alternative forms of energy like Piped Natural Gas (PNG) and Bio-briquettes to increase the usage of cleaner fuels<br>• We are evaluating to collaborate with Government for promoting micro region-specific agronomic practices for supporting the farmers to indulge in organic herb cultivation to mitigate adverse weather impacts | **Positive** – Increased solar power usage confirms lesser dependency on conventional energy sources thereby reducing electricity consumption cost<br>PNG is more commercially viable than High-Speed Diesel (HSD) in terms of fuel efficiency and maintenance cost as it offers clean and efficient combustion by not leaving deposits on heat exchange surfaces |

| S. No. | Material issue identified | Indicate whether risk or opportunity (R/O) | Rationale for identifying the risk/opportunity | In case of risk, approach to adapt or mitigate | Positive or negative financial implications |
|---|---|---|---|---|---|
| 4 | GHG Emissions | Risk | • Growing requirement from customers, society, and investors to disclose, commit, and work towards reduced emissions. The potential carbon taxes in the future either directly or indirectly. | • We have made significant efforts towards reducing our Scope 1 & Scope 2 emissions through energy efficiency improvement, alternative fuel, use of renewable energy | **Neutral** – Energy efficient processes, directly help in reducing electricity consumption, leading to savings in electricity expenditures, and resulting in savings in the cost of carbon abatement associated with it |
| 5 | Human Rights | Risk | • Changing regulations around human rights may pose a challenge to maintaining the brand's reputation<br>• Increasing awareness of ethical supply chain | • The company has put in substantial efforts to ensure that no human rights violations have occurred in our business. This is embedded in our Human Rights policy of ESG policy framework and Code of Conduct | **Negative** – Any violation can lead to severe reputational and financial risk for the organization |
| 6 | Community Welfare | Opportunity | • Corporate Social Responsibility (CSR) has been a long-standing commitment at Emami Limited. Our objective is to support socio-economic sustainable development.<br>• Changing perceptions around social obligations of corporates may pose a challenge to maintaining the brand's reputation | NA | **Positive** – We acknowledge our social obligations and contribute to the nation building through our corporate social responsibility programs |

| S. No. | Material issue identified | Indicate whether risk or opportunity (R/O) | Rationale for identifying the risk/opportunity | In case of risk, approach to adapt or mitigate | Positive or negative financial implications |
|---|---|---|---|---|---|
| 7 | Occupational Health and Safety | Risk | • Workplace accidents and illnesses can result in significant financial costs to a company, including medical expenses, lost productivity, workers' compensation claims, legal fees, and damage to equipment or property. These costs can have a significant impact on a company's bottom line, especially if they occur frequently or involve serious injuries. | • The employees of the company have undergone numerous OHS training programs.<br>• Health and term life insurance has been provided to the company's employees<br>• The Company has a system in place to identify and prevent any potential hazards that can cause work-related accident<br>• We have completed HIRA for all regular processes in our operations. All non-standard works are controlled through a defined work permit system.<br>• We have appointed a dedicated Health & Safety officer for each manufacturing unit, who is responsible for highlighting the prevalent concerns and preparing a mitigation plan to address the changing requirements of health & safety parameters to the EHS Committee<br>• All our manufacturing facilities are ISO 45001 / OHSAS 18001 certified<br>• All our manufacturing units facilitate prompt reporting and recording of hazards identified, whereby workers can scan QR codes to report incidents | **Negative** – OHS risks can lead to injuries, illnesses, or fatalities, resulting in significant human costs such as medical expenses, lost productivity, and reduced employee morale |

| S. No. | Material issue identified | Indicate whether risk or opportunity (R/O) | Rationale for identifying the risk/opportunity | In case of risk, approach to adapt or mitigate | Positive or negative financial implications |
|---|---|---|---|---|---|
| 8 | Employee Well Being | Opportunity | • Building an innovative work environment to foster employee well-being, enhance relationships, and sustain long-term productivity by providing work-life balance, better career progression, healthy & safe working environment.<br>• The Company's ability to ensure that its culture, hiring, and promotion practices can foster a diverse and inclusive workforce | NA | **Positive** – Create a workplace culture in which employees feel valued, respected, and accepted |
| 9 | Corporate Governance & Business Ethics | Risk | • Poor corporate governance may lead to issues such as corruption, negligence, fraud, and lack of accountability.<br>• Lack of proper policies and procedures that govern the success of business may result in moral and ethical problems | • Emami Limited has a robust corporate governance structure to evaluate potential risks impacting the business and identify the likelihood and impact of such risks.<br>• Adequate policies and procedures are put in place to govern the effective implementation of our business strategy. | **Negative** – Lack of mechanism to assess and manage risks effectively, may result in stunted business growth and loss of brand reputation |

| S. No. | Material issue identified | Indicate whether risk or opportunity (R/O) | Rationale for identifying the risk/opportunity | In case of risk, approach to adapt or mitigate | Positive or negative financial implications |
|---|---|---|---|---|---|
| 10 | Consumer Health, Wellness and Benefits | Opportunity | • Consumers around the world are prioritizing their well-being needs. Hence, effective engagement with consumers is crucial for promoting wellness around health, fitness, and nutrition and significantly influences their behavior for prioritizing wellness.<br>• Emami Limited has established processes for adequate preference assessment that can enrich customer value by delivering high customer satisfaction | NA | **Positive** – Changing healthcare demands have led to increased awareness of ayurvedic products, reckoning high growth potential in the health and wellness segment |
| 11 | Regulatory Compliance | Risk | • Stringent statutory requirements pose a threat to an organization's reputation through potential exposure to legal penalties, monetary fines, and material losses in the event of failure to act ethically | • Emami Limited ensures adherence to all relevant environmental, statutory, and regulatory laws | **Negative** – Unethical practices may lead to high monetary and non-monetary fines/ penalties thereby impacting brand perception in the minds of customers and investors |

## Section B: Management and Process Disclosures

| Disclosure Questions | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|---|---|---|---|---|---|---|---|---|---|
| | Policy and management process | | | | | | | | |
| 1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No) | Y | Y | Y | Y | Y | Y | Y | Y | Y |
| b. Has the policy been approved by the Board? (Yes/No) | Y | Y | Y | Y | Y | Y | Y | Y | Y |
| c. Web Link of the Policies, if available | https://www.emamiltd.in/wp-content/uploads/2023/08/17160614/BRSR-Policy.pdf | | | | | | | | |
| 2. Whether the entity has translated the policy into procedures. (Yes / No) | Y | Y | Y | Y | Y | Y | Y | Y | Y |
| 3. Do the enlisted policies extend to your value chain partners? (Yes/No) | Y | Y | Y | Y | Y | Y | Y | Y | Y |
| 4. Name of the national and international codes/certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g., SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle. | Our manufacturing units are covered by a Comprehensive QMS system deployed by the Corporate Operations Excellence & Quality team. The certifications include-<br>• Environment Management System (EMS): ISO 140001 certification<br>• Occupational Health & Safety Management System (OHSMS): ISO 45001 certifications<br>• Quality Management Systems - ISO 9001:2015<br>• Good Manufacturing Practices<br>• WHO GMP for Healthcare products | | | | | | | | |
| 5. Specific commitments, goals, and targets set by the entity with defined timelines, if any. | Emami Limited has assembled a robust cross-functional team to craft a strategic long-term roadmap. The company has been pursuing short-term objectives to prevent natural resource degradation. Emami Limited is actively overseeing its business operations' environmental and social impacts across all manufacturing units. The Health, Safety, and Environment (HSE) teams at each unit are responsible for monitoring current performance levels against environmental standards and formulating future targets for improvement.<br>By FY 2024-25, we pledge to:<br>• Reduce 355000 KWH of electricity consumption from previous year<br>• Optimise water usage and reduce process water consumption by 4000 KL over last year<br>• Use innovative technology to improve the efficiency of high-power equipment like HVAC, compressors, etc.<br>• Transition towards cleaner fuel and improve efficiencies of existing equipment to reduce 358 tonnes CO2e over 2023-24<br>• Accurately record and manage solid waste generation by creating awareness of circular economy and responsible waste management through the 5R approach (Record, Reduce, Reuse, Recycle & Reject) | | | | | | | | |

| Disclosure Questions | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|---|---|---|---|---|---|---|---|---|---|
| | Policy and management process | | | | | | | | |
| **6. Performance of the entity against the Specific commitments, goals, and targets along with reasons in case the same are not met.** | • Decrease in power supply interruptions provided access to cleaner grid electricity for a longer duration during the year. This resulted in increase in grid electricity consumption and Scope 2 emissions which were offset by reduced running hours of Gensets and reduced Scope 1 emissions.<br>• Scope 2 emissions rose by 5%.<br>• Scope 1 emissions decreased by 42%.<br>• In FY24, groundwater extraction was reduced by 8500 KL, surpassing the target of 4400 KL.<br>• The utilization of bio briquettes and PNG, with their lower environmental impact, enabled a reduction of 111.25 KL in HSD consumption in FY24, surpassing the previous year's target of 12.5 KL.<br>• There is an increased use of compostable packing material for incoming materials reducing the overall environmental impact and resulting in higher waste generation. However, the increased generation of solid waste is offset by increased recycling. | | | | | | | | |

| Governance, leadership, and oversight | |
|---|---|
| **7. Statement by the director responsible for the business responsibility report, highlighting ESG-related challenges, targets, and achievements** | In the fiscal year 2023-24, Emami Limited remained steadfast in its commitment to addressing climate change and environmental degradation, recognizing the growing importance of sustainable development. With a heightened awareness of environmental concerns among consumers, the company understands the significance of ESG accountability and ethical supply chain practices in safeguarding brand reputation and influencing consumer choices.<br><br>Guided by a comprehensive set of policies, Emami Limited is dedicated to mitigating the adverse effects of climate change and preserving natural and human resources. Through concerted efforts and decisive actions, the company endeavors to contribute positively to both people and the planet, thereby building a brighter future. By embracing sustainability commitments and actively working towards their fulfillment, Emami Limited aims to create value for its stakeholders, including employees, investors, customers, and the broader community.<br><br>Continuous engagement with stakeholders allows the company to identify and address key ESG risks and concerns, shaping its strategic focus. Commitments, goals, and targets are aligned with these identified material topics, driving progress toward sustainability objectives. |

| Governance, leadership, and oversight | |
|---|---|
| | Emami Limited adopts the principles of Record, Reduce, Reuse, Recycle, and Reject (5R) to conserve natural resources, having replaced significant percentages of primary PET bottles, secondary PET bottles, and LDPE with recycled materials. Additionally, the installation of solar rooftop systems at manufacturing sites promotes clean energy, while efforts towards Zero Liquid Discharge (ZLD) aid in managing the company's water footprint.<br><br>During the year, Emami Ltd. launched a tech-enabled platform to engage with our value chain partners to educate and record their performance and initiatives on ESG parameters. We encouraged senior team members to support the value chain partners in their ESG journey exemplifying our collaborative approach towards sustainable improvement.<br><br>The company's CSR initiatives are geared towards fostering holistic societal development, with a focus on education, skill development, healthcare, water, sanitation, and social upliftment. Leveraging resources efficiently and collaborating with NGOs enable impactful community welfare activities. In FY 2023-24, Emami Limited prioritized support for nearly 5.7 lakhs beneficiaries across various areas, including education, healthcare, skill development, and sustainable livelihoods.<br><br>Emami Limited remains committed to its sustainability journey, striving to embed sustainability across all aspects of its businesses and operations. While proud of past achievements, the company acknowledges the ongoing need for proactive steps towards sustainability, ensuring a continuous progression towards a better future. |
| **8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).** | The Board has delegated to the Corporate Governance Committee the implementation of the BRSR framework within the organization.<br><br>The Company Secretary has been made responsible for overseeing the implementation of the BRSR Policies/ framework under the guidance of said committee. |
| **9. Does the entity have a specified Committee of the Board/ Director responsible for decision-making on sustainability-related issues? (Yes / No). If yes, provide details.** | Yes, Corporate Governance Committee. |

10. Details of Review of NGRBCs by the Company:

| Subject for Review | Indicate whether a review was undertaken by Director / Committee of the Board/ Any other Committee | | | | Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify) | | | | |
|---|---|---|---|---|---|---|---|---|---|
| | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
| Performance against the above policies and follow-up action | All the policies of the Company are approved by the Board and reviewed periodically or on a need basis. The company complies with the regulations, extant, and principles as are applicable. | | | | | | | | |
| Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances | No Non-Compliance was recorded in FY24 | | | | | | | | |

| | |
|---|---|
| 11. **Has the entity carried out an independent assessment/evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide the name of the agency.** | Yes, Det Norske Veritas (DNV) has carried out assessments at our manufacturing units for IMS which include Environment, health, and safety parameters |

12. **If the answer to question (1) above is "No" i.e., not all Principles are covered by a policy, reasons to be stated:**

| Questions | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|---|---|---|---|---|---|---|---|---|---|
| The entity does not consider the principles material to its business (Yes/No) | Not Applicable | | | | | | | | |
| The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No) | | | | | | | | | |
| The entity does not have the financial or/human and technical resources available for the task (Yes/No) | | | | | | | | | |
| It is planned to be done in the next financial year (Yes/ No) | | | | | | | | | |
| Any other reason (please specify) | | | | | | | | | |

## Section C: Principle Wise Performance Disclosure

### PRINCIPLE 1: Businesses should conduct and govern themselves with integrity and in a manner that is Ethical, Transparent, and Accountable.

### Essential Indicators

1. Percentage coverage by training and awareness programs on any of the principles during the financial year:

| Segment | Total number of training and awareness programs held | Topics/principles covered under the training and its impact | %age of persons in respective category covered by the awareness programs |
|---|---|---|---|
| Board of Directors | 3 | ESG Policy Framework, Code of Conduct, Safety & POSH | 100% |
| Key Managerial Personnel | 3 | | 100% |
| Employees other than BoD and KMPs | 3 | | 99.90% |
| Workers | 3 | Safety Related Trainings Code of Conduct & POSH Awareness | 100% |

2. **Details of fines/penalties/punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format**

| Monetary | | | | | |
|---|---|---|---|---|---|
| | NGRBC Principle | Name of the regulatory/ enforcement agencies/ judicial institutions | Amount (In INR) | Brief of the Case | Has an appeal been preferred? (Yes/No) |
| Penalty/ Fine | NIL | | | | |
| Settlement | NIL | | | | |
| Compounding Fee | NIL | | | | |

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

3. **Of the instances disclosed in Question 2 above, details of the Appeal/ Revision are preferred in cases where monetary or non-monetary action has been appealed.**

   Not Applicable

4. **Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web link to the policy.**

   Emami Limited acknowledges that ethics, transparency, and accountability form the cornerstone of a robust governance framework. We prioritize the management of risks and opportunities related to ethical business conduct, encompassing areas such as fraud, corruption, bribery, fiduciary responsibilities, and other ethical considerations. Our Code of Conduct aligns with legal requirements and regulations, including anti-bribery, anti-corruption, and ethical handling of conflicts of interest. Furthermore, we have implemented a Whistleblower Policy to establish a vigil mechanism for reporting unethical behavior by all employees. The policies are available at: https://www.emamiltd.in/investors/codes-and-policies/

5. **Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:**

| | FY 2023-24 | FY 2022-23 |
|---|---|---|
| Directors | NIL | NIL |
| KMPS | | |
| Employees | | |
| Workers | | |

6. **Details of complaints with regard to conflict of interest:**

| | FY 2023-24 | | FY 2022-23 | |
|---|---|---|---|---|
| | Number | Remarks | Number | Remarks |
| Number of complaints received concerning issues of Conflict of Interest of the Directors | - | - | - | - |
| Number of complaints received concerning issues of Conflict of Interest of the KMPs | - | - | - | - |

7. **Provide details of any corrective action taken or underway on issues related to fines/penalties/ action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.**

   Not Applicable

8. **Number of days of account payables ((Accounts Payable * 365) / Cost of goods/services procured) in the following format**

| | FY 2023-24 | FY 2022-23 |
|---|---|---|
| Number of days of accounts payables | 92 | 85 |

9. **Openness of business- Provide details of the concentration of purchases and sales with trading houses, dealers, and related parties along with loan advances and investments, with related parties, in the following format:**

| Parameter | Metrics | FY 2023-24 | FY 2022-23 |
|---|---|---|---|
| **Concentration of Purchases** | a. Purchases from trading houses as % of total purchases | 5.52% | 4.93% |
| | b. Number of trading houses where purchases are made from | 58 | 48 |
| | c. Purchases from top 10 trading houses as % of total purchases from trading houses | 63.90% | 69.16% |
| **Concentration of Sales** | a. Sales to dealers/distributors as % of total sales | 76% | 74% |
| | b. Number of dealers/distributors to whom sales are made | 3200 | 3200 |
| | c. Sales to top 10 dealers/distributors as % of total sales to dealers/distributors | 5.79% | 4.97% |
| **Share of RPTS in** | a. Purchases (Purchases with related parties/ Total Purchases) | 5.50% | 3.35% |
| | b. Sales (Sales to related parties/ total sales) | 2.90% | 3.10% |
| | c. Loans and advances (Loans and advances given to related parties / total loans and advances) | 67.32% | 29.06% |
| | d. Investments (Investments in related parties / total investments made) | 59.43% | 51.17% |

## Leadership Indicators

1. **Awareness programs conducted for value chain partners on any of the principles during the financial year:**

| Total number of awareness programs held | Topics/Principles covered under the training | %age of value chain partners covered (by the value of business done with such partners) under the awareness programs |
|---|---|---|
| 3 | Emami Ltd. is a leading Ayurvedic Products Company. Most of our products have herbs or herbal extracts as key ingredients. As the herbal sourcing industry is highly unorganized, marked by small players with very limited resources, our internal assessments highlighted this segment as critical to our business.<br>1. Our sourcing of herbs is done sustainably and the following training has been provided to our partners-<br>» Knowledge sharing on the Cultivation process of Herbs<br>» Interaction with Vendors to understand challenges faced during the cultivation process<br>» Discussion on the life cycle of different types of Herbs and their right collection time<br>» Discussion on the Process of Collection, storage & Trade of Herbs under the regulatory framework<br>2. Awareness programs on the 9 Principles of The National Guidelines on Responsible Business Conduct were conducted for all suppliers representative who attended the business Associate meet. | 100% |

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

   At the inaugural Board meeting of each financial year, as mandated by Section 184 of the Companies Act 2013, Board members declare any affiliations with external entities. Subsequent updates are provided if any changes occur. In situations where a conflict of interest arises during Board deliberations, full disclosure is made, and the implicated Board member refrains from participating in the discussion or voting on the matter.

## PRINCIPLE 2 Businesses should provide goods and services in a manner that is sustainable and safe.

### Essential Indicators

1. **Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of products and processes to total R&D and capex investments made by the entity, respectively.**

| | FY 2023-24 | FY 2022-23 | Details of improvements in environmental and social impacts |
|---|---|---|---|
| R&D | 6.07% | NA | Emami's R&D has undertaken several initiatives in the year to enhance the environmental and social impacts of products and processes. In pursuit of organizational sustainability goals, our R&D team has implemented the following measures in commercial-scale production:<br>• Altering the process for 6 Ayurvedic Traditional Medicines to conserve groundwater, thereby reducing water consumption. This revised process also necessitates less heat energy, leading to a significant reduction in carbon footprint.<br>• Conducting tests on all Ayurvedic herbal products for Heavy metals by WHO standards to ensure compliance with permissible limits.<br>• Substituting sugar with jaggery in the production of Zandu Chyawanprash. Jaggery, an unrefined natural sweetener, requires minimal processing compared to refined sugar. It also contains lower sucrose content, making it a more sustainable alternative. |
| Capex | 7.26% | NA | Investment in modern technology and improving the process parameters has resulted in improvement in environmental performance. There is substantial reduction in groundwater extraction, GHG emissions and waste generation. Focus on safety has led to significant reduction in safety incidents. |

2. a. **Does the entity have procedures in place for sustainable sourcing? (Yes/No)**

   Emami Limited has established sustainable sourcing procedures, underpinned by a Board-approved ESG policy framework. This comprehensive policy incorporates considerations for product lifecycle sustainability, reflecting Emami's dedication to fostering a more responsible and sustainable supply chain.

   b. **If yes, what percentage of inputs were sourced sustainably?**

   Emami Limited sources 60% of its input materials by value locally, supporting the regional economy and livelihoods. The Company has established a Bioresources Development Department to ensure a sustainable supply of Medicinal and Aromatic Plants (MAPs) through primary sources, especially for species categorized as Rare, Endangered, and Threatened (RET), or facing quality issues. This initiative involves the Captive and Contractual Cultivation of selected MAPs in collaboration with farmers and community-based organizations, adhering to Good Agricultural Practices (GAP) and Good Field Collection Practices (GFCP). Presently, Emami, in partnership with the Zandu Foundation for Health Care (ZFHC), oversees cultivation across more than 300 acres, engaging over 1200 farmers from various states. Notable species under cultivation include *Kutki, Kapur Kachri, Tagar, Chirata, Jatamansi, Chamomile, Ashwagandha, Sarpgandha, and Brahmi*, among others. Through its Voluntary Certification Scheme, ZFHC received accreditation for Good Agricultural Practices of *Mucuna pruriens*. Emami also conducts capacity-building programs for stakeholders and emphasizes post-harvest management to maintain raw material quality. Collaborating closely with network partners in states like Uttarakhand, Himachal Pradesh, and Gujarat, Emami ensures compliance with regulatory requirements and supports organic cultivation practices. Additionally, the company fosters cross-functional communication to optimize sourcing, promotes lightweight and recycled packing materials, and engages supplers compliant with sustainability standards. Emami's comprehensive approach includes supplier assessment, local engagement, and capacity-building initiatives, benefiting both farmers' livelihoods and conservation efforts.

3. **Describe the processes in place to safely reclaim your products for reusing, recycling, and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste, and (d) other waste.**

   Emami Limited endeavors to promote a circular economy and resource optimization across its value chain. We have adopted a multipronged approach to reduce waste in the Company's operations:

   **Plastics** - We are cognizant of our EPR obligations and have partnered with 3 PCB-approved channel partners for responsible disposal. At Emami Sustainability is at the forefront of our operation and we take pride in our commitment to responsibly manage plastic waste as per applicable rules and regulations. We are 100% compliant with Extended Producer's responsibility while targeting to achieve our Plastic waste neutral goal in 2023-24. We have partnered with multiple partners to ensure collection & disposal properly either through recycling or end of life as per category/quality of plastic waste following the Plastic Waste Management rule.

   **Hazardous Waste** – Shelf-life expired products and other hazardous waste are handed over to PCB-approved vendors for disposal. Our project for upcycling hazardous ETP sludge into bricks has been approved by the Assam State Pollution Control Board facilitating upcycling of over 30 MT of hazardous waste.

4. **Whether Extended Producer Responsibility (EPR) applies to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.**

   Yes, Emami Ltd is compliant with the requirements of Plastic Waste Management Rule 2016 and subsequent amendments and the waste collection plan is in line with the Extended Producer's Responsibility (EPR) plan submitted to CPCB. In 2023-24 we are delivering 100% EPR responsibility to achieve Plastic water Neutrality and go beyond by using post-consumer recycled (PCR) in our primary and secondary packs following given rules & regulations. We have updated the CPCB portal with all required information for 2022-23 and received the target for 2023-24. We have achieved 100% compliance and are in the process of uploading the required credit/documents following CPCB portal guidelines.

## Leadership Indicators

1. **Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products or services? If yes, provide details in the following format.**
   No

2. **If there are any significant social or environmental concerns and/or risks arising from the production or disposal of your products/services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along with action taken to mitigate the same.**
   Not Applicable

3. **Percentage of recycled or reused input material to total material (by value) used in production or providing services**
   As per CPCB-PWM guidelines, PCR is mandatory in FY 2025-26 for which we are in the process of completing all required technical qualifications by the end of this financial year to achieve required compliance. Multiple trials have already been done successfully to achieve PCR in primary packs, secondary packs, and MLPs.

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

| | FY 2023-24 | | | FY 2022-23 | | |
|---|---|---|---|---|---|---|
| | Reused | Recycled | Safely Disposed | Reused | Recycled | Safely Disposed |
| Plastics (including packaging) | - | 10,100 | 3,500 | - | 6,506 | 4,200 |
| E-waste | - | - | - | - | - | - |
| Hazardous Waste | - | - | 804 | - | - | 607 |
| Other Waste | - | - | - | - | - | - |

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

   Nil

## PRINCIPLE 3 Businesses should respect and promote the well-being of all employees, including those in their value chains.

### Essential Indicators

1. a. **Details of measures for the well-being of employees:**

| Category | Total A | % Of employees covered by | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | Health insurance | | Accident insurance | | Maternity benefits | | Paternal benefits | | Daycare facilities | |
| | | No. B | % (B/A) | No. C | % (C/A) | No. D | % (D/A) | No. E | % (E/A) | No. F | % (F/A) |
| **Permanent employees** | | | | | | | | | | | |
| Male | 1,901 | 1,619 | 85.16% | 1,901 | 100% | - | - | - | - | - | - |
| Female | 210 | 153 | 72.85% | 210 | 100% | 82 | 100% | - | - | 82 | 100% |
| **Total** | **2,111** | **1,772** | **83.94%** | **2,111** | **100%** | **82** | **3.88%** | **-** | **-** | **82** | **3.88%** |
| **Other than permanent employees** | | | | | | | | | | | |
| Male | 53 | 20 | 37.73% | - | - | - | - | - | - | - | - |
| Female | 4 | - | - | - | - | - | - | - | - | - | - |
| **Total** | **57** | **20** | **35.08%** | **-** | **-** | **-** | **-** | **-** | **-** | **-** | **-** |

** All non-permanent workers are covered under the ESIC Act and this scheme of ESIC; they are covered under Health Insurance, Accident Insurance, and Maternity benefits*

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

| Category | Total A | % Of employees covered by | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | Health insurance | | Accident insurance | | Maternity benefits | | Paternal benefits | | Daycare facilities | |
| | | No. B | % (B/A) | No. C | % (C/A) | No. D | % (D/A) | No. E | % (E/A) | No. F | % (F/A) |
| **Permanent employees** | | | | | | | | | | | |
| Male | 951 | 951 | 100% | 951 | 100% | - | - | - | - | 951 | 100% |
| Female | 227 | 227 | 100% | 227 | 100% | 227 | 100% | - | - | 227 | 100% |
| **Total** | **1,178** | **1,178** | **100%** | **1,178** | **100%** | **227** | **19.26%** | **-** | **-** | **1,178** | **100%** |
| **Other than permanent employees** | | | | | | | | | | | |
| Male | 1,805 | 1,805 | 100% | 1,805 | 100% | - | - | - | - | 1,805 | 100% |
| Female | 629 | 629 | 100% | 629 | 100% | 629 | 100% | - | - | 629 | 100% |
| **Total** | **2,434** | **2,434** | **100%** | **2,434** | **100%** | **629** | **25.84%** | **-** | **-** | **2,434** | **100%** |

**Most of the workers are covered under the insurance through the ESIC scheme which is mandatory under the law of the land.; Under the said scheme they are covered under Health Insurance, Accident Insurance, and Maternity benefits*

*** Workers not covered under the ESIC Act are covered through private Insurance.*

c. **Spending on measures towards the well-being of employees and workers (including permanent and other than permanent) in the following format –**

| | FY 2023-24 | FY 2022-23 |
|---|---|---|
| Cost incurred on well-being measures as a % of the total revenue of the company | 0.66% | 0.67% |

2. Details of retirement benefits, for the Current FY and Previous Financial Year.

| | FY 2023-24 | | | FY 2022-23 | | |
|---|---|---|---|---|---|---|
| | No. of employees covered as a % of the total employees | No. of workers covered as a % of total workers | Deducted and deposited with the authority (Y/N/N.A.) | No. of employees covered as a % of the total employees | No. of workers covered as a % Of total Workers | Deducted and deposited with the authority (Y/N/N.A.) |
| PF | 100% | 100% | Yes | 100% | 100% | Yes |
| Gratuity | 100% | 100% | Yes | 100% | 100% | Yes |
| ESI | 19% | 76% | Yes | 10% | 68% | Yes |

3. **Accessibility of workplaces: Are the premises/offices of the entity accessible to differently-abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016?**
Yes, most of the Company's key establishments including offices and manufacturing units are accessible to the differently abled. We have taken several measures to create an inclusive environment such as installing ramps, and elevators for ease of movement of people with locomotive disability. We have also ensured that doorways and corridors are wide enough for wheelchair users. Additionally, we have made the restrooms, workstations, and common areas accessible to all and equipped with necessary accommodations.

4. **Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web link to the policy.**
Yes. Emami Limited provides equal employment opportunity to all candidates irrespective of race, caste, creed, or religion, and employees are encouraged to work without any kind of bias/discrimination in practice, the details of which are laid down in our ESG Policy Framework.

5. **Return to work and Retention rates of permanent employees and workers that took parental leave.**

| FY 2023-24 | Permanent employees | | Permanent workers | |
|---|---|---|---|---|
| | Return to work rate | Retention rate | Return to work rate | Retention rate |
| Male | 100% | 100% | 99.98% | 96.08% |
| Female | 100% | 100% | 100% | 99.13% |
| **Total** | **100%** | **100%** | **99.98%** | **96.65%** |

6. **Is there a mechanism available to receive and redress grievances for the following categories of employees and workers? If yes, give details of the mechanism in brief.**

| | Yes/No (If yes, then give details of the mechanism in brief) |
|---|---|
| Permanent employees | Yes, They can raise their grievance in writing or otherwise with their reporting Manager. If their issue is not resolved they can escalate it to HR or skip their level managers. |
| Other than permanent employees | Yes, They can raise their Complaint with their Contractor and if it is not resolved they can put their Complaint with HR. |
| Permanent workers<br>Other than permanent workers | Yes, Same mechanism as that of Permanent Employees. Besides, Permanent workers can raise their concerns with the Union which then reports to HR for resolution. Besides there are other Statutory bodies to redress the Complaint such as the POSH Committee in every Unit and HO, Grievance Redressal Committee for workers in place at every Unit where the workmen and other than permanent workers can raise their grievances. |

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

| Category | FY 2023-24 | | | FY 2022-23 | | |
|---|---|---|---|---|---|---|
| | Total employees/ workers in the respective category (A) | No. of employees/ workers in the respective category, who are part of the association(s) or Union (B) | % (B / A) | Total employees/ workers in the respective category (A) | No. of employees/ workers in the respective category, who are part of the association (s) or Union (B) | % (B / A) |
| **Total Permanent Employees** | **2,111** | **18** | **0.85%** | **2,023** | **18** | **1.00%** |
| Male | 1,901 | 14 | 0.74% | 1,828 | 14 | 1.00% |
| Female | 210 | 4 | 1.90% | 195 | 4 | 2.00% |
| **Total Permanent Workers** | **1,178** | **1,054** | **89.47%** | **1,212** | **1,088** | **90.00%** |
| Male | 951 | 827 | 86.96% | 982 | 858 | 87.00% |
| Female | 227 | 227 | 100% | 230 | 230 | 100% |

8. **Details of training given to employees and workers:**

| Category | FY 2023-24 | | | | | FY 2022-23 | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | Total A | On health & safety measures | | On skill upgradation | | Total D | On health & safety measures | | On skill upgradation | |
| | | No. (B) | % (B/A) | No. (C) | No. (C/A) | | No. (E) | % (E/D) | No. (F) | % (F/D) |
| | | | | | Employees | | | | | |
| Male | 1,901 | 1,901 | 100% | 1,844 | 97.00% | 1,884 | 1,884 | 100% | 1,228 | 65.00% |
| Female | 210 | 210 | 100% | 210 | 100.00% | 198 | 198 | 100% | 189 | 95.00% |
| **Total** | **2,111** | **2,111** | **100%** | **2,054** | **97.30%** | **2,082** | **2,082** | **100%** | **1,417** | **68.00%** |
| | | | | | Workers | | | | | |
| Male | 2,756 | 2,756 | 100% | 225 | 8.16% | 3,243 | 3,243 | 100% | 251 | 7.70% |
| Female | 856 | 856 | 100% | 62 | 7.24% | 984 | 984 | 100% | 65 | 6.60% |
| **Total** | **3,612** | **3,612** | **100%** | **287** | **7.94%** | **4,227** | **4,227** | **100%** | **316** | **7.50%** |

9. **Details of performance and career development reviews of employees and workers**

| Employees | FY 2023-24 | | | FY 2022-23 | | |
|---|---|---|---|---|---|---|
| | Total (A) | No. (B) | % (B/A) | Total (C) | No. (D) | % (D/C) |
| | | | Employees | | | |
| Male | 1,901 | 1,533 | 80.64% | 1,884 | 1,612 | 86.00% |
| Female | 210 | 153 | 72.86% | 198 | 164 | 83.00% |
| **Total** | **2,111** | **1,686** | **79.87%** | **2,082** | **1,776** | **85.00%** |

| Workers | FY 2023-24 | | | FY 2022-23 | | |
|---|---|---|---|---|---|---|
| | Total (A) | No. (B) | % (B/A) | Total (C) | No. (D) | % (D/C) |
| | | | Employees | | | |
| Male | 951 | 55 | 5.78% | 3243 | 93 | 3% |
| Female | 227 | 24 | 10.57% | 984 | 3 | 0% |
| **Total** | **1,178** | **79** | **6.70%** | **4227** | **96** | **2.27%** |

**Workers not covered under Performance and career development purview are covered under a long-term settlement signed with the Union*

10. Health & safety management system

a. **Whether an occupational health and safety management system has been implemented by the entity. (Yes/ No). If yes, the coverage of such a system?**

   Yes. Emami implemented an Occupational Health & Safety Management system at all factories. The framework for Emami's Occupational Health & Safety Management System is as below.

   - **Policy and Commitment:** Developed a Board-approved OH&S Policy that emphasized employee well-being and continuous improvement clearly stating Emami's commitment adopting international best practices.
   - **Management System:** Implemented a structured OH&S Management System based on ISO 45001 framework (occupational health and safety management systems). The Company has set measurable objectives and targets for safety performance and it continuously monitors key performance indicators like safety engagement, occupational Injury frequency rate, safety audit score, near misses.
   - **Culture of Safety:** The Company implemented behaviour-based safety programs that encouraged safe work practices and risk identification. It provided regular training to all employees (including contract workers) on hazard awareness, safe work procedures, and emergency response protocols. The Company fosters open communication and encourages employees to report safety concerns without fear of reprisal and conducts focus activities like World Environment Day etc.

b. **What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?**

   At Emami, we believe in a proactive approach to hazard identification which is the bedrock of our commitment to "Zero" harm. A detailed HIRA is carried out for all processes at our plant. All non standard operations are carried out under a "Work permit" issued after a thorough risk assessment. We encourage all employees and visitors to report a hazard wherever it comes to their attention. This year we have developed a digitized Hazard Identification Tracking System for all our manufacturing units. This system consists of QR codes placed in each zone of the factory. If someone identifies any hazard, they can scan the QR code, fill out the form, and submit it. Thereafter the tech enabled system ensures the risk is assessed and corrective action implemented.

c. **Whether you have processes for workers to report work-related hazards and to remove themselves from such risks. (Y/N)**

   Yes, we have a system in place for reporting all work-related hazards and offer suggestions for improvements. All employees and workers are provided necessary training on hazard identification, and hazard responsiveness and encouraged to participate in discussions related to safety issues. All our manufacturing units have safety committees headed by the Plant head with members from the workforce. The committee serves as a platform for open communication and collaboration between workers and management on matters related to occupational safety and health fostering a sense of shared responsibility for creating a safe work environment. The committee periodically reviews the existing safety measures implemented in the factory. This involves analyzing their effectiveness in preventing accidents and identifying areas for improvement. Based on these, the committee recomends new safety measures, modifications to existing protocols, or the adoption of best practices to enhance workplace safety.

   There are established systems in place that ensure that reporting of any hazard of risk by every worker. Once anything is reported it is assessed and mitigated.

d. **Do the employees have access to non-occupational medical and healthcare services? (Yes/ No)**

   Yes, we have established an occupational health center at our manufacturing units to provide medical assistance as needed. Additionally, we conduct health camps every year and maintain records accordingly.

11. **Details of safety-related incidents, in the following format:**

| Safety Incident/Number | Category* | FY 2023-34 | FY 2022-23 |
|---|---|---|---|
| Lost Time Injury Frequency Rate (LTIFR) (per one million person-hours worked) | Employees | 0.09 | 0.15 |
| | Workers | | |
| Total recordable work-related injuries | Employees | 2.00 | 3.00 |
| | Workers | | |
| No. of fatalities | Employees | - | - |
| | Workers | | |
| High-consequence work-related injury or ill health (excluding fatalities) | Employees | - | - |
| | Workers | | |

**Including in the contract workforce*

12. **Describe the measures taken by the entity to ensure a safe and healthy workplace.**

To ensure a safe and healthy workplace, Emami Limited has implemented a comprehensive Occupational Health and Safety (OHS) program. This program encompasses the following key measures:

**Risk Assessments and Safety Audits:** We conduct regular risk assessments and safety audits to identify potential hazards in the workplace. These assessments help us implement preventive measures and ensure compliance with safety regulations.

**Employee Training and Awareness:** Continuous training programs are provided to employees to educate them about safety protocols, emergency procedures, and the proper use of personal protective equipment (PPE). We also conduct regular safety drills and workshops to reinforce safety awareness.

**Safety Policies and Procedures:** We have established detailed safety policies and procedures that outline the responsibilities of employees and management in maintaining a safe workplace. These policies cover a wide range of safety issues, from handling hazardous materials to ergonomic practices.

**Health and Wellness Programs:** To promote overall well-being, we offer health and wellness programs that include regular health screenings, mental health support, fitness initiatives, and access to health resources. These programs aim to improve both the physical and mental health of our employees.

**Incident Reporting and Response:** We have a robust incident reporting system that encourages employees to report any safety concerns or incidents promptly. Each report is thoroughly investigated, and corrective actions are taken to prevent recurrence. Emergency response teams are also in place to handle any critical situations efficiently.

**Environmental Controls:** We ensure that our work environment is safe by maintaining clean and well-ventilated workspaces, controlling exposure to harmful substances, and providing appropriate safety equipment. Regular maintenance checks are performed on all equipment and facilities to ensure they meet safety standards.

To develop a positive health and safety culture, Emami Limited emphasizes worker participation in implementing and monitoring safety practices. Team members from health and safety interact with workers during the evaluation of the occupational health and safety management system to capture practical and effective ways of enhancing operational safety.

Emami Limited maintains a trained medical team at all manufacturing units and provides an ambulance facility to support in the event of any emergency. To ensure safety at the manufacturing units, a safety protocol video is played at the reception to spread awareness among all visitors. The units have dedicated walk pathways to avoid collision with the ongoing logistical fleet of vehicles and trucks. Several assembly points are created with dedicated white marking rings denoting space to assemble in the event of any emergency.

These measures collectively contribute to a safe and healthy workplace, fostering a culture of safety and well-being among our employees.

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

| | FY 2023-24 | | | FY 2022-23 | | |
|---|---|---|---|---|---|---|
| | Filed during the year | Pending resolution at the end of year | Remarks | Filed during the year | Pending resolution at the end of year | Remarks |
| Working Conditions | - | - | - | - | - | - |
| Health and Safety | - | - | - | - | - | - |

14. **Assessments for the year:**

| | % Of your plants and offices that were assessed (by entity or statutory authorities or third parties) |
|---|---|
| Working Conditions | 100% of the Factories |
| Health and Safety | 100% of the Factories |

15. **Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks/concerns arising from assessments of health & safety practices and working conditions.**

Emami Limited prioritizes workplace health and safety through a comprehensive management system framework and a dedicated policy. We thoroughly investigate all safety incidents to identify root causes and implement measures to prevent recurrence. We ensure timely resolution of all gaps identified during internal and external audits and assessments. In FY 2023-24, we reinforced our Safety & Health Policy and launched a digitizes hazard and risk reporting and management system. In addition to strengthening the reporting and response, this system also disseminates learnings from investigations across the organization All Employees receive mandatory training on occupational health and safety principles, with on-site safety teams overseeing near-miss incidents and medical cases. Proactive measures are taken to identify and address potential accident risks, with detailed investigations conducted to understand root causes and prevent recurrence. The organization manufactruring Units maintains a medical bay on-site for emergencies and disseminates learnings from investigations across the organization.

Monthly internal audits as per the corporate HSE Audit Sheet ensure compliance to the established processes., with work permits issued by the Environmental, Health, and Safety (EHS) Department. Emami mandates safety training for all employees and workers, enforces 100% use of Personal Protective Equipment (PPE), and ensures machine guarding for all machinery, fostering a safe and secure work environment.

## Leadership Indicators

1. **Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N)?**

| | (Y/N) |
|---|---|
| Employees | Yes |
| Workers | Yes |

2. **Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.**

Emami Limited conducts periodic review meetings with value chain partners to assess their performance and adherence to statutory norms. The Company also provides direction to inculcate a sense of accountability and transparency in all operations across the supply chain. Invoices of appropriate value chain partners are cleared on verification of proof submission of payment of statutory dues by them.

3. **Provide the number of employees/workers having suffered high-consequence work-related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:**

| | Total no. of affected employees/ workers | | No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment | |
|---|---|---|---|---|
| | FY 2023-24 | FY 2022-23 | FY 2023-24 | FY 2022-23 |
| Employees | - | 1 | NA | 1 |
| Workers | - | - | NA | NA |

4. **Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment?**

Yes. Emami Limited provides transition assistance programs to facilitate continued employability to employees who have attained retirement age. The Company has a retainer scheme in place for the employees who are subject to retirement. The respective Functional head is notified by the Human Resources team 3 months before the retirement of the employee, and requisite approval is sought to evaluate the competency of the candidate and requisite retention terms that may be offered based on the performance showcased during his/her service tenure. As per the approval of the Functional head, employees may be retained for a period of 6 months or more as the case may be. The existing retainer schemes are classified as:

- **Full-time retainer scheme:** Employees are rehired post retirement for more than 6 months period and they are eligible for all employee benefits subject to Company policy
- **Part-time retainer scheme:** Employees are rehired post retirement for less than or equal to 6 month period and are only eligible for certain employee benefits subject to management discretion.

5. **Details on assessment of value chain partners:**

| | % Of value chain partners (by value of business done with such partners) that were assessed |
|---|---|
| Health and safety practices | A new assessment program covering all 9 National Voluntary Guidelines for Responsible Business Conduct was prepared in FY24. Assessment of suppliers contributing 48% of purchases by value has been completed in FY24 |
| Working conditions | |

6. **Provide details of any corrective actions taken or underway to address significant risks/concerns arising from assessments of health and safety practices and working conditions of value chain partners.**

Emami Limited believes in constructive engagement with all our stakeholders. While the large suppliers had appropriate ESG policies in place, the smaller suppliers had their first exposure to ESG through our program. We endeavor to educate and facilitate our stakeholders in improving their ESG compliance across principles.

## PRINCIPLE 4 Businesses should respect the interests of and be responsive to all its stakeholders

### Essential Indicators

1. **Describe the processes for identifying key stakeholder groups of the entity.**
Emami Limited has an approved policy on stakeholder engagement under the ESG Framework Policy. We have evolved a structured framework for engaging with our stakeholders. Our stakeholder identification approach takes into consideration dependency, spontaneity, responsibility, vulnerability, and materiality while identifying our key stakeholder groups, taking into consideration all entities that have a direct and indirect influence on business operations.

2. **List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.**

| Stakeholder Group | Whether identified as Vulnerable & Marginalized Group (Yes/ No) | Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other | Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify) | Purpose and scope of engagement including key topics and concerns raised during such engagement |
|---|---|---|---|---|
| Customers | No | • Consistent brand advertising<br>• Engagement events<br>• Exhibitions / Fair / Salon channels | Regularly | • Quality and affordability of products<br>• Quick and effective complaint resolution<br>• Product features & efficacy |
| Government and competent authorities | No | • Inspections and Audits on a requirement basis<br>• Compliance reports | Need-Basis | • Meeting legal and regulatory requirements<br>• Social and environmental responsibility<br>• Contribution to taxes & levy charges |
| Employees and Workers | No | • Performance review & feedback<br>• Onboarding induction and internal training<br>• Outbound exercises<br>• Employee wellness programs<br>• Employee grievance monitoring and redressals<br>• Safety Meetings<br>• Interactions for celebrating days of individual, organizational, and national significance | Regularly and Need-Basis | • Respecting human rights<br>• Workplace health and safety<br>• Career advancement and opportunities<br>• Training and development<br>• Rewards and recognition |
| Suppliers | No | • Individual meetings with suppliers and vendors<br>• E-mail Communication<br>• Vendor assessments and reviews<br>• Supplier meets<br>• Interactions regarding the quality of raw materials and ethical compliance | Periodically and Need basis | • Timely payment<br>• Consistency in orders<br>• Safety management<br>• Ethics and transparency |

| Stakeholder Group | Whether identified as Vulnerable & Marginalized Group (Yes/ No) | Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other | Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify) | Purpose and scope of engagement including key topics and concerns raised during such engagement |
|---|---|---|---|---|
| Investors and Shareholders | No | • Investor and analyst presentations and conference calls<br>• Media releases<br>• Quarterly presentations and published results<br>• Annual General Meetings<br>• Investor section of the Corporate Website<br>• Designated Email ID and system for registering and redressal of investor complaints<br>• Roadshows | Quarterly and Need basis | • Growth in revenue, EBITDA, and returns on investment<br>• Gearing, solvency, and liquidity position<br>• Security over assets, ethical stewardship of investments, and good corporate governance<br>• Transparent disclosure<br>• Improvements in ESG disclosure |
| Local Communities | Yes | • Community needs assessment<br>• Frequent community visits<br>• CSR centres | Need basis | • Healthcare Access<br>• Hygiene & sanitation facilities<br>• Quality education opportunities<br>• Student counseling and teacher training<br>• Livelihood development<br>• Improving rural infrastructure |
| Media | No | • Press releases, media events and announcements | Regularly | • To maintain transparency in communication |

## Leadership Indicators

1. **Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board?**

   Emami Limited places significant value on the contributions of stakeholders in advancing sustainable business practices. The Board of Directors actively engages with key stakeholders to understand their perspectives on the evolving ESG (Environmental, Social, and Governance) landscape and its operational implications. Guiding sustainability and Corporate Social Responsibility (CSR) initiatives, the Board consistently monitors and assesses planning efforts. Discussions with investors and shareholders primarily focus on economic matters, while stakeholder engagement activities address concerns across economic, social, and environmental domains. Insights gleaned from these interactions play a crucial role in shaping business strategies and decisions, ensuring alignment with stakeholder priorities.

2. **Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into the policies and activities of the entity.**

   At Emami Limited, management representatives systematically assess the influence of identified material topics on the company's day-to-day operations. This evaluation integrates Emami's sustainability goals, business strategies, policies, and global market dynamics, supplemented by insights from stakeholder consultations to capture external perspectives. After analyzing stakeholder input, senior management validates and prioritizes material topics, paving the way for the formulation of strategies to integrate them into operational frameworks.

3. **Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.**

   Emami Limited conducts thorough need assessments within communities where proposed projects are situated, aiming to gain a holistic understanding of local requirements. Stakeholder consultations, involving community members, civil society, NGOs, and experts, are pivotal in shaping project plans. This collaborative approach also allows for flexibility in CSR project designs and Social Infrastructure Development, accommodating community perspectives and addressing their concerns effectively.

# PRINCIPLE 5 Businesses should respect and promote human rights

## Essential Indicators

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

| Employees | FY 2023-24 | | | FY 2022-23 | | |
|---|---|---|---|---|---|---|
| | Total (A) | No. of employees/ workers covered (B) | % (B/A) | Total (C) | No. of employees/ workers covered (D) | % (D/C) |
| **Employees** | | | | | | |
| Permanent | 2,111 | 2,111 | 100% | 2,023 | 2,023 | 100% |
| Other than permanent | 57 | 57 | 100% | 59 | 59 | 100% |
| **Total employees** | **2,168** | **2,168** | **100%** | **2,082** | **2,082** | **100%** |
| Workers | | | | | | |
| Permanent | 1,178 | 1,178 | 100% | 1,212 | 1,212 | 100% |
| Other than permanent | 2,434 | 852 | 35.00% | 3,015 | - | - |
| **Total workers** | **3,612** | **2,030** | **56.20%** | **4,227** | **2,113** | **50%** |

2. Details of minimum wages paid to employees and workers, in the following format:

| Category | FY 2023-24 | | | | | FY 2022-23 | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | Total A | Equal to minimum wage | | More than minimum wage | | Total D | Equal to minimum wage | | More than minimum wage | |
| | | No. (B) | % (B/A) | No. (C) | % (C/A) | | No. (E) | % (E/D) | No. (F) | % (F/D) |
| **Employees** | | | | | | | | | | |
| **Permanent** | **2,111** | **-** | **-** | **2,111** | **100%** | **2,023** | **-** | **-** | **2,023** | **100%** |
| Male | 1,901 | - | - | 1,901 | 100% | 1,828 | - | - | 1,828 | 100% |
| Female | 210 | - | - | 210 | 100% | 195 | - | - | 195 | 100% |
| **Other than permanent** | **57** | **-** | **-** | **57** | **100%** | **59** | **-** | **-** | **59** | **100%** |
| Male | 53 | - | - | 53 | 100% | 56 | - | - | 56 | 100% |
| Female | 4 | - | - | 4 | 100% | 3 | - | - | 3 | 100% |
| **Workers** | | | | | | | | | | |
| **Permanent** | **1,178** | **-** | **-** | **1,178** | **100%** | **1,212** | **-** | **-** | **1,212** | **100%** |
| Male | 951 | - | - | 951 | 100% | 979 | - | - | 979 | 100% |
| Female | 227 | - | - | 227 | 100% | 233 | - | - | 233 | 100% |
| **Other than permanent** | **2,434** | **2,434** | **100%** | **-** | **-** | **3,015** | **3,015** | **100%** | **-** | **-** |
| Male | 1,805 | 1,805 | 100% | - | - | 2,261 | 2,261 | 100% | - | - |
| Female | 629 | 629 | 100% | - | - | 754 | 754 | 100% | - | - |

3. Details of remuneration/salary/wages

a. Median remuneration/wages:

| | Male | | Female | |
|---|---|---|---|---|
| | Number | Median remuneration/ salary/ wages of the respective category (Lakhs) | Number | Median remuneration/ salary/ wages of the respective category (Lakhs) |
| Board of Directors | 4 | 554.75 | 1 | 348.67 |
| Key managerial personnel | 6 | 380.61 | 1 | 348.67 |
| Employees other than BoD and KMP | 1,899 | 5.28 | 210 | 5.17 |
| Workers | 951 | 3.06 | 227 | 3.02 |

b. Gross wages paid to females as % of total wages paid by the entity, in the following format:

| | FY 2023-24 | FY 2022-23 |
|---|---|---|
| Gross wages paid to females as % of total wages | 11.96% | 11.73% |

4. **Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)**

Yes. Emami Limited has a central Internal Complaints Committee to report on human rights impacts and issues

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

The Company is dedicated to upholding human rights following applicable national and international regulations. The company maintains a strict zero-tolerance towards all forms of child labor, forced labor, violence, and any physical, sexual, psychological, or verbal abuse. The BRSR and Whistle Blower policy of Emami Limited provide the guidelines concerning human rights of the employees and the company also has a system in place to address employee grievances in a fair and structured manner. Emami Limited encourages employees to escalate human rights violation incidents to the HR department for carrying out a detailed investigation of the matter and ensure that subsequent actions are taken against the persons responsible

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

| | FY 2023-24 | | | FY 2022-23 | | |
|---|---|---|---|---|---|---|
| | Filled during the year | Pending resolution at the end of year | Remarks | Filled during the year | Pending resolution at the end of year | Remarks |
| Sexual harassment | 2 | - | - | 1 | - | - |
| Discrimination at workplace | - | - | - | - | - | - |
| Child labour | - | - | - | - | - | - |
| Forced labor/ Involuntary Labour | - | - | - | - | - | - |
| Wages | - | - | - | - | - | - |
| Other human rights-related issues | - | - | - | - | - | - |

7. **Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.**

| | FY2023-24 | FY 2022-23 |
|---|---|---|
| Total Complaints reported under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH) | 2 | 1 |
| Complaints on POSH as a % of female employees/ workers | 0.20% | 0.10% |
| Complaints on POSH upheld | - | - |

8. **Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.**

   ICC and POSH policy: In terms of the POSH Act a policy is in place to ensure no tolerance for sexual Harassment of Women in the Workplace. The policy has been framed to ensure that any aggrieved women can register their Complaint with the Internal Complaints Committee (IC) for any complaint related to sexual harassment. The Committee is the statutory body and has all powers to enquire such complaints and recommend action against the predator.

9. **Do human rights requirements form part of your business agreements and contracts? (Yes/ No)**

   All statutory provisions of Human rights form an integral part of our business agreements and contracts.

10. **Assessment of the Year**

| | % Of your plants and offices that were assessed (by entity or statutory authorities or third parties) |
|---|---|
| Child labour | 100% |
| Forced labour | |
| Sexual harassment | |
| Discrimination at workplace | |
| Wages | |
| Others – Please specify | |

11. **Provide details of any corrective actions taken or underway to address significant risks/concerns arising from the assessments at Question 10 above.**

    Not Applicable

## Leadership Indicators

1. **Details of a business process being modified/introduced as a result of addressing human rights grievances/complaints.**
   In FY 2023-24, no business processes have been modified as a result of addressing human rights grievances/complaints.

2. **Details of the scope and coverage of any Human rights due diligence conducted.**
   Human Rights due diligence is conducted for all employees across the organization. Several initiatives are undertaken, like –

   - Periodic surveys are conducted to assess employee well-being. Suggestions received are scrutinized to evaluate proposed improvement ideas
   - HR Helpdesk helps in addressing grievances and concerns received from employees
   - ICC is entrusted with the responsibility to address any sexual harassment complaints raised

3. **Is the premise/office of the entity accessible to differently-abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?**

Yes, most of the Company's key establishments including offices and manufacturing units are accessible to the differently abled. The Company has taken several measures to create an inclusive environment such as installing ramps, and elevators for ease of movement of people with locomotive disability. The Company ensures that doorways and corridors are wide enough for wheelchair users. Additionally, the Company has made the restrooms, workstations, and common areas accessible and equipped with necessary accommodations.

4. **Details on assessment of value chain partners:**

| | % Of value chain partners (by value of business done with such partners) that were assessed |
|---|---|
| Child labour | A new assessment program covering all 9 National Voluntary Guidelines for Responsible Business Conduct was prepared in FY24. Assessment of suppliers contributing 48% of purchases by value has been completed in FY24 |
| Forced labour | |
| Sexual harassment | |
| Discrimination at workplace | |
| Wages | |
| Others – Please specify | |

5. **Provide details of any corrective actions taken or underway to address significant risks/concerns arising from the assessments in Question 4 above.**

Emami Limited believes in constructive engagement with all our stakeholders. While no significant risk/ concern was revealed, we still endeavor to educate and facilitate our stakeholders in improving their ESG compliance across principles.

## PRINCIPLE 6 Businesses should respect and make efforts to protect and restore the environment

### Essential Indicators

1. **Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:**

| Parameter | FY 2023-24 | FY 2022-23 |
|---|---|---|
| **Renewable Energy** | | |
| Total electricity consumption (A) [GJ] | 4,500 | 4,357 |
| Total fuel consumption (B) [GJ] | 18,648 | - |
| Energy consumption through other sources (C) [GJ] | - | - |
| **Total energy consumption (A+B+C) [GJ]** | **23,148** | **4,357** |
| **Non- Renewable Energy** | | |
| Total electricity consumption (D) [GJ] | 76,303 | 76,264 |
| Total fuel consumption (E) [GJ] | 23,931 | 47,865 |
| Energy consumption through other sources (F) [GJ] | - | - |
| **Total energy consumption (D+E+F) [GJ]** | **1,00,234** | **1,24,129** |
| **Total energy consumption (A+B+C+D+E+F)** | **1,23,382** | **1,28,486** |
| **Energy intensity per rupee of turnover** (Total energy consumed / revenue from operations) (GJ/ ₹ crore) | 42.95 | 44.98 |
| **Energy intensity per rupee of turnover adjusted for Purchasing Power Parity** (PPP) (GJ/ ₹ crore) (Total energy consumed / Revenue from operations adjusted for PPP) | 982.69 | 1029.08 |
| **Energy intensity in terms of physical output** (Total Energy Consumption / Total Metric Ton of Production) | 3.35 | 3.26 |

**The revenue from operations has been adjusted for PPP based on the latest PPP conversion factor published for the year 2022 by World Bank for India which is 22.88.*

**If any independent assessment/ evaluation/assurance has been carried out by an external agency? If yes, the name of the external agency**. Yes, the independent assessment/ evaluation/ assurance was carried out by Senergy Consultant Pvt. Ltd.

2. **Does the entity have any sites/facilities identified as designated consumers (DCs) under the Performance, Achieve, and Trade (PAT) Scheme of the Government of India? If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.**

No

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

| Parameter | FY 2023-24 | FY 2022-23 |
|---|---|---|
| **Water withdrawal by source (in kilolitres)** | | |
| (i) Surface water | - | - |
| (ii) Groundwater | 1,92,485 | 2,01,059 |
| (iii) Third-party water | 19,101 | 20,418 |
| (iv) Seawater/ desalinated water | - | - |
| (v) Others | - | - |
| **Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)** | **2,11,586** | **2,21,477** |
| **Total volume of water consumption (in kilolitres)** | **2,11,586** | **2,21,477** |
| **Water intensity per rupee of turnover** (total water consumption/ revenue from operations) (kilolitres/₹ crore) | 73.65 | 77.53 |

| Parameter | FY 2023-24 | FY 2022-23 |
|---|---|---|
| **Water intensity per rupee of turnover adjusted for Purchasing Power Parity** (PPP) (kilolitres/₹ crore)(total water consumption/ revenue from operations adjusted for PPP) | 1685.20 | 1773.86 |
| **Water intensity in terms of physical output** (Total Water Consumption / Total Metric Ton of Production) | 5.74 | 5.62 |

**The revenue from operations has been adjusted for PPP based on the latest PPP conversion factor published for the year 2022 by World Bank for India which is 22.88.*

**If any independent assessment/ evaluation/assurance has been carried out by an external agency? If yes, the name of the external agency-** Yes, the independent assessment/ evaluation/ assurance was carried out by Det Norske Veritas (DNV)

4. **Provide the following details related to water discharged:**

| Parameter | FY 2023-24 | FY 2022-23 |
|---|---|---|
| **Water discharge by destination and level of treatment (in kilolitres)** | | |
| **(i) To Surface Water** | | |
| - No treatment | - | - |
| - With treatment – Through Effluent Treatment Plant | 56,904 | 49,838 |
| **(ii) To Groundwater** | | |
| - No treatment | - | - |
| - With treatment – please specify the level of treatment | - | - |
| **(iii) To Seawater** | | |
| - No treatment | - | - |
| - With treatment – please specify the level of treatment | - | - |
| **(iv) Sent to third-parties** | | |
| - No treatment | - | - |
| - With treatment – Through Effluent Treatment Plant | 7,906 | 7,480 |
| **(v) Others** | | |
| - No treatment | - | - |
| - With treatment – please specify the level of treatment | - | - |
| **Total Water discharged (in kilolitres)** | **64,810** | **57,318** |

**If any independent assessment/ evaluation/assurance has been carried out by an external agency? If yes, the name of the external agency-** Yes, the independent assessment/ evaluation/ assurance was carried out by Det Norske Veritas (DNV)

5. **Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.**

   Emami Limited has implemented a plan for achieving Zero Liquid Discharge at all manufacturing units. Our approach to water stewardship focuses on reducing water intake by utilizing treated wastewater within the manufacturing units, thereby reducing dependency on groundwater extraction. All our manufacturing units operate in line with the Consent to Operate (CTO) terms.

6. **Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:**

| Parameter | Please specify unit | FY 2023-24 | FY 2022-23 |
|---|---|---|---|
| NOx | Metric Tonnes | 0.06 | - |
| SOx | Metric Tonnes | 11.69 | 6.30 |
| Particulate Matter (PM) | Metric Tonnes | 2.21 | - |

**If any independent assessment/ evaluation/assurance has been carried out by an external agency? If yes, name of the external agency-** Yes, the independent assessment/ evaluation/ assurance was carried out by Det Norske Veritas (DNV)

7. **Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:**

| Parameter | Unit | FY 2023-24 | FY 2022-23 |
|---|---|---|---|
| Total Scope 1 emissions* (Break-up of the GHG into $CO_2$, $CH_4$, $N_2O$, HFCs, PFCs, $SF_6$, $NF_3$, if available) | Metric tonnes of $CO_2$ equivalent | 1,798 | 3,106 |
| Total Scope 2 emissions** (Break-up of the GHG into $CO_2$, $CH_4$, $N_2O$, HFCs, PFCs, $SF_6$, $NF_3$, if available) | Metric tonnes of $CO_2$ equivalent | 16,112 | 15,342 |
| Total Scope 1 and Scope 2 emissions per rupee of Turnover | $tCO_2e$/ ₹ crore | 6.23 | 6.46 |
| Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions/revenue from operations adjusted for PPP) | $tCO_2e$/ ₹ crore | 142.65 | 147.75 |
| Total Scope 1 and Scope 2 emission intensity in terms of physical output | - | 0.49 | 0.47 |

**The revenue from operations has been adjusted for PPP based on the latest PPP conversion factor published for the year 2022 by World Bank for India which is 22.88.*

*Note: Emmissions from bio-briquette is not included as it is considered as carbon net neutral*

**If any independent assessment/ evaluation/assurance has been carried out by an external agency? If yes, the name of the external agency-** Yes, the independent assessment/ evaluation/ assurance was carried out by Det Norske Veritas (DNV)

8. **Does the entity have any project related to reducing Green House Gas emissions? If yes, then provide details.**

Yes. In cognizance of our sustainability objective, we have undertaken several initiatives for reducing GHG emissions. We manage GHG emissions through the successful utilization of an efficient environmental management system and innovative technology, as we aim to reduce our carbon footprint. Significant GHG emissions are monitored to estimate the improvement in the Company's performance beyond compliance with regulatory standards.

We have undertaken initiatives to reduce fuel consumption across our operations by transitioning from HSD to PNG and Bio-Briquettes in boiler operations.

Being focussed on increasing the usage of renewable sources of energy, we have installed solar rooftops at Pacharia Unit, Masat Unit, and Dongari Unit. As part of our commitment to promoting a circular economy, we have introduced a significant quantum of recycled plastic (PCR) in our primary and secondary packaging to reduce dependency on virgin plastics, as the embodied carbon of virgin plastic manufacturing is much higher than that of PCR.

9. **Provide details related to waste management by the entity, in the following format:**

| Parameter | FY 2023-24 | FY 2022-23 |
|---|---|---|
| **Total waste generated (In metric tonnes)** | | |
| Plastic waste (A) | 13,974 | 13,268 |
| E-waste (B) | 2 | 6 |
| Bio-medical waste (C) | - | - |
| Construction and demolition waste (D) | - | - |
| Battery waste (E) | - | - |
| Radioactive waste (F) | - | - |
| Other Hazardous waste. Please specify, if any. (G) (Chemical Sludge from ETP) | 436 | 45 |

| Parameter | FY 2023-24 | FY 2022-23 |
|---|---|---|
| Other Non-hazardous waste generated (H). (Paper Waste) (Break-up by composition i.e., by materials relevant to the sector) | 1,076 | - |
| **Total (A+B + C + D + E + F + G + H)** | **15,488** | **13,319** |
| **Waste Intensity per rupee of turnover** (metric tonnes/₹ crore) (Total waste generated / revenue from operations) | 5.39 | 4.66 |
| **Waste Intensity per rupee of turnover adjusted for Purchasing Power Parity** (PPP) (metric tonnes/₹ crore) (Total waste generated / revenue from operations adjusted for PPP) | 123.36 | 106.68 |
| **Waste intensity in terms of physical output** | 0.42 | 0.34 |
| **For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)** | | |
| **Category of waste** | | |
| (i) Recycled (Plastic waste + E-waste) | 10,476 | 10,209.5 |
| (ii) Re-used | - | - |
| (iii) Other recovery operations | - | - |
| **Total** | **10,476** | **10,209.5** |
| **For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)** | | |
| **Category of waste** | | |
| (i) Incineration | - | - |
| (ii) Landfilling | - | - |
| (iii) Other disposal operations | - | 45 |
| **Total** | **-** | **45** |

**We have revised the process of measurement of waste. As per the same basis, the previous year's non-hazardous waste would amount to ~1200 MT.*

**The revenue from operations has been adjusted for PPP based on the latest PPP conversion factor published for the year 2022 by World Bank for India which is 22.88.*

**If any independent assessment/ evaluation/assurance has been carried out by an external agency? If yes, the name of the external agency** - Yes, the independent assessment/ evaluation/ assurance was carried out by Det Norske Veritas (DNV)

10. **Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your Company to reduce the usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.**

    Emami Limited has a well established waste management system in place. All hazardous waste are managed in compliance with the Hazardous Waste Management rules and other statues.

11. **If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones, etc.) where environmental approvals/clearances are required, please specify details in the following format:**

    Emami Limited does not have any manufacturing units or offices around ecologically sensitive areas

12. **Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:**

    Emami Limited strives to promote sustainability and mitigate potential risks to the environment and recognizes the importance of impact assessments of our business operations. We ensure compliance with applicable laws and regulations and the Company takes environmental clearances and applicable consent from regulatory bodies across all manufacturing units. We are committed to taking proactive measures to protect the environment and ensure sustainability. .Every new project or major expansion in existing units is done after a thorough impact assessment. This assessment is shared with the Pollution Control board and project executed after due approval. The Company understands that conducting impact assessments contributes to our sustainability goals and enhances our reputation as a socially responsible entity.

**13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India, such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment Protection Act, and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:**

Yes, all our manufacturing units operate in compliance with applicable environmental regulations of the country.

