EMI
Electronics Mart India Limited

Built to Adapt. Ready to Scale.



Electronics Mart India Limited
Integrated Annual Report 2025-26

ELECTRONICS | KITCHENS | AUDIO | AUTOMATION

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AGM Notice

For more investor-related information, please visit

https://investors.electronicsmartindia.com/

Or scan the QR code below

Investor Information

Market Capitalisation as on 31st March 2026	₹3,389.60 Crores
CIN	L52605TG2018PLC126593
ISIN	INE02YR01019
BSE Code	543626
NSE Symbol	EMIL
AGM Date	25th September 2026 at 12:30 p.m. IST
AGM Venue	Virtual



Disclaimer

This document contains statements about expected future events and financials of Electronics Mart India Limited ('The Company'), which are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is significant risk that the assumptions, predictions and other forward-looking statements may not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as several factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the Management Discussion and Analysis section of this Integrated Annual Report.

Built to Adapt. Ready to Scale.

Retail is constantly changing. Consumer preferences shift, technology moves quickly and market conditions rarely stay predictable. At EMIL, we have built our business around the ability to respond to that change without compromising on execution discipline.

That adaptability shapes the choices we make every day, from where we open our next store and which partnerships we deepen, to how we manage operations and serve our customers. Each decision is made with one objective in mind: to build a stronger, more agile and more productive business.

That approach was put to test in 2025-26. Unseasonal weather, changing demand patterns and regulatory developments affected consumption across several product categories. Through these conditions, we stayed focused on what we could control.

We maintained inventory discipline, deployed capital carefully and worked to improve productivity across our retail network, ensuring that every investment strengthened the business for the long term.

At the same time, we continued to expand. We opened 29 new stores during the year, taking our network to 223 stores. Our cluster-led expansion strategy continued to support greater operating efficiency while helping us deepen our presence in the markets we serve.

As we look ahead, our ambition goes beyond adding scale. We are building an organisation capable of sustaining it, supported by trusted relationships, technology-led operations and a customer-first approach: one that can adapt as markets evolve, capture new opportunities and grow profitably over time.



ABOUT EMIL

Rooted in Retail. Built for Growth.

Electronics Mart India Limited ('EMIL', 'The Company', or 'We') has spent over four decades becoming one of India's leading multi-brand retailers of consumer durables, electronics and home appliances. Our growth has followed a clear discipline, a customer-first approach paired with a cluster-based expansion strategy, and it shows in a retail network built as much on local market understanding as on scale.

Our retail footprint runs across multi-brand outlets (MBOs), Bajaj Electronics in the Southern Cluster and Electronics Mart in the Delhi-NCR Cluster, together with exclusive brand outlets (EBOs) built through partnerships with leading brands. This growth reflects our ability to adapt to changing customer preferences without losing sight of the business fundamentals.

We have also diversified beyond the core retail network into specialised formats, such as Kitchen Stories, Easy Kitchens, Audio & Beyond and The Charcoal Project (TCP), built for the growing demand in premium home, lifestyle and integrated living. This year, we expanded our footprint further while sharpening focus on the core multi-brand business, backed by continued premiumisation across categories, disciplined capital allocation and technology-enabled operations.

4th Largest
Consumer Durables and Electronics Retailer in India

Largest Retailer in South India
(in Terms of Revenue) with a Stronghold in Telangana and Andhra Pradesh

95 Cities Across 6 States
Presence

100+
Brands

8,000+ SKUs
Across Product Categories

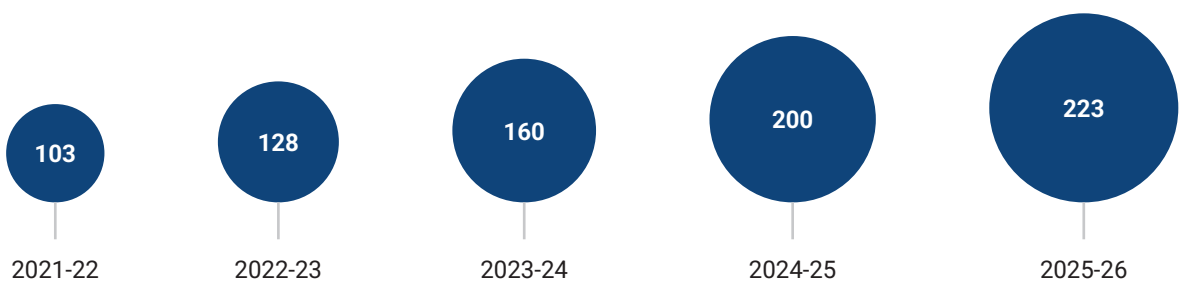
5.3%
Same-Store Sales Growth

₹71,832.62 Million
Revenue for 2025-26

3,000+
No. of Employees

Mobiles, Large and Small Appliances, IT
and Others

Retail Store Count



Vision

- To achieve the milestone of happy customers with every purchase.
- To fulfil every customer's requirement with the best range of home appliances from world-renowned brands.

Mission

To provide the best technology for every household in the country and deliver wide range of durable products at affordable prices

Values

Quality First

Everyone has aspirations of having a home with luxury electronic brands and a comfortable home. We aim to serve our customers with top-notch quality brands yet maintain the customer and pocket-friendly prices. Quality is a need in itself and we have proven to cater to our customers' satisfaction and continue to do so.

Stay Updated about Electronics Trends

A new day is a new introduction to a new trend. As a team, we work towards learning about the electronic trends in and around the globe to provide our audience with worldly home appliances and gadgets in time. The need to stay updated applies to us because our main priority is meeting our customers' necessities.

Loyalty is a Priority

We, as a team, promise to provide the top and most reliable products and services to our customers. We wish to keep the consistency of bringing a smile to each of our customers' faces with our successful attempts at being trustworthy.

Best Service

We aspire to build a bond with our customers. To be at our audience's service at any time of the day and guide them with any help regarding technology and electrical appliances is our number one priority.



PRODUCT AND BRAND ECOSYSTEM

Expanding Choice. Serving Every Need.

Consumer electronics, home appliances and technology solutions sit at the centre of how people live today, and our portfolio is built around that reality. We bring this to customers through a strong mix of retail brands and partnerships with leading global and domestic manufacturers, backed by product depth, in-store expertise and a shopping experience that holds together across every touchpoint.

Meeting Every Lifestyle Need



Air Conditioners



Mobile Phones



Laptop and IT Products



LEDs/Panels



Washing Machine



Refrigerators



Coolers

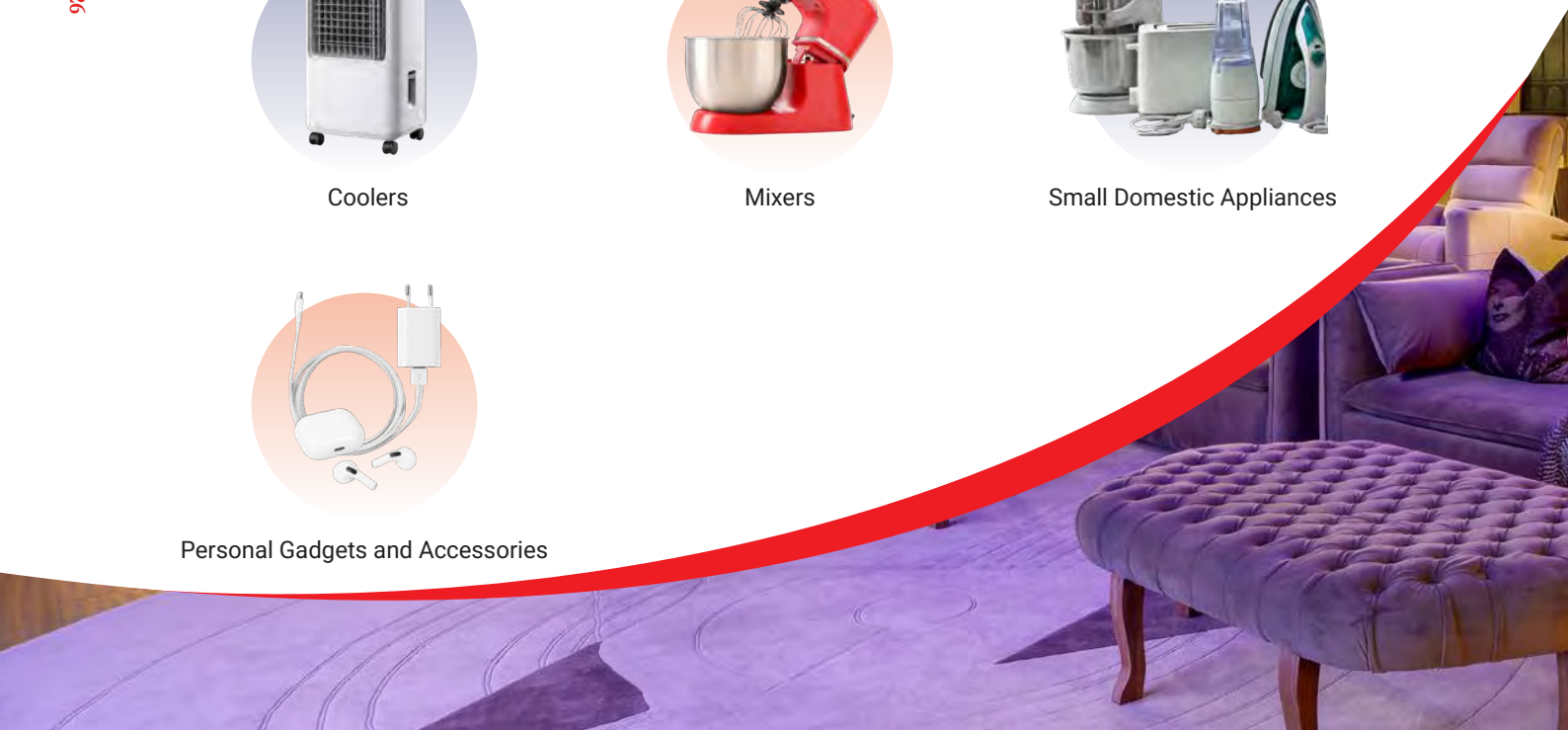


Mixers



Small Domestic Appliances

Personal Gadgets and Accessories



Our Differentiators

- Competitive price
- Top brands
- Wide range of products
- Easy finance options
- Extended warranty options

From Everyday Essentials to Premium Living

- 98-Inch LED
- Built-in Kitchens/ Appliances
- VRV/VRF System (Centralised)
- Smartphones
- High-end Home Audio/Cinema
- Home Automation and Security Systems
- Luxury Interiors and Furniture



Segment Highlights

Mobiles

Categories

- Phones
- Fitness Tracker
- Tablets

Leading Brands

Apple, OPPO, vivo, OnePlus, Mi, Samsung

Large Appliances

Categories

- LED
- Washing Machine
- Air Conditioner
- Refrigerator

Leading Brands

LG, Samsung, Sony, Lloyd, Haier, Whirlpool, Bosch

Small Appliances, IT, and Others

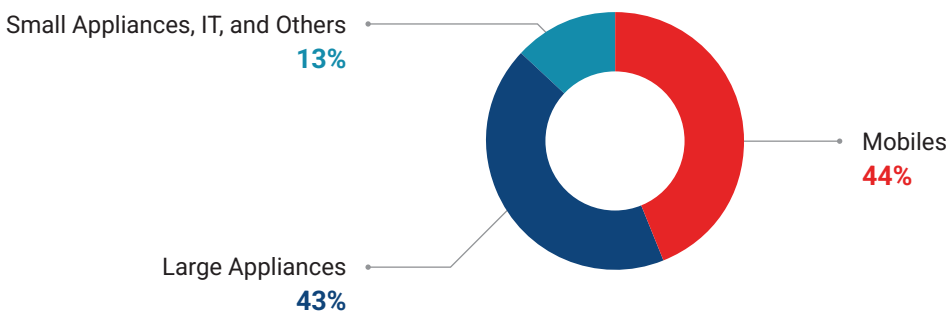
Categories

- Laptop
- Printer
- Geyser
- Others

Leading Brands

Dell, Havells, orient electric, hp, dyson, Lenovo

Sales Mix



Bajaj Electronics

Bajaj Electronics, our flagship retail brand, is one of South India's most trusted destinations for consumer electronics, home appliances and technology solutions. We bring together 100+ leading global brands under one roof, offering a comprehensive portfolio of products across categories that lets customers make informed choices on quality, variety and convenience.

What sets Bajaj Electronics apart is how we put customers first, through knowledgeable product guidance, flexible financing, digital engagement and after-sales support that customers can rely on. We keep investing in the in-store experience and staying open to new ideas, because that is what it takes to lead organised electronics retail in the region.

Why Customers Choose Bajaj Electronics





Brands

Bringing the Best of Technology Under One Roof!

https://www.bajajelectronics.com

Kitchen Stories

Kitchen Stories is our premium retail format for luxury built-in kitchen appliances and modular kitchen solutions. The showroom brings together 100+ luxury built-in appliances from 15+ globally renowned brands, built around one idea, that design, innovation and functionality belong in the same space, not traded off against each other.

One relationship stands out here: our partnership with Häcker Kitchens, the renowned German Kitchen Solutions.

Company celebrated for over a century of craftsmanship and engineering excellence. Alongside leading global brands such as Bora, Asko, Bosch, Miele, Siemens, Liebherr, De'Longhi, Kenwood and Thermomix, Kitchen Stories brings together solutions that turn kitchens into spaces that are both elegant and genuinely high-performing.

More Than a Showroom

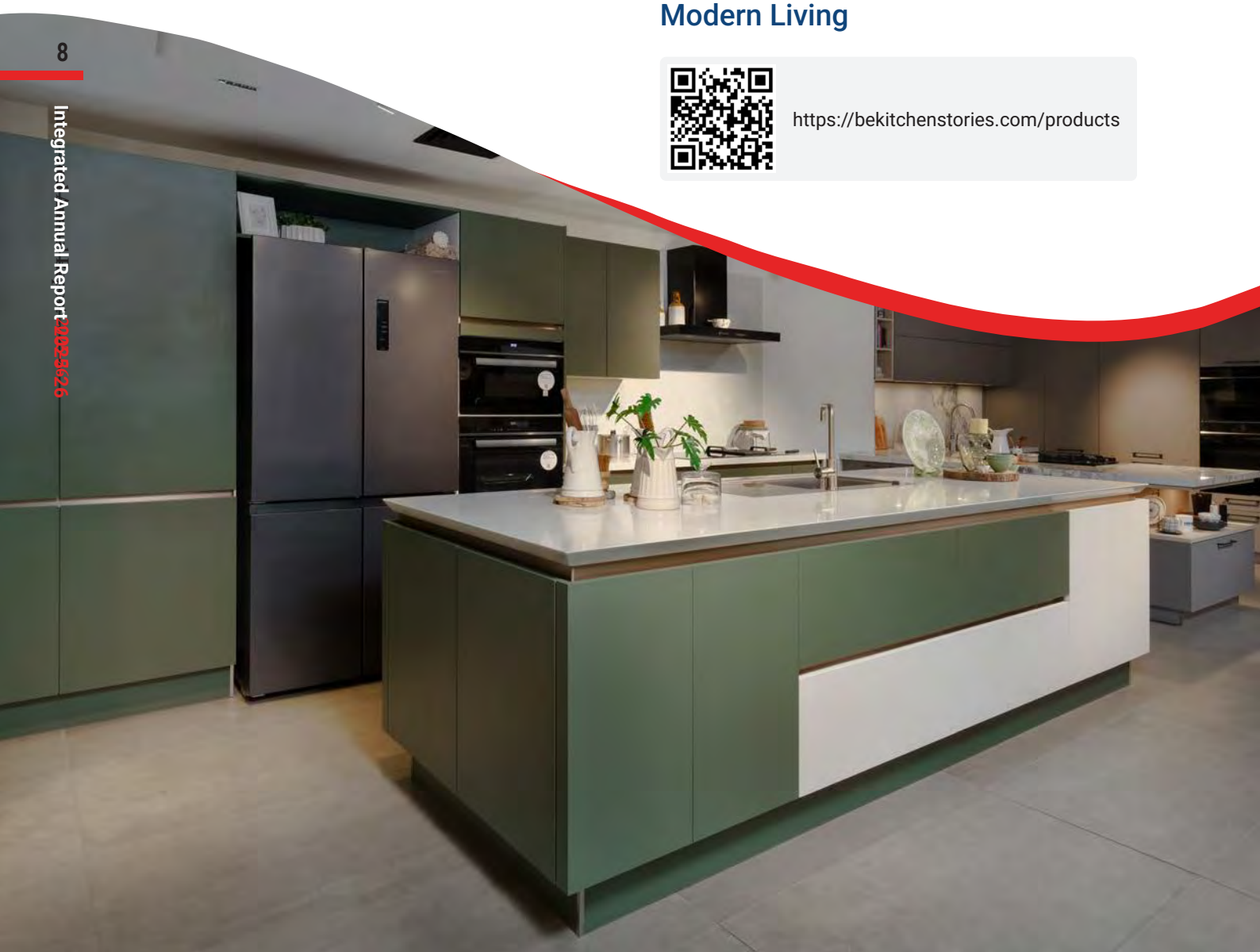
A destination where luxury, innovation and timeless craftsmanship come together to inspire exceptional kitchen experiences.

15+

Globally Renowned Brands

Luxury Kitchen Solutions Crafted for Modern Living

https://bekitchenstories.com/products



Audio & Beyond

Audio & Beyond is EMIL's premium lifestyle and smart home solutions brand, built to answer a simple shift: homes now expect entertainment, automation and connectivity to work together, not sit as separate systems. Backed by Bajaj Electronics, the brand offers customers access to world-class technologies across audio, video, automation and security.

50+

Globally Renowned Brands

Our Offerings

- Audio and Video Solutions
- Home Automation
- Whole Home Networking
- Security
- Home Theatre Solutions
- Conference Room Solutions



From dedicated home theatres, premium audio systems and multi-room music solutions to customised home automation, video surveillance and conference room solutions, Audio & Beyond tailors each solution to the space it goes into. We back this with expert consultation, custom design, professional installation and responsive after-sales support because the technology only delivers if it is set up and supported right.

Vision

Our focus is on creating experiences!

Audio & Beyond has an innovative spirit to ensure that smart homes can create the best experiences when powered with the latest technology. Making this technology accessible is what Audio & Beyond aims to achieve!

Mission

Connecting homes with smart technology and state-of-the-art products to deliver user experiences that are future-friendly and educational. Smart homes are not the future; they are the present!

Values

Transparency at every step of the way and ensuring that it's a collaborative experience is what we prioritise. Bringing reliable solutions to our clients and integrating globally renowned brands into our solutions ensures that we deliver unparalleled user experience and top-notch quality.

Experience Intelligent Living. Scan Below!

https://www.audioandbeyond.in/rooms

Easy Kitchens

Easy Kitchens is EMIL's modular kitchen solutions brand, designing kitchens that work as well as they look, without the hassle customers usually associate with a renovation. Focused on making modern kitchens more accessible, the brand delivers end-to-end solutions tailored to individual lifestyles through innovative designs, quality materials, premium finishes and integrated appliances.

From concept to completion, Easy Kitchens partners with customers at every stage, from design consultation and planning to manufacturing and installation. Its experiential showrooms let customers see the full kitchen before committing to it, so the final space delivers on style, efficiency and value.

From Vision to Reality: Our Process

- Design Consultation and Quotations
- On-site Measurements
- Design and Price Finalisation
- Kitchen Manufacturing
- Professional Installation (within 3-4 days)

3

Exclusive Showrooms in Hyderabad

Also available at

4

Bajaj Electronics Showrooms

Discover Your Perfect Kitchen Solution. Scan Below!

https://easykitchens.co.in/



The Charcoal Project

Established in collaboration with The Charcoal Project (TCP), a luxury interior and furniture brand founded by Sussanne Khan, this premium retail format is our entry into luxury home interiors and lifestyle. It brings together our expertise in premium home solutions with TCP's design philosophy, giving customers a curated destination for bespoke furniture, luxury décor and thoughtfully designed living spaces.

The Hyderabad flagship gallery, inaugurated in February 2025, showcases an exclusive collection of luxury furniture, lighting, décor and lifestyle concepts. The space also features an exclusive floor dedicated to Gauri Khan Designs, with its own set of signature interior concepts. Through this collaboration, we strengthen our presence in the premium home segment, complementing our offerings across luxury kitchens, smart home automation and integrated lifestyle solutions.

A Destination for Inspired Living

Curating bespoke interiors, luxury furnishings and timeless design experiences for discerning homeowners.

Where Timeless Design Meets Contemporary Luxury. Scan to Know More!

https://thecharcoalproject.com



OUR JOURNEY

Built Over Decades. Ready for More.

1980

Opened the first Bajaj Electronics store at Lakdi-ka-Pul, Hyderabad

2014

Crossed ₹5,000 Million in net sales

2017

- Expanded into e-commerce through partnerships with Amazon and Flipkart
- Opened the first iQ store, an authorised Apple reseller, in Hyderabad

2018

- Opened the 50th store in Hyderabad
- Crossed ₹20,000 Million in net sales
- Transitioned from a partnership firm to a public limited company as Electronics Mart India Limited

2020

- Crossed ₹30,000 Million in net sales
- Launched Kitchen Stories in Hyderabad, introducing a premium range of luxury built-in kitchen appliances

2025

- Opened 44 new stores, taking the retail network beyond 200 stores
- Crossed ₹65,000 Million in net sales
- Fully utilised the ₹5,000 Million IPO proceeds
- Partnered with TCP, strengthening the Company's presence in the luxury home interiors segment

2026

- Expanded the retail network to 223 stores across key markets
- Crossed ₹71,832 Million in total revenue
- The NCR cluster turned EBITDA positive

2024

- Opened 33 new stores
- Crossed ₹60,000 Million in total revenue

2023

- Achieved ₹50,000 Million in net sales
- Installed rooftop solar panels across stores, reinforcing the Company's commitment to renewable energy
- Expanded Kitchen Stories into Kerala

2022

- Successfully raised ₹5,000 Million through the Initial Public Offering (IPO) and listed on the BSE and NSE
- Expanded into the Delhi-NCR market with 12 Electronics Mart stores
- Opened the first Easy Kitchens store in Hyderabad, offering modular kitchen solutions with integrated appliances
- Launched Audio & Beyond, specialising in premium audio, home automation, video and security solutions

OUR RETAIL FOOTPRINT AND MARKET PRESENCE

Building Network. Expanding Presence.

We have built one of India's leading consumer electronics retail networks on a simple discipline: go deeper in the markets we know before we go wider into new ones. That cluster-led approach shapes every expansion decision we make, strengthening our hold on existing markets while we selectively enter high-potential regions, so accessibility improves, operations run more efficiently and the retail platform stays built for sustainable growth.

Focus Areas

- Cluster-led Expansion
- Market Penetration
- Retail Network Optimisation
- Scalable Infrastructure

223
Retail Stores

29
New Stores Added in 2025-26

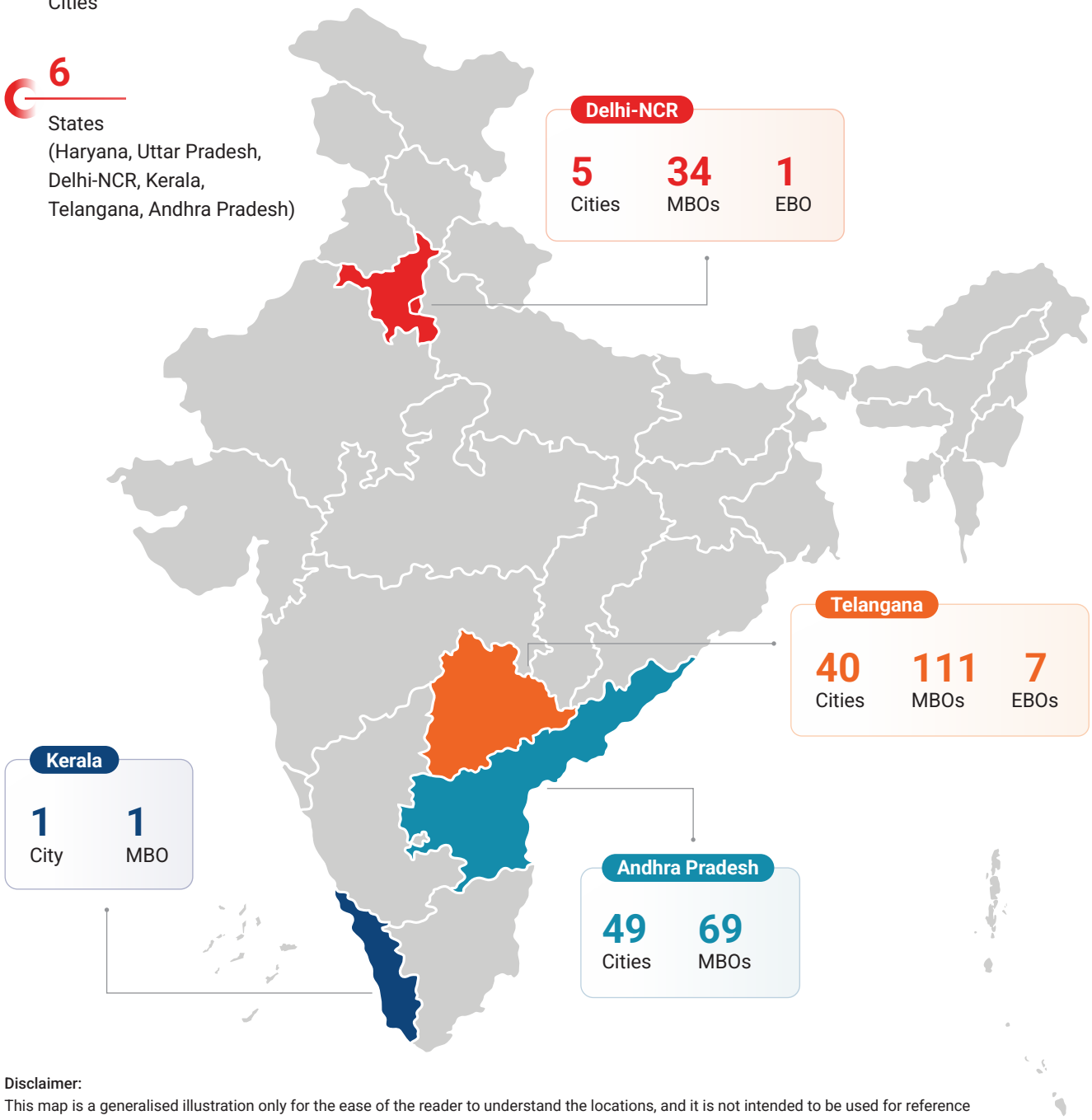
₹1,470.21 Million
Capex Allocated towards Physical Capital Expansion in 2025-26



Nation-wide Presence

95
Cities

6
States
(Haryana, Uttar Pradesh, Delhi-NCR, Kerala, Telangana, Andhra Pradesh)



Disclaimer:
This map is a generalised illustration only for the ease of the reader to understand the locations, and it is not intended to be used for reference purposes. The representation of political boundaries and the names of geographical features/states do not necessarily reflect the actual position. The Company or any of its directors, officers or employees, cannot be held responsible for any misuse or misinterpretation of any information or design thereof. The Company does not warrant or represent any kind of connection to its accuracy or completeness.

Depth and Maturity of the Store Network

Our retail network works on two speeds at once. Mature stores keep delivering stable revenues, strong customer loyalty and improving profitability, built on years of local presence and relationships. Newer stores, opened in carefully selected markets, are extending our reach and building that same regional presence from scratch.

What holds both together is the same discipline everywhere, efficient supply chain and logistics, tight inventory planning and a real read on what local consumers want, which is what allows us to run efficiently today while building the foundation to keep growing.

Growth of Mature Stores vs. Newer Stores

Metrics	Mature Store Stores >4 Years Old	Non-Mature Store Stores <4 Years Old (Average Store Age of 1.9 Years)
Number of Stores	83 Stores	140 Stores
Total Revenue from Sales of Products - Retail	₹4,744 Crores	₹2,134 Crores
Total EBITDA	₹345 Crores	₹66 Crores
EBITDA Margin (%)	7.3	3.1

Ownership and Lease Model

EMIL follows a balanced ownership model comprising leased and owned stores, which gives us room to move fast on expansion without over-committing capital to any one location.

189 Leased

20 Owned

14 POPL



Multi-Format Retail Presence

Multi-Brand Outlets

MBOs form the backbone of EMIL's retail network, offering an extensive portfolio of consumer electronics, home appliances and digital products from leading global and domestic brands under one roof. They are built to serve a wide range of customer needs at once, backed by a growing product range, expert assistance and pricing that holds its value.

Exclusive Brand Outlets

EBOs work differently, dedicated spaces built around a single brand, showcasing what that brand can do on its own terms. Designed in collaboration with leading technology brands, these stores use interactive displays and modern retail concepts that pull customers in and give each brand real visibility and discovery.

215
MBOs

9,090 sq. ft. Per Store
Average Store Area of MBOs

8
EBOs

3,600 sq. ft. Per Store
Average Store Area of EBOs

1.94+ Million sq. ft.
Total Retail Business Area

Sharpening the Multi-Brand Retail Focus

As part of our evolving growth strategy, we divested our proprietary **iQ** retail format during the year to further strengthen the focus on the core multi-brand retail business. The move gives us more room to move quickly, allocate resources where they matter most, and scale the multi-brand business with fewer distractions. By concentrating on our core retail strengths, EMIL continues to deepen customer choice through an extensive portfolio of leading brands under one integrated platform.



Warehousing Network

EMIL's strategically located warehousing infrastructure supports efficient inventory management, timely product replenishment and seamless distribution across our expanding retail network, strengthening supply chain responsiveness and customer service.

14
Warehouses

CHAIRMAN AND MD'S MESSAGE

Strengthening the Core. Scaling Ahead.



Dear Shareholders,

The Indian economy continues to demonstrate remarkable resilience despite global uncertainties, geopolitical developments and inflationary pressures. Strong domestic consumption, increasing urbanisation, rising disposable incomes and rapid digital adoption continue to strengthen India's long-term growth trajectory. Consumer durables and electronics retail remain one of the most exciting sectors of the economy, supported by favourable demographics, premiumisation, easy financing options and growing aspirations of Indian consumers.

At Electronics Mart India Limited, we view these structural changes not merely as market trends but as long-term opportunities to create enduring value. Our focus has always been on understanding evolving consumer aspirations, strengthening customer relationships and expanding responsibly while maintaining financial discipline. The performance delivered during 2025-26 reflects the strength of this approach.

Market Outlook and Growth Opportunities

India is emerging as one of the world's fastest-growing consumer markets. The organised electronics retail sector continues to gain market share as customers increasingly prefer trusted retailers offering a superior buying experience, wider product assortment, attractive financing options and reliable after-sales support.

Government initiatives promoting manufacturing, digital infrastructure, retail formalisation, and increasing disposable incomes are expected to accelerate demand across consumer electronics, large appliances, mobility and information technology products.

At the same time, rapid technological innovation, including Artificial Intelligence-enabled devices, connected homes, premium appliances and next-generation smartphones, is reshaping consumer purchasing behaviour. These structural drivers provide significant headroom for organised retailers like EMIL to continue expanding our market presence.

Evolving Consumer Trends and Market Dynamics

Today's consumer is more informed, digitally connected and quality-conscious than ever before. Purchase decisions are increasingly influenced by technology, convenience, product experience and service reliability rather than price alone.

Premiumisation continues to be a defining trend across multiple categories. Consumers are upgrading faster, replacing products more frequently and adopting smart connected ecosystems across their homes. Categories such as premium televisions, smartphones, laptops, smart home devices, kitchen appliances and energy-efficient products continue to witness robust demand. Our investments in store experience, customer engagement, supply chain capabilities and digital enablement position us well to capitalise on these evolving market dynamics.

Our Growth Strategy

Our strategy remains consistent, scalable and disciplined. We continue to strengthen our leadership position in our core markets while selectively expanding into high-potential geographies. During 2025-26, we continued to enhance our retail footprint across Telangana, Andhra Pradesh and Delhi-NCR, while entering new catchment areas with attractive long-term growth potential.

Our expansion philosophy centres on profitable growth rather than growth at any cost. Every new store is backed by detailed market analysis, disciplined capital allocation and a strong focus on achieving sustainable profitability.

Alongside physical expansion, we continue investing in technology, supply chain optimisation, inventory management and customer engagement platforms. These initiatives enable us to improve operational efficiency, reduce working capital requirements and enhance the overall customer experience.

Our partnerships with leading global and domestic brands continue to strengthen our product portfolio and reinforce our positioning as one of India's preferred destinations for consumer electronics and appliances.

Financial Performance

Despite a challenging operating environment during the first half of the year, EMIL delivered another year of resilient performance.

For 2025-26, Revenue from Operations increased to ₹**71,832.62 Million**, representing a growth of **6.71%** over the previous year. Gross Profit stood at ₹**10,371 Million**, while EBITDA stood at ₹**4,382.74 Million**, reflecting continued operational discipline and cost optimisation initiatives. During the year, Same Store Sales Growth remained positive, demonstrating the strength of our existing retail network and customer loyalty.

Our balanced product portfolio, disciplined inventory management, strong vendor relationships and prudent capital allocation enabled us to navigate changing market conditions while maintaining profitability and a healthy balance sheet.

These results reaffirm the resilience of our business model and our ability to deliver consistent value creation across business cycles.

Sustainability in Focus

Sustainability is becoming an integral part of our business philosophy rather than a standalone initiative.

We remain committed to building a responsible organisation that balances economic growth with environmental stewardship and social responsibility.

During the year, we continued to strengthen our ESG framework through increased adoption of renewable energy, improved energy efficiency across operations, responsible sourcing practices, enhanced governance standards and employee well-being initiatives. We also remain committed to maintaining the highest standards of ethics, transparency and corporate governance across every aspect of our business.

At EMIL, sustainability is integrated into our operational strategy through initiatives that reduce our environmental footprint while delivering measurable cost efficiencies. During 2025-26, we continued to strengthen our renewable energy portfolio by expanding rooftop solar installations across key store locations and leveraging advanced energy optimisation technologies.

Our solar power installations at six operational locations, with a cumulative installed capacity of 187 kW, generated over 1.70 Lac units of clean electricity during the year, significantly reducing dependence on conventional grid power. These installations contributed meaningful savings in electricity costs while supporting our commitment to lower carbon emissions.

Complementing our renewable energy initiatives, we have also deployed Power Sense, an intelligent energy management solution, across multiple stores. The technology continuously monitors and optimises electricity consumption by identifying inefficiencies and enabling better energy utilisation without compromising customer comfort or operational performance.

As we continue to expand our retail footprint, we remain committed to integrating renewable energy solutions and smart energy management systems into new and existing stores. These initiatives not only enhance operational efficiency and reduce energy costs but also reinforce our long-term commitment to responsible business practices and environmental stewardship.

Our Future Priorities

Looking ahead, our priorities are clear.

We will continue expanding our retail network in strategically selected markets while deepening our presence in existing geographies.

Our investments will focus on enhancing customer experience, accelerating digital capabilities, strengthening supply chain infrastructure, improving inventory productivity and leveraging technology to drive operational excellence.

We also see significant opportunities in premiumisation, mobility, information technology products, smart home solutions and value-added services. By combining strong execution with disciplined capital allocation, we remain confident of sustaining profitable growth over the long term.

Most importantly, we will continue nurturing a culture built on integrity, customer centricity, innovation and operational excellence.

Closing Note

The progress we have achieved during 2025-26 would not have been possible without the unwavering support of our customers, shareholders, employees, business partners and the communities we serve.

On behalf of the Board of Directors, I extend my sincere gratitude to every stakeholder for the trust and confidence you continue to place in the Company.

As India enters an exciting phase of economic transformation, we are confident that EMIL is well positioned to capture the opportunities ahead. With a strong foundation, disciplined execution and an unwavering commitment to excellence, we remain focused on creating sustainable long-term value for all our stakeholders.

Thank you for your continued trust and partnership.

With best wishes,
Mr Pavan Kumar Bajaj
Chairman and Managing Director

BUSINESS MODEL

A Model that Adapts. A Platform that Scales.

Inputs

Financial Capital

A strong financial foundation enables EMIL to invest in growth, navigate economic cycles and create long-term value through prudent capital management.

Net Worth: **₹16,263 Million**

Net Debt: **₹841.38 Million**

Total Assets: **₹37,954.75 Million**

Capital Employed: **₹25,174.24 Million**

Physical Capital

Our retail stores, warehouses and logistics infrastructure provide the operational backbone for delivering consistent customer experiences and supporting scalable growth.

Warehouses: **14**

States: **6**

Operational Area: **1.94+ Million sq. ft.**

Intellectual Capital

Our portfolio of brands, trademarks and intellectual assets strengthens market recognition, supports business expansion and reinforces customer trust.

Trademarks:
EMI-Electronics Mart India Limited, Kitchen Stories, Audio & Beyond, Bajaj Electronics, Easy Kitchens, EMIL

Natural Capital

Responsible resource utilisation supports efficient operations while reducing environmental impact and strengthening long-term sustainability.

Green Energy Utilised: **4,71,851 kWh**

Human Capital

Our employees drive business success through their expertise, commitment and customer-first approach.

We continue to invest in learning, well-being and an inclusive workplace to build a future-ready workforce.

Total Employees: **3,000+**

Average Training Hours: **1 hour**

Investment in Learning, Development and Safety: **₹0.457 Million**

Social and Relationship Capital

Strong relationships with customers, suppliers, communities and other stakeholders enable EMIL to create lasting value while contributing to inclusive growth.

CSR Spend: **₹42.23 Million**

Value Creation Drivers

Strategies

Expanding reach across select geographies and deepening our footprint in existing markets

Maintaining and forging new relationships with leading brands

Enabling technology-led effective inventory management and a lean operating structure

Growing sales volumes for a continued focus on customer satisfaction

Undertaking continuous training of workforce

Value Chain	Business Outcomes	SDGs	Stakeholders Impacted
Planning Sourcing	Revenue: ₹71,832.62 Million EBITDA Margin: 6.10% Net Debt/Equity: 1.22		Investors Government Regulators Lenders
Vendor Management Distribution and Logistics	Stores Added: 29 MBOs: 215 EBOs: 8 Growth in Number of Bills: 10.4%		Customers Suppliers Investors
Marketing and Sales Quality Control	SKUs: 8,000+ Internationally Registered Trademarks under WIPO Madrid Protocol: 2 Registered Trademarks across Classes: 31		Customers Employees Vendors
Pilferage Control Replacement and Replenishment	Grid Electricity Avoided (last 5 years): 4,71,851 kWh		Communities Government Regulators Customers
	Wellness Programme Employees Trained: 3,341 Diverse and Inclusive Work Culture Zero Fatalities		Employees Customers Investors
	People Benefitted through Campaigns: 3,341 Pan-India Distributors/Dealers: 400+ Partner Brands: 100+		Communities Customers Suppliers Government Regulators

OUR INTEGRATED VALUE CHAIN

One Connected Chain. Stronger Execution.

At EMIL, value creation is powered by an integrated retail operation that connects planning, sourcing, supply chain operations, retail execution and after-sales support. Each stage feeds the next, which is what keeps products available, operations efficient and the customer experience consistent, and it is what allows us to scale without straining the operating model.

Strategic Planning and Demand Forecasting

Our planning process is driven by customer demand trends, seasonal buying patterns, product launches and market intelligence. Continuous monitoring lets us forecast demand accurately, plan inventory to match and keep products on shelves across the network.

Strategic Brand Partnerships

Long-standing partnerships with leading consumer electronics and home appliance brands enable us to offer customers a wide portfolio of trusted products. These relationships strengthen product availability, support competitive pricing and give customers a reason to trust what they buy from us.

Intelligent Inventory Management

Our warehousing infrastructure supports the efficient storage, movement and replenishment of products across our retail network. Robust inventory management practices help optimise stock levels, minimise inventory ageing and improve product availability.

Distribution and Logistics Excellence

An efficient distribution network enables the smooth movement of products from warehouses to stores and directly to customers where required. Better inventory visibility and streamlined logistics support timely deliveries across our markets.

Strengthening Operational Excellence

We continuously improve our operations through technology adoption, process improvements and employee capability development. Using data-driven insights and proven operational practices, we improve productivity, elevate service standards and strengthen business performance.

After-Sales Support and Lifecycle Management

Our relationship with customers extends beyond the point of purchase. We coordinate closely with brand-authorised service networks for installation support, warranty claims, product servicing and grievance resolution, strengthening customer satisfaction and long-term trust.

Safeguarding Quality and Assets

Process-driven operational controls and asset protection measures help safeguard inventory, minimise losses and maintain product quality across the value chain. Continuous monitoring reinforces operational discipline and business efficiency.

Creating Engaging Retail Experiences

Our stores serve as the primary touchpoint for customer engagement. Through a diverse product portfolio, knowledgeable sales teams, attractive product displays, financing solutions and personalised assistance, we deliver a shopping experience that holds together and sets us apart.

KEY STRATEGIES

Strengthening Fundamentals. Advancing Growth.

Our growth strategy rests on three things, running operations well, allocating capital with discipline and staying close enough to customers to know what they want next. Each priority does double duty, strengthening the retail platform we have today while building the resilience to absorb whatever the market throws at us tomorrow.

01

Strengthening Cash Flows through Inventory Optimisation

Strategic Intent

Optimise working capital by strengthening inventory planning, improving stock visibility and enhancing supply chain efficiency.

Key Actions

- Expanded the warehousing network through strategically located central warehouses serving key markets
- Established regional storage facilities to support nearby stores and retail clusters
- Improved inventory visibility through technology-enabled monitoring and tracking systems
- Optimised stock allocation and replenishment based on demand patterns
- Reduced inventory ageing and stock duplication across locations
- Improved inventory turnover while maintaining lean stock levels

Business Impact

- Improved cash flow generation
- Lower inventory carrying costs
- Better working capital utilisation
- Faster replenishment and improved supply chain responsiveness

02

Expanding Presence across Existing and New Growth Clusters

Strategic Intent

Drive sustainable growth by deepening market penetration in existing clusters while selectively expanding into high-potential geographies.

Key Actions

- Strengthened brand visibility and customer engagement across the Delhi-NCR market
- Enhanced operational capabilities and supply chain infrastructure supporting Delhi-NCR operations
- Improved store productivity across Telangana and Andhra Pradesh
- Increased market penetration within established operating clusters
- Evaluated expansion opportunities across emerging growth markets
- Continued assessing opportunities for entry into Eastern India

Business Impact

- Higher market penetration
- Improved store productivity
- Expanded customer reach
- Scalable and sustainable growth platform

03

Harnessing Operating Leverage to Drive Profit Growth

Strategic Intent

Improve profitability by drawing on scale, operational efficiencies and technology-led process optimisation.

Key Actions

- Leveraged investments across warehousing, logistics and technology platforms
- Increased utilisation of existing retail and distribution infrastructure
- Streamlined business processes through automation and digitalisation
- Improved productivity across stores and backend operations
- Strengthened cost management initiatives across the value chain

Business Impact

- Improved operating efficiencies
- Stronger profitability and margins
- Better cost absorption
- Stronger earnings quality

04

Strengthening Strategic Brand Partnerships

Strategic Intent

Deepen relationships with leading global and domestic brands to widen product offerings and strengthen market competitiveness

Key Actions

- Expanded partnerships with existing national and international brands
- Strengthened collaborations across premium appliances, luxury kitchens, smart home solutions and lifestyle categories
- Secured access to new product launches and emerging technologies
- Collaborated on promotional campaigns and customer engagement initiatives
- Broadened the product portfolio across multiple customer segments and price points

Business Impact

- Wider product portfolio
- Stronger brand positioning
- Greater customer choice
- Higher sales opportunities

05

Delivering a Differentiated In-Store Experience

Strategic Intent

Create immersive retail experiences that strengthen customer engagement and drive conversion.

Key Actions

- Upgraded store layouts and visual merchandising standards
- Expanded experiential zones for premium and specialised categories
- Strengthened customer engagement through trained sales personnel and product demonstrations
- Offered flexible financing solutions and value-added services
- Continued focus on efficient delivery and after-sales support
- Leveraged specialised retail formats including Kitchen Stories, Easy Kitchens, Audio & Beyond and TCP to deliver differentiated lifestyle experiences

Business Impact

- Higher customer satisfaction and loyalty
- Increased customer engagement and conversion
- Enhanced brand perception
- Stronger long-term customer relationships

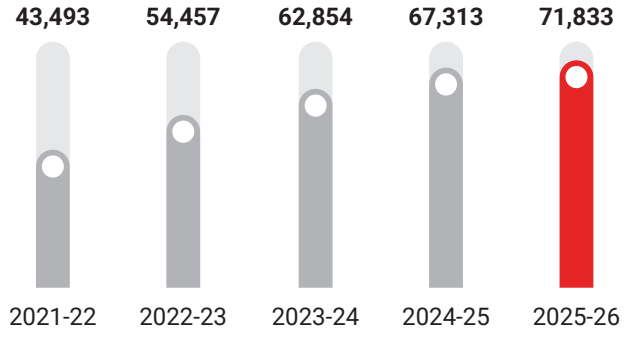
Strengthening Today. Investing for Tomorrow.

Capital discipline is what lets us grow without putting the balance sheet under strain. We allocate carefully, invest where the returns are clearest and hold the financial governance tight, which keeps the foundation strong enough to fund expansion today and still leave room for the opportunities we have not seen yet.

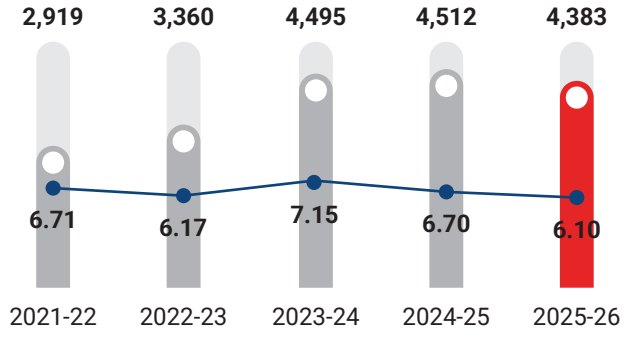
Focus Areas

- Capital Structure Optimisation
- Cost-effective Funding
- Revenue Growth and Profitability
- Strategic Capital Allocation
- Liquidity and Solvency Management
- Financial Risk Management
- Financial Compliance and Governance

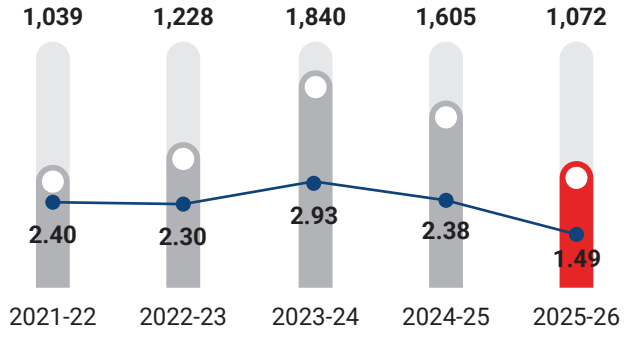
Revenue (₹ in Million)



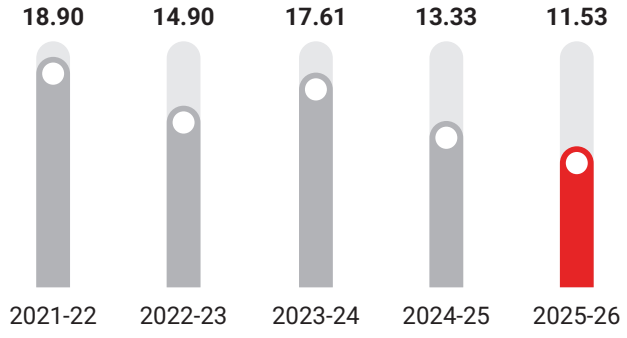
EBITDA (₹ in Million) **& EBITDA Margin** (%)



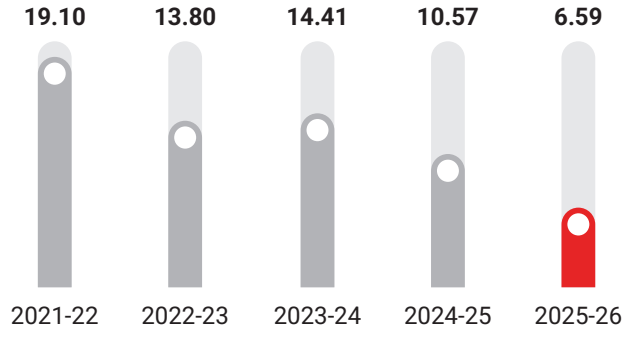
PAT (₹ in Million) & **PAT Margin** (%)



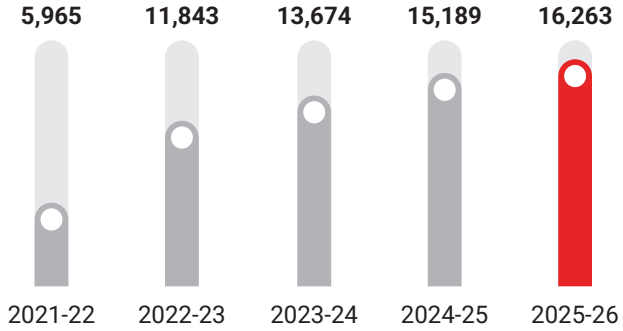
RoCE (in %)



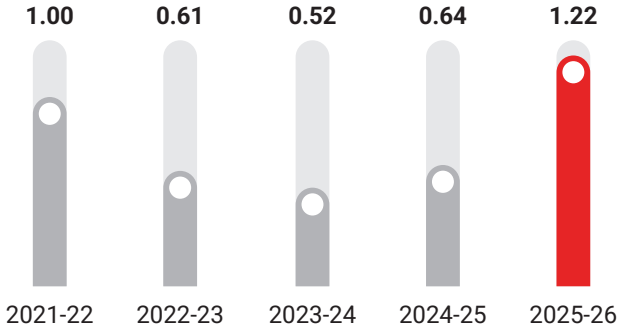
RoE (in %)



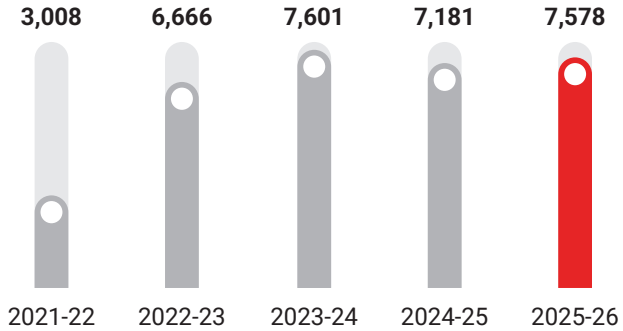
Net Worth (₹ in Million)



Debt-to-Equity Ratio

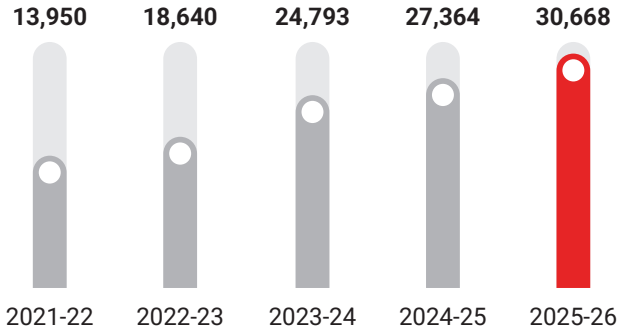


Working Capital (₹ in Million)

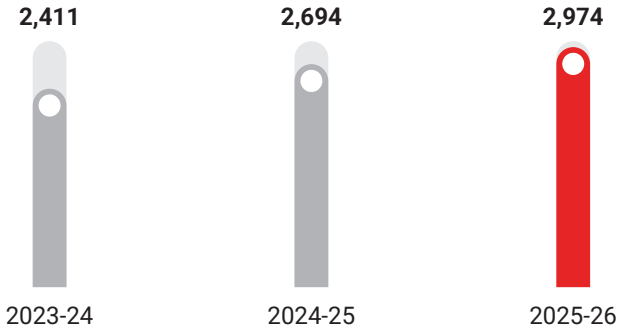


Diversified Product Profile - Revenue Break-Up (₹ in Million)

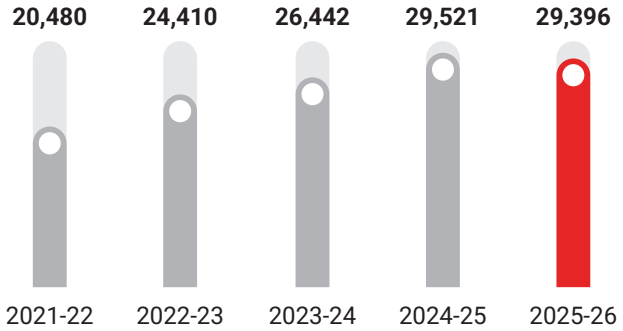
Mobiles



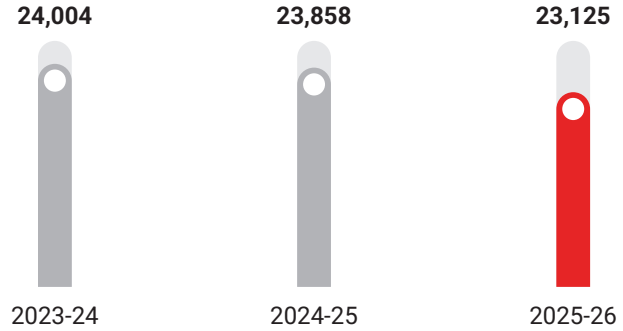
Bill Cuts (in '000)



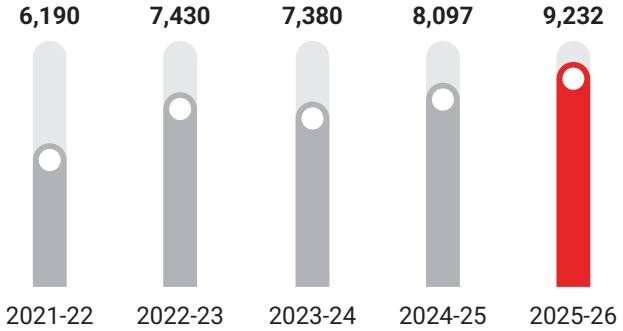
Large Appliances



Average Ticket Size (₹)



Small Appliances, IT, and Others

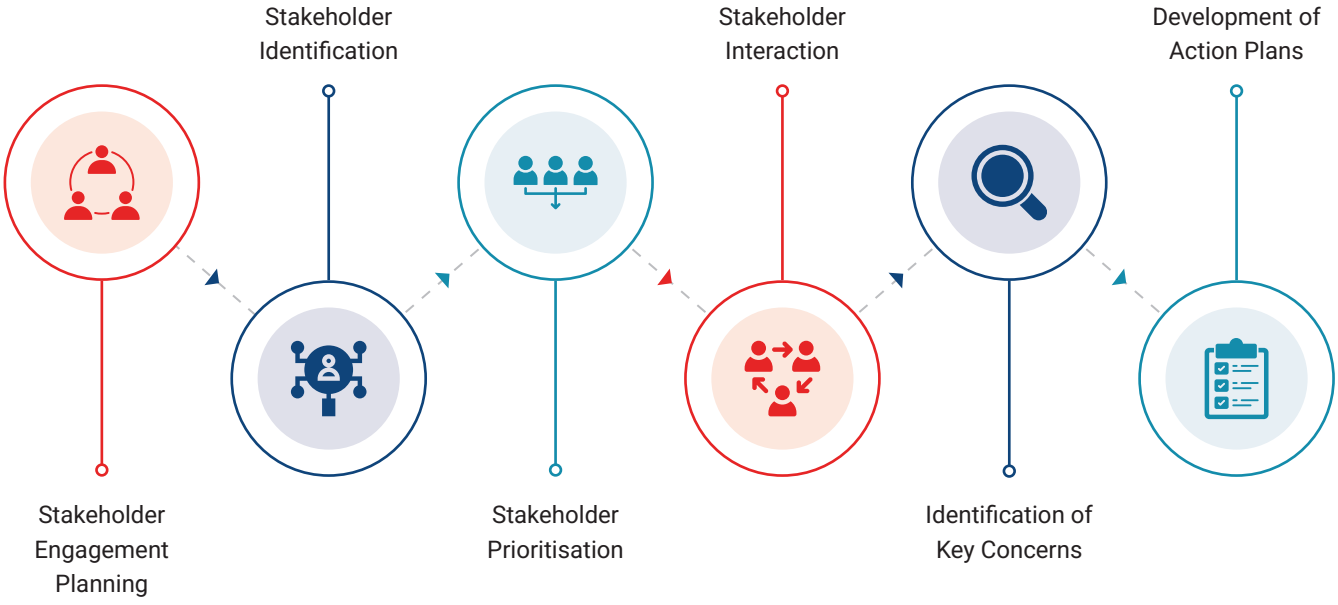


Connected by Dialogue. Strengthened by Trust.

Responsible growth begins with knowing what the people around our business expect from us. Open dialogue and transparent communication are how we find that out, and how we build relationships that hold up over time. What comes back from those conversations shapes the decisions we make, sharpens our resilience and keeps the value we create genuinely shared.

Our Stakeholder Engagement Process

We follow a structured approach to stakeholder engagement so that every interaction has a purpose behind it and reaches the people it should. Regular dialogue and steady feedback tell us which priorities are emerging, and which concerns need addressing before they grow. Working this way keeps our decisions well informed and keeps us accountable to the people those decisions affect.



Stakeholder	Purpose of Engagement	Mode of Engagement	Key Concerns and Expectations	Our Response
Customers	• Product updates • Business promotions • Promotional campaigns and offers	• Social media platforms • Print media • Digital communication channels	• Fair and transparent pricing • Quality products and continuous innovation • Smooth shopping experience and accessibility • Responsible and ethical business practices	• Expanding the product portfolio to address evolving customer needs • Improving product affordability and accessibility • Strengthening customer support and engagement • Expanding distribution reach across markets

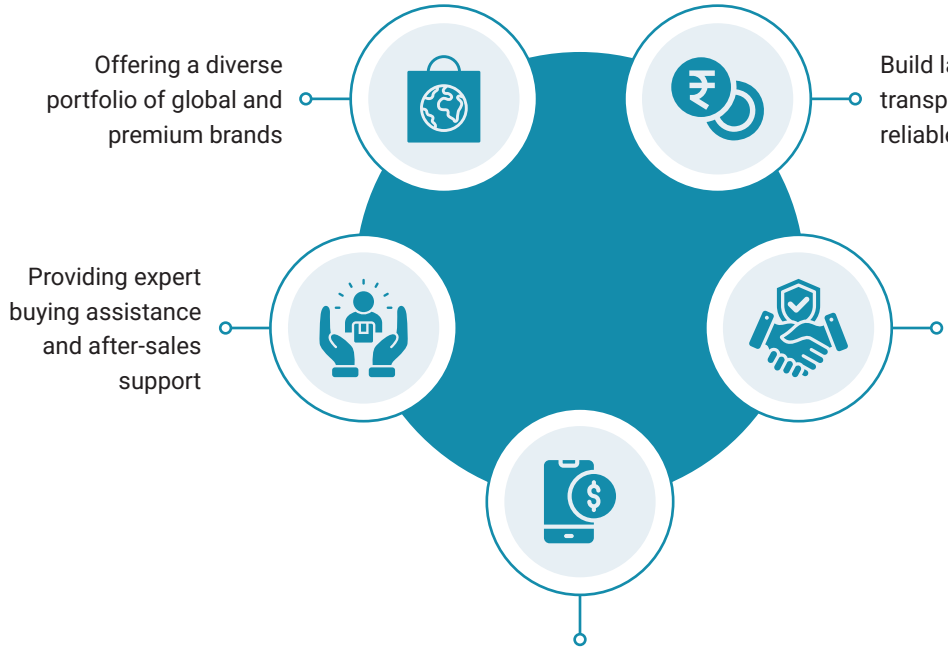
Stakeholder	Purpose of Engagement	Mode of Engagement	Key Concerns and Expectations	Our Response
Employees	▸ Training and capability development ▸ Business updates ▸ Policy awareness	▸ Internal communication ▸ Emails ▸ Meetings ▸ Training programmes	▸ Safe and inclusive workplace ▸ Competitive compensation and recognition ▸ Career development opportunities ▸ Employee well-being ▸ Open communication and feedback ▸ Work-life balance	▸ Strengthening people policies and development initiatives ▸ Performance-based rewards and recognition ▸ Continuous learning and upskilling programmes ▸ Wellness initiatives that support employee well-being
Suppliers/ Vendors	▸ Business updates ▸ Procurement processes ▸ Compliance requirements	▸ Emails ▸ Direct interactions ▸ Meetings	▸ Long-term partnerships ▸ Transparency in business dealings ▸ Technology and industry insights ▸ Reliability and timely payments	▸ Maintaining transparent procurement practices ▸ Promoting knowledge sharing and collaborative growth ▸ Ensuring fair and timely payment processes
Investors/ Shareholders	▸ Business and strategic updates ▸ Financial performance ▸ Long-term growth initiatives	▸ Quarterly earnings calls ▸ Investor presentations ▸ Investor meetings ▸ Emails ▸ Newspaper advertisements ▸ Company website ▸ Annual General Meeting	▸ Sustainable financial performance ▸ Transparent communication ▸ Effective risk management ▸ Strong governance practices	▸ Delivering sustainable value creation ▸ Ensuring timely and transparent disclosures ▸ Driving growth through strategic business initiatives ▸ Strengthening governance and risk management practices
Government and Regulators	▸ Statutory updates ▸ Regulatory filings ▸ Compliance reporting	▸ Submission of statutory information and records as prescribed under applicable laws	▸ Regulatory compliance ▸ Contribution to economic development	▸ Ensuring timely statutory and regulatory compliance ▸ Strengthening internal compliance mechanisms ▸ Maintaining proactive engagement with regulatory authorities
Communities	▸ CSR initiatives ▸ Community engagement programmes ▸ Business updates	▸ Meetings ▸ Community engagement programmes ▸ Awareness initiatives	▸ Community development ▸ Addressing local priorities ▸ Environmental stewardship	▸ Supporting community development initiatives ▸ Creating employment and skill development opportunities ▸ Implementing environmental and CSR programmes that create lasting social impact

CUSTOMERS

Understanding Needs. Building Deeper Relationships.

Customer preferences move faster than they used to, and technology keeps changing what people expect from a store. We meet that with trusted brands, service that recognises the individual and a shopping experience that works the same way at every point. Our expanding store network, brand partnerships and specialised retail formats are what make it possible, and what keep customers coming back.

Focus Areas





Linkage with Material Issues

Material Issue	Linkage
Customer Satisfaction and Experience	Delivering smooth, personalised shopping across every customer touchpoint
Product Quality and Brand Portfolio	Offering authentic products from over 100 leading brands
Digital Transformation	Leveraging technology to strengthen customer engagement and omnichannel convenience
Responsible Business Practices	Promoting transparent pricing, ethical selling and responsible customer communication
Data Privacy and Cybersecurity	Safeguarding customer information across digital platforms
Innovation and Market Leadership	Expanding specialised retail formats to meet evolving consumer lifestyles

Importance of the Stakeholder

Customers are the foundation of EMIL's long-term success. Their evolving expectations influence our product portfolio, store formats, service offerings and expansion strategy. Every interaction tells us something, and we use it to sharpen how we operate and how well we serve. By consistently offering trusted products, knowledgeable guidance and dependable after-sales support, we continue to build customer confidence and long-term loyalty.

Key Initiatives Undertaken

Evolution of Store Environments to Enhance Customer Engagement

Retail today is increasingly driven by experience. Customers want to handle the product, compare technologies and be sure of the decision before they make it. Recognising this shift, we continue turning our stores into experience centres that combine product discovery with personalised assistance.

During the year, we expanded our portfolio of specialised retail formats, including Kitchen Stories, Easy Kitchens and Audio & Beyond, enabling customers to explore premium appliances, modular kitchen solutions and high-end audio products within curated lifestyle environments. These formats complement EMIL's traditional retail model by creating differentiated shopping experiences that cater to changing consumer aspirations.

We also strengthened collaborations with real estate developers to integrate modular kitchens and home appliances into residential projects, which puts us in front of customers at the point where they are still deciding what their home will look like, well before they would walk into a store.

Supporting these initiatives is the Company's cluster-based expansion strategy, which improves accessibility across key markets while enabling stronger local market understanding and deeper customer relationships. Together, these initiatives continue to strengthen EMIL's position as a preferred destination for consumer electronics and home appliances.



Customer Grievance Redressal Mechanism

A complaint handled well does more for customer trust than one that never arises, which is why we run a structured grievance framework built around timely, transparent resolution. Customers can raise feedback or a complaint wherever it suits them, at a store, through our customer care channels or on our digital platforms.

Every concern is tracked, reviewed and closed within defined timelines, and anything that needs a higher level of attention gets escalated. Watching that feedback closely also tells us where the business itself needs fixing, which is how service quality improves and how customer confidence holds as the network grows.



Marketing Initiatives

EMIL continued to strengthen customer engagement through integrated marketing initiatives that combined festive campaigns, category-focused promotions, digital outreach and strategic brand collaborations. These initiatives lifted brand visibility, increased store footfall and brought customers to the latest technology on terms that made it easier to buy.

During the year, the Company executed several large-scale campaigns, including **India's Biggest Festive Offer, Black Friday Sale, Republic Day Offers, Sankranti Offers and Independence Offers.** These were aimed at offering customers cashback benefits, exchange programmes, flexible financing options and exclusive festive promotions across a wide range of consumer electronics and home appliances.

We also launched category-specific campaigns such as **Apple Days, Mobile Mela, Samsung Galaxy AI Super Sale, Back to College Laptop Campaign, Water Purifier Mela and Get Match Ready.**

This helped in making premium technology more accessible across diverse customer segments while driving engagement across key product categories.

Brand partnerships remained an important pillar of EMIL's customer engagement strategy. During the year, the Company hosted exclusive launch events for the Samsung Galaxy S26 Series, **Samsung Galaxy Z Fold7 and Z Flip7 Series, and Vivo X Fold5 and Vivo X200 FE,** putting new devices in customers' hands before most people had seen them, with demonstrations and launch-day offers alongside.

We also strengthened our market presence through participation in leading industry platforms such as the **Smart Home Expo 2025, PALM Expo India 2025 and Design Democracy Hyderabad 2025.** We showcased smart home technologies, premium audio solutions and curated lifestyle offerings while reinforcing EMIL's positioning as a destination for next-generation technology.



Value Created

Keeping customers at the centre of how we operate creates value well past the individual sale, in relationships that bring people back.

For customers, this means greater product choice, personalised buying assistance, seamless financing options, dependable after-sales support and access to the latest technologies through specialised retail formats and exclusive product launches.

For the business, these initiatives strengthen customer loyalty, improve brand differentiation, enhance store productivity and support sustainable growth through deeper customer engagement and repeat purchases.

Way Forward

As technology adoption accelerates and customer expectations continue to evolve, we are building a retail business that moves with changing lifestyles and scales responsibly as it does.

Going forward, we will continue to:

Expand our experiential retail formats across existing and new markets

Leverage customer insights and data analytics for personalised engagement

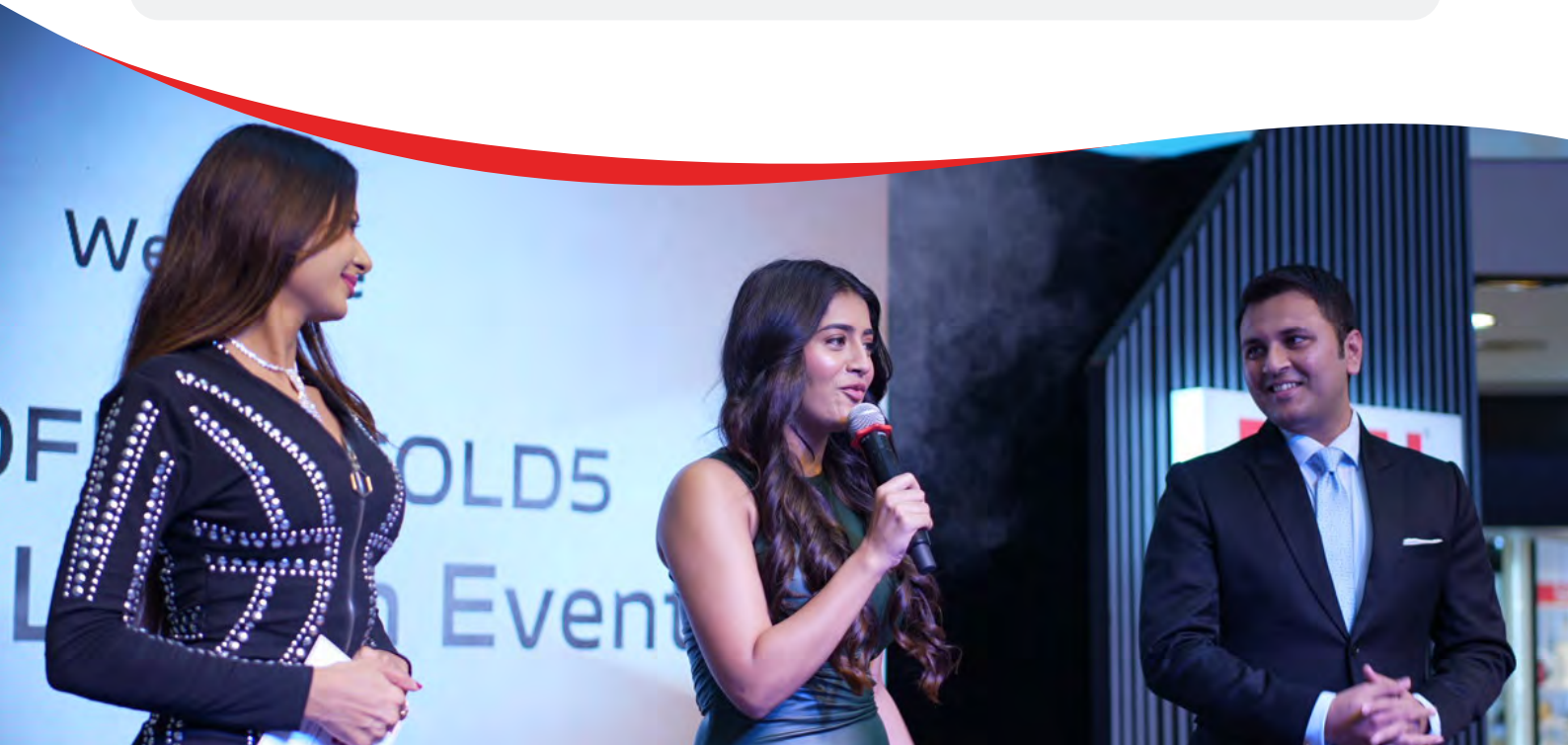
Strengthen after-sales support and customer service capabilities

Enhance digital marketing and loyalty initiatives

Introduce innovative product categories and premium lifestyle solutions

Continue investing in employee capability to deliver consistent customer excellence

Trusted relationships, technology-led operations and a real read on what customers want are what make this platform ready to scale, and what turn every interaction into another reason for customers to choose us.

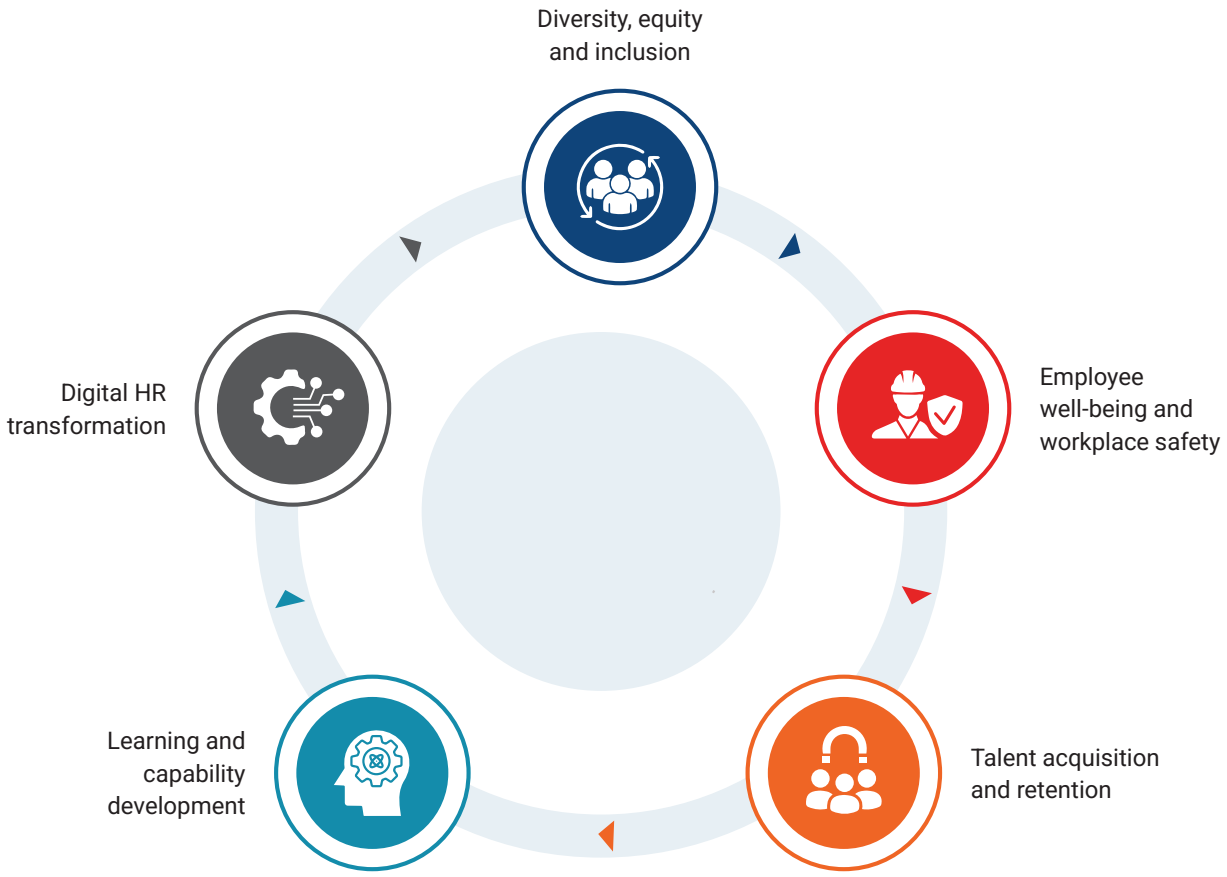


EMPLOYEES

Building Capability. Growing Together.