## Leadership Indicators

**1. Water withdrawal, consumption, and discharge in areas of water stress (in kilolitres):**

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

(i) Name of the area: Silvassa, Dadra and Nagar Haveli

(ii) Nature of operations: Massat Manufacturing Unit

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

| Parameter | FY 2023-24 | FY 2022-23 |
|---|---|---|
| **Water withdrawal by source (in kilolitres)** | | |
| (i) Surface water | - | - |
| (ii) Groundwater | 40,015 | 46,632 |
| (iii) Third-party water | - | - |
| (iv) Seawater / desalinated water | - | - |
| (v) Others | - | - |
| **Total volume of water withdrawal (in kilolitres)** | **40,015** | **46,632** |
| Total volume of water consumption (in kilolitres) | 40,015 | 46,632 |
| **Water intensity per rupee of turnover (kilolitres/ ₹ crore)** | **73.65** | **77.53** |
| **Water discharge by destination and level of treatment (in kilolitres)** | | |
| **(i) To Surface water** | | |
| No treatment | - | - |
| with treatment – please specify level of treatment | - | - |
| **(ii) To Groundwater** | | |
| No treatment | - | - |
| with treatment – please specify level of treatment | - | - |
| **(iii) To Seawater** | | |
| No treatment | - | - |
| with treatment – please specify level of treatment | - | - |
| **(iv) Sent to third parties** | | |
| No treatment | - | - |
| with treatment – please specify the level of treatment | - | - |
| **(v) Others** | | |
| No treatment | - | - |
| with treatment – please specify the level of treatment | - | - |
| **Total water discharged (in kilolitres)** | **-** | - |

**If any independent assessment/ evaluation/assurance has been carried out by an external agency? If yes, the name of the external agency-** Yes, the independent assessment/ evaluation/ assurance was carried out by Det Norske Veritas (DNV)

2. **Please provide details of total Scope 3 emissions & their intensity, in the following format:**

| Parameter | Unit | FY 2023-24 | FY 2022-23 |
|---|---|---|---|
| Total Scope 3 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available) | Metric tonnes of CO2 equivalent | 1,56,423 | - |
| Total Scope 3 emissions per rupee of turnover | | 53.5 | - |

*The Scope 3 emissions data has been meticulously calculated for each of the 15 categories using a combination of spend-based, average-based, and waste-type specific methodologies in combination with scientific statistical tools. Various reliable sources such as BEIS, IEA, EPA, and AR4 were used to ensure accuracy and comprehensiveness. These figures reflect our ongoing commitment to transparency and accountability in environmental impact reporting, demonstrating our efforts to track and manage our carbon footprint across the supply chain*

**If any independent assessment/ evaluation/assurance has been carried out by an external agency? If yes, the name of the external agency.**

Not Applicable

3. **With respect to the ecologically sensitive areas reported in Question 11 of Essential Indicators above, provide details of the significant direct & indirect impact of the entity on biodiversity in such areas along with prevention and remediation activities.**

Not Applicable

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

| Sr. No | Initiative undertaken | Details of the initiative (Web Link, if any, may be provided along with a summary) | Outcome of the initiative |
|---|---|---|---|
| 1 | To conserve groundwater | R&D has changed the process for 6 Ayurvedic Traditional Medicines which would reduce water consumption | The new process also requires lesser heat energy and thereby substantially reduces the carbon footprint |
| 2 | Replacement of Sugar with Jaggery | The company has replaced sugar with jaggery for the production of Zandu Chyawanprash, Jaggery is an unrefined natural sweetener that requires less processing compared to sugar, which is typically refined. | This ensures minimal processing requirements. Furthermore, jaggery has a lower sucrose content than sugar, making it a better alternative. |
| 3 | Coprocessing of ETP waste in Brick Klin | The Sludge from ETP is a hazardous waste. We initiated a project to Coprocessing of ETP waste in Brick Klin | Over 35 MT of Hazardous waste was upcycled |
| 4 | Modification of C&S | A project was undertaken to modify the C&S of the oil and balm manufacturing system | Reduction of an estimated 100 MT of Hazardous waste |
| 5 | Expansion of Rain Water Harvesting | The existing system at units was reinforced and a new system commissioned at Amingaon Unit | Increase wate conversation |

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

   Yes, Emami Limited has an emergency response plan in place covering various contingencies such as natural disasters-cyclone, earthquakes, floods, various civil disturbances, operational and facility failures, as well as health and safety emergencies. The ERP includes a detailed step-by-step guide with specific responses, responsible personnel, key responsibilities, and timelines. The Company also has an emergency response management team and a works main controller (WMC) with defined roles and responsibilities to handle any such emergencies.

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

   No adverse impact due to any activities that may have any significant adverse impact on the environment due to the Company's supply chain has been identified.

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

   A new assessment program covering all 9 National Voluntary Guidelines for Responsible Business Conduct was prepared in FY24. Assessment of suppliers contributing 48% of purchases by value has been completed in FY24.

## PRINCIPLE 7 Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

### Essential Indicators

1. a. **Number of affiliations with trade and industry chambers/ associations.**

   b. **List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.**

| Sr. No | Name of the trade and industry chambers/ Associations | Reach of trade and industry chambers/ associations (State/ National) |
|---|---|---|
| 1 | FICCI - Federation of Indian Chambers of Commerce & Industry | National |
| 2 | CII - Confederation of Indian Industry | National |
| 3 | ICC – Indian Chamber of Commerce | National |
| 4 | MCCI - Merchants' Chamber of Commerce & Industry | State |
| 5 | Bharat Chamber of Commerce | State |
| 6 | National Safety Council | National |

2. **Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.**

   Not Applicable

### Leadership Indicators

1. **Details of public policy positions advocated by the entity:**

   Emami Ltd. did not advocate any specific public policy positions in FY23-24. However, the Company is a member of various Industry forums through which routine exchanges have taken place.

## PRINCIPLE 8 Businesses should promote inclusive growth and equitable development

### Essential Indicators

1. **Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.**

   None of the projects undertaken by Emami Limited in FY 2023-24 required Social Impact Assessments (SIA). However, the CSR projects being implemented by us are assessed on the potential positive and negative social effects.

2. **Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity.**

   In FY 2023-24, no projects were undertaken that required Rehabilitation and Resettlement (R&R)

3. **Describe the mechanisms to receive and redress grievances of the community.**

   All plants of the company have regular engagement with the local community through structured as well as informal channels. Grievance of any community member are promptly addressed. A Grievance Redressal Policy for the community being served specific to CSR projects has been made outlining the objectives, procedures, and timelines for addressing grievances raised by the local communities. Currently, the CSR implementing team has an anecdotal process of collecting community feedback through testimonials and capturing the same through voice/videos. Beneficiary feedback/ complain boxes are also put up in the CSR centers managed by Emami Foundation to capture service improvements and specific complaints if any.

4. **Percentage of input material (inputs to total inputs by value) sourced from suppliers:**

| | FY 2023-24 | FY 2022-23 |
|---|---|---|
| Directly sourced from MSMEs/ small producers | 34% | 29% |
| Directly from within India | 91% | 93% |

5. **Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or permanent / on contract basis) in the following locations, as % of total wage cost:**

| Location | FY 2023-24 | FY 2022-23 |
|---|---|---|
| Rural | 20.21% | 21.27% |
| Semi-Urban | 6.55% | 6.61% |
| Urban | 5.43% | 5.23% |
| Metropolitan | 67.82% | 66.88% |

### Leadership Indicators

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

| Details of negative social impact identified | Corrective Measure taken |
|---|---|
| Not Applicable | |

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

| S. No. | State | Aspirational District | Amount spent (In ₹) |
|---|---|---|---|
| 1 | Jharkhand | Gumla | 16.50 lakhs |

3. a. **Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? (Yes/No)**

We consistently emphasize sourcing raw materials and finished products from local suppliers and farmers, and we actively strive to support and promote the growth and livelihoods of these suppliers. We are working with farmers to make them more sustainable and help build their adaptive capacity to cultivate medicinal herbs. We are committed to supporting the MSME in our supply chain in improving their performance on all 9 principles of The National Guidelines on Responsible Business Conduct.

b. **From which marginalized/vulnerable groups do you procure?**

There are no Marginalises / vulnerable groups identified in our supply chain

c. **What percentage of total procurement (by value) does it constitute?**

Not Applicable

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

Nil

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

Not Applicable

6. **Details of beneficiaries of CSR Projects:**

| CSR Project | No. of persons benefitted from CSR Projects | % Of beneficiaries from vulnerable and marginalized groups |
|---|---:|---:|
| Financial Aid for Education | 261 | 100% |
| Book Distribution Program | 848 | 100% |
| Ekal Vidyalaya of Friends of Tribal Society | 1,131 | 100% |
| Udayan Girl Student Fellowship Program | 50 | 100% |
| After School Support Program | 122 | 100% |
| Skill Development Program | 977 | 100% |
| Inter School Quiz | 45 | 100% |
| Inter School Science Exhibitions | 88 | 100% |
| Boond- School Energy Saving Project | 7,500 | 100% |
| Cyber Security Awareness Programs for Students | 187 | 100% |
| School Infrastructure Development Initiatives | 1,200 | 100% |
| Disaster Management and Disaster Response Services | 5,932 | 100% |
| Financial Assistance for Medical Treatment | 701 | 100% |
| Health Clinics & Camps including outreach programs | 75,945 | 100% |
| Hunger Mitigation Program – Food Distribution | 4,70,558 | 100% |
| Himalayan School Girl Education Support Program | 15 | 100% |
| Food Support to Social Welfare Institutions | 2,800 | 100% |
| Supporting Child with Special needs through Unmish | 900 | 100% |
| Social Support to Institutions | 200 | 100% |
| Human Trafficking Prevention & Awareness Training | 150 | 100% |
| **TOTAL Number of Persons Benefitted from CSR Projects** | **5,69,610** | **100%** |

## PRINCIPLE 9 Businesses should engage with and provide value to their consumers in a responsible manner

### Essential Indicators

1. **Describe the mechanisms in place to receive and respond to consumer complaints and feedback.**

   Complaint Handling Process:

   1. **Complaint receipt, acknowledgment, and registration:** All the complaints received through phone calls or E-mails are registered and acknowledged formally, and queries received over live calls are mostly resolved over the call itself. Each complaint is registered by our Customer Care executive in our internal complaint portal with a unique tracking number. Complaints over mail are acknowledged with an e-mail to the complainant within 24-48 hours. Complaints are then escalated to the internal stakeholders/ manufacturing sites for a detailed investigation
   2. **Complaint Investigation:** All the complaints are formally investigated at our manufacturing sites, all the investigation findings are captured in the report along with the corrective actions if the complaint is found substantiated and uploaded in the portal within the stipulated timeline defined based on the severity of the complaint (High severity, Low severity, and Medium Severity) for review and approval by corporate Quality Assurance.
   3. **Complaint Closure:** Emami Ltd., with a dedicated Corporate Quality Assurance (CQA) team, ensures a thorough review of investigation reports. CQA prepares closure remarks and response notes to effectively communicate resolutions to complainants. Formal closure notifications are conveyed to complainants via email. Additionally, if necessary, defective samples are replaced with fresh ones through personal visits or courier services.
   4. **Customer Feedback:** After complaint closure communication to the complainant, one formal mail is sent to the complainant for feedback through a link with a set of questionnaires, and the response is recorded as feedback. Feedback reminders are sent twice and after that, the complaint is treated as closed.
   5. **Performance review:** Complaint trends and effective closure of corrective actions are monitored regularly and reported to management monthly.

2. **Turnover of products and/ services as a percentage of turnover from all products/services that carry information about:**

| | As a percentage of total turnover |
|---|---|
| Environmental and social parameters relevant to the product | 0% |
| Safe and responsible usage | 100% |
| Recycling and/or safe disposal | 0% |

3. **Number of consumer complaints in respect of the following:**

| | FY 2023-24 | | Remarks | FY 2022-23 | | Remarks |
|---|---|---|---|---|---|---|
| | Received during the year | Pending resolution at end of year | | Received during the year | Pending resolution at end of year | |
| Consumer Complaints | 277 | - | - | 494 | - | - |

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

| | Number | Reasons for recall |
|---|---|---|
| Voluntary recalls | - | Not Applicable |
| Forced recalls | - | |

5. **Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/ No) If available, provide a web link to the policy.**

   Yes, the Company has an internal IT Security Policy in place for risks related to data privacy.

6. **Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty/action taken by regulatory authorities on safety of products/ services.**

   Not Applicable

7. **Provide the following information relating to data breaches"**

   a. **Number of instances of data breaches:** No data breach reported

   b. **Percentage of data breaches involving personally identifiable information of customers:** Not Applicable as no data breach reported

   c. **Impact, if any, of the data breaches:** Not Applicable

## Leadership Indicators

1. **Channels/platforms where information on products and services of the entity can be accessed (provide a web link, if available).**

   Emami Limited shares information about their products on the Company's websites, by reaching out to the external public through press releases (national and regional), social media handles like Facebook, Instagram, YouTube, LinkedIn, and unpaid editorial space. The links to such channels are:

   - Corporate Website: www.emamiltd.in
   - Facebook: https://www.facebook.com/EmamiLimited
   - LinkedIn: https://www.linkedin.com/company/emami-ltd/
   - Instagram: https://instagram.com/emami.ltd
   - YouTube: https://www.youtube.com/@EmamilimitedIndia

   Emami Limited has also ventured into e-commerce platforms like Tata 1mg, Grofers, and Blinkit. We have also developed D2C platforms for a few of our products (Zandu, Kesh King & BoroPlus). Focus is also expanding our reach through modern trade outlets. Emami Limited also has brand-specific channels and platforms to build consumer preference for a brand through continuous advertising and marketing campaigns.

2. **Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.**

   Emami Limited communicates to inform consumers to make educated buying choices, adhering to industry regulations and marketing standards. Our emphasis lies in shaping brand perception while fostering responsible product usage among the public.

   All essential consumer safety, product technical, and legal information are guaranteed by printing them on the packaging (either primary or secondary) in a readable format for consumers. Supplementary leaflets containing detailed information (as mentioned below) are included with the packs when needed.

   - Ingredient lists
   - Usage instructions
   - Cautions (e.g., skin sensitivity tests for hair color cream)
   - Product storage guidelines (e.g., store in a cool, dry place)
   - Specific product behaviors (e.g., crystallization in pure honey)

3. **Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.**

   Emami Limited's operations and the products/services it offers are not categorized as essential services, thus making this aspect irrelevant to the company.

4. **Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey regarding consumer satisfaction relating to the major products/services of the entity, significant locations of operation of the entity, or the entity as a whole? (Yes/No)**

   Our company displays product information on the packaging that goes beyond what is mandated by law. While we ensure all regulatory obligations are met through a strict design and verification process, we also include additional details to enhance customer experience and satisfaction. We list ingredients, often including their concentration, to promote transparency and cater to consumers with specific needs. Our Packs contain Clear and concise instructions to guide users on proper product application, maximizing effectiveness and safety. Wherever needed Specific cautions, are included to promote responsible use and minimize potential risks.

# Independent Auditor's Report

To
The Members of
**Emami Limited**

## Report on the Audit of the Standalone Financial Statements

### Opinion

We have audited the accompanying standalone financial statements of Emami Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013, as amended ("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 March 31, 2024, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

### Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements for the financial year ended March 31, 2024. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone financial statements.

<table>
<tr><th>Key audit matters</th><th>How our audit addressed the key audit matter</th></tr>
<tr><td colspan="2">(a) Recoverability of Minimum Alternate Tax (“MAT”) Credit (as described in note 3.48 of the standalone financial statements)</td></tr>
<tr><td>One of the manufacturing facilities of the Company is availing tax benefits under section 80IE of Income Tax Act, 1961 (IT Act) as a result of which the Company is paying taxes under MAT to the government basis the book profits.<br><br>As on March 31, 2024, the Company has Minimum Alternate Tax (MAT) credit entitlement amounting to ₹45,030.21 Lakhs.<br><br>The utilization of MAT credit entitlement will be through offsetting it when the Company pays normal taxes under the provision of Income Tax Act, 1961. Therefore, the recoverability of MAT credit entitlement is dependent upon generation of sufficient future taxable profits within the stipulated period prescribed under the Income Tax Act, 1961.<br><br>Recoverability of MAT credit entitlement is sensitive to the assumptions used by the management to determine the forecasted profits, expected future market scenario, economic conditions, interpretation of tax laws, management’s expansion plans etc.<br><br>Accordingly, the recoverability of MAT credit entitlement is determined as a key audit matter in our audit of the standalone financial statements.</td><td>Our audit procedures amongst others included the following:<br><br>• Understood the income tax computation process for normal tax and minimum alternate tax and reviewed controls around recognition of MAT credit. Evaluated the design and tested the effectiveness of relevant controls in this regard.<br><br>• Assessed management’s assumptions that substantiate the probability that the unused MAT credit will be recovered through taxable profit under normal provision in future years and also assessed the tax planning strategies, budgets and the plans prepared by the management and the relevant tax legislations.<br><br>• Evaluated the basis used in determining the forecasted income of taxable and non-taxable units including allocations of costs.<br><br>• Reviewed returns submitted to the relevant tax authorities and compared these with the basis for accounting records.<br><br>• Evaluated the adequacy of the disclosures made by the Company in this regard in the standalone financial statements.</td></tr>
<tr><td colspan="2">(b) Revenue from sale of goods (as described in note 2.2.a, note 3.31 and note 3.61 to the standalone financial statements)</td></tr>
<tr><td>The Company recognizes revenues when control of the goods is transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods. In determining the sales price, the Company considers the effects of rebates and discounts (variable consideration). The terms of arrangements in case of domestic and exports sales, including the timing of transfer of control, the nature of discount and rebates arrangements, delivery specifications including incoterms, create complexity and judgment in determining sales revenues.<br><br>The risk is, therefore, that revenue may not be recognised in accordance with terms of Ind AS 115 ‘Revenue from contracts with customers’, and accordingly, it is determined to be a key audit matter in our audit of the standalone financial statements.</td><td>Our audit procedures amongst others included the following:<br><br>• Considered the appropriateness of the Company’s revenue recognition policy in terms of Ind AS 115 ‘Revenue from contracts with customers’.<br><br>• Assessed the design and tested the operating effectiveness of internal financial controls related to revenue recognition.<br><br>• Performed sample tests of individual sales transaction and traced to sales invoices and other related documents. In respect of the samples selected, tested that the revenue has been recognized in accordance with Ind AS 115.<br><br>• Selected sample of sales transactions made pre- and post- year end and tested the period of revenue recognition based on underlying documents.<br><br>• Selected samples of rebates and discounts during the year, compared them with the supporting documents and performed re-calculation of those variable considerations as per scheme documents.<br><br>• Assessed the adequacy of relevant disclosures made in the standalone financial statements.</td></tr>
</table>

| Key audit matters | How our audit addressed the key audit matter |
|---|---|
| **(c) Impairment assessment of Investment in certain subsidiaries (as described in note 3.5 and 3.68 to the standalone financial statements)** | |
| The Company carries its investment in subsidiaries at cost and performs an impairment assessment for certain investment as per applicable Ind AS.<br><br>For these assessments, the Company involves external valuer to determine the recoverable value of such investments using the discounted cash flow method of valuation, which is highly sensitive to changes in inputs used in valuation and involves judgement due to inherent uncertainty in the assumptions used for forecasting the future cash flows.<br><br>Accordingly, the impairment assessment of investments in certain subsidiary companies is determined to be a key audit matter in our audit of the standalone financial statements. | Our audit procedures amongst others included the following:<br><br>• Assessed the design and tested the operating effectiveness of internal financial controls related to impairment assessment of investments in subsidiaries.<br><br>• Evaluated the objectivity and competence of the external valuation specialist involved by the management for such valuation and obtained confirmation of independence from them.<br><br>• Discussed with the management the methodology and assumptions used in the valuation including discount rates, expected growth rates and terminal growth rates.<br><br>• Involved valuation specialists where considered necessary, to independently assess the assumptions and methodologies used by the Company in computing the recoverable amount. In making this assessment, we also assessed the objectivity, independence and competency of the valuation specialists.<br><br>• Obtained suitable management representation on the projections of future cash flows and the various assumptions used in the valuation.<br><br>• Tested the arithmetical accuracy of the management's impairment testing model.<br><br>• Assessed the adequacy of relevant disclosures made in the standalone financial statements. |

## Other Information

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, Business Responsibility and Sustainability Report and Report on Corporate Governance, but does not include the standalone financial statements and our auditor's report thereon.

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## Responsibilities of Management for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the 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.

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

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

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements for the financial year ended March 31, 2024 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Report on Other Legal and Regulatory Requirements

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

2. As required by Section 143(3) of the Act, we report, to the extent applicable, that:

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

   (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matter stated in the paragraph (i) (vi) below on reporting under Rule 11(g);

   (c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;

   (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

   (e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act;

   (f) The modification relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph (b) above on reporting under Section 143(3)(b) and paragraph (i)(vi) below on reporting under Rule 11(g);

   (g) With respect to the adequacy of the internal financial controls with reference to these standalone financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;

   (h) In our opinion, the managerial remuneration for the year ended March 31, 2024 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;

   (i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

      i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 3.40 and 3.43 to the 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

      iv. a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the note 3.69 (iv) to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the note 3.69 (v) to the standalone financials statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c) Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

v. The interim dividends declared and paid by the Company during the year and until the date of this audit report is in accordance with section 123 of the Act.

vi. Based on our examination which included test checks, the Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except that, audit trail feature is not enabled for direct changes to data when using certain access rights, at application level/ database level for the accounting software, as described in note 3.66 to the standalone financial statements. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with in respect of accounting software.

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

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per **Sanjay Kumar Agarwal**
Partner
Membership Number: 060352
UDIN: 24060352BKFTFW5083

Place of Signature: Kolkata
Date: May 29, 2024

# Annexure 1 referred to in paragraph under the heading "Report on other legal and regulatory requirements" of our report of even date

## Re: Emami Limited ("the Company")

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

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The Company has maintained proper records showing full particulars of intangibles assets.

(b) All Property, Plant and Equipment have not been physically verified by the management during the year but there is a regular programme of verification of all the Property, Plant and Equipment over a period of three years in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

(c) The title deeds of immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in note 3.1, 3.2 and 3.4 to the standalone financial statements are held in the name of the Company except two (2) number of immovable properties as indicated in the below mentioned cases as at March 31, 2024 for which title deeds were not available with the Company and hence we are unable to comment on the same.

| Description of Property | Gross and net carrying value (amount in ₹ lacs) | Held in name of | Whether promoter, director or their relative or employee | Period held Since | Reason for not being held in the name of Company |
|---|---|---|---|---|---|
| Freehold land | 12.00 | Uttam Keot / Dhanjyoti Deka | No | June 09, 2015 | These plots of land are having periodic patta, hence as per Assam Land rules, registration can be done after completion of 10 years of "Purchase date/ Agreement date". |
| Freehold land | 4.35 | Gopal Chandra Kalita | No | June 09, 2015 | |

(d) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the year ended March 31, 2024.

(e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(ii) (a) The inventory has been physically verified by the management during the year except for inventories lying with third parties. In our opinion, the frequency of verification by the management is reasonable and the coverage and procedure for such verification is appropriate. Inventories lying with third parties have been confirmed by them as at March 31, 2024 and no discrepancies were noticed in respect of such confirmations. No discrepancies of 10% or more in aggregate for each class of inventory were noticed on such physical verification.

(b) As disclosed in note 3.64 to the standalone financial statements, the Company has been sanctioned working capital limits in excess of ₹ five crores in aggregate from banks during the year on the basis of security of current assets of the Company. Based on the records examined by us in the normal course of audit of the financial statements, the quarterly returns/statements filed by the Company with such banks are in agreement with the books of accounts of the Company.

The Company do not have sanctioned working capital limits from financial institutions.

(iii) (a) During the year the Company has provided loans and stood guarantees to following companies or other parties as follows:

| Particulars | Guarantees | Loans |
|---|---|---|
| Aggregate Amount granted/provided during the year | | |
| - Subsidiary | - | 1,404.25 #@ |
| - Others | | |
| Employees | - | 303.82 |
| Body corporate | - | 1,500.00 # |
| Balance outstanding as at balance sheet date in respect of above cases | | |
| - Subsidiaries | 10,345.99 | 923.02* |
| - Others | | |
| Employees | - | 413.89 |

* net of provision amounting to ₹481.23 lacs

# read with note 3.5(b) and 3.5(c) of the standalone financial statements

@ The amount presented is before adjusting the provision for expected credit loss amounting to ₹481.23 lacs

During the year the Company has not provided loans, advances in the nature of loans, stood guarantee and provided security to companies, firms, Limited Liability Partnerships or any party other than as mentioned above.

(b) During the year the investments made and the terms and conditions of the grant of all loans and investments to companies or any other parties are not prejudicial to the Company's interest. The Company has not provided guarantee, provided security and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties during the year.

(c) (i) During the year, the Company has granted loan to a body corporate where the schedule of repayment of principal and payment of interest has been stipulated and the said loan has been utilised for acquisition of equity shares of that body corporate and Company has received the interest in accordance with the terms of the loan agreement.

(ii) In respect of loan granted to a subsidiary company in earlier years, the schedule of repayment of principal and payment of interest has been stipulated and during the year, the loan along with interest has been converted into investment in equity shares of that subsidiary in accordance with the terms of the loan agreement.

(iii) During the year, the Company has granted loans to a subsidiary company where the schedule of repayment of principal and payment of interest has been stipulated and the repayment or receipt of principal and interest has not yet fallen due for payment.

(iv) In respect of loan granted to one of the wholly owned subsidiaries in earlier years, the schedule of repayment of principal and payment of interest has been stipulated. During the current year, the repayment of principal and payment of interest on loan given has not been received as per the terms of the agreement and has been extended during the year and accordingly the payment of interest and principal will now fall due in the next and subsequent years respectively.

(v) In respect of loans granted to employees in the current year and in earlier years, the schedule of repayment of principal and payment of interest has been stipulated and the repayment or receipts are regular.

(d) There are no amounts of loans and advances in the nature of loans granted to companies, firms, limited liability partnerships or any other parties which are overdue for more than ninety days.

(e) There were no loans or advance in the nature of loan granted to companies, firms, Limited Liability Partnerships or any other parties which was fallen due during the year, that have been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties except for a loan given to a wholly owned subsidiary which had been extended to settle the loan which had fallen due during the year.

The aggregate amount of such dues extended and the percentage of the aggregate to the total loans or advances in the nature of loans granted during the year are as follows:

| Name of Parties | Aggregate amount of loans or advances in the nature of loans granted during the year | Aggregate overdue amount settled by renewal or extension or by fresh loans granted to same parties* | Percentage of the aggregate to the total loans or advances in the nature of loans granted during the year* |
|---|---|---|---|
| Emami Lanka (Pvt) Limited | 504.25 lacs | 504.25 lacs | 100% |

* The amount presented is before adjusting the provision for expected credit loss amounting to ₹481.23 lacs.

(f) The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company.

(iv) Loans, investments, guarantees and security in respect of which provisions of sections 185 and 186 of the Companies Act, 2013 are applicable have been complied with by the Company.

(v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.

(vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.

(vii) (a) Undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess and other material statutory dues applicable to the Company have generally been regularly deposited with the appropriate authorities though there has been a slight delay in a few cases. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

(b) The dues of goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess, and other material statutory dues have not been deposited on account of any dispute, are as follows:

| Name of the statute | Nature of dues | Amount (₹ in lacs)* | Period to which the amount relates (Financial Year) | Forum where dispute is pending |
|---|---|---|---|---|
| Sales Tax and Central Sales Tax | Various Sales tax related matters | 2,643.58 | 1989-90, 1993-94 to 2007-08, 2009-10 to 2015-17 | Supreme Court, High Court, Tribunal, DC(Appeal), Jt. Commissioner (Appeals), Appellate Deputy Commissioner, AC |
| The Central Excise Act, 1994 | Excise duty demand | 0.25 | 2013-14 | Assistant Commissioner |
| MP Entry Tax Act, 1976 | Entry Tax demand | 40.33 | 2001-02 | Supreme Court |
| The West Bengal Tax on Entry of Goods into Local Areas Act, 2012. | Entry Tax demand | 622.82 | 2013-14 to 2016-17 | High Court |
| Customs Act, 1962 | Custom Duty demand | 25.06 | 2008-09 | CESTAT |
| Service Tax (Finance Act, 1994) | Service tax demand | 694.26 | 2011-12, 2014-15 to 2017-18 | CESTAT/ Commissioner (A) |
| Goods and Services Tax Act, 2017 | GST Demand | 168.58 | 2017-18 to 2022-23 | Joint Commissioner (Appeals) |

* Net of amount deposited on account of dispute.

(viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.

(ix) (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.

(c) The Company did not have any term loans outstanding during the year hence, the requirement to report on clause (ix)(c) of the Order is not applicable to the Company.

(d) On an overall examination of the financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries or associates.

(f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries or associate companies. Hence, the requirement to report on clause (ix)(f) of the Order is not applicable to the Company.

(x) (a) The Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.

(b) The Company has not made any preferential allotment or private placement of shares /fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.

(xi) (a) No fraud by the Company or no material fraud on the Company has been noticed or reported during the year.

(b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by cost auditor/ secretarial auditor or by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.

(xii) The Company is not a Nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(a), (b) and (c) of the Order is not applicable to the Company.

(xiii) Transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the standalone financial statements, as required by the applicable accounting standards.

(xiv) (a) The Company has an internal audit system commensurate with the size and nature of its business.

(b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.

(xv) The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.

(xvi) (a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.

(b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities. Accordingly, the requirement to report on clause (xvi)(b) of the Order is not applicable to the Company.

(c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi)(c) of the Order is not applicable to the Company.

(d) The Group has total two Core Investment Companies as part of the Group.

(xvii) The Company has not incurred cash losses in the current year as well as in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.

(xix) On the basis of the financial ratios disclosed in note 3.63 to the standalone financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) (a) In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Companies Act (the Act), in compliance with second proviso to sub section 5 of section 135 of the Act. This matter has been disclosed in note 3.53 to the standalone financial statements.

(b) All amounts that are unspent under section (5) of section 135 of Companies Act, pursuant to any ongoing project, has been transferred to special account in compliance of with provisions of sub section (6) of section 135 of the said Act. This matter has been disclosed in note 3.53 to the standalone financial statements.

For **S.R. BATLIBOI & CO. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per **Sanjay Kumar Agarwal**
Partner
Membership Number: 060352
UDIN: 24060352BKFTFW5083

Place: Kolkata
Date: May 29, 2024

# Annexure 2 to the Independent Auditor's Report of even date on the standalone financial statements of Emami Limited

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

We have audited the internal financial controls with reference to standalone financial statements of Emami Limited ("the Company") as of March 31, 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

## Management's Responsibility for Internal Financial Controls

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

## Auditor's Responsibility

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

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

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

## Meaning of Internal Financial Controls With Reference to these Standalone Financial Statements

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

## Inherent Limitations of Internal Financial Controls With Reference to Standalone Financial Statements

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

## Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

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per **Sanjay Kumar Agarwal**
Partner
Membership Number: 060352
UDIN: 24060352BKFTFW5083

Place of Signature: Kolkata
Date: May 29, 2024

# Standalone Balance Sheet

as at March 31, 2024

₹ in Lacs

| | Notes | As at March 31, 2024 | | As at March 31, 2023 | |
|---|---|---|---|---|---|
| **ASSETS** | | | | | |
| **1. Non-Current Assets** | | | | | |
| (a) Property, Plant and Equipment | 3.1 | 55,783.13 | | 60,716.51 | |
| (b) Capital Work-in-Progress | 3.1 | 458.04 | | 112.73 | |
| (c) Investment Properties | 3.2 | 4,195.46 | | 4,330.30 | |
| (d) Intangible Assets | 3.3 | 34,291.11 | | 42,549.27 | |
| (e) Right of Use Assets | 3.4 | 1,690.84 | | 1,223.93 | |
| (f) Intangible Assets under Development | 3.3 | 60.54 | | 57.32 | |
| (g) Financial Assets | | | | | |
| (i) Investments | 3.5 | 39,868.32 | | 27,819.02 | |
| (ii) Loans | 3.6 | 209.87 | | 1,029.12 | |
| (iii) Other Financial Assets | 3.7 | 2,202.75 | | 2,621.48 | |
| (h) Deferred Tax Assets (Net) | 3.8 | 43,551.16 | | 36,164.50 | |
| (i) Other Non-Current Assets | 3.9 | 717.77 | 1,83,028.99 | 592.65 | 1,77,216.83 |
| **2. Current Assets** | | | | | |
| (a) Inventories | 3.10 | 26,826.26 | | 29,209.32 | |
| (b) Financial Assets | | | | | |
| (i) Investments | 3.11 | 16,103.95 | | 11,336.88 | |
| (ii) Trade Receivables | 3.12 | 28,304.84 | | 25,969.71 | |
| (iii) Cash and Cash Equivalents | 3.13 | 2,771.23 | | 2,632.17 | |
| (iv) Bank balance other than (iii) above | 3.14 | 6,343.33 | | 6,947.50 | |
| (v) Loans | 3.15 | 227.04 | | 273.10 | |
| (vi) Other Financial Assets | 3.16 | 7,457.70 | | 7,428.99 | |
| (c) Other Current Assets | 3.17 | 13,603.57 | 1,01,637.92 | 14,123.14 | 97,920.81 |
| **TOTAL ASSETS** | | | **2,84,666.91** | | **2,75,137.64** |
| **EQUITY AND LIABILITIES** | | | | | |
| **Equity** | | | | | |
| (a) Equity Share Capital | 3.18 | 4,365.00 | | 4,411.50 | |
| (b) Other Equity | 3.19 | 2,33,932.33 | 2,38,297.33 | 2,21,958.44 | 2,26,369.94 |
| **Liabilities** | | | | | |
| **1. Non-Current Liabilities** | | | | | |
| (a) Financial Liabilities | | | | | |
| (i) Lease Liabilities | 3.20 | 751.31 | | 474.50 | |
| (ii) Other Financial Liabilities | 3.21 | 686.25 | | 687.85 | |
| (b) Provisions | 3.22 | 1,022.44 | | 2,232.18 | |
| (c) Other Non-Current Liabilities | 3.23 | 1,466.57 | 3,926.57 | 1,612.97 | 5,007.50 |
| **2. Current Liabilities** | | | | | |
| (a) Financial Liabilities | | | | | |
| (i) Borrowings | 3.24 | 738.85 | | 1,073.16 | |
| (ii) Lease Liabilities | 3.25 | 733.25 | | 505.46 | |
| (iii) Trade Payables | 3.26 | | | | |
| Total outstanding dues of Micro Enterprises & Small Enterprises | | 3,245.18 | | 2,854.53 | |
| Total outstanding dues of creditors other than Micro Enterprises & Small Enterprises | | 20,714.68 | | 21,429.11 | |
| (iv) Other Financial Liabilities | 3.27 | 7,532.71 | | 9,331.72 | |
| (b) Other Current Liabilities | 3.28 | 2,738.03 | | 2,010.87 | |
| (c) Provisions | 3.29 | 5,683.21 | | 5,268.15 | |
| (d) Current Tax Liabilities (Net) | 3.30 | 1,057.10 | 42,443.01 | 1,287.20 | 43,760.20 |
| **TOTAL EQUITY AND LIABILITIES** | | | **2,84,666.91** | | **2,75,137.64** |
| **Summary of Material Accounting Policies** | 2 | | | | |

The accompanying notes are an integral part of these standalone financial statements

As per our report of even date attached

For **S. R. BATLIBOI & Co. LLP**
Chartered Accountants
Firm Registration No: 301003E/E300005

per **Sanjay Kumar Agarwal**
Partner
Membership No: 060352

Kolkata
May 29, 2024

For and on behalf of the Board of Directors of Emami Limited
CIN : L63993WB1983PLC036030

**R S Goenka**
Chairman
DIN: 00152880

**H V Agarwal**
Vice-Chairman & Managing Director
DIN: 00150089

**Mohan Goenka**
Vice-Chairman & Whole Time Director
DIN: 00150034

**N H Bhansali**
CEO –Finance, Strategy & Business Development and CFO
FCA No: 055211

**Sandeep Kumar Sultania**
Company Secretary, Compliance Officer & VP – Sales Commercial
ACS No: A13546

# Standalone Statement of Profit and Loss

for the year ended March 31, 2024

₹ in Lacs

| | | Notes | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|---|---|---|---|---|
| **INCOME** | | | | |
| Revenue from Operations | | 3.31 | 2,92,157.05 | 2,90,682.55 |
| Other Income | | 3.32 | 6,924.44 | 4,799.97 |
| **Total Income** | **(A)** | | **2,99,081.49** | **2,95,482.52** |
| **EXPENSES** | | | | |
| Cost of Materials Consumed | | 3.33 | 72,030.67 | 78,814.14 |
| Purchases of Stock-in-Trade | | | 23,604.29 | 22,654.50 |
| Decrease in Inventories of Finished Goods, Stock-in-Trade and Work-in- Progress | | 3.34 | 188.44 | 3,312.12 |
| Employee Benefits Expense | | 3.35 | 31,876.24 | 29,692.56 |
| Other Expenses | | 3.37 | 79,258.60 | 78,465.21 |
| **Total Expenses before Interest, Depreciation & Amortisation and Tax** | **(B)** | | **2,06,958.24** | **2,12,938.53** |
| **Earnings before Interest, Depreciation & Amortisation and Tax** | **(A-B)** | | **92,123.25** | **82,543.99** |
| Finance Costs | **(C)** | 3.36 | 212.39 | 372.54 |
| Depreciation & Amortisation Expense: | **(D)** | | | |
| a) Amortisation of Intangible Assets | | 3.3 | 8,374.49 | 12,637.75 |
| b) Depreciation of Property, Plant & Equipment | | 3.1 & 3.2 | 7,360.54 | 8,252.41 |
| c) Depreciation of Right of Use Assets | | 3.4 | 921.89 | 648.33 |
| **Total Expenses before Tax** | **(B+C+D)=E** | | **2,23,827.55** | **2,34,849.56** |
| **Profit before Exceptional Items and Tax** | **(A-E)=F** | | **75,253.94** | **60,632.96** |
| Exceptional Items | (G) | 3.60 | 589.54 | - |
| **Profit Before Tax** | **(A-E)=F** | | **74,664.40** | **60,632.96** |
| **Tax Expense:** | **(G)** | 3.48 | | |
| Current Tax (MAT) | | | 12,830.14 | 11,077.00 |
| MAT Credit Entilement | | | (7,667.66) | (8,554.00) |
| Deferred Tax Charge | | | 163.29 | 760.00 |
| **Profit for the year** | **(F-G)=H** | | **69,338.63** | **57,349.96** |
| **Other Comprehensive Income** | | | | |
| Items that will not be reclassified to Profit or Loss in subsequent periods | | | | |
| Gain / (Loss) on Equity Instrument through Other Comprehensive Income | | | 170.84 | (4,112.03) |
| Gain / (Loss) on Remeasurement of the net defined benefit liability/asset | | | 380.63 | (87.55) |
| Income tax relating to remeasurement of the net defined benefit asset/liability | | | (133.01) | 15.30 |
| **Total Other Comprehensive Income for the year (net of tax)** | | | **418.46** | **(4,184.28)** |
| **Total Comprehensive Income for the year** | | | **69,757.09** | **53,165.68** |
| Earnings Per Equity Share | | 3.58 | | |
| (1) Basic (Face Value of ₹1 each) | | | 15.86 | 13.00 |
| (2) Diluted (Face Value of ₹1 each) | | | 15.86 | 13.00 |
| **Summary of Material Accounting Policies** | | 2 | | |

The accompanying notes are an integral part of these standalone financial statements
As per our report of even date attached

For **S. R. BATLIBOI & Co. LLP**
Chartered Accountants
Firm Registration No: 301003E/E300005

per **Sanjay Kumar Agarwal**
Partner
Membership No: 060352

Kolkata
May 29, 2024

For and on behalf of the Board of Directors of Emami Limited
CIN : L63993WB1983PLC036030

**R S Goenka**
Chairman
DIN: 00152880

**H V Agarwal**
Vice-Chairman & Managing Director
DIN: 00150089

**Mohan Goenka**
Vice-Chairman & Whole Time Director
DIN: 00150034

**N H Bhansali**
CEO –Finance, Strategy & Business Development and CFO
FCA No: 055211

**Sandeep Kumar Sultania**
Company Secretary, Compliance Officer & VP – Sales Commercial
ACS No: A13546

# Standalone Statement of Changes in Equity

for the year ended March 31, 2024

## A. EQUITY SHARE CAPITAL

₹ in Lacs

| Particulars | As at March 31, 2024 | | As at March 31, 2023 | |
|---|---|---|---|---|
| | No. of Shares | Amount | No. of Shares | Amount |
| **Equity shares of ₹1 each issued, subscribed and fully paid** | | | | |
| **As at April 01** | **44,11,50,000** | **4,411.50** | **44,11,50,000** | **4,411.50** |
| Buyback of Shares (Refer Note No. 3.56) | (46,50,000) | (46.50) | - | - |
| **As at March 31** | **43,65,00,000** | **4,365.00** | **44,11,50,000** | **4,411.50** |

## B. OTHER EQUITY

**For the year ended March 31, 2024**

₹ in Lacs

| Particulars | Reserves & Surplus | | | | Items of Other Comprehensive Income | Total |
|---|---|---|---|---|---|---|
| | Capital Reserve | Retained Earnings | General Reserve | Capital Redemption Reserve | Investment in Equity Instrument through Other Comprehensive Income | |
| **As at April 01, 2023** | **79.64** | **1,38,669.56** | **74,526.22** | **127.85** | **8,555.17** | **2,21,958.44** |
| Profit for the Year | - | 69,338.63 | - | - | - | 69,338.63 |
| **Other Comprehensive Income** | | | | | | |
| Fair value gain on Equity instrument through other comprehensive income | - | - | - | - | 170.84 | 170.84 |
| Remeasurement of the net defined benefit liability/ asset | - | 380.63 | - | - | - | 380.63 |
| Income tax relating to remeasurement of the net defined benefit asset/liability | - | (133.01) | - | - | - | (133.01) |
| **Total Comprehensive Income** | **-** | **69,586.25** | **-** | **-** | **170.84** | **69,757.09** |
| Interim Dividend Paid# | - | (34,920.00) | - | - | - | (34,920.00) |
| Amount transferred to Capital redemption reserve upon Buyback of Equity Shares @ | - | - | (46.50) | 46.50 | - | - |
| Buy back of shares @ | - | - | (22,863.20) | - | - | (22,863.20) |
| **As at March 31, 2024** | **79.64** | **1,73,335.81** | **51,616.52** | **174.35** | **8,726.01** | **2,33,932.33** |

# Standalone Statement of Changes in Equity

for the year ended March 31, 2024

**For the year ended March 31, 2023**

₹ in Lacs

| Particulars | Reserves & Surplus | | | | Items of Other Comprehensive Income | Total |
|---|---|---|---|---|---|---|
| | Capital Reserve | Retained Earnings | General Reserve | Capital Redemption Reserve | Investment in Equity Instrument through Other Comprehensive Income | |
| **As at April 01, 2022** | **79.64** | **1,16,683.85** | **74,625.56** | **127.85** | **12,667.20** | **2,04,184.10** |
| Profit for the Year | - | 57,349.96 | - | - | - | 57,349.96 |
| **Other Comprehensive Income** | | | | | | |
| Fair value gain on Equity instrument through other comprehensive income | - | - | - | - | (4,112.03) | (4,112.03) |
| Remeasurement of the net defined benefit liability/ asset | - | (87.55) | - | - | - | (87.55) |
| Income tax relating to remeasurement of the net defined benefit asset/liability | - | 15.30 | - | - | - | 15.30 |
| **Total Comprehensive Income** | **-** | **57,277.71** | **-** | **-** | **(4,112.03)** | **53,165.68** |
| Interim Dividend Paid# | - | (35,292.00) | - | - | - | (35,292.00) |
| Buy back of shares @ | - | - | (99.34) | - | - | (99.34) |
| **As at March 31, 2023** | **79.64** | **1,38,669.56** | **74,526.22** | **127.85** | **8,555.17** | **2,21,958.44** |

**# Refer Note No : 3.49**

**@ Refer Note No : 3.56**

**Refer Note No. 3.19 for nature & purposes of Reserves**

The accompanying notes are an integral part of these standalone financial statements

As per our report of even date attached

For **S. R. BATLIBOI & Co. LLP**
Chartered Accountants
Firm Registration No: 301003E/E300005

per **Sanjay Kumar Agarwal**
Partner
Membership No: 060352

Kolkata
May 29, 2024

For and on behalf of the Board of Directors of Emami Limited
CIN : L63993WB1983PLC036030

**R S Goenka**
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DIN: 00150034

**N H Bhansali**
CEO –Finance, Strategy & Business Development and CFO
FCA No: 055211

**Sandeep Kumar Sultania**
Company Secretary, Compliance Officer & VP – Sales Commercial
ACS No: A13546

# Standalone Statement of Cash Flows

for the year ended March 31, 2024

₹ in Lacs

| | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|---|---|---|
| **A. CASH FLOW FROM OPERATING ACTIVITIES :** | | |
| **PROFIT BEFORE TAX** | **74,664.40** | **60,632.96** |
| **Adjustments for :** | | |
| Profit on Sale/Fair Value of mutual funds and AIF (Net) | (1,686.78) | (547.38) |
| Depreciation and Amortisation Expenses | 16,656.92 | 21,538.49 |
| Finance Costs | 212.39 | 372.54 |
| Interest income on Loans & Deposits | (878.03) | (832.94) |
| Profit on Sale/Disposal of Property, Plant & Equipments (Net) | (362.77) | (473.53) |
| Dividend Income from equity investment carried at fair value through OCI | (127.14) | (127.14) |
| Sundry balances written off/(back) (Net) | (2.71) | (124.85) |
| Unrealised Foreign Exchange Loss/(Gain) (Net) | (47.91) | 238.31 |
| Dividend Income from equity investment carried at cost | (1,045.50) | - |
| Profit on Derivative Instruments | - | (334.49) |
| Provision for doubtful trade receivables | 494.09 | 488.32 |
| Loss on Impairment of Investment in subsidiary | 337.28 | 3,188.64 |
| Gain on reversal of provision for financial guarantee obligation | (1,847.97) | (852.12) |
| Profit on fair value of investment in CCPS | (42.29) | (652.83) |
| Provision for Doubtful Receivables | 31.36 | 30.58 |
| **Cash Generated from operations before working capital changes** | **86,355.34** | **82,544.56** |
| **Adjustments for working capital changes :** | | |
| Increase/(Decrease) in Trade Payables and Other Liabilities | 666.89 | (5,261.54) |
| Decrease in Inventories | 2,383.06 | 3,661.89 |
| (Increase) in Trade Receivables | (2,729.15) | (6,195.96) |
| Decrease in Loans and Other Financial Assets | 285.68 | 5,421.86 |
| Decrease in Other Non Financial Assets | 507.33 | 3,010.44 |
| (Decrease)/Increase in Provisions | (414.05) | 713.47 |
| | **699.76** | **1,350.16** |
| **CASH GENERATED FROM OPERATIONS** | **87,055.10** | **83,894.72** |
| Less : Direct Taxes Paid (net of refund) | 13,075.54 | 10,798.73 |
| **NET CASH FLOW GENERATED FROM OPERATING ACTIVITIES** | **73,979.56** | **73,095.99** |
| **B. CASH FLOW FROM INVESTING ACTIVITIES :** | | |
| Purchase of Property, Plant & Equipment & Intangible Assets (Including Capital Work-in-Progress and Intangible Assets under Development) | (3,143.48) | (3,183.07) |
| Proceeds from Sale of Property, Plant & Equipment | 504.28 | 1,041.84 |
| Interest Received | 683.75 | 581.77 |
| Dividend Received | 1,172.64 | 127.14 |
| Purchases of Current Investments | (1,95,750.00) | (2,04,307.21) |
| Proceeds from Sale of Current Investments | 1,92,427.60 | 1,97,479.23 |
| Investment in Compulsorily Convertible Preference Shares | (644.98) | - |

# Standalone Statement of Cash Flows

for the year ended March 31, 2024

₹ in Lacs

| | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|---|---|---|
| Investment in Equity Shares of Associate | (9,456.14) | (280.00) |
| Investment in Subsidiary Company {Refer Note No. 3.5(b)} | (43.03) | (1,300.00) |
| Investment in Alternative Investment Fund (AIF) | (580.00) | (414.82) |
| Proceeds from Alternative Investment Fund (AIF) | 2,000.65 | - |
| Loans given to Subsidiary Company {Refer Note No. 3.5(b)} | (900.00) | (300.00) |
| Loans given to other Body Corporate {Refer Note No. 3.5(c)} | (1,500.00) | - |
| Deposits made | (12,000.05) | (7,003.55) |
| Proceeds from maturity of Deposits | 8,000.05 | 7,000.00 |
| **NET CASH FLOW USED IN INVESTING ACTIVITIES** | **(19,228.71)** | **(10,558.67)** |
| **C. CASH FLOW FROM FINANCING ACTIVITIES** | | |
| Repayment of Short Term Borrowings | (2,759.16) | (23,223.22) |
| Proceeds from Short Term Borrowings | 1,800.00 | 22,938.53 |
| Buy Back of Shares including Transaction Costs and Taxes | (22,909.70) | (99.34) |
| Transfer (to) /from Escrow Account | 4,650.00 | (4,650.00) |
| Interest Paid | (213.58) | (294.66) |
| Dividend Paid | (34,920.00) | (35,292.00) |
| Payment of Principal Portion of Lease Liabilites | (884.20) | (696.80) |
| Cash Credit (repaid)/taken (Net) (Including working capital demand loan) | 624.85 | (19,900.00) |
| **NET CASH USED IN FINANCING ACTIVITIES** | **(54,611.79)** | **(61,217.49)** |
| **NET INCREASE IN CASH & CASH EQUIVALENTS (A+B+C)** | **139.06** | **1,319.83** |
| Add- CASH & CASH EQUIVALENTS- OPENING BALANCE | 2,632.17 | 1,312.34 |
| CASH & CASH EQUIVALENTS- CLOSING BALANCE | 2,771.23 | 2,632.17 |
| **Cash & Cash Equivalents includes:** | | |
| Balances with Banks | | |
| - In Current Accounts | 1,752.38 | 1,116.17 |
| - Deposits with Original Maturity of less than three Months | 1,000.00 | 1,500.00 |
| Cash on Hand | 18.85 | 15.83 |
| Cheques in hand | - | 0.17 |
| **Total Cash & Cash Equivalents (Refer Note No. : 3.13)** | **2,771.23** | **2,632.17** |

Refer Note 3.13A for Changes in liabilities arising from financing activities and for non-cash financing activities.
The accompanying notes are an integral part of these standalone financial statements

As per our report of even date attached

For **S. R. BATLIBOI & Co. LLP**
Chartered Accountants
Firm Registration No: 301003E/E300005

For and on behalf of the Board of Directors of Emami Limited
CIN : L63993WB1983PLC036030

**R S Goenka**
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per **Sanjay Kumar Agarwal**
Partner
Membership No: 060352

**N H Bhansali**
CEO –Finance, Strategy &
Business Development and CFO
FCA No: 055211

**Sandeep Kumar Sultania**
Company Secretary, Compliance Officer
& VP – Sales Commercial
ACS No: A13546

Kolkata
May 29, 2024

# Notes to Standalone Financial Statements

as at & for the year ended March 31, 2024

## 1. Company Overview

Emami Limited ("the Company") is one of India's leading FMCG Companies engaged in manufacturing & marketing of personal care & healthcare products with an enviable portfolio of household brand names such as Boro Plus, Navratna, Fair and Handsome, Zandu Balm, Kesh King, Zandu Pancharishta, Mentho Plus Balm, Dermicool and others.

The Company is a public limited company domiciled in India and is primarily listed on the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE). The registered office of the Company is located at 687, Anandapur, E.M. Bypass, Kolkata, West Bengal.

## 2.1. Basis of Preparation

The standalone Ind AS financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013. These standalone Ind AS financial statements are prepared under the historical cost convention on the accrual basis except for following assets and liabilities which have been measured at fair value amount :

a) Derivative financial instruments

b) Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments)

c) Defined benefit plans – plan asset

The Company has prepared the financial statements on the basis that it will continue to operate as a going concern.

The standalone Ind AS financial statements were approved for issue in accordance with the resolution of the Board of Directors on May 29, 2024.

## 2.2. Summary of Material Accounting Policies

### a. Revenue Recognition

#### Revenue from contract with customers

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements, because it typically controls the goods or services before transferring them to the customer.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts, volume rebates offered by the Company as part of the contract, excluding amounts collected on behalf of third parties like outgoing sales taxes including goods and service tax. Revenue from sale of goods is recognised at the point in time when control of the goods is transferred to the customer and the amount of revenue can be measured reliably and recovery of the consideration is probable. Trade receivables that do not contain a significant financing component are measured at transaction price.

The Company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the Company regardless of when the payment is being made.

The specific recognition criteria described below must also be met before revenue is recognised.

# Notes to Standalone Financial Statements

as at & for the year ended March 31, 2024

### Sale of Products

Revenue from sale of products is recognized when the Company transfers the control of goods to the customer as per the terms of contract. The Company considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price, the Company considers the effects of variable consideration, the existence of significant financing component, non-cash considerations and consideration payable to the customer (if any). In case of domestic sales, the Company believes that the control gets transferred to the customer on dispatch of the goods from the factory/depot and in case of exports, revenue is recognised on passage of control as per the terms of contract / incoterms.

### Variable consideration

**Volume rebates**

Variable consideration in the form of volume rebates is recognised at the time of sale made to the customers and are offset against the amounts payable by them. To estimate the variable consideration for the expected future rebates, the Company applies the expected value method or most likely method. The selected method that best predicts the amount of variable consideration is primarily driven by the number of volume thresholds contained in the contract. The most likely amount is used for those contracts with a single volume threshold, while the expected value method is used for those with more than one volume threshold. The Company then applies the requirements on constraining estimates of variable consideration and recognises a liability for the expected future rebates.

**Rights of return**

A majority of sales contract generally provide a customer a right to return an item within a limited period of time for certain reasons. Revenue is recognized to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognized will not occur. Thus, the amount of revenue recognized is adjusted for expected returns, which are estimated based on the historical data for each specific type of customers. In these circumstances, a refund liability and a right to receive returned goods (and corresponding adjustment to cost of sales) are recognized. The entity measures right to receive returned goods at the carrying amount of the inventory sold less any expected costs to recover goods. The refund liability is presented under the head "Provisions" on the Balance Sheet. The Company reviews its estimate of expected returns at each reporting date and updates the amounts of the asset and liability accordingly.

### Contract balances

**Trade receivables**

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

**Advance from customer**

Advance from customer is the obligation to transfer goods or services to a customer for which the Company has received consideration from the customer. Advance from customer is recognised as revenue when the Company performs under the contract.

**Provision for rebates and damage return**

Provision for rebates and damage return is the obligation to refund some or all of the consideration received (or receivable) from the customer and is measured at the amount the Company ultimately expects it will have to return to the customer. The Company updates its estimates of Provision for rebates and damage return (and the corresponding change in the transaction price) at the end of each reporting period.

## b. Property, Plant & Equipment

Capital work in progress, plant and equipment are stated at acquisition cost, less accumulated depreciation and accumulated impairment loss, if any. The cost of Property, Plant & Equipment comprises of its purchase price, including import duties and other non-refundable taxes or levies and any directly attributable cost of bringing the asset to its working condition for its intended use. Interest and other financial charges on loans borrowed specifically for acquisition of qualifying assets are capitalised till it get ready for its intended use.

When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in the Statement of Profit or Loss as incurred.

Depreciation is provided on the straight line method over the estimated useful lives of assets and are in line with the requirements of Part C of Schedule II of the Companies Act, 2013, except certain items of building and plant & machinery as detailed in next paragraph. The estimated useful lives are as follows

| | |
|---|---|
| Factory Building | 30 Years |
| Non-factory Buildings (including Roads) | 5 - 60 Years |
| Plant & Machinery* | 7-15 Years |
| Furniture & Fixtures | 10 Years |
| Office Equipment | 3-5 Years |
| Computers | 3-6 Years |
| Vehicles | 8 Years |

Freehold land is not depreciated.

*Block, Dies & Moulds (other than High-End Moulds) are depreciated @100% on pro rata basis.

The Company, based on assessment made by technical expert and management estimate, depreciates certain items of building and plant and equipment over 20 years and 3 - 10 years respectively. These estimated useful lives are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as 'Capital Advances' under other 'Non-Current Assets'.

An item of property, plant and equipment and any significant part initially recognised is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. The cost and related accumulated depreciation are eliminated from the financial statements upon derecognition and the resultant gains or losses are recognized in the Statement of Profit & Loss.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate. In particular, the Company considers the impact of health, safety and environmental legislation in its assessment of expected useful lives and estimated residual values.

### c. Investment Property

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and are stated at cost less accumulated depreciation and accumulated impairment loss, if any. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably.

The cost includes the cost of replacing parts and borrowing costs for long-term construction projects if the recognition criteria are met. All other repair and maintenance costs are recognised in the Statement of Profit & Loss as incurred.

The Company depreciates building component of investment property on the straight line method over the estimated useful life of 60 years from the date of original purchase and are in line with the requirements of Part C of Schedule II of the Companies Act, 2013.

# Notes to Standalone Financial Statements

as at & for the year ended March 31, 2024

Though the Company measures investment property using cost based measurement, the fair value of investment property is disclosed in the notes. Fair values are determined based on an annual evaluation performed internally by the Company.

Investment properties are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period of derecognition.

Transfers are made to (or from ) investment properties only when there is a change in use. Transfer between investment property, owner-occupied property and inventories do not change the carrying amount of the property transferred and they do not change the cost of that property for measurement or disclosure purpose.

## d. Intangible Assets

Intangible Assets acquired separately are measured on initial recognition at cost. Intangible Assets acquired in a business combination is valued at their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses, if any.

The useful lives of Intangible Assets are assessed as either finite or indefinite.

Intangible Assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an Intangible Asset with a finite useful life are reviewed at the end of each reporting period. The amortisation expense on Intangible Assets with finite lives is recognised in the Statement of Profit & Loss. The Company amortises intangible assets over their estimated useful lives using the straight line method.

The estimated useful lives of assets are as follows:

| | |
|---|---|
| Softwares & Licences | 6 Years |
| Brand & Trademarks (Acquired) | 7 Years |
| Copy Rights (Acquired) | 7 Years |

Intangible Assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit & Loss when the asset is derecognised.

## e. Research & Development Cost

Research costs are expensed as incurred. Development expenditures on an individual project are recognised as an intangible asset when the Company can demonstrate:

- The technical feasibility of completing the intangible asset so that the asset will be available for use or sale
- Its intention to complete and its ability and intention to use or sell the asset
- How the asset will generate future economic benefits
- The availability of resources to complete the asset
- The ability to measure reliably the expenditure during development

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised over the period of expected future benefit.

During the period of development, the asset is tested for impairment annually.

## f. Inventories

Inventories are valued at the lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

i) Raw materials, Packing materials and Stores & Spares: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on moving weighted average method.

ii) Finished goods and work in progress: cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity. Cost is determined on moving weighted average method.

iii) Stock in trade: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on moving weighted average basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

## g. Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

Impairment losses of continuing operations, including impairment on inventories, are recognised in the Statement of Profit and Loss.

A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit or loss.

The Company assesses where climate risks could have a significant impact, such as the introduction of emission-reduction legislation that may increase manufacturing costs, etc. These risks in relation to climate-related matters are included as key assumptions where they materially impact the measure of recoverable amount. These assumptions have been included in the cash-flow forecasts in assessing value-in-use amounts, as applicable.

## h. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

### Financial assets

**Initial recognition and measurement**

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

# Notes to Standalone Financial Statements

as at & for the year ended March 31, 2024

**Subsequent measurement**

**Financial instruments at amortised cost**

A 'financial instrument' is measured at the amortised cost if both the following conditions are met:

i) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

ii) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss.

**Equity investments**

All equity investments (excluding investments in subsidiaries and associates) in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at Fair Value Through Profit and Loss (FVTPL). For all other equity instruments, the Company makes an irrevocable election to present in Other Comprehensive Income (OCI) subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable. These equity shares are designated as Fair Value Through OCI (FVTOCI) as they are not held for trading and disclosing their fair value fluctuation in profit and loss will not reflect the purpose of holding.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

Investments in subsidiaries and associate are stated at cost less provision for impairment loss, if any. Investments are tested for impairment wherever event or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised under the head "Other Expenses" for the amount by which the carrying amount of investments exceeds its recoverable amount.

**Investment in mutual funds / alternate investment funds**

Investment in mutual funds / alternate investment funds falls within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

**Derivative Instruments**

Derivative Instruments are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period, with changes included in 'Other Income'/'Other Expenses'.

**Derecognition**

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

i) The rights to receive cash flows from the asset have expired, or

ii) The Company has transferred its rights to receive cash flows from the asset and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

**Income recognition**

**Interest Income -** Interest income from financial instruments is recognised using the effective interest rate method (EIR). The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

**Dividend -** Dividend is recognised in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

**Impairment of financial assets**

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

i) Financial assets that are financial instrument, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance

ii) Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115 (referred to as 'contractual revenue receivables' in these financial statements)

The Company follows 'simplified approach' for recognition of impairment loss allowance on Trade receivables or contract revenue receivables.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original Effective Interest Rate (EIR). Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the Statement of Profit and Loss. This amount is reflected under the head 'other expenses' (or 'other income') in the Statement of Profit and Loss.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

### Financial liabilities

**Initial recognition and measurement**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings or payables.

# Notes to Standalone Financial Statements

as at & for the year ended March 31, 2024

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

**Subsequent measurement**

**Loans and borrowings**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss.

**Derecognition**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

## i. Fair Value Measurement

The Company measures financial instruments, such as, equity instruments and derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

i) **Level 1** — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

ii) **Level 2** — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

iii) **Level 3** — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

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

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

### j. Cash & Cash Equivalents

Cash and Cash Equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, that are readily convertible to a known amount of cash and subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

### k. Leases

The company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

#### Company as a lessee

The company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

#### i) Right-of-use assets

The company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, are as follows:

Building 2 to 5 years

Leasehold Land is amortised over the period of lease ranging from 30 to 99 years.

If ownership of the leased asset transfers to the company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment

#### ii) Lease liabilities

At the commencement date of the lease, the company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the company and payments of penalties for terminating the lease, if the lease term reflects the company exercising the option to terminate.

Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is re-measured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a

# Notes to Standalone Financial Statements

as at & for the year ended March 31, 2024

change in the assessment of an option to purchase the underlying asset.

The company's lease liabilities are included in Other Financial Liabilities.

**iii) Short-term leases and leases of low-value assets**

The company applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low value assets are recognised as expense on a straight-line basis over the lease term.

## l. Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

## m. Employee Benefits

### Defined Contribution Plan

The Company makes contributions towards provident fund and superannuation fund to the regulatory authorities in a defined contribution retirement benefit plan for qualifying employees, where the Company has no further obligations. Both the employees and the Company make monthly contributions to the Provident Fund Plan equal to a specified percentage of the covered employee's salary.

### Defined Benefit Plan

i) In respect of certain employees, provident fund contributions are made to a Trust administered by the Company. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of the year and any shortfall in the fund size maintained by the Trust set up by the Company is additionally provided for.

ii) The Company operates a defined benefit gratuity plan in India, comprising of Gratuity fund with Life Insurance Corporation of India and Other Funds. The Company's liability is actuarially determined using the Projected Unit Credit method at the end of the year in accordance with the provision of Ind AS 19 - Employee Benefits.

The Company recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability. Gains and losses through re-measurements of the net defined benefit liability/(asset) are recognized in other comprehensive income and are not reclassified to profit or loss in subsequent periods. The effect of any plan amendments are recognized in the Statement of Profit & Loss.

The Company recognises the changes in the net defined benefit obligation like service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements and net interest expense or income, as an expense in the Statement of Profit and Loss.

**Other Long Term Employee Benefits**

The Company treats accumulated leaves expected to be carried forward beyond twelve months, as long term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the end of each financial year. This benefit is not funded except in Vapi, Dongari and Masat units, where the Leave Fund is with Life Insurance Corporation of India. The Company presents the leave as current liability in the balance sheet, to the extent it does not have an unconditional right to defer its settlement beyond 12 months after the reporting date. Where the Company has unconditional legal and contractual right to defer the settlement for the period beyond 12 months, the same is presented as non-current liability. Actuarial gains/losses are immediately taken to the Statement of Profit and Loss and are not deferred.

### n. Income Taxes

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities (DTL) are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences.
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences;
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

In assessing the recoverability of deferred tax assets, the Company relies on the same forecast assumptions used elsewhere in the financial statements and in other management reports, which, among other things, reflect the potential impact of climate-related development on the business, such as increased cost of production as a result of measures to reduce carbon emission, etc., as applicable in the respective scenarios.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability

# Notes to Standalone Financial Statements

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is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Current and Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current and Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Minimum alternate tax (MAT) paid in a year is charged to the Statement of Profit and Loss as current tax for the year. The deferred tax asset is recognised for MAT credit available only to the extent that it is probable that the concerned company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the company recognizes MAT credit as an asset, it is created by way of credit to the Statement of Profit and Loss and shown as part of deferred tax asset. The company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent that it is no longer probable that it will pay normal tax during the specified period.

One unit of the Company is entitled to tax holiday under the Income-tax Act, 1961 enacted in India. Accordingly, no deferred tax (asset or liability) relating to such units is recognized in respect of temporary differences which reverse during the tax holiday period. Deferred tax in respect of temporary differences which reverse after the tax holiday period is recognized in the year in which the temporary differences originate. However, the Company restricts recognition of deferred tax assets to the extent it is probable that sufficient future taxable income will be available against which such deferred tax assets can be realized.

## o. Foreign Currency Transactions & Translations

### Functional and presentation currency

The standalone financial statements are presented in INR, the functional currency of the Company. Items included in the financial statements of the Company are recorded using the currency of the primary economic environment in which the Company operates (the 'functional currency').

### Transaction and balances

Transactions in foreign currencies are initially recorded by the Company at their respective functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

## p. Provisions and Contingent Liabilities

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

### q. Government Grants

The Company recognizes government grants only when there is reasonable assurance that the conditions attached to them shall be complied with and the grants will be received. Grants related to assets are treated as deferred income and are recognized as other operating income in the Statement of profit & loss on a systematic and rational basis over the useful life of the asset. Grants related to income are recognized on a systematic basis over the periods necessary to match them with the related costs which they are intended to compensate and are deducted from the expense in the statement of profit & loss.

When the Company receives grants of non-monetary assets, the asset and the grant are recorded at fair value amounts and released to profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset i.e. by equal annual instalments.

Exports entitlements are recognised when the right to receive credit as per the terms of the schemes is established in respect of the exports made by the Company and when there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds.

### r. Earnings Per Share

Basic earnings per share is computed by dividing the net profit for the period attributable to the equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

### s. Current and non-current classification

Based on the time involved between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has identified twelve months as its operating cycle for determining current and non-current classification of assets and liabilities in the balance sheet.

### t. Dividend

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

### u. Measurement of EBITDA

The Company presents Earnings before Interest expense, Tax, Depreciation and Amortisation (EBITDA) in the statement of profit or loss; this is not specifically required by Ind AS 1. The terms EBITDA are not defined in Ind AS. Ind AS complaint Schedule III allows companies to present Line items, sub-line items and sub-totals shall be presented as an addition or substitution on the face of the Financial Statements when such presentation is relevant

# Notes to Standalone Financial Statements

as at & for the year ended March 31, 2024

to an understanding of the company's financial position or performance or to cater to industry/ sector-specific disclosure requirements or when required for compliance with the amendments to the Companies Act or under the Indian Accounting Standards.

Accordingly, the Company has elected to present earnings before interest expense, tax, depreciation and amortization (EBITDA) as a separate line item on the face of the Statement of Profit and Loss. The company measures EBITDA on the basis of profit/ (loss) from continuing operations. In its measurement, the Company does not include depreciation and amortization expense, finance costs and tax expense, but includes other income.

## v. Rounding of amounts

All amounts disclosed in the standalone Financial Statements and notes have been rounded off to the nearest Lakhs (with two places of decimal) as per the requirement of Schedule III, unless otherwise stated.

## w. New and amendments standards

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) Amendment Rules, 2023 dated March 31, 2023 to amend the following Ind AS which are effective for annual periods beginning on or after April 01, 2023. The Company applied for the first-time these amendments:

**Definition of Accounting Estimates - Amendments to Ind AS 8**

The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. It has also been clarified how entities use measurement techniques and inputs to develop accounting estimates.

The amendments had no impact on the Company's standalone financial statements.

**Disclosure of Accounting Policies - Amendments to Ind AS 1**

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.

The amendments have had an impact on the Company's disclosures of accounting policies, but not on the measurement, recognition or presentation of any items in the Company's financial statements.

**Deferred tax related to Assets and Liabilities arising from a Single Transaction - Amendments to Ind AS 12**

The amendments narrow the scope of the initial recognition exception under Ind AS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences such as leases.

The Company previously recognised for deferred tax on leases on a net basis. As a result of these amendments, the Group has recognised a separate deferred tax asset in relation to its lease liabilities and a deferred tax liability in relation to its right-of-use assets. Since, these balances qualify for offset as per the requirements of paragraph 74 of Ind AS 12, there is no impact in the balance sheet. There was also no impact on the opening retained earnings as at April 01, 2022.

## x. Standards notified but not yet effective

There are no standards that are notified and not yet effective as on the date.