Every customer relationship we hold is one our people built. That makes the workplace we offer them a business decision as much as a moral one, and we build it around collaboration, continuous learning, well-being and genuinely equal opportunity. Investment in digital HR processes, engagement and capability development is what keeps the workforce ready for whatever the business needs next.

Focus Areas



Linkage with Material Issues

Material Issue	Linkage
Human Capital Development	Building a skilled, engaged and adaptable workforce
Employee Well-being and Safety	Promoting employee health, safety and overall well-being
Diversity, Equity and Inclusion	Creating an equitable and inclusive workplace
Digital Transformation	Using technology to improve employee experience and HR efficiency
Business Ethics and Governance	Ensuring transparent and fair people practices

Importance of the Stakeholder

Employees deliver the service excellence and operational efficiency that define our retail business. Their expertise, commitment and customer-first approach are where our growth and our edge over the competition actually come from. By building a supportive work environment and investing in employee development, well-being and digital enablement, we continue to strengthen organisational capabilities while creating opportunities for professional growth.



Key Initiatives Undertaken

Diversity, Equity and Inclusion

An inclusive workplace is where better thinking comes from, and we hold to that in practice as much as in principle. Every employee is treated with dignity and respect, and every one of them has the same access to learning, growth and advancement. By embracing diverse perspectives and experiences, we create an environment that encourages fresh thinking, informed decision-making and continuous improvement. Through regular assessment of our initiatives and employee feedback, we continue to refine our DEI practices, reinforcing a workplace culture built on trust, collaboration and mutual respect.

Training and Development

We continue strengthening our people capabilities by using technology to streamline recruitment and onboarding. During the year, we upgraded our existing in-house Onboarding Portal by integrating a dedicated Recruiter Module to digitise and streamline the recruitment and onboarding process. The new functionality enables efficient candidate management, improves recruitment workflows and delivers a smoother onboarding experience. The continued development of customised in-house applications has also reduced manual intervention, optimised business processes, cut our dependence on third-party software and freed up resources, which shows up as both efficiency and cost savings.

Employee Health and Safety

Employee well-being is something we treat as operational and not aspirational. We maintain strong health and safety practices across our operations to minimise workplace risks and maintain a safe, secure and well-managed environment. Our safety framework covers hazard identification, preventive measures, emergency preparedness and the appropriate use of safety equipment to mitigate operational risks. We regularly conduct awareness programmes and safety training to equip employees with the knowledge and skills required to identify potential hazards, respond effectively to emergencies and adhere to safe work practices. During the year, the Company organised a Health and Wellness Camp for employees, promoting preventive healthcare and encouraging greater awareness around personal health and wellness.

Employee Benefits

EMIL continues to provide employee benefits in accordance with applicable statutory requirements while undertaking initiatives that support employee well-being and engagement. During the year, we successfully implemented the PM Viksit Bharat Rozgar Yojana (PMVBRY) incentive programme, strengthening employment generation while aligning with national workforce development initiatives.



Value Created

Investing in people remains integral to EMIL's long-term success. Through continued focus on employee well-being, digital HR transformation and workforce development, we are creating value for people and the Company alike.

For employees, these initiatives improve workplace experience, simplify HR processes, support well-being and create opportunities for professional growth.

For the Company, they contribute to improved employee engagement, stronger talent acquisition, greater operational efficiency and a workforce equipped to support sustainable business growth.

Way Forward

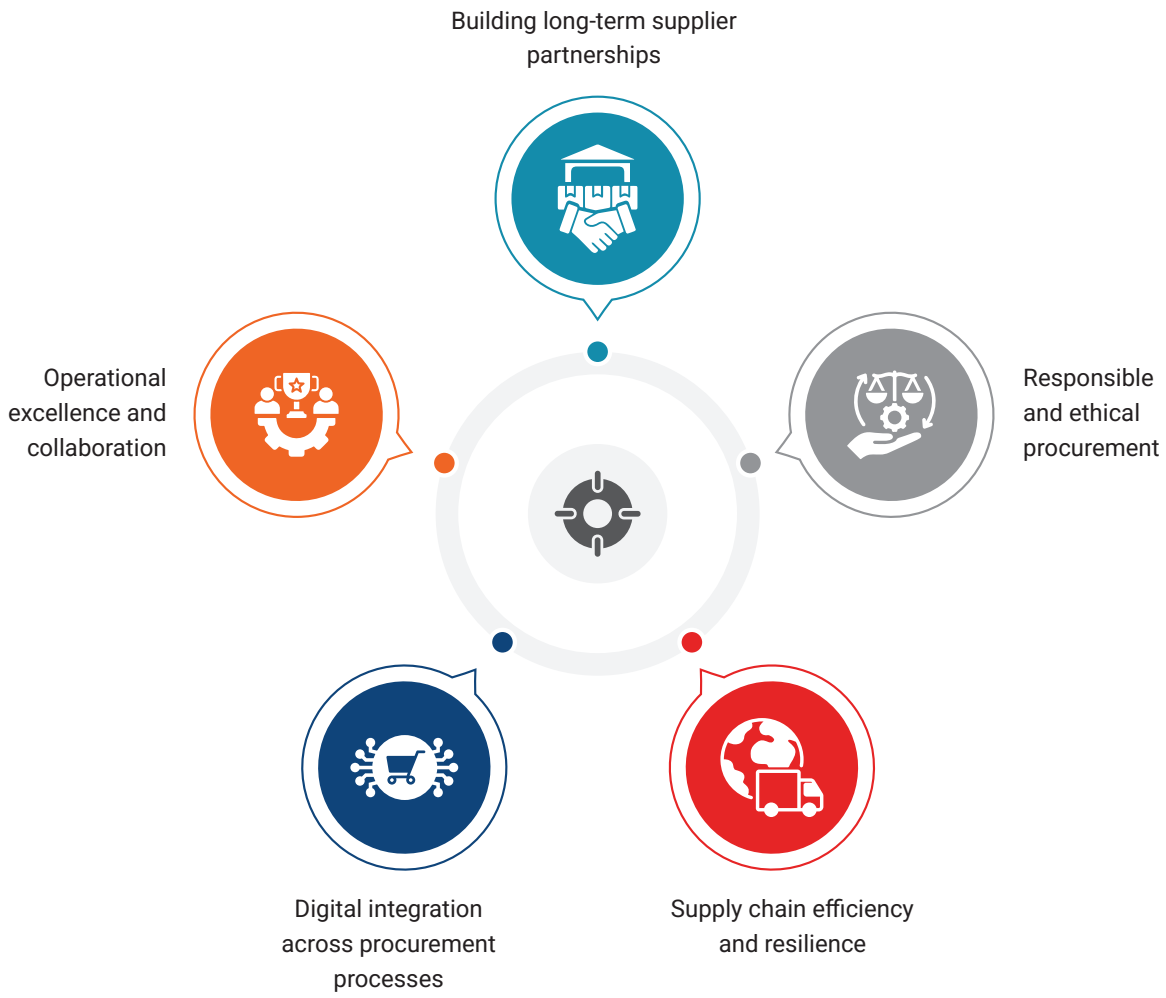
We will keep strengthening our people practices, deepening engagement, expanding learning and development, advancing digital HR capabilities and holding a workplace that is safe, inclusive and collaborative. The investment in our people is what will carry the growth ambitions we have set, so it stays a priority regardless of what else is competing for attention.



Strengthening Networks. Enabling Growth.

Product availability, operational continuity and a consistent experience in every store all depend on the strength of our supplier network. Long-term partnerships with leading brands and technology partners are how we keep that network strong, and they are what let us run efficiently and respond quickly when the market shifts.

Focus Areas



Linkage with Material Issues

Material Issue	Linkage
Supply Chain Management	Building a resilient and responsive supplier network
Responsible Procurement	Promoting ethical sourcing and responsible business practices
Business Ethics and Governance	Strengthening transparency, accountability and supplier compliance
Digital Transformation	Leveraging technology to improve procurement efficiency and supplier collaboration
Operational Excellence	Enhancing inventory management, product availability and supply chain performance



Importance of the Stakeholder

Suppliers and business partners are integral to our ability to deliver a diverse portfolio of quality products across our retail network. Strong relationships with them are what keep inventory moving efficiently, products on shelves and the newest technology reaching our stores early. By working closely with our partners, we continue to strengthen supply chain resilience while delivering greater value to customers and supporting sustainable business growth.

Key Initiatives Undertaken



Supplier Management

The portfolio we put in front of customers, across consumer electronics, appliances and technology solutions, rests on relationships we have built with leading global and domestic brands over many years. Working closely with those partners sharpens how we forecast demand and plan inventory, which matters most in the weeks when demand peaks and a campaign is running.

We evaluate supplier performance regularly on delivery reliability, product quality, service responsiveness and how well contractual commitments are honoured. Periodic business reviews keep both sides aligned on what is working and what is not, which is how coordination improves and how these partnerships hold over the long term.



Sustainable Procurement

Transparency, accountability and a long view shape how we procure. We work with suppliers who hold the same standards on business integrity, regulatory compliance and responsible practice, because a supply network is only as dependable as the companies inside it.

Every supplier goes through structured due diligence at onboarding, covering statutory compliance, governance practice and business credibility. Our Supplier Code of Conduct then sets out what we expect on an ongoing basis, across legal compliance, ethical conduct, labour practice and environmental responsibility. Holding suppliers to that consistently is what keeps the network trusted and performing.



Enhancing Operational Efficiency

We continue to improve supply chain efficiency through stronger inventory management, streamlined procurement and close coordination with our supplier partners. This has given us clearer visibility of stock across locations, shorter replenishment cycles and a greater ability to respond as demand shifts across the retail network. Sustained process improvement has kept inventory moving, limited supply disruptions and allowed us to hold product availability high across every market we serve.



Integration of Technology in Processes

Technology remains a key enabler of our procurement and supply chain operations, supporting greater speed, accuracy and control across critical processes. Through integrated enterprise applications and digital tools, we automate procurement workflows, strengthen data integrity and enable informed decision-making through real-time business insights.

Sustained investment in digital capability has simplified transaction processing, standardised our processes, reduced manual intervention and improved collaboration across functions. Together, these have reinforced operational discipline and produced a supply chain that is both more responsive and better positioned to scale.

Value Created

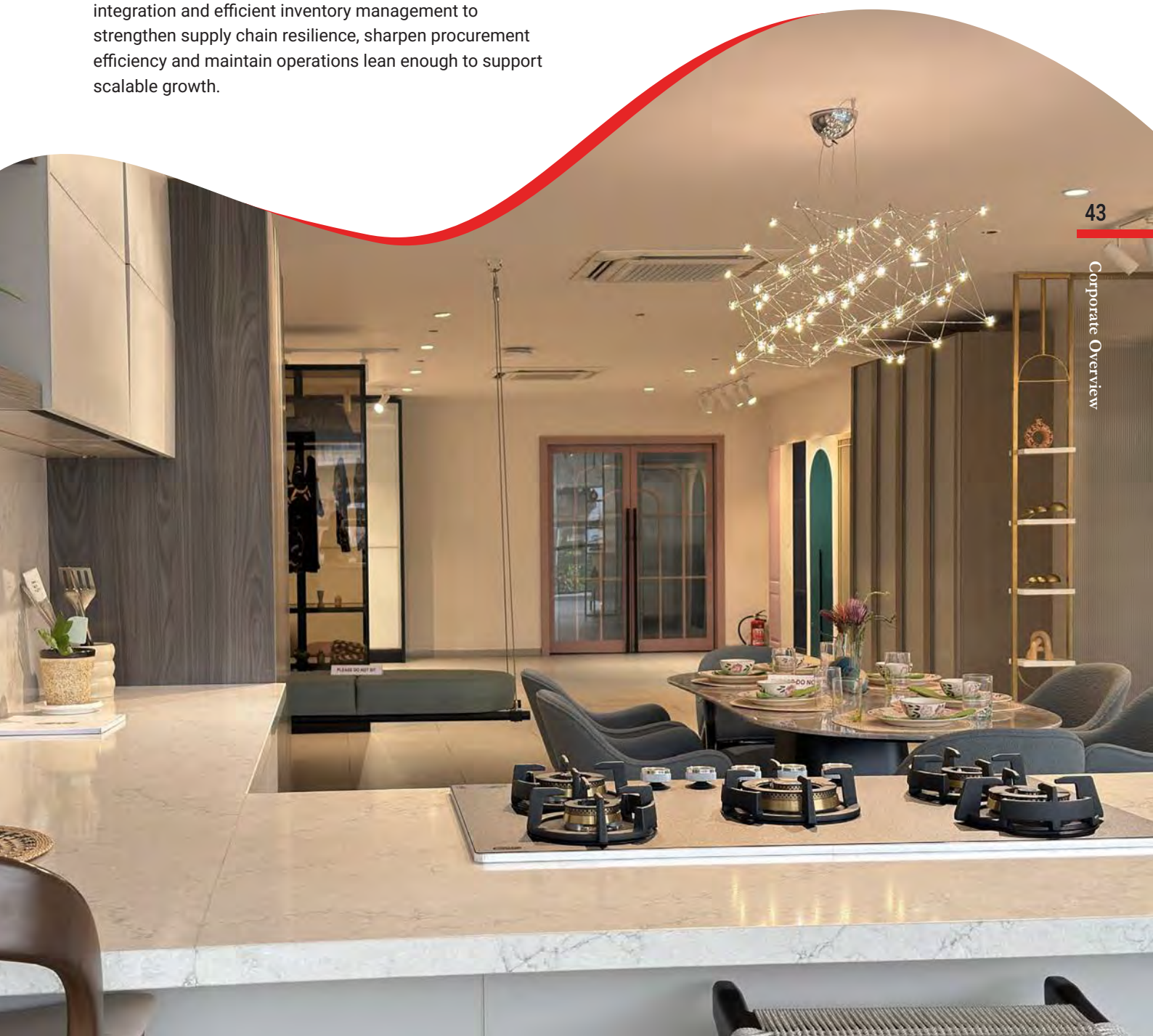
Customers benefit from a resilient and efficient supply chain that ensures consistent product availability, faster replenishment and access to a diverse portfolio of quality products and the latest technologies, delivering a consistent shopping experience across our expanding retail network.

For our suppliers, our collaborative approach builds long-term relationships grounded in transparency, trust and shared growth. By promoting responsible sourcing practices and reinforcing governance across the value chain, we continue to strengthen mutually beneficial partnerships that support responsible business practices.

For EMIL, our integrated procurement and supply chain framework combines improved planning, digital integration and efficient inventory management to strengthen supply chain resilience, sharpen procurement efficiency and maintain operations lean enough to support scalable growth.

Way Forward

We will continue to strengthen supplier partnerships through closer collaboration, deeper digital integration and greater supply chain responsiveness. Our focus remains on improving visibility across the chain, strengthening forecasting capability, advancing responsible sourcing and applying technology where it delivers a clear gain in operational efficiency.



Creating Value. Strengthening Confidence.

Long-term shareholder value rests on three things we hold ourselves to, transparent communication, sound governance and disciplined execution. We maintain high standards of corporate governance and engage with the investment community openly and on time, so that what we report is understood as it is intended. Consistent business performance, communicated clearly, is what builds investor confidence and sustains it through cycles.

Focus Areas

- Delivering sustainable and profitable growth
- Strengthening governance, transparency and regulatory compliance
- Improving earnings visibility and operational efficiency
- Driving disciplined capital allocation and financial resilience
- Deepening shareholder engagement and timely disclosures
- Investing in scalable capabilities to support long-term growth

Linkage with Material Issues

Material Issue	Linkage
Sustainable Profitable Growth	Business growth and profitability
Transparent Disclosures	Corporate governance, ethics and compliance
Capital Allocation	Financial performance and capital management
Expansion Strategy	Market expansion and operational excellence
Risk Oversight	Enterprise risk management
Innovation-Led Growth	Digital transformation and customer experience
ESG Integration	Responsible business practices

Importance of the Stakeholder

Our investors and shareholders are partners in the growth we are building over the long term. The confidence they place in us is what allows us to fund expansion, strengthen operational capability, adopt emerging technologies and pursue new opportunities while holding to financial discipline. In return, we hold ourselves to consistent performance, transparent communication and high standards of governance, which is how investor trust is earned and how sustainable returns are delivered.

Key Initiatives Undertaken



Strengthening Investor Engagement

Transparent and timely communication remains central to our engagement with the investment community. During the year, we continued regular interactions with institutional investors, analysts and shareholders through quarterly earnings calls, investor meetings and ongoing engagement initiatives. Stock exchange disclosures, investor presentations, corporate announcements and our dedicated Investor Relations portal kept stakeholders current on financial performance, strategic priorities and business developments, so that judgements about the Company are made on complete information.



Delivering Disciplined Growth

We continued executing our cluster-led expansion strategy by strengthening our presence across existing markets while selectively entering new geographies. Alongside expanding our retail network, we remained focused on improving mature store performance, sharpening operational efficiencies and driving productivity across the business.

We also continued investing in differentiated retail formats, including Kitchen Stories, Easy Kitchens and Audio & Beyond, while further strengthening our collaboration with TCP to broaden our presence in premium lifestyle and home solutions. Each of these takes us into a different consumer segment, which is how the growth platform diversifies without losing focus on the core business.



Strengthening Governance and Financial Resilience

Disciplined governance and prudent financial management remain central to our long-term strategy. During the year, we continued to uphold high standards of corporate governance, regulatory compliance and Board oversight, while further strengthening our enterprise risk management and internal control framework.

Alongside maintaining prudent working capital management and healthy operating cash flows, we continued investing in technology, digital infrastructure, warehousing and supply chain capabilities to improve operational efficiency, strengthen organisational agility and support scalable growth.

Value Created

Our disciplined growth strategy, prudent capital allocation and transparent governance continue to strengthen investor confidence while enhancing visibility of sustainable long-term earnings. Through consistent stakeholder engagement, balanced expansion and a resilient operating model, we remain focused on delivering profitable growth and creating long-term shareholder value.

For EMIL, our continued investments in technology, supply chain infrastructure, specialty retail formats and operational capabilities have strengthened business scalability, improved organisational agility and reinforced our leadership across existing markets while creating a strong platform for expansion into new growth regions.

Way Forward

We will continue to strengthen our cluster-led expansion strategy, deepen customer engagement and invest in digital capabilities, supply chain infrastructure and operational excellence to raise productivity across the retail network. Capital allocation will stay prudent, directed towards scalable infrastructure, differentiated retail formats and technology-enabled operations that improve the customer experience and hold our competitive position over time. Backed by a resilient business model, strong governance framework and disciplined execution, we are well positioned to adapt to changing market dynamics, scale responsibly and deliver enduring value for our shareholders.

SOCIETY

Growing Responsibly. Giving Back Meaningfully.

Every market we enter brings a responsibility that goes past the products we sell there. Business growth and social progress hold each other up, and our approach to community development is built on that understanding. Our CSR programmes are focused where the need is clearest, improving access to healthcare, strengthening education, creating livelihood opportunities and encouraging responsible use of resources.

Focus Areas

- Community development
- Education, healthcare and livelihood enhancement
- Environmental stewardship
- Responsible resource management
- Employee volunteering and community engagement

Linkage with Material Issues

Material Issue	Linkage
Community Development	Creating positive social impact through focused CSR interventions
Employee Engagement	Encouraging employee participation in community initiatives and volunteering
Corporate Governance	Ensuring responsible implementation and oversight of CSR initiatives



Importance of the Stakeholder

Communities are integral to our long-term success, and we recognise that our growth is closely connected to the well-being of the regions in which we operate. Every store, warehouse and operational facility is part of a broader social fabric, which places a responsibility on us that goes beyond trading. Through investments in education, healthcare, environmental stewardship and community development, we seek to strengthen local resilience, build trust and support inclusive regional progress. As we continue expanding into new geographies, building stronger communities remains fundamental to our approach to responsible and sustainable growth.

Corporate Social Responsibility

Through focused interventions, we continue to contribute towards improving the quality of life of underserved communities while addressing critical social needs. Our CSR Policy primarily focuses on healthcare, education, women's empowerment, skill development and community welfare initiatives. During 2025-26, the Company further expanded the scope of its social interventions to support armed forces veterans, while continuing to strengthen access to quality healthcare and education in underserved and rural areas.

EMIL CSR Foundation

The EMIL CSR Foundation (ECF) serves as the primary vehicle for implementing our community development initiatives. Through the Foundation, we undertake programmes that create measurable social impact while ensuring effective planning, execution and monitoring of CSR activities.

CSR Activities Undertaken

Healthcare

Improving access to quality healthcare remained one of our key CSR priorities during the year. Working alongside implementation partners and healthcare providers, we supported preventive, diagnostic and curative healthcare initiatives across underserved and rural communities.

A significant development during 2025-26 was the expansion of the Carepreneurs model, a community-based healthcare initiative that extends essential healthcare services to remote locations. By strengthening last-mile healthcare access, we are helping improve health outcomes while fostering more inclusive community development.

'We sincerely thank EMIL and TSCS for supporting our child's Bone Marrow Transplantation. Although the transplant could not save our beloved son and we lost him during the treatment journey, we remain grateful for the opportunity that was provided to us. The support gave us hope and the chance to pursue the best possible treatment for our child. We appreciate the compassion and assistance extended to our family during this difficult time.'

- Master Shaikh Muhammud Musa's Family

'Earning just ₹20,000 a month, the news that our 31-week premature baby boy needed urgent neurological consultations, and expensive medical care left us shattered. Thanks to a timely grant of ₹1.5 Lacs from the Extra Mile Foundation, our boy received the best intervention at Vikrampuri Rainbow Hospital and has been safely discharged. Thank you for giving our son a healthy start.'

- The Madhuri Family



Case Study

A Journey of Hope: Chandana's Fight Against Leukaemia

The Challenge

Chandana is a 12-year-old girl from a hardworking, low-income household. Her father works as a tractor driver and her mother works as a daily labourer. Early in 2025, Chandana began suffering from persistent headaches, which soon escalated to bleeding gums, blood in her stools and painful mouth ulcers. Initial local remedies provided no relief. Blood tests at a hospital in Siddipet revealed a dangerously low blood count, confirming a diagnosis of Acute Promyelocytic Leukaemia (APML), a rare and aggressive form of blood cancer. Devastated by the news, her family faced an overwhelming medical battle they could not navigate alone.

The Support & Critical Intervention

On 13th March 2025, Chandana was admitted to IMPACT for specialised paediatric cancer care. The care team immediately began life-saving treatment using targeted medicines, Arsenic Trioxide (ATO) and All-Trans Retinoic Acid (ATRA), alongside blood transfusions, antibiotics and IV fluids.

However, just a day into treatment, Chandana suffered a terrifying complication: a brain haemorrhage (acute subdural haematoma) that triggered severe seizures. The team responded with urgent neurological intervention, anti-seizure medications, and transferred her to Paramitha Hospital for specialised ICU care from 26th to 29th March 2025. She received continuous blood products, advanced antibiotics, and 24/7 monitoring until the intracranial bleeding began resolving. Throughout this ordeal, the team provided continuous emotional counselling to help her family understand her treatment and remain strong.

The Impact

Through timely intervention, specialised critical care, and dedicated emotional support, Chandana successfully overcame the life-threatening complications. She returned to IMPACT and completed 6 full weeks of ATO therapy and 35 days of ATRA treatment, with subsequent bone marrow tests confirming a positive response.

As of May 2026, Chandana is clinically stable and thriving. Over a year after completing her induction therapy, she remains completely seizure-free, has no active bleeding, and her blood counts have fully normalised. Once overwhelmed by fear, Chandana and her family now look toward the future with hope and confidence.



Education

Our education work targets the two things that hold students back most in underserved communities, the state of the place they learn in and the opportunities available once they do. We invest in educational infrastructure and in widening what students can go on to, which is how a stronger foundation gets built for the generation coming through.

Supporting Armed Forces Veterans

We widened our CSR scope during 2025-26 to include the welfare and rehabilitation of armed forces veterans. The programmes address healthcare access, livelihood and social inclusion, the three areas where veterans most often fall through the gaps after service, and they are our way of acknowledging what that service cost.

Women's Empowerment and Skill Development

Livelihood is where community support either holds or fades once a programme ends, so it stays central to our approach. During the year we supported women's empowerment through entrepreneurship, livelihood support and community participation, alongside skill development work aimed at improving employability for people from disadvantaged backgrounds. Both are built to leave capability behind rather than assistance alone.



Environmental Initiatives

Energy Management

Energy is one of the larger operating costs in a retail network our size, which makes efficiency both an environmental and a commercial discipline. We continue to reduce consumption across our facilities through better operating practice and more efficient infrastructure, with energy performance tracked as part of our wider environmental objectives.

Waste Management

Waste in our operations comes largely from packaging and from end-of-life electronics, both of which need handling with care. We segregate at source, dispose safely and recycle wherever it is practical, in line with applicable regulations, and the emphasis stays on generating less in the first place.

Water Management

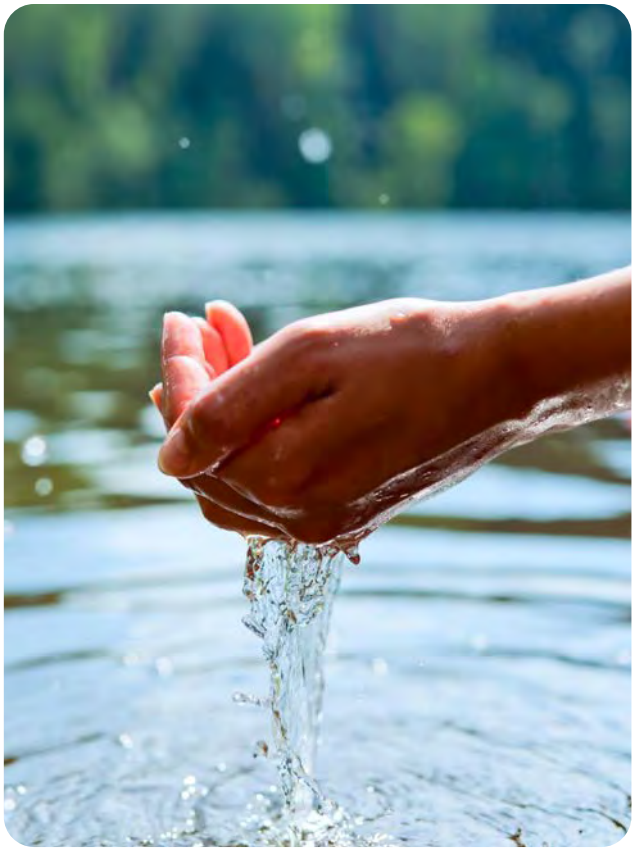
Water use across our stores and warehouses is modest relative to industrial operations, but the discipline still matters in the regions where we operate. We continue to promote efficient consumption and sound management practice across our facilities as part of broader resource conservation.

Reducing Food Waste

Food waste in our workplaces is small in scale but visible to every employee, which makes it a useful place to build habit. We run awareness efforts around minimising wastage and using what is available efficiently across our operations.

Responsible Packaging

Consumer electronics arrive heavily packaged, and much of that packaging leaves our stores with the customer. We encourage sustainable packaging solutions wherever they are workable, which reduces waste both in our operations and downstream in the homes we deliver to.



Value Created

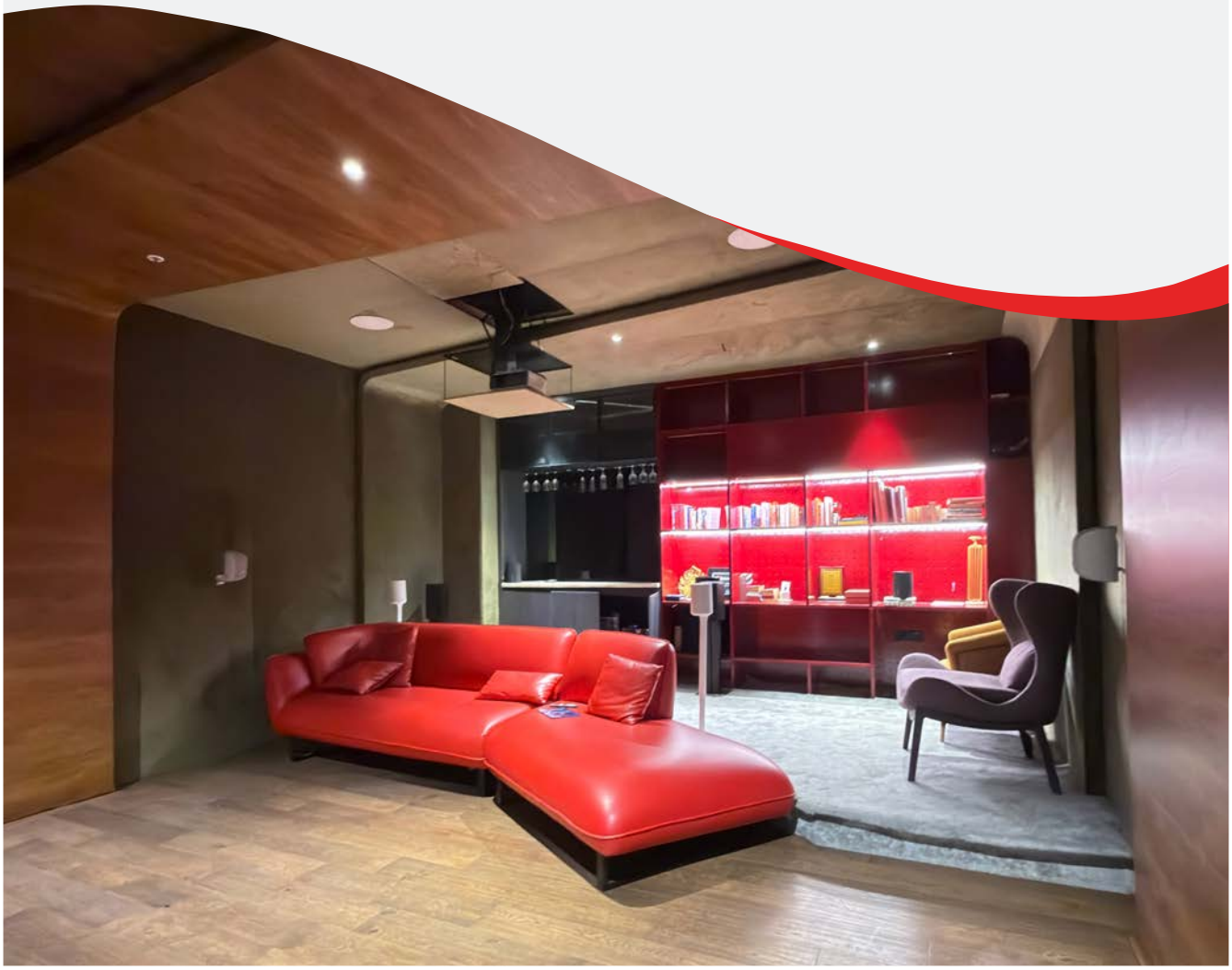
For our communities, the outcomes are improved access to healthcare and education, and livelihood opportunities that remain viable beyond the life of a programme.

For the environment, resource efficiency, renewable energy and responsible waste management reduce the footprint of a retail network that continues to expand, while encouraging more considered consumption across our operations.

For EMIL, our integrated approach to community development and environmental stewardship strengthens stakeholder trust, reinforces our social licence to operate and supports responsible, scalable growth as we continue expanding our retail footprint.

Way Forward

Every new market we enter widens the reach available to our community initiatives, and we intend to draw on that as the network grows. We will strengthen the EMIL CSR Foundation further and expand programmes across healthcare, education, women's empowerment and veteran welfare where they are demonstrating impact, while building responsible environmental practice into new stores from the outset rather than introducing it later. Through collaborative partnerships and a structured approach to community development, we aim to build communities whose progress is sustained well beyond our own presence in them.



Integrating Technology. Strengthening Agility.

Technology now runs through every part of our operation, from merchandising and procurement to inventory, warehousing, supply chain, customer engagement and enterprise functions. The value comes from these systems working as one, drawing on data-driven insight, automation and integrated business applications so that we can read a shift in customer preference or market conditions and respond to it quickly.

Focus Areas



Building an integrated and scalable enterprise technology architecture



Improving inventory visibility and supply chain responsiveness



Leveraging data analytics for informed decision-making



Delivering consistent and digitally enabled customer experiences



Automating business processes to improve productivity and operational efficiency



Strengthening cybersecurity, data governance and digital asset protection

Unified Enterprise Architecture

We continue to strengthen our enterprise architecture by connecting stores, warehouses, procurement, finance, customer management and business support functions on a single digital platform. Information moves across these functions without the delays and reconciliation that separate systems create, which improves visibility into operations, sharpens process efficiency and gives decisions a firmer basis.

A unified technology landscape also provides the scalability required to support business expansion, new retail formats and evolving operational requirements while maintaining consistency across the Company's growing network.

Intelligent Inventory and Supply Chain Control

Efficient inventory management is critical to ensuring product availability while optimising working capital. We use digital systems to monitor inventory movement, availability and replenishment across our stores and distribution centres, enabling greater supply chain visibility and responsiveness.

Technology-enabled demand planning, automated replenishment workflows and real-time inventory tracking keep inventory working harder, reduce stock-outs and hold product availability steady across every market we serve.

Data-Driven Decision Intelligence

Enterprise dashboards, business intelligence tools and performance monitoring systems give us a continuous read on sales, inventory, customer trends and operational performance, in a business where those four move together and rarely wait.

These insights enable management teams to make informed decisions, improve forecasting accuracy, identify emerging opportunities and drive continuous improvement across business functions.

Digitally Enabled Retail Experience

We continue to improve the retail experience through digital capabilities that make shopping more convenient, efficient and personalised. Digital platforms support product discovery, faster billing, financing options, order tracking and after-sales service, enabling a consistent customer experience across multiple touchpoints.

As customer expectations continue to evolve, we remain focused on strengthening digital engagement while preserving the personalised service experience that differentiates the EMIL brand.

Automation and Process Efficiency

Automation continues to improve operational excellence across the organisation by reducing manual intervention, enhancing process consistency and improving execution speed. EMIL continues to digitise routine workflows and standardise business processes to improve productivity across functions.

Automated reporting, workflow management and process digitisation also strengthen governance, improve compliance and free employees to spend their time on work that requires judgement.

Brand Intellectual Property and Digital Safeguards

As digital adoption accelerates, protecting information assets and maintaining customer trust remain strategic priorities. We continue to strengthen our cybersecurity framework through secure digital infrastructure, robust access controls, continuous system monitoring and periodic technology upgrades.

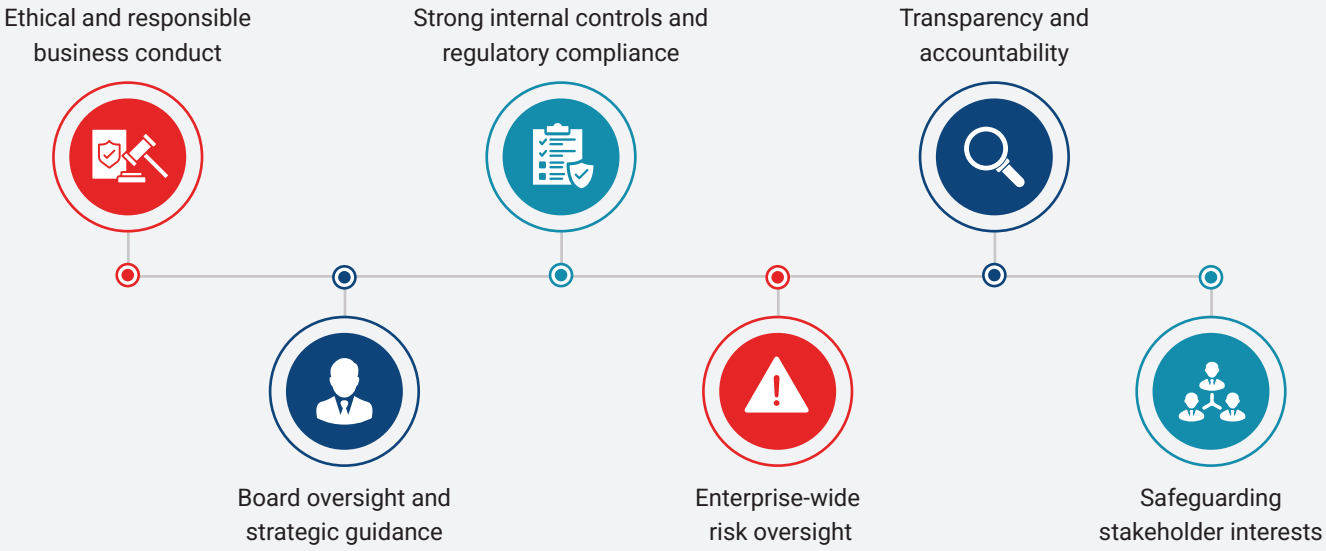
We also focus on protecting our intellectual property, digital platforms and proprietary business information while promoting responsible data governance and regulatory compliance. Regular employee awareness initiatives further strengthen cyber resilience and encourage responsible digital practices across the Company.



Governed with Discipline. Built on Accountability.

Responsible leadership, disciplined decision-making and sustainable performance all rest on how a company is governed. Our governance framework is built to hold those standards in practice, through ethical conduct, prudent risk management and regulatory compliance, with oversight that reaches across the Company rather than sitting at the top of it.

Focus Areas



Governance Framework

Our governance framework sets the standards for leadership, oversight and responsible business conduct across the organisation. The Board of Directors leads it, supported by its committees, and the structure is what keeps decisions well informed, internal controls tight and compliance with statutory and regulatory requirements consistent rather than periodic.

Grievance Redressal Mechanism

Openness depends on people believing a concern raised will be taken seriously. Stakeholders have clear channels to report unethical conduct, policy violations or any other matter needing attention, and our grievance redressal framework is built around prompt reporting, fair investigation and proper resolution, with confidentiality maintained throughout.

Grievance Redressal Process



Board Committees

Statutory Committees

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders' Relationship Committee
- Corporate Social Responsibility Committee
- Risk Management Committee

Non-statutory Committees

- Finance Committee
- Environment, Social and Governance Committee

Policies

We have established a comprehensive policy framework that guides ethical conduct, regulatory compliance and responsible business practices across the Company. These policies set out clearly what is expected of employees and stakeholders, which is what makes accountability and operational discipline consistent across a growing organisation.

- Corporate Social Responsibility Policy
- Familiarisation Programme for Independent Directors
- Materiality Policy
- Policies and Procedures for inquiry in case of leak of UPSI
- Policy on Board Diversity
- Policy on dealing with related party transactions
- Policy on Prevention of Sexual Harassment at Workplace
- Policy on Succession Plan
- Preservation of Documents and Archival Policy
- Vigil Mechanism Policy
- Policy on appointment and remuneration of Directors, KMP and SM
- Policy on Determination of Materiality of Events
- Policy for Determining Material Subsidiaries
- Dividend Distribution Policy
- BRSR Policy
- Board Evaluation Policy
- Waste Management Policy
- Code of Conduct for Board of Directors and Senior Management Employees
- Prohibition of Insider Trading
- Supplier Code of Conduct



RISK MANAGEMENT

Strengthening Resilience. Enabling Opportunity.

Strategic objectives are only as reliable as the risks understood around them. Our structured risk management framework identifies, assesses, monitors and mitigates risk across our operations, and it sits inside business planning rather than alongside it. That is what allows us to build resilience into the organisation while staying able to move on opportunities as they emerge.

Our Approach to Risk Management

We take an enterprise-wide view of risk, covering both the internal factors we control and the external ones we do not. Risks are identified across functions, weighed on impact and likelihood, then addressed through defined mitigation plans and monitored on a regular cycle.

Ownership sits with the people closest to each risk rather than centrally, which is what keeps reviews meaningful and mitigation measures grounded in how the business actually runs.

Risk Management Framework and Structure

Our risk management framework is built for continuous oversight rather than periodic review. Roles and responsibilities are defined at every level of the organisation, so that risks are identified, evaluated and managed by people who have the standing to act on them.

The Board of Directors provides strategic oversight of the Company's risk management practices, supported by the Risk Management Committee and the Senior Management team. Functional teams identify operational risks, implement mitigation measures and monitor key risk indicators, which embeds risk management into day-to-day business operations.



Risk Governance Structure

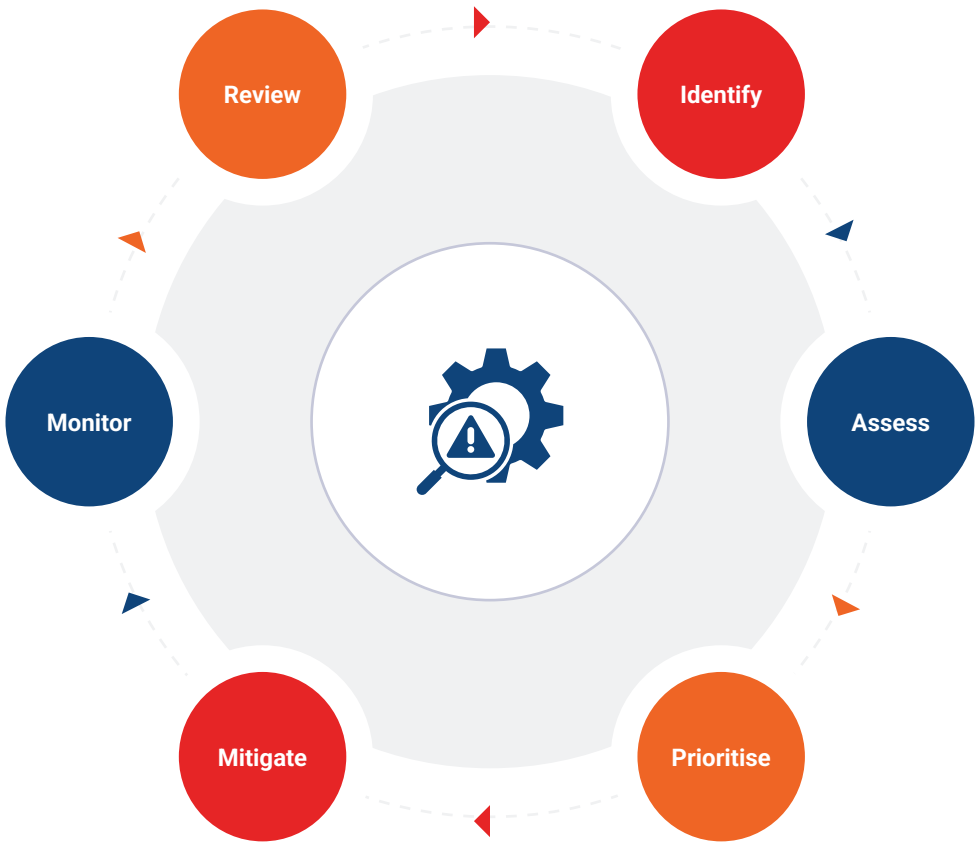


Risk Identification and Assessment

We identify risks systematically across strategic, operational, financial, regulatory and emerging areas. Each is evaluated periodically for significance, which is how mitigation effort and resources get directed to what matters most rather than spread evenly across everything.

Risk assessments are reviewed regularly to reflect changes in the operating environment, ensuring that our risk management practices remain responsive to evolving business conditions.

Risk Assessment Process



Risk Categorisation Methodology

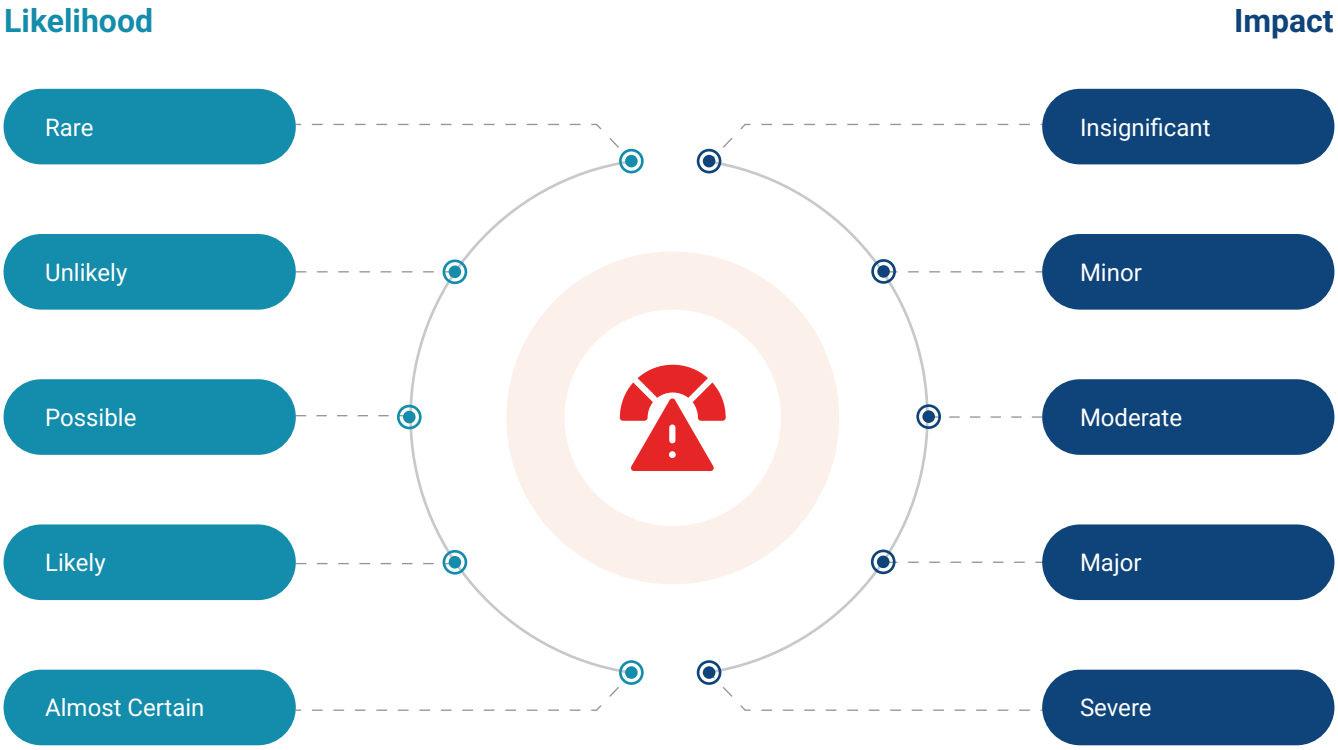
We follow a structured and consistent risk assessment methodology to identify, evaluate and prioritise risks across the Company. Risks captured in the Risk Register are assessed based on their likelihood of occurrence and potential impact on our strategic objectives, operations, financial performance, regulatory compliance, reputation and stakeholder interests.

Identified risks are classified into the following categories:

- Strategic Risks
- Operational Risks
- Financial Risks
- Compliance and Regulatory Risks
- Technology and Cybersecurity Risks
- Human Capital Risks
- Environmental, Social and Governance (ESG) Risks

Each identified risk is assigned to the designated Risk Champion and evaluated using a standardised risk assessment matrix.

Risks are assessed across two parameters:



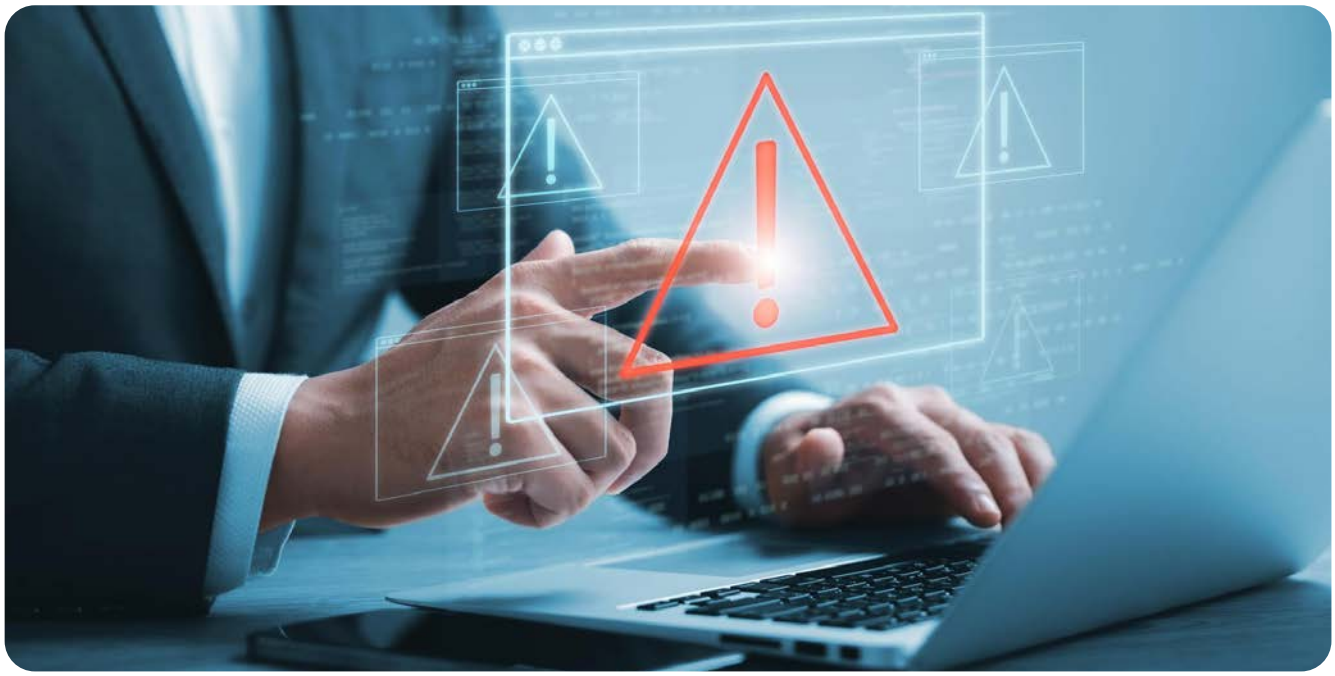


The combined assessment of likelihood and impact determines the overall risk rating and its position on the Risk Heat Map, which is what tells us where mitigation effort and resources need to go first.

Risk Heat Map

Risk Level	Description	Management Response
Critical	High impact and high likelihood	Immediate action and mitigation by Senior Management
High	Significant impact with moderate to high likelihood	Continuous monitoring and focused mitigation plans
Moderate	Moderate impact and moderate likelihood	Managed through established controls and periodic review
Low	Low impact and low likelihood	Monitored through routine business processes

The Risk Management Committee and the Senior Management team review the Risk Register and Heat Map periodically, tracking how our risk profile has shifted, whether mitigation measures are working and what new risks have appeared since the last review. Working this way is what keeps the organisation resilient and lets us pursue growth with a clear view of what stands against it.



Bringing Experience. Shaping Direction.

Board of Directors



Mr Pavan Kumar Bajaj — Chairman and Managing Director

DIN: 07899635

Experience in Company: 8 years

Age: 71 years

- Over 42 years of experience in Retail Business Management
- Founded the erstwhile Sole Proprietorship, M/s Bajaj Electronics, in 1980
- A veteran of the consumer durables industry
- A stalwart in pioneering the organised retail sector for consumer durables in India



Mr Karan Bajaj — Chief Executive Officer and Whole-Time Director

DIN: 07899639

Experience in Company: 8 years

Age: 39 years

- Over 14 years of experience in Retail Business Management
- Brings a deep understanding of the retail segment and agility in adapting to evolving industry trends
- Holds a Postgraduate Diploma in International Management and a Bachelor's degree in Commerce



Mrs Astha Bajaj — Whole-Time Director

DIN: 07899784

Experience in Company: 8 years

Age: 36 years

- Over 8 years of experience in Business Management
- Holds a Master's degree in Biochemistry from Nirma University and a Bachelor's degree in Science from Gujarat University
- Actively oversees Corporate Social Responsibility



Mr Mirza Ghulam Muhammad Baig — Non-Executive Independent Director

DIN: 08281763

Experience in Company: 7 years

Age: 75 years

- Over 32 years of experience in administration, having served as a Deputy Commissioner
- Formerly associated with the World Bank and Deloitte Touche Tohmatsu India Private Limited
- Holds a Master's and Bachelor's Degree in Arts



Mrs Jyotsna Angara — Non-Executive Independent Director

DIN: 07224004

Experience in Company: 4 years

Age: 65 years

- Over 9 years of experience in the non-profit sector
- Member of the Institute of Directors, India
- Holds a Bachelor's degree in Arts from Osmania University



Col. Gurdeep Singh (Retd.) Non-Executive Independent Director

DIN: 07499896

Experience in Company: 3 years

Age: 70 years

- Over 29 years of distinguished service in the Indian Army Ordnance Corps, with expertise in Logistics, Supply Chain Management, Bomb Disposal, Arms and Ammunition Management, Procurement, Materials Management, Inventory and Warehouse Management
- Retired as a Colonel after a decorated career in the Indian Army
- Served as State Head (Head-Operations) in a private company for over 10 years post military service
- Served with the Bureau of Civil Aviation Security, Ministry of Civil Aviation, Mumbai (1992-1994)
- Opted for premature release as Director from the Integrated Headquarters, Ministry of Defence

Senior Management Team



Mrs Annapurna Devi Kuchibhatla

Chief Technology Officer

- Formerly associated with LV Prasad Eye Institute as Chief Technology Officer
- Holds a Master's degree in Computer Applications and a Bachelor's degree in Science



Mr Rajiv Kumar

Company Secretary and Compliance Officer

- Formerly associated with GENPACT India and SNJ Synthetics Limited
- Qualified Company Secretary with a Master's degree in Business Administration and a Bachelor's degree in Commerce



Mr Nammi Ravi Kiran

Chief Human Resources Officer

- Formerly associated with Mahathi Software Private Limited as Human Resource Manager
- Holds a Bachelor's degree in Computer Applications, a Postgraduate Diploma in Business Management (Marketing and HR Management) and a postgraduate qualification in HRM from IIM



Mr Sandeep Singh Jolly

Chief Operating Officer

- Over two decades of experience in the electronics retail industry
- Formerly associated with Samsung India as Senior Director, Product Head, NC&ME
- Holds a Postgraduate Diploma in Management



Mr Premchand Devarakonda

Chief Financial Officer

- Over 31 years of experience
- Qualified Chartered Accountant with a Bachelor's degree in Commerce



Mr Vishal Singh

Chief Marketing Officer

- Over 17 years of experience across leading media and digital platforms in sales and marketing
- Formerly associated with Bennett and Coleman as Manager of the Response Department
- Holds a Bachelor of Commerce and a Postgraduate Diploma in Management (Marketing)

Corporate Information

Directors

Mr Pavan Kumar Bajaj
Mr Karan Bajaj
Mrs Astha Bajaj
Mr Mirza Ghulam Muhammad Baig
Mrs Jyotsna Angara
Col. Gurdeep Singh (Retd.)

Board's Committees

Audit Committee

Col. Gurdeep Singh (Retd.), Chairperson
Mr Pavan Kumar Bajaj, Member
Mrs Jyotsna Angara, Member

Nomination and Remuneration Committee

Mr Mirza Ghulam Muhammad Baig, Chairperson
Col. Gurdeep Singh (Retd.), Member
Mrs Jyotsna Angara, Member

Stakeholders' Relationship Committee

Mrs Jyotsna Angara, Chairperson
Mrs Astha Bajaj, Member
Mr Karan Bajaj, Member

Corporate Social Responsibility Committee

Mrs Astha Bajaj, Chairperson
Col. Gurdeep Singh (Retd.), Member
Mr Karan Bajaj, Member

Risk Management Committee

Mr Mirza Ghulam Muhammad Baig, Chairperson
Mr Karan Bajaj, Member
Mr Premchand Devarakonda, Member

Finance Committee

Mr Karan Bajaj, Chairperson
Mr Mirza Ghulam Muhammad Baig, Member
Mr Premchand Devarakonda, Member

Environment, Social and Governance Committee

Mrs Jyotsna Angara, Chairperson
Col. Gurdeep Singh (Retd.), Member
Mr Premchand Devarakonda, Member
Mr Rajiv Kumar, Member

Key Bankers

HDFC Bank Limited
ICICI Bank Limited
Axis Bank Limited
Standard Chartered Bank
IDFC Bank

Auditors

Statutory Auditor

Walker Chandiok & Co LLP, Chartered Accountants, Hyderabad

Secretarial Auditor

VSSK & Associates, Company Secretaries, Hyderabad

Internal Auditor

Guru & Jana, Chartered Accountants, Hyderabad

Registered Office

6-1-91, Shop No. 10, Ground Floor,
Next to Telephone Bhavan, Secretariat Road,
Saifabad, Hyderabad, Telangana - 500 004

Corporate Office

6-3-666/A1 to 7, 3rd and 4th Floors,
Opp. NIMS Hospital, Punjagutta Main Road,
Hyderabad, Telangana - 500 082

Registrar and Transfer Agents

KFin Technologies Limited
Selenium Building, Tower-B, Plot No. 31 & 32,
Financial District, Nanakramguda, Serilingampally,
Hyderabad, Rangareddy, Telangana - 500 032

Email ID: einward.ris@kfintech.com
Toll Free Number: 18003094001
Website: www.kfintech.com

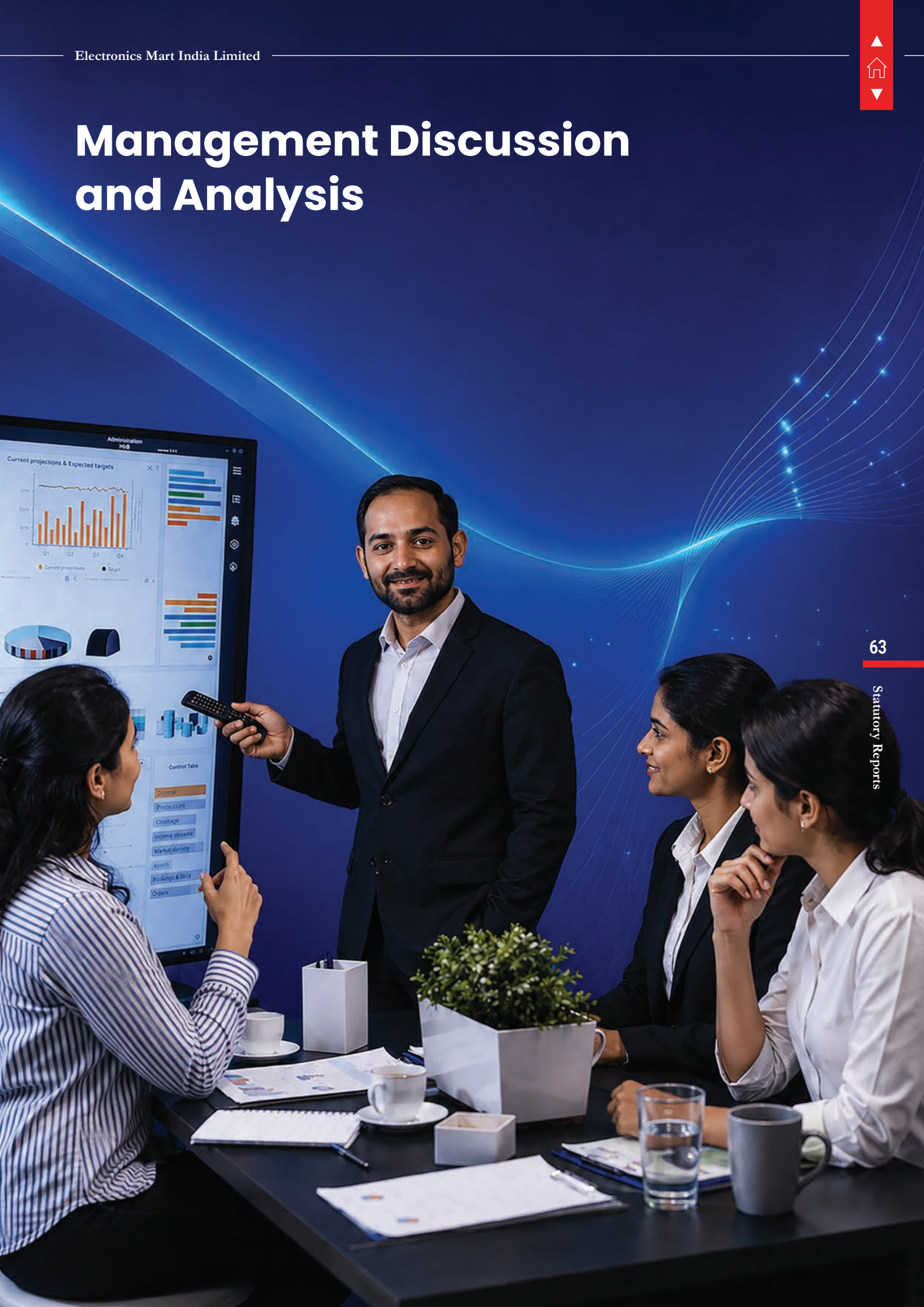
Wholly Owned Subsidiaries

EMIL CSR Foundation (Section-8 Company)
Cloudnine Retail Private Limited (Dormant Status)

Listing of Shares

National Stock Exchange of India Limited
BSE Limited

Management Discussion and Analysis



Economic Overview

Global Economy

The global economy grew at a measured pace in 2025, supported by technology-led investments, easing financial conditions and sustained private consumption. Inflation continued to ease as supply chain disruptions reduced and commodity prices softened, although the pace of recovery remained varied across markets. Advanced economies faced challenges from muted demand, tighter fiscal conditions and softer labour markets. In contrast, emerging markets, particularly in Asia, maintained stronger momentum, underpinned by strong domestic consumption and structural growth drivers.

However, the global macroeconomic environment became increasingly complex in early 2026, with rising geopolitical tensions in West Asia, including the US-Israel-Iran conflict, affecting energy flows and critical trade routes. Ongoing security concerns across the Strait of Hormuz, the Red Sea and the Suez Canal heightened volatility in energy prices, freight rates, logistics costs and global supply chains. These disruptions created additional pressures for import-dependent economies and businesses with globally integrated operations.

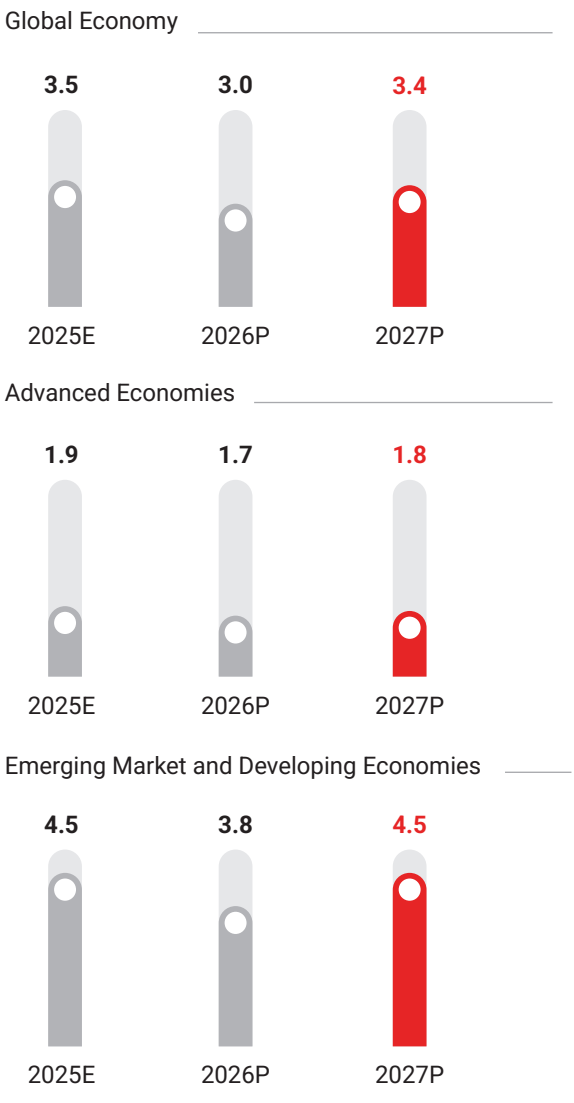
Amid these challenges, accelerated investments in artificial intelligence and the broader technology ecosystem provided a counterbalance to energy-related disruptions. Economies and businesses aligned with technology-driven value chains continued to benefit from these developments. Despite heightened geopolitical and trade-related uncertainties, the evolving global landscape is creating opportunities for companies with agile supply chains, diversified manufacturing capabilities and differentiated offerings to adapt and strengthen their market position.



Outlook

While risks to the outlook have become more balanced than they were in early 2026, uncertainty remains elevated. Renewed geopolitical escalation, commodity price volatility, financial market repricing and persistent inflation could weigh on global growth. At the same time, continued investments in productivity, digital transformation and manufacturing diversification are expected to underpin economic activity, even as businesses navigate an increasingly dynamic operating environment.

Global Real GDP Growth Trend (%)



E: Estimated; P: Projected
(Source: IMF World Economic Outlook, July 2026)



Indian Economy

India continued to outperform major global economies in 2025-26, with GDP estimated to have grown by 7.7%, reinforcing its position as the world's fastest-growing major economy. Despite an uncertain global environment, the economy remained resilient, supported by strong domestic demand, favourable demographics, sustained policy support and macroeconomic stability.

Private consumption remained the principal driver of economic growth. Rural demand strengthened, supported by healthy agricultural output and favourable monsoon conditions. Meanwhile, urban consumption remained resilient, driven by formal employment generation, rising disposable incomes and steady credit expansion.

Collectively, these factors drove a 7.7% increase in Private Final Consumption Expenditure (PFCE) during 2025-26. In addition, rising household incomes, improving consumer confidence and greater access to organised retail and consumer financing further fuelled consumer spending. As a result, demand for discretionary categories such as consumer durables, electronics and home appliances strengthened, sustaining the growth momentum of the organised retail sector.

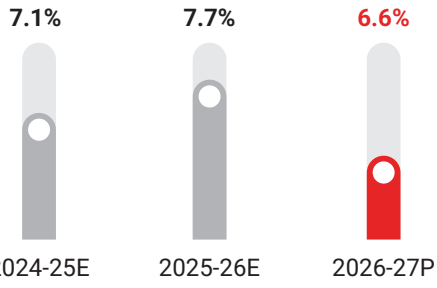
India continued to strengthen its position as a preferred global manufacturing destination. Ongoing supply chain diversification, policy stability and a large skilled workforce supported manufacturing activity and attracted sustained foreign direct investment. Meanwhile, continued public investment in infrastructure and logistics enhanced supply-side efficiencies and reinforced the country's long-term economic competitiveness. Despite these positive developments, the economy remained exposed to external risks. Volatility in crude oil prices, food inflation and geopolitical developments continued to pose risks to inflation and external balances.

Outlook

India's growth outlook is expected to remain resilient, underpinned by domestic demand, sustained public capital expenditure, ongoing structural reforms and a favourable demographic profile. Continued investments in infrastructure, manufacturing and digitalisation are likely to enhance productivity and strengthen the economy's long-term growth potential.

While geopolitical uncertainties, evolving trade dynamics and commodity price volatility may present near-term challenges, India's strong macroeconomic fundamentals and consumption-led growth model are expected to support sustained economic expansion over the medium term.

India Real GDP Growth Trend (%)



E: Estimated; P: Projected

(Sources: https://www.mospi.gov.in/uploads/latestReleases/latest_release_1780655857536_5ac01869-ca4a-422d-b7a7-57b81da60932_Press_Note_on_GDP_Estimates_for_Q4_2025-26_and_PE_FY_2025-26_F.pdf, https://www.newindianexpress.com/business/2026/Jun/05/rbi-cuts-fy27-growth-forecast-to-66-raises-inflation-projection-to-51-amid-geopolitical-tensions-2)



Industry Overview

Indian Consumer Durables Industry

India's consumer durables and electronics retail sector continues to advance, contributing around 0.6% to the country's GDP. While the long-term outlook remains robust, with the market projected to reach approximately ₹3 Lac Crores by 2028–29 at a CAGR of about 11%, growth in 2025–26 remained subdued, with consumer durables recording only around 1% growth.

During the year, the sector witnessed distinct shifts in consumer demand. Unseasonal and extreme weather conditions at the beginning of the year temporarily impacted sales of seasonal cooling products. However, demand recovered following strategic GST rate reductions on select large appliance categories, including televisions above 32 inches, combined with pent-up demand and a strong festive season that drove consumption.

At the same time, rising cost pressures across energy, logistics, and rentals increased operating pressures for retailers and influenced purchasing behaviour for high-value products.

Despite the softer growth witnessed in 2025–26, the sector's structural trends remain intact, with consumers increasingly preferring premium, energy-efficient, and smart appliances. There is also a visible shift towards high-value purchases such as large-screen TVs and panels, front-loading washing machines, and emerging categories such as dishwashers. These categories are projected to grow at a CAGR of 3–12% over the next decade, with dishwasher sales exceeding 1.85 Lac units by 2030. Together, these trends continue to support higher average selling prices and are expected to underpin the long-term growth trajectory.

₹3 Lac Crores

Indian Consumer Durables Market Size in 2028-29 (Forecast)

(Source: EY Consumer Durables Report 2025)

India's evolving consumption landscape continues to provide a strong foundation for the consumer durables and electronics retail sector. Over the past decade, private consumption has expanded from around US$ 1 Trillion in 2013 to approximately US$ 2.1 Trillion in 2024. This growth represents a CAGR of about 7.2%, surpassing the pace of expansion seen in major economies such as the US, China and Germany. This momentum continued in 2025-26, with the private final consumption expenditure (PFCE) growing by 7.7%. During the year, PFCE's share of GDP also rose to 61.5%, its highest level since 2011-12, supported by easing inflation, healthy employment and resilient domestic demand. Going forward, India's expanding middle-income population is expected to further strengthen discretionary spending.

The number of individuals earning more than US$ 10,000 annually is estimated to increase from around 60 Million in 2024 to nearly 165 Million by 2030. At the same time, per capita income is projected to surpass US$ 4,000 by 2030, indicating India's progression towards upper-middle-income status. Together, these structural shifts are expected to drive sustained demand for discretionary categories, including consumer electronics and home appliances, while reinforcing the sector's long-term growth outlook.

(Sources:
https://www.outlookbusiness.com/economy-and-policy/india-private-consumption-at-21-trillion-set-to-be-3rd-largest-consumer-market-by-2026-report
https://www.moneycontrol.com/news/business/economy/india-set-to-become-upper-middle-income-country-by-2030-with-per-capita-income-touching-4-000-sbi-report-13779588.html)



Major Growth Drivers

Expansion of Disposable Incomes and the Premiumisation Trend

India's rising per capita income continues to elevate discretionary spending capacity. In turn, this economic mobility is driving a structural shift in consumer preferences from basic utility to premium, lifestyle-enhancing electronics and appliances. Consequently, the industry continues to witness sustained demand for higher-ticket items, including large-screen televisions, built-in kitchen appliances, and premium smart devices.

AI Integration Accelerating Product Upgrade Cycles

The consumer durables sector is undergoing rapid transformation driven by next-generation technology. In particular, the integration of Artificial Intelligence (AI) into smartphones, foldables, and smart home appliances is enhancing user personalisation, connectivity, and energy efficiency. As these innovations continue to advance, they are effectively shortening traditional hardware replacement cycles, with consumers increasingly seeking the latest smart capabilities.

Favourable Fiscal Policies and Statutory Impetus

Strategic government interventions continue to provide a strong tailwind for the sector. The Finance Act 2025 strengthened middle-class purchasing power by increasing the tax-free income limit to ₹12 Lacs while easing compliance requirements. Furthermore, targeted GST rate reductions on consumer electronics, alongside continued manufacturing support from the Production-Linked Incentive (PLI) scheme, are providing a direct and compounding stimulus to end-consumer consumption.

Urban Expansion and the Shift to Organised Retail

India's urban population is projected to reach 60 Crores by 2030, driving the demand for convenience-driven, modern appliances. Simultaneously, this urbanisation trend is extending into upcountry markets, driving a structural shift in consumer preferences. Consumers in Tier-II and Tier-III geographies are increasingly preferring the standardised experience, premium brand access, and reliability of organised retail over fragmented local outlets.

Evolution of Omnichannel Commerce

While e-commerce continues to democratise access and expand market reach, currently accounting for an estimated 14% of the market, the consumer journey is becoming increasingly 'phygital'. The future of retail growth depends on seamlessly integrating online product discovery with experiential in-store purchasing. In addition, government-backed digital frameworks like the Open Network for Digital Commerce (ONDC) are expected to further streamline this interconnected retail ecosystem.

Regulatory Mandates and Eco-Conscious Consumption

Environmental awareness and regulatory updates are jointly driving replacement demand across the industry. The industry-wide transition to updated BEE star ratings for cooling and home appliances acts as a structural demand catalyst, prompting consumers to upgrade to compliant models. Consequently, retailers and manufacturers prioritising energy-efficient, sustainable product lines are increasingly catering to a growing base of eco-conscious buyers.

Proliferation of Accessible Consumer Finance

The widespread availability of structured consumer financing through Non-Banking Financial Companies (NBFCs) is reshaping purchasing dynamics. Broad access to no-cost EMIs, subvention schemes, and targeted cashbacks is making aspirational technology financially accessible. As a result, these financing options are supporting volume momentum, while elevating the industry's Average Selling Prices (ASPs).

Company Overview

Electronics Mart India Limited (hereafter referred to as 'EMIL' or 'The Company') is one of India's leading retailers of multi-brand consumer durables, electronics and electrical appliances, and the country's fourth-largest player in the segment. Our enduring market position is built on an extensive retail network, agile inventory management and a superior in-store experience that extends beyond price-led competition.