# Notes to Standalone Financial Statements

as at & for the year ended March 31, 2024

## 3.1 PROPERTY PLANT & EQUIPMENT (CURRENT YEAR)

₹ in Lacs

| Particulars | Gross Block | | | | Depreciation | | | | Net Block | |
|---|---|---|---|---|---|---|---|---|---|---|
| | As at April 01, 2023 | Additions during the year | Disposals / Transfer | As at March 31, 2024 | As at April 01, 2023 | For the year | Disposals / Transfer | As at March 31, 2024 | As at March 31, 2024 | As at March 31, 2023 |
| Freehold Land [Refer Note (a) below] | 5,582.92 | - | (11.21) | 5,571.71 | - | - | - | - | 5,571.71 | 5,582.92 |
| Building (including roads) | 34,405.41 | 72.54 | (2.99) | 34,474.96 | 7,041.41 | 1,135.89 | (0.66) | 8,176.64 | 26,298.32 | 27,364.00 |
| Plant & Equipment | 61,413.22 | 1,261.03 | (341.48) | 62,332.77 | 37,005.92 | 5,200.10 | (271.49) | 41,934.53 | 20,398.24 | 24,407.30 |
| Furniture & Fixture | 2,395.00 | 43.68 | (27.79) | 2,410.89 | 1,618.22 | 185.95 | (27.79) | 1,776.38 | 634.51 | 776.78 |
| Office Equipment | 3,861.67 | 345.85 | (110.85) | 4,096.67 | 2,583.47 | 361.84 | (97.42) | 2,847.89 | 1,248.78 | 1,278.20 |
| Computers | 1,367.71 | 407.30 | (103.06) | 1,671.95 | 1,163.11 | 178.34 | (103.06) | 1,238.39 | 433.56 | 204.60 |
| Motor Vehicles | 1,875.55 | 303.43 | (32.37) | 2,146.61 | 772.84 | 203.97 | (28.21) | 948.60 | 1,198.01 | 1,102.71 |
| **Property, Plant & Equipment Total** | **1,10,901.48** | **2,433.83** | **(629.75)** | **1,12,705.56** | **50,184.97** | **7,266.09** | **(528.63)** | **56,922.43** | **55,783.13** | **60,716.51** |
| Capital Work-in-Progress | 112.73 | 450.39 | (105.08) | 458.04 | - | - | - | - | 458.04 | 112.73 |
| **Total** | **1,11,014.21** | **2,884.22** | **(734.83)** | **1,13,163.60** | **50,184.97** | **7,266.09** | **(528.63)** | **56,922.43** | **56,241.17** | **60,829.24** |

### (a) Title deeds of immovable property not held in name of the Company

| Relevant line item in the Balance sheet | Description of item of property | Gross carrying value (₹ in Lacs) | Title deeds held in the name of | Whether title deed holder is a promoter, director or relative of promoter/ director or employee of promoter/ director | Property held since which date | Reason for not being held in the name of the company |
|---|---|---|---|---|---|---|
| Property, Plant & Equipment | Freehold land | 12.00 | Uttam Keot / Dhanjyoti Deka | No | June 09, 2015 | These plots of land are having periodic patta, hence as per Assam Land rules, registration can be done of such land after completion of 10 years of "Purchase date/ Agreement date". |
| Property, Plant & Equipment | Freehold land | 4.35 | Gopal Chandra Kalita | No | June 09, 2015 | |

# Notes to Standalone Financial Statements

as at & for the year ended March 31, 2024

## 3.1 PROPERTY PLANT & EQUIPMENT (CURRENT YEAR) (Contd.)

### Capital Work-in-Progress (CWIP) ageing schedule - As at March 31, 2024

₹ in Lacs

| Capital Work-in-Progress | Amount in CWIP for a period of | | | | |
|---|---|---|---|---|---|
| | Less than 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | Total |
| Projects in progress | 450.40 | - | - | - | 450.40 |
| Projects temporarily suspended | - | - | 7.64 | - | 7.64 |

Note: There is no project whose completion is overdue or has exceeded its cost compared to its original plan, other than projects temporarily suspended.

## 3.2 INVESTMENT PROPERTIES (CURRENT YEAR)

₹ in Lacs

| Particulars | Gross Block | | | | Depreciation | | | | Net Block | |
|---|---|---|---|---|---|---|---|---|---|---|
| | As at April 01, 2023 | Additions during the year | Disposals / Transfer | As at March 31, 2024 | As at April 01, 2023 | For the year | Disposals / Transfer | As at March 31, 2024 | As at March 31, 2024 | As at March 31, 2023 |
| Building | 5,280.03 | - | (49.58) | 5,230.45 | 949.73 | 94.45 | (9.19) | 1,034.99 | 4,195.46 | 4,330.30 |
| | **5,280.03** | **-** | **(49.58)** | **5,230.45** | **949.73** | **94.45** | **(9.19)** | **1,034.99** | **4,195.46** | **4,330.30** |

Refer Note No. 3.45 for related disclosures.

## 3.3 INTANGIBLE ASSETS (CURRENT YEAR)

₹ in Lacs

| Particulars | Gross Block | | | | Amortisation & Impairment | | | | Net Block | |
|---|---|---|---|---|---|---|---|---|---|---|
| | As at April 01, 2023 | Additions / Being internally developed | Disposals / Transfer | As at March 31, 2024 | As at April 01, 2023 | For the year | Disposals / Transfer | As at March 31, 2024 | As at March 31, 2024 | As at March 31, 2023 |
| **Goodwill** | **1,050.00** | **-** | **-** | **1,050.00** | **1,050.00** | **-** | **-** | **1,050.00** | **-** | **-** |
| **Other Intangible Assets** | | | | | | | | | | |
| Software | 3,996.99 | 116.33 | - | 4,113.32 | 2,993.26 | 379.23 | - | 3,372.49 | 740.83 | 1,003.73 |
| Brands, Trade Marks & Others | 2,22,901.27 | - | - | 2,22,901.27 | 1,81,355.73 | 7,995.26 | - | 1,89,350.99 | 33,550.28 | 41,545.54 |
| **Other Intangible Assets Total** | **2,26,898.26** | **116.33** | **-** | **2,27,014.59** | **1,84,348.99** | **8,374.49** | **-** | **1,92,723.48** | **34,291.11** | **42,549.27** |
| Intangible Assets under Development | 57.32 | 18.95 | (15.73) | 60.54 | - | - | - | - | 60.54 | 57.32 |
| **Grand Total** | **2,28,005.58** | **135.28** | **(15.73)** | **2,28,125.13** | **1,85,398.99** | **8,374.49** | **-** | **1,93,773.48** | **34,351.65** | **42,606.59** |

### Intangible Assets Under Development (IAUD) ageing schedule - as at March 31, 2024

₹ in Lacs

| Intangible Assets Under Development | Amount in IAUD for a period of | | | | |
|---|---|---|---|---|---|
| | Less than 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | Total |
| Projects in progress | 15.32 | 45.22 | - | - | 60.54 |
| Projects temporarily suspended | - | - | - | - | - |

Note: There is no project whose completion is overdue or has exceeded its cost compared to its original plan.

## 3.4 RIGHT OF USE ASSETS (CURRENT YEAR)

₹ in Lacs

| Particulars | Land | Buildings | Total |
|---|---|---|---|
| **Gross Block as at April 01, 2023** | 314.51 | 1,784.17 | 2,098.68 |
| Additions | - | 1,388.80 | 1,388.80 |
| Deletions | - | (945.04) | (945.04) |
| **As at March 31, 2024** | **314.51** | **2,227.93** | **2,542.44** |
| **Accumulated Depreciation as at April 01, 2023** | 21.33 | 853.42 | 874.75 |
| Depreciation Expense | 5.33 | 916.56 | 921.89 |
| Deletions | - | (945.04) | (945.04) |
| **As at March 31, 2024** | **26.66** | **824.94** | **851.60** |
| Net Block as at April 01, 2023 | 293.18 | 930.75 | 1,223.93 |
| **As at March 31, 2024** | **287.85** | **1,402.99** | **1,690.84** |

Refer Note No. 3.50 for related disclosures.

## 3.1 PROPERTY PLANT & EQUIPMENT (PREVIOUS YEAR)

₹ in Lacs

| Particulars | Gross Block | | | | Depreciation | | | | Net Block | |
|---|---|---|---|---|---|---|---|---|---|---|
| | As at April 01, 2022 | Additions during the year | Disposals / Transfer | As at March 31, 2023 | As at April 01, 2022 | For the year | Disposals / Transfer | As at March 31, 2023 | As at March 31, 2023 | As at March 31, 2022 |
| Freehold Land [Refer Note (a) below] | 5,611.61 | - | (28.69) | 5,582.92 | - | - | - | - | 5,582.92 | 5,611.61 |
| Building (including roads) | 34,241.93 | 240.64 | (77.16) | 34,405.41 | 5,916.72 | 1,135.75 | (11.06) | 7,041.41 | 27,364.00 | 28,325.21 |
| Plant & Equipment | 60,438.09 | 1,845.42 | (870.29) | 61,413.22 | 31,482.21 | 6,081.04 | (557.33) | 37,005.92 | 24,407.30 | 28,955.88 |
| Furniture & Fixture | 2,349.05 | 68.58 | (22.63) | 2,395.00 | 1,415.56 | 219.31 | (16.65) | 1,618.22 | 776.78 | 933.49 |
| Office Equipment | 3,593.45 | 298.97 | (30.75) | 3,861.67 | 2,243.17 | 365.45 | (25.15) | 2,583.47 | 1,278.20 | 1,350.28 |
| Computers | 1,358.05 | 99.93 | (90.27) | 1,367.71 | 1,077.54 | 175.84 | (90.27) | 1,163.11 | 204.60 | 280.51 |
| Motor Vehicles | 1,526.29 | 605.11 | (255.85) | 1,875.55 | 735.99 | 179.69 | (142.84) | 772.84 | 1,102.71 | 790.30 |
| **Property, Plant & Equipment Total** | **1,09,118.47** | **3,158.65** | **(1,375.64)** | **1,10,901.48** | **42,871.19** | **8,157.08** | **(843.30)** | **50,184.97** | **60,716.51** | **66,247.28** |
| Capital Work-in-Progress | 127.76 | 13.77 | (28.80) | 112.73 | - | - | - | - | 112.73 | 127.76 |
| **Total** | **1,09,246.23** | **3,172.42** | **(1,404.44)** | **1,11,014.21** | **42,871.19** | **8,157.08** | **(843.30)** | **50,184.97** | **60,829.24** | **66,375.04** |

# Notes to Standalone Financial Statements

as at & for the year ended March 31, 2024

## 3.1 PROPERTY PLANT & EQUIPMENT (PREVIOUS YEAR) (Contd.)

### (a) Title deeds of immovable property not held in name of the Company

| Relevant line item in the Balance sheet | Description of item of property | Gross carrying value (₹ in Lacs) | Title deeds held in the name of | Whether title deed holder is a promoter, director or relative of promoter/ director or employee of promoter/ director | Property held since which date | Reason for not being held in the name of the company |
|---|---|---|---|---|---|---|
| Property, Plant & Equipment | Freehold land | 12.00 | Uttam Keot / Dhanjyoti Deka | No | June 09, 2015 | These plots of land are having periodic patta, hence as per Assam Land rules, registration can be done of such land after completion of 10 years of "Purchase date/ Agreement date". |
| Property, Plant & Equipment | Freehold land | 4.35 | Gopal Chandra Kalita | No | June 09, 2015 | |

### Capital Work-in-Progress (CWIP) ageing schedule - As at March 31, 2023

₹ in Lacs

| Capital Work-in-Progress | Amount in CWIP for a period of | | | | |
|---|---|---|---|---|---|
| | Less than 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | Total |
| Projects in progress | 105.09 | - | - | - | 105.09 |
| Projects temporarily suspended | - | 7.64 | - | - | 7.64 |

Note: There is no project whose completion is overdue or has exceeded its cost compared to its original plan, other than projects temporarily suspended.

## 3.2 INVESTMENT PROPERTIES (PREVIOUS YEAR)

₹ in Lacs

| Particulars | Gross Block | | | | Depreciation | | | | Net Block | |
|---|---|---|---|---|---|---|---|---|---|---|
| | As at April 01, 2022 | Additions during the year | Disposals / Transfer | As at March 31, 2023 | As at April 01, 2022 | For the year | Disposals / Transfer | As at March 31, 2023 | As at March 31, 2023 | As at March 31, 2022 |
| Building | 5,323.39 | - | (43.36) | 5,280.03 | 861.79 | 95.33 | (7.39) | 949.73 | 4,330.30 | 4,461.60 |
| | **5,323.39** | **-** | **(43.36)** | **5,280.03** | **861.79** | **95.33** | **(7.39)** | **949.73** | **4,330.30** | **4,461.60** |

Refer Note No. 3.45 for related disclosures.

# Notes to Standalone Financial Statements

as at & for the year ended March 31, 2024

## 3.3 INTANGIBLE ASSETS (PREVIOUS YEAR)

₹ in Lacs

| Particulars | Gross Block | | | | Amortisation & Impairment | | | | Net Block | |
|---|---|---|---|---|---|---|---|---|---|---|
| | As at April 01, 2022 | Additions / Being internally developed | Disposals / Transfer | As at March 31, 2023 | As at April 01, 2022 | For the year | Disposals / Transfer | As at March 31, 2023 | As at March 31, 2023 | As at March 31, 2022 |
| **Goodwill** | **1,050.00** | **-** | **-** | **1,050.00** | **1,050.00** | **-** | **-** | **1,050.00** | **-** | **-** |
| **Other Intangible Assets** | | | | | | | | | | |
| Software | 3,788.46 | 208.53 | - | 3,996.99 | 2,617.57 | 375.69 | - | 2,993.26 | 1,003.73 | 1,170.89 |
| Brands, Trade Marks & Others | 2,22,901.27 | - | - | 2,22,901.27 | 1,69,093.67 | 12,262.06 | - | 1,81,355.73 | 41,545.54 | 53,807.60 |
| **Other Intangible Assets Total** | **2,26,689.73** | **208.53** | **-** | **2,26,898.26** | **1,71,711.24** | **12,637.75** | **-** | **1,84,348.99** | **42,549.27** | **54,978.49** |
| Intangible Assets under Development | 135.41 | 130.44 | (208.53) | 57.32 | - | - | - | - | 57.32 | 135.41 |
| **Grand Total** | **2,27,875.14** | **338.97** | **(208.53)** | **2,28,005.58** | **1,72,761.24** | **12,637.75** | **-** | **1,85,398.99** | **42,606.59** | **55,113.90** |

### Intangible Assets Under Development (IAUD) ageing schedule - as at March 31, 2023

₹ in Lacs

| Intangible Assets Under Development | Amount in IAUD for a period of | | | | |
|---|---|---|---|---|---|
| | Less than 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | Total |
| Projects in progress | 54.32 | 3.00 | - | - | 57.32 |
| Projects temporarily suspended | - | - | - | - | - |

Note: There is no project whose completion is overdue or has exceeded its cost compared to its original plan.

## 3.4 RIGHT OF USE ASSETS (PREVIOUS YEAR)

₹ in Lacs

| Particulars | Land | Buildings | Total |
|---|---|---|---|
| **Gross Block as at April 01, 2022** | 314.51 | 1,529.93 | 1,844.44 |
| Additions | - | 781.08 | 781.08 |
| Deletions | - | (526.84) | (526.84) |
| **As at March 31, 2023** | **314.51** | **1,784.17** | **2,098.68** |
| **Accumulated Depreciation as at April 01, 2022** | 15.99 | 467.42 | 483.41 |
| Depreciation Expense | 5.34 | 642.99 | 648.33 |
| Deletions | - | (256.99) | (256.99) |
| **As at March 31, 2023** | **21.33** | **853.42** | **874.75** |
| Net Block as at April 01, 2022 | 298.52 | 1,062.51 | 1,361.03 |
| **As at March 31, 2023** | **293.18** | **930.75** | **1,223.93** |

Refer Note No. 3.50 for related disclosures.

# Notes to Standalone Financial Statements

as at & for the year ended March 31, 2024

## 3.5 INVESTMENTS

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **Non Current** | | |
| **Investments designated at cost (Unquoted, fully paid, unless otherwise stated)** | | |
| **Equity shares** | | |
| **In Subsidiaries** | | |
| Emami Bangladesh Limited | | |
| 37,916 (March 31, 2023 - 37,916) Equity Shares of Taka 100 each | 27.82 | 27.82 |
| Emami International FZE | | |
| 1 (March 31, 2023 - 1) Equity Share of AED 1,50,000 each | - | - |
| {Net of Impairment of ₹18.98 lacs (March 31, 2023 - ₹18.98 lacs)} | | |
| Emami Lanka (Pvt) Limited (formerly known as Emami Indo Lanka (Pvt) Limited) | 4.79 | 4.79 |
| 1,13,850 (March 31, 2023 - 1,13,850) Equity Shares of LKR 10 each | | |
| Brillare Science Private Limited {Refer note (b) below} | 3,568.60 | 2,156.49 |
| 92,34,907 (March 31, 2023 - 20,82,954) Equity shares of ₹10 each | | |
| {Net of Impairment of ₹4,294.33 lacs (March 31, 2023 - ₹3,957.05 lacs)} | | |
| Helios Lifestyle Private Limited | 7,719.08 | 7,719.08 |
| 1,35,731 (March 31, 2023 -1,35,731) Equity Shares of ₹10 each | | |
| {Net of Impairment of ₹55.81 lacs (March 31, 2023 - ₹55.81 lacs)} | | |
| **In Associates** | | |
| TruNative F & B Pvt Ltd | 950.00 | 950.00 |
| 15,625 (March 31, 2023 - 15,625 ) Equity Shares of ₹10 each | | |
| Cannis Lipus Services India Private Limited | 280.00 | 280.00 |
| 4,522 (March 31, 2023 - 4,522) Equity shares of ₹10 each | | |
| Axiom Ayurveda Private Limited {Refer note (c) below} | 10,955.62 | - |
| 60,89,242 (March 31, 2023 - Nil) Equity shares of ₹10 each | | |
| Axiom Foods and Beverage Private Limited {Refer note (c) below} | 0.26 | - |
| 2,600 (March 31, 2023 - Nil) Equity shares of ₹10 each | | |
| Axiom Packwell Private Limited {Refer note (c) below} | 0.26 | - |
| 2,600 (March 31, 2023 - Nil) Equity shares of ₹10 each | | |
| (i) | **23,506.43** | **11,138.18** |
| **Investments designated at FVTPL (Unquoted, fully paid, unless otherwise stated)** | | |
| **Preference Shares** | | |
| **In Associates** | | |
| Cannis Lupus Services India Private Limited {Refer note (d) below} | 687.27 | - |
| 10,165 (March 31, 2023 - Nil) CCPS of ₹10 each | | |

## 3.5 INVESTMENTS (Contd.)

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **Units of Alternate Investment Funds** | | |
| Fireside Ventures Investment Fund - I | 5,545.95 | 7,335.31 |
| 1,304 (March 31, 2023 - 1,335) Units of ₹1,00,000 each | | |
| Fireside Ventures Investment Fund - III | 619.30 | 267.61 |
| 660 (March 31, 2023 - 330) Units of ₹1,00,000 each | | |
| Sixth Sense India Opportunities Fund | 230.55 | 179.13 |
| 20,000 (March 31, 2023 - 17,000) Units of ₹1,000 each | | |
| Sauce Continuity Fund-1 | 208.46 | - |
| 20,500 (March 31, 2023 - Nil) Units of ₹1,000 each | | |
| **(ii)** | **7,291.53** | **7,782.05** |
| **Investments designated at FVTOCI (Quoted, fully paid, unless otherwise stated)** | | |
| **Equity Shares** | | |
| Emami Paper Mills Limited {Refer note (e) below} | 9,070.36 | 8,898.79 |
| 79,46,000 (March 31, 2023 - 79,46,000) Equity Shares of ₹2 each | | |
| **(iii)** | **9,070.36** | **8,898.79** |
| **Total (i) + (ii) + (iii)** | **39,868.32** | **27,819.02** |
| **Aggregate Amount of Quoted Investments (Book Value)** | **9,070.36** | **8,898.79** |
| **Aggregate Amount of Quoted Investments (Market Value)** | **9,070.36** | **8,898.79** |
| **Aggregate Amount of Unquoted Investments** | **30,797.96** | **18,920.23** |
| **Aggregate Amount of impairment in value of Investment** | **4,369.12** | **4,031.84** |

**Note:**

(a) Refer Note No. 3.46 for determination of fair value

(b) As at March 31, 2023, the Company had investments in equity shares of Brillare Science Private Limited (""Brillare"") aggregating to ₹2,156.49 lacs (shareholding of 82.92%). Further, the Company also had right to acquire the remaining stake in Brillare.

During the current year, the Company has converted its loan receivable (including interest) amounting to ₹674.27 lacs into 67,22,944 equity shares. The Company has also accounted for loss on Impairment of Investment in subsidiary amounting to ₹337.28 lacs upon conversion of loan receivable (including interest) into equity shares basis the fair value of the company derived by an independent valuer. Further, the Company has acquired the remaining 4,29,009 equity shares for a consideration of ₹43.03 lacs and consequently, it became wholly-owned subsidiary of the Company.

During the year, the Company has further given loan to Brillare which, being in the nature of equity has been classified under the head equity investment in subsidiary aggregating ₹942.90 lacs (including interest), as the loan (including interest) is convertible into fixed number of equity shares."

(c) During the year, the Company has acquired 26% stake in each of 'Axiom Ayurveda Private Limited ("AAPL"), Axiom Food & Beverages Private Limited ("AFBPL") and Axiom Packwell Private Limited ("APPL")' and consequently, these Companies have become associates of the Company from the date of such acquisition. Loan amounting to ₹1,500 lacs given to AAPL during the year has been utilised for acquisition of equity shares as per the terms of the loan agreement.

(d) During the year, the Company has invested in 10,165 Compulsory Convertible Preference Shares (CCPS) of Cannis Lupus Services India Private Limited (CLSIPL) amounting to ₹644.98 lacs (fair value as on

# Notes to Standalone Financial Statements

as at & for the year ended March 31, 2024

## 3.5 INVESTMENTS (Contd.)

March 31, 2024 – ₹687.27 lacs) under shareholder agreement. As per terms of the CCPS, the Company is entitled to convert such CCPS into fully paid up equity share during FY 2024-25, at a conversion rate to be determined based on the formula stipulated in the Agreement. As on March 31, 2024, the Company holds 30% stake in the equity shares of CLSIPL.

(e) Equity instruments designated at fair value through OCI include investment in equity shares of Emami Paper Mill Limited. The Company holds non-controlling interest in Emami Paper Mill Limited. This investment was irrevocably designated at fair value through OCI as the Company considers this investment to be strategic in nature.

## 3.6 LOANS

₹ in Lacs

| Particulars | As at March 31, 2024 | | As at March 31, 2023 | |
|---|---|---|---|---|
| **At amortised cost** | | | | |
| **Unsecured, Considered Good** | | | | |
| Loans to Related Parties (Refer Note No. 3.54) | 504.25 | | 1,096.77 | |
| Less: Provision for Expected Credit Loss | (481.23) | 23.02 | (238.00) | 858.77 |
| Loans to Employees | | 186.85 | | 170.35 |
| **Total** | | **209.87** | | **1,029.12** |

**Note:**

(1) No Loan is payable on demand or of undefined term.

(2) Refer Note No. 3.42 for related disclosures.

## 3.7 OTHER NON-CURRENT FINANCIAL ASSETS

₹ in Lacs

| Particulars | As at March 31, 2024 | | As at March 31, 2023 | |
|---|---|---|---|---|
| **At amortised cost** | | | | |
| **Unsecured, Considered Good unless otherwise stated** | | | | |
| Incentives Receivable* | 781.47 | | 1,378.86 | |
| Less: Provision for Doubtful Receivables | (178.67) | 602.80 | (184.99) | 1,193.87 |
| Interest Receivable | | | | |
| - from related parties (Refer Note No. 3.54) | | - | | 55.00 |
| Security Deposit | | | | |
| - to related parties (Refer Note No. 3.54) | 7.50 | | 7.50 | |
| - to others | 509.47 | 516.97 | 482.10 | 489.60 |
| Other Receivables ** | | | | |
| - from related parties (Refer Note No. 3.54) | 1,229.06 | | 997.73 | |
| Less: Provision for expected credit loss | (146.08) | 1,082.98 | (114.72) | 883.01 |
| **Total** | | **2,202.75** | | **2,621.48** |

* It includes Capital & Other Subsidies, GST refund, etc.

** It includes Royalty receivable, Guarantee Commission receivable, etc.

## 3.8 DEFERRED TAX ASSETS (Net)

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **Deferred Tax Assets** | | |
| Tax Impact of expenses allowable against taxable income in future years | 5,479.52 | 5,449.65 |
| Mat Credit Entitlement (Refer Note No. 3.48) | 45,030.21 | 37,362.55 |
| **Deferred Tax Liabilities** | | |
| Tax impact arising out of temporary differences in depreciable assets | (6,194.98) | (5,709.76) |
| Tax impact arising on fair value gain on financial instruments | (763.59) | (937.94) |
| | **43,551.16** | **36,164.50** |

### Movement in Deferred Tax Balance for the year ended March 31, 2024

₹ in Lacs

| Particulars | April 01, 2023 | Recognised in Profit and Loss | Recognised in OCI | Others | March 31, 2024 |
|---|---|---|---|---|---|
| **Deferred Tax Assets** | | | | | |
| Tax Impact of expenses allowable against taxable income in future years | 5,449.65 | 147.58 | (133.01) | 15.30 | 5,479.52 |
| Mat Credit Entitlement | 37,362.55 | 7,667.66 | - | - | 45,030.21 |
| **Total Deferred Tax Asset** | **42,812.20** | **7,815.24** | **(133.01)** | **15.30** | **50,509.73** |
| **Deferred Tax Liabilities** | | | | | |
| Tax impact arising out of temporary differences in depreciable assets | (5,709.76) | (485.22) | - | - | (6,194.98) |
| Tax impact arising on fair value gain on financial instruments | (937.94) | 174.35 | - | - | (763.59) |
| **Total Deferred Tax Liabilities** | **(6,647.70)** | **(310.87)** | **-** | **-** | **(6,958.57)** |
| **Deferred Tax Asset (Net)** | **36,164.50** | **7,504.37** | **(133.01)** | **15.30** | **43,551.16** |

### Movement in Deferred Tax Balance for the year ended March 31, 2023

₹ in Lacs

| Particulars | April 01, 2022 | Recognised in Profit and Loss | Recognised in OCI | Others | March 31, 2023 |
|---|---|---|---|---|---|
| **Deferred Tax Assets** | | | | | |
| Tax Impact of expenses allowable against taxable income in future years | 6,969.63 | (1,519.98) | (15.30) | 15.30 | 5,449.65 |
| Mat Credit Entitlement | 28,808.55 | 8,554.00 | - | - | 37,362.55 |
| **Total Deferred Tax Asset** | **35,778.18** | **7,034.02** | **(15.30)** | **15.30** | **42,812.20** |
| **Deferred Tax Liabilities** | | | | | |
| Tax impact arising out of temporary differences in depreciable assets | (5,379.50) | (330.26) | - | - | (5,709.76) |
| Tax impact arising on fair value gain on financial instruments | (2,028.18) | 1,090.24 | - | - | (937.94) |
| **Total Deferred Tax Liabilities** | **(7,407.68)** | **759.98** | **-** | **-** | **(6,647.70)** |
| **Deferred Tax Asset (Net)** | **28,370.50** | **7,794.00** | **(15.30)** | **15.30** | **36,164.50** |

# Notes to Standalone Financial Statements

as at & for the year ended March 31, 2024

## 3.9 OTHER NON-CURRENT ASSETS

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **Unsecured, Considered Good unless otherwise stated** | | |
| Capital Advances | 288.89 | 176.01 |
| Deposit with Government authorities | 358.42 | 373.51 |
| Prepaid Expenses | 70.46 | 43.13 |
| **Total** | **717.77** | **592.65** |

## 3.10 INVENTORIES

₹ in Lacs

| Particulars | As at March 31, 2024 | | As at March 31, 2023 | |
|---|---|---|---|---|
| **(At lower of cost and net realisable value)** | | | | |
| **Raw materials and Packing materials** | | | | |
| Raw Material | 6,570.29 | | 7,773.57 | |
| Packing Material | 4,151.53 | 10,721.82 | 5,085.18 | 12,858.75 |
| Work-in-Progress | | 439.08 | | 466.68 |
| Finished Goods | | 10,606.02 | | 11,199.52 |
| Stock- in- Trade | | 4,413.95 | | 3,981.29 |
| Stores and Spares | | 645.39 | | 703.08 |
| **Total** | | **26,826.26** | | **29,209.32** |

**Note:**

(a) During the year ended March 31, 2024, ₹129.99 lacs (March 31, 2023: ₹241.38 lacs) was recognised as an expense for inventories carried at net realisable value.

(b) Above includes Inventories in Transit:

Raw Materials : ₹395.13 lacs (March 31, 2023 : ₹230.11 lacs)

Packing Materials : ₹172.66 lacs (March 31, 2023 : ₹418.78 lacs)

Finished Goods : ₹1,944.67 lacs (March 31, 2023 : ₹1,552.61 lacs)

(c) Above includes Stock-in-Trade lying with third parties ₹99.73 lacs (March 31, 2023 : Nil)

(d) Refer Note No. 3.24 for information on inventories pledged as security.

## 3.11 INVESTMENTS

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Current | | |
| Investments carried at FVTPL (Unquoted) | | |
| Units of Mutual Fund | | |
| Aditya Birla Sun Life Money Manager Fund- Growth- Direct Plan | 1,211.04 | - |
| 3,55,361 (March 31, 2023- Nil) Units of ₹100 each | | |
| Aditya Birla Sun Life Liquid Fund - Growth - Direct Plan | - | 1,505.52 |
| Nil (March 31, 2023 - 4,14,649) Units of ₹100 each | | |
| Aditya Birla Sun Life Savings Fund - Growth - Direct Plan | 1,001.81 | - |
| 1,97,909 (March 31, 2023 - Nil) Units of ₹100 each | | |
| Aditya Birla Sun Life Low Duration Fund - Growth - Direct Plan | 1,002.81 | - |
| 1,52,139 (March 31, 2023 - Nil) Units of ₹100 each | | |
| Axis Ultra Short Term Fund - Direct- Growth | 1,891.99 | - |
| 1,33,22,968 (March 31, 2023 - Nil) Units of ₹10 each | | |
| Baroda BNP Paribas Liquid Fund - Direct- Growth | 1,003.05 | 1,000.50 |
| 36,019 (March 31, 2023 - 38,548) Units of ₹1,000 each | | |
| Bandhan Ultra Short Term Fund - Direct- Growth | 1,001.54 | - |
| 71,29,768 (March 31, 2023 - Nil) Units of ₹10 each | | |
| ICICI Prudential Ultra Short Term Fund - Direct Growth Plan | 803.19 | - |
| 29,49,477 (March 31, 2023 - Nil) Units of ₹10 each | | |
| Invesco India Liquid Fund- Direct Plan Growth | 601.36 | - |
| 18,141 (March 31, 2023 - Nil) Units of ₹1,000 each | | |
| Kotak Low Duration Fund - Direct - Growth Plan | 2,044.65 | - |
| 62,027 (March 31, 2023 - Nil) Units of ₹1,000 each | | |
| Nippon India Liquid Fund - Direct Growth Plan | - | 2,604.80 |
| Nil (March 31, 2023 - 47,300) Units of ₹1,000 each | | |
| Nippon India Ultra Short Duration Fund - Direct Growth Plan | - | 1,613.39 |
| Nil (March 31, 2023 - 43,113) Units of ₹1,000 each | | |
| Nippon India Overnight Fund - Direct Growth Plan | - | 1,002.17 |
| Nil (March 31, 2023 - 8,32,610) Units of ₹100 each | | |
| SBI Liquid Fund - Direct Growth Plan | 601.49 | - |
| 60,149 (March 31, 2023 - Nil) Units of ₹10 each | | |
| TRUST Overnight Fund - Direct Growth Plan | 700.76 | - |
| 61,815 (March 31, 2023 - Nil) Units of ₹1,000 each | | |
| Tata Money Market Fund - Direct Growth Plan | 2,216.62 | 3,110.19 |
| 50,752 (March 31, 2023 - 76,832) Units of ₹1,000 each | | |
| Tata Ultra Short Term Fund - Direct Growth Plan | 2,023.64 | - |
| 1,49,47,536 (March 31, 2023 - Nil) Units of ₹10 each | | |
| Kotak Liquid Fund - Direct - Growth Plan | - | 500.31 |
| Nil (March 31, 2023 - 11,000) Units of ₹1,000 each | | |
| Total | 16,103.95 | 11,336.88 |
| Aggregate Amount of Unquoted Investments (Book Value) | 16,103.95 | 11,336.88 |
| Aggregate Amount of Unquoted Investments (Market Value) | 16,103.95 | 11,336.88 |

# Notes to Standalone Financial Statements

as at & for the year ended March 31, 2024

## 3.12 TRADE RECEIVABLES

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **At amortised cost** | | |
| **Secured** | | |
| Considered Good | 952.49 | 1,588.28 |
| **Unsecured** | | |
| Considered Good | 27,352.35 | 24,381.43 |
| Trade Receivable - Credit Impaired | 1,190.97 | 696.88 |
| **Subtotal** | **29,495.81** | **26,666.59** |
| less: Provision for Expected Credit Loss | 1,190.97 | 696.88 |
| **Total** | **28,304.84** | **25,969.71** |

Set out below is the movement in the allowance for expected credit losses of trade receivables:

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **As at April 01** | 696.88 | 1,725.18 |
| (Reversal)/Provision for expected credit losses | 494.09 | (1,028.30) |
| **As at March 31** | **1,190.97** | **696.88** |

Trade Receivables Ageing Schedule as at March 31, 2024

| Particulars | Current but not due | Outstanding for following periods from due date of payment | | | | | Total |
|---|---|---|---|---|---|---|---|
| | | Less than 6 months | 6 months to 1 Year | 1 to 2 Years | 2 to 3 Years | More than 3 Years | |
| (i) Undisputed Trade receivables – considered good | 16,810.63 | 9,085.73 | 1,555.68 | 105.87 | 355.78 | 391.15 | **28,304.84** |
| (ii) Undisputed Trade Receivables – credit impaired | - | 8.48 | 98.69 | 362.23 | 18.62 | 401.96 | **889.98** |
| (iii) Disputed Trade Receivables – credit impaired | - | 9.83 | 4.69 | 39.33 | 38.58 | 208.56 | **300.99** |

# Notes to Standalone Financial Statements

as at & for the year ended March 31, 2024

## 3.12 TRADE RECEIVABLES (Contd.)

**Trade Receivables Ageing Schedule as at March 31, 2023**

| Particulars | Current but not due | Outstanding for following periods from due date of payment | | | | | Total |
|---|---|---|---|---|---|---|---|
| | | Less than 6 months | 6 months to 1 Year | 1 to 2 Years | 2 to 3 Years | More than 3 Years | |
| (i) Undisputed Trade receivables – considered good | 18,524.97 | 6,101.03 | 420.05 | 518.09 | 327.90 | 77.67 | **25,969.71** |
| (ii) Undisputed Trade Receivables – credit impaired | - | 3.62 | - | - | 82.88 | 319.08 | **405.58** |
| (iii) Disputed Trade Receivables – credit impaired | - | - | 35.57 | 42.28 | 4.89 | 208.56 | **291.30** |

(a) Refer Note No. 3.24 for information on receivables secured against borrowings.

(b) No trade receivable are due from directors or other officers of the company either severally or jointly with any other person. Nor any trade receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

(c) Refer Note No. 3.52 for credit risk and forign currency risk

(d) Refer Note No. 3.54 for information on receivables from related parties.

(e) Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days.

(f) There are no unbilled receivables, hence the same is not disclosed in the ageing schedule.

## 3.13 CASH AND CASH EQUIVALENTS

₹ in Lacs

| Particulars | As at March 31, 2024 | | As at March 31, 2023 | |
|---|---|---|---|---|
| Balances with Banks | | | | |
| - In Current Accounts | 1,752.38 | | 1,116.17 | |
| - Deposits with Original Maturity of less than three Months | 1,000.00 | | 1,500.00 | |
| Cash on Hand | 18.85 | | 15.83 | |
| Cheques in hand | - | 2,771.23 | 0.17 | 2,632.17 |
| **Total** | | **2,771.23** | | **2,632.17** |

Note: Short-term deposits are made for varying periods of between one day and three months, depending on the immediate cash requirements of the Company, and earn interest at the respective short-term deposit rates.

### 3.13A Changes in liabilities arising from financing activities and non-cash financing activities

₹ in Lacs

| Particulars | April 01, 2023 | Cash Flow | On Account of Ind AS 116 | March 31, 2024 |
|---|---|---|---|---|
| Current Borrowings | 1,073.16 | (334.31) | - | 738.85 |
| Current Lease Liabilities | 505.46 | (884.20) | 1,111.99 | 733.25 |
| Non-Current Lease Liabilities | 474.50 | - | 276.81 | 751.31 |
| **Total** | **2,053.12** | **(1,218.51)** | **1,388.80** | **2,223.41** |

# Notes to Standalone Financial Statements

as at & for the year ended March 31, 2024

### 3.13A Changes in liabilities arising from financing activities and non-cash financing activities (Contd.)

₹ in Lacs

| Particulars | April 01, 2022 | Cash Flow | On Account of Ind AS 116 | March 31, 2023 |
|---|---|---|---|---|
| Current Borrowings | 21,257.85 | (20,184.69) | - | 1,073.16 |
| Current Lease Liabilities | 601.10 | (696.80) | 601.16 | 505.46 |
| Non-Current Lease Liabilities | 491.75 | - | (17.25) | 474.50 |
| **Total** | **22,350.70** | **(20,881.49)** | **583.91** | **2,053.12** |

## 3.14 OTHER BANK BALANCES

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **At amortised cost** | | |
| **Other Bank Balances** | | |
| Unpaid Dividend Account # | 310.84 | 297.07 |
| Balance in Escrow account ## | - | 4,650.00 |
| Deposits with original maturity of more than 3 months but less than 12 months* | 6,032.49 | 2,000.43 |
| **Total** | **6,343.33** | **6,947.50** |

# Earmarked for payment of Unclaimed Dividend.

## Balance in escrow account with banks is primarily related to amount for buyback of equity shares .

* Includes deposits amounting to ₹27.52 lacs (March 31, 2023 : Nil lacs) under lien.

## 3.15 LOANS

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **At amortised cost** | | |
| **Unsecured, considered good** | | |
| Loans to Employees | 227.04 | 273.10 |
| **Total** | **227.04** | **273.10** |

## 3.16 OTHER FINANCIAL ASSETS

₹ in Lacs

| Particulars | As at March 31, 2024 | | As at March 31, 2023 | |
|---|---|---|---|---|
| **Unsecured, considered good** | | | | |
| **At amortised cost** | | | | |
| Interest Receivable | | | | |
| - from related parties (Refer Note No. 3.54) | 80.79 | | 79.59 | |
| - from others | 66.66 | 147.45 | 14.51 | 94.10 |
| Other Receivable | | | | |
| - from related parties (Refer Note No. 3.54) | 592.49 | | 483.72 | |
| - from others | 24.10 | 616.59 | 95.72 | 579.44 |

# Notes to Standalone Financial Statements

as at & for the year ended March 31, 2024

## 3.16 OTHER FINANCIAL ASSETS (Contd.)

₹ in Lacs

| Particulars | As at March 31, 2024 | | As at March 31, 2023 | |
|---|---|---|---|---|
| Incentives receivable* | 1,031.30 | | 957.74 | |
| Less: Provision for Doubtful Receivables | (44.37) | 986.93 | (22.29) | 935.45 |
| Deposits with Original maturity of more than 12 months but due in less than 12 months ** | | 5,046.73 | | 5,070.07 |
| **At FVTPL** | | | | |
| Derivative assets - Options # | | 660.00 | | 749.93 |
| **Total** | | **7,457.70** | | **7,428.99** |

* It include Subsidy, Export Incentives, GST Refund, etc.

** Includes deposit amounting to ₹46.73 lacs (March 31, 2023 : ₹70.07 lacs) under lien.

# Refer Note No. 3.47 for determination of fair value.

## 3.17 OTHER CURRENT ASSETS

₹ in Lacs

| Particulars | As at March 31, 2024 | | As at March 31, 2023 | |
|---|---|---|---|---|
| **Unsecured, considered good** | | | | |
| Advances other than Capital Advances | | | | |
| For goods and services* | 1,396.80 | | 1,901.91 | |
| To employees | 63.35 | 1,460.15 | 12.88 | 1,914.79 |
| Balances with Government Authorities | | 10,584.83 | | 10,416.66 |
| Prepaid Expenses* | | 1,558.59 | | 1,791.69 |
| **Unsecured, considered doubtful** | | | | |
| Advances other than Capital Advances | | | | |
| For goods and services | 47.35 | | 47.35 | |
| Less: Provision for Doubtful Advances | (47.35) | - | (47.35) | - |
| **Total** | | **13,603.57** | | **14,123.14** |

* Refer Note No. 3.54 for information on Related Parties.

## 3.18 EQUITY SHARE CAPITAL

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **Authorised** | | |
| 50,00,00,000 (March 31, 2023 - 50,00,00,000) Equity Shares of ₹1/- each | 5,000.00 | 5,000.00 |
| **Issued** | | |
| 43,65,00,000 (March 31, 2023 - 44,11,50,000) Equity Shares of ₹1/- each fully paid up | 4,365.00 | 4,411.50 |
| **Subscribed & Paid up** | | |
| 43,65,00,000 (March 31, 2023 - 44,11,50,000) Equity Shares of ₹1/- each fully paid up | 4,365.00 | 4,411.50 |
| **Total Issued, Subscribed and Fully paid up Share Capital** | **4,365.00** | **4,411.50** |

# Notes to Standalone Financial Statements

as at & for the year ended March 31, 2024

## 3.18 EQUITY SHARE CAPITAL (Contd.)

### (a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

| Particulars | As at March 31, 2024 | | As at March 31, 2023 | |
|---|---|---|---|---|
| | No. of Shares | ₹ in Lacs | No. of Shares | ₹ in Lacs |
| Shares outstanding at the beginning of the year | 44,11,50,000 | 4,411.50 | 44,11,50,000 | 4,411.50 |
| Less : Shares bought back# | 46,50,000 | 46.50 | - | - |
| **Shares outstanding at the end of the year** | **43,65,00,000** | **4,365.00** | **44,11,50,000** | **4,411.50** |

#Refer Note No. 3.56 for Buy back of equity shares

### (b) Terms and Rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹1 per share. Each holder of equity shares is entitled to one vote per share. The Company declares & pays dividend in Indian Rupees. The dividend proposed by the board of directors is subject to the approval of the shareholders in the ensuing Annual General Meeting and is accounted for in the year in which it is approved by the shareholders in the general meeting.

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 the shareholders.

### (c) Shareholders holding more than 5% shares in the Company

| Names of the shareholders | As at March 31, 2024 | | As at March 31, 2023 | |
|---|---|---|---|---|
| | No. of Shares | % of Holding | No. of Shares | % of Holding |
| Suraj Finvest Private Limited | 10,57,20,226 | 24.22 | 10,57,20,226 | 23.96 |
| Diwakar Finvest Private Limited | 9,86,67,956 | 22.60 | 9,86,67,956 | 22.37 |

### (d) Equity shares movement during 5 years preceding March 31, 2024

**Equity shares extinguished on buy-back**

The Company bought back 46,50,000 equity shares for an aggregate amount of ₹22,909.70 lacs being 1.05% of the pre-buyback total paid up equity share capital at ₹491.68 average cost per equity share. The Buyback commenced on April 13, 2023 and got completed on July 06, 2023.

The Company bought back 33,63,740 equity shares for an aggregate amount of ₹16,121.45 lacs being 0.76% of the pre-buyback total paid up equity share capital at ₹479.27 average cost per equity share. The Buyback commenced on February 09, 2022 and got completed on March 21, 2022.

The Company bought back 94,21,498 equity shares for an aggregate amount of ₹19,198.73 lacs being 2.08% of the pre-buyback total paid up equity share capital at ₹203.78 average cost per equity share. The Buyback commenced on March 29, 2020 and got completed on July 09, 2020.

# Notes to Standalone Financial Statements

as at & for the year ended March 31, 2024

## 3.18 EQUITY SHARE CAPITAL (Contd.)

**(e) Equity shares held by Promoters as at the end of the current year**

| Promoter Name | No. of shares as at April 01, 2023 | Change during the year | No. of shares as at March 31, 2024 | % of Total Shares | % change during the year |
|---|---|---|---|---|---|
| **A) Indian** | | | | | |
| **A1) Individuals / Hindu Undivided Family** | | | | | |
| Priti A Sureka | 1,51,04,702 | - | 1,51,04,702 | 3.46% | - |
| Avishi Sureka | 14,00,000 | - | 14,00,000 | 0.32% | - |
| Sachin Goenka | 7,17,000 | - | 7,17,000 | 0.16% | - |
| Shobhna Agarwal | 6,30,000 | - | 6,30,000 | 0.14% | - |
| Sashwat Goenka | 5,80,000 | - | 5,80,000 | 0.13% | - |
| Vibhash Vardhan Agarwal | 5,73,478 | - | 5,73,478 | 0.13% | - |
| Manan Goenka | 5,65,000 | - | 5,65,000 | 0.13% | - |
| Darsh Goenka | 5,65,000 | - | 5,65,000 | 0.13% | - |
| Advay Goenka | 5,54,000 | - | 5,54,000 | 0.13% | - |
| Jyoti Agarwal | 4,88,000 | - | 4,88,000 | 0.11% | - |
| Reyansh Goenka | 4,07,750 | - | 4,07,750 | 0.09% | - |
| Devarsh Goenka | 4,07,750 | - | 4,07,750 | 0.09% | - |
| Radheshyam Goenka | 4,00,876 | - | 4,00,876 | 0.09% | - |
| Chikky Goenka | 3,71,700 | - | 3,71,700 | 0.09% | - |
| Smriti Agarwal | 2,69,000 | (85,000) | 1,84,000 | 0.04% | (0.02)% |
| Rachana Goenka | 3,17,700 | - | 3,17,700 | 0.07% | - |
| Rajkumar Goenka | 3,02,364 | - | 3,02,364 | 0.07% | - |
| Rachna Bagaria | 2,70,000 | - | 2,70,000 | 0.06% | - |
| Indu Goenka | 2,69,700 | - | 2,69,700 | 0.06% | - |
| Nimisha Goenka | 2,44,000 | - | 2,44,000 | 0.06% | - |
| Reha Goenka | 2,40,000 | - | 2,40,000 | 0.05% | - |
| Shreya Goenka | 2,30,000 | - | 2,30,000 | 0.05% | - |
| Saroj Goenka | 2,15,240 | - | 2,15,240 | 0.05% | - |
| Aditya Vardhan Agarwal HUF | 2,04,278 | - | 2,04,278 | 0.05% | - |
| Shruti Goenka | 1,96,130 | - | 1,96,130 | 0.04% | - |
| Radheshyam Agarwal | 1,95,000 | - | 1,95,000 | 0.04% | - |
| Prashant Goenka | 1,90,000 | - | 1,90,000 | 0.04% | - |
| Manish Goenka HUF | 1,74,000 | - | 1,74,000 | 0.04% | - |
| Mohan Goenka HUF | 1,74,000 | - | 1,74,000 | 0.04% | - |

# Notes to Standalone Financial Statements

as at & for the year ended March 31, 2024

## 3.18 EQUITY SHARE CAPITAL (Contd.)

| Promoter Name | No. of shares as at April 01, 2023 | Change during the year | No. of shares as at March 31, 2024 | % of Total Shares | % change during the year |
|---|---|---|---|---|---|
| Sushil Kumar Goenka HUF | 1,74,000 | - | 1,74,000 | 0.04% | - |
| Usha Agarwal | 1,73,096 | - | 1,73,096 | 0.04% | - |
| Harsh Vardhan Agarwal HUF | 1,72,000 | - | 1,72,000 | 0.04% | - |
| Vihan Vardhan Agarwal | 1,72,000 | - | 1,72,000 | 0.04% | - |
| Puja Goenka | 1,69,398 | - | 1,69,398 | 0.04% | - |
| Jayant Goenka | 1,56,254 | - | 1,56,254 | 0.04% | - |
| Mansi Agarwal | 1,50,000 | - | 1,50,000 | 0.03% | - |
| Laxmi Devi Bajoria | 1,21,000 | - | 1,21,000 | 0.03% | - |
| Manish Goenka | 1,42,196 | - | 1,42,196 | 0.03% | - |
| Aditya Vardhan Agarwal | 1,34,668 | - | 1,34,668 | 0.03% | - |
| Ashish Goenka | 1,99,400 | 85,000 | 2,84,400 | 0.07% | 0.02% |
| Rashmi Goenka | 1,21,400 | - | 1,21,400 | 0.03% | - |
| Santosh Goenka | 1,15,640 | - | 1,15,640 | 0.03% | - |
| Harsha Vardhan Agarwal* | 1,10,966 | 1,150 | 1,12,116 | 0.03% | - |
| Sushil Kumar Goenka | 1,14,300 | - | 1,14,300 | 0.03% | - |
| Richa Agarwal | 93,222 | - | 93,222 | 0.02% | - |
| Vidhishree Agarwal | 80,000 | - | 80,000 | 0.02% | - |
| Vidula Agarwal | 80,000 | - | 80,000 | 0.02% | - |
| Jayant Goenka HUF | 74,000 | - | 74,000 | 0.02% | - |
| Prashant Goenka HUF | 74,000 | - | 74,000 | 0.02% | - |
| Ashish Goenka HUF | 74,000 | - | 74,000 | 0.02% | - |
| Mohan Goenka | 61,900 | - | 61,900 | 0.01% | - |
| Madan Lal Agarwal | 60,000 | (60,000) | - | 0.00% | (0.01)% |
| Jyoti Goenka | 48,776 | - | 48,776 | 0.01% | - |
| Kusum Agarwal* | 35,600 | (1,150) | 34,450 | 0.01% | - |
| Pradip Kumar Agarwal | 31,150 | - | 31,150 | 0.01% | - |
| Divya Agarwal | 26,000 | - | 26,000 | 0.01% | - |
| Sangita Agarwal | 26,000 | - | 26,000 | 0.01% | - |

# Notes to Standalone Financial Statements

as at & for the year ended March 31, 2024

## 3.18 EQUITY SHARE CAPITAL (Contd.)

| Promoter Name | No. of shares as at April 01, 2023 | Change during the year | No. of shares as at March 31, 2024 | % of Total Shares | % change during the year |
|---|---|---|---|---|---|
| Shubham Agarwal | 24,460 | - | 24,460 | 0.01% | - |
| Abhishek Agarwal | 24,000 | 60,000 | 84,000 | 0.02% | 0.01% |
| Dhiraj Agarwal | 16,750 | - | 16,750 | 0.00% | - |
| Sumangal Agarwal | 8,200 | - | 8,200 | 0.00% | - |
| Vishal Agarwal | 8,200 | - | 8,200 | 0.00% | - |
| Rohin Raj Sureka | 5,000 | - | 5,000 | 0.00% | - |
| **Total (A1)** | **2,93,34,244** | **-** | **2,93,34,244** | **6.72%** | **-** |
| **A2) Body Corporate** | | | | | |
| Suraj Finvest Private Limited | 10,57,20,226 | - | 10,57,20,226 | 24.22% | - |
| Diwakar Finvest Private Limited | 9,86,67,956 | - | 9,86,67,956 | 22.60% | - |
| Pan Emami Cosmed Limited (formerly known as Midkot Investments Private Limited) | 31,17,160 | - | 31,17,160 | 0.71% | - |
| Emami Paper Mills Ltd | 9,33,000 | - | 9,33,000 | 0.21% | - |
| Emami Frank Ross Limited | 10,000 | - | 10,000 | 0.00% | - |
| **Total (A2)** | **20,84,48,342** | **-** | **20,84,48,342** | **47.75%** | **-** |
| **Total (A)** | **23,77,82,586** | **-** | **23,77,82,586** | **54.47%** | **-** |
| **B) Foreign** | | | | | |
| Amitabh Goenka | 5,71,496 | - | 5,71,496 | 0.13% | - |
| Ritu Goenka | 4,54,930 | - | 4,54,930 | 0.10% | - |
| Nikunj Goenka | 2,65,000 | - | 2,65,000 | 0.06% | - |
| Yogesh Goenka | 2,45,400 | - | 2,45,400 | 0.06% | - |
| Amitabh Goenka HUF | 74,000 | - | 74,000 | 0.02% | - |
| **Total (B)** | **16,10,826** | **-** | **16,10,826** | **0.37%** | **-** |
| **Total (A + B)#** | **23,93,93,412** | **-** | **23,93,93,412** | **54.84%** | **-** |

* % change is below the rounding off norms adopted by the company.

# The increase in promoters' share holding % is due to shares bought back in buyback process and extinguished.

# Notes to Standalone Financial Statements

as at & for the year ended March 31, 2024

## 3.18 EQUITY SHARE CAPITAL (Contd.)

**(f) Equity shares held by Promoters as at the end of the previous year**

| Promoter Name | No. of shares as at April 01, 2022 | Change during the year | No. of shares as at March 31, 2023 | % of Total Shares | % change during the year |
|---|---|---|---|---|---|
| **A) Indian** | | | | | |
| **A1) Individuals / Hindu undivided Family** | | | | | |
| Priti A Sureka | 1,51,04,702 | - | 1,51,04,702 | 3.42% | - |
| Avishi Sureka | 14,00,000 | - | 14,00,000 | 0.32% | - |
| Sachin Goenka | 7,17,000 | - | 7,17,000 | 0.16% | - |
| Shobhna Agarwal | 6,30,000 | - | 6,30,000 | 0.14% | - |
| Saswat Goenka | 5,80,000 | - | 5,80,000 | 0.13% | - |
| Vibhash Vardhan Agarwal | 5,73,478 | - | 5,73,478 | 0.13% | - |
| Manan Goenka | 5,65,000 | - | 5,65,000 | 0.13% | - |
| Darsh Goenka | 5,65,000 | - | 5,65,000 | 0.13% | - |
| Advay Goenka | 5,54,000 | - | 5,54,000 | 0.13% | - |
| Jyoti Agarwal | 4,88,000 | - | 4,88,000 | 0.11% | - |
| Reyansh Goenka | 4,07,750 | - | 4,07,750 | 0.09% | - |
| Devarsh Goenka | 4,07,750 | - | 4,07,750 | 0.09% | - |
| Radheshyam Goenka* | 3,92,076 | 8,800 | 4,00,876 | 0.09% | - |
| Chikky Goenka | 3,71,700 | - | 3,71,700 | 0.08% | - |
| Smriti Agarwal | 3,34,000 | (65,000) | 2,69,000 | 0.06% | (0.01)% |
| Rachana Goenka | 3,17,700 | - | 3,17,700 | 0.07% | - |
| Rajkumar Goenka* | 2,97,964 | 4,400 | 3,02,364 | 0.07% | - |
| Rachna Bagaria | 2,70,000 | - | 2,70,000 | 0.06% | - |
| Indu Goenka | 2,69,700 | - | 2,69,700 | 0.06% | - |
| Nimisha Goenka | 2,44,000 | - | 2,44,000 | 0.06% | - |
| Reha Goenka | 2,40,000 | - | 2,40,000 | 0.05% | - |
| Shreya Goenka | 2,30,000 | - | 2,30,000 | 0.05% | - |
| Saroj Goenka | 2,15,240 | - | 2,15,240 | 0.05% | - |
| Aditya Vardhan Agarwal HUF | 2,04,278 | - | 2,04,278 | 0.05% | - |
| Shruti Goenka | 1,96,130 | - | 1,96,130 | 0.04% | - |
| Radheshyam Agarwal | 1,95,000 | - | 1,95,000 | 0.04% | - |
| Prashant Goenka | 1,90,000 | - | 1,90,000 | 0.04% | - |
| Manish Goenka HUF | 1,74,000 | - | 1,74,000 | 0.04% | - |

# Notes to Standalone Financial Statements

as at & for the year ended March 31, 2024

## 3.18 EQUITY SHARE CAPITAL (Contd.)

| Promoter Name | No. of shares as at April 01, 2022 | Change during the year | No. of shares as at March 31, 2023 | % of Total Shares | % change during the year |
|---|---|---|---|---|---|
| Mohan Goenka HUF | 1,74,000 | - | 1,74,000 | 0.04% | - |
| Sushil Kumar Goenka HUF | 1,74,000 | - | 1,74,000 | 0.04% | - |
| Usha Agarwal | 1,73,096 | - | 1,73,096 | 0.04% | - |
| Harsh Vardhan Agarwal HUF | 1,72,000 | - | 1,72,000 | 0.04% | - |
| Vihan Vardhan Agarwal | 1,72,000 | - | 1,72,000 | 0.04% | - |
| Puja Goenka | 1,69,398 | - | 1,69,398 | 0.04% | - |
| Jayant Goenka | 1,56,254 | - | 1,56,254 | 0.04% | - |
| Mansi Agarwal | 1,50,000 | - | 1,50,000 | 0.03% | - |
| Laxmi Devi Bajoria* | 1,43,000 | (22,000) | 1,21,000 | 0.03% | - |
| Manish Goenka | 1,42,196 | - | 1,42,196 | 0.03% | - |
| Aditya Vardhan Agarwal | 1,34,668 | - | 1,34,668 | 0.03% | - |
| Ashish Goenka | 1,30,000 | 69,400 | 1,99,400 | 0.05% | 0.02% |
| Rashmi Goenka | 1,21,400 | - | 1,21,400 | 0.03% | - |
| Santosh Goenka | 1,15,640 | - | 1,15,640 | 0.03% | - |
| Harsha Vardhan Agarwal* | 1,10,266 | 700 | 1,10,966 | 0.03% | - |
| Sushil Kumar Goenka* | 1,09,900 | 4,400 | 1,14,300 | 0.03% | - |
| Richa Agarwal | 93,222 | - | 93,222 | 0.02% | - |
| Vidhishree Agarwal | 80,000 | - | 80,000 | 0.02% | - |
| Vidula Agarwal | 80,000 | - | 80,000 | 0.02% | - |
| Jayant Goenka HUF | 74,000 | - | 74,000 | 0.02% | - |
| Prashant Goenka HUF | 74,000 | - | 74,000 | 0.02% | - |
| Ashish Goenka HUF | 74,000 | - | 74,000 | 0.02% | - |
| Mohan Goenka | 61,900 | - | 61,900 | 0.01% | - |
| Madan Lal Agarwal | 60,000 | - | 60,000 | 0.01% | - |
| Jyoti Goenka | 48,776 | - | 48,776 | 0.01% | - |
| Kusum Agarwal* | 36,300 | (700) | 35,600 | 0.01% | - |

# Notes to Standalone Financial Statements

as at & for the year ended March 31, 2024

## 3.18 EQUITY SHARE CAPITAL (Contd.)

| Promoter Name | No. of shares as at April 01, 2022 | Change during the year | No. of shares as at March 31, 2023 | % of Total Shares | % change during the year |
|---|---|---|---|---|---|
| Pradeep Kumar Agarwal | 31,150 | - | 31,150 | 0.01% | - |
| Divya Agarwal | 26,000 | - | 26,000 | 0.01% | - |
| Sangita Agarwal | 26,000 | - | 26,000 | 0.01% | - |
| Shubham Agarwal | 24,460 | - | 24,460 | 0.01% | - |
| Abhishek Agarwal | 24,000 | - | 24,000 | 0.01% | - |
| Dhiraj Agarwal | 16,750 | - | 16,750 | 0.00% | - |
| Sumangal Agarwal | 8,200 | - | 8,200 | 0.00% | - |
| Vishal Agarwal | 8,200 | - | 8,200 | 0.00% | - |
| Rohin Raj Sureka | 5,000 | - | 5,000 | 0.00% | - |
| **Total (A1)** | **2,93,34,244** | **-** | **2,93,34,244** | **6.65%** | **-** |
| **A2) Body Corporate** | | | | | |
| Suraj Finvest Private Limited | 10,57,20,226 | - | 10,57,20,226 | 23.96% | - |
| Diwakar Finvest Private Limited | 9,86,67,956 | - | 9,86,67,956 | 22.37% | - |
| Pan Emami Cosmed Limited (formerly known as Midkot Investments Private Limited) | 31,17,160 | - | 31,17,160 | 0.71% | - |
| Emami Paper Mills Ltd | 9,33,000 | - | 9,33,000 | 0.21% | - |
| Emami Frank Ross Limited | 10,000 | - | 10,000 | 0.00% | - |
| **Total (A2)** | **20,84,48,342** | **-** | **20,84,48,342** | **47.25%** | **-** |
| **Total (A)** | **23,77,82,586** | **-** | **23,77,82,586** | **53.90%** | **-** |
| **B) Foreign** | | | | | |
| Amitabh Goenka | 5,71,496 | - | 5,71,496 | 0.13% | - |
| Ritu Goenka | 4,54,930 | - | 4,54,930 | 0.10% | - |
| Nikunj Goenka | 2,65,000 | - | 2,65,000 | 0.06% | - |
| Yogesh Goenka | 2,45,400 | - | 2,45,400 | 0.06% | - |
| Amitabh Goenka HUF | 74,000 | - | 74,000 | 0.02% | - |
| **Total (B)** | **16,10,826** | **-** | **16,10,826** | **0.37%** | **-** |
| **Total (A + B)** | **23,93,93,412** | **-** | **23,93,93,412** | **54.27%** | **-** |

* % change is below the rounding off norms adopted by the company.

## 3.19 OTHER EQUITY

₹ in Lacs

| Particulars | As at March 31, 2024 | | As at March 31, 2023 | |
|---|---|---|---|---|
| **Retained Earnings** | | | | |
| Opening balance | 1,38,669.56 | | 1,16,683.85 | |
| Net Profit for the Year | 69,338.63 | | 57,349.96 | |
| Remeasurements of the Net Defined Benefit Plans (net of tax) | 247.62 | | (72.25) | |
| Interim Dividend# | (34,920.00) | | (35,292.00) | |
| Closing Balance | | 1,73,335.81 | | 1,38,669.56 |
| **Equity Instrument through Other Comprehensive Income (OCI)** | | | | |
| Opening Balance | 8,555.17 | | 12,667.20 | |
| Change in fair value of Equity Instrument through OCI | 170.84 | | (4,112.03) | |
| Closing Balance | | 8,726.01 | | 8,555.17 |
| **Other Reserves** | | | | |
| **Capital Reserves** | | 79.64 | | 79.64 |
| **Capital Redemption Reserve (CRR)** | | | | |
| Opening balance | 127.85 | | 127.85 | |
| Appropriation from general reserve upon Buyback of equity shares ## | 46.50 | | - | |
| Closing Balance | | 174.35 | | 127.85 |
| **General Reserves** | | | | |
| Opening Balance | 74,526.22 | | 74,625.56 | |
| Transaction costs related to Buyback ## | (22,863.20) | | (99.34) | |
| Transfer to capital redemption reserve upon Buyback of equity shares ## | (46.50) | | - | |
| Closing Balance | | 51,616.52 | | 74,526.22 |
| **Total** | | **2,33,932.33** | | **2,21,958.44** |

# Refer Note No. 3.49
## Refer Note No. 3.56

### Nature and purpose of reserves

**General Reserve**

Under the erstwhile Companies Act 1956, general reserve was created through an annual transfer of net income at a specified percentage in accordance with applicable regulations. The purpose of these transfers was to ensure that if a dividend distribution in a given year is more than 10% of the paid-up capital of the Company for that year, then the total dividend distribution is less than the total distributable results for that year. Consequent to introduction of Companies Act 2013, the requirement to mandatorily transfer a specified percentage of the net profit to general reserve has been withdrawn. However, the amount previously transferred to the general reserve can be utilised only in accordance with the specific requirements of Companies Act, 2013.

**Capital Reserve**

Capital Reserve has been primarily created on amalgamation in earlier years.

# Notes to Standalone Financial Statements

as at & for the year ended March 31, 2024

## 3.19 OTHER EQUITY (Contd.)

### Retained Earnings

Retained earnings are the profits/(loss) that the Company has earned/incurred till date, less any transfers to general reserve, dividends or other distributions paid to shareholders. Retained earnings include re-measurement loss / (gain) on defined benefit plans, net of taxes that will not be reclassified to Statement of Profit and Loss.

### Equity Instrument through Other Comprehensive Income

This Reserve represents the cumulative gains (net of losses) arising on the revaluation of Equity Instruments measured at Fair Value through Other Comprehensive Income, net of amounts reclassified, if any, to Retained Earnings when those instruments are disposed of.

### Capital Redemption Reserve (CRR)

Represents the nominal value of Equity shares bought back pursuant to Buyback in accordance with Section 69 of the Companies Act, 2013.

## 3.20 LEASE LIABILITIES

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Lease Liabilities | 751.31 | 474.50 |
| **Total** | **751.31** | **474.50** |

Refer Note No. 3.50 for related disclosures.

## 3.21 OTHER FINANCIAL LIABILITIES

₹ in Lacs

| Particulars | As at March 31, 2024 | | As at March 31, 2023 | |
|---|---|---|---|---|
| **At amortised cost** | | | | |
| **Unsecured** | | | | |
| Trade Deposits | | 164.79 | | 168.64 |
| Security Deposits | | | | |
| - from related parties (Refer Note No. 3.54) | 11.85 | | 8.50 | |
| - from others | 509.61 | 521.46 | 510.71 | 519.21 |
| **Total** | | **686.25** | | **687.85** |

## 3.22 PROVISIONS

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **Provision for Employee Benefits** | | |
| Gratuity | 1,022.44 | 2,232.18 |
| **Total** | **1,022.44** | **2,232.18** |

Refer Note No. 3.38 for related disclosures.

# Notes to Standalone Financial Statements

as at & for the year ended March 31, 2024

## 3.23 OTHER NON-CURRENT LIABILITIES

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Deferred Government Grants* | 1,466.57 | 1,612.97 |
| **Total** | **1,466.57** | **1,612.97** |

* To be amortised to income over the life of the assets against which such grants are received / receivable.

## 3.24 BORROWINGS

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **At amortised cost** | | |
| **Secured** | | |
| **From Banks** | | |
| Cash Credit (including working capital demand loan) | 624.85 | - |
| Packing Credit | 114.00 | 1,073.16 |
| (Both cash credit & packing credit are secured by hypothecation of inventories, book debts on first charge basis ranking pari pasu amongst lenders.) | | |
| **Total** | **738.85** | **1,073.16** |

**Notes :**

1. Interest Rate on Cash Credit (including working capital demand loan) is 7.80% (March 31, 2023 : Cash Credit was Nil)
2. Packing credit is repayable within 70 Days & carries interest rate of 5.98% (March 31, 2023 : Interest rate range of 5.05% - 5.70%)
3. Borrowings from banks has not been used for the purpose other than for which it was taken as at March 31, 2024 and March 31, 2023.
4. The Company has not been declared wilful defaulter by any bank or financial Institution or other lender.

## 3.25 LEASE LIABILITIES

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Lease Liabilities | 733.25 | 505.46 |
| **Total** | **733.25** | **505.46** |

Refer Note No. 3.50 for related disclosures.

# Notes to Standalone Financial Statements

as at & for the year ended March 31, 2024

## 3.26 TRADE PAYABLES

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **At amortised cost** | | |
| Total outstanding dues of Micro Enterprises & Small Enterprises (Refer Note No: 3.41) | 3,245.18 | 2,854.53 |
| Total outstanding dues of creditors other than Micro Enterprises & Small Enterprises | 20,714.68 | 21,429.11 |
| **Total** | **23,959.86** | **24,283.64** |

(a) Refer Note No. 3.54 for information on payable to related parties.

(b) Refer Note No. 3.52 for liquidity risk and forign currency risk

(c) Trade payables are non-interest bearing and are normally settled between 30 to 60 days term

### Trade Payables Ageing - As at March 31, 2024

₹ in Lacs

| Particulars | Current but not due* | Outstanding for following periods from due date of payment | | | | Total |
|---|---|---|---|---|---|---|
| | | Less than 1 Year | 1 to 2 Years | 2 to 3 Years | More than 3 Years | |
| Total outstanding dues of Micro Enterprises & Small Enterprises | 2,132.03 | 1,097.85 | 15.30 | - | - | **3,245.18** |
| Total outstanding dues of creditors other than Micro Enterprises & Small Enterprises | 6,252.32 | 12,855.21 | 692.41 | 76.03 | 838.71 | **20,714.68** |

### Trade Payables Ageing - As at March 31, 2023

₹ in Lacs

| Particulars | Current but not due* | Outstanding for following periods from due date of payment | | | | Total |
|---|---|---|---|---|---|---|
| | | Less than 1 Year | 1 to 2 Years | 2 to 3 Years | More than 3 Years | |
| Total outstanding dues of Micro Enterprises & Small Enterprises | 745.68 | 2,108.85 | - | - | - | **2,854.53** |
| Total outstanding dues of creditors other than Micro Enterprises & Small Enterprises | 5,093.41 | 15,128.64 | 182.46 | 246.17 | 778.43 | **21,429.11** |

*It includes provisions for expenses for which invoices have not been received till the date of the Balance Sheet.

Note: There are no disputed Trade Payables as on March 31, 2024 and March 31, 2023.

# Notes to Standalone Financial Statements

as at & for the year ended March 31, 2024

## 3.27 OTHER CURRENT FINANCIAL LIABILITIES

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **At amortised cost** | | |
| Interest Accrued | 66.44 | 67.63 |
| Creditors for Capital Goods | 271.09 | 403.00 |
| Unpaid Dividend * | 310.84 | 297.07 |
| Employee Benefits | 3,638.82 | 3,227.31 |
| **At FVTPL** | | |
| Financial Guarantee Obligation# | 3,245.52 | 5,336.71 |
| **Total** | **7,532.71** | **9,331.72** |

* Unpaid dividend does not include amount due and outstanding to be credited to Investor Education and Protection Fund.

# Refer Note No. 3.54 for information on related parties.

## 3.28 OTHER CURRENT LIABILITIES

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Deferred Government Grants* | 174.85 | 207.69 |
| Advance from Customers# | 516.06 | 586.18 |
| Duties & Taxes | 2,047.12 | 1,217.00 |
| **Total** | **2,738.03** | **2,010.87** |

* To be amortised to income over the life of the assets against which such grants are received/receivable.

# Refer Note No. 3.54 for information on related parties.

## 3.29 PROVISIONS

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **Provision for Employee Benefits** | | |
| Provident Fund (Refer Note No. 3.39) | 302.13 | 579.43 |
| Leave Encashment | 564.51 | 467.29 |
| **Others** | | |
| Provision for Litigation (Refer Note No. 3.40) | 892.15 | 943.78 |
| Provision for Rebates and Damage return (Refer Note No. 3.62) | 3,924.42 | 3,277.65 |
| **Total** | **5,683.21** | **5,268.15** |

## 3.30 Current Tax Liabilities (Net)

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Provision for Direct Taxes (Net of Advance Tax) | 1,057.10 | 1,287.20 |
| **Total** | **1,057.10** | **1,287.20** |

# Notes to Standalone Financial Statements

as at & for the year ended March 31, 2024

## 3.31 REVENUE FROM OPERATIONS

₹ in Lacs

| Particulars | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|---|---|---|
| **Revenue from contracts with customers** | | |
| Sale of Products (Refer Note No. 3.61)# | 2,87,194.59 | 2,85,666.12 |
| Other Operating Revenues* | 4,962.46 | 5,016.43 |
| **Total** | **2,92,157.05** | **2,90,682.55** |

# Refer Note No. 3.54 for information on related parties.

* It includes GST Refund, Royalty Income, Amortisation of Capital Subsidy, Export incentives, etc.

## 3.32 OTHER INCOME

₹ in Lacs

| Particulars | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|---|---|---|
| **Interest Received on financial assets carried at amortised cost** | | |
| Loans & Deposits | 878.03 | 832.94 |
| Dividend Income from equity investment carried at cost | 1,045.50 | - |
| Dividend Income from equity investment carried at fair value through OCI | 127.14 | 127.14 |
| Gain on reversal of provision for financial guarantee obligation | 1,847.97 | 852.12 |
| **Income from financial assets carried at fair value through Profit or Loss** | | |
| Profit on fair value of investment in CCPS | 42.29 | 652.83 |
| Profit on Sale / Fair Value of mutual funds and AIF (net) | 1,686.78 | 547.38 |
| Profit on fair value of derivatives instruments | - | 334.49 |
| Profit on Sale of Property, Plant & Equipments (net) | 362.77 | 473.53 |
| Rent and Maintenance Charges Received | 574.56 | 553.31 |
| Sundry Balances Written Back | 7.48 | 124.85 |
| Miscellaneous Receipts | 351.92 | 301.38 |
| **Total** | **6,924.44** | **4,799.97** |

## 3.33 COST OF MATERIALS CONSUMED

₹ in Lacs

| Particulars | For the year ended March 31, 2024 | | For the year ended March 31, 2023 | |
|---|---|---|---|---|
| **Raw materials and Packing materials** | | | | |
| Opening Stock | 12,858.75 | | 13,180.11 | |
| Add : Purchases during the year | 69,893.74 | | 78,492.78 | |
| Less : Closing Stock | 10,721.82 | | 12,858.75 | |
| **Total** | | **72,030.67** | | **78,814.14** |

# Notes to Standalone Financial Statements

as at & for the year ended March 31, 2024

## 3.34 DECREASE IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK- IN- PROGRESS

₹ in Lacs

| Particulars | For the year ended March 31, 2024 | | For the year ended March 31, 2023 | |
|---|---|---|---|---|
| **(I) Opening Stock** | | | | |
| Work-in-progress | 466.68 | | 618.75 | |
| Finished Goods | 11,199.52 | | 12,719.97 | |
| Stock-in-Trade | 3,981.29 | 15,647.49 | 5,620.89 | 18,959.61 |
| **(II) Closing Stock** | | | | |
| Work-in-progress | 439.08 | | 466.68 | |
| Finished Goods | 10,606.02 | | 11,199.52 | |
| Stock-in-Trade | 4,413.95 | 15,459.05 | 3,981.29 | 15,647.49 |
| **Total (I) - (II)** | | **188.44** | | **3,312.12** |

## 3.35 EMPLOYEE BENEFITS EXPENSE

₹ in Lacs

| Particulars | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|---|---|---|
| Salaries and Wages* | 28,897.13 | 26,482.96 |
| Staff Contribution to Provident and Other Funds | 1,535.17 | 1,771.56 |
| Gratuity Expenses (Refer Note No. 3.38) | 667.80 | 626.85 |
| Welfare Expense | 776.14 | 811.19 |
| **Total** | **31,876.24** | **29,692.56** |

* Refer Note No. 3.54 for information on related parties.

## 3.36 FINANCE COSTS

₹ in Lacs

| Particulars | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|---|---|---|
| Interest on borrowings | 91.47 | 299.86 |
| Interest on lease liabilities (Refer Note No. 3.50) | 120.92 | 72.68 |
| **Total** | **212.39** | **372.54** |

## 3.37 OTHER EXPENSES

₹ in Lacs

| Particulars | For the year ended March 31, 2024 | | For the year ended March 31, 2023 | |
|---|---|---|---|---|
| Consumption of Stores and Spare parts | | 1,095.86 | | 1,148.35 |
| Power and Fuel | | 2,226.50 | | 2,148.07 |
| Rent (Refer Note No. 3.50) | | 354.84 | | 502.47 |
| Repairs & Maintenance : | | | | |
| Building | 351.57 | | 375.25 | |
| Machinery | 865.71 | | 901.85 | |
| Others* | 2,546.91 | 3,764.19 | 2,419.15 | 3,696.25 |
| Insurance | | 343.94 | | 355.44 |
| Freight & Forwarding | | 8,132.14 | | 8,012.70 |

# Notes to Standalone Financial Statements

as at & for the year ended March 31, 2024

## 3.37 OTHER EXPENSES (Contd.)

₹ in Lacs

| Particulars | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|---|---|---|
| Directors' Fees and Commission | 1,375.80 | 692.35 |
| Advertisement & Sales Promotion | 45,333.84 | 40,569.15 |
| Packing Charges | 5,671.40 | 5,725.52 |
| Commission | 1,294.91 | 2,098.60 |
| Provision for doubtful receivables | 31.36 | 30.58 |
| Provision for doubtful trade receivables | 494.09 | 488.32 |
| Legal and Professional Fees (Refer Note No. 3.44) | 2,079.03 | 3,512.04 |
| Travelling and Conveyance | 2,828.73 | 2,682.52 |
| Expenditure on CSR Activities (Refer Note No. 3.53) | 1,201.36 | 1,030.99 |
| Loss on Impairment of Investment in subsidiary | 337.28 | 3,188.64 |
| Sundry Balances Written Off | 4.77 | - |
| Miscellaneous Expenses | 2,688.56 | 2,583.22 |
| **Total** | **79,258.60** | **78,465.21** |

* Includes IT maintenance, car repairs & maintenance, etc.

## 3.38 DEFINED BENEFIT PLAN (GRATUITY) :

(i) The Company provides for gratuity, a defined benefit retirement plan covering eligible employees. The Gratuity Plan provides a lump sum payments to vested employees at retirement, death, incapacitation or termination of employment, of an amount equivalent to 15 days salary for each completed year of service. Vesting occurs on completion of 5 continuous years of service as per Indian law. However, no vesting condition applies in case of death.

The Company makes contributions to Himani Limited Gratuity Fund, J.B.Marketing and Services Employees Gratuity Fund, Zandu Pharmaceuticals Employees Gratuity Fund, Kemco Chemicals Employees Gratuity Fund and Other Funds, which is funded defined benefit plan for qualifying employees.

(ii) Details as per actuarial valuations recognised in the financial statements in respect of Employees benefit scheme.

₹ in Lacs

| | Particulars | Gratuity Funded | |
|---|---|---|---|
| | | As at March 31, 2024 | As at March 31, 2023 |
| A | **Expenses Recognised in the Income Statement** | | |
| 1 | Current Service Cost | 504.50 | 493.77 |
| 2 | Net Interest Cost on the Net Defined Benefit Liability/ (Asset) | 163.30 | 133.08 |
| 3 | **Total Expenses recognised in the Statement of Profit & Loss** | **667.80** | **626.85** |
| B | **Assets and Liability** | | |
| 1 | Present value of Obligation | 5,261.59 | 6,073.58 |
| 2 | Fair Value of Plan Assets | 4,239.15 | 3,841.40 |

## 3.38 DEFINED BENEFIT PLAN (GRATUITY) : (Contd.)

₹ in Lacs

| | Particulars | Gratuity Funded | |
|---|---|---|---|
| | | As at March 31, 2024 | As at March 31, 2023 |
| 3 | Funded Status deficit | (1,022.44) | (2,232.18) |
| 4 | **Net liability recognised in balance sheet** | **(1,022.44)** | **(2,232.18)** |
| C | **Change in Present Value of Obligation** | | |
| 1 | Present value of Obligation as at beginning of period | 6,073.58 | 5,526.78 |
| 2 | Current Service Cost | 504.50 | 493.77 |
| 3 | Interest Expense or Cost | 444.31 | 364.51 |
| 4 | Re-measurement (or Actuarial)(gain)/loss arising from : | | |
| | - Change in financial assumptions | 37.00 | (171.65) |
| | - Experience variance (i.e. Actual experience vs assumptions) | (168.73) | 153.70 |
| 5 | Past Service Cost | - | - |
| 6 | Benefits Paid (Refer Note below) | (1,629.07) | (293.53) |
| 7 | **Present value of Obligation as at the end of period** | **5,261.59** | **6,073.58** |
| D | **Change in Fair Value of Plan Assets** | | |
| 1 | Fair Value of Plan Assets at beginning of period | 3,841.40 | 3,509.00 |
| 2 | Investment Income | 281.00 | 231.43 |
| 3 | Employer's Contribution | 500.00 | 500.00 |
| 4 | Benefits Paid (Refer Note below) | (632.15) | (293.53) |
| 5 | Return on plan assets, excluding amount recognised in net interest expense | 248.90 | (105.50) |
| 6 | **Fair Value of Plan Assets at end of period** | **4,239.15** | **3,841.40** |
| E | **Other Comprehensive Income** | | |
| 1 | Actuarial (gains)/losses | | |
| | - Change in financial assumptions | 37.00 | (171.65) |
| | - Experience variance (i.e. Actual experience vs assumptions) | (168.73) | 153.70 |
| 2 | Return on plan assets, excluding amount recognised in net interest expense | (248.90) | 105.50 |
| 3 | **Components of defined benefit costs recognised in other comprehensive income** | **(380.63)** | **87.55** |

Note : Out of the total benefit paid of ₹1,629.07 lacs, ₹632.15 has been paid from the gratuity fund and the rest has been settled from the Company's account.

### (iii) Major categories of Plan Assets (as percentage of Total Plan Assets)

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Funds managed by Insurer | 100.00% | 100.00% |

# Notes to Standalone Financial Statements

as at & for the year ended March 31, 2024

## 3.38 DEFINED BENEFIT PLAN (GRATUITY) : (Contd.)

**(iv) Assumptions**

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **Financial Assumptions** | | |
| Discount Rate (%) | 7.15% | 7.30% |
| Salary Growth Rate (per annum) | 8.00% | 8.00% |
| **Demographic Assumptions** | | |
| Mortality Rate | 100% (% of IALM 12-14) | 100% (% of IALM 12-14) |
| Withdrawal Rate (per annum) | 13.00% | 13.00% |

**(v) Sensitivity Analysis :-**

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

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Defined Benefit Obligation (Base) | 5,261.59 | 6,073.58 |

| Particulars | As at March 31, 2024 | | As at March 31, 2023 | |
|---|---|---|---|---|
| | Decrease | Increase | Decrease | Increase |
| Discount Rate (- / + 1%) (₹ in Lacs) | 5,521.69 | 5,024.36 | 6,322.16 | 5,846.70 |
| (% change compared to base due to sensitivity) | 4.90% | (4.50%) | 4.10% | (3.70%) |
| Salary Growth Rate (- / + 1%) (₹ in Lacs) | 5,024.04 | 5,517.07 | 5,846.08 | 6,318.10 |
| (% change compared to base due to sensitivity) | (4.50%) | 4.90% | (3.70%) | 4.00% |
| Attrition Rate (- / + 50% of present attrition rate) (₹ in Lacs) | 5,384.06 | 5,177.37 | 6,174.75 | 6,002.24 |
| (% change compared to base due to sensitivity) | 2.30% | (1.60%) | 1.70% | (1.20%) |
| Mortality Rate (- / + 10%) (₹ in Lacs) | 5,261.80 | 5,261.37 | 6,073.78 | 6,073.39 |
| (% change compared to base due to sensitivity)* | - | - | - | - |

* % change is below the rounding off norms adopted by the company.

## 3.38 DEFINED BENEFIT PLAN (GRATUITY) : (Contd.)

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

### (vi) Effect of Plan on Entity's Future Cash Flows

**a) Funding arrangements and Funding Policy**

The Company has purchased an insurance policy to provide for payment of gratuity to the employees. Every year, the insurance company carries out a funding valuation based on the latest employee data provided by the Company. Any deficit in the assets arising as a result of such valuation is funded by the Company.

**b) Expected Contribution during the next annual reporting period**

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| The Company's best estimate of Contribution during the next year | 500.00 | 500.00 |

**c) Maturity Profile of Defined Benefit Obligation**

| Particulars | 2023-2024 | 2022-2023 |
|---|---|---|
| Weighted average duration (based on discounted cash flows) | 5 Years | 4 Years |

₹ in Lacs

| Expected cash flows over the next (valued on undiscounted basis): | 2023-2024 | 2022-2023 |
|---|---|---|
| 1 Year | 1,338.33 | 2,305.22 |
| 2 to 5 Years | 2,512.73 | 2,479.78 |
| 6 to 10 Years | 2,294.06 | 2,264.12 |
| More than 10 Years | 1,678.65 | 1,541.43 |

### (vii) Description of Risk Exposures

Valuations are performed on certain basic set of pre determined assumptions and other regulatory frame work which may vary over time. Thus, the Company is exposed to various risks in providing the above gratuity benefit which are as follows:

**Interest Rate Risk:** The plan exposes the Company to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability (as shown in financial statements).

**Liquidity Risk:** This is the risk that the Company is not able to meet the short-term gratuity pay outs. This may arise due to non availability of enough cash/cash equivalent to meet the liabilities or holding of illiquid assets not being sold in time.

**Salary Escalation Risk:** The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

# Notes to Standalone Financial Statements

as at & for the year ended March 31, 2024

## 3.38 DEFINED BENEFIT PLAN (GRATUITY) : (Contd.)

**Demographic Risk:** The Company has used certain mortality and attrition assumptions in valuation of the liability. The Company is exposed to the risk of actual experience turning out to be worse compared to the assumptions considered for the valuation.

**Regulatory Risk:** Gratuity benefit is paid in accordance with the requirements of the Payment of Gratuity Act, 1972 (as amended from time to time). The Company is exposed to any changes to the regulations.

**Asset Liability Mismatching or Market Risk:** The duration of the liability is longer compared to duration of assets, exposing the Company to market risk for volatilities/fall in interest rate.

**Investment Risk:** The probability or likelihood of occurrence of losses relative to the expected return on any particular investment.

## 3.39 DEFINED BENEFIT PLAN (PROVIDENT FUND):

(i) In respect of certain employees, provident fund contributions are made to a Trust administered by the Company.

The defined benefit obligation arises from the possibility that during any time period in the future, the scheme may earn insufficient investment income to meet the guaranteed interest rate declared by government/EPFO/relevant authorities.

The net defined benefit obligation as at the valuation date, thus, represents the excess of accrued account value plus interest rate guaranteed liability over the fair value of plan assets.

(ii) Details as per actuarial valuations recognised in the financial statements in respect of Employees benefit scheme.

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Accumulated Account Value of Employee's Fund | 21,876.54 | 19,704.09 |
| Interest Rate Guarantee Liability | 522.72 | 481.36 |
| **Present value of benefit obligation at end of the period** | **22,399.26** | **20,185.45** |
| Fair Value of Plan Assets | 22,097.13 | 19,606.02 |
| **Net Asset / (Liability)** | **(302.13)** | **(579.43)** |

| Interest Rate Guarantee Liability | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Interest Rate Guarantee Liability | 522.72 | 481.36 |
| Fund Reserve and Surpluses | (220.59) | 98.07 |
| **Net Liability** | **302.13** | **579.43** |

**(iii) Major categories of Plan Assets (as percentage of Total Plan Assets)**

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Government of India securities | 6.06% | 6.87% |
| State Government securities | 42.65% | 42.15% |
| High quality corporate bonds | 40.81% | 42.32% |
| Equity shares of listed companies | 10.07% | 7.58% |
| Special Deposit Scheme | 0.13% | 0.15% |

## 3.39 DEFINED BENEFIT PLAN (PROVIDENT FUND): (Contd.)

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Bank balance | 0.28% | 0.15% |
| Other Investments | - | 0.78% |
| **Total** | **100.00%** | **100.00%** |

**(iv) Assumptions**

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Discount rate | 7.18% | 7.29% |
| Expected Guarantee Interest Rate | 8.25% | 8.15% |
| Mortality Rate | 100% (% of IALM 12-14) | 100% (% of IALM 12-14) |
| Attrition Rate (for all ages; per annum) | 13.00% | 13.00% |

**(v) Liability sensitivity analysis**

Significant actuarial assumptions for the determination of the guarantee liability are interest rate guarantee and discount rate.

The sensitivity analysis below have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The results of sensitivity analysis is given below:

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Defined Benefit Obligation (Base) | 22,399.26 | 20,185.45 |

| Particulars | As at March 31, 2024 | | As at March 31, 2023 | |
|---|---|---|---|---|
| | Decrease | Increase | Decrease | Increase |
| Discount Rate (- / + 1%) (₹ in Lacs) | 22,410.28 | 22,388.85 | 20,195.25 | 20,175.78 |
| (% change compared to base due to sensitivity) | 0.05% | (0.05%) | 0.05% | (0.05%) |
| Interest rate guarantee (-/+ 1%) (₹ in Lacs) | 22,022.37 | 23,007.57 | 19,842.30 | 20,733.22 |
| (% change compared to base due to sensitivity) | (1.68%) | 2.72% | (1.70%) | 2.71% |

## 3.40 The Company has made a provision of ₹ Nil (March 31, 2023 - ₹77.81 Lacs) towards cases which are under litigation during the year as shown below :

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Opening Balance | 943.78 | 868.17 |
| Provisions made during the year | - | 77.81 |
| Payment/reversals during the year | (51.63) | (2.20) |
| **Closing Balance** | **892.15** | **943.78** |

# Notes to Standalone Financial Statements

as at & for the year ended March 31, 2024

## 3.41 Details of dues to micro and small enterprises as defined under the MSMED Act, 2006 :

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year** | | |
| - Principal amount due to micro and small enterprises | 3,245.18 | 2,854.53 |
| - Interest due on above | - | - |
| **Total** | **3,245.18** | **2,854.53** |
| The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year | - | - |
| The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006 | - | - |
| The amount of interest accrued and remaining unpaid at the end of each accounting year | - | - |
| The amount of further interest remaining due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as deductible expenditure under section 23 of MSMED Act 2006 | - | - |

## 3.42 (A) Disclosures pursuant to the Regulation 34(3) read with para A of Schedule V to SEBI Listing Regulation 2015

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **Loan to subsidiary : (including interest)** | | |
| Emami Lanka (Pvt) Limited | 103.81 | 338.58 |
| Brillare Science Private Limited {Refer Note No. 3.5(b)} | 942.90 | 654.78 |
| **Maximum amount outstanding at any time during the year (including interest)** | | |
| Emami Lanka (Pvt) Limited | 338.58 | 338.58 |
| Brillare Science Private Limited | 942.90 | 654.78 |
| Helios Lifestyle Private Limited | - | 446.10 |

**(B) Disclosures pursuant to Sub-Section (4) of Section 186 of Companies Act, 2013:**

i) Details regarding investments made are given under Note No. 3.5

ii) Details regarding Loans and guarantees given are as follows :

₹ in Lacs

| Particulars | Note No. | Purpose | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|---|---|
| Loan to Subsidiary and Associates {Net of provision of ₹481.23 lacs (March 31, 2023 - ₹238.00 lacs)} | 3.54 | Working Capital Requirements | 923.02 | 858.77 |
| Corporate Guarantee given (including letter of comfort) | 3.54 | Working Capital Requirements | 10,346.00 | 10,216.15 |

## 3.43 CONTINGENT LIABILITIES & COMMITMENTS :

**I) Contingent Liabilities**

₹ in Lacs

| (a) Claims against the Company not acknowledged as debt : | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| i) Excise Duty, GST and Customs demands | 362.20 | 321.11 |
| ii) Sales Tax demands under appeal | 171.42 | 178.02 |
| iii) Income Tax | 155.61 | - |
| iv) Others | 23.05 | 23.05 |

Based on discussions with the solicitors/favourable decisions in similar cases/legal opinions taken by the Company, the management believes that the Company has a good chance of success in above-mentioned cases and hence, no provision there against is considered necessary. The timing of outflow of resources is not ascertainable.

₹ in Lacs

| (b) Guarantees | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Bank Guarantees | 223.37 | 223.98 |
| Corporate Guarantee issued on behalf of subsidiary companies (Net of Provision -Refer Note no. 3.27) | 5,366.56 | 3,124.15 |
| Letter of Comfort issued on behalf of subsidiary company | 1,733.92 | 1,755.29 |

**II) Commitments:**

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| (a) **Capital Commitments** : Estimated amount of commitments [net of advances of ₹288.89 lacs (March 31, 2023 - ₹176.01 lacs)] on capital account not provided for* | 2,521.71 | 2,998.59 |

*It also includes commitment to invest in AIF amoumting to ₹1,887.50 lacs (March 31, 2023: ₹1,967.50 lacs)

(b) **EPCG Commitments** : The Company had procured capital goods under the Export Promotion Capital Goods Scheme of the Government of India, at a concessional rate of customs duty / excise on an undertaking to fulfil quantified export obligation within the specified periods, failing which, the Company has to make payment to the Government of India equivalent to the duty benefit enjoyed along with interest. Related export obligation to be met is ₹129.27 lacs (March 31, 2023 - ₹28.34 lacs). In addition, the Company needs to maintain the average annual export turnover of ₹8,292.65 lacs to meet the above export obligation. The Company is confident that the above export obligation will be met during the specified period.

(c) **Other Commitments** : The Company has ongoing commitment to extend financial support to its wholly-owned subsidiary Emami Lanka (Pvt) Ltd., Srilanka & Brillare Science Pvt. limited and Step-down subsidiary Pharma Derm SAE Co, Egypt. The future cash flow in respect of the above cannot be ascertained at this stage.

# Notes to Standalone Financial Statements

as at & for the year ended March 31, 2024

## 3.44 PAYMENT TO AUDITORS

₹ in Lacs

| Particulars | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|---|---|---|
| **As Statutory Auditors :** | | |
| Audit Fees | 71.00 | 53.00 |
| Limited Review | 57.00 | 57.00 |
| Other Services | 2.00 | - |
| | **130.00** | **110.00** |
| **Payment to Cost Auditors** | | |
| Audit Fees | 1.65 | 1.65 |

## 3.45 INFORMATION REGARDING INCOME AND EXPENDITURE OF INVESTMENT PROPERTY

₹ in Lacs

| Particulars | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|---|---|---|
| Rental Income derived from investment properties (Refer Note No. 3.32) | 556.44 | 523.26 |
| Less : Direct operating expenses (including repairs and maintenance) arising from investment property that generate rental income (Refer Note No. 3.37) | 132.53 | 118.13 |
| **Profit arising from investment properties before depreciation and indirect expenses** | **423.91** | **405.13** |
| Less : Depreciation | 94.45 | 95.33 |
| **Profit arising from investment properties before indirect expenses** | **329.46** | **309.80** |

**Reconciliation of fair value:**

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Fair value of opening balance of Investment Property | 6,701.09 | 5,710.34 |
| Fair value adjustment on opening balance of Investment Property | 309.73 | 1,244.20 |
| Fair value of transfer in/(out) | (271.44) | (253.45) |
| **Fair value of closing balance of Investment Property** | **6,739.38** | **6,701.09** |

These valuations are based on valuations performed by the management (other than registered valuer) based on the available market prices of the properties using the level 2 inputs.

The Company has no restrictions on the realisability of its investment properties and no contractual obligations to purchase, construct or develop investment properties or for repairs, maintenance and enhancements.

## 3.46 CATEGORIZATION OF FINANCIAL INSTRUMENTS:

₹ in Lacs

| Particulars | Carrying value /Fair value | |
|---|---|---|
| | As at March 31, 2024 | As at March 31, 2023 |
| **(i) Financial Assets** | | |
| **a) Measured at FVTPL** | | |
| - Investments in mutual funds / alternate investment fund (current and non-current) | 22,708.21 | 19,118.93 |
| - Investments in Compulsorily Convertible Preference Shares | 687.27 | - |
| - Other Financial Assets (Derivative assets - Options) | 660.00 | 749.93 |
| **b) Measured at FVOCI** | | |
| - Investments in Equity Shares | 9,070.36 | 8,898.79 |
| **c) Measured at Amortised Cost*** | | |
| - Loans (current and non-current) | 436.91 | 1,302.22 |
| - Other Financial Assets (current and non-current) | 9,000.45 | 9,300.54 |
| **TOTAL** | **42,563.20** | **39,370.41** |
| **(ii) Financial Liabilities** | | |
| **a) Measured at FVTPL** | | |
| - Financial Guarantee obligation | 3,245.52 | 5,336.71 |
| **b) Measured at Amortised Cost*** | | |
| - Borrowings (Secured & Unsecured) | 738.85 | 1,073.16 |
| - Other Financial Liabilities (current and non-current) | 4,973.44 | 4,682.86 |
| **TOTAL** | **8,957.81** | **11,092.73** |

*Fair values of assets / liabilities carried at amortised cost are reasonable approximation of its carrying values.

The Company has not disclosed fair value of financial instruments such as cash and cash equivalents, other bank balances, trade receivables and trade payables because their carrying amounts are a reasonable approximation of the fair values due to their short term nature.

The Company has not disclosed fair value of Lease Liability as per Ind AS 107.

Investment in equity shares of subsidiaries and associates which are carried at cost and hence are not required to be disclosed as per Ind AS 107 "Financial Instruments Disclosures". Hence, the same have been excluded from the above table.

## 3.47 FAIR VALUE HIERARCHY

**Level 1 -** Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.

**Level 2 -** Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

**Level 3 -** Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

# Notes to Standalone Financial Statements

as at & for the year ended March 31, 2024

## 3.47 FAIR VALUE HIERARCHY (Contd.)

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as of March 31, 2024 & March 31, 2023 :

₹ in Lacs

| Particulars | Fair value measurement at end of the reporting year using | | | As at March 31, 2024 |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3* | Total |
| **Assets** | | | | |
| Investments in mutual fund / alternate investment fund | - | 22,708.21 | - | **22,708.21** |
| Investments in Equity Shares | 9,070.36 | - | - | **9,070.36** |
| Investment in Compulsorily Convertible Preference Shares | - | - | 687.27 | **687.27** |
| Derivative financial instruments - Derivative assets - Options | - | - | 660.00 | **660.00** |
| **Liability** | | | | |
| Financial Guarantee obligation | - | 3,245.52 | - | **3,245.52** |

₹ in Lacs

| Particulars | Fair value measurement at end of the reporting year using | | | As at March 31, 2023 |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3* | Total |
| **Assets** | | | | |
| Investments in mutual fund / alternate investment fund | - | 19,118.93 | - | **19,118.93** |
| Investments in Equity Shares | 8,898.79 | - | - | **8,898.79** |
| Derivative financial instruments - Derivative assets - Options | - | - | 749.93 | **749.93** |
| **Liability** | | | | |
| Financial Guarantee obligation | - | 5,336.71 | - | **5,336.71** |

* Refer note below for valuation technique and inputs used.

### Description of significant unobservable inputs to valuation for the year ended March 31, 2024

| Particulars | Valuation technique | Significant unobservable inputs | Sensitivity of the input to fair value |
|---|---|---|---|
| Compulsorily Convertible Preference Shares | Discounted Cash Flow Method | Discount Rate | 1% increase in Discount rate will decrease profit before tax by ₹68 lacs and 1% decrease will increase profit before tax by ₹79 lacs. |
| Derivative Financial instrument - Options Contract | Black-Scholes Model | Volatility Factors | 5% increase in Volatility factors will increase Profit before tax by ₹159.11 lacs and 5% decrease will decrease Profit before tax by ₹158.49 lacs . |

## 3.47 FAIR VALUE HIERARCHY (Contd.)

**Description of significant unobservable inputs to valuation for the year ended March 31, 2023**

| Particulars | Valuation technique | Significant unobservable inputs | Sensitivity of the input to fair value |
|---|---|---|---|
| Derivative Financial instrument - Options Contract | Monte Carlo Simulation | Volatility Factors | 1% increase in Volatility factors will decrease Profit before tax by ₹7.50 lacs and 1% decrease will increase Profit before tax by ₹7.50 lacs . |

The fair value of financial instruments that are not traded in an active market is determined using market approach and valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

There has been no change in the valuation methodology for Level 3 inputs during the year. There were no transfers between Level 1 and Level 2 during the year.

**Reconciliation of fair value measurement of Level 3 assets.**

₹ in Lacs

| Particular | Amount |
|---|---|
| **As at April 01, 2022** | **2,815.34** |
| Purchases /Addition | - |
| Disposal/Deletion | 2,399.96 |
| Fair Value Changes | 334.55 |
| **As at March 31, 2023** | **749.93** |
| Purchases /Addition | 644.98 |
| Disposal/Deletion | (89.93) |
| Fair Value Changes | 42.29 |
| **As at March 31, 2024** | **1,347.27** |

## 3.48 INCOME TAXES

A reconciliation of the income tax provision to the amount computed by applying the statutory income tax rate to the income before income taxes is summarised below :

₹ in Lacs

| Particulars | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|---|---|---|
| Profit before Income Taxes | 74,664.40 | 60,632.96 |
| Enacted Tax Rate in India | 34.94% | 34.94% |
| Computed expected tax expenses | 26,090.73 | 21,187.58 |
| Tax Incentives for 80IC/IE units | (18,294.58) | (17,630.52) |
| Difference between tax depreciation and book depreciation estimated to be reversed during tax holiday period | (1,371.00) | (230.03) |
| Expenses not allowable | 209.90 | 360.27 |
| Nil/Lower tax rate on dividend received | (409.77) | (22.21) |
| MAT Credit recorded related to previous years | (203.66) | (221.00) |

# Notes to Standalone Financial Statements

as at & for the year ended March 31, 2024

## 3.48 INCOME TAXES (Contd.)

₹ in Lacs

| Particulars | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|---|---|---|
| Tax on realised gain on fair value of Mutual Fund/AIF set off against Short term carried forward losses | (463.36) | (188.25) |
| Current tax related to Previous Years | (97.20) | - |
| Other Adjustments | (2.29) | 11.88 |
| **Total Income Tax expense** | **5,458.78** | **3,267.72** |

**Details of current tax for the year :**

₹ in Lacs

| Particulars | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|---|---|---|
| Current tax (MAT) | 12,830.14 | 11,077.00 |
| Less : MAT Credit Entitlement | (7,667.66) | (8,554.00) |
| Add : Deferred Tax Charge | 163.29 | 760.00 |
| **Income Tax expense** | **5,325.77** | **3,283.00** |
| Income tax relating to remeasurement of the net defined benefit liability/ asset | 133.01 | (15.30) |
| **Total Income Tax Expense** | **5,458.78** | **3,267.70** |

The Taxation Laws (Amendment) Ordinance, 2019 was promulgated on September 20, 2019 which amends the Income Tax Act, 1961, and the Finance (No. 2) Act, 2019. The Ordinance provides domestic companies with an option to opt for lower tax rates, provided they do not claim certain deductions. Further, CBDT has clarified that the tax credit of MAT paid by the domestic company exercising option under section 115BAA of the Act shall not be available consequent to exercising of such option.

As there is no time line within which option under section 115BAA can be exercised, it may be noted that a domestic company having credit of MAT may, if it so desires, exercise the option after utilising the said credit against the regular tax payable. The management has assessed the impact of the above ordinance and CBDT clarification and in view of the significant amount of MAT credit and a unit having tax holiday, the management has chosen not to opt for lower tax rates and continue with the normal tax rate.

One of the manufacturing facilities of the Company located in Assam is eligible for availing income tax benefits till FY 2025-26 under section 80IE of Income Tax Act, 1961 (IT Act) as a result of which the Company is paying MAT under section 115JB of the IT Act. In order to determine the utilization of MAT credit in future years, the management has projected its book profits and tax profits and based on the same, MAT credit has been recognized. During the current year, the Company has recognised MAT credit amounting to ₹7,667.66 lacs and the aggregate of such MAT credit as at March 31, 2024 is ₹45,030.21 lacs. Subsequent to the recognition of MAT credit, there is an unrecognised MAT credit amounting to ₹5,210.84 lacs which will expire between AY 2025-27, as it is not reasonably certain that such credit can be utilised against future taxable income.

# Notes to Standalone Financial Statements

as at & for the year ended March 31, 2024

## 3.49 DISTRIBUTION OF DIVIDEND

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **Dividend on equity shares declared and paid :** | | |
| 1st Interim dividend for the year ended March 31, 2024 :- ₹4.00 per share (March 31, 2023 :- ₹4.00 per share) | 17,460.00 | 17,646.00 |
| 2nd Interim dividend for the year ended March 31, 2024 :- ₹4.00 per share (March 31, 2023 :- ₹4.00 per share) | 17,460.00 | 17,646.00 |
| | **34,920.00** | **35,292.00** |

Note : The Dividend declared or paid during the year by the Company is in compliance with section 123 of the Companies Act, 2013

## 3.50 LEASES

### Company as a Lessee

The Company has lease contracts for Warehouse and office spaces used in its operations. These generally have lease terms between 1 to 5 years. The Company's obligations under its leases are secured by the lessor's title to the leased assets.

Set out below are the carrying amounts of right-of-use assets recognised and the movement during the year:

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **As at April 01** | **1,223.93** | **1,361.03** |
| Add : Addition during the year | 1,388.80 | 781.08 |
| Less : Derecognition | - | 269.85 |
| Less : Depreciation Expense | 921.89 | 648.33 |
| **As at March 31** | **1,690.84** | **1,223.93** |

Set out below are the carrying amounts of lease liabilities and the movements during the year:

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **As at April 01** | **979.96** | **1,092.85** |
| Add : Addition during the year | 1,388.80 | 781.08 |
| Less : Derecognition | - | 197.17 |
| Add : Accretion of interest | 120.92 | 72.68 |
| Less : Payments | 1,005.12 | 769.48 |
| **As at March 31** | **1,484.56** | **979.96** |
| Current | 733.25 | 505.46 |
| Non Current | 751.31 | 474.50 |

The effective interest rate for lease liabilities ranges between 6% - 8%, with maturity between 2024-2028

# Notes to Standalone Financial Statements

as at & for the year ended March 31, 2024

## 3.50 LEASES (Contd.)

The following are the amounts recognised in Statement of Profit and Loss:

₹ in Lacs

| Particulars | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|---|---|---|
| Depreciation expense of right-of use assets | 921.89 | 648.33 |
| Interest expenses on lease liabilities | 120.92 | 72.68 |
| Expense relating to short-term leases (included in 'Other Expenses') | 354.84 | 502.47 |
| **Total amount recognised in Statement of Profit and Loss** | **1,397.65** | **1,223.48** |

₹ in Lacs

| Maturity analysis of lease liabilities (including interest) are as follows: | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| 1 Year | 817.76 | 546.83 |
| 2 to 5 Years | 822.13 | 509.17 |

### Company as a Lessor

The Company has entered into commercial property leases on its investment property portfolio. The Company has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a major part of the economic life of the commercial property and the present value of the minimum lease payments not amounting to substantially all of the fair value of the commercial property, that it retains substantially all the risks and rewards incidental to ownership of these properties and accounts for the contracts as operating leases.

The Company is not having any minimum rental receivables under non-cancellable operating lease as on March 31, 2024 and March 31, 2023 respectively.

## 3.51 CAPITAL MANAGEMENT

For the purpose of the Company's capital management, capital includes issued equity capital, securities premium and all other equity reserves. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company's policy is to keep the gearing ratio upto 15%. Net debt is defined as current and non-current borrowings (including current maturity of long term debt and interest accrued and excluding lease liabilities) less cash and cash equivalents.

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Net Debt | (1,965.94) | (1,491.38) |
| Total equity | 2,38,297.33 | 2,26,369.94 |
| **Net Debt plus Total Equity** | **2,36,331.39** | **2,24,878.56** |
| **Gearing Ratio** | - | - |

## 3.51 CAPITAL MANAGEMENT(Contd.)

There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2024 and March 31, 2023.

## 3.52 FINANCIAL RISK MANAGEMENT

### Financial Risk Factors

The Company's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The primary market risk to the Company is foreign exchange risk. The Company uses derivative financial instruments to mitigate foreign exchange related risk exposures.

### Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk. Financial instruments affected by market risk include loans and borrowings, deposits, debt and equity investments and derivative financial instruments.

### Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. In order to balance the Company's position with regards to interest income and interest expense and to manage the interest rate risk, treasury performs comprehensive interest rate risk management. The Company is not exposed to significant interest rate risk as at the respective reporting dates.

### Foreign Currency Risk

The Company operates both in domestic market and internationally and consequently the Company is exposed to foreign exchange risk through its sales in overseas countries, and purchases from overseas suppliers in foreign currencies. The Company holds derivative financial instruments such as foreign exchange forward and option contracts to mitigate the risk of changes in exchange rates on foreign currency exposures.

The Company's exposure to foreign currency risk at the end of the reporting period expressed in INR, are as follows:

₹ in Lacs

| Particulars | As at March 31, 2024 | | As at March 31, 2023 | |
|---|---|---|---|---|
| | USD | GBP | USD | GBP |
| Trade Receivables* | 6,900.34 | - | 5,398.70 | - |
| Loan Given** | 23.02 | - | 258.79 | - |
| Interest Receivable | 80.79 | - | 79.48 | - |
| Others Receivable | 1,675.21 | - | 1,366.73 | - |
| Forward Contracts | - | - | (246.33) | - |
| **Net Exposure to Foreign Currency Risk (Assets)** | **8,679.36** | **-** | **6,857.37** | **-** |

# Notes to Standalone Financial Statements

as at & for the year ended March 31, 2024

## 3.52 FINANCIAL RISK MANAGEMENT(Contd.)

₹ in Lacs

| Particulars | As at March 31, 2024 | | As at March 31, 2023 | |
|---|---|---|---|---|
| | USD | GBP | USD | GBP |
| Financial Guarantee Obligation*** | 3,245.52 | - | 5,336.71 | - |
| Trade Payables | 19.56 | 21.62 | 82.25 | 26.81 |
| **Net Exposure to Foreign Currency Risk (Liabilities)** | **3,265.08** | **21.62** | **5,418.96** | **26.81** |
| **Net Exposure to Foreign Currency Risk (Assets - Liabilities)** | **5,414.28** | **(21.62)** | **1,438.41** | **(26.81)** |

* Net of provision for impairment of receivables from other party ₹400.00 lacs (March 31, 2023 - ₹400.00 lacs).

** Net of provision for impairment of Loan receivables from one of its Wholly Owned Subsidiary, i.e. Adjustment against provision for expected credit loss ₹481.23 lacs (March 31, 2023 - ₹238.00 lacs).

*** Provision for financial guarantee obligation aggregating ₹3,245.52 lacs (March 31, 2023 - ₹5,336.71 lacs) created on account of impairments of one of its wholly owned Subsidiary

### Sensitivity

The sensitivity of profit or loss to changes in the foreign exchange rates arises mainly from foreign currency denominated financial instruments.

₹ in Lacs

| Particulars | Impact on profit before tax | |
|---|---|---|
| | 2023-2024 | 2022-2023 |
| **USD Sensitivity** | | |
| INR/USD -Increase by 10%* | 541.43 | 143.84 |
| INR/USD -Decrease by 10%* | (541.43) | (143.84) |
| **GBP Sensitivity** | | |
| INR/GBP-Increase by 10%* | (2.16) | (2.68) |
| INR/GBP-Decrease by 10%* | 2.16 | 2.68 |

* Holding all other variables constant

### Derivative financial instruments

The Company holds derivative financial instruments such as foreign currency forward to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is generally a bank or a financial institution.

### Commodity Price Risk

The Company is affected by the price volatility of its key raw materials. Its operating activities requires a continuous supply of key material for manufacturing of hair oil, talc, balm and other products. The Company's procurement department continuously monitor the fluctuation in price and take necessary action to minimise its price risk exposure.

### Security Price Risk

Securities price risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market traded prices.

The Company invests its surplus funds in various mutual funds, debt instruments and equity instruments. These comprise of mainly liquid schemes of mutual funds, short term debt funds & income funds (duration investments) and certain quoted equity instruments. To manage its price risk arising from investments

## 3.52 FINANCIAL RISK MANAGEMENT(Contd.)

in mutual funds and equity instruments, the Company diversifies its portfolio. Mutual fund and equity investments are susceptible to market price risk, mainly arising from changes in the interest rates or market yields which may impact the return and value of such investments.

The Company's exposure to securities price risk arises from investments in mutual funds and equity investments held by the Company and classified in the Balance Sheet as fair value through profit or loss / fair value through other comprehensive income is disclosed under Note No.3.5 & 3.11

### Credit Risk

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables amounting to ₹28,304.84 lacs and ₹25,969.71 lacs as at March 31, 2024 and March 31, 2023, respectively. Trade receivables includes both secured and unsecured receivables and are derived from revenue earned from domestic and overseas customers . Credit risk has always been managed by the Company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. An impairment analysis is performed at each reporting date on an individual basis based on historical data of credit losses.

No customer individually accounted for more than 10% of the revenues from external customers during the year ended March 31, 2024 and March 31, 2023.

The ageing analysis of the receivables has been considered from the date the invoice falls due.

₹ in Lacs

| Particulars | As at March 31, 2024 | | | As at March 31, 2023 | | |
|---|---|---|---|---|---|---|
| | Estimated total gross carrying amount at default | Expected Credit Loss- simplified approach | Net carrying amount | Estimated total gross carrying amount at default | Expected Credit Loss- simplified approach | Net carrying amount |
| Current but not due | 16,810.63 | - | 16,810.63 | 18,524.97 | - | 18,524.97 |
| Less than 6 months | 9,104.04 | 18.31 | 9,085.73 | 6,104.65 | 3.62 | 6,101.03 |
| 6 months to 1 Year | 1,659.06 | 103.38 | 1,555.68 | 455.62 | 35.57 | 420.05 |
| 1 to 2 Years | 507.43 | 401.56 | 105.87 | 560.37 | 42.28 | 518.09 |
| 2 to 3 Years | 412.99 | 57.20 | 355.78 | 415.67 | 87.77 | 327.90 |
| More than 3 Years | 1,001.67 | 610.52 | 391.15 | 605.31 | 527.64 | 77.67 |
| **Total** | **29,495.82** | **1,190.97** | **28,304.84** | **26,666.59** | **696.88** | **25,969.71** |

### Liquidity Risk

The Company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations as well as investment in mutual funds. The Company believes that the working capital is sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived.

# Notes to Standalone Financial Statements

as at & for the year ended March 31, 2024

## 3.52 FINANCIAL RISK MANAGEMENT (Contd.)

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **Less than 1 year** | | |
| Borrowings | 738.85 | 1,073.16 |
| Lease Liabilities | 817.76 | 546.83 |
| Trade Payables | 23,959.86 | 24,283.64 |
| Other financial Liabilities | 7,532.71 | 9,331.72 |
| | **33,049.18** | **35,235.35** |
| **More than 1 year** | | |
| Lease Liabilities | 822.13 | 509.17 |
| Other financial Liabilities | 686.25 | 687.85 |
| | **1,508.38** | **1,197.02** |
| **Total** | **34,557.56** | **36,432.37** |

## 3.53 DETAILS OF CSR EXPENDITURE

₹ in Lacs

| Particulars | For the year ended March 31, 2024 | | For the year ended March 31, 2023 | |
|---|---|---|---|---|
| | In cash | Yet to paid in cash | In cash | Yet to paid in cash |
| a) Gross amount required to be spent by the Company during the year (net off ₹7.06 lacs excess spent in FY 2022-23) | 1,198.24 | - | 1,023.93 | - |
| b) Amount approved by the Board to be spent during the year | 1,205.30 | - | 1,052.13 | - |
| c) Amount spent during the year | | | | |
| i) Construction/Acquisition of any Asset | - | - | - | - |
| ii) On Purposes other than (i) above | 1,031.36 | - | 990.99 | - |
| d) Amount unspent/(Surplus) at the end of the year | 170.00 | | 40.00 | |
| e) Nature of CSR Activities | Promoting Healthcare, water and sanitation programmes, Promoting education, enhancing vocational skills and livelihood enhancement projects, Rural development, social upliftment programmes and promotion of art and Culture | | Promoting Healthcare, water and sanitation programmes, Promoting education, enhancing vocational skills and livelihood enhancement projects, Rural development, social upliftment programmes and promotion of art and Culture | |

## 3.53 DETAILS OF CSR EXPENDITURE (Contd.)

f) Details related to spent / unspent obligations

₹ in Lacs

| Particulars | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|---|---|---|
| i) Contribution to Public Trust | - | - |
| ii) Contribution to Charitable Trust | 1,031.36 | 990.99 |
| iii) On purpose of other than i) & ii) above | - | - |
| iv) Unspent amount in relation to : | | |
| - Ongoing project | 170.00 | 40.00 |
| - Other than ongoing project | - | - |
| **Total** | **1,201.36** | **1,030.99** |

| In case of S. 135(6) (Ongoing Project) | | | | | | |
|---|---|---|---|---|---|---|
| As at April 01, 2023 | | Amount required to be spent during the year | Amount spent during the year | | As at March 31, 2024 | |
| With Company | In Separate CSR Unspent A/c | | From Company's bank A/c* | From Separate CSR Unspent A/c | With Company# | In Separate CSR Unspent A/c |
| 40.00 | - | 1,198.24 | 1,031.36 | 40.00 | 170.00 | - |

| In case of S. 135(6) (Ongoing Project) | | | | | | |
|---|---|---|---|---|---|---|
| As at April 01, 2022 | | Amount required to be spent during the year | Amount spent during the year | | As at March 31, 2023 | |
| With Company | In Separate CSR Unspent A/c | | From Company's bank A/c* | From Separate CSR Unspent A/c | With Company# | In Separate CSR Unspent A/c |
| 75.00 | - | 1,023.93 | 990.99 | 75.00 | 40.00 | - |

*It includes ₹3.12 lacs (March 31, 2023 - ₹7.06 lacs) which is in addition to the minimum amount required to be spent as per the section 135 to the Companies Act, 2013.

# In compliance with the provisions laid under Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 and Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021, the Company has provided for expenditure towards unspent Corporate Social Responsibility (CSR) towards ongoing projects. Subsequent to the year end, ₹40 lacs has been spent and remaining unspent amount has been transferred to a special account opened by the Company within prescribed time limit in a scheduled bank under section 135(5) of the Act, on account of ongoing projects. In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Companies Act, in compliance with second proviso to sub-section 5 of section 135 of the Act

# Notes to Standalone Financial Statements

as at & for the year ended March 31, 2024

## 3.54 RELATED PARTY TRANSACTIONS :

### A. List of Related Parties

**1. Parties where Control exists /significant influence exist :**

| Name of the Related Parties | Nature of Relationship | Principal Place of business | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|---|---|
| | | | % of Holding | % of Holding |
| Suraj Finvest Private Limited | Entity having significant influence over the Company | India | 24.22% | 23.96% |
| Diwakar Finvest Private Limited | Entity having significant influence over the Company | India | 22.60% | 22.37% |
| Emami Bangladesh Limited | Subsidiary | Bangladesh | 100.00% | 100.00% |
| Emami International FZE | Subsidiary | UAE | 100.00% | 100.00% |
| Emami Lanka (Pvt) Limited | Subsidiary | Sri Lanka | 100.00% | 100.00% |
| Emami Overseas FZE | Subsidiary of Emami International FZE | UAE | 100.00% | 100.00% |
| Creme 21 GmbH | Subsidiary of Emami International FZE | Germany | 100.00% | 100.00% |
| Emami International Personal Care LLC (Formerly known as Emami International Personal Care Trading LLC) | Subsidiary of Emami International FZE | UAE | 100.00% | 100.00% |
| Emami RUS LLC | Subsidiary of Emami International FZE | Russia | 99.99% | 99.99% |
| Pharmaderm Company SAE. | Subsidiary of Emami Overseas FZE | Egypt | 90.60% | 90.60% |
| Brillare Science Private Limited | Subsidiary | India | 100.00% | 82.92% |
| Helios Lifestyle Private Limited (w.e.f July 01, 2022) | Subsidiary | India | 50.40% | 50.40% |
| Helios Lifestyle Private Limited (Upto June 30, 2022) | Associate | India | - | 49.53% |
| Tru Native F&B Private Limited | Associate | India | 20.65% | 20.65% |
| Cannis Lupus Services India Pvt. Ltd. (w.e.f July 21, 2022) | Associate | India | 30.00% | 30.00% |

# Notes to Standalone Financial Statements

as at & for the year ended March 31, 2024

## 3.54 RELATED PARTY TRANSACTIONS : (Contd.)

| Name of the Related Parties | Nature of Relationship | Principal Place of business | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|---|---|
| | | | % of Holding | % of Holding |
| Axiom Ayurveda Private Limited (w.e.f October 17, 2023) | Associate | India | 26.00% | - |
| Axiom Foods and Beverages Private Limited (w.e.f October 17, 2023) | Associate | India | 26.00% | - |
| Axiom Packwell Private Limited (w.e.f October 17, 2023) | Associate | India | 26.00% | - |

2. **Key Management Personnel & Relatives of Key Management Personnel**

   i) **Key Management Personnel**

| | |
|---|---|
| 1. Shri R. S. Agarwal | Chairman Emeritus & Non Executive Director |
| 2. Shri R. S. Goenka | Non Executive Chairman |
| 3. Shri H. V. Agarwal | Vice-Chairman & Managing Director |
| 4. Shri Mohan Goenka | Vice-Chairman & Whole Time Director |
| 5. Shri Sushil Kr. Goenka | Whole Time Director |
| 6. Smt. Priti A. Sureka | Whole Time Director |
| 7. Shri Prashant Goenka | Whole Time Director |
| 8. Shri N.H.Bhansali | CEO - Finance, Strategy & Business Development and CFO |
| 9. Shri Arun Kumar Joshi (Upto May 31, 2023) | Company Secretary & VP- Legal |
| 10. Shri Sandeep Sultania (w.e.f June 01, 2023) | Company Secretary, Compliance Officer & VP – Sales Commercial |

   ii) **Other Director**

| | |
|---|---|
| 1. Shri Aditya Vardhan Agarwal | Non Executive Director |
| 2. Shri C.K. Dhanuka | Independent Director |
| 3. Shri Debabrata Sarkar | Independent Director |
| 4. Smt. Mamta Binani | Independent Director |
| 5. Shri Anand Rathi (w.e.f August 02, 2022) | Independent Director |
| 6. Shri Anjani Agrawal (w.e.f August 02, 2022) | Independent Director |
| 7. Shri Anjan Chatterjee (w.e.f August 02, 2022) | Independent Director |
| 8. Ms. Avani Davda (w.e.f August 02, 2022) | Independent Director |
| 9. Shri Rajiv Khaitan (w.e.f August 02, 2022) | Independent Director |
| 10. Shri K.N.Memani (Upto August 01, 2022) | Independent Director |

# Notes to Standalone Financial Statements

as at & for the year ended March 31, 2024

## 3.54 RELATED PARTY TRANSACTIONS : (Contd.)

| | |
|---|---|
| 11. Shri Amit Kiran Deb (Upto August 01, 2022) | Independent Director |
| 12. Shri Y.P.Trivedi (Upto August 01, 2022) | Independent Director |
| 13. Shri S.B.Ganguly (Upto August 01, 2022) | Independent Director |
| 14. Shri P.K.Khaitan (Upto August 01, 2022) | Independent Director |

**iii) Promoter group including relative of Key Management Personnel**

1. Ms. Usha Agarwal
2. Ms. Saroj Goenka
3. Shri Dhiraj Agarwal
4. Shri Pradeep Agarwal
5. Ms. Indu Goenka
6. Ms. Rachna Bagaria
7. Ms. Laxmi Devi Bajoria
8. Ms. Jyoti Agarwal
9. Ms. Puja Goenka
10. Ms. Smriti Agarwal
11. Ms. Sobhna Agarwal
12. Ms. Vidisha Agarwal
13. Ms. Avishi Sureka
14. Ms. Jyoti Goenka
15. Ms. Mansi Agarwal
16. Ms. Rachna Goenka
17. Ms. Rashmi Goenka
18. Ms. Richa Agarwal
19. Ms. Shreya Goenka
20. Ms. Vidula Agarwal
21. Shri Raj Kr. Goenka
22. Shri Manish Goenka
23. Shri Jayant Goenka
24. Shri Sachin Goenka
25. Shri Rohin Raj Sureka
26. Shri Vibhash Vardhan Agarwal
27. Shri Yogesh Goenka
28. Shri Saswat Goenka
29. Ms. Chikky Goenka
30. Ms. Vidhishree Agarwal
31. Shri Vihan Vardhan Agarwal
32. Shri Manan Goenka
33. Shri Darsh Goenka
34. Shri Advay Goenka

### 3.54 RELATED PARTY TRANSACTIONS : (Contd.)

35. Shri Reyansh Goenka
36. Shri Devarsh Goenka
37. Ms. Nimisha Goenka
38. Ms. Reha Goenka
39. Ms. Shruti Goenka
40. Shri Ashish Goenka
41. Shri Santosh Goenka
42. Shri Madan Lal Agarwal
43. Ms. Kusum Agarwal
44. Ms. Divya Agarwal
45. Ms. Sangita Agarwal
46. Shri Shubham Agarwal
47. Shri Abhishek Agarwal
48. Shri Sumangal Agarwal
49. Shri Vishal Agarwal
50. Shri Amitabh Goenka
51. Ms. Ritu Goenka
52. Shri Nikunj Goenka

**3. Entity where KMP & their Relatives having significant influence**

1. Emami Paper Mills Limited
2. Emami Frank Ross Limited
3. Emami Realty Limited
4. Emami Agrotech Limited
5. CRI Limited
6. Aviro Vyapar Private Limited
7. AMRI Hospital Limited
8. Emami Estates Private Limited
9. Emami Group Of Companies Private Limited
10. Emami Home Private Limited
11. Dev Infracity Private Limited
12. Pacific Healthcare Private Limited
13. Khaitan & Co.
14. Khaitan & Co. LLP
15. Kosmos Healthcare Private Limited
16. Nayee Deesha Communications Private Limited
17. M. Bhattacharya & Co.Private Limited
18. Pan Emami Cosmed Ltd. (Formerly known as Midkot Investments Private Limited)
19. Vriddhi Commercial Private Limited (Formerly known as Emami Vriddhi Commercial Private Limited) (w.e.f. May 25, 2022)

# Notes to Standalone Financial Statements

as at & for the year ended March 31, 2024

## 3.54 RELATED PARTY TRANSACTIONS : (Contd.)

20. Emami Art Private Limited (Formerly known as Oriental Sales Agencies (India) Private Limited) (w.e.f. April 15, 2022)
21. Emami East Bengal FC Private Limited (w.e.f.July 23, 2022)
22. Aditya Vardhan Agarwal HUF
23. Manish Goenka HUF
24. Mohan Goenka HUF
25. Prashant Goenka HUF
26. Sushil Kumar Goenka HUF
27. Harsh Vardhan Agarwal HUF
28. Jayant Goenka HUF
29. Ashish Goenka HUF
30. Amitabh Goenka HUF
31. Himani Limited Staff Provident Institution
32. Emami Foundation
33. Aradhana Trust

### B. Details of Transactions between the Company and Related Parties.

₹ in Lacs

| Transactions | Nature of Relationship | Related Party | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|---|---|---|---|---|
| **Remuneration and Employee Benefits to KMP & Relatives of KMP** | | | | |
| - Short Term Employee Benefits | Vice-Chairman & Managing Director | Shri H.V. Agarwal | 322.96 | 318.08 |
| | Vice-Chairman & Whole Time Director | Shri Mohan Goenka | 322.96 | 318.08 |
| | Whole Time Director | Shri S. K. Goenka | 188.56 | 180.90 |
| | | Shri Prashant Goenka | 161.68 | 159.24 |
| | | Smt.Priti Sureka | 161.68 | 159.24 |
| | CFO | Shri N.H.Bhansali | 288.63 | 267.04 |
| | Company Secretary | Shri Arun Kumar Joshi (up to 31st May,2023) | 21.83 | 64.93 |
| | | Shri Sandeep Sultania (w.e.f June 01, 2023) | 68.42 | - |
| | Relatives of KMP | Others | 80.57 | 76.79 |

# Notes to Standalone Financial Statements

as at & for the year ended March 31, 2024

## 3.54 RELATED PARTY TRANSACTIONS : (Contd.)

| Transactions | Nature of Relationship | Related Party | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|---|---|---|---|---|
| - Post Employment Benefits | Vice-Chairman & Managing Director | Shri H.V. Agarwal | 23.85 | 12.70 |
| | Vice-Chairman & Whole Time Director | Shri Mohan Goenka | 23.85 | 12.70 |
| | Whole Time Director | Shri S. K. Goenka | 13.91 | 7.22 |
| | | Shri Prashant Goenka | 11.93 | 6.35 |
| | | Smt.Priti Sureka | 11.93 | 6.35 |
| | CFO | Shri N.H.Bhansali | 8.55 | 7.90 |
| | Company Secretary | Shri Arun Kumar Joshi (up to May 31,2023) | - | 0.90 |
| | | Shri Sandeep Sultania (w.e.f June 01, 2023) | 3.56 | - |
| | Relatives of KMP | Others | 3.26 | 1.69 |
| - Payment of Post Employment Benefit | Chairman Emeritus | Shri R. S. Agarwal | 810.00 | - |
| | Non Executive Chairman | Shri R. S. Goenka | 186.92 | - |
| | Company Secretary | Shri Arun Kumar Joshi (up to May 31,2023) | 27.10 | - |
| - Commission to Directors | Vice-Chairman & Managing Director | Shri H.V. Agarwal | 350.00 | 300.00 |
| | Vice-Chairman & Whole Time Director | Shri Mohan Goenka | 350.00 | 300.00 |
| | Other Wholetime Directors | Shri S.K.Goenka | 210.00 | - |
| | | Shri Prashant Goenka | 175.00 | - |
| | | Ms. Priti Sureka | 175.00 | - |
| | Independent Director | Others | 47.10 | 45.00 |
| - Director Sitting Fees | Non Executive Directors | Others | 21.60 | 14.85 |
| | Independent Directors | Others | 47.10 | 32.50 |

# Notes to Standalone Financial Statements

as at & for the year ended March 31, 2024

## 3.54 RELATED PARTY TRANSACTIONS : (Contd.)

| Transactions | Nature of Relationship | Related Party | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|---|---|---|---|---|
| Sale of Goods (including sale of raw material,packing material & Consumable) | Subsidiary | Emami Bangladesh Limited | 1,421.16 | 1,535.18 |
| | | Emami International FZE | 5,391.07 | 6,503.59 |
| | | Emami Lanka (Pvt) Limited | 411.14 | 133.74 |
| | | Emami International Personal Care Trading LLC | 383.06 | 19.86 |
| | Entity where KMP & their Relatives having significant influence | Emami Frank Ross Limited | 181.21 | 102.82 |
| | | Others | 48.23 | 88.88 |
| Sale of Property, Plant & Equipment | Subsidiary | Emami International FZE | - | 150.82 |
| | | Others | 5.54 | - |
| Rent, Maintenance & Other Income | Entity where KMP & their Relatives having significant influence | Emami Paper Mills Limited | 100.86 | 100.71 |
| | | Emami Agrotech Limited | 374.04 | 353.74 |
| | | Others | 23.43 | 12.17 |
| Royalty Income | Subsidiary | Emami Bangladesh Limited | 285.10 | 278.01 |
| | | Emami International FZE | 168.17 | 266.30 |
| | | Emami International Personal Care Trading LLC | 247.32 | 64.43 |
| | | Others | 24.46 | 22.00 |
| | Entity where KMP & their Relatives having significant influence | Others | 107.22 | 145.31 |
| Dividend Income | Subsidiary | Emami Bangladesh Limited | 1,045.50 | - |
| | Entity where KMP & their Relatives having significant influence | Emami Paper Mills Limited | 127.14 | 127.14 |

# Notes to Standalone Financial Statements

as at & for the year ended March 31, 2024

## 3.54 RELATED PARTY TRANSACTIONS : (Contd.)

| Transactions | Nature of Relationship | Related Party | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|---|---|---|---|---|
| Guarantee Commission Income | Subsidiary | Emami International FZE | 83.35 | 65.69 |
| | | Other Subsidiary | 2.77 | 2.50 |
| Interest Income | Subsidiary | Brillare Science Private Limited | 114.30 | 57.70 |
| | | Emami Lanka (Pvt) Limited | 40.45 | 39.74 |
| | Associate (Subsidiary w.e.f July 01, 2022) | Helios Lifestyle Private Limited | - | 51.22 |
| Purchase of Trading Goods | Subsidiary | Others | 100.21 | 32.63 |
| Purchase of Gift,Promotional items & others | Subsidiary | Others | 2.50 | - |
| | Associate | Others | 1.43 | - |
| | Entity where KMP & their Relatives having significant influence | Others | 5.58 | 13.38 |
| Rent, Maintenance & Other Expenses | Entity having significant influence over the Company | Others | 20.04 | 17.63 |
| | Entity where KMP & their Relatives having significant influence | Others | 51.05 | 51.05 |
| Donation & CSR | Entity where KMP & their Relatives having significant influence | Emami Foundation | 997.43 | 978.65 |
| | | Others | 9.00 | 10.00 |
| Publicity,Sales Promotion Expenses | Entity where KMP & their Relatives having significant influence | Nayee Deesha Communications Private Limited | 344.90 | 303.37 |
| | | Emami East Bengal FC Private Limited | 708.00 | 275.33 |
| | | Others | 35.73 | 28.30 |
| Professional,Medical & Other Expenses | Entity where KMP & their Relatives having significant influence | Others | 28.02 | 38.21 |

# Notes to Standalone Financial Statements

as at & for the year ended March 31, 2024

## 3.54 RELATED PARTY TRANSACTIONS : (Contd.)

| Transactions | Nature of Relationship | Related Party | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|---|---|---|---|---|
| Dividend payout | Entity having significant influence over the Company | Diwakar Finvest Pvt. Ltd | 7,893.42 | 7,893.44 |
| | | Suraj Finvest Private Limited | 8,457.62 | 8,457.62 |
| | Entity where KMP & their Relatives having significant influence | Pan Emami Cosmed Limited | 249.38 | 249.38 |
| | Whole Time Director | Ms. Priti Sureka | 1,208.38 | 1,208.38 |
| | Relative of KMP | Ms. Avishi Sureka | 112.00 | 112.00 |
| | KMP & Relative of KMP | Others | 1,059.14 | 1,065.25 |
| | Entity where KMP & their Relatives having significant influence | Others | 170.98 | 170.98 |
| Loan Given | Subsidiary | Brillare Science Private Limited* | 900.00 | 300.00 |
| Investment | Subsidiary | Brillare Science Private Limited | 43.03 | 1,300.00 |
| | Associate (Subsidiary w.e.f July 01, 2022) | Helios Lifestyle Private Limited | - | 446.10 |
| | Associates | Cannis Lupus Services India Private Limited | 644.98 | 280.00 |
| | | Axiom Ayurveda Private Limited | 10,955.62 | - |
| | | Others | 0.52 | - |
| Security Deposit Received | Entity where KMP & their Relatives having significant influence | Others | 3.35 | 0.25 |
| Conversion of loan to equity shares including interest | Subsidiary | Brillare Science Private Limited | 674.27 | - |
| | Associate (Subsidiary w.e.f July 01, 2022) | Helios Lifestyle Private Limited | - | 446.10 |

## 3.54 RELATED PARTY TRANSACTIONS : (Contd.)

| Transactions | Nature of Relationship | Related Party | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|---|---|---|---|---|
| Reimbursement of Expenses | Subsidiary | Others | - | 8.41 |
| | Entity where KMP & their Relatives having significant influence | Others | 33.44 | 77.21 |
| Contribution to Provident Fund | Entity where KMP & their Relatives having significant influence | Himani Limited Staff Provident Institution | 932.58 | 830.87 |

Note : The above transactions have been shown including indirect taxes.