We began our journey with a single store in Hyderabad and have since expanded into a national retail network. As of 31st March 2026, we operate over 223 retail locations across key markets. During 2025-26, we continued our concentric expansion strategy by strengthening our presence across the NCR, Andhra Pradesh, and Telangana clusters. With nearly 40% of our stores established within the past two years, our expanded network serves as a key foundation for future organic growth.

Driven by our commitment to steady expansion, we increased our retail footprint from 1.76 Million square feet in 2024-25 to more than 1.94 Million square feet as of 31st March 2026. To serve a diverse customer base, we operate across three key channels: retail, wholesale, and e-commerce. Retail remains our primary operational focus, contributing ~99% of our revenue, while wholesale and e-commerce account for the remaining 1%.

Our retail ecosystem is supported by a diverse portfolio of over 8,000 Stock-Keeping Units (SKUs) sourced from leading consumer technology and appliance brands. We offer a balanced product mix spanning large appliances, next-generation mobile devices, home entertainment panels, and emerging categories like built-in kitchen appliances and dishwashers.

Our competitive advantage is driven by our experiential physical store formats, deep-rooted OEM partnerships, and specialised product knowledge. These brand relationships provide priority access to high-demand products and new technology launches. By addressing a wide spectrum of consumer needs with a focus on premiumisation, we remain agile and resilient across varying market conditions.



Key Strategies

Targeted Geographic Penetration and Cluster Scaling

We continue to deepen our footprint in existing clusters, particularly across Tier-III and Tier-IV towns, while scaling operations in newer regions such as the NCR. For 2026-27, we are evaluating expansion into new geographies, utilising a peripheral expansion model to capture regional demand.

Strengthening Strategic Brand Partnerships

We continue to build long-standing partnerships with leading OEMs, based on shared values and mutual growth. These relationships provide priority access to the latest product innovations, including AI-enabled smartphones and newly mandated BEE-rated cooling appliances, enabling us to respond swiftly to evolving consumer preferences. By accelerating the availability of cutting-edge technologies, we strengthen our product portfolio, enhance the customer proposition and reinforce our competitive advantage.

Brand-Integrated Frontline Training

As we expand our store network, maintaining service quality remains a primary operational objective. We continue to invest in training store managers and frontline sales staff, frequently in direct collaboration with brand OEMs. This ensures our personnel are equipped to explain complex, smart-technology features to consumers.

Agile Supply Chain and Inventory Calibration

Managing seasonal fluctuations requires procurement adaptability. Through advanced inventory systems, we mitigated the impact of unexpected air conditioner stock accumulations during the unseasonal rains. Subsequently, we realigned our purchasing strategy to capture GST-driven demand across home entertainment, washing machines, and emerging appliance categories.

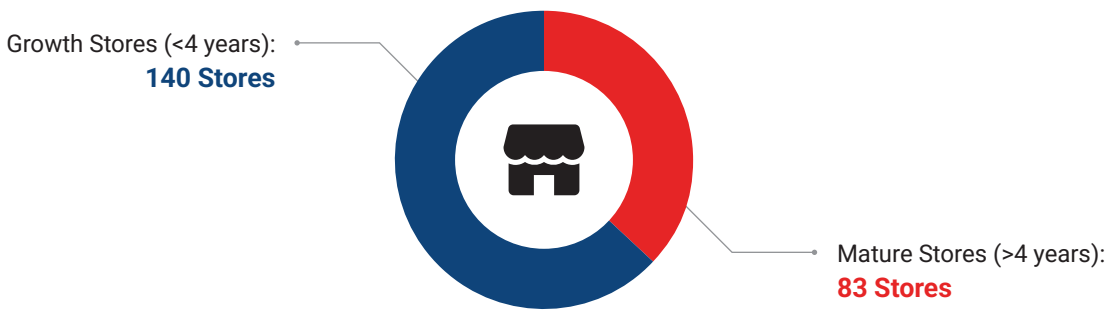
Customer-First Retailing

We make aspirational technology more accessible through convenient and affordable purchase options, including attractive EMI options, cashback offers and other customer-centric financing solutions. By delivering superior shopping experiences and value across every touchpoint, we strengthen customer trust, enhance brand loyalty, and support sustained growth in volumes and average selling prices (ASP).

Curated Retail Experiences and Specialty Formats

We continue to enhance in-store experience through tailored services and home interior solutions. Through collaborations such as The Charcoal Project, we address the evolving needs of specific premium consumer segments.

Operating Leverage through Store Maturation



Opportunities

Macroeconomic Tailwinds and the Premiumisation Shift

Recent Union Budget income tax reliefs and targeted GST rate reductions have tangibly improved disposable incomes, supporting a shift towards premium consumption. This structural transition is driving greater adoption of large-screen televisions, high-end mobile devices, front-loading washing machines, and built-in appliances.

Capturing Organised Retail Share in Upcountry Geographies

We are systematically expanding our market share across Tier-III and Tier-IV towns in Andhra Pradesh and Telangana. By extending organised retail formats and improving premium brand accessibility to these regions, we are capturing consumers who were previously reliant on fragmented, unorganised local outlets.

Bridging the Phygital Divide

Consumer expectations for purchasing flexibility are increasing. By strengthening the bridge between online product discovery and in-store experiential retail, we can engage a broader demographic of tech-savvy buyers seeking a seamless, omnichannel purchasing journey.

Regulatory Catalysts Driving Replacement Cycles

The industry-wide transition to updated BEE star ratings for cooling appliances acts as a natural demand catalyst. This regulatory shift initiates a necessary replacement cycle as consumers seek out the latest energy-efficient and compliant models.

Technology-Led Upgrade Momentum

The integration of next-generation Artificial Intelligence (AI) capabilities in mobile devices and foldables is shortening traditional hardware replacement cycles. As OEMs introduce these features, they stimulate consumer interest, support volume growth, and elevate Average Selling Prices (ASPs) in our communications segment.



Threats

Disruption from Alternate Commerce Channels

The rapid growth of e-commerce and the emergence of quick commerce platforms continue to impact physical store footfalls. With these channels offering competitive pricing and greater convenience, we are focused on strengthening our store experience through superior engagement and consistent product availability.

Hyper-Local and Regional Competitive Intensity

The retail market remains highly competitive and fragmented, with local chains in regional markets and Tier-III/IV towns competing aggressively on price. We continue to differentiate ourselves through superior customer service, reliable after-sales support, and a broader premium product mix.

Climate Volatility and Seasonal Concentration

Our revenue remains significantly dependent on summer cooling products. Unseasonal weather events, such as the severe, unseasonal rainfall in Andhra Pradesh and Telangana during early 2025-26, can temporarily depress demand, leading to inventory holding pressures and short-term gross margin impact.

Dynamic Regulatory and Compliance Landscapes

Frequent policy updates, evolving e-waste management guidelines, and stringent environmental policies demand operational agility. We continue to invest in compliance measures to ensure adherence across our supply chain and retail operations.



Financial Performance

In 2025-26, we recorded a total income of ₹71,914.26 Million, reflecting a steady underlying growth trajectory despite early seasonal headwinds, compared to ₹67,404.13 Million in the previous financial year. EBITDA reached ₹4,382.74 Million, compared to ₹4,511.83 Million in 2024-25, PAT stood at 1,071.80 Million, compared to 1,605.21 Million in the previous financial year.

(in ₹ Million, unless otherwise stated)

PARTICULARS	2025-26	2024-25
Revenue from Operations	71,832.62	67,313.06
Growth (%)	6.71	7.09
Cost of Goods Sold	61,461.24	57,338.12
Gross Margins (%)	14.44	14.82
Employee Expenses	1,595.36	1,330.93
% to Revenue from Operations	2.22	1.91
Total Operating Expenditure	67,449.88	62,801.20
EBITDA	4,382.74	4,511.83
EBITDA Margin (%)	6.10	6.70
Finance Cost	1,536.70	1,175.21
Depreciation	1,561.62	1,266.91
Other Income	81.64	91.07
PBT	1,434.50	2,160.78
Total Tax	362.70	555.57
Profit After Tax	1,071.80	1,605.21



Key Ratios

Particulars	2025-26	2024-25	% Change
Per Share Data (₹)			
Basic EPS	2.79	4.17	(33.09)
Face Value	10	10	-
Cash per Share	1.25	0.77	62.34
Profitability Ratios (%)			
EBITDA Margins	6.10	6.70	(8.96)
PBT Margins	2.00	3.21	(37.69)
PAT Margins	1.49	2.38	(37.39)
Turnover (Ratios)			
Inventory	4.97	5.21	(4.61)
Debtor	126.48	88.42	43.05
Creditor	93.13	101.93	(8.63)
Return Ratios (%)			
ROE	6.59	10.57	(37.65)
ROCE	11.53	13.33	(13.50)
Valuation Ratios (X)			
P/E	31.57	29.17	8.23
EV/EBITDA	9.66	12.49	(22.66)
EV/Revenue from Operations	0.59	0.84	(29.76)
Market Cap/Revenues	0.47	0.69	(31.88)
Price to Book Value	2.08	3.08	(32.47)
Solvency Ratios (X)			
Debt/Equity	0.55	0.65	(15.38)
Debt/EBITDA	2.03	2.18	(6.88)
Current Ratio	1.82	1.73	5.20
Quick Ratio	0.47	0.48	(2.08)

(Note: Figures are based on Standalone Financial Statements)

Risk Management

At EMIL, risk management is embedded within our strategic and operational framework, enabling us to navigate an evolving retail landscape with resilience and confidence. Our structured approach focuses on proactively identifying, assessing and mitigating risks, while strengthening operational continuity, safeguarding brand value and ensuring regulatory compliance. Supported by robust governance, disciplined processes and industry-leading practices, our risk management framework was effectively tested during 2025-26, enhancing our preparedness to navigate external uncertainties. Our primary risk categories and strategic responses include:

Competition and Market Share Risk

Potential Impact

EMIL operates in a fragmented and competitive retail landscape, where market dynamics vary across geographies. In emerging metro clusters like NCR, we compete with established Large Format Retailers (LFRs), while Tier-III and Tier-IV Southern markets face intense competition from regional mom-and-pop chains on localised pricing. This competitive environment can affect regional market share and exert pressure on operating margins.

Mitigation Strategy

We address competitive pressures through a differentiated and localised market approach tailored to the needs of each geography. In urban centres, we leverage our scale to ensure early access to premium brand launches. In upcountry towns, we differentiate by introducing organised retail experiences, supported by deep market penetration, localised customer service, and reliable after-sales support, avoiding direct price wars while retaining consumer trust.

Insurance and Asset Protection Risk

Potential Impact

The storage, handling, and display of extensive inventory across central warehouses and retail storefronts expose us to fire, theft, localised perils, and natural disasters, which could result in property damage and balance sheet impairment.

Mitigation Strategy

We secure comprehensive, industry-standard insurance coverage across the entire network. The practical effectiveness of this framework was validated during 2025-26, when we successfully recovered the full ₹8 Crores claim following a fire incident at the Guntur warehouse, entirely mitigating the financial impact.

Climate Volatility and Seasonal Demand Risk

Potential Impact

A material segment of the consumer electronics industry relies heavily on summer cooling products, including air conditioners and coolers. However, changing weather patterns can disrupt these seasonal cycles and impact demand expectations. For instance, severe unseasonal rainfall across Andhra Pradesh and Telangana during Q1 2025-26 delayed cooling product demand, resulting in temporary inventory holding pressures.

Mitigation Strategy

We manage seasonal dependencies through a diversified product portfolio spanning mobile devices, home entertainment panels, and built-in appliances to offset those dependencies. Further, our agile supply chain allows us to realign marketing and procurement efforts towards non-seasonal product categories during weather-related disruptions, supporting revenue stability and minimising inventory risks.



Supply Chain and Procurement Risk

Potential Impact

Our operations are exposed to supply chain disruptions arising from geopolitical constraints, transportation bottlenecks, and potential shortages of OEM components. Such disruptions can impact inventory availability, resulting in stockouts and limiting our ability to meet consumer demand, particularly during peak festive seasons.

Mitigation Strategy

We maintain a diversified vendor base and optimal safety stock levels utilising advanced inventory tracking. Additionally, our strong, collaborative relationships with leading OEMs facilitate priority inventory allocation, ensuring supply reliability and responding effectively to broader market disruptions.

Regulatory and Compliance Risk

Potential Impact

Our retail and consumer electronics landscape is governed by dynamic statutory frameworks, including evolving e-waste management rules, environmental policies, and updated BEE star ratings for appliances. Lapses in adherence could result in operational restrictions or financial penalties.

Mitigation Strategy

We have established a dedicated internal compliance team that continuously monitors legislative shifts. This enables us to proactively align our procurement processes, supply chain operations, and in-store practices with all statutory obligations, ensuring seamless adaptation to regulatory updates.

Technological Obsolescence Risk

Potential Impact

The consumer technology sector is defined by rapid innovation cycles, with frequent advancements, such as AI integration in smartphones or revised energy efficiency mandates. These developments create a risk of existing inventory becoming outdated, potentially impacting gross margins through forced liquidations.

Mitigation Strategy

We manage this risk through close collaboration with OEMs and alignment with their product roadmaps. This proactive coordination enables precise inventory planning, clearance strategies, and timely restocking, ensuring our store shelves consistently offer the latest technology while minimising the accumulation of aged stock.

Cybersecurity and Data Governance Risk

Potential Impact

As our omnichannel footprint grows and digital operations scale, we face increasing exposure to cybersecurity threats. Any breaches could compromise sensitive consumer and organisational data, leading to reputational damage and operational downtime.

Mitigation Strategy

We secure our IT infrastructure using advanced enterprise firewalls, role-based access controls, and multi-factor authentication protocols. These technical safeguards are further supported by routine workforce training and periodic system audits to maintain vigilance against digital threats.

Human Resource and Retention Risk

Potential Impact

The rapid expansion of our store network, particularly across new geographical clusters, requires a steady pipeline of trained personnel. High attrition or a shortage of skilled frontline staff could impact customer experience and service quality, especially during high-footfall festive periods.

Mitigation Strategy

We address this risk through a hybrid staffing model and invest in continuous training. By collaborating with brand OEMs to deploy specialised staff across our sales floors and aligning internal career progression to performance metrics, we enhance employee engagement and ensure consistent service quality across our network.

Human Resources

Our workforce strategy during 2025-26 was defined by two priorities: rapid geographical expansion and the technological evolution of our product mix. As nearly 40% of our stores are less than two years old, we focused on building an agile, highly trained team capable of delivering a premium customer experience.

Strategic Talent Acquisition for New Geographies

As we scaled operations in the NCR cluster and laid the groundwork for potential entry into Eastern markets, we adopted a hybrid staffing model. This approach combined internal leadership mobility to ensure EMIL's cultural continuity with strategic external hiring to strengthen our understanding of local consumer nuances and regional operations.

Performance-Driven Culture and Retention

Sustaining motivation across a rapidly growing workforce remains critical to our operational success. We continue to refine our internal career progression pathways by linking performance metrics with growth opportunities and seasonal incentives. This approach keeps our frontline teams engaged and productive, particularly during high-footfall festive periods.

3,344

Employee Strength (Permanent Employees including Executive Directors) as of 31st March 2026

OEM-Integrated Skill Development

The industry's transition towards AI-enabled smartphones and premium built-in appliances demands specialised, up-to-date product knowledge. To meet this evolving demand, we deepened our collaboration with brand OEMs. In emerging markets like Delhi NCR, we leverage brand-trained specialists across our sales floors, enabling customers to receive expert guidance on complex products while optimising our internal training bandwidth.





Internal Controls

Robust governance is central to our financial operations. We have established a comprehensive Internal Financial Control (IFC) designed to support the evolving complexity of our expanding retail network. Aligned with the requirements of Section 134(5) of the Companies Act, 2013, our IFC framework is guided by the Guidance Note issued by The Institute of Chartered Accountants of India. It strengthens financial discipline by safeguarding accounting records, enabling transparent financial reporting, and ensuring adherence to applicable regulatory ITGC frameworks.

To safeguard corporate assets and strengthen risk management, we follow a structured, multi-layered approach to internal controls. Our Internal Audit function is managed by an independent firm of Chartered Accountants and operates autonomously, reporting directly to the Audit Committee. The function further executes an annual audit plan focused on high-priority risks, statutory compliance, and process optimisation.

The findings from these audits, along with remediation measures, are systematically reviewed by the Board and the Audit Committee to facilitate timely corrective measures. Following comprehensive reviews and routine control testing, the Board and the Audit Committee have affirmed that EMIL's Internal Financial Controls were adequate and operating effectively as of 31st March 2026.

Cautionary Statement

Certain statements within this Management Discussion and Analysis may be forward-looking in nature, reflecting current management expectations, financial projections, and strategic plans based on applicable Securities Laws and Regulations. These forward-looking statements are subject to inherent risks, uncertainties, and assumptions. Actual corporate performance or financial results may differ materially from those expressed or implied. Factors that could cause such deviations include fluctuations in domestic and macroeconomic environments, regulatory and tax policy amendments, unexpected seasonal weather variations affecting consumer demand, and shifts in the competitive landscape of the retail sector.



BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING

(Business Responsibility and Sustainability Reporting (BRSR) is the practice of companies disclosing information about their environmental, social, and governance (ESG) performance. It goes beyond financial reporting to provide stakeholders with a comprehensive view of a company's non-financial impacts and contributions to sustainable development. BRSR covers topics such as environmental impact, social responsibility, and governance practices, aiming to promote transparency and accountability.)



SECTION A GENERAL DISCLOSURES

I. Details of the listed entity

Sr. No.	Particulars	2025-26
1	Corporate Identity Number (CIN) of the Listed Entity	L52605TG2018PLC126593
2	Name of the Listed Entity	Electronics Mart India Limited
3	Year of Incorporation	10th September 2018
4	Registered Office address	6-1-91, Shop No. 10, Ground Floor, Telephone Bhawan, Secretariat Road, Saifabad, Hyderabad, Telangana - 500004
5	Corporate Office Address	6-3-666/A1 to 7, 3rd & 4th Floors, Opp. NIMS Hospital, Panjagutta Main Road, Hyderabad - 500082
6	E-mail	communications@bajajelectronics.in
7	Telephone	040-23230244
8	Website	www.electronicsmartindia.com
9	Financial year for which reporting is being done	2025-26
10	Name of the Stock Exchange(s) where shares are listed	(1) National Stock Exchange of India Limited (2) BSE Limited
11	Paid-up Capital	₹ 3,84,74,87,620/-
12	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Mr Rajiv Kumar, Company Secretary 040-23230244 cs@bajajelectronics.in
13	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together)	Standalone Basis
14	Name of assurance provider	Vinay and Keshava LLP
15	Type of assurance obtained	Limited Assurance on BRSR Core indicators

II. Products/services

16. Details of business activities (accounting for 90% of the turnover):

Description of Main Activity	Description of Business Activity	% of Turnover of the entity
Trade	Retail	99.25%
	Wholesale	0.68%
	E-Commerce	0.07%

17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

		% of total Turnover contributed
1	Retail sale of refrigerators, washing machines, and other electrical/ electronic household goods. **NIC Code : 47594**	44.03%
2	Retail sale of telecommunication equipment. **NIC Code : 47414**	44.26%
3	Retail sale of computers and computer peripherals. **NIC Code : 47411**	5.37%
4	Retail sale of gas stoves, cooking/ kitchen appliances. **NIC Code : 47593**	1.50%
5	Retail sale of audio and video equipment in specialised stores. **NIC Code : 47420**	0.45%

III. Operations

18. Number of locations where plants and/or operations/offices of the entity are situated:

National ➤ Number of Stores/Warehouse: 237* ➤ Number of offices: 4 ➤ 241 Total

Location	Number of plants	Number of offices	Total
International	-	-	-

**The 237 number includes 223 stores and 14 warehouses.*

19. Markets served by the entity:

a. Number of locations

Locations	Number
National (No. of States)*	6
International (No. of Countries)	0

**National: The Company operates across various states in India through its stores, dealers, and website*

b. What is the contribution of exports as a percentage of the total turnover of the entity?

Nil

c. A brief on types of customers

EMIL continues to maintain a strong focus on directly serving individual consumers, with the B2C (Business-to-Consumer) segment remaining the cornerstone of its business model. By prioritising end consumers, the Company is able to better understand evolving customer preferences and consumption patterns, enabling it to tailor its product portfolio, services, and customer engagement initiatives to meet diverse consumer needs. This customer-centric approach allows the Company to deliver a differentiated shopping experience and build long-term customer relationships through enhanced satisfaction and loyalty.

The Company's extensive retail presence, supported by its omnichannel capabilities, enables seamless customer engagement across physical stores and digital touchpoints. This integrated approach strengthens accessibility, convenience, and service quality, while allowing EMIL to remain agile and responsive to changing market dynamics, technological developments, and emerging consumer trends in the rapidly evolving consumer electronics industry.

By continuously investing in customer experience, product assortment, and operational excellence, the Company seeks to enhance value creation for its customers while reinforcing its position in the organised consumer electronics retail market. The Company's focus on understanding customer behaviour and delivering personalised experiences continues to support sustainable growth and strengthen brand loyalty across its customer base.

While the B2C segment remains EMIL's primary area of focus and key growth driver, the Company also serves select institutional and corporate customers through its B2B business. The B2B segment contributed approximately 1% of the Company's total revenue during 2025-26. This reflects the Company's continued emphasis on serving retail consumers while maintaining relationships with corporate and institutional customers.



IV. Employees

20. Details as at the end of Financial Year:

a. Employees and workers (including differently abled):

Sr. No.	Particulars	Total	Male		Female	
		(A)	No. (B)	% (B / A)	No. (C)	% (C / A)
	EMPLOYEES					
1	Permanent (D)*	3,344	3,119	93.27%	225	6.73%
2	Other than Permanent (E)	2,192	1,540	70.26%	652	29.74%
3	Total employees (D + E)	5,536	4,659	84.16%	877	15.84%
	WORKERS**					
4	Permanent (F)	0	0	0	0	0
5	Other than Permanent (G)	0	0	0	0	0
6	Total workers (F + G)	0	0	0	0	0

**The current year's permanent employee count includes members of the Board of Directors.*

***We do not have any permanent or non-permanent workers in our Company.*

b. Differently abled Employees and workers:

Sr. No.	Particulars	Total	Male		Female	
		(A)	No. (B)	% (B / A)	No. (C)	% (C / A)
	DIFFERENTLY ABLED EMPLOYEES					
1	Permanent (D)	4	3	75.00%	1	25.00%
2	Other than Permanent (E)	0	0	0	0	0%
3	Total differently abled employees (D + E)	4	3	75.00%	1	25.00%
	DIFFERENTLY ABLED WORKERS					
4	Permanent (F)	0	0	0	0	0
5	Other than Permanent (E)	0	0	0	0	0
6	Total differently abled workers (F + G)	0	0	0	0	0

21. Participation/Inclusion/Representation of women

Particular	Total	No. and percentage of Females	
	(A)	No. (B)	% (B / A)
Board of Directors	6	2	33.33%
Key Management Personnel*	5	1	20.00%

**Total KMP includes the Managing Director and Whole-Time Directors.*

22. Turnover rate for permanent employees and workers

Particular	2025-26 (Turnover rate in current FY)			2024-25 (Turnover rate in previous FY)			2023-24 (Turnover rate in the year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	46.34%	54.11%	46.84%	46.63%	52.01%	46.94%	43.44%	47.84%	43.66%
Permanent Workers	Not Applicable								

V. Holding, Subsidiary and Associate Companies (including joint ventures)

23. (a) Names of holding / subsidiary / associate companies / joint ventures

Sr. No.	Name of the holding / subsidiary / associate companies / joint ventures (A)	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	EMIL CSR Foundation	Subsidiary	100%	No
2	Cloudnine Retail Private Limited*	Subsidiary	100%	No

** The Company is inactive and officially holds Dormant status, with no ongoing business operations.*

VI. CSR DETAILS

24. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No): **Yes**

(ii) Turnover (in ₹): **71,83,26,19,186.34**

(iii) Net worth (in ₹): **16,26,30,20,000.00**



VII. Transparency and Disclosures 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)*	2025-26			2024-25		
		Current Financial Year			Previous Financial Year		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes	0	0	-	0	0	-
Investors (other than shareholders)	Yes	0	0	-	0	0	-
Shareholders	Yes	0	0	-	0	0	-
Employees and workers	Yes	4	0	-	1	0	-
Customers**	Yes	880	0	-	667	0	-
Value Chain Partners	Yes	0	0	-	0	0	-

***We have received minor customer complaints regarding product functionality, stock availability, after-sales service, pricing, and delivery issues. All complaints were promptly addressed and resolved through our customer support processes.*

*** Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)**

Stakeholder group from whom complaint is received	Web Link for Grievance Policy
Communities	https://electronicsmartindia.com/contact-us
Investors (other than shareholders)	https://investors.electronicsmartindia.com/investor-contact
Shareholders	https://investors.electronicsmartindia.com/investor-contact
Employees and workers	https://investors.electronicsmartindia.com/policy.php?p=17&c=1
Customers	https://electronicsmartindia.com/contact-us
Value Chain Partners	https://investors.electronicsmartindia.com/policy-and-code-of-conduct



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:

RISK OPPORTUNITY POSITIVE NEGATIVE

Sr. 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	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Customer Relationship Management	Opportunity	By nurturing customer relationships through personalised service, responsive support, and targeted marketing, the Company can enhance customer loyalty and increase repeat business. A robust CRM strategy can also provide valuable insights into customer preferences and behavior, enabling the Company to tailor its offerings and improve its product mix, ultimately driving sales growth and enhancing profitability.	-	Positive
2	Supply Chain Management	Opportunity	Effective supply chain management helps identify and mitigate risks, such as disruptions in the supply chain. Developing contingency plans ensures business continuity	-	Positive
3	Energy Management	Risk	The energy consumption in stores and company owned locations can lead to increased costs and GHG emissions, potentially increasing the emission and energy intensity of the Company	Recognising the importance of responsible energy management, the Company has undertaken multiple measures to enhance energy efficiency, including optimising operational energy consumption and upgrading to energy-efficient equipment. The Company is also actively increasing the use of renewable energy in its operations, thereby supporting its commitment to sustainable business practices and environmental stewardship.	Negative
4	Supply Chain Management	Risk	Global supply chains expose businesses to quality control issues, supplier ethics concerns, and currency fluctuations. Supply chain disruptions can lead to inventory shortages and delivery delays	As part of its commitment to responsible business conduct, the Company has broadened the scope of its key policies to encompass its value chain. This ensures greater alignment of suppliers and partners with the Company's sustainability objectives and governance principles. By working closely with value chain stakeholders, the Company aims to reduce environmental impact, encourage ethical business practices, and support sustainable growth across the ecosystem.	Negative

Sr. 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	Financial implications of the risk or opportunity (Indicate positive or negative implications)
5	Local Community		By supporting local events, sponsoring initiatives, or creating partnerships, the Company can build trust and goodwill. Local involvement not only bolsters brand loyalty but also provides insights into customer preferences and trends unique to the area. Furthermore, it fosters a sense of belonging, ensuring the Company remains an integral part of the community, ultimately driving foot traffic, sales, and positive word-of-mouth referrals.	-	✓
6	Corporate Governance and Diversity		Robust governance enhances a company's standing, decision-making capabilities, risk mitigation, and long-term viability. It fosters a corporate environment characterised by integrity, transparency, and accountability, reinforcing the organisation's reputation.	-	✓
7	Employee Satisfaction and Retention		Prioritising employee well-being leads to increased engagement, productivity, and commitment, fostering improved customer service and loyalty. Specific training offering targeted training to boost employee performance and implementing a system of awards and recognition to acknowledge outstanding contributions.	-	✓
8	Diversity and Inclusion		A lack of diversity may result in limited market insight and creativity, hindering the Company's ability to adapt to evolving customer preferences and technological trends	The Company considers diversity and inclusion as key enablers of sustainable growth and innovation. Through its Equal Opportunity Policy and inclusive workplace practices, the Company seeks to provide equal opportunities to all individuals and foster a culture of respect, collaboration, and belonging. By embracing diverse perspectives and experiences, the Company strengthens employee engagement, enhances decision-making, and creates long-term value for its stakeholders.	✗

Sr. 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	Financial implications of the risk or opportunity (Indicate positive or negative implications)
9	Sustainable packaging and waste management		Implementing eco-friendly packaging can reduce environmental impact, align with increasing consumer demand for sustainable products, and potentially offer cost savings. Simultaneously, offering services such as e-waste recycling or trade-in programs can enhance customer loyalty, drive repeat business, and position the Company as a responsible corporate citizen.	-	✓
10	Occupational health and safety		Occupational health and safety risks in retail encompass potential accidents, injuries for employees. Failure to address these risks can result in worker injuries, increased workers' compensation claims, legal liabilities.	The Company places significant emphasis on employee health and safety and regularly undertakes internal audits to identify and address potential occupational risks. Through preventive measures and continuous improvement initiatives, the Company strives to maintain a safe working environment, reduce workplace incidents, and promote the overall well-being of its workforce.	✗
11	Data Management and Cyber security		The handling of vast customer data, including sensitive personal and payment information, means that any data breach could have severe consequences, including financial loss, legal penalties, and damage to reputation. Furthermore, failure to uphold privacy standards can erode customer trust, leading to potential loss of business and affecting the Company's long-term viability.	The Company has established a robust data privacy and information security framework to protect information across its operations. Through a multi-layered security approach, employee awareness initiatives, and appropriate technological safeguards, the Company seeks to ensure the secure handling of employee and customer data. The Company also adheres to applicable data protection laws and regulations as part of its commitment to responsible business practices.	✗

SECTION B MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Sr. No	Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
	Policy and management processes									
1. a	Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No/NA)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
b	Has the policy been approved by the Board? (Yes/No/NA)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
c	Web Link of the Policies, if available	https://investors.electronicsmartindia.com/policy-and-code-of-conduct								
2	Whether the entity has translated the policy into procedures. (Yes/No/NA)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3	Do the enlisted policies extend to your value chain partners? (Yes/No/NA)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
4	Name of the national and international codes/ certifications/labels/standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	-	-	-	-	-	-	-	-	-
5	Specific commitments, goals and targets set by the entity with defined timelines, if any.	The Company has taken a structured approach towards integrating Environmental, Social and Governance (ESG) considerations into its business operations through the implementation of key policies and a governance framework designed to promote responsible and sustainable business practices. To oversee and guide these efforts, the Company has constituted an Environmental, Social and Governance (ESG) Committee comprising Independent Directors, supported by an internal ESG Working Committee consisting of representatives from relevant functional areas. The ESG Working Committee is responsible for coordinating ESG initiatives, monitoring progress, and facilitating the integration of ESG considerations across business operations. In line with its sustainability objectives, the Company continues to focus on enhancing the use of renewable energy across its operations. Following the installation of solar power systems at selected stores during the previous year, the Company is working towards expanding solar installations across additional locations. The Company also aims to increase the proportion of renewable energy consumption, with selected stores progressively transitioning towards operations powered through 100% solar energy. The Company remains committed to responsible waste management practices and continues to promote waste segregation at source, responsible disposal methods, and initiatives aimed at reducing waste generation across its operations. These efforts support improved resource efficiency and reinforce the Company's commitment to environmental stewardship. The Company will continue to evaluate and implement measurable ESG commitments, goals, and targets in alignment with its business strategy, stakeholder expectations, and evolving regulatory requirements, while continuously strengthening its sustainability performance and responsible business practices.								
6	Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	Not Applicable								

Governance, leadership and oversight

7 Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure).

As the Chairperson of the ESG Committee, I am pleased to present the Business Responsibility and Sustainability Report of Electronics Mart India Limited for 2025-26. Sustainability remains an integral part of our business strategy, and we are committed to embedding Environmental, Social, and Governance (ESG) considerations into our operations, decision-making processes, and long-term value creation approach.

During the year, the Company continued to strengthen its ESG framework through enhanced governance, stakeholder engagement, and the integration of sustainability considerations across key business functions. The ESG Committee, supported by the ESG Working Committee, continued to oversee the implementation of ESG initiatives and monitor progress against the Company's identified sustainability priorities.

Based on the Company's material ESG topics, we remained focused on improving energy efficiency across our operations, enhancing responsible resource consumption practices, strengthening data privacy and information security measures, promoting ethical business conduct, and fostering a safe, diverse, and inclusive workplace. We also continued to engage with suppliers and value chain partners to encourage responsible business practices and alignment with our sustainability objectives.

As part of our environmental stewardship efforts, the Company continued to expand its renewable energy initiatives. Building on the solar power installations undertaken at selected stores in previous years, we remain focused on increasing the adoption of renewable energy across our operations and evaluating opportunities to transition additional locations towards greater reliance on solar energy. The Company also continued its efforts to promote responsible waste management through waste segregation, responsible disposal practices, and initiatives aimed at improving resource efficiency.

During the reporting period, we further strengthened our governance and compliance framework through employee awareness programmes, ethics and compliance training, and information security initiatives. These efforts reflect our commitment to maintaining high standards of corporate governance, regulatory compliance, and responsible business conduct.

While we have made meaningful progress across our ESG priorities, we recognise that sustainability is an ongoing journey requiring continuous improvement, innovation, and collaboration with stakeholders. Going forward, we will continue to strengthen our sustainability practices, enhance ESG performance monitoring, improve operational efficiencies, and create long-term value for our stakeholders while contributing to sustainable and responsible growth.

I would like to express my sincere appreciation to our employees, customers, business partners, shareholders, and other stakeholders for their continued support and trust as we advance our sustainability journey.

Mrs Jyotsna Angara

Chairperson – ESG Committee

DIN: 07224004

8 Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).

ESG Committee

9 Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No/ NA).

Yes

If Yes please provide details

Environment, Social and Governance Committee Composition:

Composition:

- Mrs Jyotsna Angara, Chairperson
- Col. Gurdeep Singh (Retd.), Member
- Mr Premchand Devarakonda, Member
- Mr Rajiv Kumar, Member

10 Details of Review of NGRBCs by the Company

	Subject for Review	Indicate whether review was undertaken by Director/Committee of the Board/Any other Committee								
		P1	P2	P3	P4	P5	P6	P7	P8	P9
a.	Performance against the above policies and follow-up action	Committee of the Board								
b.	Compliance with statutory requirements of relevance to the principles and rectification of any non-compliances	Committee of the Board								

	Subject for Review	Frequency (Annually / Half yearly /Quarterly/ Any other-please specify)								
		P1	P2	P3	P4	P5	P6	P7	P8	P9
a.	Performance against above policies and follow up action	Quarterly								
b.	Compliance with statutory requirements of relevance to the principles and rectification of any non-compliances	Quarterly								
11	Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No).	No	No	No	No	No	No	No	No	No
	If yes, provide name of the agency.	-	-	-	-	-	-	-	-	-

12	**If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:**	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.

(This principle focuses on the importance of ethical conduct and transparency in business operations. Companies should follow ethical business practices and adhere to high standards of integrity. They should also be transparent about their activities, operations, and financial reporting, as well as be accountable for their actions)

ESSENTIAL INDICATORS

1. Percentage coverage by training and awareness programmes on any of the principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics/principles covered under the training and its impact	% age of persons in respective category covered by the awareness programmes
Board of Directors	5	1. Environmental, Social and Governance (ESG) 2. Compliance Review Meetings and Governance Dashboard 3. DESS Awareness and Training Programme 4. Material Business Updates and Awareness Communications	100%
Key Managerial Personnel	20	**1. Environmental, Social and Governance (ESG)** • Sustainability and Responsible Business Practices • Diversity, Equity and Inclusion (DEI) • Prevention of Sexual Harassment (POSH) • Fire and Workplace Safety Awareness **2. Operational Excellence and Technical Capability Building** • Standard Operating Procedures (SOPs) • SAP System Training • Point-of-Sale (POS) Operations Training • Safety Standards and Operational Compliance • Product Knowledge and Technical Training **3. Leadership and Employee Development** • Leadership Effectiveness • Behavioural and Interpersonal Skills • Personal and Professional Development • Workplace Grooming and Professional Standards **4. Human Resources and Employee Well-being** • Human Resource Policies and Practices • Work-Life Balance and Employee Wellness • Financial Literacy and Wellness Awareness	100%

Segment	Total number of training and awareness programmes held	Topics/principles covered under the training and its impact	% age of persons in respective category covered by the awareness programmes
		5. Sales Excellence and Customer Experience • Upselling and Cross-selling Techniques • Customer Engagement and Service Excellence **6. Information Security and Compliance** • Cybersecurity and Data Protection Awareness	
Employees other than BOD and KMPs	22	**1. Environmental, Social and Governance (ESG)** • Sustainability and ESG Practices • Diversity, Equity and Inclusion (DEI) • Prevention of Sexual Harassment (POSH) • Fire and Workplace Safety **2. Operational and Technical Training** • Standard Operating Procedures (SOPs) • SAP System Training • Point-of-Sale (POS) Operations • Safety Standards and Compliance • Product Knowledge and Technical Training **3. Leadership and Professional Development** • Leadership Development • Professional Grooming Standards • Behavioural and Interpersonal Skills • Personality Development **4. Human Resources and Employee Well-being** • Human Resource Policies • Work-Life Balance and Employee Wellness • Financial Wellness Awareness **5. Sales and Customer Engagement** • Upselling and Cross-selling Techniques **6. Information Security and Compliance** • Cybersecurity and Data Protection Awareness	100%
Workers		Not Applicable	

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					
Particular	**NGRBC Principle**	**Name of the regulatory/ enforcement agencies/judicial institutions**	**Amount (In `) (For Monetary Cases only)**	**Brief of the Case**	**Has an appeal been preferred? (Yes/No)**
Penalty/Fine	-	-	-	-	-
Settlement	-	-	-	-	-
Compounding fee	-	-	-	-	-

Non-Monetary				
Particular	**NGRBC Principle**	**Name of the regulatory/ enforcement agencies/ judicial institutions**	**Brief of the Case**	**Has an appeal been preferred? (Yes/No)**
Imprisonment	-	-	-	-
Punishment	-	-	-	-

3. **Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.**

Non-Monetary	
Case Details	**Name of the regulatory/ enforcement agencies/ judicial institutions**
Not Applicable	

4. **Does the entity have anti-corruption or anti-bribery policy? (Yes/ No)**

Yes

If Yes, provide details in brief

At EMIL, we are committed to conducting our business with the highest standards of integrity, transparency, and ethical conduct. Our governance framework, together with the Code of Conduct and other applicable policies and procedures, provides a strong foundation for preventing bribery, corruption, and other unethical business practices, while ensuring compliance with applicable laws and regulatory requirements.