### C. Balances outstanding at the year end.

₹ in Lacs

| Transactions | Nature of Relationship | Related Party | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|---|---|
| Investments | Subsidiary | Brillare Science Private Limited {(Refer Note (a)} | 2,625.70 | 2,156.49 |
| | | Other Subsidiaries | 32.61 | 32.61 |
| | Associate (Subsidiary w.e.f. July 01, 2022) | Helios Lifestyle Private Limited | 7,719.18 | 7,719.08 |
| | Associate | Tru Native F&B Private Limited | 950.00 | 950.00 |
| | | Cannis Lupus Services India Private Limited | 967.27 | 280.00 |
| | | Axiom Ayurveda Private Limited | 10,955.62 | - |
| | | Others | 0.52 | - |
| | Entity where KMP & their Relatives having significant influence | Emami Paper Mills Limited | 9,070.36 | 8,898.79 |

# Notes to Standalone Financial Statements

as at & for the year ended March 31, 2024

## 3.54 RELATED PARTY TRANSACTIONS : (Contd.)

| Transactions | Nature of Relationship | Related Party | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|---|---|
| Trade Receivable | Subsidiary | Emami Bangladesh Limited | 714.49 | 53.12 |
| | | Emami International FZE | 4,369.78 | 2,398.97 |
| | | Emami Lanka (Pvt) Limited | 152.79 | 29.47 |
| | | Emami International Personal Care Trading LLC | 343.57 | 20.04 |
| | Entity where KMP & their Relatives having significant influence | Others | 30.34 | 4.24 |
| Loan Receivable including interest | Subsidiary | Brillare Science Private Limited {(Refer Note (a)} | 942.90 | 654.78 |
| | | Emami Lanka (Pvt) Limited (net of provision ₹481.23 lacs) (PY. March 31, 2023 : ₹238 lacs) {Refer Note 2 below} | 103.81 | 338.58 |
| Royalty Receivable | Subsidiary | Emami Bangladesh Limited (net of discounting ₹146.08 lacs) (PY. March 31, 2023 : ₹114.72 lacs) | 1,077.45 | 835.26 |
| | | Emami International FZE | 168.17 | 266.30 |
| | | Emami International Personal Care Trading LLC | 247.32 | 64.43 |
| | | Others | 24.46 | 44.65 |
| Guarantee Commission Receivable | Subsidiary | Emami International FZE | 83.35 | 65.69 |
| | | Other Subsidiary | 2.77 | 4.99 |

# Notes to Standalone Financial Statements
as at & for the year ended March 31, 2024

## 3.54 RELATED PARTY TRANSACTIONS : (Contd.)

| Transactions | Nature of Relationship | Related Party | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|---|---|
| Other Receivable | Subsidiary | Others | 71.70 | 85.41 |
| | Entity where KMP & their Relatives having significant influence | Others | 0.25 | - |
| Trade & Other Payable | Subsidiary | Other Subsidiaries | 2.41 | 33.65 |
| | Entity where KMP & their Relatives having significant influence | Others | 305.10 | 178.25 |
| Commission & Other Payable | Vice-Chairman & Managing Director | Shri H.V. Agarwal | 350.00 | 322.00 |
| | Vice-Chairman & Whole Time Director | Shri Mohan Goenka | 350.00 | 322.00 |
| | Other Wholetime Directors | Sri S.K.Goenka | 210.00 | 12.50 |
| | | Sri Prashant Goenka | 175.00 | 11.00 |
| | | Ms. Priti Sureka | 175.00 | 11.00 |
| | Independent Director | Others | 47.10 | 45.00 |
| Receivable against Security Depost Paid | Entity where KMP & their Relatives having significant influence | Others | 7.50 | 7.50 |
| Payable against Security Deposit Received | Entity where KMP & their Relatives having significant influence | Others | 11.85 | 8.50 |
| Corporate Guarantee Obligation | Subsidiary | Emami International FZE | 8,334.66 | 8,211.28 |
| | | Emami Lanka (Pvt) Limited | 277.42 | 249.58 |
| Letter of Comfort | Subsidiary | Emami Bangladesh Limited | 1,733.92 | 1,755.29 |
| Advance other than Capital Advance | Entity where KMP & their Relatives having significant influence | Others | 4.83 | 4.83 |

# Notes to Standalone Financial Statements

as at & for the year ended March 31, 2024

## 3.54 RELATED PARTY TRANSACTIONS : (Contd.)

| Transactions | Nature of Relationship | Related Party | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|---|---|
| Advance from Customer | Entity where KMP & their Relatives having significant influence | Others | 0.66 | - |
| Prepaid Expenses (towards sponshorship) | Entity where KMP & their Relatives having significant influence | Emami East Bengal FC Private Limited | 432.67 | 432.67 |

### Terms and conditions of transactions with related parties

The sales and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash.

Refer Note No. 3.5 (d) for terms & conditions pertaining to investment in Compulsorily Convertible Preference Shares of Cannis Lupus Services India Pvt. Ltd.

Loan given to related parties are made on terms equivalent to those that prevail in arm's length transactions and have following terms:

a) Loan receivable (including interest) from Brillare amounting to ₹942.90 lacs, being in the nature of equity has been classified under the head equity investment in subsidiary, as the loan (including interest) is convertible into fixed number of equity shares.

b) Loan given to Emami Lanka (Pvt) Ltd. carries interest and Loan receivable aggregating to ₹23.02 lacs (March 31, 2023 ₹259.10 lacs) , net of provision ₹481.23 lacs (March 31, 2023 ₹238.00 lacs) is payable in FY 2026-27 as per the renewed/ revised agreement.

**Note 1 -** The Company has investments, trade receivables and guarantees given with respect to its wholly owned subsidiary viz. Emami International FZE (Emami FZE). During the previous year, the Company had performed an impairment assessment in connection with the total exposure in Emami FZE by examining its financial position and recorded liability towards financial guarantee aggregating ₹5,336.71 lacs. Such provisions are adjusted based on the profit earned / loss incurred by the subsidiary on periodic basis. Accordingly, during the year ended March 31, 2024, there has been an decrease by ₹2,091.19 lacs on the basis of performance of the subsidiary in the current year.

**Note 2 -** The Company has investments, loans, trade receivables and guarantees given with respect to its wholly owned subsidiary viz. Emami Lanka (Pvt) Limited. During the current year, the Company had performed an impairment assessment in connection with the total exposure in Emami Lanka (Pvt) Limited by examining its financial position and impaired its Loan receivable aggregating ₹481.23 lacs which is equivalent to negative net worth of Emami Lanka (Pvt) Limited.

## 3.55 SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the financial statements in conformity with Ind AS requires the Management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent assets and liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. These estimates and associated assumptions are based on historical experience and management's best knowledge of current events and actions the Company may take in future.

Information about critical estimates and assumptions that have a significant risk of causing material adjustment to the carrying amounts of assets and liabilities are included in the following notes:

### Judgements

i) **Estimation of defined benefit obligations**

The liabilities of the Company arising from employee benefit obligations and the related current service cost, are determined on an actuarial basis using various assumptions Refer Note No. 3.38 and 3.39 for significant assumption used.

ii) **Estimation of tax expenses, assets and payable**

Deferred tax assets are recognised for unused tax credit and on unused losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

The ultimate realisation of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. Management considers the scheduled reversals of deferred tax liabilities and the projected future taxable income in making this assessment. Based on the level of historical taxable income and projections for future taxable income over the periods in which the deferred income tax assets are deductible, management believes that the Company will realise the benefits of those deductible differences. The amount of the deferred income tax assets considered realisable, however, could be reduced in the near term if estimates of future taxable income during the carry forward periods are reduced. Refer Note No. 3.8 and 3.48.

iii) **Estimation of provisions and contingencies**

Provisions are liabilities of uncertain amount or timing recognised where a legal or constructive obligation exists at the balance sheet date, as a result of a past event, where the amount of the obligation can be reliably estimated and where the outflow of economic benefit is probable. Contingent liabilities are possible obligations that may arise from past event whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events which are not fully within the control of the company. The Company exercises judgement in recognizing the provisions and assessing the exposure to contingent liabilities relating to pending litigations. Judgement is necessary in assessing the likelihood of the success of the pending claim and to quantify the possible range of financial settlement. Due to this inherent uncertainty in the evaluation process, actual losses may be different from originally estimated provision. Refer Note No. 3.22, 3.29, 3.40 and 3.43.

iv) **Estimation of expected useful lives and residual values of property, plants and equipment and intangible assets.**

Property, plant and equipment and intangible assets are depreciated/ amortized at historical cost using straight-line method based on the estimated useful life, taking into account residual value. The asset's residual value and useful life are based on the Company's best estimates and reviewed, and adjusted if required, at each Balance Sheet date. Refer Note No. 3.1, 3.2, 3.3 & 3.4.

# Notes to Standalone Financial Statements

as at & for the year ended March 31, 2024

## 3.55 SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

(Contd.)

**v) Impairment of non financial assets / investment in subsidiaries and associates**

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model. The carrying amounts of the Company's non-financial assets /investment in subsidiaries and associates are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the recoverable amounts of cash-generating units have been determined based on value in use calculations. These calculations require the use of estimates such as discount rates and growth rates.

**vi) Fair Value Measurements**

When the fair values of financial assets and financial liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair values are measured using valuation techniques which involve various judgements and assumptions that may differ from actual developments in the future. For further details refer Note No. 3.47

**vii) Lease Accounting**

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

The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease.

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

The Company has considered leases with term up to 12 (Twelve) months as short-term leases. Such short term leases are accordingly excluded from the scope for the purpose of Ind AS 116 reporting. Refer Note No. 3.4, 3.20, 3.25 & 3.50.

**viii) Revenue recognition - Estimating variable consideration for returns and rebates**

The Company estimates variable considerations to be included in the transaction price for the sale of goods with rights of return and volume rebates.

The Company developed a statistical model for forecasting sales returns, damage returns and rebates. The model used the historical return data to come up with expected return percentages. These percentages are applied to determine the expected value of the variable consideration.

The Company updates its assessment of expected returns and rebates quarterly and the refund liabilities are adjusted accordingly. Estimates of expected returns and rebates are sensitive to changes in circumstances and the Company's past experience regarding returns and rebate entitlements may not be representative of customers' actual returns and rebate entitlements in the future. Refer Note No. 3.29, 3.31, 3.61 & 3.62.

**3.56** The Board of Directors of the Company, at its meeting held on March 24, 2023 approved Buyback of the Company's fully paid-up equity shares of face value of ₹1 each from the eligible equity shareholders of the Company other than promoters, promoter group and persons who are in control of the company, at a price not exceeding ₹450 per equity share (Maximum Buyback price), for an aggregate amount not exceeding ₹18,600 lacs (Maximum Buyback size), payable in cash from the open market route through the stock exchange mechanism under the Companies Act, 2013 and SEBI Buyback Regulations 2018 . The Maximum Buyback Size was 9.94% of aggregate of the Company's paid up equity capital and free reserves based on the audited financial statements of the Company as at March 31, 2022 in compliance with the maximum permissible limit of 10% of the total paid up equity share capital and free reserves in accordance with Section 68(2) of Companies Act, 2013 and SEBI Buy Back Regulations 2018. The buyback commenced on April 13, 2023 and got completed on July 06, 2023.

The Company bought back 46,50,000 equity shares in total cash consideration of ₹23,009.04 lacs (including ₹162.70 lacs towards transaction costs of Buyback and ₹4,316.14 lacs towards Buyback distribution tax). These equity shares were extinguished as per the records of the depositories. In line with the requirement of Companies Act, 2013, an amount of ₹22,863.20 lacs have been utilised from General Reserve for the Buyback. Further, capital redemption reserve of ₹46.50 lacs, representing the nominal value of shares bought back, has been created out of general reserve in accordance with Section 69 of the Companies Act, 2013.

During the previous year, subsequent to the approval of the Board of Directors, the Buyback had not been commenced till March 31, 2023. The Company had incurred ₹99.34 lacs towards transaction cost and taxes, which were utilised from General Reserve.

**3.57** The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However the date on which the Code will come into effect has not been notified and the final rules/interpretation have not yet been issued. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

## 3.58 INFORMATION FOR EARNINGS PER SHARE AS PER IND AS 33

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Net Profit after tax (₹ in Lacs) | 69,338.63 | 57,349.96 |
| Weighted average number of shares (in Lac) (Refer Note no. 3.56) | 4,372.65 | 4,411.50 |
| **Earnings Per Share - Basic & Diluted (₹)** | **15.86** | **13.00** |

**3.59** The Company has disclosed geographical segment information in the consolidated financial statements which are presented in the same financial report. Accordingly, in terms of Paragraph 4 of Ind AS 108 'Operating Segments', no disclosures related to segments are presented in this standalone financial statements. The Chief Operating Decision Maker ("CODM") evaluates the Company's performance and allocates resources based on an analysis of various performance indicators considering a single business segment. The CODM reviews revenue and profit from operations as the performance indicator considering a single business segment. The CEO & CFO and Managing Director are the CODM of the Company.

**3.60** During the year, pursuant to Voluntary Retirement Scheme for Dongari manufacturing unit, the Company has accounted for a compensation of ₹589.54 lacs payable to its workers, which has been disclosed as an exceptional item.

# Notes to Standalone Financial Statements

as at & for the year ended March 31, 2024

## 3.61 REVENUE FROM CONTRACTS WITH CUSTOMERS:

Disaggregated revenue information

Set out below is the disaggregation of the Company's revenue from contracts with customers: ₹ in Lacs

| Particulars | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|---|---|---|
| India | 2,70,401.67 | 2,69,228.82 |
| Outside India | 16,792.92 | 16,437.30 |
| **Total revenue from contracts with customers** | **2,87,194.59** | **2,85,666.12** |

₹ in Lacs

| Timing of revenue recognition | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|---|---|---|
| Goods transferred at a point in time | 2,87,194.59 | 2,85,666.12 |

**Contract balances** ₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Trade receivables | 28,304.84 | 25,969.71 |
| **Contract liabilities** | | |
| Advance from customers | 516.06 | 586.18 |

Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days.

Contract liabilities includes advance from customers received for supply of goods.

**Set out below is the amount of revenue recognised from:** ₹ in Lacs

| Particulars | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|---|---|---|
| **Amounts included in contract liabilities at the beginning of the year** | **586.18** | **515.28** |
| Add: Amount received during the year | 516.06 | 586.18 |
| Less: Amount adjusted during the year | 586.18 | 515.28 |
| **Amounts included in contract liabilities at the end of the year** | **516.06** | **586.18** |

**Refund liabilities** ₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Refund liabilities | | |
| - Arising from retrospective volume rebates | 1,776.54 | 1,581.50 |
| - Arising from rights of return | 2,147.88 | 1,696.15 |
| | **3,924.42** | **3,277.65** |

**Performance obligation**

**Sale of products**

The performance obligation is satisfied upon delivery/dispatch of the goods based on contractual terms. Sales are made generally after receipt of advance except for certain customers where payment is due within 30 to 90 days from day of sales.

### 3.62 The Company has made a provision of ₹3,924.42 Lacs (March 31, 2023 - ₹3,277.65 Lacs) towards rebates and damage return:

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **Opening Balance** | **3,277.65** | **2,412.62** |
| Add: Provisions made during the year | 3,924.42 | 3,277.65 |
| Less: Payment/reversals during the year | 3,277.65 | 2,412.62 |
| **Closing Balance** | **3,924.42** | **3,277.65** |

### 3.63 RATIO ANALYSIS AND ITS ELEMENTS

| Sl. | Particulars | Ratios | | % Variance | Reason for Variance |
|---|---|---|---|---|---|
| | | For the year ended March 31, 2024 | For the year ended March 31, 2023 | | |
| (a) | Current ratio (in times) | 2.39 | 2.24 | 7.02% | - |
| (b) | Debt-Equity ratio (in times) | 0.01 | 0.01 | 2.57% | - |
| (c) | Debt service coverage ratio (in times) | 22.35 | 3.27 | 582.85% | The variance is on account of higher repayments of borrowings made in the previous year. |
| (d) | Return on equity ratio (in %) | 29.84% | 26.37% | 13.18% | - |
| (e) | Inventory turnover ratio (in times) | 10.25 | 9.20 | 11.38% | - |
| (f) | Trade receivables turnover ratio (in times) | 10.58 | 12.61 | 16.04% | - |
| (g) | Trade payables turnover ratio (in times) | 7.13 | 6.53 | 9.16% | - |
| (h) | Net capital turnover ratio (in times) | 4.85 | 5.27 | 8.02% | - |
| (i) | Net profit ratio (in %) | 24.14% | 20.08% | 20.26% | - |
| (j) | Return on capital employed (in %) | 36.31% | 32.82% | 10.63% | - |
| (k) | Return on investment (in %) | 5.98% | (12.79)% | 146.76% | The variance is on account of higher income generated on investments in the current year |

# Notes to Standalone Financial Statements

as at & for the year ended March 31, 2024

## 3.63 RATIO ANALYSIS AND ITS ELEMENTS (Contd.)

### Elements of Ratio

| Sl. | Particulars | Numerator | Denominator |
|---|---|---|---|
| (a) | Current ratio (in times) | Current Assets | Current Liabilities |
| (b) | Debt-Equity ratio (in times) | Borrowings (including Interest accrued and lease liabilities) | Total equity |
| (c) | Debt service coverage ratio (in times) | Net Profit after taxes + depreciation & amortization + Finance cost | Finance cost + Lease payment + Principal repayments |
| (d) | Return on equity ratio (in %) | Net Profit after taxtion | Average Total Equity |
| (e) | Inventory turnover ratio (in times) | Revenue from Sale of Products | Average inventories |
| (f) | Trade receivables turnover ratio (in times) | Revenue from Sale of Products | Average trade receivables |
| (g) | Trade payables turnover ratio (in times) | Net Credit Purchase + Purchase of other operating expenses | Average trade payables |
| (h) | Net capital turnover ratio (in times) | Revenue from Sale of Products | Working capital (i.e. current assets less current liabilities) |
| (i) | Net profit ratio (in %) | Net Profit after taxtion | Revenue from Sale of Products |
| (j) | Return on capital employed (in %) | Profit Before Tax + Finance costs | Capital employed = Tangible Net worth + Total debt + Interest Accrued + Lease liabilities + Deferred tax liabilities |
| (k) | Return on investment (in %) | Income generated from invested funds | Average Investment |

**3.64** The Company is filling monthly statement of Inventories, Trade payables and Trade receivables to ICICI, HSBC, HDFC, CITI, DBS & Indusind bank for working capital loan. The quarterly returns/statements filed by the company with such banks are not in agreement with the unaudited books of accounts of the company and the details are as follows:

₹ in Lacs

| Quarter | Particulars of Securities provided | Amount as per books of account | Amount as reported in the quarterly return/ statement | Amount of Difference* |
|---|---|---|---|---|
| Jun-22 | Trade Receivable | 22,142.00 | 24,925.00 | (2,783.00) |
| | Trade Payables ** | 5,480.00 | 4,981.00 | 499.00 |

*The quarterly statements submitted to banks were prepared and filed before the completion of financial statement closure activities which led to these difference between final books of accounts and provisional quarterly statement submitted to banks.

**Trade Payables includes only creditors for goods which is determined by the management through manual exercise and does not include creditors for services / provisional liabilities. Hence, the same have been excluded from the above table.

**3.65** During the year ended March 31, 2023, a foreign subsidiary had declared dividend which was subsequently cancelled in Extraordinary General Meeting of its shareholders, due to inability to repatriate the dividend to India on account of ongoing foreign currency crisis in the country in which it is domiciled. Accordingly, the Company has not accounted for income in current year.

**3.66** The Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software, except that audit trail feature is not enabled for direct changes to data for users with certain privileged access rights to the application and the underlying HANA database. Further no instance of audit trail feature being tampered with was noted in respect of software.

**3.67** During the current year, due to unfavourable business environment, the Company has extended the loan given to its wholly owned subsidiary amounting to ₹504.25 lacs to settle the existing loan which had fallen due during the year.

## 3.68 IMPAIRMENT ASSESSMENT OF INVESTMENT IN CERTAIN SUBSIDIARIES

### a) Helios Lifestyle Private Limited (Refer Note 3.5)

The Company treats Helios Lifestyle Private Limited as one cash generating unit. The carrying amount of investment is reviewed annually to determine whether there is any indication of impairment. This testing is done by computing the value in use by using cash flow projections based on approved budget for financial year 2023-24 (Previous Year: 2022-23) and financial forecast for the years FY 2025–30 (Previous Year: 2024-33). The projected Average annual increase in Revenue from operation during the forecast period is 21.46% (March 31, 2023: 16.77%). The growth rate used for extrapolation of cash flows beyond the forecast period is 5% (March 31, 2023: 3%). The rate used to discount the forecasted cash flows is 18% (March 31, 2023: 18%). Basis the assessment, there is no impairment in investment that needs to be recognised in current financial year.

### b) Brillare Science Private Limited (Refer Note 3.5)

The Company treats Brillare Science Private Limited as one cash generating unit. The carrying amount of investment is reviewed annually to determine whether there is any indication of impairment. This testing is done by computing the value in use by using cash flow projections based on approved budget for financial year 2023-24 (Previous Year: 2022-23) and financial forecast for the years FY 2025–30 (Previous Year: 2024-29). The projected Average annual increase in Revenue from operation during the forecast period is 28.99% (March 31, 2023: 33.26%). The growth rate used for extrapolation of cash flows beyond the forecast period is 4% (March 31, 2023: 5%). The rate used to discount the forecasted cash flows is 19% (March 31, 2023: 19%). Based on such assessment in financial year 2022-23, the Company had accounted for an impairment loss amounting to ₹3,188.64 lacs and no impairment is required to be recognised in current financial year.

## 3.69 OTHER STATUTORY INFORMATIONS

(i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

(ii) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. The Company has total two Core Investment companies as part of the Group.

(iii) The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year.

# Notes to Standalone Financial Statements

as at & for the year ended March 31, 2024

## 3.69 OTHER STATUTORY INFORMATIONS (Contd.)

(iv) During the year, the Company has acquired 26% stake in each of 'Axiom Ayurveda Private Limited ("AAPL"), Axiom Food & Beverages Private Limited ("AFBPL") and Axiom Packwell Private Limited ("APPL")', for a total purchase consideration of ₹10,956.14 lacs and consequently, these Companies have become associates of the Company. AAPL has further invested ₹3,140.28 lacs and ₹624.11 lacs in its subsidiaries i.e., AFBPL and APPL respectively for the purpose of setting up new plants for capacity expansion, as planned.

Following are the details of the funds invested by the Company to any person/entity for further investment /loan/guarantee in/to/on behalf of other persons/entities:

a. **Details of Intermediary** ₹ in Lacs

| Name of the Entity | Registered Address | Government Identification Number (PAN) | Relationship with the Company | Amount | Date of Transaction |
|---|---|---|---|---|---|
| Axiom Ayurveda Private Limited | Ward No. 15, Rampur Sarsehri Road, Ambala Cantt., Haryana – 133006 | AASCA9319D | Associate | 8,000.00 | October 17, 2024 |

b. **Details and nature of transaction with ultimate beneficiaries** ₹ in Lacs

| Name of the Entity | Registered Address | Government Identification Number (PAN) | Relationship with the Company | Date of transaction | Nature | Amount |
|---|---|---|---|---|---|---|
| Axiom Foods and Beverage Private Limited | Ward No. 15, Rampur Sarsehri Road, Ambala Cantt., Haryana - 133006 | AAVCA5941N | Associate | Multiple dates | Unsecured loan | 3,140.28 |
| Axiom Packwell Private Limited | Ward No. 15, Rampur Sarsehri Road, Ambala Cantt., Haryana - 133006 | AAWCA8548E | Associate | Multiple dates | Unsecured loan | 624.11 |

The Company has complied with the relevant provisions of the Companies Act for the above transaction and the transactions are not violative of the Prevention of Money-Laundering Act, 2002 (15 of 2003).

(v) The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

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

## 3.69 OTHER STATUTORY INFORMATIONS (Contd.)

(vi) The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

(vii) The Company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.

(viii) The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017

(ix) There are no events or transactions after the reporting period which is required to be disclosed under Ind AS 10.

(x) The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(xi) The Company has not been declared as wilful defaulter by any bank or financial institution or other lender.

The accompanying notes are an integral part of these standalone financial statements.

As per our report of even date attached

For **S. R. BATLIBOI & Co. LLP**
Chartered Accountants
Firm Registration No: 301003E/E300005

per **Sanjay Kumar Agarwal**
Partner
Membership No: 060352

Kolkata
May 29, 2024

For and on behalf of Board of Directors of Emami Limited
CIN : L63993WB1983PLC036030

**R S Goenka**
Chairman
DIN: 00152880

**H V Agarwal**
Vice-Chairman &
Managing Director
DIN: 00150089

**Mohan Goenka**
Vice-Chairman &
Whole Time Director
DIN: 00150034

**N H Bhansali**
CEO –Finance, Strategy &
Business Development and CFO
FCA No: 055211

**Sandeep Kumar Sultania**
Company Secretary, Compliance Officer
& VP – Sales Commercial
ACS No: A13546

# Consolidated Financial Statements

# Independent Auditor's Report

To
The Members of
**Emami Limited**

## Report on the Audit of the Consolidated Financial Statements

### Qualified Opinion

We have audited the accompanying consolidated financial statements of Emami Limited (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its associates comprising of the consolidated Balance sheet as at March 31 2024, the consolidated Statement of Profit and Loss, including other comprehensive income, the consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries and associates, except for the possible effects of the matter described in the "Basis for Qualified Opinion" section of our report, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013, as amended ("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 consolidated state of affairs of the Group and its associates as at March 31, 2024, their consolidated profit including other comprehensive loss, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

### Basis for Qualified Opinion

The accompanying consolidated financial statements include unaudited financial statements and other unaudited financial information in respect of One (1) subsidiary, whose financial statements and other financial information reflect total assets of ₹7,864 lacs as at March 31, 2024, total revenues of ₹18,292 lacs and net cash outflow of ₹59 lacs for the year ended on that date. These unaudited financial statements and other unaudited financial information included in the consolidated financial statements have not been subject to audit and have been furnished to us by the management.

Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiary and our report in terms of sub-sections (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiary is based solely on such unaudited financial statements and other unaudited financial information. Accordingly, we are unable to comment on the financial impact, if any, in relation to such balances, had the same been subjected to audit.

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Financial Statements' section of our report. We are independent of the Group and its associates in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion on the consolidated financial statements.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the financial year ended March 31, 2024. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of audit procedures performed by us and by other auditors of components not audited by us, as reported by them in their audit reports furnished to us by the management, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

<table>
<tr><th>Key audit matters</th><th>How our audit addressed the key audit matter</th></tr>
<tr><td colspan="2">(a) Recoverability of Minimum Alternate Tax ("MAT") Credit (as described in note 3.8 and 3.50 of the Consolidated Financial Statements)</td></tr>
<tr><td>One of the manufacturing facilities of the Holding Company is availing tax benefits under section 80IE of Income Tax Act, 1961 (IT Act) as a result of which the Holding Company is paying taxes under MAT to the government basis the book profits.<br><br>As on March 31, 2024, the Holding Company has Minimum Alternate Tax (MAT) credit entitlement amounting to ₹45,030.21 lacs.<br><br>The utilization of MAT credit entitlement will be through offsetting it when the Holding Company pays normal taxes under the provision of Income Tax Act, 1961. Therefore, the recoverability of MAT credit entitlement is dependent upon generation of sufficient future taxable profits within the stipulated period prescribed under the Income Tax Act, 1961.<br><br>Recoverability of MAT credit entitlement is sensitive to the assumptions used by the management to determine the forecasted profits, expected future market scenario, economic conditions, interpretation of tax laws, management's expansion plans etc.<br><br>Accordingly, the recoverability of MAT credit entitlement is determined as a key audit matter in our audit of the consolidated financial statements.</td><td>Our audit procedures amongst others included the following:<br>• Understood the income tax computation process for normal tax and minimum alternate tax and reviewed controls around recognition of MAT credit. Evaluated the design and tested the effectiveness of relevant controls in this regard.<br>• Assessed management's assumptions that substantiate the probability that the unused MAT credit will be recovered through taxable profit under normal provision in future years and also assessed the tax planning strategies, budgets and the plans prepared by the management and the relevant tax legislations.<br>• Evaluated the basis used in determining the forecasted income of taxable and non-taxable units including allocations of costs<br>• Reviewed returns submitted to the relevant tax authorities and compared these with the basis for accounting records.<br>• Evaluated the adequacy of the disclosures made by the Holding Company in this regard in the Consolidated Financial Statements.</td></tr>
</table>

| Key audit matters | How our audit addressed the key audit matter |
|---|---|
| **(b) Revenue from sale of goods (as described in note 2.3.c, note 3.33 and note 3.64 to the consolidated financial statements)** | |
| The Group recognizes revenues when control of the goods is transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods. In determining the sales price, the Group considers the effects of rebates and discounts (variable consideration). The terms of arrangements in case of domestic and exports sales, including the timing of transfer of control, the nature of discount and rebates arrangements, delivery specifications including incoterms, create complexity and judgment in determining sales revenues.<br><br>The risk is, therefore, that revenue may not be recognised in accordance with terms of Ind AS 115 'Revenue from contracts with customers', and accordingly, it is determined to be a key audit matter in our audit of the consolidated financial statements. | Our/other auditors' audit procedures amongst others included the following:<br>• Considered the appropriateness of the Group's revenue recognition policy in terms of Ind AS 115 'Revenue from contracts with customers'.<br>• Assessed the design and tested the operating effectiveness of internal financial controls related to revenue recognition.<br>• Performed sample tests of individual sales transaction and traced to sales invoices and other related documents. In respect of the samples selected, tested that the revenue has been recognized in accordance with Ind AS 115.<br>• Selected sample of sales transactions made pre- and post-year end and tested the period of revenue recognition based on underlying documents.<br>• Selected samples of rebates and discounts during the year, compared them with the supporting documents and performed re-calculation of those variable considerations as per scheme documents.<br>• Assessed the adequacy of relevant disclosures made in the consolidated financial statements. |
| **(c) Impairment Assessment of Goodwill (as described in note 3.3 and 3.68 to the consolidated financial statements)** | |
| The Group has goodwill in consolidated financial statements for the year ended March 31, 2024. These are allocated to Cash Generating Units (CGUs) and are tested annually for impairment. This testing is done by computing the value in use based on discounted cash flow method. The value in use so determined is compared with the carrying values and if there is a deficit, impairment loss is recognised.<br><br>The inputs to the impairment testing model which have the most significant impact on the CGU's recoverable value include:<br>– Projected revenue growth, operating margins and operating cash-flows;<br>– Stable long-term growth rates till perpetuity; and<br>– Discount rates<br><br>Considering that the impairment assessment requires consideration of above inputs that involves significant management judgement, this has been identified as a key audit matter. | Our audit procedures amongst others included the following:<br>• Assessed the design and tested the operating effectiveness of internal financial controls related to impairment assessment of goodwill.<br>• Evaluated the objectivity and competence of the external valuation specialist involved by the management for such valuation and obtained confirmation of independence from them.<br>• Evaluated the methodology applied by the Group in determining the CGUs to which goodwill is allocated.<br>• Discussed with the management the methodology and assumptions used in the valuation including discount rates, expected growth rates and terminal growth rates.<br>• Involved valuation specialists where considered necessary, to independently assess the assumptions and methodologies used by the Group in computing the recoverable amount. In making this assessment, we also assessed the objectivity, independence and competency of the valuation specialists.<br>• Obtained suitable management representation on the projections of future cash flows and the various assumptions used in the valuation.<br>• Tested the arithmetical accuracy of the management's impairment testing model.<br>• Assessed the adequacy of relevant disclosures made in the consolidated financial statements. |

## Other Information

The Holding 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, Business Responsibility and Sustainability Report and Report on Corporate Governance, but does not include the consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. Except for the possible effects of the matter described in Basis for Qualified Opinion paragraph, we have nothing to report in this regard.

## Responsibilities of Management for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group including its associates in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group and of its associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of their respective companies 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 the 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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associates are responsible for assessing the ability of their respective companies 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 Group or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the companies included in the Group and of its associates are also responsible for overseeing the financial reporting process of their respective companies.

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

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

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

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

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the financial year ended March 31, 2024 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Other Matter

(a) We did not audit the financial statements and other financial information, in respect of Seven (7) subsidiaries (direct and stepdown), whose financial statements include total assets of ₹53,050 lacs as at March 31, 2024, and total revenues of ₹60,224 lacs and net cash inflows of ₹544 lacs for the year ended on that date. These financial statement and other financial information have been audited by other auditors, which financial statements, other financial information and auditor's reports have been furnished to us by the management.

The consolidated financial statements also include the Group's share of net loss of ₹129 lacs and group share of total comprehensive loss of ₹129 lacs for the year ended March 31, 2024, as considered in the consolidated financial statements, in respect of One (1) associate, and also include Group's share of total net loss of ₹108 lacs and Group's share of total comprehensive loss of ₹100 lacs for the period from October 17, 2023 to March 31, 2024, as considered in the consolidated financial statements, in respect of three (3) associate whose financial statements, other financial information have been audited by other auditors and whose reports have been furnished to us by the Management.

Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and associates, and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and associates, is based solely on the reports of such other auditors.

Certain of these subsidiaries are located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Holding Company's management has converted the financial statements of such subsidiaries located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding Company's management. Our opinion in so far as it relates to the balances and affairs of such subsidiaries located outside India is based on the report of other auditors and the conversion adjustments prepared by the management of the Holding Company and audited by us.

(b) The accompanying consolidated financial statements include unaudited financial statements and other unaudited financial information in respect of two (2) step-down subsidiaries, whose financial statements and other financial information reflect total assets of ₹134 lacs as at March 31, 2024, and total revenues of ₹40 lacs and net cash outflows of ₹7 lacs for the year ended on that date. These unaudited financial statements and other unaudited financial information have been furnished to us by the management. The consolidated financial statements also include the Group's share of net loss of ₹114 lacs and Group's share of total comprehensive loss of ₹114 lacs for the year ended March 31, 2024, as considered in the consolidated financial statements, in respect of one (1) associate, whose financial statements, other financial information have not been audited and whose unaudited financial statements, other unaudited financial information have been furnished to us by the Management. Our opinion, in so far as it relates amounts and disclosures included in respect of these subsidiaries and associate, and our report in terms of sub-sections (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries and associate, is based solely on such unaudited financial statements and other unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, these financial statements and other financial information are not material to the Group.

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

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of the subsidiary company and associate companies, incorporated in India, as noted in the 'Other Matter' paragraph we give in the "Annexure 1" a statement on the matters specified in paragraph 3(xxi) of the Order.

2. As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries and associates, as noted in the

'other matter' paragraph we report, to the extent applicable, that:

(a) Except for the possible effects of the matter described in Basis for Qualified Opinion paragraph, we/the other auditors whose report we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;

(b) Except for the possible effects of the matter described in Basis for Qualified Opinion paragraph and as stated in the paragraph (i) (vi) below on reporting under Rule 11(g), in our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors;

(c) Except for the possible effects of the matter described in Basis for Qualified Opinion paragraph, the Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;

(d) Except for the possible effects for the matter described in Basis for Qualified Opinion paragraph, in our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

(e) Except for the possible effects of the matter described in Basis for Qualified Opinion paragraph, on the basis of the written representations received from the directors of the Holding Company as on March 31, 2024 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary company and associate companies, none of the directors of the Group's companies, its associates, incorporated in India, is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act;

(f) The modification relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph (b) above on reporting under Section 143(3)(b) and paragraph (i)(vi) below on reporting under Rule 11(g);

(g) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiary companies and associate companies, incorporated in India, and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;

(h) Except for the possible effects of the matter described in Basis for Qualified Opinion paragraph, in our opinion and based on the consideration of reports of other statutory auditors of the subsidiary and associates, the managerial remuneration for the year ended March 31, 2024 has been paid / provided by the Holding Company and its subsidiary incorporated in India to their directors in accordance with the provisions of section 197 read with Schedule V to the Act;

(i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries and associates, as noted in the 'Other matter' paragraph:

   i. Except for the possible effects of the matter described in Basis for Qualified Opinion paragraph, the consolidated financial statements disclose the impact of pending litigations on its consolidated financial position of the Group and its associates in its consolidated financial statements – Refer Note 3.43 and 3.46 to the consolidated financial statements;

ii. Except for the possible effects of the matter described in Basis for Qualified Opinion paragraph, the Group and its associates did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2024;

iii. Except for the possible effects of the matter described in Basis for Qualified Opinion paragraph, there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company, its subsidiaries and associates, incorporated in India during the year ended March 31, 2024.

iv. a) Except for the possible effects of the matter described in Basis for Qualified Opinion paragraph, the respective managements of the Holding Company, its subsidiaries and associates which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries and associates respectively that, to the best of its knowledge and belief, other than as disclosed in the note 3.69(iv) to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiaries and associates to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the respective Holding Company or any of such subsidiaries and associates ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) Except for the possible effects of the matter described in Basis for Qualified Opinion paragraph, the respective managements of the Holding Company and its subsidiaries and associates which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries and associates respectively that, to the best of its knowledge and belief, other than as disclosed in the note 3.69(v) to the consolidated financial statements, no funds have been received by the respective Holding Company or any of such subsidiaries and associate from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries and associates shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c) Except for the possible effects of the matter described in Basis for Qualified Opinion paragraph, based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiaries and associates which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.

v. The interim dividend declared and paid during the year by the Holding Company and until the date of the respective audit reports of such Holding Company, is in accordance with section 123 of the Act. The Holding Company has not proposed any final dividend for the year.

   No dividend has been declared or paid during the year by the subsidiary companies and associate companies, incorporated in India.

vi. Except for the possible effects of the matter described in Basis for Qualified Opinion paragraph, based on our examination which included test checks and that performed by the respective auditors of the subsidiary and associates which are companies incorporated in India whose financial statements have been audited under the Act, except for the instances discussed in note 3.45 to the consolidated financial statements, the Holding Company and the above referred subsidiary and associates have used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we and respective auditors of the above referred subsidiary and associates did not come across any instance of audit trail feature being tampered in respect of accounting software except as explained in the above note.

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

_______________________________
per **Sanjay Kumar Agarwal**
Partner
Membership Number: 060352
UDIN: 24060352BKFTFX5552

Place of Signature: Kolkata
Date: May 29, 2024

# Annexure 1 referred to in Paragraph 1 under the heading "Report on other legal and regulatory requirements" of our report of even date

**Re: Emami Limited ("the Holding Company")**

In terms of the information and explanations sought by us and given by the Holding Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief and based on the consideration of report of respective auditor of the subsidiary and associate companies incorporated in India, we state that:

(xxi) Qualifications or adverse remarks by the respective auditors in the Companies (Auditors Report) Order (CARO) reports of the companies included in the consolidated financial statements are:

| Sl. No | Name | CIN | Holding company/ subsidiary | Clause number of the CARO report which is qualified or is adverse |
|---|---|---|---|---|
| 1 | Emami Limited | L63993WB1983PLC036030 | Holding Company | i (c), iii (c) & iii (e) |
| 2 | Brillare Science Private Limited | U24100GJ2015PTC084144 | Subsidiary | xix |

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per **Sanjay Kumar Agarwal**
Partner
Membership Number: 060352
UDIN: 24060352BKFTFX5552

Place of Signature: Kolkata
Date: May 29, 2024

# Annexure 2 to the Independent Auditor's Report of even date on the consolidated financial statements of Emami Limited

## Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of Emami Limited (hereinafter referred to as the "Holding Company") as of and for the year ended March 31, 2024, we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its associates, which are companies incorporated in India, as of that date.

## Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the companies included in the Group and its associates, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls 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 (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

## Auditor's Responsibility

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

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

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

## Meaning of Internal Financial Controls With Reference to Consolidated Financial Statements

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

## Inherent Limitations of Internal Financial Controls With Reference to Consolidated Financial Statements

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

## Opinion

In our opinion, the Group and its associates, which are companies incorporated in India, have, maintained in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31,2024, 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 issued by the ICAI.

## Other Matters

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements of the Holding Company, in so far as it relates to one (1) subsidiary and four (4) associates, which are companies incorporated in India, is based on the corresponding reports of the auditors of such subsidiary and associates incorporated in India.

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

_______________________________
per **Sanjay Kumar Agarwal**
Partner
Membership Number: 060352
UDIN: 24060352BKFTFX5552

Place of Signature: Kolkata
Date: May 29, 2024

# Consolidated Balance Sheet

as at March 31, 2024

₹ in Lacs

| | Notes | As at March 31, 2024 | | As at March 31, 2023 | |
|---|---|---|---|---|---|
| ASSETS | | | | | |
| 1. Non-Current Assets | | | | | |
| (a) Property, Plant and Equipment | 3.1 | 58,114.73 | | 63,005.53 | |
| (b) Capital Work-in-Progress | 3.1 | 672.49 | | 575.30 | |
| (c) Investment Properties | 3.2 | 5,198.57 | | 5,338.90 | |
| (d) Goodwill on Consolidation | 3.3 | 6,819.00 | | 6,819.00 | |
| (e) Other Intangible Assets | 3.3 | 38,322.97 | | 47,524.47 | |
| (f) Right of Use Assets | 3.4 | 2,908.07 | | 1,847.04 | |
| (g) Intangible Assets under Development | 3.3 | 82.29 | | 57.32 | |
| (h) Financial Assets | | | | | |
| (i) Investments | 3.5 | | | | |
| a) Investment in Associates | | 11,678.26 | | 1,086.77 | |
| b) Others | | 16,371.31 | | 16,912.02 | |
| (ii) Loans | 3.6 | 186.85 | | 169.46 | |
| (iii) Other Financial Assets | 3.7 | 1,273.49 | | 1,991.81 | |
| (i) Deferred Tax Assets (Net) | 3.8 | 43,792.52 | | 36,367.67 | |
| (j) Other Non-Current Assets | 3.9 | 727.96 | 1,86,148.51 | 608.51 | 1,82,303.80 |
| 2. Current Assets | | | | | |
| (a) Inventories | 3.10 | 32,340.13 | | 32,803.93 | |
| (b) Financial Assets | | | | | |
| (i) Investments | 3.11 | 16,103.95 | | 11,336.88 | |
| (ii) Trade Receivables | 3.12 | 49,421.47 | | 41,460.36 | |
| (iii) Cash and Cash Equivalents | 3.13 | 5,295.39 | | 4,678.50 | |
| (iv) Bank Balance other than (iii) above | 3.14 | 14,842.62 | | 13,795.57 | |
| (v) Loans | 3.15 | 417.33 | | 599.45 | |
| (vi) Other Financial Assets | 3.16 | 7,243.55 | | 7,133.47 | |
| (c) Current Tax Assets (Net) | 3.17 | 92.61 | | 69.05 | |
| (d) Other Current Assets | 3.18 | 16,064.64 | 1,41,821.69 | 16,804.19 | 1,28,681.40 |
| TOTAL ASSETS | | | 3,27,970.20 | | 3,10,985.20 |
| EQUITY AND LIABILITIES | | | | | |
| Equity | | | | | |
| (a) Equity Share Capital | 3.19 | | 4,365.00 | | 4,411.50 |
| (b) Other Equity | 3.20 | | 2,40,293.79 | | 2,25,868.49 |
| **Total Equity attributable to Equity Holders of the Parent** | | | **2,44,658.79** | | **2,30,279.99** |
| (c) Non-Controlling Interest | | | 1,112.22 | | 996.48 |
| **Total Equity** | | | **2,45,771.01** | | **2,31,276.47** |
| Liabilities | | | | | |
| 1. Non-Current Liabilities | | | | | |
| (a) Financial Liabilities | | | | | |
| (i) Lease Liabilities | 3.21 | 1,543.19 | | 904.85 | |
| (ii) Other Financial Liabilities | 3.22 | 686.25 | | 687.96 | |
| (b) Provisions | 3.23 | 1,532.08 | | 2,769.92 | |
| (c) Deferred Tax Liabilities (Net) | 3.24 | 1,088.44 | | 1,344.48 | |
| (d) Other Non-Current Liabilities | 3.25 | 1,466.57 | 6,316.53 | 1,612.97 | 7,320.18 |
| 2. Current Liabilities | | | | | |
| (a) Financial Liabilities | | | | | |
| (i) Borrowings | 3.26 | 6,568.92 | | 7,360.85 | |
| (ii) Lease Liabilities | 3.27 | 1,283.48 | | 785.10 | |
| (iii) Trade Payables | 3.28 | | | | |
| Total outstanding dues of Micro Enterprises & Small Enterprises | | 3,631.39 | | 3,128.01 | |
| Total outstanding dues of creditors other than Micro Enterprises & Small Enterprises | | 41,827.39 | | 37,586.18 | |
| (iv) Other Financial Liabilities | 3.29 | 5,670.62 | | 5,133.59 | |
| (b) Other Current Liabilities | 3.30 | 3,430.67 | | 3,014.65 | |
| (c) Provisions | 3.31 | 11,028.83 | | 12,815.04 | |
| (d) Current Tax Liabilities (Net) | 3.32 | 2,441.36 | 75,882.66 | 2,565.13 | 72,388.55 |
| TOTAL EQUITY AND LIABILITIES | | | 3,27,970.20 | | 3,10,985.20 |
| Summary of Material Accounting Policies | 2 | | | | |

The accompanying notes are an integral part of these consolidated financial statements

As per our report of even date attached

For **S. R. BATLIBOI & Co. LLP**
Chartered Accountants
Firm Registration No: 301003E/E300005

For and on behalf of the Board of Directors of Emami Limited
CIN : L63993WB1983PLC036030

**R S Goenka**
Chairman
DIN: 00152880

**H V Agarwal**
Vice-Chairman &
Managing Director
DIN: 00150089

**Mohan Goenka**
Vice-Chairman &
Whole Time Director
DIN: 00150034

per **Sanjay Kumar Agarwal**
Partner
Membership No: 060352

**N H Bhansali**
CEO –Finance, Strategy &
Business Development and CFO
FCA No: 055211

**Sandeep Kumar Sultania**
Company Secretary, Compliance Officer
& VP – Sales Commercial
ACS No: A13546

Kolkata
May 29, 2024

# Consolidated Statement of Profit and Loss

for the year ended March 31, 2024

₹ in Lacs

| | | Notes | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|---|---|---|---|---|
| INCOME | | | | |
| Revenue from Operations | | 3.33 | 3,57,809.46 | 3,40,573.01 |
| Other Income | | 3.34 | 4,679.78 | 6,893.16 |
| **Total Income** | **(A)** | | **3,62,489.24** | **3,47,466.17** |
| EXPENSES | | | | |
| Cost of Materials Consumed | | 3.35 | 76,883.75 | 82,473.89 |
| Purchases of Stock-in-Trade | | | 40,722.79 | 33,968.83 |
| (Increase)/Decrease in Inventories of Finished Goods, Stock in trade and Work-in-Progress | | 3.36 | (1,553.16) | 3,693.34 |
| Employee Benefits Expense | | 3.37 | 39,563.89 | 36,776.14 |
| Other Expenses | | 3.39 | 1,07,238.48 | 97,385.29 |
| **Total Expenses before Exceptional items, Interest, Depreciation, Impairment & Amortisation and Tax** | **(B)** | | **2,62,855.75** | **2,54,297.49** |
| **Earnings before Share of loss of Associates, Exceptional Items, Interest, Depreciation, Impairment & Amortisation and Tax** | **(A-B)** | | **99,633.49** | **93,168.68** |
| Finance Costs | **( C)** | 3.38 | 997.72 | 739.14 |
| Depreciation, Impairment & Amortisation Expense : | **(D)** | | | |
| a) Amortisation & Impairment of Intangible Assets | | 3.3 | 9,318.47 | 14,989.20 |
| b) Depreciation of Property, Plant & Equipment | | 3.1 & 3.2 | 7,863.19 | 8,768.92 |
| c) Depreciation of Right of Use Assets | | 3.4 | 1,408.93 | 966.78 |
| **Total Expenses before Exceptional items and Tax** | **(B+C+D)=E** | | **2,82,444.06** | **2,79,761.53** |
| **Share of loss of Associates** | **F** | | **(372.36)** | **(749.70)** |
| **Profit Before Exceptional Items and Tax** | **(A-E+F)=G** | | **79,672.82** | **66,954.94** |
| Exceptional Items | **(H)** | 3.63 | (589.54) | - |
| **Profit Before Tax** | **(G+H)=I** | | **79,083.28** | **66,954.94** |
| **Tax Expense:** | **(J)** | 3.50 | | |
| Current Tax (Including MAT) | | | 14,465.25 | 12,677.73 |
| MAT Credit Entitlement | | | (7,667.66) | (8,554.00) |
| Deferred Tax Charge / (Credit) | | | (127.91) | 90.06 |
| **Profit for the year** | **(I-J)=K** | | **72,413.60** | **62,741.15** |
| **Other Comprehensive Income** | | | | |
| **A Items that will not be reclassified to Profit or Loss in subsequent periods** | | | | |
| Gain / (Loss) on Equity instrument through other comprehensive income | | | (53.15) | (4,228.83) |
| Gain / (Loss) on Remeasurement of the net defined benefit liability/asset | | | 465.96 | 28.37 |
| Income tax relating to remeasurement of the net defined benefit asset/liability | | | (129.98) | 8.99 |
| Share of Other Comprehensive Income in an Associate (net of tax) | | | 7.71 | - |
| **B Items that will be reclassified to Profit or Loss in subsequent periods** | | | | |
| Exchange difference on translation of foreign operations | | | (443.63) | (1,247.62) |
| **Total Other Comprehensive Income for the year (net of tax)** | | | **(153.09)** | **(5,439.09)** |
| **Total Comprehensive Income for the year** | | | **72,260.51** | **57,302.06** |
| **Profit attributable to:** | | | | |
| Equity holders of the parent | **L** | | **72,352.97** | **63,957.20** |
| Non-Controlling Interests | | | **60.63** | **(1,216.05)** |
| **Other Comprehensive Income attributable to:** | | | | |
| Equity holders of the parent | | | **(142.47)** | **(5,429.49)** |
| Non-Controlling Interests | | | **(10.62)** | **(9.60)** |
| **Total Comprehensive Income attributable to:** | | | | |
| Equity holders of the parent | | | **72,210.50** | **58,527.71** |
| Non-Controlling Interests | | | **50.01** | **(1,225.65)** |
| Earnings Per Equity Share | | 3.62 | | |
| (1) Basic (Face value of ₹1 each) | | | 16.55 | 14.50 |
| (2) Diluted (Face value of ₹1 each) | | | 16.55 | 14.50 |
| Summary of Material Accounting Policies | | 2 | | |

The accompanying notes are an integral part of these consolidated financial statements
As per our report of even date attached

For **S. R. BATLIBOI & Co. LLP**
Chartered Accountants
Firm Registration No: 301003E/E300005

per **Sanjay Kumar Agarwal**
Partner
Membership No: 060352

Kolkata
May 29, 2024

For and on behalf of the Board of Directors of Emami Limited
CIN : L63993WB1983PLC036030

**R S Goenka**
Chairman
DIN: 00152880

**H V Agarwal**
Vice-Chairman &
Managing Director
DIN: 00150089

**Mohan Goenka**
Vice-Chairman &
Whole Time Director
DIN: 00150034

**N H Bhansali**
CEO –Finance, Strategy &
Business Development and CFO
FCA No: 055211

**Sandeep Kumar Sultania**
Company Secretary, Compliance Officer
& VP – Sales Commercial
ACS No: A13546

# Consolidated Statement of Changes in Equity

for the year ended March 31, 2024

## A. EQUITY SHARE CAPITAL

₹ in Lacs

| Particulars | As at March 31, 2024 | | As at March 31, 2023 | |
|---|---|---|---|---|
| | No. of Shares | Amount | No. of Shares | Amount |
| **Equity shares of ₹1 each issued, subscribed and fully paid** | | | | |
| **As at April 01** | **44,11,50,000** | **4,411.50** | **44,11,50,000** | **4,411.50** |
| Buyback of Shares (Refer Note No. 3.60) | (46,50,000) | (46.50) | - | - |
| **As at March 31** | **43,65,00,000** | **4,365.00** | **44,11,50,000** | **4,411.50** |

## B. OTHER EQUITY

**For the year ended March 31, 2024**

₹ in Lacs

| Particulars | Reserve & Surplus | | | | Items of Other Comprehensive Income | | Other Equity attributable to equityholders of the parent | Non-Controlling Interests (NCI) |
|---|---|---|---|---|---|---|---|---|
| | Capital Reserve | Retained Earnings | General Reserve | Capital Redemption Reserve | Investment in Equity Instrument through Other Comprehensive Income | Foreign Currency Translation Reserve | | |
| **As at April 01, 2023** | **79.64** | **1,44,008.12** | **74,526.22** | **127.85** | **8,327.60** | **(1,200.94)** | **2,25,868.49** | **996.48** |
| Acquisition of Non-controlling interests | - | (2.00) | - | - | - | - | (2.00) | 2.00 |
| Profit for the Year | - | 72,352.97 | - | - | - | - | 72,352.97 | 60.63 |
| **Other Comprehensive Income** | | | | | | | | |
| Foreign Currency Translation Reserve | - | - | - | - | - | (437.39) | (437.39) | (6.24) |
| Fair value gain on Equity instrument through other comprehensive income | - | - | - | - | (53.15) | - | (53.15) | - |
| Remeasurement of the net defined benefit liability/ asset | - | 470.34 | - | - | - | - | 470.34 | (4.38) |
| Share of Other Comprehensive Gain of an Associate (net of tax) | - | 7.71 | - | - | - | - | 7.71 | - |
| Income tax relating to remeasurement of the net defined benefit asset/liability | - | (129.98) | - | - | - | - | (129.98) | - |
| **Total Comprehensive Income** | **-** | **72,701.04** | **-** | **-** | **(53.15)** | **(437.39)** | **72,210.50** | **50.01** |
| Interim Dividend Paid# | - | (34,920.00) | - | - | - | - | (34,920.00) | - |
| Buy back of shares @ | - | - | (22,863.20) | - | - | - | (22,863.20) | - |
| Amount transferred to Capital redemption reserve upon Buyback of Equity Shares @ | - | - | (46.50) | 46.50 | - | - | - | - |
| Share based payments in subsidiaries | - | - | - | - | - | - | - | 63.73 |
| **As at March 31, 2024** | **79.64** | **1,81,787.16** | **51,616.52** | **174.35** | **8,274.45** | **(1,638.33)** | **2,40,293.79** | **1,112.22** |

# Consolidated Statement of Changes in Equity

for the year ended March 31, 2024

## For the year ended March 31, 2023

₹ in Lacs

| Particulars | Reserve & Surplus | | | | Items of Other Comprehensive Income | | Other Equity attributable to equityholders of the parent | Non-Controlling Interests (NCI) |
|---|---|---|---|---|---|---|---|---|
| | Capital Reserve | Retained Earnings | General Reserve | Capital Redemption Reserve | Investment in Equity Instrument through Other Comprehensive Income | Foreign Currency Translation Reserve | | |
| **As at April 01, 2022** | **79.64** | **1,15,829.72** | **74,625.56** | **127.85** | **12,556.43** | **28.67** | **2,03,247.87** | **(230.09)** |
| Acquisition of Non-controlling interests | - | (515.75) | - | - | - | - | (515.75) | 515.75 |
| Profit for the Year | - | 63,957.20 | - | - | - | - | 63,957.20 | (1,216.05) |
| **Other Comprehensive Income** | | | | | | | | |
| Foreign Currency Translation Reserve | - | - | - | - | - | (1,229.61) | (1,229.61) | (18.01) |
| Fair value gain on Equity instrument through other comprehensive income | - | - | - | - | (4,228.83) | - | (4,228.83) | - |
| Remeasurement of the net defined benefit liability/ asset | - | 17.01 | - | - | - | - | 17.01 | 11.36 |
| Income tax relating to remeasurement of the net defined benefit asset/ liability | - | 11.94 | - | - | - | - | 11.94 | (2.95) |
| **Total Comprehensive Income** | **-** | **63,986.15** | **-** | **-** | **(4,228.83)** | **(1,229.61)** | **58,527.71** | **(1,225.65)** |
| Interim Dividend Paid# | - | (35,292.00) | - | - | - | - | (35,292.00) | - |
| Buy back of shares @ | - | - | (99.34) | - | - | - | (99.34) | - |
| Share based payments in subsidiaries | - | - | - | - | - | - | - | 139.50 |
| Acquisition of a subsidiary* | - | - | - | - | - | - | - | 1,796.97 |
| **As at March 31, 2023** | **79.64** | **1,44,008.12** | **74,526.22** | **127.85** | **8,327.60** | **(1,200.94)** | **2,25,868.49** | **996.48** |

# Refer Note No. 3.51

@ Refer Note No. 3.60

* Refer Note No. 3.55 for disclosure of additions on account of business acquisition.

Refer Note No. 3.20 for nature & purposes of reserves.

The accompanying notes are an integral part of these consolidated financial statements
As per our report of even date attached

For and on behalf of the Board of Directors of Emami Limited
CIN : L63993WB1983PLC036030

For **S. R. BATLIBOI & Co. LLP**
Chartered Accountants
Firm Registration No: 301003E/E300005

**R S Goenka**
Chairman
DIN: 00152880

**H V Agarwal**
Vice-Chairman &
Managing Director
DIN: 00150089

**Mohan Goenka**
Vice-Chairman &
Whole Time Director
DIN: 00150034

per **Sanjay Kumar Agarwal**
Partner
Membership No: 060352

**N H Bhansali**
CEO –Finance, Strategy &
Business Development and CFO
FCA No: 055211

**Sandeep Kumar Sultania**
Company Secretary, Compliance Officer
& VP – Sales Commercial
ACS No: A13546

Kolkata
May 29, 2024

# Consolidated Statement of Cash Flows

for the year ended March 31, 2024

₹ in Lacs

| | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|---|---|---|
| A. CASH FLOW FROM OPERATING ACTIVITIES: | | |
| **PROFIT BEFORE TAX** | **79,083.28** | **66,954.94** |
| **Adjustments for :** | | |
| Profit on Sale/Fair Value of mutual funds and AIF (Net) | (1,686.78) | (547.38) |
| Depreciation, Impairment and Amortisation Expenses | 18,590.59 | 24,724.90 |
| Finance Costs | 997.72 | 739.14 |
| Interest Income | (1,253.22) | (1,007.51) |
| Profit on Sale/Disposal of Property, Plant & Equipments (Net) | (411.22) | (474.19) |
| Dividend Income from equity investment carried at fair value through OCI | (127.14) | (127.14) |
| Dividend Income from equity investment carried at cost | (0.75) | (0.63) |
| Share of loss of an Associates | 372.36 | 749.70 |
| Sundry balances written (back)/off (Net) | (210.76) | (124.85) |
| Share based payments in subsidiaries | 63.73 | - |
| Profit on fair value of Derivative Instruments | - | (332.61) |
| Provision for doubtful trade receivables | 529.03 | 546.81 |
| Profit on fair value of investment in CCPS in associate | (42.29) | - |
| Gain on fair value of investment in equity share | - | (3,385.00) |
| **Cash Generated from operations before working capital changes** | **95,904.55** | **87,716.18** |
| **Adjustments for working capital changes :** | | |
| Increase/(Decrease) in Trade Payables and Other Liabilities | 5,866.98 | (2,701.30) |
| Decrease in Inventories | 463.80 | 3,979.05 |
| (Increase) in Trade Receivables | (8,501.43) | (8,812.20) |
| Decrease in Loans and Other Financial Assets | 624.14 | 5,673.21 |
| Decrease in Other Non Financial Assets | 729.94 | 2,377.82 |
| (Decrease) in Provisions | (2,558.09) | (1,640.80) |
| | **(3,374.66)** | **(1,124.22)** |
| **CASH GENERATED FROM OPERATIONS** | **92,529.89** | **86,591.96** |
| Less : Direct Taxes Paid (net of refund) | 14,629.31 | 11,704.37 |
| **NET CASH FLOW GENERATED FROM OPERATING ACTIVITIES** | **77,900.58** | **74,887.59** |
| B. CASH FLOW FROM INVESTING ACTIVITIES : | | |
| Interest Received | 1,177.55 | 773.83 |
| Dividend Received | 127.89 | 127.14 |
| Purchases of Current Investments | (1,95,750.00) | (2,04,307.21) |
| Proceeds from Sale of Current Investments | 1,92,427.60 | 1,97,479.23 |
| Loans given to Body Corporate (Refer Note 3.5 (b)) | (1,500.00) | - |
| Purchase of Property, Plant & Equipment & Intangible Assets (Including Capital Work-in-Progress and Intangible Assets under Development) | (4,058.51) | (4,045.88) |
| Proceeds from Sale of Property, Plant & Equipment | 1,176.38 | 1,036.53 |
| Investments in Alternative Investment Fund (AIF) | (580.00) | (414.83) |
| Proceeds from Alternative Investment Fund | 2,000.65 | - |
| Investment in Compulsorily Convertible Preference Shares | (644.98) | - |
| Investment in Equity Shares of Associate | (9,456.14) | (280.00) |

# Consolidated Statement of Cash Flows

for the year ended March 31, 2024

₹ in Lacs

| | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|---|---|---|
| Deposits made | (13,837.54) | (8,847.19) |
| Proceeds from maturity of Deposits | 8,377.49 | 7,195.41 |
| **NET CASH USED FLOW IN INVESTING ACTIVITIES** | **(20,539.61)** | **(11,282.97)** |
| **C. CASH FLOW FROM FINANCING ACTIVITIES** | | |
| Repayment of Short Term Borrowings | (4,126.51) | (23,223.21) |
| Proceeds from Short Term Borrowings | 2,800.63 | 24,112.94 |
| Buy Back of Shares including Transaction Costs and Taxes | (22,909.70) | (99.34) |
| Transfer (to) /from Escrow Account | 4,650.00 | (4,650.00) |
| Interest Paid | (992.08) | (600.31) |
| Dividend Paid | (34,920.00) | (35,292.00) |
| Payment of Principal Portion of Lease Liabilities | (1,333.24) | (1,112.57) |
| Cash Credit (repaid)/taken (net) (Including working capital demand loan) | 533.95 | (19,900.00) |
| **NET CASH FLOW USED IN FINANCING ACTIVITIES** | **(56,296.95)** | **(60,764.49)** |
| **D. EFFECT OF FOREIGN EXCHANGE FLUCTUATION** | (447.13) | (1,229.61) |
| **NET INCREASE IN CASH & CASH EQUIVALENTS (A+B+C+D)** | **616.89** | **1,610.52** |
| Add- CASH & CASH EQUIVALENTS-OPENING BALANCE | 4,678.50 | 2,757.29 |
| Add- CASH & CASH EQUIVALENTS-ACQUIRED ON BUSINESS ACQUISITION* | - | 310.69 |
| CASH & CASH EQUIVALENTS-CLOSING BALANCE | 5,295.39 | 4,678.50 |
| **Cash & Cash Equivalents includes:** | | |
| Balances with banks | 4,060.39 | 2,849.29 |
| Fixed Deposits with Banks (Original Maturity of less than 3 Months) | 1,180.31 | 1,766.85 |
| Cheques in hand | - | 0.17 |
| Fund in transit | 29.56 | 42.26 |
| Cash on hand | 25.13 | 19.93 |
| **Total Cash & Cash Equivalents (Refer Note No. : 3.13)** | **5,295.39** | **4,678.50** |

* Refer Note No. 3.55

Refer Note 3.13A for Changes in liabilities arising from financing activities and for non-cash financing activities.

The accompanying notes are an integral part of these consolidated financial statements
As per our report of even date attached

For **S. R. BATLIBOI & Co. LLP**
Chartered Accountants
Firm Registration No: 301003E/E300005

For and on behalf of the Board of Directors of Emami Limited
CIN : L63993WB1983PLC036030

**R S Goenka**
Chairman
DIN: 00152880

**H V Agarwal**
Vice-Chairman & Managing Director
DIN: 00150089

**Mohan Goenka**
Vice-Chairman & Whole Time Director
DIN: 00150034

per **Sanjay Kumar Agarwal**
Partner
Membership No: 060352

**N H Bhansali**
CEO –Finance, Strategy & Business Development and CFO
FCA No: 055211

**Sandeep Kumar Sultania**
Company Secretary, Compliance Officer & VP – Sales Commercial
ACS No: A13546

Kolkata
May 29, 2024

# Notes to Consolidated Financial Statements

as at & for the year ended March 31, 2024

## 1. Company Overview

The consolidated Ind AS financial statements comprise financial statements of Emami Limited (the Company) and its subsidiaries (collectively, the Group) and associates for the year ended March 31, 2024. The Company is one of India's leading FMCG Companies engaged in manufacturing & marketing of personal care & healthcare products with an enviable portfolio of household brand names such as BoroPlus, Navratna, Fair and Handsome, Zandu Balm, Kesh King, Zandu Pancharishta, Mentho Plus Balm, Dermicool and others.

The Company is a public limited company domiciled in India and is primarily listed on the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE). The registered office of the Company is located at 687, Anandapur, E.M. Bypass, Kolkata, West Bengal.

## 2.1. Basis of Preparation

The consolidated Ind AS financial statements of the Group have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013. These Consolidated Ind AS financial statements are prepared under the historical cost convention on the accrual basis except for following assets and liabilities which have been measured at fair value or revalued amount :

a) Derivative financial instruments

b) Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments)

c) Defined benefit plans – plan assets

The Group has prepared the financial statements on the basis that it will continue to operate as a going concern.

The consolidated Ind AS financial statements were approved for issue in accordance with the resolution of the Board of Directors on May 29, 2024.

## 2.2. Basis of Consolidation

The consolidated Ind AS financial statements comprise the financial statements of the Company and its subsidiaries and associates as at March 31, 2024. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

a) Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)

b) Exposure, or rights, to variable returns from its involvement with the investee, and

c) The ability to use its power over the investee to affect its returns.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated Ind AS financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Consolidated Ind AS financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the consolidated Ind AS financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that group member's financial statements in preparing the consolidated Ind AS financial statements to ensure conformity with the group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company, i.e., year ended on March 31, 2024.

# Notes to Consolidated Financial Statements

as at & for the year ended March 31, 2024

### Consolidation procedure:

a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated Ind AS financial statements at the acquisition date.

b) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary.

c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and property, plant & equipment, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated Ind AS financial statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Profit and Loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policy. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

## 2.3. Summary of Material Accounting Policies

### a. Business Combinations and Goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, any previously held equity interest is re-measured at its acquisition date fair value and any resulting gain or loss is recognised in Profit and Loss or OCI, as appropriate.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. An impairment loss recognised for goodwill is not reversed in subsequent periods.

## b. Investment in Associates

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

The considerations made in determining whether significant influence is similar to those necessary to determine control over the subsidiaries.

The Group's investments in its associate is accounted for using the equity method. Under the equity method, the investment in an associate is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the associate since the acquisition date. Goodwill relating to the associate is included in the carrying amount of the investment and is not tested for impairment individually.

The Statement of Profit and Loss reflects the Group's share of the results of operations of the associate. Any change in OCI of those investees is presented as part of the Group's OCI. In addition, when there has been a change recognised directly in the equity of the associate, the Group recognises its share of any changes, when applicable, in the statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and the associate are eliminated to the extent of the interest in the associate.

If an entity's share of losses of an associate equals or exceeds its interest in the associate (which includes any long term interest that, in substance, form part of the Group's net investment in the associate), the entity discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate. If the associate subsequently reports profits, the entity resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

The aggregate of the Group's share of Profit and Loss of an associate is shown on the face of the Statement of Profit and Loss.

The financial statements of the associate are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

After application of the equity method, the Group determines whether it is necessary to recognise an impairment loss on its investment in its associate. At each reporting date, the Group determines whether there is objective evidence that the investment in the associate is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value, and then recognises the loss in the Statement of Profit and Loss.

# Notes to Consolidated Financial Statements

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Upon loss of significant influence over the associate, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the retained investment and proceeds from disposal is recognised in Profit and Loss.

## c. Revenue Recognition

### Revenue from contract with customers

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group has generally concluded that it is the principal in its revenue arrangements, because it typically controls the goods or services before transferring them to the customer.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts, volume rebates offered by the Company as part of the contract, excluding amounts collected on behalf of third parties like outgoing sales taxes including goods and service tax. Revenue from sale of goods is recognised at the point in time when control of the goods is transferred to the customer and the amount of revenue can be measured reliably and recovery of the consideration is probable. Trade receivables that do not contain a significant financing component are measured at transaction price.

The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the Group regardless of when the payment is being made.

The specific recognition criteria described below must also be met before revenue is recognized.

### Sale of Products

Revenue from sale of products is recognized when the Group transfers the control of goods to the customer as per the terms of contract. The Group considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price, the Group considers the effects of variable consideration, the existence of significant financing component, non-cash considerations and consideration payable to the customer (if any). In case of domestic sales, the Group believes that the control gets transferred to the customer on dispatch of the goods from the factory/depot and in case of exports, revenue is recognised on passage of control as per the terms of contract / incoterms.

### Volume rebates

Variable consideration in the form of volume rebates is recognised at the time of sale made to the customers and are offset against the amounts payable by them. To estimate the variable consideration for the expected future rebates, the Group applies the expected value method or most likely method. The selected method that best predicts the amount of variable consideration is primarily driven by the number of volume thresholds contained in the contract. The most likely amount is used for those contracts with a single volume threshold, while the expected value method is used for those with more than one volume threshold. The Group then applies the requirements on constraining estimates of variable consideration and recognises a liability for the expected future rebates.

### Rights of return

A majority of sales contract generally provide a customer a right to return an item within a limited period of time for certain reasons. Revenue is recognized to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognized will not occur. Thus, the amount of revenue recognized is adjusted for expected returns, which are estimated based on the historical data for each specific type of customers. In these circumstances, a refund liability and a right to receive returned goods (and corresponding adjustment to cost of sales) are recognized. The entity measures right to receive returned goods at the carrying amount of the inventory sold less any expected costs to recover goods. The refund liability is presented under the head "Provisions" on the Balance Sheet. The Company reviews its estimate of expected returns at each reporting date and updates the amounts of the asset and liability accordingly.

### Contract balances

**Trade receivables**

A receivable represents the Group's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

**Advance from customers**

Advance from customer is the obligation to transfer goods or services to a customer for which the Group has received consideration from the customer. Advance from customer is recognised as revenue when the Group performs under the contract.

**Provision for rebates and damage return**

Provision for rebates and damage return is the obligation to refund some or all of the consideration received (or receivable) from the customer and is measured at the amount the Group ultimately expects it will have to return to the customer. The Group updates its estimates of Provision for rebates and damage return (and the corresponding change in the transaction price) at the end of each reporting period.

## d. Property, Plant & Equipment

Capital work in progress, plant and equipment are stated at acquisition cost, less accumulated depreciation and accumulated impairment loss, if any. The cost of Property, Plant & Equipment comprises of its purchase price, including import duties and other non-refundable taxes or levies and any directly attributable cost of bringing the asset to its working condition for its intended use. Interest and other financial charges on loans borrowed specifically for acquisition of qualifying assets are capitalised till it gets ready for its intended use.

When significant parts of plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in the Statement of Profit and Loss as incurred.

Depreciation is provided on the straight line method over the estimated useful lives of assets and are in line with the requirements of Part C of Schedule II of the Companies Act, 2013, except certain items of building and plant & machinery as detailed in next paragraph. The estimated useful lives are as follows:

| | |
|---|---|
| Factory Building | 10-30 Years |
| Non-factory Buildings (including Roads) | 5 - 60 Years |
| Plant & Machinery* | 5-15 Years |
| Furniture & Fixtures | 3-10 Years |
| Office Equipment | 3-5 Years |
| Computers | 3-6 Years |
| Vehicles | 8 Years |

Freehold land is not depreciated.

*Block, Dies & Moulds (other than High-End Moulds) are depreciated @100% on pro rata basis.

The Group, based on assessment made by technical expert and management estimate, depreciates certain items of building and plant and equipment over 10 years and 3 - 10 years respectively. These estimated useful lives are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Advances paid towards the acquisition of Property, Plant and Equipment outstanding at each balance sheet date is classified as 'Capital Advances' under 'Other Non-Current Assets'.

# Notes to Consolidated Financial Statements

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An item of Property, Plant and Equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. The cost and related accumulated depreciation are eliminated from the financial statements upon derecognition and the resultant gains or losses are recognized in the Statement of Profit & Loss.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate. In particular, the Group considers the impact of health, safety and environmental legislation in its assessment of expected useful lives and estimated residual values.

## e. Investment Property

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Group, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and are stated at cost less accumulated depreciation and accumulated impairment loss, if any. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Group and the cost of the item can be measured reliably.

The cost includes the cost of replacing parts and borrowing costs for long-term construction projects if the recognition criteria are met. All other repair and maintenance costs are recognised in the Statement of Profit & Loss as incurred.

The Group depreciates building component of investment property on the straight line method over the estimated useful life of 60 years from the date of original purchase and are in line with the requirements of Part C of Schedule II of the Companies Act, 2013.

Though the Group measures investment property using cost based measurement, the fair value of investment property is disclosed in the notes. Fair values are determined based on an annual evaluation performed internally by the Group.

Investment properties are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in Statement of Profit and Loss in the period of derecognition.

Transfers are made to (or from ) investment properties only when there is a change in use. Transfer between investment property, owner-occupied property and inventories do not change the carrying amount of the property transferred and they do not change the cost of that property for measurement or disclosure purpose.

## f. Intangible Assets

Intangible Assets acquired separately are measured on initial recognition at cost. Intangible Assets acquired in a business combination is valued at their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses, if any.

The useful lives of Intangible Assets are assessed as either finite or indefinite.

Intangible Assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an Intangible Asset with a finite useful life are reviewed at the end of each reporting period. The amortisation expense on Intangible Assets with finite lives is recognised in the Statement of Profit & Loss. The Group amortises intangible assets over their estimated useful lives using the straight line method.

The estimated useful lives of assets are as follows:

| | |
|---|---|
| Softwares & Licences | 6 Years |
| Brand & Trademarks (Acquired) | 7 Years |
| Copy Rights (Acquired) | 7 Years |

Intangible Assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit & Loss when the asset is derecognised.

Impairment on Goodwill is disclosed in statement of profit and loss under the head Depreciation and Amortisation expenses.

## g. Research & Development Cost

Research costs are expensed as incurred. Development expenditures on an individual project are recognised as an intangible asset when the Group can demonstrate:

- The technical feasibility of completing the intangible asset so that the asset will be available for use or sale
- Its intention to complete and its ability and intention to use or sell the asset
- How the asset will generate future economic benefits
- The availability of resources to complete the asset
- The ability to measure reliably the expenditure during development

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised over the period of expected future benefit.

During the period of development, the asset is tested for impairment annually.

## h. Inventories

Inventories are valued at the lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

i) Raw materials, Packing materials and Stores & Spares: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on moving weighted average method.

ii) Finished goods and work in progress: cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity. Cost is determined on moving weighted average method.

iii) Stock in trade: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on moving weighted average basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

## i. Impairment of non-financial assets

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

# Notes to Consolidated Financial Statements

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In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

Impairment losses of continuing operations, including impairment on inventories, are recognised in the Statement of Profit and Loss.

A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the Statement of Profit and Loss.

The Group assesses where climate risks could have a significant impact, such as the introduction of emission-reduction legislation that may increase manufacturing costs, etc. These risks in relation to climate-related matters are included as key assumptions where they materially impact the measure of recoverable amount. These assumptions have been included in the cash-flow forecasts in assessing value-in-use amounts, as applicable.

## j. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

### Financial assets

#### Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through Profit and Loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

#### Subsequent measurement

#### Financial instruments at amortised cost

A 'financial instrument' is measured at the amortised cost if both the following conditions are met:

i) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

ii) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the Profit and Loss.

#### Equity investments

All equity investments (excluding investments in associates) in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at Fair Value Through Profit and Loss (FVTPL). For all other equity instruments, the Group makes an irrevocable election to present in Other Comprehensive Income (OCI) subsequent changes in the fair value. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable. These equity shares are designated as FVTOCI as they are not held for trading and disclosing their fair value fluctuation in profit and loss will not reflect the purpose of holding.

If the Group decides to classify an equity instrument as at Fair Value Through OCI (FVTOCI), then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

**Investment in mutual funds / alternate investment funds**

Investment in mutual funds / alternate investment funds falls within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

**Derivative Instruments**

Derivative Instruments are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period, with changes included in 'Other Income'/'Other Expenses'.

**Derecognition**

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Group's balance sheet) when:

i) The rights to receive cash flows from the asset have expired, or

ii) The Group has transferred its rights to receive cash flows from the asset; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

**Income recognition**

**Interest Income-** Interest income from financial instruments is recognised using the effective interest rate method (EIR). The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

**Dividend -** Dividend is recognised in Profit and Loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Group, and the amount of the dividend can be measured reliably.

**Impairment of financial assets**

In accordance with Ind AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

i) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance

ii) Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115 (referred to as 'contractual revenue receivables' in these financial statements)

The Group follows 'simplified approach' for recognition of impairment loss allowance on Trade receivables or Contract revenue receivables.

The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance

# Notes to Consolidated Financial Statements

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based on lifetime ECLs at each reporting date, right from its initial recognition.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original Effective Interest Rate (EIR). Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the Statement of Profit and Loss. This amount is reflected under the head 'other expenses' (or 'other income') in the Statement of Profit and Loss.

For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

### Financial liabilities

**Initial recognition and measurement**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through Profit and Loss, loans and borrowings or payables.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

**Subsequent measurement**

**Loans and borrowings**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in Profit and Loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss.

**Derecognition**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

### k. Fair value measurement

The Group measures financial instruments, such as, equity instruments and derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

i) **Level 1** — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

ii) **Level 2** — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

iii) **Level 3** — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

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

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

## l. Cash & Cash Equivalents

Cash and Cash Equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, that are readily convertible to a known amount of cash and subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

## m. Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

### Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) **Right-of-use assets**

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any re-measurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and

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the estimated useful lives of the assets, as follows:

Land & Building 2 to 10 years

Leasehold Land is amortised over the period of lease ranging from 30 to 99 years.

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment.

**ii) Lease liabilities**

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs. In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset. The Group's lease liabilities are included in Other Financial Liabilities.

**iii) Short-term leases and leases of low-value assets**

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low value assets are recognised as expense on a straight-line basis over the lease term.

## n. Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

## o. Employee Benefits

### Defined Contribution Plan

The Group makes contributions towards provident fund and superannuation fund to the regulatory authorities in a defined contribution retirement benefit plan for qualifying employees, where the Group has no further obligations. Both the employees and the Group make monthly contributions to the Provident Fund Plan equal to a specified percentage of the covered employee's salary.

### Defined Benefit Plan

i) In respect of certain employees, provident fund contributions are made to a Trust administered by the Group. The Group's liability is actuarially determined (using the Projected Unit Credit method) at the end of the year and any shortfall in the fund size maintained by the Trust set up by the Group is additionally provided for.

ii) The Group operates a defined benefit gratuity plan in India, comprising of Gratuity fund with Life Insurance Corporation of India and other funds. The Group's liability is actuarially determined using the Projected Unit Credit method at the end of the year in accordance with the provision of Ind AS 19 - Employee Benefits.

The Group recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability. Gains and losses through re-measurements of the net defined benefit liability/(asset) are recognized in other comprehensive income and are not reclassified to Profit and Loss in subsequent periods. The effect of any plan amendments are recognized in the Statement of Profit and Loss.

The Group recognises the changes in the net defined benefit obligation like service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements and net interest expense or income, as an expense in the Statement of Profit and Loss.

### Other Long Term Employee Benefits

The Group treats accumulated leaves expected to be carried forward beyond twelve months, as long term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the Projected Unit Credit Method at the end of each financial year. This benefit is not funded except in Vapi, Dongari and Masat units, where the Leave Fund is with Life Insurance Corporation of India. The Group presents the leave as current liability in the balance sheet, to the extent it does not have an unconditional right to defer its settlement beyond 12 months after the reporting date. Where the Group has unconditional legal and contractual right to defer the settlement for the period beyond 12 months, the same is presented as non-current liability. Actuarial gains/losses are immediately taken to the Statement of Profit and Loss and are not deferred.

## p. Income Taxes

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities (DTL) are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable Profit and Loss and does not give rise to equal taxable and deductible temporary differences.
- In respect of taxable temporary differences associated with investments in subsidiaries and associates, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible

# Notes to Consolidated Financial Statements

as at & for the year ended March 31, 2024

temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable Profit and Loss and does not give rise to equal taxable and deductible temporary differences.
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

In assessing the recoverability of deferred tax assets, the Company relies on the same forecast assumptions used elsewhere in the financial statements and in other management reports, which, among other things, reflect the potential impact of climate-related development on the business, such as increased cost of production as a result of measures to reduce carbon emission, etc., as applicable in the respective scenarios.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Current and Deferred tax relating to items recognised outside Profit and Loss is recognised outside Profit and Loss (either in other comprehensive income or in equity). Current and Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Minimum alternate tax (MAT) paid in a year is charged to the Statement of Profit and Loss as current tax for the year. The deferred tax asset is recognised for MAT credit available only to the extent that it is probable that the concerned Group will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the Group recognizes MAT credit as an asset, it is created by way of credit to the Statement of Profit and Loss and shown as part of deferred tax asset. The Group reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent that it is no longer probable that it will pay normal tax during the specified period.

One unit of Parent Company is entitled to tax holiday under the Income-tax Act, 1961 enacted in India. Accordingly, no deferred tax (asset or liability) relating to such units is recognized in respect of temporary differences which reverse during the tax holiday period. Deferred tax in respect of temporary differences which reverse after the tax holiday period is recognized in the year in which the temporary differences originate. However, the Group restricts recognition of deferred tax assets to the extent it is probable that sufficient future taxable income will be available against which such deferred tax assets can be realized.

## q. Foreign Currency Transactions & Translations

### Functional and presentation currency

The consolidated financial statements are presented in INR, the functional currency of the Group. Items included in the financial statements of the Group are recorded using the currency of the primary economic environment in which the Group operates (the 'functional currency').

### Transaction and balances

Transactions in foreign currencies are initially recorded by the Group at their respective functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or Statement of Profit and Loss are also recognised in OCI or Statement of Profit and Loss, respectively).

## r. Provisions and Contingent Liabilities

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

## s. Government Grants

The Group recognizes government grants only when there is reasonable assurance that the conditions attached to them shall be complied with and the grants will be received. Grants related to assets are treated as deferred income and are recognized as other income in the Statement of Profit and Loss on a systematic and rational basis over the useful life of the asset. Grants related to income are recognized on a systematic basis over the periods necessary to match them with the related costs which they are intended to compensate and are deducted from the expense in the Statement of Profit and Loss.

When the Group receives grants of non-monetary assets, the asset and the grant are recorded at fair value amounts and released to profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset i.e. by equal annual instalments.

Exports entitlements are recognised when the right to receive credit as per the terms of the schemes is established in respect of the exports made by the Group and when there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds.

## t. Earnings per Share

Basic earnings per share is computed by dividing the net profit for the period attributable to the equity shareholders of the Group by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in

# Notes to Consolidated Financial Statements

as at & for the year ended March 31, 2024

a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

## u. Current and non-current classification

Based on the time involved between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has identified twelve months as its operating cycle for determining current and non-current classification of assets and liabilities in the balance sheet.

## v. Dividend:

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

## w. Measurement of EBITDA

The Group presents Earnings before Interest expense, Tax, Depreciation and Amortisation (EBITDA) in the Statement of Profit and Loss; this is not specifically required by Ind AS 1. The terms EBITDA are not defined in Ind AS. Ind AS complaint Schedule III allows companies to present Line items, sub-line items and sub-totals shall be presented as an addition or substitution on the face of the Financial Statements when such presentation is relevant to an understanding of the Group's financial position or performance or to cater to industry/ sector-specific disclosure requirements or when required for compliance with the amendments to the Companies Act or under the Indian Accounting Standards.

Accordingly, the Group has elected to present earnings before interest expense, tax, depreciation and amortization (EBITDA) as a separate line item on the face of the Statement of Profit and Loss. The Group measures EBITDA on the basis of profit/(loss) from continuing operations. In its measurement, the Group does not include depreciation and amortization expense, finance costs, share of profit/loss from associate and tax expense, but includes other income.

## x. Rounding of amounts

All amounts disclosed in the consolidated financial Statements and notes have been rounded off to the nearest lacs (with two places of decimal) as per the requirement of Schedule III, unless otherwise stated.

## y. New and amendments standards

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) Amendment Rules, 2023 dated March 31, 2023 to amend the following Ind AS which are effective for annual periods beginning on or after April 01, 2023. The Group applied for the first-time these amendments:

**Definition of Accounting Estimates - Amendments to Ind AS 8**

The amendments clarify the distinction between changes in accounting estimates, changes in accounting policies and the correction of errors. It has also been clarified how entities use measurement techniques and inputs to develop accounting estimates.

The amendments had no impact on the Group's consolidated financial statements.

**Disclosure of Accounting Policies - Amendments to Ind AS 1**

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.

The amendments have had an impact on the Group's disclosures of accounting policies, but not on the measurement, recognition or presentation of any items in the Group's financial statements.

**Deferred tax related to Assets and Liabilities arising from a Single Transaction - Amendments to Ind AS 12**

The amendments narrow the scope of the initial recognition exception under Ind AS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences such as leases.

The Group previously recognised for deferred tax on leases on a net basis. As a result of these amendments, the Group has recognised a separate deferred tax asset in relation to its lease liabilities and a deferred tax liability in relation to its right-of-use assets. Since, these balances qualify for offset as per the requirements of paragraph 74 of Ind AS 12, there is no impact in the balance sheet. There was also no impact on the opening retained earnings as at April 01, 2022.

**z. Standards notified but not yet effective**

There are no standards that are notified and not yet effective as on the date.

# Notes to Consolidated Financial Statements

as at & for the year ended March 31, 2024

## 3.1 PROPERTY PLANT & EQUIPMENT (CURRENT YEAR)

₹ in Lacs

| Particulars | Gross Block | | | | | Depreciation | | | | | Net Block | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | As at April 01, 2023 | Additions during the year | Disposals / Transfer | Exchange Fluctuation on Consolidation | As at March 31, 2024 | As at April 01, 2023 | For the year | Disposals / Transfer | Exchange Fluctuation on Consolidation | As at March 31, 2024 | As at March 31, 2024 | As at March 31, 2023 |
| Freehold Land (Refer Note (a) below) | 5,859.08 | - | (11.21) | (11.03) | 5,836.84 | - | - | - | - | - | 5,836.84 | 5,859.08 |
| Building (including roads) | 36,138.50 | 81.04 | (2.99) | (37.44) | 36,179.11 | 8,312.76 | 1,233.20 | (0.66) | (24.80) | 9,520.50 | 26,658.61 | 27,825.74 |
| Plant & Equipment | 64,040.86 | 2,234.54 | (1,014.77) | (15.19) | 65,245.44 | 38,560.16 | 5,398.70 | (325.92) | (21.17) | 43,611.77 | 21,633.67 | 25,480.70 |
| Furniture & Fixture | 2,786.32 | 137.37 | (41.12) | (8.64) | 2,873.93 | 1,817.93 | 259.26 | (38.05) | (4.74) | 2,034.40 | 839.53 | 968.39 |
| Computers | 1,669.92 | 446.79 | (112.61) | (4.46) | 1,999.64 | 1,373.33 | 230.48 | (111.83) | (2.33) | 1,489.65 | 509.99 | 296.59 |
| Office Equipment | 4,295.65 | 396.18 | (122.44) | (2.55) | 4,566.84 | 2,839.01 | 418.24 | (108.35) | (2.89) | 3,146.01 | 1,420.83 | 1,456.64 |
| Motor Vehicles | 1,975.97 | 309.20 | (32.37) | 1.09 | 2,253.89 | 857.58 | 208.37 | (28.21) | 0.89 | 1,038.63 | 1,215.26 | 1,118.39 |
| **Property, Plant and Equipment Total** | **1,16,766.30** | **3,605.12** | **(1,337.51)** | **(78.22)** | **1,18,955.69** | **53,760.77** | **7,748.25** | **(613.02)** | **(55.04)** | **60,840.96** | **58,114.73** | **63,005.53** |
| Capital Work-in-Progress | 575.30 | 1,321.35 | (1,233.00) | 8.84 | 672.49 | - | - | - | - | - | 672.49 | 575.30 |
| **Total** | **1,17,341.60** | **4,926.47** | **(2,570.51)** | **(69.38)** | **1,19,628.18** | **53,760.77** | **7,748.25** | **(613.02)** | **(55.04)** | **60,840.96** | **58,787.22** | **63,580.83** |

Refer Note No 3.26 for information on property, plant and equipment secured against borrowings.

### (a) Title deeds of immovable property not held in name of the Company

| Relevant line item in the Balance sheet | Description of item of property | Gross and Net carrying value (₹ in lacs) | Title deeds held in the name of | Whether title deed holder is a promoter, director or relative of promoter/director or employee of promoter/director | Property held since which date | Reason for not being held in the name of the company |
|---|---|---|---|---|---|---|
| Property, Plant & Equipment | Freehold land | 12.00 | Uttam Keot / Dhanjyoti Deka | No | June 09, 2015 | These plots of land are having periodic patta, hence as per Assam Land rules, registration can be done of such land after completion of 10 years of "Purchase date/Agreement date". |
| Property, Plant & Equipment | Freehold land | 4.35 | Gopal Chandra Kalita | No | June 09, 2015 | |

# Notes to Consolidated Financial Statements

as at & for the year ended March 31, 2024

## 3.1 PROPERTY PLANT & EQUIPMENT (CURRENT YEAR) (Contd.)

**Capital Work-in-Progress (CWIP) ageing schedule - As at March 31, 2024**

₹ in Lacs

| Capital Work-in-Progress | Amount in CWIP for a period of | | | | |
|---|---|---|---|---|---|
| | Less than 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | Total |
| Projects in progress | 664.85 | - | - | - | 664.85 |
| Projects temporarily suspended | - | - | 7.64 | - | 7.64 |

Note: There is no project whose completion is overdue or has exceeded its cost compared to its original plan, other than projects temporarily suspended.

## 3.2 INVESTMENT PROPERTIES (CURRENT YEAR)

₹ in Lacs

| Particulars | Gross Block | | | | | Depreciation | | | | | Net Block | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | As at April 01, 2023 | Additions during the year | Disposals / Transfer | Exchange Fluctuation on Consolidation | As at March 31, 2024 | As at April 01, 2023 | For the year | Disposals / Transfer | Exchange Fluctuation on Consolidation | As at March 31, 2024 | As at March 31, 2024 | As at March 31, 2023 |
| Building | 6,498.96 | - | (49.58) | 18.31 | 6,467.69 | 1,160.06 | 114.94 | (9.19) | 3.31 | 1,269.12 | 5,198.57 | 5,338.90 |
| **Total** | **6,498.96** | **-** | **(49.58)** | **18.31** | **6,467.69** | **1,160.06** | **114.94** | **(9.19)** | **3.31** | **1,269.12** | **5,198.57** | **5,338.90** |

Refer Note No. 3.47 for related disclosures.

## 3.3 INTANGIBLE ASSETS (CURRENT YEAR)

₹ in Lacs

| Particulars | Gross Block | | | | | Amortisation & Impairment | | | | | Net Block | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | As at April 01, 2023 | Additions during the year | Disposals / Transfer | Exchange Fluctuation on Consolidation | As at March 31, 2024 | As at April 01, 2023 | For the year | Disposals / Transfer | Exchange Fluctuation on Consolidation | As at March 31, 2024 | As at March 31, 2024 | As at March 31, 2023 |
| **Goodwill on Consolidation*** | **9,883.40** | **-** | **-** | **-** | **9,883.40** | **3,064.40** | **-** | **-** | **-** | **3,064.40** | **6,819.00** | **6,819.00** |
| **Other Intangible Assets** | | | | | | | | | | | | |
| Software | 4,114.78 | 116.33 | - | (3.75) | 4,227.36 | 3,027.70 | 379.31 | (3.81) | 0.06 | 3,403.26 | 824.10 | 1,087.08 |
| **Brands, Trade Marks & others** | **2,28,628.25** | **0.98** | **-** | **0.97** | **2,28,630.20** | **1,82,190.86** | **8,939.16** | **-** | **1.31** | **1,91,131.33** | **37,498.87** | **46,437.39** |
| Other Intangible Assets Total | 2,32,743.03 | 117.31 | - | (2.78) | 2,32,857.56 | 1,85,218.56 | 9,318.47 | (3.81) | 1.37 | 1,94,534.59 | 38,322.97 | 47,524.47 |
| Intangible Assets under Development | 57.32 | 40.70 | (15.73) | - | 82.29 | - | - | - | - | - | 82.29 | 57.32 |
| **Grand Total** | **2,42,683.75** | **158.01** | **(15.73)** | **(2.78)** | **2,42,823.25** | **1,88,282.96** | **9,318.47** | **(3.81)** | **1.37** | **1,97,598.99** | **45,224.26** | **54,400.79** |

*Refer Note No. 3.55(b) for disclosure relating to impairment of goodwill.

# Notes to Consolidated Financial Statements

as at & for the year ended March 31, 2024

## 3.3 INTANGIBLE ASSETS (CURRENT YEAR) (Contd.)

**The Carrying amount of Goodwill on Consolidation has been allocated as follows:**

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **Goodwill on Consolidation** | | |
| Brillare Science Private Limited | 809.00 | 809.00 |
| Helios Lifestyle Private Limited | 6,010.00 | 6,010.00 |
| **Total** | **6,819.00** | **6,819.00** |

**Intangible Assets Under Development (IAUD) ageing schedule - As at March 31, 2024**

₹ in Lacs

| Intangible asset under development | Amount in IAUD for a period of | | | | |
|---|---|---|---|---|---|
| | Less than 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | Total |
| Projects in progress | 37.07 | 45.22 | - | - | 82.29 |
| Projects temporarily suspended | - | - | - | - | - |

Note: There is no project whose completion is overdue or has exceeded its cost compared to its original plan.

## 3.4. RIGHT OF USE ASSETS (CURRENT YEAR)

₹ in Lacs

| Particulars | Land | Buildings | Total |
|---|---|---|---|
| **Gross Block as at April 01, 2023** | 314.51 | 2,984.18 | 3,298.69 |
| Additions | - | 2,471.54 | 2,471.54 |
| Deletions | - | (962.79) | (962.79) |
| Exchange Fluctuation on Consolidation | - | 16.17 | 16.17 |
| **As at March 31, 2024** | **314.51** | **4,509.10** | **4,823.61** |
| Depreciation as at April 01, 2023 | 21.33 | 1,430.32 | 1,451.65 |
| Depreciation Expense | 5.33 | 1,403.60 | 1,408.93 |
| Deletion | - | (945.04) | (945.04) |
| Exchange Fluctuation on Consolidation | - | - | - |
| **As at March 31, 2024** | **26.66** | **1,888.88** | **1,915.54** |
| Net Block As at April 01, 2023 | 293.18 | 1,553.86 | 1,847.04 |
| **As at March 31, 2024** | **287.85** | **2,620.22** | **2,908.07** |

Refer Note No. 3.52 for the related disclosures.

# Notes to Consolidated Financial Statements

as at & for the year ended March 31, 2024

## 3.1 PROPERTY PLANT & EQUIPMENT (PREVIOUS YEAR)

₹ in Lacs

| Particulars | Gross Block | | | | | | Depreciation | | | | | Net Block | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | As at April 01, 2022 | Additions on Business Acquisition# | Additions during the year | Disposals/ Transfer | Exchange Fluctuation on Consolidation | As at March 31, 2023 | As at April 01, 2022 | For the year | Disposals/ Transfer | Exchange Fluctuation on Consolidation | As at March 31, 2023 | As at March 31, 2023 | As at March 31, 2022 |
| Freehold Land (Refer Note (a) below) | 5,905.96 | - | - | (28.69) | (18.19) | 5,859.08 | - | - | - | - | - | 5,859.08 | 5,905.96 |
| Building (including roads) | 36,201.99 | - | 291.99 | (77.16) | (278.32) | 36,138.50 | 7,248.64 | 1,268.19 | (11.06) | (193.01) | 8,312.76 | 27,825.74 | 28,953.35 |
| Plant & Equipment | 62,982.65 | 5.78 | 2,244.35 | (870.29) | (321.63) | 64,040.86 | 33,067.43 | 6,271.44 | (557.33) | (221.38) | 38,560.16 | 25,480.70 | 29,915.22 |
| Furniture & Fixture | 2,659.86 | 54.38 | 132.58 | (19.53) | (40.97) | 2,786.32 | 1,599.44 | 266.50 | (9.29) | (38.72) | 1,817.93 | 968.39 | 1,060.42 |
| Computers | 1,615.46 | 21.14 | 152.31 | (98.68) | (20.31) | 1,669.92 | 1,266.97 | 223.15 | (98.68) | (18.11) | 1,373.33 | 296.59 | 348.49 |
| Office Equipment | 4,037.28 | 14.67 | 333.45 | (36.43) | (53.32) | 4,295.65 | 2,465.20 | 435.49 | (33.28) | (28.40) | 2,839.01 | 1,456.64 | 1,572.08 |
| Motor Vehicles | 1,622.64 | - | 605.11 | (255.85) | 4.07 | 1,975.97 | 809.12 | 188.83 | (142.84) | 2.47 | 857.58 | 1,118.39 | 813.52 |
| **Property, Plant and Equipment Total** | **1,15,025.84** | **95.98** | **3,759.79** | **(1,386.63)** | **(728.67)** | **1,16,766.30** | **46,456.80** | **8,653.60** | **(852.48)** | **(497.15)** | **53,760.77** | **63,005.53** | **68,569.04** |
| Capital Work-in-Progress | 172.30 | - | 576.36 | (173.36) | - | 575.30 | - | - | - | - | - | 575.30 | 172.30 |
| **Total** | **1,15,198.14** | **95.98** | **4,336.15** | **(1,559.99)** | **(728.67)** | **1,17,341.60** | **46,456.80** | **8,653.60** | **(852.48)** | **(497.15)** | **53,760.77** | **63,580.83** | **68,741.34** |

#Refer Note No. 3.55 for disclosure of additions on account of business acquisition.

Refer Note No 3.26 for information on property, plant and equipment secured against borrowings.

### a) Title deeds of immovable property not held in name of the Company

| Relevant line item in the Balance sheet | Description of item of property | Gross and Net carrying value (₹ in lacs) | Title deeds held in the name of | Whether title deed holder is a promoter, director or relative of promoter/ director or employee of promoter/director | Property held since which date | Reason for not being held in the name of the company |
|---|---|---|---|---|---|---|
| Property, Plant & Equipment | Freehold land | 12.00 | Uttam Keot / Dhanjyoti Deka | No | June 09, 2015 | These plots of land are having periodic patta, hence as per Assam Land rules, registration can be done of such land after completion of 10 years of "Purchase date/Agreement date". |
| Property, Plant & Equipment | Freehold land | 4.35 | Gopal Chandra Kalita | No | June 09, 2015 | |

# Notes to Consolidated Financial Statements

as at & for the year ended March 31, 2024

## 3.1 PROPERTY PLANT & EQUIPMENT (PREVIOUS YEAR) (Contd.)

### Capital Work-in-Progress (CWIP) ageing schedule - As at March 31, 2023

₹ in Lacs

| Capital Work-in-Progress | Amount in CWIP for a period of | | | | |
|---|---|---|---|---|---|
| | Less than 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | Total |
| Projects in progress | 567.66 | - | - | - | 567.66 |
| Projects temporarily suspended | - | 7.64 | - | - | 7.64 |

Note: There is no project whose completion is overdue or has exceeded its cost compared to its original plan, other than projects temporarily suspended.

## 3.2 INVESTMENT PROPERTIES (PREVIOUS YEAR)

₹ in Lacs

| Particulars | Gross Block | | | | | Depreciation | | | | | Net Block | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | As at April 01, 2022 | Additions on Business Acquisition# | Disposals/ Transfer | Exchange Fluctuation on Consolidation | As at March 31, 2023 | As at April 01, 2022 | For the year | Disposals/ Transfer | Exchange Fluctuation on Consolidation | As at March 31, 2023 | As at March 31, 2023 | As at March 31, 2022 |
| Building | 6,450.09 | - | (43.36) | 92.23 | 6,498.96 | 1,037.40 | 115.32 | (7.39) | 14.73 | 1,160.06 | 5,338.90 | 5,412.69 |
| **Total** | **6,450.09** | **-** | **(43.36)** | **92.23** | **6,498.96** | **1,037.40** | **115.32** | **(7.39)** | **14.73** | **1,160.06** | **5,338.90** | **5,412.69** |

Refer Note No. 3.47 for related disclosures.

## 3.3 INTANGIBLE ASSETS (PREVIOUS YEAR)

₹ in Lacs

| Particulars | Gross Block | | | | | | Amortisation & Impairment | | | | | Net Block | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | As at April 01, 2022 | Additions on Business Acquisition# | Additions during the year | Disposals/ Transfer | Exchange Fluctuation on Consolidation | As at March 31, 2023 | As at April 01, 2022 | For the year | Disposals/ Transfer | Exchange Fluctuation on Consolidation | As at March 31, 2023 | As at March 31, 2023 | As at March 31, 2022 |
| **Goodwill on Consolidation*** | **3,873.40** | **6,010.00** | **-** | **-** | **-** | **9,883.40** | **1,458.05** | **1,606.35** | **-** | **-** | **3,064.40** | **6,819.00** | **2,415.35** |
| **Other Intangible Assets** | | | | | | | | | | | | | |
| Software | 3,879.66 | - | 230.27 | - | 4.85 | 4,114.78 | 2,642.86 | 383.98 | - | 0.86 | 3,027.70 | 1,087.08 | 1,236.80 |
| Brands, Trade Marks & others | 2,23,968.16 | 4,661.93 | 5.25 | (5.86) | (1.23) | 2,28,628.25 | 1,69,193.70 | 12,998.87 | (1.43) | (0.28) | 1,82,190.86 | 46,437.39 | 54,774.46 |
| **Other Intangible Assets Total** | **2,27,847.82** | **4,661.93** | **235.52** | **(5.86)** | **3.62** | **2,32,743.03** | **1,71,836.56** | **13,382.85** | **(1.43)** | **0.58** | **1,85,218.56** | **47,524.47** | **56,011.26** |
| Intangible Assets under Development | 135.41 | 7.27 | 130.44 | (215.80) | - | 57.32 | - | - | - | - | - | 57.32 | 135.41 |
| **Grand Total** | **2,31,856.63** | **10,679.20** | **365.96** | **(221.66)** | **3.62** | **2,42,683.75** | **1,73,294.61** | **14,989.20** | **(1.43)** | **0.58** | **1,88,282.96** | **54,400.79** | **58,562.02** |

#Refer Note No. 3.55(a) for disclosure of additions on account of business acquisition.

*Refer Note No. 3.55(b) for disclosure relating to impairment of goodwill.

## 3.3 INTANGIBLE ASSETS (PREVIOUS YEAR) (Contd.)

**The Carrying amount of Goodwill on Consolidation has been allocated as follows:** ₹ in Lacs

| Particulars | As at March 31, 2023 | As at March 31, 2022 |
|---|---|---|
| **Goodwill on Consolidation** | | |
| Brillare Science Private Limited | 809.00 | 2,415.35 |
| Helios Lifestyle Private Limited | 6,010.00 | - |
| **Total** | **6,819.00** | **2,415.35** |

### Intangible Assets Under Development (IAUD) ageing schedule - As at March 31, 2023

₹ in Lacs

| Intangible asset under development | Amount in IAUD for a period of | | | | |
|---|---|---|---|---|---|
| | Less than 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | Total |
| Projects in progress | 54.32 | 3.00 | - | - | 57.32 |
| Projects temporarily suspended | - | - | - | - | - |

Note: There is no project whose completion is overdue or has exceeded its cost compared to its original plan.

## 3.4. RIGHT OF USE ASSETS (PREVIOUS YEAR)

₹ in Lacs

| Particulars | Land | Buildings | Total |
|---|---|---|---|
| **Gross Block as at April 01, 2022** | 314.51 | 2,460.74 | 2,775.25 |
| Additions on Business Acquisition# | - | 260.71 | 260.71 |
| Additions | - | 1,050.55 | 1,050.55 |
| Deletions | - | (650.98) | (650.98) |
| Exchange Fluctuation on Consolidation | - | (136.84) | (136.84) |
| **As at March 31, 2023** | **314.51** | **2,984.18** | **3,298.69** |
| **Depreciation as at April 01, 2022** | 15.99 | 775.56 | 791.55 |
| Depreciation Expense | 5.34 | 961.44 | 966.78 |
| Deletion | - | (256.88) | (256.88) |
| Exchange Fluctuation on Consolidation | - | (49.80) | (49.80) |
| **As at March 31, 2023** | **21.33** | **1,430.32** | **1,451.65** |
| Net Block As at April 01, 2022 | 298.52 | 1,685.18 | 1,983.70 |
| **As at March 31, 2023** | **293.18** | **1,553.86** | **1,847.04** |

#Refer Note No. 3.55 for disclosure of additions on account of business acquisition.

Refer Note No. 3.52 for the related disclosures.

# Notes to Consolidated Financial Statements

as at & for the year ended March 31, 2024

## 3.5 INVESTMENTS

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **Non Current** | | |
| **Investments designated at cost (Unquoted, fully paid, unless otherwise stated)** | | |
| **Equity shares** | | |
| **In Associates** | | |
| TruNative F & B Pvt Ltd | 724.70 | 850.21 |
| 15,625 (March 31, 2023 - 15,625 ) Equity Shares of H10 each [Net of Share of Loss during the year amounting to ₹125.51 lacs (March 31, 2023 - ₹98.98 lacs)] | | |
| Cannis Lupus Services India Private Limited | 98.07 | 236.56 |
| 4,522 (March 31, 2023 - 4,522) Equity shares of ₹10 each [Net of Share of Loss during the year amounting to ₹138.49 lacs (March 31, 2023 - ₹43.44 lacs)] | | |
| Axiom Ayurveda Private Limited {Refer note (b) below} | 10,854.97 | - |
| 60,89,242 (March 31, 2023 - Nil) Equity shares of ₹10 each [Net of Share of Loss during the year amounting to ₹100.65 lacs (March 31, 2023 - Nil)] | | |
| Axiom Foods Private Limited {Refer note (b) below} | 0.26 | - |
| 2,600 (March 31, 2023 - Nil) Equity shares of ₹10 each | | |
| Axiom Packwell Private Limited {Refer note (b) below} | 0.26 | - |
| 2,600 (March 31, 2023 - Nil) Equity shares of ₹10 each | | |
| (a) | **11,678.26** | **1,086.77** |
| **Investments designated at FVTPL (Unquoted, fully paid)** | | |
| **Preference Shares** | | |
| Cannis Lupus Services India Private Limited {Refer note (c) below} | | |
| 10,165 (March 31, 2023 - Nil) CCPS of ₹10 each | 687.27 | - |
| **Units of Alternate Investment Funds** | | |
| Fireside Ventures Investment Fund - I | 5,545.95 | 7,335.31 |
| 1,304 (March 31, 2023 - 1,335) Units of ₹1,00,000 each | | |
| Fireside Ventures Investment Fund - III | 619.30 | 267.61 |
| 660 (March 31, 2023 - 330) Units of ₹1,00,000 each | | |
| Sixth Sense India Opportunities Fund | 230.55 | 179.13 |
| 20,000 (March 31, 2023 - 17,000) Units of ₹1,000 each | | |
| Sauce Continuity Fund-1 | 208.46 | - |
| 20,500 (March 31, 2023 - Nil) Units of ₹1,000 each | | |
| (i) | **7,291.53** | **7,782.05** |
| **Investments designated at FVTOCI** | | |
| **Equity Shares (Quoted, fully Paid)** | | |
| **Equity Shares** | | |
| Emami Paper Mills Limited {Refer note (d) below} | 9,070.36 | 8,898.79 |

## 3.5 INVESTMENTS (Contd.)

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| 79,46,000 (March 31, 2023 - 79,46,000) Equity Shares of ₹2 each | | |
| **Securities (Unquoted, fully Paid)** | | |
| LOLI Beauty Inc. | - | 221.90 |
| 12,28,261 (March 31, 2023 - 12,28,261) Securities | | |
| {Net of Impairment of ₹221.90 lacs (March 31, 2023 - Nil)} | | |
| **(ii)** | **9,070.36** | **9,120.69** |
| **Investments designated at Cost (Unquoted, fully Paid)** | | |
| Navnirman Co-operative Bank Limited | 6.25 | 6.25 |
| 25,018 (March 31, 2023 - 25,018) Equity shares of ₹25 each | | |
| Navnirman Co-operative Bank Limited - Fixed Deposit | 3.17 | 3.03 |
| 6% p.a. (March 31, 2023 - 6% p.a.) | | |
| **(iii)** | **9.42** | **9.28** |
| **(b) = (i) + (ii) + (iii)** | **16,371.31** | **16,912.02** |
| **Total (a) + (b)** | **28,049.57** | **17,998.79** |
| **Aggregate Amount of Quoted Investments (Book Value)** | **9,070.36** | **8,898.79** |
| **Aggregate Amount of Quoted Investments (Market Value)** | **9,070.36** | **8,898.79** |
| **Aggregate Amount of Unquoted Investments** | **18,979.21** | **9,100.00** |
| **Aggregate Amount of impairment in value of Investment** | **221.90** | **-** |

**Note:**

(a) Refer Note No. 3.49 for determination of fair value

(b) During the year, the Holding Company has acquired 26% stake in each of 'Axiom Ayurveda Private Limited ("AAPL"), Axiom Food & Beverages Private Limited ("AFBPL") and Axiom Packwell Private Limited ("APPL")' and consequently, these Companies have become associates of the Holding Company from the date of such acquisition. Loan amounting to ₹1,500 lacs given to AAPL during the year has been utilised for acquisition of equity shares as per the terms of the loan agreement. Refer Note No. 3.56 for related disclosures.

(c) During the year, the Holding Company has invested in 10,165 Compulsory Convertible Preference Shares (CCPS) of Cannis Lupus Services India Private Limited (CLSIPL) amounting to ₹644.98 lacs (fair value as on March 31, 2024 – ₹687.27 lacs) under shareholder agreement. As per the terms of the CCPS, the Holding Company is entitled to convert such CCPS into fully paid up equity share during FY 2024-25, at a conversion rate to be determined based on the formula stipulated in the agreement. As on March 31, 2024, the Company holds 30% stake in the equity shares of CLSIPL.

(d) Equity instruments designated at fair value through OCI include investment in equity shares of Emami Paper Mill Limited. The Holding Company holds non-controlling interest in Emami Paper Mill Limited. This investment was irrevocably designated at fair value through OCI as the Holding Company considers this investment to be strategic in nature.

(e) Refer Note No. 3.56 for Goodwill & Brand of associates

# Notes to Consolidated Financial Statements

as at & for the year ended March 31, 2024

## 3.6 LOANS

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **At Amortised Cost** | | |
| **Unsecured, Considered Good** | | |
| Loans to Employees | 186.85 | 169.46 |
| **Total** | **186.85** | **169.46** |

Note : No Loan is payable on demand or of undefined term.

## 3.7 OTHER NON-CURRENT FINANCIAL ASSETS

₹ in Lacs

| Particulars | As at March 31, 2024 | | As at March 31, 2023 | |
|---|---|---|---|---|
| **At amortised cost** | | | | |
| **Unsecured, Considered Good unless otherwise stated** | | | | |
| Incentives Receivable * | 781.47 | | 1,378.86 | |
| Less: Provision for Doubtful Receivables | (178.67) | 602.80 | (184.99) | 1,193.87 |
| Interest Receivable | | - | | 10.13 |
| Security Deposit | | | | |
| - to related parties (Refer Note No. 3.57) | 7.50 | | 7.50 | |
| - to others | 635.28 | 642.78 | 551.25 | 558.75 |
| Deposits with Original maturity of more than 12 months | | 27.91 | | 229.06 |
| **Total** | | **1,273.49** | | **1,991.81** |

* It include Capital & Other Subsidies, GST refund, etc.

## 3.8 DEFERRED TAX ASSETS (NET)

₹ in Lacs

| Particulars | As at March 31, 2024 | | As at March 31, 2023 | |
|---|---|---|---|---|
| **Deferred Tax Assets** | | | | |
| Tax impact of expenses allowable against taxable income in future years | 5,920.84 | | 5,652.82 | |
| Mat Credit Entitlement (Refer Note No. 3.50) | 45,030.21 | 50,951.05 | 37,362.55 | 43,015.37 |
| **Deferred Tax Liabilities** | | | | |
| Tax impact arising out of temporary differences in depreciable assets | (6,394.94) | | (5,709.76) | |
| Tax impact arising on fair value gain on financial instrument | (763.59) | (7,158.53) | (937.94) | (6,647.70) |
| **Total** | | **43,792.52** | | **36,367.67** |

## 3.8 DEFERRED TAX ASSETS (NET) (Contd.)

### 3.8(A) Movement in Deferred Tax Asset for the year ended March 31, 2024

₹ in Lacs

| Particulars | April 01, 2023 | Recognised in Profit and Loss | Recognised in OCI | Others | March 31, 2024 |
|---|---|---|---|---|---|
| **Deferred Tax Assets** | | | | | |
| Tax Impact of expenses allowable against taxable income in future years | 5,652.82 | 382.70 | (129.98) | 15.30 | 5,920.84 |
| Mat Credit Entitlement (Refer Note No. 3.50) | 37,362.55 | 7,667.66 | - | - | 45,030.21 |
| **Total Deferred Tax Asset** | **43,015.37** | **8,050.36** | **(129.98)** | **15.30** | **50,951.05** |
| **Deferred Tax Liabilities** | | | | | |
| Tax impact arising out of temporary differences in depreciable assets | (5,709.76) | (685.18) | - | - | (6,394.94) |
| Tax impact arising on fair value gain on financial instruments | (937.94) | 174.35 | - | - | (763.59) |
| **Total Deferred Tax Liabilities** | **(6,647.70)** | **(510.83)** | **-** | **-** | **(7,158.53)** |
| **Deferred Tax Asset (Net)** | **36,367.67** | **7,539.53** | **(129.98)** | **15.30** | **43,792.52** |

### 3.8(B) Movement in Deferred Tax Liability for the year ended March 31, 2024 (Refer Note No. 3.24)

₹ in Lacs

| Particulars | April 01, 2023 | Recognised in Profit and Loss | Recognised in OCI | Others | March 31, 2024 |
|---|---|---|---|---|---|
| **Deferred Tax Liabilities** | | | | | |
| Tax impact arising out of temporary differences in depreciable assets | 1,348.20 | (259.76) | - | - | 1,088.44 |
| **Total Deferred Tax Liabilities** | **1,348.20** | **(259.76)** | **-** | **-** | **1,088.44** |
| **Deferred Tax Assets** | | | | | |
| Tax Impact of expenses allowable against taxable income in future years | (3.72) | 3.72 | - | - | - |
| **Total Deferred Tax Asset** | **(3.72)** | **3.72** | **-** | **-** | **-** |
| **Deferred Tax Liability (Net)** | **1,344.48** | **(256.04)** | **-** | **-** | **1,088.44** |
| **Total Deferred Tax (Credit) Recognised in Profit and Loss / OCI** | | **7,795.57** | **(129.98)** | | |

# Notes to Consolidated Financial Statements

as at & for the year ended March 31, 2024

## 3.8 DEFERRED TAX ASSETS (NET) (Contd.)

### 3.8(A) Movement in Deferred Tax Asset for the year ended March 31, 2023

₹ in Lacs

| Particulars | April 01, 2022 | Recognised in Profit and Loss | On Account of Business Acquisition # | Recognised in OCI | Others | March 31, 2023 |
|---|---|---|---|---|---|---|
| **Deferred Tax Assets** | | | | | | |
| Tax Impact of expenses allowable against taxable income in future years | 6,984.11 | (1,470.94) | 139.65 | (15.30) | 15.30 | 5,652.82 |
| Mat Credit Entitlement (Refer Note No. 3.50) | 28,808.55 | 8,554.00 | - | - | - | 37,362.55 |
| **Total Deferred Tax Asset** | **35,792.66** | **7,083.06** | **139.65** | **(15.30)** | **15.30** | **43,015.37** |
| **Deferred Tax Liabilities** | | | | | | |
| Tax impact arising out of temporary differences in depreciable assets | (5,383.67) | (326.09) | - | - | - | (5,709.76) |
| Tax impact arising on fair value gain on financial instruments | (2,028.18) | 1,090.24 | - | - | - | (937.94) |
| **Total Deferred Tax Liabilities** | **(7,411.85)** | **764.15** | **-** | **-** | **-** | **(6,647.70)** |
| **Deferred Tax Asset (Net)** | **28,380.81** | **7,847.21** | **139.65** | **(15.30)** | **15.30** | **36,367.67** |

#Refer Note No. 3.55 for disclosure of additions on account of business acquisition.

### 3.8(B) Movement in Deferred Tax Liability for the year ended March 31, 2023 (Refer Note No. 3.24)

₹ in Lacs

| Particulars | April 01, 2022 | Recognised in Profit and Loss | On Account of Business Acquisition # | Recognised in OCI | Others | March 31, 2023 |
|---|---|---|---|---|---|---|
| **Deferred Tax Liabilities** | | | | | | |
| Tax impact arising out of temporary differences in depreciable assets | 359.01 | (224.33) | 1,164.02 | - | 49.50 | 1,348.20 |
| Tax impact arising out of temporary differences in other than depreciable assets | 395.00 | (388.69) | - | (6.31) | - | - |
| **Total Deferred Tax Liabilities** | **754.01** | **(613.02)** | **1,164.02** | **(6.31)** | **49.50** | **1,348.20** |
| **Deferred Tax Assets** | | | | | | |
| Tax Impact of expenses allowable against taxable income in future years | - | (3.72) | - | - | - | (3.72) |
| **Total Deferred Tax Asset** | **-** | **(3.72)** | **-** | **-** | **-** | **(3.72)** |
| **Deferred Tax Liability (Net)** | **754.01** | **(616.74)** | **1,164.02** | **(6.31)** | **49.50** | **1,344.48** |
| **Total Deferred Tax (Credit) Recognised in Profit and Loss / OCI** | | **8,463.95** | | **(8.99)** | | |

#Refer Note No. 3.55 for disclosure of additions on account of business acquisition.

## 3.9 OTHER NON-CURRENT ASSETS

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **Unsecured, Considered Good unless otherwise stated** | | |
| Capital Advances | 294.56 | 184.72 |
| Deposits with Government Authorities | 362.94 | 380.36 |
| Prepaid Expenses | 70.46 | 43.43 |
| **Total** | **727.96** | **608.51** |

## 3.10 INVENTORIES

₹ in Lacs

| Particulars | As at March 31, 2024 | | As at March 31, 2023 | |
|---|---|---|---|---|
| **(At lower of cost and net realisable value)** | | | | |
| **Raw materials and Packing materials** | | | | |
| Raw Materials | 7,596.81 | | 8,590.70 | |
| Packing Materials | 4,657.57 | 12,254.38 | 5,553.92 | 14,144.62 |
| Work-in-Progress | | 439.08 | | 466.68 |
| Finished Goods | | 12,860.56 | | 12,444.12 |
| Stock-in-Trade | | 6,140.72 | | 5,045.43 |
| Stores and Spares | | 645.39 | | 703.08 |
| **Total** | | **32,340.13** | | **32,803.93** |

**Note:**

(a) During the year ended 31st March 2024, ₹129.99 lacs (March 31, 2023: ₹241.38 lacs) was recognised as an expense for inventories carried at net realisable value.

(b) Above includes Inventories in Transit:

Raw Materials : ₹443.60 lacs (March 31, 2023 : ₹237.70 lacs)

Packing Materials : ₹174.62 lacs (March 31, 2023 : ₹423.71 lacs)

Finished Goods : ₹1,960.23 lacs (March 31, 2023 : ₹1,552.61 lacs)

Stock-in-Trade : ₹71.26 lacs (March 31, 2023 : ₹90.22 lacs)

(c) Above includes Stock-in-Trade lying with third parties as ₹99.73 lacs (March 31, 2023 : ₹516.72 lacs)

(d) Refer Note No. 3.26 for information on inventories pledged as security

# Notes to Consolidated Financial Statements

as at & for the year ended March 31, 2024

## 3.11 INVESTMENTS

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Current | | |
| Investments carried at FVTPL (Unquoted) | | |
| Units of Mutual Fund | | |
| Aditya Birla Sun Life Money Manager Fund- Growth- Direct Plan | 1,211.04 | - |
| 3,55,361 (March 31, 2023- Nil) Units of ₹100 each | | |
| Aditya Birla Sun Life Liquid Fund - Growth - Direct Plan | - | 1,505.52 |
| Nil (March 31, 2023 - 4,14,649) Units of ₹100 each | | |
| Aditya Birla Sun Life Savings Fund - Growth - Direct Plan | 1,001.81 | - |
| 1,97,909 (March 31, 2023 - Nil) Units of ₹100 each | | |
| Aditya Birla Sun Life Low Duration Fund - Growth - Direct Plan | 1,002.81 | - |
| 1,52,139 (March 31, 2023 - Nil) Units of ₹100 each | | |
| Axis Ultra Short Term Fund - Direct- Growth | 1,891.99 | - |
| 1,33,22,968 (March 31, 2023 - Nil) Units of ₹10 each | | |
| Baroda BNP Paribas Liquid Fund - Direct- Growth | 1,003.05 | 1,000.50 |
| 36,019 (March 31, 2023 - 38,548) Units of ₹1,000 each | | |
| Bandhan Ultra Short Term Fund - Direct- Growth | 1,001.54 | - |
| 71,29,768 (March 31, 2023 - Nil) Units of ₹10 each | | |
| ICICI Prudential Ultra Short Term Fund - Direct Growth Plan | 803.19 | - |
| 29,49,477 (March 31, 2023 - Nil) Units of ₹10 each | | |
| Invesco India Liquid Fund- Direct Plan Growth | 601.36 | - |
| 18,141 (March 31, 2023 - Nil) Units of ₹1,000 each | | |
| Kotak Low Duration Fund - Direct - Growth Plan | 2,044.65 | - |
| 62,027 (March 31, 2023 - Nil) Units of ₹1,000 each | | |
| Nippon India Liquid Fund - Direct Growth Plan | - | 2,604.80 |
| Nil (March 31, 2023 - 47,300) Units of ₹1,000 each | | |
| Nippon India Ultra Short Duration Fund - Direct Growth Plan | - | 1,613.39 |
| Nil (March 31, 2023 - 43,113) Units of ₹1,000 each | | |
| Nippon India Overnight Fund - Direct Growth Plan | - | 1,002.17 |
| Nil (March 31, 2023 - 8,32,610) Units of ₹100 each | | |
| SBI Liquid Fund - Direct Growth Plan | 601.49 | - |
| 60,149 (March 31, 2023 - Nil) Units of ₹10 each | | |
| TRUST Overnight Fund - Direct Growth Plan | 700.76 | - |
| 61,815 (March 31, 2023 - Nil) Units of ₹1,000 each | | |
| Tata Money Market Fund - Direct Growth Plan | 2,216.62 | 3,110.19 |
| 50,752 (March 31, 2023 - 76,832) Units of ₹1,000 each | | |
| Tata Ultra Short Term Fund - Direct Growth Plan | 2,023.64 | - |
| 1,49,47,536 (March 31, 2023 - Nil) Units of ₹10 each | | |
| Kotak Liquid Fund - Direct - Growth Plan | - | 500.31 |
| Nil (March 31, 2023 - 11,000) Units of ₹1,000 each | | |
| Total | **16,103.95** | **11,336.88** |
| Aggregate Amount of Unquoted Investments (Book Value) | **16,103.95** | **11,336.88** |
| Aggregate Amount of Unquoted Investments (Market Value) | **16,103.95** | **11,336.88** |

# Notes to Consolidated Financial Statements

as at & for the year ended March 31, 2024

## 3.12 TRADE RECEIVABLES

₹ in Lacs

| Particulars | As at March 31, 2024 | | As at March 31, 2023 | |
|---|---|---|---|---|
| **At Amortised cost** | | | | |
| **Secured** | | | | |
| Considered Good | | 12,224.87 | | 11,376.06 |
| **Unsecured** | | | | |
| Considered Good | 37,196.60 | | 30,084.30 | |
| Trade Receivable - Credit Impaired | 1,629.27 | | 1,100.24 | |
| **Subtotal** | | 38,825.87 | | 31,184.54 |
| Less : Provision for Expected Credit Loss | | 1,629.27 | | 1,100.24 |
| **Total** | | **49,421.47** | | **41,460.36** |

**Set out below is the movement in the allowance for expected credit losses of trade receivables:**

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **As at April 01** | **1,100.24** | **280.58** |
| Provision/(Reversal) for expected credit losses | 529.03 | 819.66 |
| **As at March 31** | **1,629.27** | **1,100.24** |

### Trade Receivables Ageing - as at March 31, 2024

₹ in Lacs

| Particulars | Current but not due | Outstanding for following periods from due date of payment | | | | | Total |
|---|---|---|---|---|---|---|---|
| | | Less than 6 months | 6 months to 1 Year | 1 to 2 Years | 2 to 3 Years | More than 3 Years | |
| (i) Undisputed Trade receivables – considered good | 33,267.15 | 14,543.67 | 450.34 | 175.81 | 355.78 | 628.72 | **49,421.47** |
| (ii) Undisputed Trade Receivables – credit impaired | - | 9.68 | 217.45 | 440.90 | 92.97 | 567.28 | **1,328.28** |
| (iii) Disputed Trade Receivables – credit impaired | - | 9.83 | 4.69 | 39.33 | 38.58 | 208.56 | **300.99** |

### Trade Receivables Ageing - as at March 31, 2023

₹ in Lacs

| Particulars | Current but not due | Outstanding for following periods from due date of payment | | | | | Total |
|---|---|---|---|---|---|---|---|
| | | Less than 6 months | 6 months to 1 Year | 1 to 2 Years | 2 to 3 Years | More than 3 Years | |
| (i) Undisputed Trade Receivables – considered good | 29,881.24 | 9,937.28 | 469.23 | 738.09 | 292.90 | 141.62 | **41,460.36** |
| (ii) Undisputed Trade Receivables – credit impaired | - | 53.69 | 62.83 | 92.87 | 117.81 | 481.74 | **808.94** |

# Notes to Consolidated Financial Statements

as at & for the year ended March 31, 2024

## 3.12 TRADE RECEIVABLES (Contd.)

**Trade Receivables Ageing - as at March 31, 2023**

₹ in Lacs

| Particulars | Current but not due | Outstanding for following periods from due date of payment | | | | | Total |
|---|---|---|---|---|---|---|---|
| | | Less than 6 months | 6 months to 1 Year | 1 to 2 Years | 2 to 3 Years | More than 3 Years | |
| (iii) Disputed Trade Receivables – credit impaired | - | - | 35.57 | 42.28 | 4.89 | 208.56 | **291.30** |

(a) Refer Note No 3.26 for information on receivables secured against borrowings

(b) No trade receivable are due from directors or other officers of the company either severally or jointly with any other person. Nor trade receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

(c) Refer Note No 3.54 for credit risk and liquidity risk

(d) Refer note No 3.57 for information on receivables from related parties.

(e) Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days.

(f) There are no unbilled receivables, hence the same is not disclosed in the ageing schedule.

## 3.13 CASH AND CASH EQUIVALENTS

₹ in Lacs

| Particulars | As at March 31, 2024 | | As at March 31, 2023 | |
|---|---|---|---|---|
| Balances with Banks | | | | |
| - In Current Accounts | 4,060.39 | | 2,849.29 | |
| - Deposits with Original Maturity of less than three Months | 1,180.31 | | 1,766.85 | |
| Fund in transit* | 29.56 | | 42.26 | |
| Cheques in hand | - | | 0.17 | |
| Cash on Hand | 25.13 | 5,295.39 | 19.93 | 4,678.50 |
| **Total** | | **5,295.39** | | **4,678.50** |

*Fund in transit includes cash at Exclusive Brand Outlets (EBO).

Note: Short-term deposits are made for varying periods of between one day and three months, depending on the immediate cash requirements of the Group, and earn interest at the respective short-term deposit rates.

### 3.13A Changes in liabilities arising from financing activities and non-cash financing activities

₹ in Lacs

| Particulars | April 01, 2023 | Cash Flow | On Account of Ind AS 116 | March 31, 2024 |
|---|---|---|---|---|
| Current Borrowings | 7,360.85 | (791.93) | - | 6,568.92 |
| Current Lease Liabilities | 785.10 | (1,333.24) | 1,831.62 | 1,283.48 |
| Non-Current Lease Liabilities | 904.85 | - | 638.34 | 1,543.19 |
| **Total** | **9,050.80** | **(2,125.17)** | **2,469.96** | **9,395.59** |

### 3.13A Changes in liabilities arising from financing activities and non-cash financing activities (Contd.)

₹ in Lacs

| Particulars | April 01, 2022 | Cash Flow | On Account of Ind AS 116 & On Account of Business Acquisition | March 31, 2023 |
|---|---|---|---|---|
| Current Borrowings | 26,371.12 | (19,010.27) | - | 7,360.85 |
| Current Lease Liabilities | 796.06 | (1,112.57) | 1,101.61 | 785.10 |
| Non-Current Lease Liabilities | 988.36 | - | (83.51) | 904.85 |
| **Total** | **28,155.54** | **(20,122.84)** | **1,018.10** | **9,050.80** |

## 3.14 OTHER BANK BALANCES

₹ in Lacs

| Particulars | As at March 31, 2024 | | As at March 31, 2023 | |
|---|---|---|---|---|
| **At Amortised cost** | | | | |
| **Other Bank Balances** | | | | |
| Unpaid Dividend Account # | 310.84 | | 297.07 | |
| Balance in Escrow account ## | - | | 4,650.00 | |
| Deposits with Original maturity of more than 3 months but less than 12 months * | 14,531.78 | 14,842.62 | 8,848.50 | 13,795.57 |
| **Total** | | **14,842.62** | | **13,795.57** |

# Earmarked for payment of Unclaimed Dividend

## Balance in escrow account with banks primarily related to amount for buyback of equity shares

* Includes deposits amounting to ₹27.52 lacs (March 31, 2023 : ₹ Nil lacs) under lien.

## 3.15 LOANS

₹ in Lacs

| Particulars | As at March 31, 2024 | | As at March 31, 2023 | |
|---|---|---|---|---|
| **At amortised cost** | | | | |
| **Unsecured, considered good** | | | | |
| Security Deposits | - | | 185.56 | |
| Loans to Employees | 246.53 | | 297.46 | |
| Loans to Others | 170.80 | 417.33 | 116.43 | 599.45 |
| **Total** | | **417.33** | | **599.45** |

# Notes to Consolidated Financial Statements

as at & for the year ended March 31, 2024

## 3.16 OTHER FINANCIAL ASSETS

₹ in Lacs

| Particulars | As at March 31, 2024 | | As at March 31, 2023 | |
|---|---|---|---|---|
| **Unsecured, considered good** | | | | |
| **At amortised cost** | | | | |
| Interest Receivable | | 191.40 | | 130.77 |
| Other Receivable | | | | |
| - from others | 23.23 | 23.23 | 95.72 | 95.72 |
| Security Deposit | | 335.26 | | 218.66 |
| Incentives Receivable* | 1,031.30 | | 957.74 | |
| Less: Provision for Doubtful Receivables | (44.37) | 986.93 | (22.29) | 935.45 |
| Deposits with Original maturity of more than 3 months but less than 12 months** | | 5,046.73 | | 5,070.07 |
| **At FVTPL** | | | | |
| Derivative assets - Options # | | 660.00 | | 682.80 |
| **Total** | | **7,243.55** | | **7,133.47** |

* It include Subsidy, Export Incentive, GST Refund, etc.

** Includes deposit amounting to ₹46.73 lacs lacs (March 31, 2023 : ₹70.07 lacs) under lien

# Refer Note No. 3.49 for determination of fair value

## 3.17 CURRENT TAX ASSETS (NET)

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Advance Income Tax (Net of Provision) | 92.61 | 69.05 |
| **Total** | **92.61** | **69.05** |

## 3.18 OTHER CURRENT ASSETS

₹ in Lacs

| Particulars | As at March 31, 2024 | | As at March 31, 2023 | |
|---|---|---|---|---|
| **Unsecured, considered good** | | | | |
| Advances other than Capital Advances | | | | |
| For goods and services* | 2,144.86 | | 3,237.87 | |
| To employees | 79.72 | 2,224.58 | 16.44 | 3,254.31 |
| Balances with Government Authorities | | 12,033.86 | | 11,487.26 |
| Prepaid Expenses* | | 1,806.20 | | 2,062.62 |
| **Unsecured, considered doubtful** | | | | |
| Advances other than Capital Advances | | | | |
| For goods and services | 47.35 | | 47.35 | |
| Less: Provision for Doubtful Advances | (47.35) | - | (47.35) | - |
| **Total** | | **16,064.64** | | **16,804.19** |

* Refer Note No. 3.57 for information on Related Parties.

# Notes to Consolidated Financial Statements

as at & for the year ended March 31, 2024

## 3.19 EQUITY SHARE CAPITAL

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **Authorised** | | |
| 50,00,00,000 (March 31, 2023 - 50,00,00,000) Equity Shares of Re 1/- each | 5,000.00 | 5,000.00 |
| **Issued** | | |
| 43,65,00,000 (March 31, 2023 - 44,11,50,000) Equity Shares of ₹1/- each fully paid up | 4,365.00 | 4,411.50 |
| **Subscribed & Paid up** | | |
| 43,65,00,000 (March 31, 2023 - 44,11,50,000) Equity Shares of ₹1/- each fully paid up | 4,365.00 | 4,411.50 |
| **Total issued, subscribed and fully paid up share capital** | **4,365.00** | **4,411.50** |

### (a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

| Particulars | As at March 31, 2024 | | As at March 31, 2023 | |
|---|---|---|---|---|
| | No. of Shares | ₹ in Lacs | No. of Shares | ₹ in Lacs |
| Shares outstanding at the beginning of the year | 44,11,50,000 | 4,411.50 | 44,11,50,000.00 | 4,411.50 |
| Less : Shares bought back# | 46,50,000 | 46.50 | - | - |
| **Shares outstanding at the end of the year** | **43,65,00,000** | **4,365.00** | **44,11,50,000** | **4,411.50** |

# Refer Note No. : 3.60 for Buy Back of equity shares

### (b) Terms and rights attached to equity shares

The Holding Company has only one class of equity shares having a par value of ₹1 per share. Each holder of equity shares is entitled to one vote per share. The Holding Company declares & pays dividend in Indian rupees. The dividend proposed by the board of directors is subject to the approval of the shareholders in the ensuing annual general meeting and is accounted for in the year in which it is approved by the shareholders in the general meeting.

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

### (c) Shareholders holding more than 5% shares in the Holding Company

| Names of the shareholders | As at March 31, 2024 | | As at March 31, 2023 | |
|---|---|---|---|---|
| | No. of Shares | % of Holding | No. of Shares | % of Holding |
| Suraj Finvest Private Limited | 10,57,20,226 | 24.22 | 10,57,20,226 | 23.96 |
| Diwakar Finvest Private Limited | 9,86,67,956 | 22.60 | 9,86,67,956 | 22.37 |

### (d) Equity shares movement during 5 years preceding March 31, 2024

**Equity shares extinguished on buy-back**

The Holding Company bought back 46,50,000 equity shares for an aggregate amount of ₹22,909.70 lacs being 1.05% of the pre-buyback total paid up equity share capital at ₹491.68 average cost per equity share. The Buyback commenced on April 13, 2023 and got completed on July 06, 2023.

# Notes to Consolidated Financial Statements

as at & for the year ended March 31, 2024

## 3.19 EQUITY SHARE CAPITAL (Contd.)

The Holding Company bought back 33,63,740 equity shares for an aggregate amount of ₹16,121.45 lacs being 0.76% of the pre-buyback total paid up equity share capital at ₹479.27 average cost per equity share. The Buyback commenced on February 09, 2022 and got completed on March 21, 2022.

The Holding Company bought back 94,21,498 equity shares for an aggregate amount of ₹19,198.73 lacs being 2.08% of the pre-buyback total paid up equity share capital at ₹203.78 average cost per equity share. The Buyback commenced on March 29, 2020 and got completed on July 09, 2020.