We expect all employees and business partners to uphold these principles in every business interaction and conduct themselves with honesty, fairness, and accountability. Appropriate internal controls, monitoring mechanisms, and reporting channels have been established to support the prevention, identification, and resolution of any instances of unethical conduct.

In line with our commitment to responsible business practices, we continue to promote awareness of ethical conduct and compliance requirements across the organisation. The Company also periodically reviews and strengthens its governance and compliance framework to enhance risk management practices, foster a culture of integrity, and reinforce accountability across its operations.

If Yes, Provide a web link to the policy, if available -Web link anti-corruption or anti bribery policy is place

https://investors.electronicsmartindia.com/policy-and-code-of-conduct

5. **Number of Directors/ KMPs/ employees/ workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:**

Particular	2025-26	2024-25
Directors	0	0
KMPs	0	0
Employees	0	0
Workers	NA	NA

6. Details of complaints with regard to conflict of interest:

Case Details	2025-26		2024-25	
	Number	Remark	Number	Remark
Number of complaints received in relation to issues of Conflict of Interest of the Directors	0	-	0	-
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	0	-	0	-



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.

No corrective actions were required during the reporting period. At EMIL, we are committed to maintaining the highest standards of integrity, transparency, and ethical business conduct. No fines, penalties, or actions were imposed by regulators, law enforcement agencies, or judicial institutions relating to corruption or conflicts of interest during the reporting period. This reflects the effectiveness of our governance framework, internal controls, and compliance practices.

8. Number of days of accounts payables in the following format:

Particular	2025-26	2024-25
Number of days of accounts payables	3	6

9. Open-ness of business*

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics	2025-26	2024-25
Concentration of Purchases*	a. Purchases from trading houses as % of total purchases	0	0
	b. Number of trading houses where purchases are made from	0	0
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	0	0
Concentration of Sales	a. Sales to dealers / distributors as % of total sales	0.65%	0.96%
	b. Number of dealers / distributors to whom sales are made	416	516
	c. Sales to top 10 dealers / distributors as % of total sales to dealers / distributors	41.55%	26.84%
Share of RPTs in	a. Purchases (Purchases with related parties / Total Purchases)	0.03%	0
	b. Sales (Sales to related parties / Total Sales)	0	0
	c. Loans & advances (Loans & advances given to related parties / Total loans & advances)	0	0
	d. Investments	100%	100%

**We operate on a business model that involves procuring directly from manufacturers only.*

LEADERSHIP INDICATORS

1. Awareness programmes conducted for value chain partners on any of the Principles during the financial year:

Total number of awareness programmes held	Topics/principles covered under the training	Percentage of value chain partners covered (by value of business done with such partners) under the awareness programmes
1	1. ESG (Environmental, Social & Governance) fundamentals 2. Environmental responsibility and sustainable resource management 3. Labour practices, workplace safety, and human rights 4. Business ethics, anti-bribery, compliance, and governance 5. EMIL Supplier Code of Conduct and supplier responsibilities 6. Transparency, accountability, and grievance redressal mechanisms	100%

The Company has a Supplier Code of Conduct in place covering responsible business practices, ESG principles, and compliance requirements. The Company plans to undertake a 100% supplier assessment in the upcoming year to further strengthen responsible supply chain practices.

2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No)

Yes

If Yes, provide details of the same.

At EMIL, we are committed to upholding the highest standards of corporate governance by ensuring that actual or potential conflicts of interest are identified, disclosed, and managed in a transparent and effective manner. Our governance framework, supported by the Code of Conduct, Related Party Transactions Policy, internal controls, and Board oversight mechanisms, promotes objective decision-making and protects the interests of all stakeholders.

Board Independence

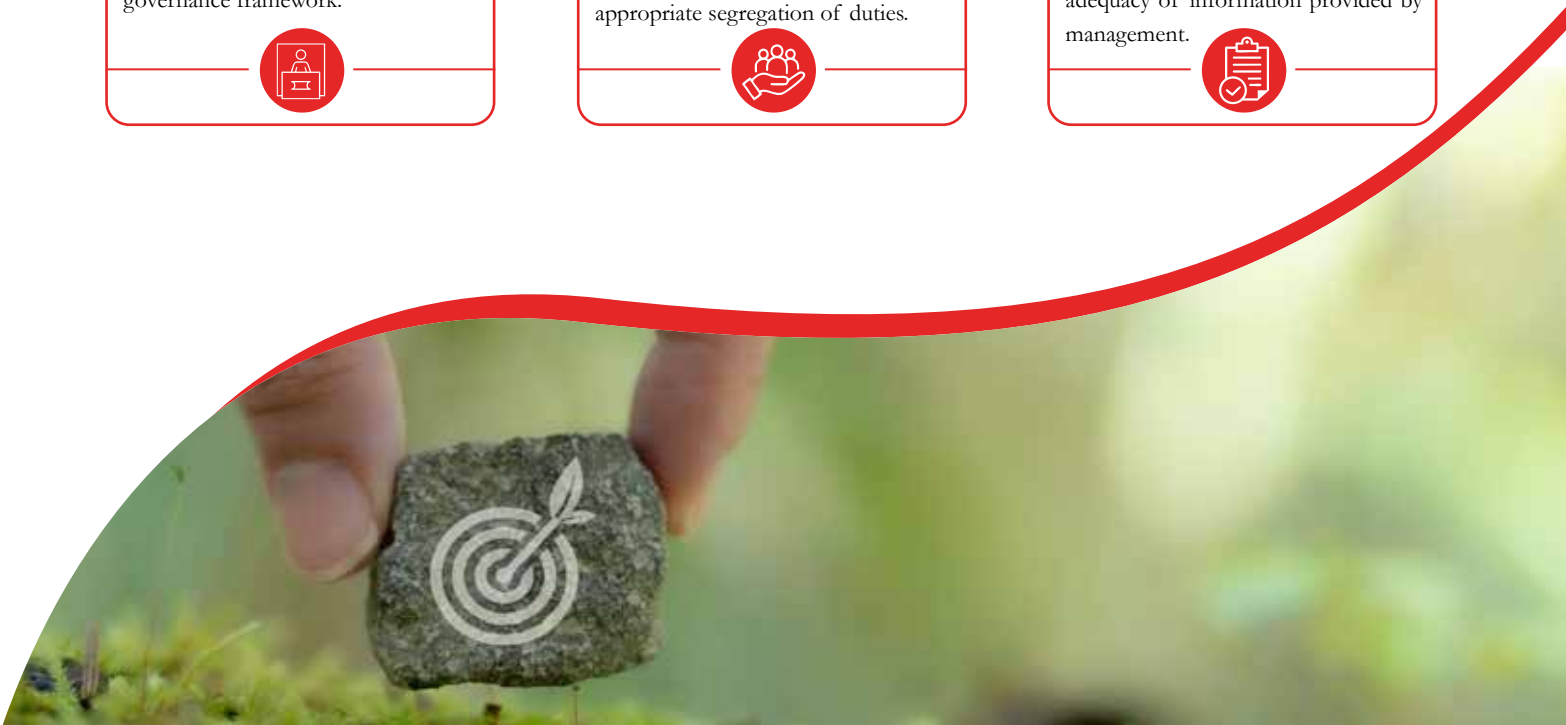
The Board comprises Executive, Non-Executive, and Independent Directors, with Independent Directors providing independent judgement and objective oversight in Board deliberations. Their diverse experience and expertise contribute to balanced decision-making and strengthen the Company's governance framework.

Clearly Defined Roles and Responsibilities

The roles and responsibilities of the Board, its Committees, and Senior Management are clearly defined through applicable laws, regulations, internal governance policies, and the respective terms of reference of Board Committees. This promotes accountability, transparency, and appropriate segregation of duties.

Board Evaluation and Oversight

The Board undertakes an annual evaluation of its performance, including that of its Committees and individual Directors, in accordance with applicable regulatory requirements. Independent Directors also meet separately to review the performance of the Board and assess the quality and adequacy of information provided by management.



Disclosure of Interests and Annual Compliance

Directors are required to disclose their interests in companies, firms, body corporates, and other entities in accordance with applicable legal requirements and promptly communicate any changes therein. Directors and Senior Management annually affirm compliance with the Company's Code of Conduct, including provisions relating to conflict of interest management and ethical business conduct.

Recusal from Decision-making

Where a Director has a direct or indirect interest in any matter placed before the Board or its Committees, the concerned Director abstains from participating in discussions and decision-making on the relevant matter, and such disclosures are appropriately recorded.

Board Committee Oversight

The Board Committees provide oversight of key governance and compliance matters within their respective mandates. The Audit Committee reviews related party transactions, internal controls, and matters that may give rise to conflicts of interest, while other Committees support transparent and objective governance processes across the organisation.

Governance Framework

The Company has adopted appropriate governance policies and procedures for identifying, reviewing, approving, and monitoring related party transactions and other matters that may give rise to conflicts of interest. These mechanisms support ethical business conduct, regulatory compliance, and sound corporate governance practices across the organisation.

PRINCIPLE 2

Businesses should provide goods and services in a manner that is sustainable and safe

(This principle highlights the importance of sustainable and safe production practices. Companies should strive to minimise the environmental impact of their activities and ensure that their products and services are safe for consumers and the environment.)

ESSENTIAL INDICATORS

1. **Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.**

Sr. No.	Particular	2025-26	2024-25	Details of improvements in environmental and social impacts
1	R&D	0	0	-
2	Capex	0	0	-

2 a. **Does the entity have procedures in place for sustainable sourcing? (Yes/No)** Yes

b. **If yes, what percentage of inputs were sourced sustainably?***

**The Company has a Supplier Code of Conduct in place, and all procurement activities are undertaken in accordance with its requirements. The Code encompasses key Environmental, Social and Governance (ESG) parameters, and suppliers are expected to adhere to these principles, supporting the Company's commitment to responsible and sustainable sourcing practices across its value chain.*

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

d. Other waste

As a retailer, we serve as a platform connecting customers with a wide range of products offered by various manufacturers and suppliers. While we neither manufacture nor own the products sold through our stores, we remain committed to promoting responsible consumption and sustainable business practices. Owing to the nature of our operations, the Company does not directly undertake the reclamation of end-of-life products. However, we encourage our customers, suppliers, and business partners to adopt responsible practices such as reuse, recycling, and environmentally sound disposal of products, in line with our sustainability objectives and commitment to environmental stewardship.

4. a. **Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes/No)**

No

b. **If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards?**

Extended Producer Responsibility is not applicable to our Company.

c. **If not, provide steps taken to address the same**

Not Applicable

LEADERSHIP INDICATORS

1. **Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? (Yes/No)**

No

If yes, provide details in the following format?

NIC Code	Name of Product / Service	% of total Turnover contributed	Boundary for which the Life Cycle Perspective / Assessment was conducted	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No)	If yes, provide the web-link.
EMIL has not conducted any Life Cycle Assessment (LCA) during the reporting period, as its operations are primarily retail-based, focusing on the sale and distribution of consumer electronics through its extensive network of retail outlets. The environmental aspects associated with its business activities are managed through operational controls, resource-efficiency initiatives, and responsible store-level management practices implemented across its operations.						

2. **If there are any significant social or environmental concerns and/or risks arising from 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.**

Sr. No.	Name of Product/Service	Description of the risk/concern	Action Taken
Not Applicable			

3. **Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).**

Sr. No.	Indicate input material	Recycled or re-used input material to total material (In % to Total Material considering the Value)	
		2025-26	2024-25
Not Applicable			

4. **Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format**

Sr. No.	Particular	2025-26			2024-25		
		Re-Used (In MT)	Recycled (In MT)	Safely Disposed (In MT)	Re-Used (In MT)	Recycled (In MT)	Safely Disposed (In MT)
1	Plastics (including packaging)	Not Applicable					
2	E-waste						
3	Hazardous waste						
4	Other waste						

5. **Reclaimed products and their packaging materials (as percentage of products sold) for each product category.**

Sr. No.	Indicate product category	Reclaimed products and their packaging materials (as % of total products sold in respective category)
EMIL is a retailer of consumer electronics and home appliances and does not manufacture products or operate a product/packaging take-back or reclamation program. Therefore, this disclosure is not applicable to the Company.		

PRINCIPLE 3

Businesses should respect and promote the well-being of all employees, including those in their value chains

(This principle emphasizes the importance of employee well-being. Companies should provide safe and healthy working conditions, fair wages, and opportunities for career development to all employees in their value chains, including suppliers, contractors, and temporary workers.)

ESSENTIAL INDICATORS

1 a. Details of measures for the well-being of employees:

Category	% of employees covered by									
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent employees											
Male	3,119	1,706	54.70%	0	0%	0	0%	0	0%	0	0%
Female	225	144	64.00%	0	0%	225	100%	0	0%	0	0%
Total	**3,344**	**1,850**	**55.32%**	**0**	**0%**	**225**	**100%**	**0**	**0%**	**0**	**0%**
Other than Permanent employees											
Male	1,540	1,540	100%	0	0%	0	0%	0	0%	0	0%
Female	652	652	100%	0	0%	652	100%	0	0%	0	0%
Total	**2,192**	**2,192**	**100%**	**0**	**0%**	**652**	**100%**	**0**	**0%**	**0**	**0%**

1. b. Details of measures for the well-being of workers*:

Category	% of employees covered by									
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent workers											
Male	Not Applicable										
Female											
Total											
Other than permanent workers											
Male	Not Applicable										
Female											
Total											

We do not have any permanent or non-permanent workers in our Company

1. c. **Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format**



**The methodology for computation of employee well-being expenditure has been revised during the year to exclude ESIC contributions. Accordingly, the previous year's figures have been restated to ensure comparability.*

2. **Details of retirement benefits, for Current FY and Previous Financial Year.**

Benefits	2025-26			2024-25		
	No. of employees covered as a % of 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 total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	78.83%	NA	Yes	80.29%	NA	Yes
Gratuity	100%	NA	Yes	100%	NA	Yes
ESI	55.32%	NA	Yes	56.76%	NA	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

If not, whether any steps are being taken by the entity in this regard.

Our offices and operational locations are designed to provide accessibility and a supportive work environment for differently abled employees and workers, in accordance with the provisions of the Rights of Persons with Disabilities Act, 2016.

4. **Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016?**

Yes

If so, provide a web-link to the policy.

https://investors.electronicsmartindia.com/policy-and-code-of-conduct

5. Return to work and Retention rates of permanent employees and workers who took parental leave.

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	0	0	NA	NA
Female	100%	100%	NA	NA
Total	100%	100%	NA	NA

**We do not have any permanent or non-permanent workers in our Company*

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

Permanent Workers	Other than Permanent Workers	Permanent Employees	Other than Permanent Employees
Yes	**Yes**	**Yes**	**Yes**

If Yes, then give details of the mechanism in brief

At EMIL, open communication is a fundamental aspect of our workplace culture. We encourage employees to raise concerns and provide feedback through multiple accessible channels, including their reporting managers, department heads, and the Human Resources team.

To facilitate effective grievance redressal, the Company has established various channels for reporting concerns. Employees may submit grievances through the Company's online grievance portal, http://electronicsmartindia.net/add-grievance, or contact the Human Resources and Compliance team through the designated email ID, hr.compliance@bajajelectronics.in.

These mechanisms support the timely, fair, and confidential resolution of employee concerns and reinforce the Company's commitment to maintaining a safe, inclusive, and supportive work environment.

7. Membership of employees and worker in association(s) or Unions recognised by the listed entity:

Benefits	2025-26			2024-25		
	No. of employees covered as a % of 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 total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
Total Permanent employees	3,344	0	0%	3,069	0	0%
Male	3119	0	0%	2,880	0	0%
Female	225	0	0%	189	0	0%
Total Permanent Workers	0	0	0%	0	0	0%
Male	0	0	0%	0	0	0%
Female	0	0	0%	0	0	0%

8. Details of training given to employees and workers:

Category	2025-26					2024-25				
	Total (A)	On Health and Safety Measures		On Skill Upgradation		Total (D)	On Health and Safety Measures		On Skill Upgradation	
		Number (B)	% (B / A)	Number (C)	% (C / A)		Number (E)	% (E / D)	Number (F)	% (C / D)
Employees*										
Male	3,119	3,119	100%	3,119	100%	2,880	2,880	100%	2,880	100%
Female	225	225	100%	225	100%	189	189	100%	189	100%
Total	**3,344**	**3,344**	**100%**	**3,344**	**100%**	**3,069**	**3,069**	**100%**	**3,069**	**100%**
Workers										
Male	0	0	0%	0	0%	0	0	0%	0	0%
Female	0	0	0%	0	0%	0	0	0%	0	0%
Total	**0**	**0**	**0%**	**0**	**0%**	**0**	**0**	**0%**	**0**	**0%**

**Disclosure is provided for permanent employees.*

9. Details of performance and career development reviews of employees and worker:

Category	2025-26			2024-25		
	Total (A)	No. (B)	% (B / A)	Total (D)	No. (E)	% (E / D)
Employees*						
Male	3,119	3,119	100%	2,880	2,880	100%
Female	225	225	100%	189	189	100%
Total	**3,344**	**3,344**	**100%**	**3,069**	**3,069**	**100%**
Workers**						
Male	Not Applicable					
Female						
Total						

**Disclosure is provided for permanent employees.*

***We do not have any permanent or non-permanent workers in our Company*

10. Health and safety management system

a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No)

Yes

If Yes, the Coverage such systems?

The Company has implemented an Occupational Health and Safety Management System across all corporate offices and retail stores. To ensure the continued effectiveness of the system, periodic internal audits are conducted by a dedicated team to assess workplace health and safety practices. These assessments focus on fire safety measures and the evaluation of working conditions across operational locations. This structured approach supports the maintenance of a safe and healthy work environment and reinforces the Company's commitment to the well-being of employees and other stakeholders.

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

EMIL encourages employees and contractors to report potential hazards through its grievance and safety reporting mechanisms. Identified risks are assessed based on their likelihood and potential impact, following which appropriate mitigation measures, including administrative controls, safe operating procedures, employee training, and emergency preparedness initiatives, are implemented.

The effectiveness of these measures is regularly reviewed through internal audits, compliance assessments, incident investigations, and ongoing employee awareness and training programmes. This structured approach supports the Company's commitment to maintaining a safe and healthy workplace across its operations.

c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks? (Yes/ No)

Yes

d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)

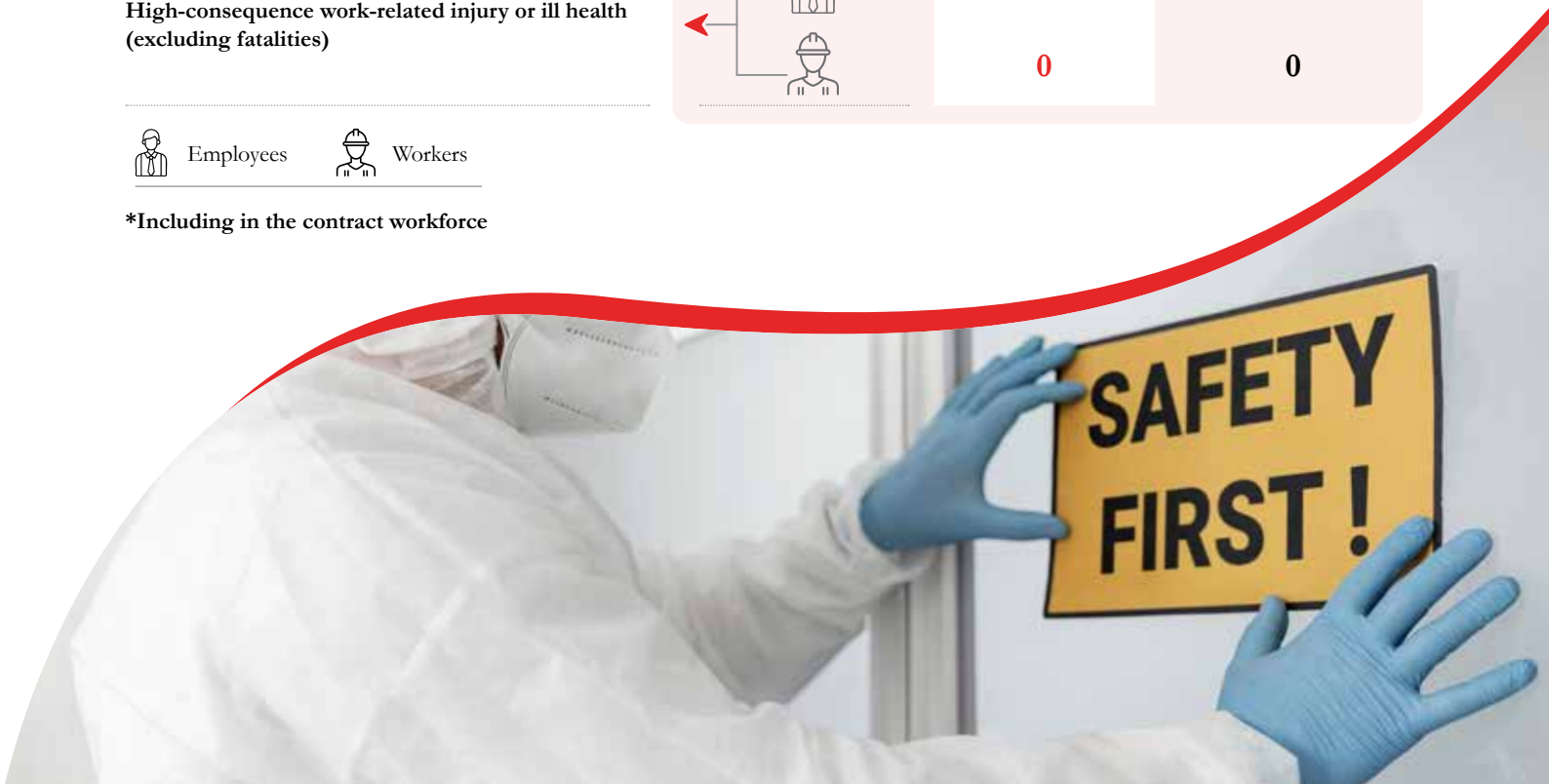
Yes

11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category*	2025-26	2024-25
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0	0
	Workers	0	0
Total recordable work-related injuries	Employees	0	0
	Workers	0	0
No. of fatalities	Employees	0	0
	Workers	0	0
High-consequence work-related injury or ill health (excluding fatalities)	Employees	0	0
	Workers	0	0

Employees Workers

***Including in the contract workforce**



12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

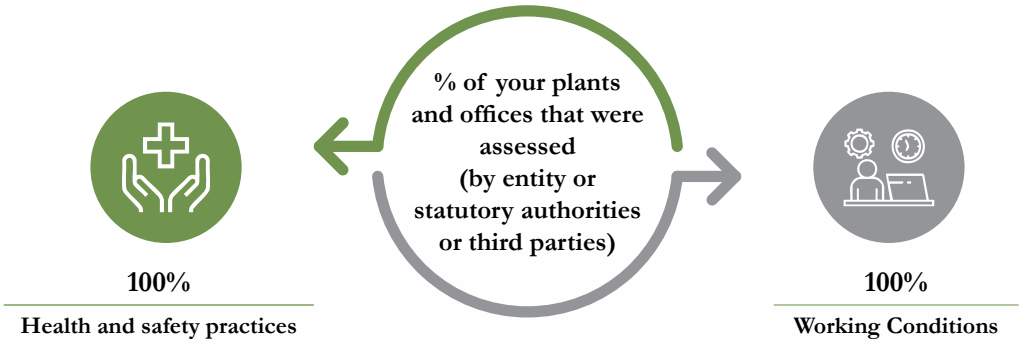
The Company undertakes regular hazard identification and risk assessments covering both routine and non-routine activities. Workplace safety inspections, internal audits, and safety committee meetings are periodically conducted to monitor compliance and support continuous improvement in health and safety performance. Employees and contractors are provided with mandatory induction programmes, periodic safety training, toolbox talks, and awareness initiatives to strengthen safety practices across operations.

For high-risk activities, Permit-to-Work (PTW) systems are implemented along with safe operating procedures and emergency response plans. The Company also carries out preventive maintenance and periodic inspections of machinery, equipment, fire protection systems, and other safety devices. Employee participation is encouraged through safety committees, hazard reporting mechanisms, and ongoing consultation on workplace health and safety matters, fostering a proactive safety culture across the organisation.

13. Number of Complaints on the following made by employees and workers:

Particulars	2025-26			2024-25		
	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	0	0	-	0	0	-
Health & Safety	0	0	-	0	0	-

14. Assessment for the year:



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.

We prioritise the safety of our employees and facilities by adhering to established fire safety protocols across all operational locations. Regular fire drills are conducted at periodic intervals to enhance preparedness and ensure that employees are familiar with evacuation procedures and emergency response measures. These initiatives support the Company's commitment to maintaining a safe and secure working environment for all stakeholders.

LEADERSHIP INDICATORS

1. **Does the entity extend any life insurance or any compensatory package in the event of death of**

   (A) Employees (Y/N) – Yes **(B) Workers (Y/N)** – No

2. **Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.**

   EMIL remains committed to responsible sourcing by promoting ethical business practices and ensuring that its value chain partners comply with all applicable legal and regulatory requirements. Our approach is supported by due diligence processes, contractual commitments, and periodic monitoring mechanisms that strengthen accountability across the supply chain.

   As part of the vendor onboarding process, prospective business partners undergo an evaluation that includes a review of their compliance with applicable statutory requirements, including labour and social security regulations such as Employees' State Insurance (ESI) and Employees' Provident Fund (EPF) provisions. In addition, all suppliers and business partners are expected to adhere to the Company's Suppliers' Code of Conduct, which outlines expectations relating to legal compliance, ethical conduct, labour practices, and responsible business behaviour.

   To reinforce compliance, vendor agreements include provisions requiring business partners to fulfil their statutory obligations towards employees and provide supporting documentation, wherever required. The Company periodically reviews compliance records, including statutory payment documents and other relevant workforce-related records, as applicable. Risk-based assessments, including site visits and document verification exercises, may also be undertaken to evaluate compliance with applicable labour laws and contractual obligations.

   Any instances of non-compliance identified through these processes are addressed through appropriate corrective measures, including corrective action plans, enhanced monitoring, and other remedial actions, where necessary.

   Through these measures, EMIL continues to strengthen responsible sourcing practices across its value chain, support the welfare of workers associated with its business partners, and reinforce its commitment to ethical, transparent, and sustainable business practices.

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/ are 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	
	2025-26	2024-25	2025-26	2024-25
Employees	0	0	0	0
Workers	NA	NA	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/ No/ NA)**

   Yes

5. **Details on assessment of value chain partners*:**



**The Company's Supplier Code of Conduct is embedded within its procurement framework and forms part of all Purchase Orders. Value chain partners are expected to adhere to the prescribed requirements, and the Company plans to achieve 100% assessment coverage of value chain partners in the forthcoming financial year.*

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.**

   Not applicable to EMIL. No significant risks or concerns related to the health and safety practices and working conditions of value chain partners were identified during the reporting period; hence, no corrective actions were required or are underway

PRINCIPLE 4

Businesses should respect the interests of and be responsive to all its stakeholders

(This principle highlights the importance of stakeholder engagement. Companies should consider the interests and perspectives of all stakeholders, including shareholders, employees, customers, suppliers, and the communities in which they operate. They should also be responsive to stakeholder concerns and feedback.)

ESSENTIAL INDICATORS

1. Describe the processes for identifying key stakeholder groups of the entity.

At Electronics Mart India Limited (EMIL), stakeholder engagement forms an integral part of our business strategy and sustainability approach. We follow a structured process to identify and prioritise stakeholders based on their influence on the Company, the impact of our operations on them, and the significance of their relationship with the business.

Our key stakeholder groups include customers, employees, investors and shareholders, suppliers and business partners, regulators and government authorities, local communities, lenders, and digital platforms.

As a leading consumer durables and electronics retailer, customers remain central to our operations. We engage with them through our retail stores, customer care channels, digital platforms, social media, customer feedback mechanisms, loyalty programmes, and customer relationship management (CRM) initiatives to better understand their expectations and enhance their overall experience.

Stakeholder engagement is carried out through a cross-functional approach involving teams such as Human Resources, Operations, Finance, Legal & Compliance, Procurement, and Customer Experience. The Company engages with stakeholders through meetings, surveys, consultations, audits, and statutory disclosures to obtain feedback and address key concerns.

The Company also periodically undertakes materiality assessments and stakeholder consultations to identify and evaluate key Environmental, Social, and Governance (ESG) matters relevant to both the business and its stakeholders. The outcomes of these assessments support the development of the Company's sustainability strategy and its disclosures under applicable regulatory frameworks, including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Business Responsibility and Sustainability Reporting (BRSR) framework.

The stakeholder mapping and engagement process is reviewed periodically to ensure that the Company remains responsive to evolving stakeholder expectations, regulatory developments, and business requirements, thereby supporting sustainable and responsible growth.

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 & Marginalised Group**	**Channels of communication** (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website, Other- Please Specify)	**Frequency of engagement** (Annually, Half-yearly, Quarterly, others- Please specify)	**Purpose and scope of engagement including key topics and concerns raised during such engagement**
Community	No	Print and Electronic Media	Regularly	Awareness
Shareholders	No	Emails, Newspapers, meetings	Quarterly	Business Updates
Employees	No	Emails, Notices, meetings	Regularly	Training, Business updates
Vendor/ Supplies	No	Emails, meetings	Regularly	Business updates
Government, NGOs, Media, Industry Analyst, Society at large	No	Emails, meetings	Annually	Statutory updates
Customers	No	Print, electronic, and social media	Regularly	Update, Business promotion, promotional offers
Investors	No	Emails, meetings, and reporting to stock exchanges	Regularly	Providing information

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.**

   At Electronics Mart India Limited (EMIL), stakeholder engagement is an integral part of our ESG governance framework. The Company has established structured mechanisms to engage with stakeholders on material economic, environmental, and social matters relevant to its business and stakeholders.

   Stakeholder consultations are conducted through various channels, including customer feedback mechanisms, employee engagement surveys, investor interactions, supplier assessments, community engagement initiatives, regulatory interactions, and periodic materiality assessments. These engagements help the Company understand stakeholder expectations, identify emerging ESG risks and opportunities, and determine material sustainability topics.

   Responsibility for stakeholder engagement is assigned to relevant functional teams, including Human Resources, Operations, Investor Relations, Procurement, Sustainability, and Legal & Compliance. The feedback and insights gathered through these engagements are consolidated and periodically reviewed by Senior Management.

   Material ESG-related matters, stakeholder concerns, and the outcomes of materiality assessments are presented to the ESG Committee through periodic updates and management reviews. The ESG Committee considers these inputs while overseeing the Company's sustainability strategy, ESG initiatives, risk management processes, and related disclosures, and provides guidance for their effective implementation.

   This governance approach ensures that stakeholder perspectives are appropriately considered in the Company's decision-making processes and supports its commitment to responsible and sustainable business practices.

2. **Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes/No).**

   Yes

   If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.

   Electronics Mart India Limited (EMIL) considers stakeholder consultation as an important input in identifying, assessing, and managing material environmental, social, and governance (ESG) matters across its operations and value chain.

   The Company engages regularly with its key stakeholders, including customers, employees, investors and shareholders, suppliers and business partners, regulators, and local communities, through various formal and informal channels such as customer feedback mechanisms, employee engagement surveys, supplier interactions, investor meetings, community engagement initiatives, regulatory interactions, and periodic materiality assessments.

   Feedback received through these engagements helps the Company understand stakeholder expectations and identify material ESG topics, including energy management, waste management, employee health and safety, diversity and inclusion, customer experience, data privacy and cybersecurity, responsible sourcing, and community development.

   These material topics are reviewed by the management and the ESG Committee based on their relevance to stakeholders and their potential impact on the Company's operations, strategy, and long-term value creation. The insights derived from stakeholder consultations are incorporated into the Company's sustainability strategy, risk management processes, ESG initiatives, and disclosures under the Business Responsibility and Sustainability Reporting (BRSR) framework.

   Through this ongoing engagement process, EMIL seeks to ensure that its sustainability priorities remain aligned with evolving stakeholder expectations, emerging ESG trends, and regulatory developments, thereby supporting informed decision-making and responsible business growth.

3. **Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalised stakeholder groups.**

   During the reporting period, EMIL regularly engaged with vulnerable and marginalised stakeholder groups through its CSR initiatives. Based on these interactions, the Company undertook appropriate actions and community development programs to address their needs and contribute to their socio-economic well-being.

PRINCIPLE 5

Businesses should respect and promote human rights.

(This principle focuses on the importance of human rights. Companies should respect and promote human rights, including the rights to freedom of expression, association, and privacy. They should also prevent and address human rights violations in their operations and value chains.)

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

Benefits	2025-26			2024-25		
	Total (A)	No. of employees/ workers covered (B)	% (B / A)	Total (C)	No. of employees/ workers covered (D)	% (D / C)
			Employees			
Permanent	3,344	3,344	100%	3,069	3,069	100%
Other than permanent	2,192	2,192	100%	1,916	1,916	100%
Total Employees	**5,536**	**5,536**	**100%**	**4,985**	**4,985**	**100%**
			Workers*			
Permanent						
Other than permanent			Not Applicable			
Total Workers						

**We do not have any permanent or non-permanent workers in our Company.*

2. Details of minimum wages paid to employees and workers

Category	2025-26					2024-25				
	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										
Male	3,119	0	0%	3,119	100%	2,880	0	0%	2,880	100%
Female	225	0	0%	225	100%	189	0	0%	189	100%
Total	**3,344**	**0**	**0%**	**3,344**	**100%**	**3,069**	**0**	**0%**	**3,069**	**100%**
Other than Permanent										
Male	1,540	0	0%	1,540	100%	1,286	0	0%	1,286	100%
Female	652	0	0%	652	100%	630	0	0%	630	100%
Total	**2,192**	**0**	**0%**	**2,192**	**100%**	**1,916**	**0**	**0%**	**1,916**	**100%**

Category	2025-26				2024-25			
	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)
	Workers*								
Permanent									
Male									
Female	Not Applicable								
Total									
Other than Permanent									
Male									
Female	Not Applicable								
Total									

We do not have any permanent or non-permanent workers in our Company

3. Details of remuneration/salary/wages

a. Median remuneration/wages:

Male Female

Particular	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BOD)*	2	2,29,99,998	1	1,50,00,000
Key Managerial Personnel	4	1,58,74,998	1	1,50,00,000
Employees other than BOD and KMP	3,117	2,09,700	224	1,81,000
Workers	NA	NA	NA	NA

The remuneration of the Board of Directors (BOD) includes the remuneration paid to Executive Directors but excludes commission and/or sitting fees paid to directors. Non-Executive and Independent Directors are excluded, as they do not receive any remuneration.
***Key Managerial Personnel (KMP) includes Executive Directors.*

b. Gross wages paid to females as % of total wages paid by the entity, in the following format:



**For the calculation of gross wages paid to females, only permanent employees have been considered. Other than permanent employee counts, as well as outsourced manpower salaries, have been excluded from the calculation*

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

**The Human Resources Department serves as the nodal function for addressing human rights-related concerns, including matters relating to discrimination, harassment, child labour, forced labour, workplace safety, equal opportunity, and employee welfare, in coordination with management and relevant functional teams.*

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

The Company has established a dedicated Grievance Redressal Portal to provide employees and other stakeholders with a secure, confidential, and accessible channel for reporting human rights-related concerns. All grievances received through the portal are promptly acknowledged, objectively evaluated, and addressed in a timely manner by the Human Resources Department in coordination with the relevant authorities.