### (e) Equity shares held by Promoters as at the end of the current year

| Promoter Name | No. of shares as at April 01, 2023 | Change during the year | No. of shares as at March 31, 2024 | % of Total Shares | % change during the year |
|---|---|---|---|---|---|
| **A) Indian** | | | | | |
| **A1) Individuals / Hindu Undivided Family** | | | | | |
| Priti A Sureka | 1,51,04,702 | - | 1,51,04,702 | 3.46% | - |
| Avishi Sureka | 14,00,000 | - | 14,00,000 | 0.32% | - |
| Sachin Goenka | 7,17,000 | - | 7,17,000 | 0.16% | - |
| Shobhna Agarwal | 6,30,000 | - | 6,30,000 | 0.14% | - |
| Sashwat Goenka | 5,80,000 | - | 5,80,000 | 0.13% | - |
| Vibhash Vardhan Agarwal | 5,73,478 | - | 5,73,478 | 0.13% | - |
| Manan Goenka | 5,65,000 | - | 5,65,000 | 0.13% | - |
| Darsh Goenka | 5,65,000 | - | 5,65,000 | 0.13% | - |
| Advay Goenka | 5,54,000 | - | 5,54,000 | 0.13% | - |
| Jyoti Agarwal | 4,88,000 | - | 4,88,000 | 0.11% | - |
| Reyansh Goenka | 4,07,750 | - | 4,07,750 | 0.09% | - |
| Devarsh Goenka | 4,07,750 | - | 4,07,750 | 0.09% | - |
| Radheshyam Goenka | 4,00,876 | - | 4,00,876 | 0.09% | - |
| Chikky Goenka | 3,71,700 | - | 3,71,700 | 0.09% | - |
| Smriti Agarwal | 2,69,000 | (85,000) | 1,84,000 | 0.04% | (0.02)% |
| Rachana Goenka | 3,17,700 | - | 3,17,700 | 0.07% | - |
| Rajkumar Goenka | 3,02,364 | - | 3,02,364 | 0.07% | - |
| Rachna Bagaria | 2,70,000 | - | 2,70,000 | 0.06% | - |
| Indu Goenka | 2,69,700 | - | 2,69,700 | 0.06% | - |
| Nimisha Goenka | 2,44,000 | - | 2,44,000 | 0.06% | - |
| Reha Goenka | 2,40,000 | - | 2,40,000 | 0.05% | - |
| Shreya Goenka | 2,30,000 | - | 2,30,000 | 0.05% | - |
| Saroj Goenka | 2,15,240 | - | 2,15,240 | 0.05% | - |
| Aditya Vardhan Agarwal HUF | 2,04,278 | - | 2,04,278 | 0.05% | - |
| Shruti Goenka | 1,96,130 | - | 1,96,130 | 0.04% | - |

## 3.19 EQUITY SHARE CAPITAL (Contd.)

| Promoter Name | No. of shares as at April 01, 2023 | Change during the year | No. of shares as at March 31, 2024 | % of Total Shares | % change during the year |
|---|---|---|---|---|---|
| Radheshyam Agarwal | 1,95,000 | - | 1,95,000 | 0.04% | - |
| Prashant Goenka | 1,90,000 | - | 1,90,000 | 0.04% | - |
| Manish Goenka HUF | 1,74,000 | - | 1,74,000 | 0.04% | - |
| Mohan Goenka HUF | 1,74,000 | - | 1,74,000 | 0.04% | - |
| Sushil Kumar Goenka HUF | 1,74,000 | - | 1,74,000 | 0.04% | - |
| Usha Agarwal | 1,73,096 | - | 1,73,096 | 0.04% | - |
| Harsh Vardhan Agarwal HUF | 1,72,000 | - | 1,72,000 | 0.04% | - |
| Vihan Vardhan Agarwal | 1,72,000 | - | 1,72,000 | 0.04% | - |
| Puja Goenka | 1,69,398 | - | 1,69,398 | 0.04% | - |
| Jayant Goenka | 1,56,254 | - | 1,56,254 | 0.04% | - |
| Mansi Agarwal | 1,50,000 | - | 1,50,000 | 0.03% | - |
| Laxmi Devi Bajoria | 1,21,000 | - | 1,21,000 | 0.03% | - |
| Manish Goenka | 1,42,196 | - | 1,42,196 | 0.03% | - |
| Aditya Vardhan Agarwal | 1,34,668 | - | 1,34,668 | 0.03% | - |
| Ashish Goenka | 1,99,400 | 85,000 | 2,84,400 | 0.07% | 0.02% |
| Rashmi Goenka | 1,21,400 | - | 1,21,400 | 0.03% | - |
| Santosh Goenka | 1,15,640 | - | 1,15,640 | 0.03% | - |
| Harsha Vardhan Agarwal* | 1,10,966 | 1,150 | 1,12,116 | 0.03% | - |
| Sushil Kumar Goenka | 1,14,300 | - | 1,14,300 | 0.03% | - |
| Richa Agarwal | 93,222 | - | 93,222 | 0.02% | - |
| Vidhishree Agarwal | 80,000 | - | 80,000 | 0.02% | - |
| Vidula Agarwal | 80,000 | - | 80,000 | 0.02% | - |
| Jayant Goenka HUF | 74,000 | - | 74,000 | 0.02% | - |
| Prashant Goenka HUF | 74,000 | - | 74,000 | 0.02% | - |
| Ashish Goenka HUF | 74,000 | - | 74,000 | 0.02% | - |
| Mohan Goenka | 61,900 | - | 61,900 | 0.01% | - |
| Madan Lal Agarwal | 60,000 | (60,000) | - | 0.00% | (0.01)% |

# Notes to Consolidated Financial Statements

as at & for the year ended March 31, 2024

## 3.19 EQUITY SHARE CAPITAL (Contd.)

| Promoter Name | No. of shares as at April 01, 2023 | Change during the year | No. of shares as at March 31, 2024 | % of Total Shares | % change during the year |
|---|---|---|---|---|---|
| Jyoti Goenka | 48,776 | - | 48,776 | 0.01% | - |
| Kusum Agarwal* | 35,600 | (1,150) | 34,450 | 0.01% | - |
| Pradip Kumar Agarwal | 31,150 | - | 31,150 | 0.01% | - |
| Divya Agarwal | 26,000 | - | 26,000 | 0.01% | - |
| Sangita Agarwal | 26,000 | - | 26,000 | 0.01% | - |
| Shubham Agarwal | 24,460 | - | 24,460 | 0.01% | - |
| Abhishek Agarwal | 24,000 | 60,000 | 84,000 | 0.02% | 0.01% |
| Dhiraj Agarwal | 16,750 | - | 16,750 | 0.00% | - |
| Sumangal Agarwal | 8,200 | - | 8,200 | 0.00% | - |
| Vishal Agarwal | 8,200 | - | 8,200 | 0.00% | - |
| Rohin Raj Sureka | 5,000 | - | 5,000 | 0.00% | - |
| **Total (A1)** | **2,93,34,244** | **-** | **2,93,34,244** | **6.72%** | **-** |
| **A2) Body Corporate** | | | | | |
| Suraj Finvest Private Limited | 10,57,20,226 | - | 10,57,20,226 | 24.22% | - |
| Diwakar Finvest Private Limited | 9,86,67,956 | - | 9,86,67,956 | 22.60% | - |
| Pan Emami Cosmed Limited (formerly known as Midkot Investments Private Limited) | 31,17,160 | - | 31,17,160 | 0.71% | - |
| Emami Paper Mills Ltd | 9,33,000 | - | 9,33,000 | 0.21% | - |
| Emami Frank Ross Limited | 10,000 | - | 10,000 | 0.00% | - |
| **Total (A2)** | **20,84,48,342** | **-** | **20,84,48,342** | **47.75%** | **-** |
| **Total (A)** | **23,77,82,586** | **-** | **23,77,82,586** | **54.47%** | **-** |
| **B) Foreign** | | | | | |
| Amitabh Goenka | 5,71,496 | - | 5,71,496 | 0.13% | - |
| Ritu Goenka | 4,54,930 | - | 4,54,930 | 0.10% | - |
| Nikunj Goenka | 2,65,000 | - | 2,65,000 | 0.06% | - |
| Yogesh Goenka | 2,45,400 | - | 2,45,400 | 0.06% | - |
| Amitabh Goenka HUF | 74,000 | - | 74,000 | 0.02% | - |
| **Total (B)** | **16,10,826** | **-** | **16,10,826** | **0.37%** | **-** |
| **Total (A + B)#** | **23,93,93,412** | **-** | **23,93,93,412** | **54.84%** | **-** |

# Notes to Consolidated Financial Statements

as at & for the year ended March 31, 2024

## 3.19 EQUITY SHARE CAPITAL (Contd.)

* % change is below the rounding off norms adopted by the company.

# The increase in promoters' share holding % is due to shares bought back in buyback process and extinguished.

### (f) Equity shares held by Promoters as at the end of the previous year

| Promoter Name | No. of shares as at April 01, 2022 | Change during the year | No. of shares at March 31, 2023 | % of Total Shares | % change during the year |
|---|---|---|---|---|---|
| **A) Indian** | | | | | |
| **A1) Individuals / Hindu undivided Family** | | | | | |
| Priti A Sureka | 1,51,04,702 | - | 1,51,04,702 | 3.42% | - |
| Avishi Sureka | 14,00,000 | - | 14,00,000 | 0.32% | - |
| Sachin Goenka | 7,17,000 | - | 7,17,000 | 0.16% | - |
| Shobhna Agarwal | 6,30,000 | - | 6,30,000 | 0.14% | - |
| Saswat Goenka | 5,80,000 | - | 5,80,000 | 0.13% | - |
| Vibhash Vardhan Agarwal | 5,73,478 | - | 5,73,478 | 0.13% | - |
| Manan Goenka | 5,65,000 | - | 5,65,000 | 0.13% | - |
| Darsh Goenka | 5,65,000 | - | 5,65,000 | 0.13% | - |
| Advay Goenka | 5,54,000 | - | 5,54,000 | 0.13% | - |
| Jyoti Agarwal | 4,88,000 | - | 4,88,000 | 0.11% | - |
| Reyansh Goenka | 4,07,750 | - | 4,07,750 | 0.09% | - |
| Devarsh Goenka | 4,07,750 | - | 4,07,750 | 0.09% | - |
| Radheshyam Goenka* | 3,92,076 | 8,800 | 4,00,876 | 0.09% | - |
| Chikky Goenka | 3,71,700 | - | 3,71,700 | 0.08% | - |
| Smriti Agarwal* | 3,34,000 | (65,000) | 2,69,000 | 0.06% | (0.01)% |
| Rachana Goenka | 3,17,700 | - | 3,17,700 | 0.07% | - |
| Rajkumar Goenka* | 2,97,964 | 4,400 | 3,02,364 | 0.07% | - |
| Rachna Bagaria | 2,70,000 | - | 2,70,000 | 0.06% | - |
| Indu Goenka | 2,69,700 | - | 2,69,700 | 0.06% | - |
| Nimisha Goenka | 2,44,000 | - | 2,44,000 | 0.06% | - |
| Reha Goenka | 2,40,000 | - | 2,40,000 | 0.05% | - |
| Shreya Goenka | 2,30,000 | - | 2,30,000 | 0.05% | - |
| Saroj Goenka | 2,15,240 | - | 2,15,240 | 0.05% | - |
| Aditya Vardhan Agarwal HUF | 2,04,278 | - | 2,04,278 | 0.05% | - |
| Shruti Goenka | 1,96,130 | - | 1,96,130 | 0.04% | - |
| Radheshyam Agarwal | 1,95,000 | - | 1,95,000 | 0.04% | - |
| Prashant Goenka | 1,90,000 | - | 1,90,000 | 0.04% | - |
| Manish Goenka HUF | 1,74,000 | - | 1,74,000 | 0.04% | - |

# Notes to Consolidated Financial Statements

as at & for the year ended March 31, 2024

## 3.19 EQUITY SHARE CAPITAL (Contd.)

| Promoter Name | No. of shares as at April 01, 2022 | Change during the year | No. of shares at March 31, 2023 | % of Total Shares | % change during the year |
|---|---|---|---|---|---|
| Mohan Goenka HUF | 1,74,000 | - | 1,74,000 | 0.04% | - |
| Sushil Kumar Goenka HUF | 1,74,000 | - | 1,74,000 | 0.04% | - |
| Usha Agarwal | 1,73,096 | - | 1,73,096 | 0.04% | - |
| Harsh Vardhan Agarwal HUF | 1,72,000 | - | 1,72,000 | 0.04% | - |
| Vihan Vardhan Agarwal | 1,72,000 | - | 1,72,000 | 0.04% | - |
| Puja Goenka | 1,69,398 | - | 1,69,398 | 0.04% | - |
| Jayant Goenka | 1,56,254 | - | 1,56,254 | 0.04% | - |
| Mansi Agarwal | 1,50,000 | - | 1,50,000 | 0.03% | - |
| Laxmi Devi Bajoria* | 1,43,000 | (22,000) | 1,21,000 | 0.03% | - |
| Manish Goenka | 1,42,196 | - | 1,42,196 | 0.03% | - |
| Aditya Vardhan Agarwal | 1,34,668 | - | 1,34,668 | 0.03% | - |
| Ashish Goenka* | 1,30,000 | 69,400 | 1,99,400 | 0.05% | 0.02% |
| Rashmi Goenka | 1,21,400 | - | 1,21,400 | 0.03% | - |
| Santosh Goenka | 1,15,640 | - | 1,15,640 | 0.03% | - |
| Harsha Vardhan Agarwal* | 1,10,266 | 700 | 1,10,966 | 0.03% | - |
| Sushil Kumar Goenka* | 1,09,900 | 4,400 | 1,14,300 | 0.03% | - |
| Richa Agarwal | 93,222 | - | 93,222 | 0.02% | - |
| Vidhishree Agarwal | 80,000 | - | 80,000 | 0.02% | - |
| Vidula Agarwal | 80,000 | - | 80,000 | 0.02% | - |
| Jayant Goenka HUF | 74,000 | - | 74,000 | 0.02% | - |
| Prashant Goenka HUF | 74,000 | - | 74,000 | 0.02% | - |
| Ashish Goenka HUF | 74,000 | - | 74,000 | 0.02% | - |
| Mohan Goenka | 61,900 | - | 61,900 | 0.01% | - |
| Madan Lal Agarwal | 60,000 | - | 60,000 | 0.01% | - |
| Jyoti Goenka | 48,776 | - | 48,776 | 0.01% | - |
| Kusum Agarwal* | 36,300 | (700) | 35,600 | 0.01% | - |
| Pradeep Kumar Agarwal | 31,150 | - | 31,150 | 0.01% | - |
| Divya Agarwal | 26,000 | - | 26,000 | 0.01% | - |

# Notes to Consolidated Financial Statements

as at & for the year ended March 31, 2024

## 3.19 EQUITY SHARE CAPITAL (Contd.)

| Promoter Name | No. of shares as at April 01, 2022 | Change during the year | No. of shares at March 31, 2023 | % of Total Shares | % change during the year |
|---|---|---|---|---|---|
| Sangita Agarwal | 26,000 | - | 26,000 | 0.01% | - |
| Shubham Agarwal | 24,460 | - | 24,460 | 0.01% | - |
| Abhishek Agarwal | 24,000 | - | 24,000 | 0.01% | - |
| Dhiraj Agarwal | 16,750 | - | 16,750 | 0.00% | - |
| Sumangal Agarwal | 8,200 | - | 8,200 | 0.00% | - |
| Vishal Agarwal | 8,200 | - | 8,200 | 0.00% | - |
| Rohin Raj Sureka | 5,000 | - | 5,000 | 0.00% | - |
| **Total (A1)** | **2,93,34,244** | **-** | **2,93,34,244** | **6.65%** | **-** |
| **A2) Body Corporate** | | | | | |
| Suraj Finvest Private Limited | 10,57,20,226 | - | 10,57,20,226 | 23.96% | - |
| Diwakar Finvest Private Limited | 9,86,67,956 | - | 9,86,67,956 | 22.37% | - |
| Pan Emami Cosmed Limited (formerly known as Midkot Investments Private Limited) | 31,17,160 | - | 31,17,160 | 0.71% | - |
| Emami Paper Mills Ltd | 9,33,000 | - | 9,33,000 | 0.21% | - |
| Emami Frank Ross Limited | 10,000 | - | 10,000 | 0.00% | - |
| **Total (A2)** | **20,84,48,342** | **-** | **20,84,48,342** | **47.25%** | **-** |
| **Total (A)** | **23,77,82,586** | **-** | **23,77,82,586** | **53.90%** | **-** |
| **B) Foreign** | | | | | |
| Amitabh Goenka | 5,71,496 | - | 5,71,496 | 0.13% | - |
| Ritu Goenka | 4,54,930 | - | 4,54,930 | 0.10% | - |
| Nikunj Goenka | 2,65,000 | - | 2,65,000 | 0.06% | - |
| Yogesh Goenka | 2,45,400 | - | 2,45,400 | 0.06% | - |
| Amitabh Goenka HUF | 74,000 | - | 74,000 | 0.02% | - |
| **Total (B)** | **16,10,826** | **-** | **16,10,826** | **0.37%** | **-** |
| **Total (A + B)** | **23,93,93,412** | **-** | **23,93,93,412** | **54.27%** | **-** |

* % change is below the rounding off norms adopted by the company.

# Notes to Consolidated Financial Statements

as at & for the year ended March 31, 2024

## 3.20 OTHER EQUITY

₹ in Lacs

| Particulars | As at March 31, 2024 | | As at March 31, 2023 | |
|---|---|---|---|---|
| **Retained Earnings** | | | | |
| Opening balance | 1,44,008.12 | | 1,15,829.72 | |
| Net Profit for the year | 72,352.97 | | 63,957.20 | |
| Acquisition of Non-controlling interests | (2.00) | | (515.75) | |
| Remeasurement of the Net Defined Benefit Plans (net of tax) | 340.36 | | 28.95 | |
| Share of Other Comprehensive Gain of an Associate (net of tax) | 7.71 | | - | |
| Interim Dividend# | (34,920.00) | | (35,292.00) | |
| Closing Balance | | 1,81,787.16 | | 1,44,008.12 |
| **Equity Instrument through Other Comprehensive Income (OCI)** | | | | |
| Opening Balance | 8,327.60 | | 12,556.43 | |
| Change in fair value of Equity Instrument through OCI | (53.15) | | (4,228.83) | |
| Closing balance | | 8,274.45 | | 8,327.60 |
| **Foreign Currency Translation Reserve** | | | | |
| Opening Balance | (1,200.94) | | 28.67 | |
| Addition during the year | (437.39) | | (1,229.61) | |
| Closing Balance | | (1,638.33) | | (1,200.94) |
| **Other Reserves** | | | | |
| **Capital Reserve** | | 79.64 | | 79.64 |
| **Capital Redemption Reserve (CRR)** | | | | |
| Opening balance | 127.85 | | 127.85 | |
| Appropriation from general reserve upon Buyback of equity shares ## | 46.50 | | - | |
| Closing Balance | | 174.35 | | 127.85 |
| **General reserve** | | | | |
| Opening Balance | 74,526.22 | | 74,625.56 | |
| Transaction costs related to Buyback of squity shares ## | (22,863.20) | | (99.34) | |
| Transfer to capital redemption reserve upon Buyback of equity shares ## | (46.50) | | - | |
| Closing Balance | | 51,616.52 | | 74,526.22 |
| **Total** | | **2,40,293.79** | | **2,25,868.49** |

# Refer Note No. : 3.51

## Refer Note No. : 3.60

## 3.20 OTHER EQUITY (Contd.)

### Nature and purpose of reserves

**Securities Premium**

Securities premium reserve is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares /buyback of shares in accordance with the provisions of the Companies Act, 2013.

**General Reserve**

Under the erstwhile Companies Act 1956, general reserve was created through an annual transfer of net income at a specified percentage in accordance with applicable regulations. The purpose of these transfers was to ensure that if a dividend distribution in a given year is more than 10% of the paid-up capital of the Company for that year, then the total dividend distribution is less than the total distributable results for that year. Consequent to introduction of Companies Act 2013, the requirement to mandatorily transfer a specified percentage of the net profit to general reserve has been withdrawn. However, the amount previously transferred to the general reserve can be utilised only in accordance with the specific requirements of Companies Act, 2013.

**Capital Reserve**

Capital Reserve has been primarily created on amalgamation in earlier years.

**Retained Earnings**

This Reserve represents the cumulative profits of the Company and effects of remeasurement of defined benefit obligations. This Reserve can be utilized in accordance with the provisions of the Companies Act, 2013.

**Other Comprehensive Income**

This Reserve represents the cumulative gains (net of losses) arising on the revaluation of Equity Instruments measured at Fair Value through Other Comprehensive Income, net of amounts reclassified, if any, to Retained Earnings when those instruments are disposed of.

**Foreign Currency Translation Reserve**

Exchange differences arising on translation of the foreign operations are recognised in other comprehensive income as described in the accounting policy and accumulated in a separate reserve within equity. The cumulative amount is reclassified to profit or loss when the net investment is disposed of.

**Capital Redemption Reserve**

Represents the nominal value of Equity shares bought back pursuant to Buyback in accordance with Section 69 of the Companies Act, 2013. The capital redemption reserve may be applied by the company, in paying up unissued shares of the company to be issued to shareholders of the company as fully paid bonus shares.

## 3.21 LEASE LIABILITIES

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **At amortised cost** | | |
| Lease Liabilities | 1,543.19 | 904.85 |
| **Total** | **1,543.19** | **904.85** |

Refer Note No. 3.52 for the related disclosures.

# Notes to Consolidated Financial Statements

as at & for the year ended March 31, 2024

## 3.22 OTHER FINANCIAL LIABILITIES

₹ in Lacs

| Particulars | As at March 31, 2024 | | As at March 31, 2023 | |
|---|---|---|---|---|
| **At amortised cost** | | | | |
| **Unsecured** | | | | |
| Trade Deposits | | 164.79 | | 168.75 |
| Security Deposits | | | | |
| - from related party (Refer Note No. 3.57) | 11.85 | | 8.50 | |
| - from others | 509.61 | 521.46 | 510.71 | 519.21 |
| **Total** | | **686.25** | | **687.96** |

## 3.23 PROVISIONS

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **Provision for Employee Benefits** | | |
| Gratuity (Refer Note No. 3.41) | 1,532.08 | 2,752.07 |
| Leave Encashment | - | 17.85 |
| **Total** | **1,532.08** | **2,769.92** |

## 3.24 DEFERRED TAX LIABILITIES (NET)

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **Deferred Tax Liabilities** | | |
| Tax impact arising out of temporary differences in depreciable assets | 1,088.44 | 1,348.20 |
| **Deferred Tax Assets** | | |
| Tax Impact of expenses allowable against taxable income in future years | - | (3.72) |
| **Total** | **1,088.44** | **1,344.48** |

Refer Note No. 3.8(B)

Refer Note No. 3.50

## 3.25 OTHER NON-CURRENT LIABILITIES

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Deferred Government grants * | 1,466.57 | 1,612.97 |
| **Total** | **1,466.57** | **1,612.97** |

* To be amortised to income over the life of the assets against which such grants are received/receivable.

# Notes to Consolidated Financial Statements

as at & for the year ended March 31, 2024

## 3.26 BORROWINGS

₹ in Lacs

| Particulars | As at March 31, 2024 | | As at March 31, 2023 | |
|---|---|---|---|---|
| **At amortised cost** | | | | |
| **Secured** | | | | |
| **From Banks** | | | | |
| Cash Credit (including working capital demand loan) | 6,402.40 | | 5,868.45 | |
| Packing Credit | 114.00 | 6,516.40 | 1,073.16 | 6,941.61 |
| (Cash Credit amounting to ₹624.85 lacs (March 31, 2023: Nil) and Packing Credit amounting to ₹114.00 lacs (March 31, 2023: ₹1,073.16 lacs) are secured by hypothecation of inventories, book debts on first charge basis ranking pari passu amongst lenders of the Holding Company.) | | | | |
| (Cash Credit amounting to ₹3,988.95 lacs (March 31, 2023: ₹5,581.57 lacs ) pertaining to a subsidiary is secured by the corporate guarantee of the Holding Company.) | | | | |
| (Cash Credit amounting to ₹238.05 lacs (March 31, 2023: Nil) pertaining to a subsidiary is secured against certain items of property, plant and equipment of the said subsidiary.) | | | | |
| (Cash Credit amounting to ₹1,550.55 lacs (March 31, 2023: ₹286.88 lacs ) pertaining to a subsidiary is secured by hypothecation of trade receivables, inventories and property, plant and equipment of the said subsidiary.) | | | | |
| **Unsecured** | | | | |
| **From Banks** | | | | |
| Others | | 52.52 | | 419.24 |
| **Total** | | **6,568.92** | | **7,360.85** |

**Notes :**

1. Cash credit amounting to ₹3,988.95 lacs (March 31, 2023 : ₹5,581.57 lacs) carries an interest rate of LIBOR plus 1.5% (March 31, 2023 : LIBOR plus 1.5%), Cash credit amounting to ₹1,550.55 lacs (March 31, 2023 : ₹286.87 lacs) carries an interest rate of REPO Rate plus 3.5% (March 31, 2023 : REPO Rate plus 3.5%), Cash credit amounting to ₹238.05 lacs carries an interest rate of 9.30% (March 31, 2023 : Cash Credit was Nil) and for balance Cash credit amounting to ₹624.85, Interest Rate is 7.80% (March 31, 2023 : Cash Credit was Nil).
2. Packing credit is repayable within 70 Days & carries interest rate of 5.98% (March 31, 2023 : Interest rate range of 5.05% - 5.70%)
3. Short term loan amounting to ₹52.52 lacs (March 31, 2023 : ₹419.24 lacs ) carries an interest rate of 3 months Term Rate + 3.25% (March 31, 2023 : 3 months Term Rate + 3.25%)
4. The group has not been declared wilful defaulter by any bank or financial Institution or other lender.
5. Borrowings from banks have not been used for purposes other than for which the same were taken as at March 31, 2024 and March 31, 2023.

# Notes to Consolidated Financial Statements

as at & for the year ended March 31, 2024

## 3.27 LEASE LIABILITIES

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **At amortised cost** | | |
| Lease Liabilities | 1,283.48 | 785.10 |
| **Total** | **1,283.48** | **785.10** |

Refer Note No. 3.52 for the related disclosures.

## 3.28 TRADE PAYABLES

₹ in Lacs

| Particulars | As at March 31, 2024 | | As at March 31, 2023 | |
|---|---|---|---|---|
| **At amortised cost** | | | | |
| Total outstanding dues of Micro Enterprises & Small Enterprises (Refer Note No. 3.44) | 3,631.39 | | 3,128.01 | |
| Total outstanding dues of creditors Other than Micro Enterprises & Small Enterprises | 41,827.39 | 45,458.78 | 37,586.18 | 40,714.19 |
| **Total** | | **45,458.78** | | **40,714.19** |

(a) Refer Note No. 3.57 for information on payable from related parties.

(b) Refer Note No. 3.54 for liquidity risk and foreign currency risk

(c) Trade payables are non-interest bearing and are normally settled between 30 to 60 days term

### Trade Payables Ageing - As at March 31, 2024

₹ in Lacs

| Particulars | Current but not due* | Outstanding for following periods from due date of payment | | | | |
|---|---|---|---|---|---|---|
| | | Less than 1 Year | 1 to 2 Years | 2 to 3 Years | More than 3 Years | Total |
| Total outstanding dues of Micro & Small Enterprises | 2,132.04 | 1,475.24 | 22.49 | 1.62 | - | **3,631.39** |
| Total outstanding dues of creditors other than Micro & Small Enterprises | 18,974.23 | 20,721.20 | 1,148.84 | 120.90 | 862.22 | **41,827.39** |

### Trade Payables Ageing - As at March 31, 2023

₹ in Lacs

| Particulars | Current but not due* | Outstanding for following periods from due date of payment | | | | |
|---|---|---|---|---|---|---|
| | | Less than 1 Year | 1 to 2 Years | 2 to 3 Years | More than 3 Years | Total |
| Total outstanding dues of Micro & Small Enterprises | 748.76 | 2,365.32 | 1.01 | - | 12.92 | **3,128.01** |
| Total outstanding dues of creditors other than Micro & Small Enterprises | 14,540.80 | 21,701.68 | 295.56 | 256.79 | 791.35 | **37,586.18** |

*It includes provisions for expenses for which invoices have not been received till the date of the Balance Sheet.

Note: There are no disputed Trade Payables as on March 31, 2024 and March 31, 2023.

# Notes to Consolidated Financial Statements

as at & for the year ended March 31, 2024

## 3.29 OTHER CURRENT FINANCIAL LIABILITIES

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **At amortised cost** | | |
| Interest Accrued but not due on borrowings | 84.41 | 78.76 |
| Creditors for Capital Goods | 288.92 | 403.00 |
| Unpaid Dividends* | 310.84 | 297.07 |
| Employee Benefits | 4,631.39 | 3,923.13 |
| Trade Deposit | - | 250.79 |
| Security Deposit | 345.45 | 180.84 |
| Other Payables | 9.61 | - |
| **Total** | **5,670.62** | **5,133.59** |

* Unpaid dividend does not include amount due and outstanding to be credited to Investor Education and Protection Fund.

## 3.30 OTHER CURRENT LIABILITIES

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Deferred Government Grant* | 174.85 | 207.69 |
| Advance from Customers# | 688.96 | 842.14 |
| Other Payable | 230.38 | 285.52 |
| Duties & Taxes | 2,336.48 | 1,679.30 |
| **Total** | **3,430.67** | **3,014.65** |

* To be amortised to income over the life of the assets against which such grants are received/receivable.

# Refer Note No. 3.57 for information on related parties.

## 3.31 PROVISIONS

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **Provision for Employee Benefits** | | |
| Provident Fund (Refer Note No. 3.42) | 302.13 | 579.43 |
| Gratuity (Refer Note No. 3.41) | 67.42 | 58.63 |
| Leave Encashment | 754.71 | 715.61 |
| **Others** | | |
| Provision for Litigations (Refer Note No. 3.43) | 4,553.74 | 6,496.82 |
| Provision for Rebates and Damage return (Refer Note No. 3.64) | 5,350.83 | 4,964.55 |
| **Total** | **11,028.83** | **12,815.04** |

## 3.32 CURRENT TAX LIABILITIES (NET)

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Provision for Direct Taxes (Net of Advances Tax) | 2,441.36 | 2,565.13 |
| **Total** | **2,441.36** | **2,565.13** |

# Notes to Consolidated Financial Statements

as at & for the year ended March 31, 2024

## 3.33 REVENUE FROM OPERATIONS

₹ in Lacs

| Particulars | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|---|---|---|
| **Revenue from contracts with customers** | | |
| Sale of Products (Refer Note No. 3.64)# | 3,53,026.81 | 3,36,200.94 |
| Other Operating Revenues* | 4,782.65 | 4,372.07 |
| **Total** | **3,57,809.46** | **3,40,573.01** |

# Refer Note No. 3.57 for information on related parties.

* It includes GST Refund, Amortisation of Capital Subsidy, Export incentives, etc.

## 3.34 OTHER INCOME

₹ in Lacs

| Particulars | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|---|---|---|
| **Interest Received on financial assets carried at amortised cost** | | |
| Loans & Deposits | 1,250.39 | 1,007.51 |
| Others | 2.83 | 4.73 |
| Dividend Income from equity investment carried at cost | 0.75 | 0.63 |
| Dividend Income from equity investment carried at fair value through OCI | 127.14 | 127.14 |
| **Income from financial assets carried at fair value through Profit or Loss** | | |
| Profit on fair value of investment in equity share | - | 3,385.00 |
| Profit on fair value of investment in CCPS | 42.29 | - |
| Profit on Sale / Fair Value of mutual funds and AIF (Net) | 1,686.78 | 547.38 |
| Profit on fair value of derivatives instruments | - | 332.61 |
| Profit on Sale of Property, Plant & Equipments (Net) | 411.22 | 474.19 |
| Rent and Maintenance Charges Received | 623.35 | 593.16 |
| Sundry Balances Written Back (Net) | 221.18 | 124.85 |
| Miscellaneous Receipts | 313.85 | 295.96 |
| **Total** | **4,679.78** | **6,893.16** |

## 3.35 COST OF MATERIALS CONSUMED

₹ in Lacs

| Particulars | For the year ended March 31, 2024 | | For the year ended March 31, 2023 | |
|---|---|---|---|---|
| **Raw materials and Packing materials** | | | | |
| Opening Stock | 14,144.62 | | 14,529.20 | |
| Add : Purchases during the year | 74,775.77 | | 82,070.02 | |
| Less : Closing Stock | 12,254.38 | | 14,144.62 | |
| Add: Foreign Currency Translation Adjustment | 217.74 | 76,883.75 | 19.29 | 82,473.89 |
| **Total** | | **76,883.75** | | **82,473.89** |

# Notes to Consolidated Financial Statements

as at & for the year ended March 31, 2024

## 3.36 (INCREASE)/ DECREASE IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK-IN-PROGRESS

₹ in Lacs

| Particulars | For the year ended March 31, 2024 | | For the year ended March 31, 2023 | |
|---|---|---|---|---|
| **(I) Opening Stock** | | | | |
| Work-in-progress | 466.68 | | 618.75 | |
| Finished Goods | 12,444.12 | | 13,067.45 | |
| Stock in trade | 5,045.43 | | 6,814.54 | |
| Addition on Business Acquisition (Refer Note No. 3.55) | - | 17,956.23 | 1,021.55 | 21,522.29 |
| **(II) Closing Stock** | | | | |
| Work-in-progress | 439.08 | | 466.68 | |
| Finished Goods | 12,860.56 | | 12,444.12 | |
| Stock in trade | 6,140.72 | 19,440.36 | 5,045.43 | 17,956.23 |
| **(I) - (II)** | | (1,484.13) | | 3,566.06 |
| **Add: Foreign Currency Translation Adjustment** | | (69.03) | | 127.28 |
| **Total** | | **(1,553.16)** | | **3,693.34** |

## 3.37 EMPLOYEE BENEFIT EXPENSES

₹ in Lacs

| Particulars | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|---|---|---|
| Salaries and Wages* | 36,243.36 | 33,228.31 |
| Staff Contribution to Provident and Other Funds | 1,613.47 | 1,845.56 |
| Gratuity Expenses (Refer Note No. 3.41) | 807.23 | 778.51 |
| Welfare expenses | 899.83 | 923.76 |
| **Total** | **39,563.89** | **36,776.14** |

* Refer Note No. 3.57 for information on related parties.

## 3.38 FINANCE COSTS

₹ in Lacs

| Particulars | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|---|---|---|
| Interest on debts & borrowings | 681.56 | 580.50 |
| Interest on lease liabilities (Refer Note No. 3.52) | 316.16 | 158.64 |
| **Total** | **997.72** | **739.14** |

# Notes to Consolidated Financial Statements

as at & for the year ended March 31, 2024

## 3.39 OTHER EXPENSES

₹ in Lacs

| Particulars | For the year ended March 31, 2024 | | For the year ended March 31, 2023 | |
|---|---|---|---|---|
| Consumption of Stores and Spare parts | | 1,257.85 | | 1,302.14 |
| Power and Fuel | | 2,337.02 | | 2,261.82 |
| Rent (Refer Note No. 3.52) | | 1,124.40 | | 1,140.20 |
| Repairs & Maintenance : | | | | |
| Building | 422.54 | | 438.86 | |
| Machinery | 902.44 | | 938.90 | |
| Others* | 2,640.17 | 3,965.15 | 2,490.30 | 3,868.06 |
| Insurance | | 556.40 | | 514.80 |
| Freight & Forwarding | | 10,309.85 | | 9,510.92 |
| Directors' Fees and Commission (Refer Note No. 3.57) | | 1,375.80 | | 692.35 |
| Advertisement & Sales Promotion | | 65,220.00 | | 56,070.14 |
| Packing Charges | | 5,671.40 | | 5,725.52 |
| Commission | | 2,633.00 | | 3,304.06 |
| Provision for doubtful trade receivables | | 529.03 | | 546.81 |
| Legal and Professional Fees | | 2,923.87 | | 4,297.98 |
| Travelling and Conveyance | | 3,501.31 | | 3,327.14 |
| Expenditure on CSR Activities | | 1,201.36 | | 1,030.99 |
| Foreign Exchange Loss (net) | | 170.62 | | - |
| Sundry Balances Written off | | 10.42 | | - |
| Miscellaneous Expenses | | 4,451.00 | | 3,792.36 |
| **Total** | | **1,07,238.48** | | **97,385.29** |

* Includes IT maintenance, car repairs & maintenance, etc.

## 3.40 SEGMENT INFORMATION

The management has considered that the Group has a single reportable segment based on nature of products, production process, regulatory environment, customers and distribution methods. Further the Group is engaged in single business line, viz, ""Personal and Health Care"". The Chief Operating Decision Maker ("CODM") evaluates the Group's performance and allocates resources based on an analysis of various performance indicators considering a single business segment. The CODM reviews revenue and profit from operations as the performance indicator considering a single business segment. The CEO & CFO and Managing Director are the CODM of the Group.

The Group primarily operates in India and therefore the analysis of geographical segments is demarcated into its Indian and Overseas operations as under:

₹ in Lacs

| Revenue from Operation | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|---|---|---|
| India | 2,95,863.06 | 2,83,406.26 |
| Overseas * | 61,946.40 | 57,166.75 |
| **Total** | **3,57,809.46** | **3,40,573.01** |

## 3.40 SEGMENT INFORMATION (Contd.)

The following table shows the carrying amount of segment Non current assets* by geographical area to which these assets are attributable:

₹ in Lacs

| Carrying amount of Non Current Assets (excluding Financial assets and Deferred Tax assets (Net) | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| India | 1,09,565.12 | 1,22,077.28 |
| Overseas * | 3,280.96 | 3,698.79 |
| **Total** | **1,12,846.08** | **1,25,776.07** |

* Revenue and carrying amount of Non Current Assets from no individual country is material.

Non-current assets for this purpose consist of property, plant and equipment, capital work-in-progress, goodwill, right of use assets, intangible assets, intangible assets under development, investment properties and other non current assets.

The Group is not reliant on revenues from transactions with any single external customer and does not receive 10% or more of its revenues.

## 3.41 DEFINED BENEFIT PLAN (GRATUITY) :

(i) The Group provides for gratuity, a defined benefit retirement plan covering eligible employees. The Gratuity Plan provides a lump sum payments to vested employees at retirement, death, incapacitation or termination of employment, of an amount equivalent to 15 days salary for each completed year of service. Vesting occurs on completion of 5 continuous years of service as per Indian law. However, no vesting condition applies in case of death.

The Holding Company makes contributions to Himani Limited Gratuity Fund, J.B.Marketing and Services Employees Gratuity Fund, Zandu Pharmaceuticals Employees Gratuity Fund, Kemco Chemicals Employees Gratuity Fund and Other Funds, which is funded defined benefit plan for qualifying employees in India.

(ii) Details as per actuarial valuations recognised in the financial statements in respect of Employees benefit scheme for the group.

₹ in Lacs

| | Particulars | Gratuity Funded | |
|---|---|---|---|
| | | As at March 31, 2024 | As at March 31, 2023 |
| **A** | **Expenses Recognised in the income Statement** | | |
| 1 | Current Service Cost | 612.16 | 620.25 |
| 2 | Past Service Cost | - | - |
| | Loss/(Gain) on Settlement | - | - |
| 3 | Net Interest Cost/(Income) on the Net Defined Benefit Liability/(Asset) | 195.07 | 158.26 |
| **4** | **Total Expenses recognised in the Statement of Profit and Loss** | **807.23** | **778.51** |
| **B** | **Assets and Liability** | | |
| 1 | Present value of Obligation | 5,838.65 | 6,652.10 |
| 2 | Fair Value of Plan Assets | 4,239.15 | 3,841.40 |

# Notes to Consolidated Financial Statements

as at & for the year ended March 31, 2024

## 3.41 DEFINED BENEFIT PLAN (GRATUITY) : (Contd.)

₹ in Lacs

| | Particulars | Gratuity Funded | |
|---|---|---|---|
| | | As at March 31, 2024 | As at March 31, 2023 |
| 3 | Funded Status Deficit | (1,599.50) | (2,810.70) |
| **4** | **Net Liability recognised in Balance Sheet** | **(1,599.50)** | **(2,810.70)** |
| **C** | **Change in Present Value of Obligation** | | |
| 1 | Present value of Obligation as at beginning of period | 6,652.10 | 6,037.85 |
| 2 | Addition on Business Acquisition | - | 64.57 |
| 3 | Current Service Cost | 612.16 | 620.25 |
| 4 | Interest Expense or Cost | 476.08 | 389.69 |
| 5 | Re-measurement (or Actuarial) (gain)/loss arising from : | | |
| | - Change in demographic assumptions | (4.05) | (6.44) |
| | - Change in financial assumptions | (63.38) | (167.73) |
| | - Experience variance (i.e.Actual experience vs assumptions) | (149.63) | 40.31 |
| 6 | Past Service Cost | - | - |
| 7 | Benefits Paid (Refer Note below) | (1,690.06) | (344.20) |
| 8 | Disposal / Transfer of Obligation | - | - |
| 9 | Foreign Currency Translation Reserve | 5.43 | 17.80 |
| **10** | **Present value of Obligation as at the end of period** | **5,838.65** | **6,652.10** |
| **D** | **Change in Fair Value of Plan Assets** | | |
| 1 | Fair Value of Plan Assets at beginning of period | 3,841.40 | 3,509.00 |
| 2 | Investment Income | 281.00 | 231.43 |
| 3 | Employer's Contribution | 500.00 | 500.00 |
| 4 | Benefits Paid (Refer Note below) | (632.15) | (293.53) |
| 5 | Return on plan assets, excluding amount recognised in net interest expense | 248.90 | (105.50) |
| **6** | **Fair Value of Plan Assets at end of period** | **4,239.15** | **3,841.40** |
| **E** | **Other Comprehensive Income** | | |
| 1 | Actuarial (gains)/losses | | |
| | - Change in demographic assumptions | (4.05) | (6.44) |
| | - Change in financial assumptions | (63.38) | (167.74) |
| | - Experience variance (i.e.Actual experience vs assumptions) | (149.63) | 40.31 |
| 2 | Return on plan assets, excluding amount recognised in net interest expense | (248.90) | 105.50 |
| **3** | **Components of defined benefit costs recognised in other comprehensive income** | **(465.96)** | **(28.37)** |

Note : Out of the total benefit paid of ₹1,690.06 lacs , ₹632.15 has been paid from the gratuity fund and the rest has been settled from the Group's account.

## 3.41 DEFINED BENEFIT PLAN (GRATUITY) : (Contd.)

**(iii) Major categories of Plan Assets (as percentage of Total Plan Assets)**

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Funds managed by Insurer | 100.00% | 100.00% |

**(iv) Assumptions**

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **Financial Assumptions** | | |
| Discount Rate (%) | 4.64% to 8.50% | 4.00% to 7.50% |
| Salary Growth Rate (per annum) | 4.00% to 10.00% | 5.00% to 10.00% |
| **Demographic Assumptions** | | |
| Mortality Rate | 100% (% of IALM 12-15) | 100% (% of IALM 12-14) |
| Withdrawal Rate (per annum) | 13.00% to 45.00% | 13.00% to 40.00% |

**(v) Sensitivity Analysis :-**

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

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Defined Benefit Obligation (Base) | 5,838.65 | 6,652.10 |

| Particulars | As at March 31, 2024 | | As at March 31, 2023 | |
|---|---|---|---|---|
| | Decrease | Increase | Decrease | Increase |
| Discount Rate (- / + 0.50% - 1%) (₹ in Lacs) | 6,120.32 | 5,563.32 | 6,819.34 | 6,384.05 |
| (% change compared to base due to sensitivity) | 4.82% | (4.72%) | 2.53% | (4.01%) |
| Salary Growth Rate (- / + 0.50% - 1%) (₹ in Lacs) | 5,564.71 | 6,113.24 | 6,386.92 | 6,810.33 |
| (% change compared to base due to sensitivity) | (4.69%) | 4.70% | (3.97%) | 2.40% |
| Attrition Rate (- / + 50% of present attrition rate) (₹ in Lacs) | 5,941.21 | 5,705.23 | 6,695.96 | 6,514.36 |
| (% change compared to base due to sensitivity) | 1.76% | (2.28%) | 0.68% | (2.05%) |
| Mortality Rate (- / + 10%) (₹ in Lacs) | 5,797.90 | 5,797.52 | 6,589.01 | 6,589.27 |
| (% change compared to base due to sensitivity) | (0.70%) | (0.70%) | (0.93%) | (0.93%) |

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

# Notes to Consolidated Financial Statements

as at & for the year ended March 31, 2024

## 3.41 DEFINED BENEFIT PLAN (GRATUITY) : (Contd.)

### (vi) Effect of Plan on Entity's Future Cash Flows

**a) Funding arrangements and Funding Policy**

The Group has purchased an insurance policy to provide for payment of gratuity to the employees in India. Every year, the insurance company carries out a funding valuation based on the latest employee data provided by the Group. Any deficit in the assets arising as a result of such valuation is funded by the Group.

**b) Expected Contribution during the next annual reporting period**

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| The Company's best estimate of Contribution during the next year | 500.00 | 500.00 |

**c) Maturity Profile of Defined Benefit Obligation**

₹ in Lacs

| Particulars | 2023-2024 | 2022-2023 |
|---|---|---|
| Weighted average duration (based on discounted cash flows) | 5 Years | 4 Years |

₹ in Lacs

| Expected cash flows over the next (valued on undiscounted basis): | 2023-2024 | 2022-2023 |
|---|---|---|
| 1 Year | 1,406.20 | 2,362.53 |
| 2 to 5 Years | 2,624.25 | 2,565.32 |
| 6 to 10 Years | 2,437.12 | 2,400.49 |
| More than 10 Years | 2,417.61 | 2,344.88 |

### (vii) Description of Risk Exposures

Valuations are performed on certain basic set of pre determined assumptions and other regulatory frame work which may vary over time. Thus, the Group is exposed to various risks in providing the above gratuity benefit which are as follows:

**Interest Rate Risk:** The plan exposes the Group to the risk off all in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability (as shown in financial statements).

**Liquidity Risk:** This is the risk that the Group is not able to meet the short-term gratuity pay outs. This may arise due to non availability of enough cash/cash equivalent to meet the liabilities or holding of illiquid assets not being sold in time.

**Salary Escalation Risk:** The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

**Demographic Risk:** The Group has used certain mortality and attrition assumptions in valuation of the liability. The Group is exposed to the risk of actual experience turning out to be worse compared to the assumptions considered for the valuation.

**Regulatory Risk:** Gratuity benefit is paid in accordance with the requirements of the Payment of Gratuity Act, 1972 (as amended from time to time) or relevant applicable statute of respective foreign subsidiaries. The Group is exposed to any changes to the regulations.

## 3.41 DEFINED BENEFIT PLAN (GRATUITY) : (Contd.)

**Asset Liability Mismatching or Market Risk:** The duration of the liability is longer compared to duration of assets, exposing the Group to market risk for volatilities/fall in interest rate.

**Investment Risk:** The probability or likelihood of occurrence of losses relative to the expected return on any particular investment.

## 3.42 DEFINED BENEFIT PLAN (PROVIDENT FUND) :

(i) In respect of certain employees in India, provident fund contributions are made to a Trust administered by the Group.

The defined benefit obligation arises from the possibility that during any time period in the future, the scheme may earn insufficient investment income to meet the guaranteed interest rate declared by government/EPFO/relevant authorities.

The net defined benefit obligation as at the valuation date, thus, represents the excess of accrued account value plus interest rate guaranteed liability over the fair value of plan assets.

(ii) Details as per actuarial valuations recognised in the financial statements in respect of Employees benefit scheme.

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Accumulated Account Value of Employee's Fund | 21,876.54 | 19,704.09 |
| Interest Rate Guarantee Liability | 522.72 | 481.36 |
| **Present value of benefit obligation at end of the period** | **22,399.26** | **20,185.45** |
| Fair Value of Plan Assets | 22,097.13 | 19,606.02 |
| **Net Asset / (Liability)** | **(302.13)** | **(579.43)** |

₹ in Lacs

| Interest Rate Guarantee Liability | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Interest Rate Guarantee Liability | 522.72 | 481.36 |
| Fund Reserve and Surpluses | (220.59) | 98.07 |
| **Net Liability** | **302.13** | **579.43** |

(iii) **Major categories of Plan Assets (as percentage of Total Plan Assets)**

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Government of India securities | 6.06% | 6.87% |
| State Government securities | 42.65% | 42.15% |
| High quality corporate bonds | 40.81% | 42.32% |
| Equity shares of listed companies | 10.07% | 7.58% |
| Special Deposit Scheme | 0.13% | 0.15% |
| Bank balance | 0.28% | 0.15% |
| Other Investments | - | 0.78% |
| **Total** | **100.00%** | **100.00%** |

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as at & for the year ended March 31, 2024

## 3.42 DEFINED BENEFIT PLAN (PROVIDENT FUND) : (Contd.)

(iv) **Assumptions**

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Discount Rate | 7.18% | 7.29% |
| Expected Guarantee Interest Rate | 8.25% | 8.15% |
| Mortality Rate | 100% (% of IALM 12-14) | 100% (% of IALM 12-14) |
| Attrition Rate (for all ages; per annum) | 13.00% | 13.00% |

(v) **Liability sensitivity analysis**

Significant actuarial assumptions for the determination of the guarantee liability are interest rate guarantee and discount rate.

The sensitivity analysis below have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The results of sensitivity analysis is given below:

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Defined Benefit Obligation (Base) | 22,399.26 | 20,185.45 |

| Particulars | As at March 31, 2024 | | As at March 31, 2023 | |
|---|---|---|---|---|
| | Decrease | Increase | Decrease | Increase |
| Discount rate (- / + 1%) (₹ in Lacs) | 22,410.28 | 22,388.85 | 20,195.25 | 20,175.78 |
| (% change compared to base due to sensitivity) | 0.05% | (0.05%) | 0.05% | (0.05%) |
| Interest rate guarantee (-/+ 1%) (₹ in Lacs) | 22,022.37 | 23,007.57 | 19,842.30 | 20,733.22 |
| (% change compared to base due to sensitivity) | (1.68%) | 2.72% | (1.70%) | 2.71% |

## 3.43 The Group has made a provision of ₹ Nil (March 31, 2023 - ₹77.81 Lacs) towards cases which are under litigation during the year as shown below:

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Opening Balance | 6,496.82 | 9,404.83 |
| Provisions made during the year | - | 77.81 |
| Payment/reversals during the year | (1,943.08) | (2,985.82) |
| **Closing Balance** | **4,553.74** | **6,496.82** |

## 3.44 Details of dues to micro and small enterprises as defined under the MSMED Act, 2006 :

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year** | | |
| - Principal amount due to micro and small enterprises | 3,586.23 | 3,112.01 |
| - Interest due on above | 45.16 | 16.00 |
| **Total** | **3,631.39** | **3,128.01** |
| The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year | - | - |
| The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006. | - | - |
| The amount of interest accrued and remaining unpaid at the end of each accounting year | - | - |
| The amount of further interest remaining due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as deductible expenditure under section 23 of MSMED Act 2006. | - | - |

**3.45** The Holding Company and an associate which are companies incorporated in India and whose financial statements have been audited under the Act have complied with the requirements of audit trail except for the following:

(a) Holding Company has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software, except that audit trail feature is not enabled for direct changes to data for users with certain privileged access rights to the application and the underlying HANA database. Further no instance of audit trail feature being tampered with was noted in respect of software.

(b) One associate has a feature of recording audit trail (edit log) facility and the same did not operate throughout the year for all relevant transactions recorded in the software. Accordingly, any instance of audit trail feature being tampered cannot be assessed.

## 3.46 CONTINGENT LIABILITIES & COMMITMENTS

### I) Contingent Liabilities

₹ in Lacs

| (a) Claims against the Company not acknowledged as debt : | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| i) Excise Duty, GST and Customs demands | 362.20 | 321.11 |
| ii) Sales Tax demands under appeal | 171.42 | 178.02 |
| iii) Income Tax | 155.61 | - |
| iv) Others | 23.05 | 23.05 |

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as at & for the year ended March 31, 2024

## 3.46 CONTINGENT LIABILITIES & COMMITMENTS (Contd.)

Based on discussions with the solicitors/favourable decisions in similar cases/legal opinions taken by the Group, the management believes that the Group has a good chance of success in above-mentioned cases and hence, no provision there against is considered necessary. The timing of outflow of resources is not ascertainable.

₹ in Lacs

| (b) Guarantees | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Bank Guarantees | 502.43 | 453.04 |

**II) Commitments:**

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| (a) **Capital Commitments:** Estimated amount of commitments [net of advances of ₹294.56 lacs (March 31, 2023 - ₹184.72 lacs)] on capital account not provided for* | 2,534.78 | 2,998.59 |

*It also includes commitment to invest in AIF amoumting to ₹1,887.50 lacs (March 31, 2023: ₹1,967.50 lacs)

(b) **EPCG Commitments :** The Group had procured capital goods under the Export Promotion Capital Goods Scheme of the Government of India, at a concessional rate of customs duty / excise on an undertaking to fulfil quantified export obligation within the specified periods, failing which, the Group has to make payment to the Government of India equivalent to the duty benefit enjoyed along with interest. Related export obligation to be met is ₹129.27 lacs (March 31, 2023- ₹28.34 lacs ). In addition, the Holding Company needs to maintain the average annual export turnover of ₹8,292.65 lacs to meet the above export obligation. The Holding Company is confident that the above export obligation will be met during the specified period.

## 3.47 INFORMATION REGARDING INCOME AND EXPENDITURE OF INVESTMENT PROPERTY

₹ in Lacs

| Particulars | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|---|---|---|
| Rental Income derived from investment properties (Refer Note No. 3.34) | 601.64 | 559.51 |
| Less : Direct operating expenses (including repairs and maintenance) arising from investment property that generate rental income (Refer Note No. 3.39) | 145.86 | 131.05 |
| **Profit arising from investment properties before depreciation and indirect expenses** | **455.78** | **428.46** |
| Less: Depreciation | 114.94 | 115.32 |
| **Profit arising from investment properties before indirect expenses** | **340.84** | **313.14** |

## 3.47 INFORMATION REGARDING INCOME AND EXPENDITURE OF INVESTMENT PROPERTY (Contd.)

**Reconciliation of fair value:**

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Fair value of opening balance of Investment property | 7,709.69 | 6,661.52 |
| Fair value adjustment on opening balance of Investment property | 304.24 | 1,301.62 |
| Fair value of transfer in/(out) | (271.44) | (253.45) |
| **Fair value of closing balance of Investment property** | **7,742.49** | **7,709.69** |

These valuations are based on valuations performed by the management (other than registered valuer) based on the available market prices of the properties using the level 2 inputs. The Group has no restrictions on the realisability of its investment properties and no contractual obligations to purchase, construct or develop investment properties or for repairs, maintenance and enhancements.

## 3.48 CATEGORIZATION OF FINANCIAL INSTRUMENTS :

₹ in Lacs

| Particulars | Carrying value /Fair value | |
|---|---|---|
| | As at March 31, 2024 | As at March 31, 2023 |
| **(i) Financial Assets** | | |
| **a) Measured at FVTPL** | | |
| - Investments in mutual funds / alternate investment fund (current and non current) | 22,708.21 | 19,118.93 |
| - Investments in Preference Shares | 687.27 | - |
| - Other Financial Assets (Derivative assets - Options) | 660.00 | 682.80 |
| **b) Measured at FVTOCI** | | |
| - Investments in Equity Shares | 9,070.36 | 9,120.69 |
| **c) Measured at Amortised Cost*** | | |
| - Investments in Fixed deposit with Navnirman Co-operative Bank Ltd. | 3.17 | 3.03 |
| - Investments in Equity Shares of Navnirman Co-operative Bank Ltd. | 6.25 | 6.25 |
| - Loans (current and non current) | 604.18 | 768.91 |
| - Other Financial Assets (current and non current) | 7,857.04 | 8,442.48 |
| **TOTAL** | **41,596.48** | **38,143.09** |
| **(ii) Financial Liabilities** | | |
| **a) Measured at Amortised Cost*** | | |
| - Borrowings (Secured & Unsecured) | 6,568.92 | 7,360.85 |
| - Other Financial Liabilities (current and non current) | 6,356.87 | 5,821.55 |
| **TOTAL** | **12,925.79** | **13,182.40** |

*Fair values of assets / liabilities carried at amortised cost are reasonable approximation of its carrying values.

The Group has not disclosed fair value of financial instruments such as cash and cash equivalents, other bank balances, trade receivables and trade payables because their carrying amounts are a reasonable approximation of the fair values due to their short term nature.

The Group has not disclosed fair value of Lease Liability as per Ind AS 107.

Investment in equity shares of associates which are carried at cost and hence are not required to be disclosed as per Ind AS 107 "Financial Instruments Disclosures". Hence, the same have been excluded from the above table.

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as at & for the year ended March 31, 2024

## 3.49 FAIR VALUE HIERARCHY

**Level 1-** Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.

**Level 2-** Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

**Level 3 -** Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as of March 31, 2024 & March 31, 2023 :

₹ in Lacs

| Particulars | Fair value measurement at end of the reporting year using | | | As at March 31, 2024 |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3* | Total |
| **Assets** | | | | |
| Investments in mutual fund / alternate investment fund | - | 22,708.21 | - | **22,708.21** |
| Investments in Equity Shares | 9,070.36 | - | - | **9,070.36** |
| Investments in Compulsorily Convertible Preference Shares | - | - | 687.27 | **687.27** |
| Derivative financial instruments - Derivative assets - Options | - | - | 660.00 | **660.00** |

₹ in Lacs

| Particulars | Fair value measurement at end of the reporting year using | | | As at March 31, 2023 |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3* | Total |
| **Assets** | | | | |
| Investments in mutual fund / alternate investment fund | - | 19,118.93 | - | **19,118.93** |
| Investments in Equity Shares | 8,898.79 | - | 221.90 | **9,120.69** |
| Derivative financial instruments - Derivative assets - Options | - | - | 682.80 | **682.80** |

* Refer note below for valuation technique and inputs used.

### Description of significant unobservable inputs to valuation for the year ended March 31, 2024

| Particulars | Valuation technique | Significant unobservable inputs | Sensitivity of the input to fair value |
|---|---|---|---|
| Compulsorily Convertible Preference Shares | Discounted Cash Flow Method | Discount Rate | 1% increase in Discount rate will decrease profit before tax by ₹68 lacs and 1% decrease will increase profit before tax by ₹79 lacs. |
| Derivative Financial instrument - Options Contract | Black-Scholes Model | Volatility Factors | 5% increase in Volatility factors will increase Profit before tax by ₹159.11 lacs and 5% decrease will decrease Profit before tax by ₹158.49 lacs . |

## 3.49 FAIR VALUE HIERARCHY (Contd.)

**Description of significant unobservable inputs to valuation for the year ended March 31, 2023**

| Particulars | Valuation technique | Significant unobservable inputs | Sensitivity of the input to fair value |
|---|---|---|---|
| Derivative Financial instrument - Options Contract | Monte Carlo Simulation | Volatility Factors | 1% increase in Volatility factors will decrease Profit before tax by ₹6.83 lacs and 1% decrease will increase Profit before tax by ₹6.83 lacs . |

The fair value of financial instruments that are not traded in an active market is determined using market approach and valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

There has been no change in the valuation methodology for Level 3 inputs during the year. There were no transfers between Level 1 and Level 2 during the year.

**Reconciliation of fair value measurement of Level 3 assets.**

₹ in Lacs

| Particular | Amount |
|---|---|
| **As at April 01, 2022** | **1,051.25** |
| Purchases /Addition | - |
| Disposal/Deletion | 438.75 |
| Fair Value Changes | 292.20 |
| **As at March 31, 2023** | **904.70** |
| Purchases /Addition | 644.98 |
| Disposal/Deletion | (244.70) |
| Fair Value Changes | 42.29 |
| **As at March 31, 2024** | **1,347.27** |

## 3.50 INCOME TAXES

A reconciliation of the income tax provision to the amount computed by applying the statutory income tax rate to the income before income taxes is summarised below :

₹ in Lacs

| Particulars | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|---|---|---|
| Profit before Income Taxes | 79,083.28 | 66,954.94 |
| Enacted Tax Rate in India | 34.94% | 34.94% |
| Computed expected tax expenses | 27,634.86 | 23,396.73 |
| Tax Incentives under 80IE units | (18,294.58) | (17,630.52) |
| Difference between tax depreciation and book depreciation estimated to be reversed during tax holiday period | (1,371.00) | (230.03) |
| Gain on Associate become Subsidiary | - | (1,182.85) |
| Impairment of Goodwill | - | 561.20 |
| Expenses not allowable | 209.90 | 360.27 |
| Impact of deferred tax asset not being recognised and deferred tax not recognised earlier now being reversed | 35.98 | - |

# Notes to Consolidated Financial Statements

as at & for the year ended March 31, 2024

## 3.50 INCOME TAXES (Contd.)

₹ in Lacs

| Particulars | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|---|---|---|
| Nil/Lower tax rate on dividend received | (44.43) | (22.21) |
| Effect of differential tax rates applicable to Foreign Subsidiaries | (1,231.25) | (647.34) |
| Tax on realised gain on fair value of Mutual Fund/AIF set off against Short term carried forward losses | (463.36) | (188.25) |
| Impact of share of results of associates | 130.12 | 261.98 |
| MAT Credit recognised | (203.66) | - |
| Others | 397.08 | (474.17) |
| **Total Income Tax Expense** | **6,799.66** | **4,204.80** |

**Details of current tax for the year :**

₹ in Lacs

| Particulars | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|---|---|---|
| Current tax (MAT) | 14,465.25 | 12,677.73 |
| Less : MAT Credit Entitlement | (7,667.66) | (8,554.00) |
| Add : Deferred Tax Charge | (127.91) | 90.06 |
| **Income Tax expense** | **6,669.68** | **4,213.79** |
| Income tax relating to remeasurement of the net defined benefit liability/ asset | 129.98 | (8.99) |
| **Total Income Tax Expense** | **6,799.66** | **4,204.80** |

The Taxation Laws (Amendment) Ordinance, 2019 was promulgated on September 20, 2019 which amends the Income Tax Act, 1961, and the Finance (No. 2) Act, 2019. The Ordinance provides domestic companies with an option to opt for lower tax rates, provided they do not claim certain deductions. Further, CBDT has clarified that the tax credit of MAT paid by the domestic company exercising option under section 115BAA of the Act shall not be available consequent to exercising of such option.

As there is no time line within which option under section 115BAA can be exercised, it may be noted that a domestic company having credit of MAT may, if it so desires, exercise the option after utilising the said credit against the regular tax payable. The management of Holding Company has assessed the impact of the above ordinance and CBDT clarification and in view of the significant amount of MAT credit and a unit having tax holiday, the management has chosen not to opt for lower tax rates and continue with the normal tax rate.

One of the manufacturing facilities of the Group located in Assam is eligible for availing income tax benefits till FY 2025-26 under section 80IE of Income Tax Act, 1961 (IT Act) as a result of which the Group is paying MAT under section 115JB of the IT Act. In order to determine the utilization of MAT credit in future years, the management has projected its book profits and tax profits and based on the same, MAT credit has been recognized. During the current year, the Group has recognised MAT credit amounting to ₹7,667.66 lacs and the aggregate of such MAT credit as at March 31, 2024 is ₹45,030.21 lacs. Subsequent to the recognition of MAT credit, there is an unrecognised MAT credit amounting to ₹5,210.84 lacs which will expire between AY 2025-27, as it is not reasonably certain that such credit can be utilised against future taxable income.

# Notes to Consolidated Financial Statements

as at & for the year ended March 31, 2024

## 3.51 DISTRIBUTION OF DIVIDEND

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **Dividend on equity shares declared and paid :** | | |
| 1st Interim dividend for the year ended March 31, 2024 :- ₹4.00 per share (March 31, 2023 :- ₹4.00 per share ) | 17,460.00 | 17,646.00 |
| 2nd Interim dividend for the year ended March 31, 2024 :- ₹4.00 per share (March 31, 2023 :- ₹4.00 per share ) | 17,460.00 | 17,646.00 |
| | **34,920.00** | **35,292.00** |

Note : The Dividend declared or paid during the year by the Holding Company is in compliance with section 123 of the Companies Act, 2013

## 3.52 LEASES

### Group as a Lessee

The Group has lease contracts for warehouse, factory land and office spaces used in its operations. These generally have lease terms between 1-9 years. The Group's obligations under its leases are secured by the lessor's title to the leased assets.

Set out below are the carrying amounts of right-of-use assets recognised and the movement during the year:

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **As at April 01** | **1,847.04** | **1,983.70** |
| Add : Additions on Business Acquisition (Refer note 3.55 (a)) | - | 260.71 |
| Add : Addition during the year | 2,471.54 | 1,050.55 |
| Less : Derecognition | 17.75 | 394.10 |
| Less : Depreciation Expense | 1,408.93 | 966.78 |
| Foreign Currency Translation Reserve | 16.17 | (87.04) |
| **As at March 31** | **2,908.07** | **1,847.04** |

Set out below are the carrying amounts of lease liabilities and the movements during the year:

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **As at April 01** | **1,689.95** | **1,784.42** |
| Add : Acquisition | - | 290.89 |
| Add : Addition during the year | 2,471.54 | 1,050.55 |
| Less : Derecognition | 14.60 | 197.17 |
| Add : Accretion of interest | 316.16 | 158.64 |
| Foreign Currency Translation Reserve | 13.02 | (126.24) |
| Less : Payments | 1,649.40 | 1,271.14 |
| **As at March 31** | **2,826.67** | **1,689.95** |
| Current | 1,283.48 | 785.10 |
| Non Current | 1,543.19 | 904.85 |

The effective interest rate for lease liabilities is 6% to 10.05% , with maturity between 2024-2028

# Notes to Consolidated Financial Statements

as at & for the year ended March 31, 2024

## 3.52 LEASES (Contd.)

The following are the amounts recognised in Statement of Profit and Loss: ₹ in Lacs

| Particulars | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|---|---|---|
| Depreciation expense of right-of use assets | 1,408.93 | 966.78 |
| Interest expenses on lease liabilities | 316.16 | 158.64 |
| Expense relating to short-term leases (included in 'Other Expenses') | 1,124.40 | 1140.20 |
| **Total amount recognised in Statement of Profit and Loss** | **2,849.49** | **2265.62** |

₹ in Lacs

| Maturity analysis of lease liabilities (including interest) are as follows: | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| 1 Year | 1,456.75 | 844.42 |
| 2 to 5 Years | 1,738.77 | 948.01 |
| 6 to 9 Years | 105.50 | - |

### Group as a Lessor

The Group has entered into commercial property leases on its investment property portfolio. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a major part of the economic life of the commercial property and the present value of the minimum lease payments not amounting to substantially all of the fair value of the commercial property, that it retains substantially all the risks and rewards incidental to ownership of these properties and accounts for the contracts as operating leases.

The Group has entered into operating leases on its investment property portfolio consisting of certain office (see Note 3.2). These leases have terms of between 1-9 years. All leases include a clause to enable upward revision of the rental charge on an annual basis according to prevailing market conditions. The lessee is also required to provide a residual value guarantee on the properties. Rental income recognised by the Group during the year is ₹601.64 lacs (March 31, 2023: ₹559.51 lacs) .

The Group is not having any minimum rental receivables under non-cancellable operating lease as on March 31, 2024 and March 31, 2023 respectively.

## 3.53 CAPITAL MANAGEMENT

For the purpose of the Group's capital management, capital includes issued equity capital, securities premium and all other equity reserves. The primary objective of the Group's capital management is to maximise the shareholder value.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Group's policy is to keep the gearing ratio upto 15%. Net debt is defined as current and non-current borrowings (including current maturity of long term debt and interest accrued and excluding lease liabilities) less cash and cash equivalents.

# Notes to Consolidated Financial Statements

as at & for the year ended March 31, 2024

## 3.53 CAPITAL MANAGEMENT (Contd.)

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Net Debt | 1,357.94 | 2,761.11 |
| Total equity attributable to owners of Parent | 2,44,658.79 | 2,30,279.99 |
| **Net Debt plus Total Equity** | **2,46,016.73** | **2,33,041.10** |
| Gearing Ratio | 0.55% | 1.18% |

There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2024 and March 31, 2023.

## 3.54 FINANCIAL RISK MANAGEMENT

### Financial Risk Factors

The Group's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Group's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The primary market risk to the Group is foreign exchange risk. The Group uses derivative financial instruments to mitigate foreign exchange related risk exposures.

### Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk. Financial instruments affected by market risk include loans and borrowings, deposits, debt and equity investments and derivative financial instruments.

### Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. In order to balance the Company's position with regards to interest income and interest expense and to manage the interest rate risk, treasury performs comprehensive interest rate risk management. The Company is not exposed to significant interest rate risk as at the respective reporting dates.

### Foreign Currency Risk

The Group operates both in domestic market and internationally and consequently the Group is exposed to foreign exchange risk through its sales in overseas countries, and purchases from overseas suppliers in foreign currencies. The Group holds derivative financial instruments such as foreign exchange forward and option contracts to mitigate the risk of changes in exchange rates on foreign currency exposures.

The Company's exposure to foreign currency risk at the end of the reporting period expressed in INR, are as follows:

₹ in Lacs

| Particulars | As at March 31, 2024 | | | As at March 31, 2023 | | |
|---|---|---|---|---|---|---|
| | USD | GBP | AED | USD | GBP | AED |
| Trade Receivables * | 1,339.90 | 3.11 | 0.48 | 2,959.23 | 4.02 | - |
| **Net Exposure to Foreign Currency Risk (Assets)** | **1,339.90** | **3.11** | **0.48** | **2,959.23** | **4.02** | **-** |

# Notes to Consolidated Financial Statements

as at & for the year ended March 31, 2024

## 3.54 FINANCIAL RISK MANAGEMENT (Contd.)

₹ in Lacs

| Particulars | As at March 31, 2024 | | | As at March 31, 2023 | | |
|---|---|---|---|---|---|---|
| | USD | GBP | AED | USD | GBP | AED |
| Trade Payables | 19.56 | 21.62 | - | 82.25 | 26.81 | - |
| **Net Exposure to Foreign Currency Risk (Liabilities)** | **19.56** | **21.62** | **-** | **82.25** | **26.81** | **-** |
| **Net Exposure to Foreign Currency Risk (Assets - Liabilities)** | **1,320.34** | **(18.51)** | **0.48** | **2,876.98** | **(22.79)** | **-** |

* Net of provision for impairment of receivables from other party ₹400.00 lacs (March 31, 2023 - ₹400.00 lacs).

### Sensitivity

The sensitivity of profit or loss to changes in the foreign exchange rates arises mainly from foreign currency denominated financial instruments.

₹ in Lacs

| Particulars | Impact on profit before tax | |
|---|---|---|
| | 2023-2024 | 2022-2023 |
| **USD Sensitivity** | | |
| INR/USD -Increase by 10%* | 132.03 | 287.70 |
| INR/USD -Decrease by 10%* | (132.03) | (287.70) |
| **GBP Sensitivity** | | |
| INR/GBP-Increase by 10%* | (1.85) | (2.28) |
| INR/GBP-Decrease by 10%* | 1.85 | 2.28 |
| **AED Sensitivity** | | |
| INR/AED-Increase by 10%* | 0.05 | - |
| INR/AED-Decrease by 10%* | (0.05) | - |

* Holding all other variables constant

### Derivative financial instruments

The Group holds derivative financial instruments such as foreign currency forward to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is generally a bank or a financial institution.

### Commodity Price Risk

The Group is affected by the price volatility of its key raw materials. Its operating activities requires a continuous supply of key material for manufacturing of hair oil, talc, balm and other products. The Group's procurement department continuously monitor the fluctuation in price and take necessary action to minimise its price risk exposure.

### Security Price Risk

Securities price risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market traded prices.

The Group invests its surplus funds in various mutual funds, debt instruments and equity instruments. These comprise of mainly liquid schemes of mutual funds, short term debt funds & income funds (duration investments) and certain quoted equity instruments. To manage its price risk arising from investments in mutual funds and equity instruments, the Group diversifies its portfolio. Mutual fund and equity investments are susceptible to market price risk, mainly arising from changes in the interest rates or market yields which may impact the return and value of such investments.

## 3.54 FINANCIAL RISK MANAGEMENT (Contd.)

The Group's exposure to securities price risk arises from investments in mutual funds and equity investments held by the Group and classified in the Balance Sheet as fair value through profit or loss / fair value through other comprehensive income is disclosed under Note no. 3.5 & 3.11

### Credit Risk

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables amounting to ₹49,421.47 lacs and ₹41,460.36 lacs as at March 31, 2024 and March 31, 2023 respectively. Trade receivables includes both secured and unsecured receivables and are derived from revenue earned from domestic and overseas customer. Credit risk has always been managed by the Group through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Group grants credit terms in the normal course of business. An impairment analysis is performed at each reporting date on an individual basis based on historical data of credit losses.

No customer individually accounted for more than 10% of the revenues from external customers during the year ended March 31, 2024 and March 31, 2023.

₹ in Lacs

| Particulars | As at March 31, 2024 | | | As at March 31, 2023 | | |
|---|---|---|---|---|---|---|
| | Estimated total gross carrying amount at default | Expected Credit Loss-simplified approach | Net carrying amount | Estimated total gross carrying amount at default | Expected Credit Loss-simplified approach | Net carrying amount |
| Current but not due | 33,267.15 | - | 33,267.15 | 29,881.24 | - | 29,881.24 |
| Less than 6 months | 14,563.18 | 19.51 | 14,543.67 | 9,990.97 | 53.69 | 9,937.28 |
| 6 months to 1 Year | 672.48 | 222.14 | 450.34 | 567.63 | 98.40 | 469.23 |
| 1 to 2 Years | 656.04 | 480.23 | 175.81 | 873.24 | 135.15 | 738.09 |
| 2 to 3 Years | 487.33 | 131.55 | 355.78 | 415.60 | 122.70 | 292.90 |
| More than 3 Years | 1,404.56 | 775.84 | 628.72 | 831.92 | 690.30 | 141.62 |
| **Total** | **51,050.74** | **1,629.27** | **49,421.47** | **42,560.60** | **1,100.24** | **41,460.36** |

### Liquidity Risk

The Group's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations as well as investment in mutual funds. The Group believes that the working capital is sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived.

The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted payments.

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **Less than 1 year** | | |
| Borrowings | 6,568.92 | 7,360.85 |
| Lease Liability | 1,456.75 | 844.42 |
| Trade Payables | 45,458.63 | 40,714.19 |
| Other financial Liabilities | 5,670.62 | 5,133.59 |
| | **59,154.92** | **54,053.05** |

# Notes to Consolidated Financial Statements

as at & for the year ended March 31, 2024

## 3.54 FINANCIAL RISK MANAGEMENT (Contd.)

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **More than 1 year** | | |
| Lease Liability | 1,844.27 | 948.01 |
| Other financial Liabilities | 686.25 | 687.96 |
| | **2,530.52** | **1,635.97** |
| **Total** | **61,685.44** | **55,689.02** |

## 3.55 GROUP INFORMATION

| A. Parties where Control exists /significant influence exist : | Country of Incorporation | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|---|
| **Entities having significant influence over the group** | | | |
| Suraj Finvest Private Limited | India | 24.22% | 23.96% |
| Diwakar Finvest Private Limited | India | 22.60% | 22.37% |
| **Subsidiaries** | | | |
| Emami Bangladesh Limited | Bangladesh | 100.00% | 100.00% |
| Emami International FZE | UAE | 100.00% | 100.00% |
| Emami Lanka (Pvt) Limited | Sri Lanka | 100.00% | 100.00% |
| Emami Overseas FZE - Subsidiary of Emami International FZE | UAE | 100.00% | 100.00% |
| Creme 21 GmbH - Subsidiary of Emami International FZE | Germany | 100.00% | 100.00% |
| Emami International Personal Care LLC (Formerly known as Emami International Personal Care Trading LLC)- Subsidiary of Emami International FZE | UAE | 100.00% | 100.00% |
| Emami RUS (LLC) - Subsidiary of Emami International FZE | Russia | 99.99% | 99.99% |
| Pharmaderm Company SAE.- Subsidiary of Emami Overseas FZE | Egypt | 90.60% | 90.60% |
| Brillare Science Private Limited | India | 100.00% | 82.92% |
| Helios Lifestyle Private Limited (w.e.f July 01, 2022) | India | 50.40% | 50.40% |
| **Associate** | | | |
| Helios Lifestyle Private Limited (upto June 30, 2022) | India | - | 49.53% |
| Tru Native F&B Private Limited | India | 20.65% | 20.65% |
| Cannis Lupus Services India Pvt. Ltd. (w.e.f July 21, 2022) | India | 30.00% | 30.00% |
| Axiom Ayurveda Private Limited (w.e.f October 17, 2023) | India | 26.00% | - |
| Axiom Foods and Beverages Private Limited (w.e.f October 17, 2023) | India | 26.00% | - |
| Axiom Packwell Private Limited (w.e.f October 17, 2023) | India | 26.00% | - |

As at the balance sheet date, there are no subsidiaries that have non-controlling interests that are material to the Group.

# Notes to Consolidated Financial Statements

as at & for the year ended March 31, 2024

## 3.55 GROUP INFORMATION (Contd.)

a) **Acquisition of Indian Subsidiary**

During the financial year 2022-23 , the Holding Company had converted it's loan receivables from Helios Lifestyle Private Limited (Helios) into 4,639 equity shares the Holding Company's stake in Helios has increase from 49.53% to 50.40% and therefore it has became a subsidiary.

On Helios subsequently becoming subsidiary, the Group has performed Purchase Price Allocation (PPA) for the purpose of accounting under Ind AS 103 and recognised intangible assets aggregating to ₹4,656.09 lacs. Also, the Group has recognised Goodwill aggregating ₹6,010.00 lacs while accounting for such business combination in its Consolidated financial results. Moreover, as per IND AS 103 (Business Combination), Group has revalued its previously held interest in Helios at the date of acquisition and has recognised fair value gain amounting to ₹3,385.00 lacs under the head "other income".

The details of assets and liabilities acquired on acquisition of Acquiree are as under:-

₹ in Lacs

| Particulars | As at July 01, 2022 |
|---|---|
| **ASSETS** | |
| **Non Current Assets** | |
| Property, Plant & Equipment (Refer Note No. 3.1) | 95.98 |
| Intangible Assets (Refer Note No. 3.3) | 5.25 |
| Intangible Assets identified in PPA (on acquisition) (Refer Note No. 3.3) | 4,656.09 |
| Right of Assets (Refer Note No. 3.4) | 260.71 |
| Intangible assets under development (Refer Note No. 3.3) | 7.27 |
| Other Financial Asset | 12.60 |
| Deferred Tax Asset (Refer Note No. 3.8 (A)) | 139.65 |
| **Current Assets** | |
| Inventories | 1,021.55 |
| Trade Receivables | 978.25 |
| Cash and Cash equivalent | 310.69 |
| Other Bank Balance | 605.57 |
| Other Financial Assets | 231.26 |
| Current Tax Assets (Net) | 51.43 |
| Other Current Assets | 303.31 |
| **Total Assets** | **8,679.61** |
| **LIABILITIES** | |
| **Non-Current Liabilities** | |
| Lease Liability (Refer Note No. 3.52) | 208.15 |
| Provisions | 73.58 |
| Deferred Tax liability recognised in Intangible Asset (on acquisition) (Refer Note No. 3.8 (B)) | 1,164.02 |
| **Current Liabilities** | |
| Lease Liability (Refer Note No. 3.52) | 82.74 |
| Borrowings | 400.00 |
| Trade Payables | 2,910.87 |
| Other Financial Liabilities | 443.95 |
| Other Current Liabilities | 62.21 |

# Notes to Consolidated Financial Statements

as at & for the year ended March 31, 2024

## 3.55 GROUP INFORMATION (Contd.)

₹ in Lacs

| Particulars | As at July 01, 2022 |
|---|---|
| Contract Liability | 52.52 |
| Provision | 13.13 |
| **Total Liabilities** | **5,411.17** |
| Net Assets taken over -A | 3,268.44 |
| Inter company balances : | |
| Loan to Helios | 400.00 |
| Total Net Identified Assets taken over | 3,668.44 |
| Non Controlling Interest -B | 1,796.97 |
| Purchase Consideration paid - C | 7,881.47 |
| **Goodwill (B+C-A)** | **6,010.00** |

**Note 1:** All the assets and liabilities acquired have been recorded at fair values as of conversion date.

**Note 2:** The total revenues for the Acquiree from the period July 01, 2022 till March 31, 2023 was ₹8445.87 lacs and Net loss after tax was ₹(1485.06) lacs.

b) As at March 31, 2023, the Holding Company had investments in equity shares of Brillare aggregating ₹5,345.13 lacs (shareholding of 82.92%). Further, the Holding Company also had right to further invest in Brillare. As at the year end, considering the financial performance of Brillare, the Holding Company had performed the impairment assessment and accounted for an impairment of goodwill amounting to ₹1,606.35 lacs based on valuation done by an external valuer and disclosed it under ""Amortisation & Impairment of Intangible assets"". Refer Note No. 3.68

## 3.56 The Group's share of carrying amount of goodwill and brand as at March 31, 2024 is ₹5,818.98 lacs and ₹3,258.68 lacs (March 31, 2023 ₹793.47 Lacs and ₹129.14 Lacs) respectively.

### Interest in Associates

### a) Summarised financial information for material Associate :

During the current year, the Holding Company has acquired 26% stake in each of 'Axiom Ayurveda Private Limited, Axiom Food & Beverages Private Limited and Axiom Packwell Private Limited'. Consequently, those Companies have become associate of the Holding Company from the date of such acquisition.

**Summarised statement of balance sheet as at the acquisition date:**

₹ in Lacs

| Particulars | As at October 17, 2023 |
|---|---|
| Non-current assets | 17,143.50 |
| Net current assets | 11,195.47 |
| Non-current liabilities | (15,451.80) |
| **Total net tangible assets** | **12,887.17** |
| Intangible asset | 12,159.49 |
| Deferred tax liability on Intangible asset | (2,281.12) |
| **Total identified net assets** | **22,765.54** |

**3.56** (Contd.)

₹ in Lacs

| Particulars | As at October 17, 2023 |
|---|---|
| **Non-controlling interest** | **16,846.50** |
| **Group's carrying amount of the investment** | **10,956.14** |
| **Goodwill** | **5,037.10** |

The information disclosed reflects the amounts presented in the financial statements of the associate.

**Summarised statement of balance sheet:**

₹ in Lacs

| Particulars | As at March 31, 2024 |
|---|---|
| Current assets | 6,179.33 |
| Non-current assets | 19,288.91 |
| Current liabilities | (4,553.94) |
| Non-current liabilities | (9,157.70) |
| **Net Assets** | **11,756.60** |
| Group's share of Net Assets | 3,056.72 |
| Group's share of Goodwill | 5,037.10 |
| Group's share of Other Intangible Assets (net of deferred tax) | 2,568.38 |
| Group's share of Other fair value adjustment | 193.29 |
| **Group's share in Equity - 26%** | **10,855.49** |
| **Group's carrying amount of Investment** | **10,855.49** |

**Summarised statement of profit and loss:**

₹ in Lacs

| Particulars | 2023-2024 # | 2022-2023 * |
|---|---|---|
| Revenue from contracts with customers | 3,809.88 | 3,073.86 |
| Cost of raw material and components consumed | (1,646.05) | (1,275.44) |
| Depreciation & amortization | (152.23) | (31.00) |
| Finance cost | (82.65) | (15.06) |
| Employee benefit expense | (924.88) | (557.64) |
| Other expense | (1,249.20) | (1,913.51) |
| **Profit before exeptional items & tax** | **(245.13)** | **(718.79)** |
| Exeptional item | (246.24) | - |
| **Profit before tax** | **(491.37)** | **(718.79)** |
| Income tax expense | (74.61) | - |
| **Profit for the year** | **(416.76)** | **(718.79)** |
| Other comprehensive income that will not be reclassified to profit or loss in the subsequent periods, net of tax | 29.65 | - |
| **Total comprehensive income for the year** | **(387.11)** | **(718.79)** |

# This includes financial information for an Associate for the period October 17, 2023 to March 31, 2024 which became associate w.e.f. October 17, 2023.

* This includes financial information for an Associate for the period April 01, 2022 to June 30, 2022 which became a Subsidiary w.e.f. July 01, 2022.

# Notes to Consolidated Financial Statements

as at & for the year ended March 31, 2024

**3.56** (Contd.)

**Individually immaterial associate:**

In addition to the interests in associate disclosed above, the Group also has interests in individually immaterial associates that is accounted using the equity method.

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Carrying amount of associate | 822.77 | 1,086.77 |
| **Group's share of Profit / (loss) for the year** | **(242.31)** | **123.60** |

## 3.57 RELATED PARTY TRANSACTIONS :

### A. List of Related Parties

**1. Parties where Control exists /significant influence exist :**

| Name of the Related Parties | Nature of Relationship | Principal Place of business | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|---|---|
| | | | % of Holding | % of Holding |
| Suraj Finvest Private Limited | Entity having significant influence over the Company | India | 24.22% | 23.96% |
| Diwakar Finvest Private Limited | Entity having significant influence over the Company | India | 22.60% | 22.37% |
| Emami Bangladesh Limited | Subsidiary | Bangladesh | 100.00% | 100.00% |
| Emami International FZE | Subsidiary | UAE | 100.00% | 100.00% |
| Emami Lanka (Pvt) Limited | Subsidiary | Sri Lanka | 100.00% | 100.00% |
| Emami Overseas FZE | Subsidiary of Emami International FZE | UAE | 100.00% | 100.00% |
| Creme 21 GmbH | Subsidiary of Emami International FZE | Germany | 100.00% | 100.00% |
| Emami International Personal Care LLC (Formerly known as Emami International Personal Care Trading LLC ) | Subsidiary of Emami International FZE | UAE | 100.00% | 100.00% |
| Emami RUS LLC | Subsidiary of Emami International FZE | Russia | 99.99% | 99.99% |
| Pharmaderm Company SAE. | Subsidiary of Emami Overseas FZE | Egypt | 90.60% | 90.60% |
| Brillare Science Private Limited | Subsidiary | India | 100.00% | 82.92% |

## 3.57 RELATED PARTY TRANSACTIONS : (Contd.)

| Name of the Related Parties | Nature of Relationship | Principal Place of business | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|---|---|
| | | | % of Holding | % of Holding |
| Helios Lifestyle Private Limited (w.e.f July 01, 2022) | Subsidiary | India | 50.40% | 50.40% |
| Helios Lifestyle Private Limited (Upto June 30, 2022) | Associate | India | - | 49.53% |
| Tru Native F&B Private Limited | Associate | India | 20.65% | 20.65% |
| Cannis Lupus Services India Pvt. Ltd. (w.e.f July 21, 2022) | Associate | India | 30.00% | 30.00% |
| Axiom Ayurveda Private Limited (w.e.f October 17, 2023) | Associate | India | 26.00% | - |
| Axiom Foods and Beverages Private Limited (w.e.f October 17, 2023) | Associate | India | 26.00% | - |
| Axiom Packwell Private Limited (w.e.f October 17, 2023) | Associate | India | 26.00% | - |

2. **Key Management Personnel & Relatives of Key Management Personnel**

i) **Key Management Personnel**

| | |
|---|---|
| 1. Shri R. S. Agarwal | Chairman Emeritus & Non Executive Director |
| 2. Shri R. S. Goenka | Non Executive Chairman |
| 3. Shri H. V. Agarwal | Vice-Chairman & Managing Director |
| 4. Shri Mohan Goenka | Vice-Chairman & Whole Time Director |
| 5. Shri Sushil Kr. Goenka | Whole Time Director |
| 6. Smt. Priti A. Sureka | Whole Time Director |
| 7. Shri Prashant Goenka | Whole Time Director |
| 8. Shri N.H.Bhansali | CEO - Finance, Strategy & Business Development and CFO |
| 9. Shri Arun Kumar Joshi (Upto May 31, 2023) | Company Secretary & VP- Legal |
| 10. Shri Sandeep Sultania (w.e.f June 01, 2023) | "Company Secretary, Compliance Officer & VP – Sales Commercial" |

ii) **Other Director**

| | |
|---|---|
| 1. Shri Aditya Vardhan Agarwal | Non Executive Director |
| 2. Shri C.K.Dhanuka | Independent Director |
| 3. Shri Debabrata Sarkar | Independent Director |
| 4. Smt. Mamta Binani | Independent Director |
| 5. Shri Anand Rathi (w.e.f August 02, 2022) | Independent Director |
| 6. Shri Anjani Agrawal (w.e.f August 02, 2022) | Independent Director |

# Notes to Consolidated Financial Statements

as at & for the year ended March 31, 2024

## 3.57 RELATED PARTY TRANSACTIONS : (Contd.)

| | |
|---|---|
| 7. Shri Anjan Chatterjee (w.e.f August 02, 2022) | Independent Director |
| 8. Ms. Avani Davda (w.e.f August 02, 2022) | Independent Director |
| 9. Shri Rajiv Khaitan (w.e.f August 02, 2022) | Independent Director |
| 10. Shri K.N.Memani (Upto August 01, 2022) | Independent Director |
| 11. Shri Amit Kiran Deb (Upto August 01, 2022) | Independent Director |
| 12. Shri Y.P.Trivedi (Upto August 01, 2022) | Independent Director |
| 13. Shri S.B.Ganguly (Upto August 01, 2022) | Independent Director |
| 14. Shri P.K.Khaitan (Upto August 01, 2022) | Independent Director |

**iii) Promoter group including relative of Key Management Personnel**

1. Ms. Usha Agarwal
2. Ms. Saroj Goenka
3. Shri Dhiraj Agarwal
4. Shri Pradeep Agarwal
5. Ms. Indu Goenka
6. Ms. Rachna Bagaria
7. Ms. Laxmi Devi Bajoria
8. Ms. Jyoti Agarwal
9. Ms. Puja Goenka
10. Ms. Smriti Agarwal
11. Ms. Sobhna Agarwal
12. Ms. Vidisha Agarwal
13. Ms. Avishi Sureka
14. Ms. Jyoti Goenka
15. Ms. Mansi Agarwal
16. Ms. Rachna Goenka
17. Ms. Rashmi Goenka
18. Ms. Richa Agarwal
19. Ms. Shreya Goenka
20. Ms. Vidula Agarwal
21. Shri Raj Kr. Goenka
22. Shri Manish Goenka
23. Shri Jayant Goenka
24. Shri Sachin Goenka
25. Shri Rohin Raj Sureka
26. Shri Vibhash Vardhan Agarwal

## 3.57 RELATED PARTY TRANSACTIONS : (Contd.)

27. Shri Yogesh Goenka
28. Shri Saswat Goenka
29. Ms. Chikky Goenka
30. Ms. Vidhishree Agarwal
31. Shri Vihan Vardhan Agarwal
32. Shri Manan Goenka
33. Shri Darsh Goenka
34. Shri Advay Goenka
35. Shri Reyansh Goenka
36. Shri Devarsh Goenka
37. Ms. Nimisha Goenka
38. Ms. Reha Goenka
39. Ms. Shruti Goenka
40. Shri Ashish Goenka
41. Shri Santosh Goenka
42. Shri Madan Lal Agarwal
43. Ms. Kusum Agarwal
44. Ms. Divya Agarwal
45. Ms. Sangita Agarwal
46. Shri Shubham Agarwal
47. Shri Abhishek Agarwal
48. Shri Sumangal Agarwal
49. Shri Vishal Agarwal
50. Shri Amitabh Goenka
51. Ms. Ritu Goenka
52. Shri Nikunj Goenka

**3. Entity where KMP & their Relatives having significant influence**

1. Emami Paper Mills Limited
2. Emami Frank Ross Limited
3. Emami Realty Limited
4. Emami Agrotech Limited
5. CRI Limited

# Notes to Consolidated Financial Statements

as at & for the year ended March 31, 2024

## 3.57 RELATED PARTY TRANSACTIONS : (Contd.)

6. Aviro Vyapar Private Limited
7. AMRI Hospital Limited
8. Emami Estates Private Limited
9. Emami Group Of Companies Private Limited
10. Emami Home Private Limited
11. Dev Infracity Private Limited
12. Pacific Healthcare Private Limited
13. Khaitan & Co.
14. Khaitan & Co. LLP
15. Kosmos Healthcare Private Limited
16. Nayee Deesha Communications Private Limited
17. M. Bhattacharya & Co.Private Limited
18. Pan Emami Cosmed Ltd. (Formerly known as Midkot Investments Private Limited)
19. Vriddhi Commercial Private Limited (Formerly known as Emami Vriddhi Commercial Private Limited) (w.e.f. May 25, 2022)
20. Emami Art Private Limited (Formerly known as Oriental Sales Agencies (India) Private Limited) (w.e.f. April 15, 2022)
21. Emami East Bengal FC Private Limited (w.e.f. July 23, 2022)
22. Aditya Vardhan Agarwal HUF
23. Manish Goenka HUF
24. Mohan Goenka HUF
25. Prashant Goenka HUF
26. Sushil Kumar Goenka HUF
27. Harsh Vardhan Agarwal HUF
28. Jayant Goenka HUF
29. Ashish Goenka HUF
30. Amitabh Goenka HUF
31. Himani Limited Staff Provident Institution
32. Emami Foundation
33. Aradhana Trust

# Notes to Consolidated Financial Statements

as at & for the year ended March 31, 2024

## 3.57 RELATED PARTY TRANSACTIONS : (Contd.)

**B. Details of Transactions between the Company and Related Parties.**

₹ in Lacs

| Transactions | Nature of Relationship | Related Party | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|---|---|---|---|---|
| **Remuneration and Employee Benefits to KMP & Relatives of KMP** | | | | |
| - Short Term Employee Benefits | Vice-Chairman & Managing Director | Shri H.V. Agarwal | 322.96 | 318.08 |
| | Vice-Chairman & Whole Time Director | Shri Mohan Goenka | 322.96 | 318.08 |
| | Whole Time Director | Shri S. K. Goenka | 188.56 | 180.90 |
| | | Shri Prashant Goenka | 161.68 | 159.24 |
| | | Smt.Priti Sureka | 161.68 | 159.24 |
| | CFO | Shri N.H.Bhansali | 288.63 | 267.04 |
| | Company Secretary | Shri Arun Kumar Joshi (up to May 31, 2023) | 21.83 | 64.93 |
| | | Shri Sandeep Sultania (w.e.f June 01,2023) | 68.42 | - |
| | Relatives of KMP | Others | 213.23 | 208.46 |
| - Post Employment Benefits | Vice-Chairman & Managing Director | Shri H.V. Agarwal | 23.85 | 12.70 |
| | Vice-Chairman & Whole Time Director | Shri Mohan Goenka | 23.85 | 12.70 |
| | Whole Time Director | Shri S. K. Goenka | 13.91 | 7.22 |
| | | Shri Prashant Goenka | 11.93 | 6.35 |
| | | Smt.Priti Sureka | 11.93 | 6.35 |
| | CFO | Shri N.H.Bhansali | 8.55 | 7.90 |
| | Company Secretary | Shri Arun Kumar Joshi (up to May 31, 2023) | - | 0.90 |
| | | Shri Sandeep Sultania (w.e.f June 01,2023) | 3.56 | - |
| | Relatives of KMP | Others | 3.26 | 1.69 |

# Notes to Consolidated Financial Statements

as at & for the year ended March 31, 2024

## 3.57 RELATED PARTY TRANSACTIONS : (Contd.)

| Transactions | Nature of Relationship | Related Party | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|---|---|---|---|---|
| - Payment of Post Employment Benefit | Chairman Emeritus | Shri R. S. Agarwal | 810.00 | - |
| | Non Executive Chairman | Shri R. S. Goenka | 186.92 | - |
| | Company Secretary | Shri Arun Kumar Joshi (up to May 31,2023) | 27.10 | - |
| - Commission to Directors | Vice-Chairman & Managing Director | Shri H.V. Agarwal | 350.00 | 300.00 |
| | Vice-Chairman & Whole Time Director | Shri Mohan Goenka | 350.00 | 300.00 |
| | Other Wholetime Directors | Shri S.K.Goenka | 210.00 | - |
| | | Shri Prashant Goenka | 175.00 | - |
| | | Ms. Priti Sureka | 175.00 | - |
| | Independent Director | Others | 47.10 | 45.00 |
| - Director Sitting Fees | Non Executive Directors | Others | 21.60 | 14.85 |
| | Independent Directors | Others | 47.10 | 32.50 |
| Sale of Goods (including sale of raw material,packing material & Consumable) | Entity where KMP & their Relatives having significant influence | Emami Frank Ross Limited | 181.21 | 102.82 |
| | | Others | 48.23 | 88.88 |
| Rent, Maintenance & Other Income | Entity where KMP & their Relatives having significant influence | Emami Paper Mills Limited | 100.86 | 100.71 |
| | | Emami Agrotech Limited | 374.04 | 353.74 |
| | | Others | 23.43 | 12.17 |
| Royalty Income | Entity where KMP & their Relatives having significant influence | Others | 107.22 | 145.31 |
| Dividend Income | Entity where KMP & their Relatives having significant influence | Emami Paper Mills Limited | 127.14 | 127.14 |

## 3.57 RELATED PARTY TRANSACTIONS : (Contd.)

| Transactions | Nature of Relationship | Related Party | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|---|---|---|---|---|
| Interest Income | Associate (Subsidiary w.e.f July 01, 2022) | Others | - | 51.22 |
| Interest Expense | Entity where KMP & their Relatives having significant influence | Others | - | 0.86 |
| Purchase of Gift,Promotional items & others | Associate | Others | 1.43 | - |
| | Entity where KMP & their Relatives having significant influence | Others | 5.58 | 13.38 |
| Rent, Maintenance & Other Expenses | Entity having significant influence over the Company | Others | 20.04 | 17.63 |
| | Entity where KMP & their Relatives having significant influence | Others | 169.49 | 64.49 |
| Donation & CSR | Entity where KMP & their Relatives having significant influence | Emami Foundation | 974.48 | 978.65 |
| | | Others | 9.00 | 10.00 |
| Publicity,Sales Promotion Expenses | Entity where KMP & their Relatives having significant influence | Nayee Deesha Communications Private Limited | 344.90 | 303.37 |
| | | Emami East Bengal FC Private Limited | 708.00 | 275.33 |
| | | Others | 35.73 | 28.30 |
| Professional, Medical & Other Expenses | Entity where KMP & their Relatives having significant influence | Others | 28.02 | 38.21 |

# Notes to Consolidated Financial Statements

as at & for the year ended March 31, 2024

## 3.57 RELATED PARTY TRANSACTIONS : (Contd.)

| Transactions | Nature of Relationship | Related Party | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|---|---|---|---|---|
| Dividend payout | Entity having significant influence over the Company | Diwakar Finvest Pvt. Ltd | 7,893.42 | 7,893.44 |
| | | Suraj Finvest Private Limited | 8,457.62 | 8,457.62 |
| | Entity where KMP & their Relatives having significant influence | Pan Emami Cosmed Limited | 249.38 | 249.38 |
| | Whole Time Director | Ms. Priti Sureka | 1,208.38 | 1,208.38 |
| | Relative of KMP | Ms. Avishi Sureka | 112.00 | 112.00 |
| | KMP & Relative of KMP | Others | 1,059.14 | 1,065.25 |
| | Entity where KMP & their Relatives having significant influence | Others | 170.98 | 170.98 |
| Investment | Associate (Subsidiary w.e.f July 01, 2022) | Helios Lifestyle Private Limited | - | 446.10 |
| | Associates | Cannis Lupus Services India Private Limited | 644.98 | 280.00 |
| | | Axiom Ayurveda Private Limited | 10,955.62 | - |
| | | Others | 0.52 | - |
| Security Deposit Received | Entity where KMP & their Relatives having significant influence | Others | 3.35 | 0.25 |
| Refund against Loan Given / Conversion of loan to equity shares | Associate (Subsidiary w.e.f July 01, 2022) | Helios Lifestyle Private Limited | - | 446.10 |
| Reimbursement of Expenses | Entity where KMP & their Relatives having significant influence | Others | 33.44 | 77.21 |
| Contribution to Provident Fund | Entity where KMP & their Relatives having significant influence | Himani Limited Staff Provident Institution | 932.58 | 830.87 |

Note : The above transactions have been shown including indirect tax.

# Notes to Consolidated Financial Statements

as at & for the year ended March 31, 2024

## 3.57 RELATED PARTY TRANSACTIONS : (Contd.)

### C. Balances outstanding at the year end.

| Transactions | Nature of Relationship | Related Party | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|---|---|
| Investments | Associate | Tru Native F&B Private Limited {Net of share of loss during the year ₹125.51 lacs (March 31, 2023-₹98.98 lacs)} | 724.70 | 850.21 |
| | | Cannis Lupus Services India Private Limited {Net of share of loss during the year ₹138.49 lacs (March 31, 2023-₹43.44 lacs)} | 785.34 | 236.56 |
| | | Axiom Ayurveda Private Limited {Net of share of loss during the year ₹100.65 lacs (March 31, 2023-Nil)} | 10,854.97 | - |
| | | Axiom Foods and Beverages Pvt Ltd, | 0.26 | - |
| | | Axiom Packwell Pvt Ltd, | 0.26 | - |
| | Entity where KMP & their Relatives having significant influence | Emami Paper Mills Limited | 9,070.36 | 8,898.77 |
| Trade Receivable | Entity where KMP & their Relatives having significant influence | Others | 30.34 | 4.24 |
| Other Receivable | Entity where KMP & their Relatives having significant influence | Others | 0.25 | - |
| Trade & Other Payable | Entity where KMP & their Relatives having significant influence | Others | 305.10 | 178.25 |

# Notes to Consolidated Financial Statements

as at & for the year ended March 31, 2024

## 3.57 RELATED PARTY TRANSACTIONS : (Contd.)

| Transactions | Nature of Relationship | Related Party | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|---|---|
| Commission & Other Payable | Vice-Chairman & Managing Director | Shri H.V. Agarwal | 350.00 | 322.00 |
| | Vice-Chairman & Whole Time Director | Shri Mohan Goenka | 350.00 | 322.00 |
| | Other Wholetime Directors | Sri S.K.Goenka | 210.00 | 12.50 |
| | | Sri Prashant Goenka | 175.00 | 11.00 |
| | | Ms. Priti Sureka | 175.00 | 11.00 |
| | Independent Director | Others | 47.10 | 45.00 |
| Receivable against Security Depost Paid | Entity where KMP & their Relatives having significant influence | Others | 7.50 | 7.50 |
| Payable against Security Deposit Received | Entity where KMP & their Relatives having significant influence | Others | 11.85 | 8.50 |
| Advance other than Capital Advance | Entity where KMP & their Relatives having significant influence | Others | 4.83 | 4.83 |
| Advance from Customer | Entity where KMP & their Relatives having significant influence | Others | 0.66 | - |
| Prepaid Expenses (towards sponshorship) | Entity where KMP & their Relatives having significant influence | Emami East Bengal FC Private Limited | 432.67 | 432.67 |
| Other Prepayment | Entity where KMP & their Relatives having significant influence | Others | 107.96 | - |

**Terms and conditions of transactions with related parties**

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash.

Refer Note No. 3.5 (c) for terms & conditions pertaining to investment in Compulsorily Convertible Preference Shares of Cannis Lupus Services India Pvt. Ltd.

## 3.58 CRITICAL ESTIMATES AND JUDGEMENTS

The preparation of the financial statements in conformity with Ind AS requires the Management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent assets and liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. These estimates and associated assumptions are based on historical experience and management's best knowledge of current events and actions the Group may take in future.

Information about critical estimates and assumptions that have a significant risk of causing material adjustment to the carrying amounts of assets and liabilities are included in the following notes:

### i) Estimation of defined benefit obligations

The liabilities of the Group arising from employee benefit obligations and the related current service cost, are determined on an actuarial basis using various assumptions Refer Note No. 3.41 & 3.42 for significant assumption used.

### ii) Estimation of tax expenses, assets and payable

Deferred tax assets are recognised for unused tax credit and on unused losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

The ultimate realisation of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. Management considers the scheduled reversals of deferred tax liabilities and the projected future taxable income in making this assessment. Based on the level of historical taxable income and projections for future taxable income over the periods in which the deferred income tax assets are deductible, management believes that the Group will realise the benefits of those deductible differences. The amount of the deferred income tax assets considered realisable, however, could be reduced in the near term if estimates of future taxable income during the carry forward periods are reduced. Refer Note No. 3.8, 3.17, 3.24, 3.32 and 3.50

### iii) Estimation of provisions and contingencies

Provisions are liabilities of uncertain amount or timing recognised where a legal or constructive obligation exists at the balance sheet date, as a result of a past event, where the amount of the obligation can be reliably estimated and where the outflow of economic benefit is probable. Contingent liabilities are possible obligations that may arise from past event whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events which are not fully within the control of the group. The Group exercises judgement in recognizing the provisions and assessing the exposure to contingent liabilities relating to pending litigations. Judgement is necessary in assessing the likelihood of the success of the pending claim and to quantify the possible range of financial settlement. Due to this inherent uncertainty in the evaluation process, actual losses may be different from originally estimated provision. Refer Note No. 3.23, 3.31, 3.43 & 3.46.

### iv) Estimation of expected useful lives and residual values of Property, Plants and Equipment

Property, Plant and Equipment are depreciated at historical cost using straight-line method based on the estimated useful life, taken into account at residual value. The asset's residual value and useful life are based on the Group's best estimates and reviewed, and adjusted if required, at each Balance Sheet date. Refer Note No. 3.1, 3.2, 3.3, 3.4

# Notes to Consolidated Financial Statements

as at & for the year ended March 31, 2024

## 3.58 CRITICAL ESTIMATES AND JUDGEMENTS (Contd.)

### v) Impairment of non financial assets / investment in associates

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model. The carrying amounts of the Group's non-financial assets /investment in associates are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the recoverable amounts of cash-generating units have been determined based on value in use calculations. These calculations require the use of estimates such as discount rates and growth rates.

### vi) Impairment Assessment of Goodwill

Assessment for impairment is done at each Balance Sheet date as to whether there is any indication that a non-financial asset may be impaired. Indefinite life intangible assets and goodwill are subject to a review for impairment annually or more frequently if events or circumstances indicate that it is necessary. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets is considered as a cash generating unit. Goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

If any indication of impairment exists, an estimate of the recoverable amount of the individual asset/ cash generating unit is made. Asset/cash generating unit whose carrying value exceeds their recoverable amount are written down to the recoverable amount by recognising the impairment loss as an expense in the Consolidated Statement of Profit and Loss.

The impairment loss is allocated first to reduce the carrying amount of goodwill (if any) allocated to the cash generating unit and then to the other assets of the unit, pro rata based on the carrying amount of each asset in the unit. Recoverable amount is higher of an asset's or cash generating unit's value in use and its fair value less cost of disposal. Value in use is estimated future cash flows expected to arise from the continuing use of an asset or cash generating unit and from its disposal at the end of its useful life discounted to their present value using a post-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased. Basis the assessment a reversal of an impairment loss for an asset other than goodwill is recognised in the consolidated statement of profit and loss.

### vii) Fair Value Measurements

When the fair values of financial assets and financial liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair values are measured using valuation techniques which involve various judgements and assumptions that may differ from actual developments in the future. For further details Refer Note No. 3.49

## 3.58 CRITICAL ESTIMATES AND JUDGEMENTS (Contd.)

### viii) Lease Accounting

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

The Group determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option. In assessing whether the Group is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Group to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Group revises the lease term if there is a change in the non-cancellable period of a lease.

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

### ix) Revenue recognition-Estimating variable consideration for returns and rebates

The Group estimates variable considerations to be included in the transaction price for the sale of goods with rights of return and volume rebates.

The Group developed a statistical model for forecasting sales returns, damage returns and rebates. The model used the historical return data to come up with expected return percentages. These percentages are applied to determine the expected value of the variable consideration.

The Group updates its assessment of expected returns and rebates quarterly and the refund liabilities are adjusted accordingly. Estimates of expected returns and rebates are sensitive to changes in circumstances and the Group's past experience regarding returns and rebate entitlements may not be representative of customers' actual returns and rebate entitlements in the future. Refer Note No. 3.31, 3.64 & 3.65.

# Notes to Consolidated Financial Statements

as at & for the year ended March 31, 2024

## 3.59 ADDITIONAL INFORMATION

a) Information as at and for the year ended March 31, 2024

₹ in Lacs

| Name of the entity in the Group | Net Assets, i.e. total assets minus total liabilities | | Share in profit or loss | | Share in other comprehensive income | | Share in total comprehensive income | |
|---|---|---|---|---|---|---|---|---|
| | As % of consolidated net assets | Amount | As % of consolidated profit or loss | Amount | As % of consolidated other comprehensive income | Amount | As % of total comprehensive income | Amount |
| **Parent** | | | | | | | | |
| Emami Limited | 96.96% | 2,38,297.33 | 95.75% | 69,338.63 | (273.34%) | 418.46 | 96.54% | 69,757.09 |
| **Subsidiaries** | | | | | | | | |
| **Foreign Subsidiaries** | | | | | | | | |
| Emami Lanka (Pvt) Limited | (0.20%) | (481.23) | (0.30%) | (217.28) | - | - | (0.30%) | (217.28) |
| Emami Bangladesh Limited | 3.81% | 9,356.61 | 6.04% | 4,374.26 | {21.71%) | 33.24 | 6.10% | 4,407.50 |
| Emami International FZE | 0.71% | 1,746.58 | 6.04% | 4,370.58 | 125.43% | (192.02) | 5.78% | 4,178.56 |
| Emami Overseas FZE | (0.20%) | (499.10) | (0.01%) | (8.52) | - | - | (0.01%) | (8.52) |
| PharmaDerm Company SAE | (0.61%) | (1,498.81) | (0.96%) | (695.61) | - | - | (0.96%) | (695.61) |
| Emami International Personal Care Trading LLC | (0.47%) | (1,167.29) | (0.79%) | (572.62) | {20.75%) | 31.77 | (0.75%) | (540.85) |
| Emami Rus LLC | 0.30% | 733.19 | (0.97%) | (704.52) | - | - | (0.97%) | 704.52 |
| Creme 21 Gmbh | 0.01% | 12.45 | (0.02%) | (11.56) | - | - | (0.02%) | (11.56) |
| **Indian Subsidiaries** | | | | | | | | |
| Brillare Science Private Limited | 0.15% | 376.13 | (1.40%) | (1,012.35) | {0.14%) | 0.21 | (1.40%) | (1,012.14) |
| Helios Lifestyle Private Limited | (0.12%) | (303.30) | 1.22% | 882.60 | 5.77% | (8.83) | 1.21% | 873.77 |
| Non- Controlling Interest (NCI) | 0.45% | 1,112.22 | 0.08% | 60.63 | 6.94% | (10.62) | 0.07% | 50.01 |
| Consolidation adjustments and Foreign Currency Translation Reserve (FCTR) | (0.78%) | (1,913.77) | (4.20%) | (3,039.97) | 282.85% | (433.01) | (4.81%) | (3,472.98) |

# Notes to Consolidated Financial Statements

as at & for the year ended March 31, 2024

## 3.59 ADDITIONAL INFORMATION (Contd.)

a) **Information as at and for the year ended March 31, 2024**

₹ in Lacs

| Name of the entity in the Group | Net Assets, i.e. total assets minus total liabilities | | Share in profit or loss | | Share in other comprehensive income | | Share in total comprehensive income | |
|---|---|---|---|---|---|---|---|---|
| | As % of consolidated net assets | Amount | As % of consolidated profit or loss | Amount | As % of consolidated other comprehensive income | Amount | As % of total comprehensive income | Amount |
| **Associates** | | | | | | | | |
| **Indian Associates** | | | | | | | | |
| Tru Native F&B Private Limited | - | - | (0.16%) | (113.61) | - | - | (0.16%) | (113.61) |
| Cannis Lupus Services India Pvt. Ltd. | - | - | (0.18%) | (128.71) | - | - | (0.18%) | (128.71) |
| Axiom Ayurveda Private Limited | - | - | (0.15%) | (108.36) | (5.04%) | 7.71 | (0.14%) | (100.65) |
| **Total** | **100.00%** | **2,45,771.01** | **100.00%** | **72,413.60** | **100.00%** | **(153.09)** | **100.00%** | **72,260.51** |

b) **Information as at and for the year ended March 31, 2023**

₹ in Lacs

| Name of the entity in the Group | Net Assets, i.e. total assets minus total liabilities | | Share in profit or loss | | Share in other comprehensive income | | Share in total comprehensive income | |
|---|---|---|---|---|---|---|---|---|
| | As % of consolidated net assets | Amount | As % of consolidated profit or loss | Amount | As % of consolidated other comprehensive income | Amount | As % of total comprehensive income | Amount |
| **Parent** | | | | | | | | |
| Emami Limited | 97.88% | 2,26,369.88 | 91.41% | 57,349.90 | 76.93% | (4,184.28) | 92.78% | 53,165.62 |
| **Subsidiaries** | | | | | | | | |
| **Foreign Subsidiaries** | | | | | | | | |
| Emami Lanka (Pvt) Limited | (0.10%) | (237.87) | (0.08%) | (53.11) | - | - | (0.09%) | (53.11) |
| Emami Bangladesh Limited | 2.63% | 6,047.70 | 6.18% | 3,874.85 | 0.28% | (15.35) | 6.74% | 3,859.50 |

# Notes to Consolidated Financial Statements

as at & for the year ended March 31, 2024

## 3.59 ADDITIONAL INFORMATION (Contd.)

**b) Information as at and for the year ended March 31, 2023**

₹ in Lacs

| Name of the entity in the Group | Net Assets, i.e. total assets minus total liabilities | | Share in profit or loss | | Share in other comprehensive income | | Share in total comprehensive income | |
|---|---|---|---|---|---|---|---|---|
| | As % of consolidated net assets | Amount | As % of consolidated profit or loss | Amount | As % of consolidated other comprehensive income | Amount | As % of total comprehensive income | Amount |
| Emami International FZE | (1.03%) | (2,370.58) | 2.35% | 1,477.47 | 0.22% | (11.99) | 2.56% | 1,465.48 |
| Emami Overseas FZE | (0.21%) | (483.25) | (0.01%) | (8.04) | - | - | (0.01%) | (8.04) |
| PharmaDerm Company SAE | (0.62%) | (1,432.53) | (1.33%) | (836.57) | - | - | (1.46%) | (836.57) |
| Emami International Personal Care Trading LLC | (0.27%) | (615.02) | (1.08%) | (677.27) | (0.04%) | 2.11 | (1.18%) | (675.16) |
| Emami Rus LLC | 0.73% | 1,673.42 | 1.11% | 699.35 | - | - | 1.22% | 699.35 |
| Creme 21 Gmbh | 0.01% | 23.93 | (0.03%) | (17.14) | - | - | (0.03%) | (17.14) |
| **Indian Subsidiaries** | | | | | | | | |
| Brillare Science Private Limited | (0.10%) | (228.91) | (1.81%) | (1,132.57) | (0.03%) | 1.64 | (1.97%) | (1,130.93) |
| Helios Lifestyle Private Limited | (0.54%) | (1,240.52) | (2.37%) | (1,485.00) | (0.30%) | 16.40 | (2.56%) | (1,468.60) |
| Non- Controlling Interest (NCI) | 0.43% | 996.48 | (1.94%) | (1,216.05) | 0.18% | (9.60) | (2.14%) | (1,225.65) |
| Consolidation adjustments and Foreign Currency Translation Reserve (FCTR) | 1.19% | 2,773.74 | 9.42% | 5,906.29 | 22.76% | (1,238.02) | 8.12% | 4,668.27 |
| **Associates** | | | | | | | | |
| **Indian Associates** | | | | | | | | |
| Helios Lifestyle Private Limited | - | - | (1.15%) | (718.79) | - | - | (1.25%) | (718.79) |
| Tru Native F&B Private Limited | - | - | (0.67%) | (420.94) | - | - | (0.73%) | (420.94) |
| Cannis Lupus Services India Pvt. Ltd. | - | - | - | (1.23) | - | - | - | (1.23) |
| **Total** | **100.00%** | **2,31,276.47** | **100.00%** | **62,741.15** | **100.00%** | **(5,439.09)** | **100.00%** | **57,302.06** |

# Notes to Consolidated Financial Statements

as at & for the year ended March 31, 2024

**3.60** The Board of Directors of the Group, at its meeting held on March 24, 2023 approved Buyback of the Group's fully paid-up equity shares of face value of ₹1 each from the eligible equity shareholders of the Group other than promoters, promoter group and persons who are in control of the Group, at a price not exceeding ₹450 per equity share (Maximum Buyback price), for an aggregate amount not exceeding ₹18,600 lacs (Maximum Buyback size), payable in cash from the open market route through the stock exchange mechanism under the Companies Act, 2013 and SEBI Buyback Regulations 2018 . The Maximum Buyback Size was 9.94% of aggregate of the Group's paid up equity capital and free reserves based on the audited financial statements of the Group as at 31st March, 2022 in compliance with the maximum permissible limit of 10% of the total paid up equity share capital and free reserves in accordance with Section 68(2) of Companies Act, 2013 and SEBI Buy Back Regulations 2018. The buyback commenced on April 13, 2023 and got completed on July 06, 2023.

The Group bought back 46,50,000 equity shares in total cash consideration of ₹23,009.04 lacs (including ₹162.70 lacs towards transaction costs of Buyback and ₹4,316.14 lacs towards Buyback distribution tax). These equity shares were extinguished as per the records of the depositories. In line with the requirement of Companies Act, 2013, an amount of ₹22,863.20 lacs have been utilised from General Reserve for the Buyback. Further, capital redemption reserve of ₹46.50 lacs, representing the nominal value of shares bought back, has been created out of general reserve in accordance with Section 69 of the Companies Act, 2013.

During the previous year, subsequent to the approval of the Board of Directors, the Buyback had not been commenced till March 31, 2023. The Group had incurred ₹99.34 lacs towards transaction cost and taxes, which were utilised from General Reserve.

**3.61** The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However the date on which the Code will come into effect has not been notified and the final rules/interpretation have not yet been issued. The Group will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

## 3.62 INFORMATION FOR EARNINGS PER SHARE AS PER IND AS 33

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Net Profit after tax attributable to equity holders of the Parent (₹ in Lacs) | 72,352.97 | 63,957.20 |
| Weighted average number of shares (in Lacs) Refer note no. 3.60 | 4,372.65 | 4,411.50 |
| **Earnings Per Share - Basic & Diluted (₹)** | **16.55** | **14.50** |

**3.63** During the year, pursuant to Voluntary Retirement Scheme for Dongari manufacturing unit, the Group has accounted for a compensation of ₹589.54 lacs payable to its workers, which has been disclosed as an exceptional item.

# Notes to Consolidated Financial Statements

as at & for the year ended March 31, 2024

## 3.64 REVENUE FROM CONTRACTS WITH CUSTOMERS:

Disaggregated revenue information

Set out below is the disaggregation of the Company's revenue from contracts with customers: ₹ in Lacs

| Particulars | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|---|---|---|
| India | 2,91,351.29 | 2,79,481.04 |
| Outside India | 61,675.52 | 56,719.90 |
| **Total revenue from contracts with customers** | **3,53,026.81** | **3,36,200.94** |

₹ in Lacs

| Timing of revenue recognition | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|---|---|---|
| Goods transferred at a point in time | 3,53,026.81 | 3,36,200.94 |

**Contract balances** ₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Trade receivables | 49,421.47 | 41,460.36 |
| **Contract liabilities** | | |
| Advance from customers | 688.96 | 842.14 |

Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days.

Contract liabilities includes advance from customers received for supply of goods.

**Set out below is the amount of revenue recognised from:** ₹ in Lacs

| Particulars | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|---|---|---|
| **Amounts included in contract liabilities at the beginning of the year** | **842.14** | **593.96** |
| Add: Amount received during the year | 688.96 | 842.14 |
| Less: Amount adjusted during the year | 842.14 | 593.96 |
| **Amounts included in contract liabilities at the end of the year** | **688.96** | **842.14** |

**Refund liabilities** ₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **Refund liabilities** | | |
| -Arising from retrospective volume rebates | 3,202.95 | 3,268.40 |
| -Arising from rights of return | 2,147.88 | 1,696.15 |
| | **5,350.83** | **4,964.55** |

**Performance obligation**

**Sale of products**

The performance obligation is satisfied upon delivery/dispatch of the goods based on contractual terms. Sales are made generally after receipt of advance except for certain customers where payment is due within 30 to 90 days from day of sales.

# Notes to Consolidated Financial Statements

as at & for the year ended March 31, 2024

**3.65 The Group has made a provision of ₹5,350.83 Lacs (March 31, 2023 - ₹4,964.55 Lacs) towards rebates and damage return:**

₹ in Lacs

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **Opening Balance** | **4,964.55** | **3,618.43** |
| Add: Provisions made during the year | 5,350.83 | 4,964.55 |
| Less: Payment/reversals during the year | 4,964.55 | 3,618.43 |
| **Closing Balance** | **5,350.83** | **4,964.55** |

**3.66** The Holding Company is filling monthly statement of Inventories, Trade payables and Trade receivables to ICICI, HSBC, HDFC, CITI, DBS & Indusind bank for working capital loan. The quarterly returns/statements filed by the Holding Company with such banks are not in agreement with the unaudited books of accounts of the holding company and the details are as follows:

₹ in Lacs

| Quarter | Particulars of Securities provided | Amount as per books of account | Amount as reported in the quarterly return/ statement | Amount of Difference* |
|---|---|---|---|---|
| Jun-22 | Trade Receivable | 22,142.00 | 24,925.00 | (2,783.00) |
| | Trade Payables ** | 5,480.00 | 4,981.00 | 499.00 |

*The quarterly statements are submitted to banks were prepared and filed before the completion of financial statement closure activities, which led to these difference between final books of accounts and provisional quarterly statement submitted to banks.

**Trade Payables includes only creditors for goods which is determined by the management through manual exercise and does not include creditors for services / provisional liabilities. Hence, the same have been excluded from the above table.

**3.67** The accompanying consolidated financial statements includes unaudited financial statements and other unaudited financial information in respect of :

(a) One (1) subsidiary, whose financial results/statements and other financial information reflect total assets of ₹7,864 lacs as at March 31, 2024, total revenues of ₹18,292 lacs, total net profit/(loss) after tax of ₹883 lacs, total comprehensive income/(loss) of ₹874 lacs and net cash outflows of ₹59 lacs for the year ended March 31, 2024, whose financial statements and other financial information have not been audited by any auditors.

(b) Two (2) step-down subsidiaries, whose financial results/statements and other financial information reflect total assets of ₹134 lacs as at March 31, 2024, total revenues of ₹40 lacs, total net loss after tax of ₹707 lacs , total comprehensive loss of ₹707 lacs and net cash outflows of ₹7 lacs for the year ended March 31, 2024, whose financial statements and other financial information have not been audited by any auditors.

(c) One (1) associate, whose financial results/statements include Group's share of net loss of ₹114 lacs and Group's share of total comprehensive loss of ₹114 lacs for the year ended March 31, 2024, whose financial statements and other financial information have not been audited by any auditors

The management believes that there would not be any significant impact, had these financial information been subjected to audit by the auditors.

# Notes to Consolidated Financial Statements

as at & for the year ended March 31, 2024

## 3.68 IMPAIRMENT ASSESSMENT OF GOODWILL

### a) Helios Lifestyle Private Limited (Refer Note 3.3)

Goodwill of ₹6,010.00 lacs had arisen on acquisition of Helios Lifestyle Private Limited, a subsidiary of the Holding Company in the financial year 2022-23. The Group assesses the goodwill for any indication of impairment at annual basis. Based of such assessment there is no impairment in goodwill that needs to be recognised. Refer Note No. 3.55.

The Group treats Helios Lifestyle Private Limited as one cash generating unit and goodwill relating to that business is tested annually for impairment. This testing is done by computing the value in use by using cash flow projections based on approved budget for financial year 2023-24 (Previous Year: 2022-23) and financial forecast for the years FY 2025–30 (Previous Year: 2024-33). The projected Average annual increase in Revenue from operation during the forecast period is 21.46% (March 31, 2023: 16.77%). The growth rate used for extrapolation of cash flows beyond the forecast period is 5% (March 31, 2023: 3%). The rate used to discount the forecasted cash flows is 18% (March 31, 2023: 18%). Based on such assessment, there is no impairment in goodwill that needs to be recognised in the current financial year.

### b) Brillare Science Private Limited (Refer Note 3.3)

Goodwill of ₹2,415.35 lacs had arisen on acquisition of Brillare Science Private Limited, a wholly owned subsidiary of the Holding Company in an earlier year. The Group assesses the goodwill for any indication of impairment at annual basis.

The Group treats Brillare Science Private Limited as one cash generating unit and goodwill relating to that business is tested annually for impairment. This testing is done by computing the value in use by using cash flow projections based on approved budget for financial year 2023-24 (Previous Year: 2022-23) and financial forecast for the years FY 2025–30 (Previous Year: 2024-29). The projected Average annual increase in Revenue from operation during the forecast period is 28.99% (March 31, 2023: 33.26%). The growth rate used for extrapolation of cash flows beyond the forecast period is 4% (March 31, 2023: 5%). The rate used to discount the forecasted cash flows is 19% (March 31, 2023: 19%).

Based on such assessment in financial year 2022-23, the Group had recognised impairment in goodwill amounting to ₹1,606.35 lacs and no further impairment is required to be provided in the current financial year.

Brillare Science Private Limited (BSPL) incurred a net loss of ₹1,012.14 lakhs during the year ended March 31, 2024 (March 31, 2023: ₹1,130.93 lakhs), and, as on March 31, 2024, the Company's total liabilities exceeds its total assets by ₹376.13 lakhs. As represented by the Management of BSPL, the Holding Company and the Promoters of the subsidiary Company will provide financial support whenever required to BSPL.

## 3.69 OTHER STATUTORY INFORMATIONS

(i) The Group and its Associates does not have any Benami property, where any proceeding has been initiated or pending against the Group and its Associates for holding any Benami property.

(ii) The Group and its Associates do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(iii) The Group and its Associates have not traded or invested in Crypto currency or Virtual Currency during the financial year.

# Notes to Consolidated Financial Statements

as at & for the year ended March 31, 2024

## 3.69 OTHER STATUTORY INFORMATIONS (Contd.)

(iv) During the year, the Group has acquired 26% stake in each of 'Axiom Ayurveda Private Limited ("AAPL"), Axiom Food & Beverages Private Limited ("AFBPL") and Axiom Packwell Private Limited ("APPL")', for a total purchase consideration of ₹10,956.14 lacs and consequently, these Companies have become associates of the Group. AAPL has further invested ₹3,140.28 lacs and ₹624.11 lacs in its subsidiaries i.e., AFBPL and APPL respectively for the purpose of setting up new plants for capacity as planned.

Following are the details of the funds invested by the Group to any person/entity for further investment /loan/guarantee in/to/on behalf of other persons/entities:

a. **Details of Intermediary** ₹ in Lacs

| Name of the Entity | Registered Address | Government Identification Number (PAN) | Relationship with the Company | Amount | Date of Transaction |
|---|---|---|---|---|---|
| Axiom Ayurveda Private Limited | Ward No. 15, Rampur Sarsehri Road, Ambala Cantt., Haryana – 133006 | AASCA9319D | Associate | 8,000.00 | October 17, 2024 |

b. **Details and nature of transaction with ultimate beneficiaries** ₹ in Lacs

| Name of the Entity | Registered Address | Government Identification Number (PAN) | Relationship with the Company | Date of transaction | Nature | Amount |
|---|---|---|---|---|---|---|
| Axiom Foods and Beverage Private Limited | Ward No. 15, Rampur Sarsehri Road, Ambala Cantt., Haryana - 133006 | AAVCA5941N | Associate | Multiple dates | Unsecured loan | 3,140.28 |
| Axiom Packwell Private Limited | Ward No. 15, Rampur Sarsehri Road, Ambala Cantt., Haryana - 133006 | AAWCA8548E | Associate | Multiple dates | Unsecured loan | 624.11 |

The Group has complied with the relevant provisions of the Companies Act for the above transaction and the transactions are not violative of the Prevention of Money-Laundering Act, 2002 (15 of 2003).

(v) The Group and its Associates have not received any fund from any person(s) or entity(ies), including foreign entites (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

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

(vi) The Holding Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. The Group has total two Core Investment companies as part of the Group.

# Notes to Consolidated Financial Statements

as at & for the year ended March 31, 2024

## 3.69 OTHER STATUTORY INFORMATIONS (Contd.)

(vii) The Group and its Associates does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

(viii) The Group and its Associates do not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.

(ix) The Group and its Associates have complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

(x) There are no events or transactions after the reporting period which is required to be disclosed under Ind AS 10.

(xi) The Group has not been declared as wilful defaulter by any bank or financial institution or other lender.

The accompanying notes are an integral part of these consolidated financial statements.

As per our report of even date attached

For **S. R. BATLIBOI & Co. LLP**
Chartered Accountants
Firm Registration No: 301003E/E300005

For and on behalf of the Board of Directors of Emami Limited
CIN : L63993WB1983PLC036030

**R S Goenka**
Chairman
DIN: 00152880

**H V Agarwal**
Vice-Chairman &
Managing Director
DIN: 00150089

**Mohan Goenka**
Vice-Chairman &
Whole Time Director
DIN: 00150034

per **Sanjay Kumar Agarwal**
Partner
Membership No: 060352

**N H Bhansali**
CEO –Finance, Strategy &
Business Development and CFO
FCA No: 055211

**Sandeep Kumar Sultania**
Company Secretary, Compliance Officer
& VP – Sales Commercial
ACS No: A13546

Kolkata
May 29, 2024

# Form No. AOC 1

Statement Containing salient features of the financial statement of Subsidiaries.

Pursuant first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules,2014

## Part A- Subsidiaries

₹ in Lacs

| 1 | Sl. No. | 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 |
|---|---|---|---|---|---|---|---|---|---|---|---|
| 2 | Name of the Subsidiary Company | Emami Bangladesh Limited | Emami Lanka (Pvt) Ltd | Emami International FZE | Emami Overseas FZE | Pharmaderm Company S.A.E | Emami Rus (LLC) | Creme 21 GMBH | Emami Personal Care Trading LLC | Brillare Science Private Limited | Helios Lifestyle private limited |
| 3 | Name of the Holding Company | Emami Limited | Emami Limited | Emami Limited | Emami International FZE | Emami Overseas FZE | Emami International FZE | Emami International FZE | Emami International FZE | Emami Limited | Emami Limited |
| 4 | % of shareholding of Holding company | 100% | 100% | 100% | 100% | 90.60% | 99.99% | 100.00% | 100.00% | 100.00% | 50.40% |
| 5 | Reporting period for the subsidiary concerned, if different from the holding company's reporting period | N.A | N.A | N.A | N.A | N.A | N.A | N.A | N.A | N.A | N.A |
| 6 | Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries | BDT INR 0.7571 per BDT | LKR INR 0.2774 per LKR | AED INR 22.7287 per AED | AED INR 22.7287 per AED | EGP INR 1.7632 per EGP | RUBLE INR 0.9004 per RUBLE | EURO INR 90.100 per EURO | AED INR 22.7287 per AED | INR | INR |
| 7 | Share capital | 27.82 | 4.78 | 18.98 | 3.08 | 168.46 | 2,005.66 | 20.01 | 61.35 | 923.49 | 26.93 |
| 8 | Reserves & Surplus | 9,328.33 | (486.01) | 1,727.60 | (502.18) | (1,667.27) | (1,272.47) | (7.56) | (1,229.93) | (547.37) | (330.23) |
| 9 | Total assets | 19,079.79 | 1,657.38 | 14,896.25 | 1,580.77 | 84.81 | 3,621.52 | 49.56 | 10,247.98 | 1,978.15 | 7,863.54 |
| 10 | Total Liabilities | 9,723.64 | 2,138.61 | 13,149.67 | 2,079.87 | 1,583.62 | 2,888.33 | 37.11 | 11,416.57 | 1,602.03 | 8,166.84 |
| 11 | Investments | - | - | - | - | - | - | - | - | 9.43 | - |
| 12 | Turnover | 17,422.59 | 1,563.13 | 20,769.89 | | - | 4,245.71 | 39.75 | 12,861.49 | 3,361.27 | 18,292.03 |
| 13 | Profit before taxation | 6,002.70 | (228.42) | 4,370.57 | (8.52) | (695.61) | (715.79) | (12.18) | (572.62) | (1,012.12) | 869.18 |
| 14 | Provision for taxation | 1,628.44 | (11.14) | - | - | - | (11.27) | (0.63) | - | 0.23 | (13.43) |
| 15 | Profit after taxation | 4,374.26 | (217.28) | 4,370.57 | (8.52) | (695.61) | (704.52) | (11.55) | (572.62) | (1,012.35) | 882.61 |
| 16 | Proposed Dividend | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |

Notes: Names of subsidiaries which are yet to commence operations- Emami Overses FZE , Pharmaderm Company S.A.E

**For and on behalf of the Board of Directors**

**R S Goenka**
Chairman
DIN: 00152880

**H V Agarwal**
Vice-Chairman &
Managing Director
DIN: 00150089

**Mohan Goenka**
Vice-Chairman &
Whole Time Director
DIN: 00150034

**N H Bhansali**
CEO –Finance, Strategy &
Business Development and CFO
FCA No: 055211

**Sandeep Kumar Sultania**
Company Secretary, Compliance Officer
& VP – Sales Commercial
ACS No: A13546

Kolkata
May 29, 2024

**Statement purusuant to Section 129(3) of the Companies Act , 2013 related to Associate Companies**

## Part B : Associates

₹ in Lacs

| | Name of Associate | Tru Native F&B Private Limited (Unaudited) | Cannis Lupus Services India Private Limited (Audited) | Axiom Ayurveda Private Limited (Audited) | Axiom Foods and Beverages Private Limited (Audited) | Axiom Packwell Private Limited (Audited) |
|---|---|---|---|---|---|---|
| 1 | Latest Balance Sheet Date | 31.03.2024 | 31.03.2024 | 31.03.2024 | 31.03.2024 | 31.03.2024 |
| 2 | Shares of Associate held by the Company on the year end | | | | | |
| | Number | 15,625 | 4,522 | 60,89,242 | 2,600 | 2,600 |
| | Amount of investment in Associate (₹ in lacs) | 950.00 | 280.00 | 10,955.62 | 0.26 | 0.26 |
| | Extent of Holding (%) | 20.65% | 30.00% | 26.00% | 26.00% | 26.00% |
| 3 | Description of how there is significant influence | Associate | Associate | Associate | Associate | Associate |
| 4 | Reason why the Associate is not consolidated | Consolidated | Consolidated | Consolidated | Consolidated | Consolidated |
| 5 | Net worth attributable to Shareholding (₹ in lacs) | 9.55 | 118.50 | | | |
| 6 | Profit/(Loss) for the year (₹ in lacs) | (550.15) | (429.02) | (416.76)* | | |
| | i. Considered in consolidation (₹ in lacs) | (113.60) | (128.71) | (108.36) | | |
| | i. Not Considered in consolidation (₹ in lacs) | (436.55) | (300.31) | (308.40) | | |

*Considered on the basis of consolidated financials of the said entity, which includes Axiom Foods and Beverages Private Limited and Axiom Packwell Private Limited.

**For and on behalf of the Board of Directors**

**R S Goenka**
Chairman
DIN: 00152880

**H V Agarwal**
Vice-Chairman &
Managing Director
DIN: 00150089

**Mohan Goenka**
Vice-Chairman &
Whole Time Director
DIN: 00150034

**N H Bhansali**
CEO –Finance, Strategy &
Business Development and CFO
FCA No: 055211

**Sandeep Kumar Sultania**
Company Secretary, Compliance Officer
& VP – Sales Commercial
ACS No: A13546

Kolkata
May 29, 2024

# Notes

# Vignettes from Emami's 50 Year Anniversary Conclave


Research, concept and design by TRISYS

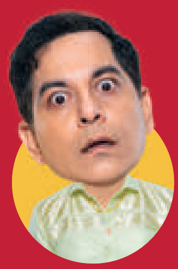
# Navratna

## AYURVEDIC OIL

## gives Relief from

**Headache**

**Tiredness**



**Tension**


An ayurvedic medicine