6. Number of Complaints on the following made by employees and workers:

Category	2025-26			2024-25		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	4	0	-	1	0	-
Discrimination at workplace	0	0	-	0	0	-
Child Labour	0	0	-	0	0	-
Forced Labour / Involuntary Labour	0	0	-	0	0	-
Wages	0	0	-	0	0	-
Other human rights related issues	0	0	-	0	0	-

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

Particulars	2025-26	2024-25
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	4	1
Complaints on POSH as a % of female employees / workers	1.93%	0.62%
Complaints on POSH upheld	1	0

Note:

For the calculation of the POSH percentage, only the average number of permanent female employees has been considered. Accordingly, the previous year's percentage has been revised to align with the current methodology.

8. **Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.**

At EMIL, the Human Resources Department, in coordination with the Internal Committee (POSH Committee), serves as the focal point for addressing human rights-related concerns and promoting a workplace founded on dignity, equality, and respect. We are committed to providing a safe, inclusive, and discrimination-free work environment for all employees.

To strengthen our grievance redressal framework, EMIL has established a dedicated Grievance Redressal Portal through which employees can confidentially report concerns relating to discrimination, harassment, unfair treatment, workplace safety, or any other human rights-related matter. All grievances are promptly acknowledged, impartially reviewed, and resolved in accordance with the Company's policies and applicable legal requirements.

The POSH Committee plays a key role in preventing and addressing incidents of sexual harassment by ensuring fair, confidential, and unbiased investigations. EMIL maintains appropriate safeguards to protect complainants and witnesses from retaliation and ensures confidentiality throughout the grievance resolution process. Corrective actions, where necessary, are implemented based on investigation findings, and appropriate support is extended to affected individuals.

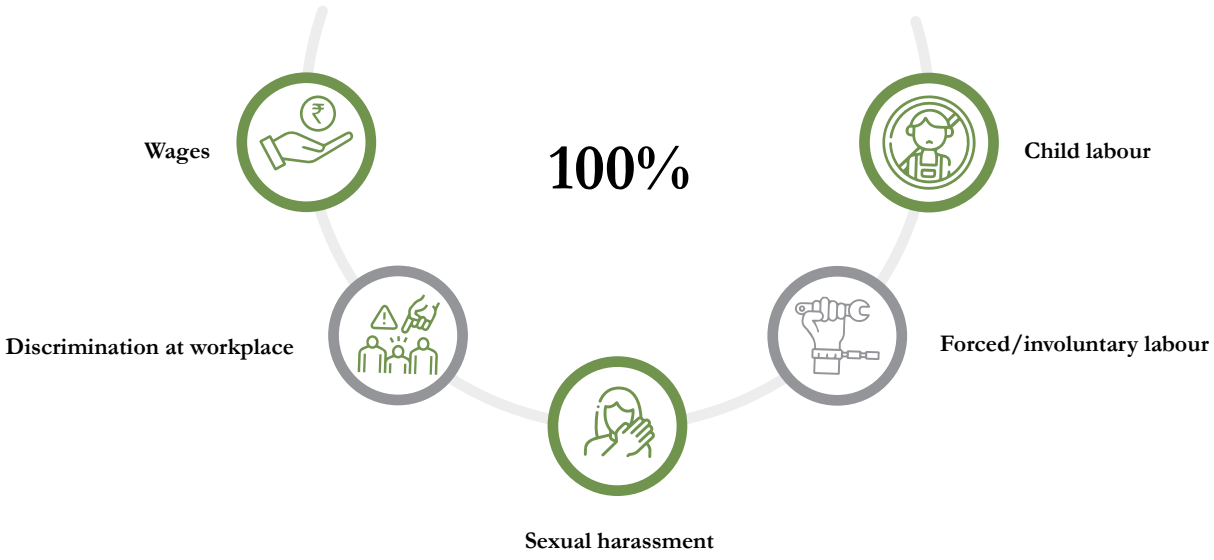
Through these mechanisms, EMIL reinforces its commitment to upholding human rights, promoting equal opportunity, and maintaining a safe, respectful, and inclusive workplace for all employees.

9. **Do human rights requirements form part of your business agreements and contracts? (Yes/No/NA)**

Yes

10. **Assessments for the year:**

% of your plants and offices that were assessed (by entity or statutory authorities or third parties)



11. **Provide details of any corrective actions taken or underway to address significant risks/concerns arising from the assessments at Question 10 above.**

No corrective action is required

LEADERSHIP INDICATORS

1. **Details of a business process being modified / introduced as a result of addressing human rights grievances/ complaints.**

   The Company is committed to fostering a safe, inclusive, and respectful workplace for all employees and has implemented various initiatives to promote awareness of employee rights and responsibilities.

   In compliance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH Act), the Company has constituted a centralised Internal Committee (IC) to address workplace sexual harassment complaints in a fair, confidential, and timely manner. POSH-related notices and awareness materials are displayed across locations to ensure accessibility and awareness among employees.

   The Company also conducts periodic POSH awareness programmes and training sessions to educate employees on workplace conduct, reporting mechanisms, and the importance of maintaining a safe and respectful work environment.

   As part of the induction process, employees are introduced to the Company's organisational structure, policies, and workplace practices to ensure they are aware of their rights, responsibilities, and available grievance redressal mechanisms from the outset.

   In addition, periodic awareness initiatives are undertaken to educate employees on potential scams, unethical practices, and misconduct, enabling them to safeguard their interests and report any suspicious activities through appropriate channels.

   These initiatives reflect the Company's commitment to maintaining a transparent, respectful, and inclusive workplace culture where employees feel informed, valued, and secure.

2. **Details of the scope and coverage of any Human rights due diligence conducted**

   EMIL undertakes human rights due diligence through its established policies, statutory compliance framework, and internal governance mechanisms. The due diligence process covers all employees across the Company's operations and is aimed at identifying, preventing, mitigating, and addressing potential human rights risks.

   The scope of the assessment includes compliance with applicable labour laws, prevention of child labour and forced labour, non-discrimination and equal opportunity, prevention of sexual harassment, workplace health and safety, fair employment practices, employee welfare, working conditions, and grievance redressal mechanisms. To support these efforts, the Company conducts periodic reviews, internal audits, compliance assessments, employee awareness programmes, and ongoing monitoring of statutory and regulatory requirements.

   Any concerns identified through these processes are evaluated and addressed through appropriate corrective actions, with follow-up reviews undertaken to monitor their effectiveness and support continuous improvement in human rights practices across the organisation.

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/No)**

   Yes

   **The Company's premises and offices have been designed to ensure full accessibility and inclusivity for differently abled employees and workers, providing a barrier-free environment in compliance with the provisions of the Rights of Persons with Disabilities Act, 2016.*

4. **Details on assessment of value chain partners**

Name of the Assessment*	% of value chain partners (by value of business done with such partners) that were assessed
Sexual harassment	100%
Discrimination at workplace	100%
Child Labour	100%
Forced Labour/Involuntary Labour	100%
Wages	100%
Others – please specify	-

** The Supplier Code of Conduct is an integral part of our Purchase Orders. All value chain partners are required to align with and adhere to its principles.*

5. **Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.**

   NA

PRINCIPLE 6

Businesses should respect and make efforts to protect and restore the environment.

(This principle emphasizes the importance of environmental stewardship. Companies should minimize their impact on the environment, conserve natural resources, and promote environmental sustainability. They should also take steps to restore and rehabilitate degraded ecosystems.)

ESSENTIAL INDICATORS

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter	2025-26 (in Giga Joules)	2024-25 (in Giga Joules)
From renewable sources*		
Total electricity consumption (A)	880.92	817.74
Total fuel consumption (B)	0	0
Energy consumption through other sources (C.)	0	0
Total energy consumed from renewable sources (A+B+C)	**880.92**	**817.74**
From non-renewable sources		
Total electricity consumption (D)	1,38,450.52	1,24,103.13
Total fuel consumption (E)	10,614.01	10,543.37
Energy consumption through other sources (F)	0	0
Total energy consumed from non-renewable sources (D+E+F)	**1,49,064.53**	**1,34,646.50**
Total energy consumed (A+B+C+D+E+F)	**1,49,945.45**	**1,35,464.24**
Energy intensity per rupee of turnover [Total energy consumed (in GJ)/Revenue from operations (in rupees)]	0.0000020874	0.0000019450
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)** [Total energy consumed (in GJ)/Revenue from operations in rupees adjusted for PPP]	0.0000424577	0.0000401832
Energy intensity in terms of physical output [Total energy consumed (in GJ)/Physical output of unit sold (in numbers)]	0.0351740718	0.0373328230
Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency?		Yes
If yes, name of the external agency.		**Vinay and Keshava LLP**

**The Company undertakes energy conservation and renewable energy initiatives through the installation of solar power plants across 7 locations, rooftop solar panels at select retail outlets, and smart meters at 7 locations. These measures support the generation of clean energy, enable real-time monitoring and optimisation of electricity consumption, reduce reliance on conventional energy sources and diesel generators, and contribute to improved energy efficiency and environmental performance across operations.*

***The revenue from operations has been adjusted for Purchasing Power Parity (PPP) using the latest PPP conversion factor published by the International Monetary Fund (IMF) for India for the year 2026, which is 20.34.*

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? (Yes/No)

No

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.

The Performance Achieve Trade (PAT) Scheme is not applicable for our Company.

3. Provide details of the following disclosures related to water, in the following format:

Parameter	2025-26	2024-25
Water withdrawal by source (in kilolitres)		
(i) Surface water	0	0
(ii) Groundwater	0	0
(iii) Third party water	75,278.31	81,878.63
(iv) Seawater/desalinated water	0	0
(v) Others	0	0
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	**75,278.31**	**81,878.63**
Total volume of water consumption (in kilolitres)*	**15,055.66**	**16,375.73**
Water intensity per rupee of turnover [Total water consumption (in KL)/Revenue from operations (in rupees)]	0.0000002096	0.0000002351
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) [Total water consumption (in KL)/Revenue from operations in rupees adjusted for PPP]	0.0000042633	0.0000048572
Water intensity in terms of physical output [Total water consumption (in KL)/Physical output of unit sold (in numbers)	0.0035317435	0.0225650727
Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Yes/No)		Yes
If yes, name of the external agency.	**Vinay and Keshava LLP**	

**During the reporting year, the Company adopted the methodology proposed in the Urban Wastewater Scenario in India study (August 2022), which considers a 20% water loss factor while calculating water consumption. To ensure consistency and comparability across reporting periods, the revised methodology has been applied retrospectively, and the previous year's figures have been restated accordingly.*

4. Provide the following details related to water discharged:

Parameter	2025-26	2024-25
Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface water		
No treatment	0	0
With treatment – please specify level of treatment	0	0
(ii) To Groundwater		
No treatment	0	0
With treatment – please specify level of treatment	0	0
(iii) To Seawater		
No treatment	0	0
With treatment – please specify level of treatment	0	0
(iv) Sent to third-parties*		
No treatment**	60,222.65	65,502.90
With treatment – please specify level of treatment	0	0
(v) Others		
No treatment	0	0
With treatment – please specify level of treatment	0	0
Total water discharged (in kilolitres)	**60,222.65**	**65,502.90**
Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N)		Yes
If yes, name of the external agency.	**Vinay and Keshava LLP**	

**Water consumption at office locations is discharged into community sewage*

***During the reporting year, the Company adopted the methodology proposed in the Urban Wastewater Scenario in India study (August 2022), which considers a 20% water loss factor while calculating water consumption. To ensure consistency and comparability across reporting periods, the revised methodology has been applied retrospectively, and the previous year's figures have been restated accordingly.*

5. Has the entity implemented a mechanism for Zero Liquid Discharge?

No

If yes, provide details of its coverage and implementation.

Not Applicable

6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:*

Parameter	Please specify unit	2025-26	2024-25
NOx	-	0	0
SOx	-	0	0
Particulate matter (PM)	-	0	0
Persistent organic pollutants (POP)	-	0	0
Volatile organic compounds (VOC)	-	0	0
Hazardous air pollutants (HAP)	-	0	0
Others – please specify			
Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N)			No
If yes, name of the external agency.		-	

**As our operations are limited to dealership activities, air emissions monitoring is not considered a material concern.*

7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	2025-26	2024-25
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	779.42	1,496.22
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	27,305.52	25,061.94
Total Scope 1 and Scope 2 emissions per rupee of turnover [Total Scope 1 and Scope 2 GHG emissions (in $MTCO_2e$)/Revenue from operations (in rupees)]	Metric tonnes of CO_2 equivalent/Revenue From operation	0.0000003910	0.0000003813
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 (in $MTCO_2e$)/ Revenue from operations in rupees adjusted for PPP]	Metric tonnes of CO_2 equivalent/Revenue from operations in rupees adjusted for PPP	0.0000079529	0.0000078777
Total Scope 1 and Scope 2 emission intensity in terms of physical output [Total Scope 1 and Scope 2 GHG emissions (in $MTCO_2e$)/ Physical output of unit sold (in numbers)	Metric tonnes of CO_2 equivalent/ Per physical output of unit sold	0.0065881405	0.0073192091
Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N)			Yes
If yes, name of the external agency.		**Vinay and Keshava LLP**	

Notes:

1. *Source of Emission factor used: EPA's GHG Emission Factors Hub, CEA's CDM - CO_2 Baseline Database User Guide Version 21 has been used for the purpose of GHG Emissions calculations.*
2. *Fuel and Electricity consumption has been calculated using spend-based method for locations where actual consumption was not readily available.*

8. Does the entity have any project related to reducing Green House Gas emission? (Yes/No)

Yes

If Yes, then provide details.

As part of our commitment to sustainability:

- **Installation of Solar Power Plants:** Solar power plants have been installed at seven locations to increase the use of renewable energy, reduce dependence on conventional power sources, and minimise diesel generator consumption.
- **Deployment of Smart Electricity Meters:** Smart electricity meters have been implemented to monitor and optimise energy consumption, supporting improved energy efficiency across operations.
- **Adoption of Energy-Efficient Lighting:** Conventional lighting systems have been replaced with LED lighting across facilities to reduce electricity consumption and associated carbon emissions.
- **Renewable Energy Partnerships:** The Company has partnered with Edge Group to strengthen its renewable energy infrastructure through the installation of additional solar panels across outlets.
- **Environmental Stewardship:** These initiatives collectively contribute to improved energy efficiency, increased renewable energy usage, reduced greenhouse gas emissions, and the Company's commitment to environmental sustainability.

9. Provide details related to waste management by the entity, in the following format:

Parameter	2025-26	2024-25
Total Waste generated (in metric tonnes)		
Plastic waste (A)	0	1.50
E-waste (B)	6.55	4.55
Bio-medical waste (C)	0	0
Construction and demolition waste (D)	0	20.30
Battery waste (E)	0	0
Radioactive waste (F)	0	0
Other Hazardous waste. Please specify, if any. (G)	0	0
Other Non-hazardous waste generated (H). -Office Generated Waste	2,226.77	1,825
Total (A+B + C + D + E + F + G + H)	**2,233.32**	**1,851.35**
Waste intensity per rupee of turnover [Total waste generated (in MT)/ Revenue from operations (in rupees)]	0.0000000311	0.0000000266
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) Total waste generated (in MT)/Revenue from operations in rupees adjusted for PPP	0.0000006326	0.0000005492
Waste intensity in terms of physical output Total waste generated (in MT)/Physical output of unit sold (in numbers)	0.0005238902	0.0005102167

For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)

Category of waste	2025-26	2024-25
(i) Recycled	0	6.05
(ii) Re-used	0	0
(iii) Other recovery operations	34.19	20.30
Total	**34.19**	**26.35**

For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)

Category of waste	2025-26	2024-25
(i) Incineration	0	0
(ii) Landfilling	0	0
(iii) Other disposal operations - Send to Government waste management units	2,199.13	1,825
Total	**2,199.13**	**1,825**
Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N)		Yes
If yes, name of the external agency.	**Vinay and Keshava LLP**	

10. **Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your Company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.**

At EMIL, we are committed to sustainable operations through effective waste management practices. Waste generated across our establishments is segregated into wet and dry categories to enable safe disposal, recycling, and treatment, supporting resource conservation and a circular economy.

We recognise the importance of responsible e-waste management. Discarded electronic items, packaging materials, and other related waste are collected and channelled through authorised recyclers and disposal partners in compliance with applicable statutory requirements. This ensures that electronic waste is processed safely, prevents harmful environmental impact, and contributes to resource recovery and recycling.

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:**

Location of operations/offices	We do not have offices/ operations in/around Ecologically Sensitive Areas.
Type of operations	
Whether the conditions of environmental approval/ clearance are being complied with? (Y/N)	
If no, the reasons thereof and corrective action taken, if any.	

12. **Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:**

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No)	Relevant Web link
No EIA was conducted in the current financial year					

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/NA).**

Yes

If not, provide details of all such non-compliances, in the following format:

Specify the law/regulation/ guidelines which was not complied with	Provide details of the non- compliance	Any fines/penalties/action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
We are compliant with all the applicable environmental laws/regulations/guidelines in India.			

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

-

(ii) Nature of Operations

-

**The Company is engaged in retail operations, and none of its stores or office locations are situated in areas identified as water-stressed areas.*

2. **Please provide details of total Scope 3 emissions & its intensity, in the following format:**

Parameter	Unit	2025-26	2024-25
Total Scope 3 emissions (Break-up of the GHG into CO_2, CH_4, N_2O, HFCs, PFCs, SF_6, NF_3, if available)	TCO_2e	For Scope 3 Please refer to our sustainability report	81,992.91
Total Scope 3 emissions per rupee of turnover [Total Scope 3 emissions (in $MTCO_2e$)/ Revenue from operations (in rupees)]	TCO_2e/Revenue from Operations		0.0000011772

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) No

If yes, name of the external agency. -

Note: FY 2024-25, Scope 3 emissions include emission from the following Category 1: Purchased goods and services, Category 2: Capital goods and services, Category 3: Fuel and Energy related activities, Category 4: Upstream transportation and distribution, Category 5: Waste generated in Operations.

3. **With respect to the ecologically sensitive areas reported at Question 11 of Essential Indicators above, provide details of 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 outcome of such initiatives, as per the following format:**

Initiative un-dertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative	Corrective action taken, if any
Installation of Solar Plants (in-cluding Roof-top) and Smart Metres	Solar Plants installed at 7 locations, rooftop solar panels initiated at sev-eral retail outlets. Smart metres in-stalled at 7 locations. The solar pan-els help offset energy consumption with clean, renewable energy and reduce reliance on diesel generators.	Generated 2,44,699 kWh solar energy, resulting in ₹ 7,74,826 solar savings and 173.74 Tonnes of CO_2 savings. Smart metres enabled ₹ 4,53,431.00 power savings. Rooftop solar expansion expected to further reduce non-renewable energy usage and diesel consumption.	-
Installation of RO Plants	We have installed Reverse Osmosis (RO) systemsat our retail outlets. This initiative is designed tosubstantially decrease our reliance on bottled water.The use of RO systems ensures the availability of safe, purified water at our locations, therebyreducing the need for bottled water consumption.	The implementation of Reverse Osmosis (RO) systems at our retail outlets, a measure set to significantly reduce wastegenerated from disposable plastic bottles. This decision directly supports our commitment to sustainability, as it drastically decreases the volume of plastic waste entering our ecosystems. Furthermore, by curtailing the need for bottled water, we will indirectly reduce greenhouse gas emissions associated with the transportation of these products.	-
Use of Sustainable Packaging Bags	We have started using biodegradable cloth bags for packaging in place of plastic bags across our operations. These cloth bags are reusable, eco-friendly, and contribute to our commitment toward reducing single-use plastic in our supply chain.	This initiative has significantly reduced our plastic consumption and promotes a green environment by supporting the use of reusable, biodegradable materials in our packaging efforts.	-
Supplier ESG Training	The Company conducted ESG awareness training for its suppliers and value chain partners to enhance understanding of Environmental, Social, and Governance (ESG) principles. The training covered responsible business practices, environmental responsibility, workplace safety, human rights, ethical conduct, compliance requirements, and alignment with the Company's Supplier Code of Conduct.	The initiative enhanced supplier awareness on sustainable and responsible business practices and encouraged suppliers to integrate ESG considerations into their operations, thereby supporting the development of a responsible and sustainable supply chain.	-
Store Rating and Compliance Assessment	The Company implemented a structured store assessment process through a checklist-based evaluation covering statutory and operational compliance, fire safety management, electrical safety, structural integrity, environmental risks, and overall store preparedness. The assessment was conducted across departments/stores to identify gaps, strengthen operational controls, and ensure adherence to applicable safety and compliance requirements.	The initiative enabled systematic identification of improvement areas, enhanced safety awareness, strengthened compliance monitoring, and supported continuous improvement in store operations.	

5. **Does the entity have a business continuity and disaster management plan? (Yes/No)**

Yes

Give details in 100 words/web link.

At EMIL, our Business Continuity and Disaster Management Plan is designed to keep us ready for unforeseen disruptions. It begins with a thorough risk assessment and includes the establishment of an Emergency Response Team, clearly marked emergency exits, and detailed procedures for emergency situations such as shutting down equipment, protecting assets, and prioritizing the safety of our personnel.

A structured communication protocol ensures the timely sharing of information with employees, customers, and stakeholders.

We have robust data protection practices in place, including regular backups and alternative technology solutions to support uninterrupted services. Cross-training initiatives and a formal Succession Planning Policy help maintain continuity in critical roles.

Our supply chain is continually evaluated and strengthened to minimize the risk of interruption. Regular drills and post-incident reviews allow us to refine our response strategies and integrate lessons learned. By fostering a culture of preparedness and vigilance, we work to protect our people, operations, and services in any crisis scenario.

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 significant adverse environmental impacts arising from EMIL's value chain were identified during the reporting period. The Company promotes environmentally responsible practices among its value chain partners through ongoing engagement, adherence to applicable regulatory requirements, and a focus on resource efficiency and sustainable operations.

7. **Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.**

100%

8. **How many Green Credits have been generated or procured:**

a. **By the listed entity**

0

b. **By the top ten (in terms of value of purchases and sales, respectively) value chain partners**

0

PRINCIPLE 7

Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.

(This principle highlights the importance of responsible advocacy. Companies should engage in policy advocacy in a responsible and transparent manner and avoid engaging in activities that could undermine the public interest or the democratic process.)

ESSENTIAL INDICATORS

1. a. Number of affiliations with trade and industry chambers/associations.

1

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 in-dustry chambers/asso-ciations (State/ National/Inter-national)
1	Confederation of Indian Industry	National

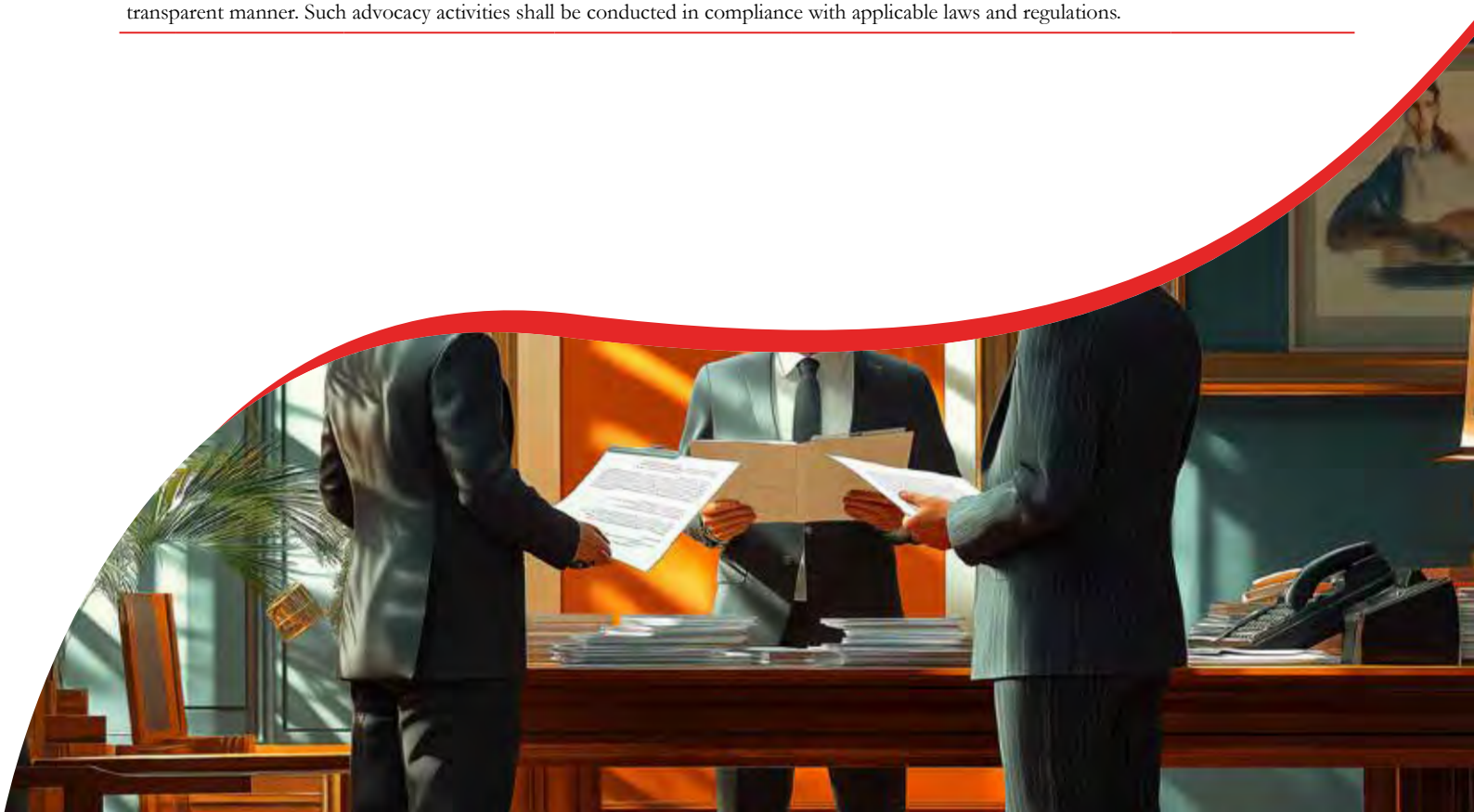
2. Provide details of corrective action taken or underway on any issues related to anti- competitive conduct by the entity, based on adverse orders from regulatory authorities.

Name of authority	Brief of the case	Corrective action taken
	Not Applicable	

LEADERSHIP INDICATORS

1. Details of public policy positions advocated by the entity:

Sr. No.	Public policy advocated	Method resorted for such advocacy	Whether infor-mation available in public domain? (Yes/No)	Frequency of Review by Board (Annual-ly/Half Year-ly/Quarterly/ Others- Please specify)	Web Link, if available
If relevant in the future, the Company may undertake public policy advocacy pertaining to its business and stakeholders in a responsible and transparent manner. Such advocacy activities shall be conducted in compliance with applicable laws and regulations.					



PRINCIPLE 8

Businesses should promote inclusive growth and equitable development.

(This principle emphasizes the importance of promoting inclusive and equitable economic development. Companies should create economic opportunities for all, including disadvantaged and marginalized groups. They should also contribute to the development of local communities and support social and economic empowerment.)

ESSENTIAL INDICATORS

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No)	Relevant Web link
As the contribution is not exceeding ₹ 10 Crores, the same is not applicable.					

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

Sr. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In ₹)
No, Rehabilitation/Resettlement (R&R) is being undertaken by your entity						

3. Describe the mechanisms to receive and redress grievances of the community.

Electronics Mart India Limited (EMIL) has established a structured grievance redressal mechanism to receive, assess, and resolve concerns raised by customers, communities, and other stakeholders in a fair and timely manner. Stakeholders may submit grievances through multiple channels, including written communication, telephone, email, customer support touchpoints, and other communication platforms available across stores and through the Company's website.

All grievances received are appropriately recorded, acknowledged, and referred to the relevant functions for review and resolution. The concerned teams investigate the issues raised and implement necessary corrective actions within defined timelines to ensure effective redressal.

The Company periodically reviews grievance trends and stakeholder feedback to identify areas for improvement, strengthen internal processes, and enhance stakeholder experience. Through these measures, EMIL remains committed to maintaining a responsive, transparent, and accessible grievance redressal framework that supports responsible and sustainable business practices.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

Particular	2025-26	2024-25
Directly sourced from MSMEs/small producers	0.21%	0.49%
Directly from within India	99.66%	99.86%

5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent/on contract basis) in the following locations, as % of total wage cost*

Particular	2025-26	2024-25
Rural	3.76%	0.26%
Semi-urban	13.65%	12.83%
Urban	14.18%	13.96%
Metropolitan	68.41%	72.94%

(Place to be categorized as per RBI Classification System - rural/semi-urban/urban/metropolitan)

**For the calculation of job creation in smaller towns, only permanent employees have been considered. Other than permanent employee counts, as well as outsourced manpower salaries, have been excluded from the calculation.*

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 action taken
Not Applicable	

2. **Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:**

Sr. No.	State	Aspirational District	Amount spent (In ₹)

3. a) **Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized/vulnerable groups? (Yes/No/NA)**

   No

   b) **From which marginalized/vulnerable groups do you procure?**

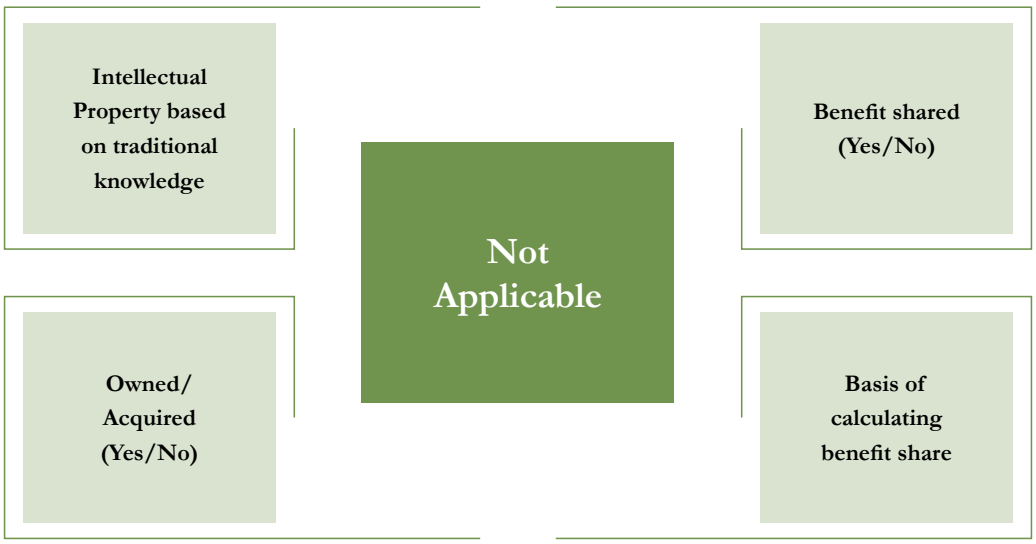
   No

   c) **What percentage of total procurement (by value) does it constitute?**

   NA*

**We do not have a preferential procurement policy that prioritises purchasing from suppliers comprising marginalised or vulnerable groups. However, we do procure some input materials from these groups.*

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:**





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.**

Name of authority	Brief of the Case	Corrective action taken
No Corrective Actions required.		

6. **Details of beneficiaries of CSR Projects:**

Sr. No.	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
1	Shiksha Sarthi	3	100%
2	Telangana Sikh Society	141	100%
3	Swayamkrushi	147	100%
4	Teach for India	2	100%
5	Extra Mile Foundation	17	100%
6	Rainbow Children's Foundation	15	100%
7	Thalassemia and Sickle Cell Society	7	100%
8	Pushpagiri	107	100%
9	Aarogya	109	100%

PRINCIPLE 9

Businesses should engage with and provide value to their consumers in a responsible manner.

(This principle highlights the importance of responsible consumer engagement. Companies should provide safe, high-quality products and services, and ensure that they are marketed and sold ethically and responsibly. They should also be transparent about their products and services, and provide consumers with the information they need to make informed choices.)

ESSENTIAL INDICATORS

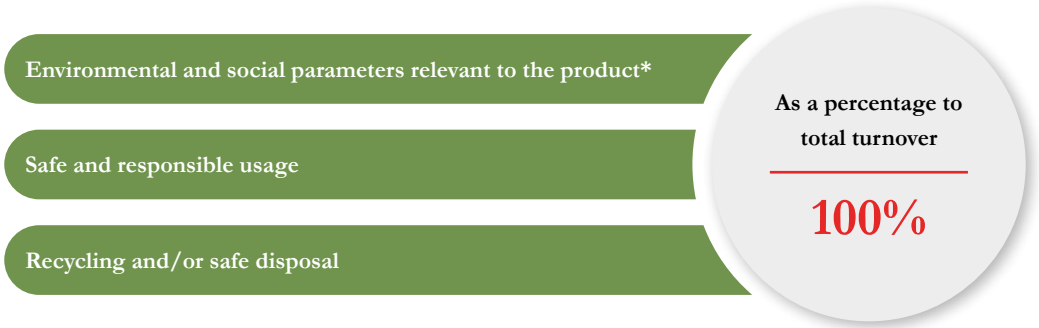
1. **Describe the mechanisms in place to receive and respond to consumer complaints and feedback.**

EMIL continues to strengthen its customer engagement and after-sales service capabilities through its centralised Customer Care Centre in Hyderabad, which serves as a single point of contact for receiving, tracking, and resolving customer queries and grievances. The facility supports a structured, transparent, and efficient customer service and grievance redressal process.

The Customer Care team works closely with customers, store teams, service partners, and brand principals to facilitate the timely resolution of concerns while maintaining high standards of service quality and responsiveness. The Company's grievance management framework enables continuous monitoring of customer feedback, helping identify areas for improvement and enhance the overall customer experience.

By leveraging customer insights and focusing on effective issue resolution, EMIL remains committed to delivering superior customer service, strengthening customer trust, and building long-term customer relationships. This customer-centric approach continues to support the Company's growth and reinforce its reputation for service excellence.

2. Turnover of products and/services as a percentage of turnover from all products/service that carry information about



**Packaging is handled by the manufacturing entity. As a retailer, we are not involved in the packaging process.*

3. Number of consumer complaints in respect of the following:

Particular	2025-26		Remark	2024-25		Remark
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy	0	0	-	0	0	-
Advertising	0	0	-	0	0	-
Cyber-security	0	0	-	0	0	-
Delivery of essential services	0	0	-	0	0	-
Restrictive Trade Practices	0	0	-	0	0	-
Unfair Trade Practices	0	0	-	0	0	-
Other- Customer Grievances	880	0	-	667	0	-

4. Details of instances of product recalls on account of safety issues:

Particular	Number	Reason for recall
Voluntary recalls	0	-
Forced recalls	0	-

5. Does the entity have a framework/policy on cyber security and risks related to data privacy? (Yes/No)

Yes

If available, provide a web link of the policy

https://investors.electronicsmartindia.com/policy-and-code-of-conduct

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.

No material issues relating to advertising and marketing practices, delivery of essential services, cybersecurity and customer data privacy, product recalls, or regulatory actions concerning product and service safety were identified during the reporting period. Accordingly, no corrective actions were required. The Company continues to maintain robust policies, internal controls, monitoring mechanisms, and periodic employee awareness programs to ensure compliance with applicable laws, regulations, and industry standards. Additionally, quarterly IT awareness communications are circulated to reinforce information security practices and promote proactive risk mitigation.

7. Provide the following information relating to data breaches

a. Number of instances of data breaches along-with impact

0

b. Percentage of data breaches involving personally identifiable information of customers

0%

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 web link, if available).**

   https://electronicsmartindia.com/

2. **Steps taken to inform and educate consumers about safe and responsible usage of products and/or services**

   EMIL is committed to promoting the safe and responsible use of the products offered through its stores. All products are accompanied by safety, usage, and maintenance instructions provided by the respective manufacturers through product packaging, user manuals, warranty documents, and digital platforms, wherever applicable. These resources help customers use products safely and effectively while enhancing their overall ownership experience.

   The Company works closely with leading brands and manufacturers to ensure that customers have access to relevant product information and safety guidance at the time of purchase and throughout the product lifecycle. Through these efforts, EMIL continues to support informed product usage and promote responsible consumer practices.

3. **Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.**

   Not Applicable

4. **Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/NA)**

   Yes

   a. **If yes, provide details in brief.**

      EMIL deals in electronic goods, and all products sold by us carry the mandatory information as per local laws.

   b. **Did your entity carry out any survey with regard to 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)***

      No

**However, beginning in FY 2026-27, the entity has started providing a customer feedback link along with invoices to collect consumer feedback and enhance customer satisfaction.*



INDEPENDENT PRACTITIONER'S LIMITED ASSURANCE REPORT ON IDENTIFIED

SUSTAINABILITY INFORMATION IN ELECTRONICS MART INDIA LIMITED BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

To the Board of Directors of Electronics Mart India Limited,

1. We have undertaken to perform limited assurance engagement, for Electronics Mart India Limited ("EMIL" or "the company") in respect of the agreed Sustainability Information listed below (the "Identified Sustainability Information" or "BRSR Core indicators") in accordance with the Criteria stated in paragraph 3 below. This Sustainability Information is included in the Business Responsibility and Sustainability Report (the "BRSR" or the "Report") of the Company for the year ended March 31st, 2026.

2. Identified Sustainability Information

Our scope of limited assurance consists of the BRSR Core indicators listed in the Appendix I to our report. The reporting boundary of the Report is as disclosed in Question 13 of Section A: General Disclosures of the BRSR with exceptions disclosed by way of note under respective questions of the BRSR, where applicable.

Our limited assurance engagement was with respect to the year ended March 31st, 2026 information only and we have not performed any procedures with respect to earlier periods, and any elements thereto, and, therefore, do not express any opinion thereon.

3. Criteria

The criteria used by the Company to prepare the Identified Sustainability Information is the "BRSR Core", which is a subset of the BRSR, consisting of a set of Key Performance Indicators ("KPIs")/ metrics under nine Environmental, Social and Governance ("ESG") attributes, as per the format of BRSR Core specified in Annexure 17A, read with the format of BRSR and the Guidance Note given in Annexure 16 and 17, respectively, the Securities and Exchange Board of India (SEBI) Master Circular HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 , and the 'Industry Standards on Reporting of BRSR Core' issued by SEBI vide circular SEBI/HO/CFD-POD1/P/CIR/2024/177 dated December 20, 2024 (collectively referred to as the "SEBI Circulars").

4. Management's Responsibility

The company's management is responsible for selecting or establishing suitable criteria for preparing the Sustainability Information including the reporting boundary of the Report, taking into account applicable laws and regulations, if any, related to reporting on the Sustainability Information, identification of key aspects, engagement with stakeholders, content, preparation and presentation of the Identified Sustainability Information in accordance with the Criteria. This responsibility includes design, implementation and maintenance of internal control relevant to the preparation of the Report and the measurement of Identified Sustainability Information, which is free from material misstatement, whether due to fraud or error.

In addition, the management of the company is also required to provide us with:

(a) Access to all information of which it is aware that is relevant to the preparation of the subject matter information, such as records, documentation, and other matters;

(b) Additional information that we may request from the management for the purpose of the engagement; and

(c) Unrestricted access to persons from whom we determine it necessary to obtain evidence.

5. Inherent limitations

The absence of a significant body of established practice on which to draw to evaluate and measure non- financial information allows for different, but acceptable, measures and measurement techniques and can affect comparability between companies.

6. Our Independence and Quality Control

We have maintained our independence and confirm that we have met the requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India (the "ICAI") and the SEBI Circular No. SEBI/HO/CFD/CFD-SEC-2/P/CIR/2023/122 dated July 12, 2023, and its clarifications thereto and have the required competencies and experience to conduct this assurance engagement.

We apply Standard on Quality Control (the "SQC") 1, "Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements", and accordingly maintain a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards, and applicable legal and regulatory requirements.

7. Our Responsibility

Our responsibility is to express a limited assurance opinion on the Identified Sustainability Information listed in Appendix I based on the procedures we have performed and evidence we have obtained.

We conducted our engagement in accordance with the Standard on Sustainability Assurance Engagements (SSAE) 3000, "Assurance Engagements on Sustainability Information", and Standard on Assurance Engagements (SAE) 3410 "Assurance Engagements on Greenhouse Gas Statements" (together the "Standards"), both issued by the Sustainability Reporting Standards Board (the "SRSB") of the ICAI.

These Standards require that we plan and perform our engagement to obtain limited assurance about whether the Identified Sustainability Information listed in Appendix I and included in the Report are prepared, in all material respects, in accordance with the Criteria.

As part of limited assurance engagement in accordance with the Standards, we exercise professional judgment and maintain professional skepticism throughout the engagement.

8. Limited Assurance

A Limited assurance engagement undertaken in accordance with these standards involves identifying and assessing the risks of material misstatement of the Identified Sustainability Information whether due to fraud or error, responding to the assessed risks as necessary in the circumstances.

A limited assurance engagement is substantially less in scope than a reasonable assurance engagement in relation to both the risk assessment procedures, including an understanding of internal control, and the procedures performed in response to the assessed risks.

The procedures we performed were based on our professional judgment and included inquiries, observation of processes followed, inspection of documents, analytical procedures, evaluating the appropriateness of quantification methods and reporting policies and agreeing or reconciling with underlying records.

Given the circumstances of the engagement, in performing the procedures listed above, we:

- Obtained an understanding of the Identified Sustainability Information and related disclosures.
- Obtained an understanding of the assessment criteria and their suitability for the evaluation and/or measurement of the Identified Sustainability Information.
- Made enquiries of Company's Management, including environment team, compliance team, human resource team amongst others and those with the responsibility for preparation of the Report
- Obtained an understanding of the key systems, processes and controls for recording, processing and reporting on the Identified Sustainability Information at the corporate office and at other locations/offices on a sample basis. Our procedures did not include evaluating the suitability of design, obtaining evidence about their implementation or testing operating effectiveness of particular control activities.
- Based on the above understanding and the risks that the Identified Sustainability Information may be materially misstated, determined the nature, timing and extent of further procedures.
- Reviewed the key assumptions, emission factors and methodologies used for calculation of Greenhouse Gas (GHG) emissions.
- Reviewed the company's process for collating the sustainability information through agreeing or reconciling the Identified Sustainability Information with the underlying records on a sample basis
- Obtained representations from the Company's Management.

9. Exclusions

Our assurance scope excludes the following and therefore we do not express an opinion on:

- Aspects of the Report and the data/information (qualitative or quantitative) other than the Identified Sustainability Information; and
- The statements that describe expression of opinion, belief, aspiration, expectation, aim, or future intentions provided by the Company.

10. Other information

The Company's management is responsible for the other information. The other information comprises the information included within the BRSR other than Identified Sustainability Information and our independent assurance report dated 12-08-2026 thereon.

Our opinion on the Identified Sustainability Information does not cover the other information and we do not express any form of assurance thereon.

In connection with our assurance engagement of the Identified Sustainability Information, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Identified Sustainability Information 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.

11. Limited Assurance conclusion

Based on the procedures we have performed and the evidence we have obtained, nothing has come to our attention that causes us to believe that the Company's Identified Sustainability Information listed in Appendix I and presented in the BRSR report for the year ended March 31, 2026 are not prepared, in all material respects, in accordance with the Criteria specified in the "Criteria" section of our report.

12. Restriction on use

Our Limited Assurance report has been prepared and addressed to the Board of Directors of the Company at the request of the Company solely, to assist the Company in reporting on Company's sustainability performance and activities.

Accordingly, we accept no liability to anyone, other than the Company. Our Limited Assurance report should not be used for any other purpose or by any person other than the addressees of our report. We neither accept nor assume any duty of care or liability for any other purpose or to any other party to whom our report is shown or into whose hands it may come without our prior consent in writing.

For **Vinay and Keshava LLP**
Chartered Accountants,
Firm Reg No.: 005586S/S-200008

CA Prasanna K S
Partner
Membership No: 232959
UDIN: 26232959KHPOND3771

Place: Bengaluru
Date: 12th August 2026

Appendix I

Identified Sustainability Information subject to Limited Assurance

Sr. No.	Principle and Indicator Reference	Attribute	Parameters (Key Performance Indicators)
1	Principle 6 – E7	Green-house gas (GHG) footprint	1. Total Scope 1 emissions (Break-up of the GHG into CO_2, CH_4, N_2O, HFCs, PFCs, SF_6, NF_3, if available) 2. Total Scope 2 emissions (Break-up of the GHG CO_2e into CO_2, CH_4, N_2O, HFCs, PFCs, SF_6, NF_3, if available) 3. GHG Emission Intensity (Scope 1 + 2) a) Total Scope 1 and Scope 2 emissions (MT/V Total Revenue from operations) adjusted for PPP b) Total Scope 1 and Scope 2 emissions (MT/V Total output of product or services)
2	Principle 6 – E3 and E4	Water footprint	1. Total water consumption 2. Water consumption intensity a) Water Intensity per rupee of turnover adjusted for PPP b) Water Intensity in terms of physical output 3. Water Discharge by destination and levels of Treatment
3	Principle 6 – E1	Energy footprint	1. Total Energy Consumed 2. % of energy consumed from renewable sources 3. Energy intensity a) Energy Intensity per rupee of turnover adjusted for PPP b) Energy Intensity in terms of physical output
4	Principle 6 – E9	Embracing circularity-details related to waste management by the entity	1. Plastic waste (A) 2. E-waste (B) 3. Bio-medical waste (C) 4. Construction and demolition waste (D) 5. Battery waste (E) 6. Radioactive waste (F) 7. Other Hazardous waste. Please specify, if any. (G) 8. Other non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e., by materials relevant to the sector) 9. Total waste generated (A+B+C+D+E+F+G+H) 10. Waste intensity a) Waste Intensity per rupee of turnover adjusted for PPP b) Waste intensity in terms of physical output 11. Each category of waste generated, total waste recovered through recycling, re-using or other recovery operations 12. For each category of waste generated, total waste disposed by nature of disposal method
5	Principle 3 – E1(c) Principle 3 – E11	Enhancing employee wellbeing and Safety	1. Spending on measures towards well-being of employees and workers – cost incurred as a % of total revenue of the company 2. Details of safety-related incidents for employees and workers (including contract workers i.e. workers in the company's construction sites) a) Number of Permanent Disabilities b) Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked) c) No of fatalities
6	Principle 5 – E3(b) Principle 5 – E7	Enabling Gender Diversity in Business	1. Gross wages paid to females as a % of wages paid 2. Complaints on POSH a) Total Complaints on Sexual Harassment (POSH) reported b) Complaints on POSH as a % of female employees/workers c) Complaints on POSH upheld

Sr. No.	Principle and Indicator Reference	Attribute	Parameters (Key Performance Indicators)
7	Principle 8 – E4 Principle 8 – E5	Enabling Inclusive Development	1. Input material sourced from following sources as % of total purchases – Directly sourced from MSMEs/small producers and from within India 2. Job creation in smaller towns – wages paid to people employed in smaller towns (permanent or non-permanent/on contract) as % of total wage cost
8	Principle 9 – E7 Principle 1 – E8	Fairness in Engaging with Customers and Suppliers	1. Instances involving loss/breach of data of customers as a percentage of total data breaches or cyber security events 2. Number of days of accounts payable
9	Principle 1 – E9	Open-ness of business	1. Concentration of purchases & sales done with trading houses, dealers, and related parties a) Purchases from trading houses as % of total purchases b) Number of trading houses where purchases are made from c) Purchases from top 10 trading houses as % of total purchases from trading houses d) Sales to dealers/distributors as % of total sales e) Number of dealers/distributors to whom sales are made f) Sales to top 10 dealers/distributors as % of total sales to dealers/distributors 2. Loans, advances & investments with related parties – Share of RPTs (as respective %age) in: a) Purchases b) Sales c) Loans & advances d) Investments

Board's Report

To the Members,

The Board of Directors ("Board") of Electronics Mart India Limited ("EMIL" or "Company") are pleased to present the 08th Integrated Annual Report on the Company's business operations and financial performance along with the Audited Financial Statements for the year ended 31st March 2026.

1. FINANCIAL PERFORMANCE

The Company's financial performance for the period ended 31st March 2026 is summarised below:

(₹ in Million)

Particulars	Consolidated Result		Standalone Result	
	2025-26	2024-25	2025-26	2024-25
Revenue from Operations	71,832.26	67,313.06	71,832.62	67,313.06
Other Income	81.88	91.40	81.64	91.07
Profit before Depreciation, Finance Costs, and Tax Expenses	4,532.41	4,602.55	4,532.82	4,602.90
Depreciation/ Amortisation/ Impairment	1,561.63	1,266.91	1,561.62	1,266.91
Finance Costs	1,536.70	1,175.21	1,536.70	1,175.21
Profit before Tax Expenses	1,434.08	2,160.43	1,434.50	2,160.78
Less: Tax Expense	362.70	555.57	362.70	555.57
Profit for the year	1,071.38	1,604.86	1,071.80	1,605.21
Total Comprehensive Income	1,073.78	1,602.20	1,074.20	1,602.55

Note:

1. No material changes or commitments affecting the financial position of the Company have occurred between the close of the financial year and the date of this Report.
2. During the year under review, there has been no change in the nature of the Company's business.

Consolidated Financial Statements:

On a Consolidated basis, the financial performance of your Company during 2025–26 is summarised below:

- Total Income increased by 6.69% to ₹71,914.50 Million in 2025–26, compared with ₹67,404.46 Million in 2024–25.
- EBITDA stood at ₹4,382.09 Million in 2025–26 as compared to ₹4,511.15 Million in 2024–25, reflecting a marginal decline in operating performance during the year.
- Profit After Tax (PAT) stood at ₹1,071.38 Million in 2025–26, as against ₹1,604.86 Million in 2024–25.

Standalone Financial Results:

On a standalone basis, the financial performance of your Company during 2025–26 is summarised below:

- Total Income increased by 6.69% to ₹71,914.26 Million in 2025–26, compared with ₹67,404.13 Million in 2024–25.
- EBITDA stood at ₹4,382.74 Million in 2025–26 as compared to ₹4,511.83 Million in 2024–25, reflecting a marginal decline in operating performance during the year.
- Profit After Tax (PAT) stood at ₹1,071.80 Million in 2025–26, as against ₹1,605.21 Million in 2024–25.

The operational and financial performance of your Company during the year under review is discussed in detail in the Management Discussion and Analysis Report, which forms an integral part of this Report.

The Audited Standalone and Consolidated Financial Statements of your Company for the financial year ended 31st March 2026 have been prepared in accordance with the applicable Indian Accounting Standards (Ind AS), the provisions of the Companies Act, 2013 ("the Act"), and Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). These Financial Statements form an integral part of this Integrated Annual Report.

2. STATE OF COMPANY'S AFFAIRS

During 2025–26, your Company continued its growth trajectory, strengthening its leadership position in the consumer electronics and home appliances retail sector. Backed by increasing consumer demand, rapid technological advancements, and a growing preference for organised retail, the Company remained focused on expanding its market presence, enhancing customer experience, and creating long-term value for its stakeholders.

Board's Report (Contd.)

During the year under review, your Company recorded revenue of over ₹71,000 Million and expanded its retail footprint by opening 29 new stores, further strengthening its presence across key markets. The Company continues to pursue a disciplined expansion strategy while reinforcing its position as one of India's leading multi-brand electronics and consumer durable retailers.

As part of its strategic business initiatives, the Company further strengthened its premium lifestyle and entertainment portfolio by establishing partnerships with several internationally renowned brands in the fields of professional audio, video, lighting, and allied technologies. These collaborations significantly enhance the product offerings under the Company's Audio & Beyond brand and reinforce its commitment to delivering world-class premium technology solutions to customers.

In line with its long-term business strategy and continued focus on its core multi-brand retail operations, the Company divested its IQ business, comprising its Apple Exclusive Brand Outlet (Apple EBO) stores, by transferring the operations of four retail stores on a going concern basis, excluding inventory (stock). This strategic realignment enables the Company to strengthen its focus on its core business segments, optimise resource allocation, and drive sustainable long-term growth.

During the year, an accidental fire occurred at one of the Company's warehouse facilities. There were no fatalities or injuries arising from the incident. The Company promptly initiated the necessary response measures, also lodged the insurance claim in accordance with the terms of the insurance policy. The financial impact of the incident has therefore been substantially mitigated through insurance coverage. The warehouse was restored and is now fully functional, and the incident has not had any material adverse impact on the Company's overall business operations.

The Company also continued to strengthen its strategic collaboration with The Charcoal Project (TCP), India's premier luxury interior design brand. The flagship design and lifestyle gallery in Hyderabad is expected to further establish itself as a destination for luxury interiors, smart home solutions, and premium lifestyle experiences. The collaboration aligns with the Company's long-term vision of expanding into high-value experiential retail formats by integrating cutting-edge home technology with world-class design solutions, thereby creating differentiated customer experiences and unlocking new growth opportunities.

Your Company remains committed to sustainable growth through strategic expansion, operational excellence, technology-led innovation, and customer-centric initiatives. With a robust business model, strong brand equity, and a prudent growth strategy, the Company is well-positioned to capitalise on emerging opportunities and continue delivering long-term value to its stakeholders.

The Company operates across three business segments, namely retailing, wholesaling, and e-commerce, with a diversified product portfolio comprising mobile phones, large consumer durables, small appliances, IT products, and other consumer electronics. As of 31st March 2026, the Company operates **223 retail stores** with an aggregate retail area of approximately 1.94 Million sq. ft. The Company offers a comprehensive portfolio of over 100+ leading brands and more than 8,000 stock-keeping units (SKUs), catering to the evolving needs of its customers.

The retail segment continues to be the primary contributor to the Company's business, accounting for approximately **99%** of total revenue, while the wholesale and e-commerce segments collectively account for the remaining **1%**.

During the year under review, the Company achieved another significant milestone by recording its highest-ever revenue, exceeding ₹71,000 Million, reflecting the strength of its business model, disciplined execution, and sustained customer confidence.

During the year under review, your Company recorded broad-based growth across most of its key product categories, reflecting sustained consumer demand and the strength of its diversified product portfolio. On a consolidated basis, revenue increased to ₹71,832.62 Million in 2025–26 from ₹67,313.06 Million in the previous financial year.

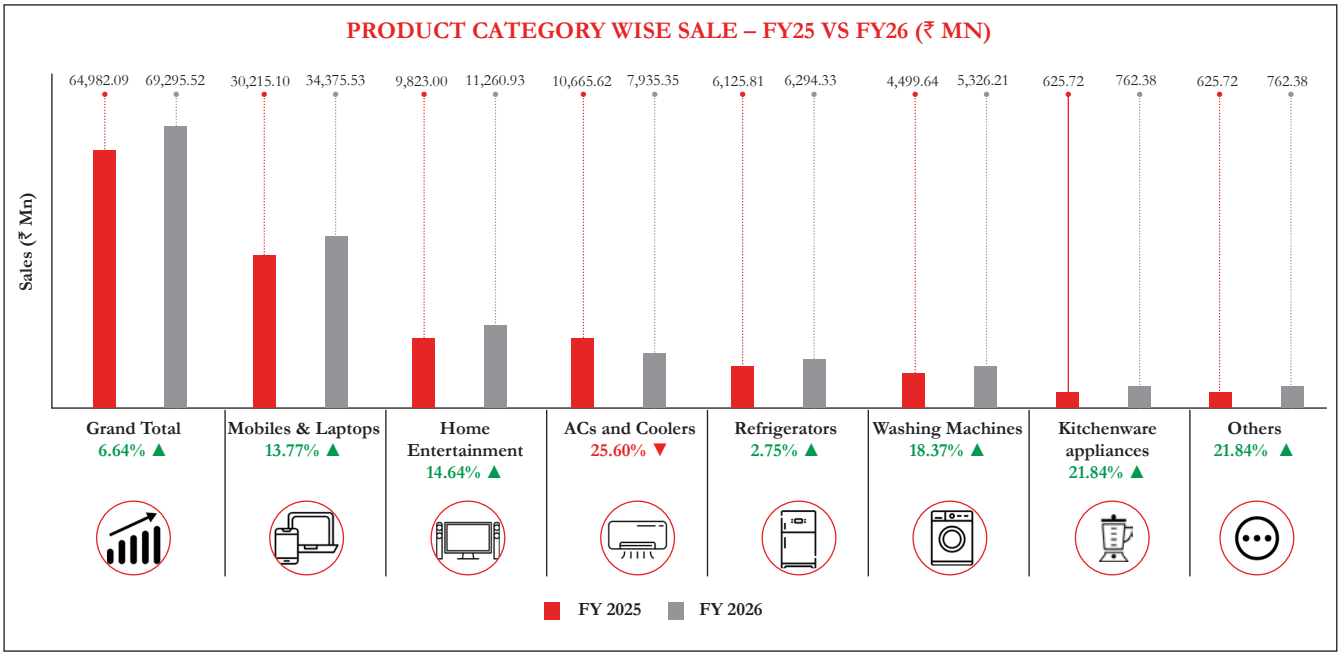
Mobiles & Laptops continued to be the largest contributor to the Company's revenue and registered healthy growth during the year. The Home Entertainment, Refrigerators, Washing Machines, Kitchenware Appliances, and Others categories also recorded positive growth, demonstrating the Company's ability to cater to evolving consumer preferences through a comprehensive product portfolio.

The Air Conditioners & Coolers category witnessed a decline during the year, primarily due to seasonal factors and category-specific demand dynamics. Despite this, the Company's diversified product mix and continued focus on operational excellence enabled it to deliver sustained revenue growth.

The detailed category-wise sales performance is presented in the accompanying chart, while a comprehensive review of the Company's operational and business performance forms part of the Management Discussion and Analysis Report, which is included in this Annual Report.

During the year under review, your Company's retail business continued to register healthy growth across all operating clusters, reflecting the effectiveness of its expansion strategy, strong brand presence, and sustained consumer demand.

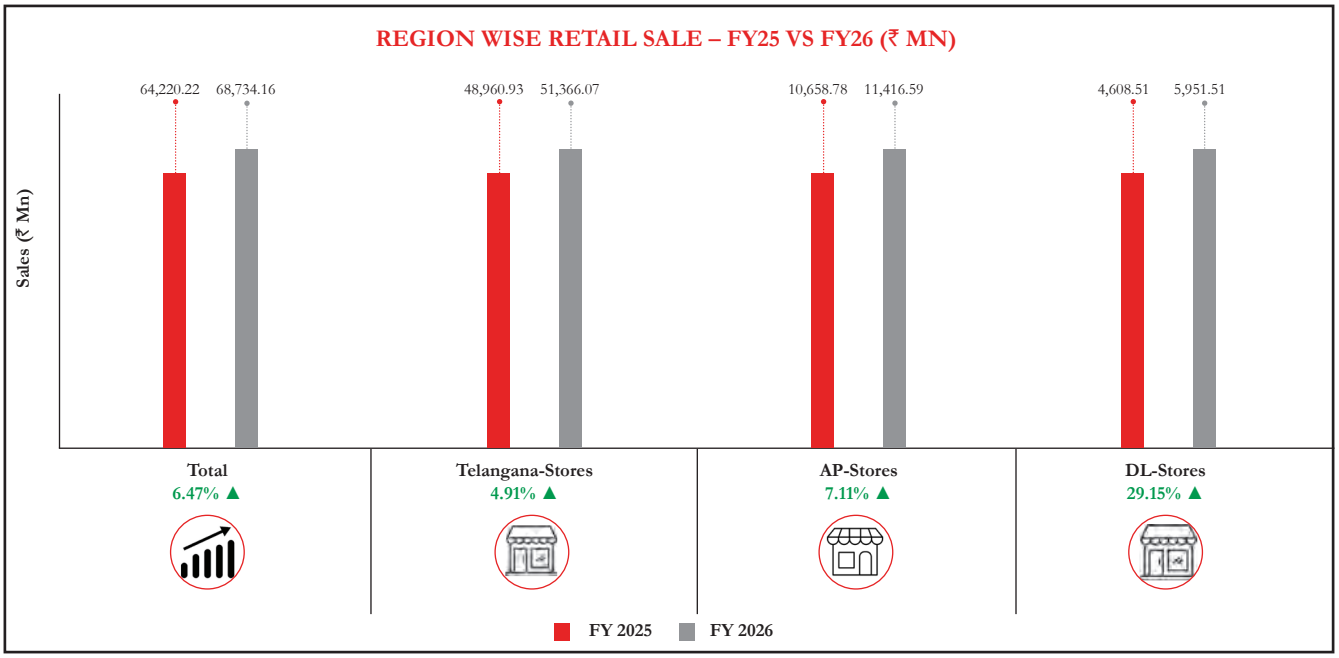
The Telangana continued to be the largest contributor to retail sales, supported by a well-established store network and strong customer traction across key product categories.



The Andhra Pradesh also recorded steady growth, driven by consistent demand and the Company's continued focus on strengthening its presence in the region.

The Delhi (North India) delivered the highest year-on-year growth among all regions, reflecting the Company's increasing brand acceptance and the successful expansion of its retail operations in the northern market. The strong performance across all clusters resulted in an overall growth in retail sales during 2025–26.

The balanced contribution from all operating clusters demonstrates the resilience of your Company's retail business, the effectiveness of its geographic diversification strategy, and its continued focus on expanding its market presence while delivering an enhanced customer experience.



Board's Report (Contd.)

3. DIVIDEND

With a view to preserving financial flexibility and supporting the Company's strategic growth initiatives and future expansion plans, the Board of Directors has not recommended any dividend for the Financial Year 2025–26. The Dividend Distribution Policy of the Company is available on the Company's website at https://investors.electronicsmartindia.com/

4. CREDIT RATING

During the year under review, India Ratings and Research (IRR) revised the Outlook on the Company's Bank Loan Facilities from *'Positive'* to *'Stable'*, while reaffirming the long-term issuer rating at *'IND A'*. The reaffirmation of the rating reflects the Company's strong business fundamentals, prudent financial management, and stable credit profile.

Instrument Type	Date of Issuance	Coupon Rate	Maturity Date	Size of Issue (INR Million)	Rating assigned along with Outlook/Watch	Rating Action
Bank loan facilities	-	-	-	8,030.65	IND A / Stable / IND A1	Affirmed, Outlook Revised to Stable
Bank loan facilities	-	-	-	1,100.00	IND A / Stable / IND A1	Assigned

5. CHANGES IN PAID-UP SHARE CAPITAL

There was no change in the Company's Authorised and Paid-up Share Capital during 2025-26. The capital structure of the Company as on 31st March 2026 was as follows: -

Particulars	Details	Amount (in ₹)
Authorised Share Capital	1,00,00,00,000 equity shares of ₹ 10/- each	10,00,00,00,000/-
Issued, Subscribed and Paid-up Share Capital	38,47,48,762 equity shares of ₹ 10/- each	3,84,74,87,620/-

6. TRANSFER TO RESERVES

There is no amount proposed to be transferred to the Reserves. The closing balance of Standalone and Consolidated retained earnings of your Company for 2025-26, after appropriations and adjustments, was ₹ 8577.63 Million and ₹ 8579.30 Million, respectively.

7. SUBSIDIARIES/ ASSOCIATES OR JOINT VENTURES

The Company has two subsidiaries:

Sl. No.	Name of the Company	Type	Status
1	Cloudnine Retail Private Limited	Private Limited	Dormant
2	EMIL CSR Foundation	Section 8 Company	Active

Pursuant to the provisions of Section 129(3) of the Act, a statement containing salient features of the financial statements of the Company's subsidiaries as required in Form AOC 1 is appended as **Annexure-1** to this Report.

The policy for determining material subsidiaries is available on the website of the Company at https://investors.electronicsmartindia.com/.

8. PARTICULARS OF LOANS, GUARANTEES, OR INVESTMENTS

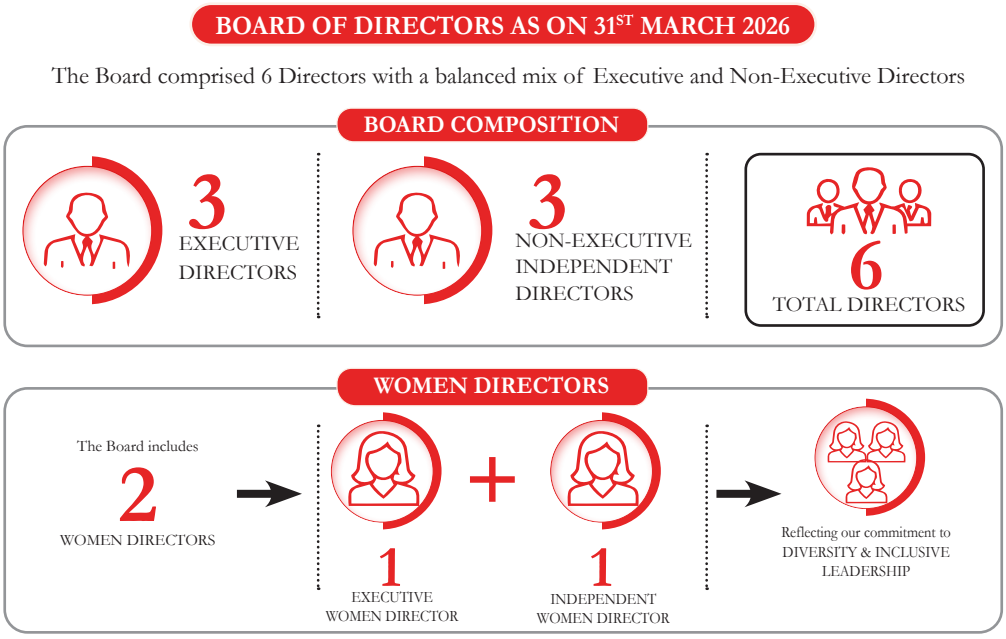
During the 2025-26, the Company did not make any loans, provide any guarantees or securities, or make any investments requiring disclosure under the provisions of Section 186 of the Companies Act, 2013.

9. MANAGEMENT DISCUSSION AND ANALYSIS

A comprehensive Management Discussion and Analysis Report (MDAR), prepared in accordance with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is presented separately and forms an integral part of this Integrated Annual Report.

10. DIRECTORS AND KEY MANAGERIAL PERSONNEL

As on 31st March 2026, the Composition of the Board of Directors is in due compliance with the Companies Act, 2013 and SEBI Listing Regulations, comprising six (06) Directors, including three Executive Directors and three Non-Executive Independent Directors. The Board includes two Women Directors, one of whom is an Independent Director, ensuring



compliance with the applicable statutory and regulatory requirements while promoting diversity and effective governance. Further details on the composition of the Board and its Committees, the skills and expertise of the Directors, and the Company's governance framework are set out in the Corporate Governance Report forming an integral part of this Integrated Annual Report.

Changes in Director:

There was no change in the Directors or Key Managerial Personnel of the Company during the year under review.

Re-appointment of Directors

In accordance with the provisions of Section 152 of the Act, read with rules made thereunder and Articles of Association of the Company, Mr. Karan Bajaj (DIN: 07899639), who retires by rotation and being eligible, offers himself for re-appointment at the ensuing 08th Annual General Meeting (AGM).

Independent Directors' Declaration of Independence

The Company has, inter alia, received the requisite declarations from all the Independent Directors confirming that they continue to meet the criteria of independence as prescribed under the Companies Act, 2013 ("the Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). The Independent Directors have further confirmed that there has been no change in the circumstances affecting their status as Independent Directors and have affirmed their compliance with the Code for Independent Directors as prescribed under Schedule IV to the Act.

Pecuniary Relationship of Independent Directors

During the year under review, the Independent Directors had no pecuniary relationship or transactions with the Company, except for the payment of sitting fees, commission, and reimbursement of expenses, wherever applicable, in accordance with the provisions of the Act and the applicable regulations.

Directors' Eligibility and Disqualification

None of the Directors of the Company is disqualified from being appointed or continuing as a Director under the provisions of Section 164 of the Act. Further, none of the Directors has been debarred or disqualified from holding the office of Director by the Securities and Exchange Board of India (SEBI), the Ministry of Corporate Affairs (MCA), or any other statutory or regulatory authority.

Code of Conduct

All the Directors, Key Managerial Personnel and Senior Management Personnel have affirmed compliance with the Company's Code of Conduct for the financial year 2025–26, reaffirming the Company's commitment to the highest standards of ethics, integrity, transparency, and corporate governance.

11. NUMBER OF MEETINGS OF THE BOARD

During the financial year under review, the Board of Directors met five (5) times. The gap between any two consecutive Board Meetings did not exceed one hundred and twenty days, in compliance with the provisions of Section 173 of the Companies Act, 2013 read with Secretarial Standard on

Meetings of the Board of Directors (SS-1) issued by the Institute of Company Secretaries of India and Regulation 17(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The requisite quorum was present throughout all the meetings.

The details of the Board Meetings held during the year, and the attendance of the Directors there at are provided in the Corporate Governance Report, which forms an integral part of this Integrated Annual Report.

12. INDEPENDENT DIRECTORS' MEETING

The meeting of Independent Directors was held on 21st May 2025, without the attendance of Non-Independent Directors and members of the Management. The Independent Directors reviewed the performance of Non-Independent Directors, the Committees and the Board as a whole, along with the performance of the Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors and assessed the quality, quantity and timeliness of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

13. ANNUAL PERFORMANCE EVALUATION OF THE BOARD

The Board has adopted a formal mechanism for evaluating its own performance, as well as that of its Committees and individual Directors, including the Chairman of the Board. The evaluation was conducted through a structured assessment process covering various aspects of the Board's functioning, including its composition, diversity of experience and competencies, effectiveness of the Committees, discharge of statutory and fiduciary duties, quality of participation and contribution during meetings, exercise of independent judgment, governance practices, and overall effectiveness in discharging its responsibilities.

Evaluator – Evaluatee – process - parameters

As part of the annual performance evaluation process, evaluation forms were circulated to all the Directors to enable an objective and comprehensive assessment. The performance of each Director, including the Independent Directors, was evaluated by the Nomination and Remuneration Committee in accordance with the Board Evaluation Policy of the Company. Based on the evaluation, the Board noted a high level of commitment and active participation by the Directors in the affairs of the Company. The overall feedback received was positive, reflecting the Board's effectiveness in providing strategic guidance, maintaining robust governance standards, and contributing to the long-term growth of the Company.

The manner in which the performance evaluation was carried out is detailed in the Corporate Governance Report, which forms an integral part of this Integrated Annual Report.

The policy on Board Evaluation is available on the website of the Company at https://investors.electronicsmartindia.com/.

14. POLICY ON DIRECTORS' APPOINTMENT & REMUNERATION

Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 read with Schedule II (Part D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, has adopted a Nomination and Remuneration Policy for the appointment and remuneration of Directors, Key Managerial Personnel ("KMP") and Senior Management Personnel.

The Policy, inter alia, lays down the criteria for the identification, appointment and remuneration of Directors, Key Managerial Personnel and Senior Management Personnel, while also promoting Board diversity. We affirm that the remuneration paid to the Directors during the financial year is in accordance with the said Policy.

The Nomination and Remuneration Policy is available on the Company's website at **https://investors.electronicsmartindia.com/**.

The disclosures required under Section 197 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, form part of **Annexure – 2** to this Report.

15. DECLARATION BY INDEPENDENT DIRECTORS

Pursuant to Section 149(7) of the Companies Act, 2013 and Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has received declarations from all the Independent Directors confirming that they continue to meet the criteria of independence prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations.

Based on the declarations received, the Board is of the opinion that the Independent Directors possess the requisite integrity, expertise, experience, and proficiency to discharge their duties effectively. The Independent Directors have also confirmed that they are registered with the Independent Directors' Databank maintained by the Indian Institute of Corporate Affairs (IICA) and have either completed the online proficiency self-assessment test or are exempt from the same, in accordance with the provisions of the Act.

16. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134(5) of the Act with respect to the Directors' Responsibility Statement, the Board of Directors of your Company state that:

a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

b) 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 at the end of the financial year and of the profit and loss of the Company for the reporting year;

c) 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;

d) the directors have prepared the annual accounts on a going concern basis;

e) the directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and

f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

17. COMMITTEES OF THE BOARD

The Board has constituted 7 committees, consisting of 05 Statutory committees and 02 Non-Statutory functional committees as mentioned below:

Sl. No.	Name of the Committee	Type
1	Audit Committee	Statutory
2	Nomination & Remuneration Committee	Statutory
3	Stakeholders' Relationship Committee	Statutory
4	Corporate Social Responsibility Committee,	Statutory
5	Risk Management Committee	Statutory
6	Environment, Social & Governance Committee	Non-Statutory
7	Finance Committee	Non-Statutory

The details of various Committees constituted by the Board, including their terms of reference, the number of meetings held during the financial year 2025-26, and the attendance, are given in the Corporate Governance Report, which forms part of this Integrated Annual Report.

18. INTERNAL CONTROLS SYSTEM AND THEIR ADEQUACY

The Company has in place a robust internal financial control framework that is commensurate with the scale, nature and complexity of its operations. The framework is designed to promote operational efficiency, safeguard the Company's assets, ensure the accuracy and reliability of financial and operational information, and facilitate compliance with applicable laws, regulations and internal policies.

The Company's control environment is strengthened through clearly defined policies, standardised operating procedures and an integrated SAP ERP platform, enabling seamless processing of transactions, enhanced financial discipline and system-driven controls with minimal manual intervention. The effectiveness of these controls is continuously monitored through periodic management reviews and process improvements.

The Internal Auditors undertake risk-based audits covering key business processes, and their observations, along with the implementation status of corrective actions, are regularly reviewed by the Audit Committee. In addition, the Statutory Auditors conduct a limited review of the quarterly financial results and audit the annual standalone and consolidated financial statements.

Based on the evaluation carried out during the financial year, the Board is satisfied that the Company's internal financial controls with reference to the financial statements are adequate and were operating effectively as at 31st March 2026.

19. RISK MANAGEMENT

Pursuant to the provisions of Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has constituted a Risk Management Committee (RMC) to oversee the Company's robust risk management framework for identifying, assessing, monitoring and mitigating risks that may impact its business and operations.

The Company maintains a comprehensive Risk Register, in which identified risks are assigned to designated Risk Champions responsible for monitoring them, implementing mitigation measures, and periodically updating their status. The Risk Management Committee regularly reviews the Risk Register, evaluates the effectiveness of mitigation plans and identifies emerging risks to ensure the framework remains dynamic and effective.

The Risk Management Committee meets in compliance with the requirements of Regulation 21 of the SEBI Listing Regulations, ensuring that the interval between any two consecutive meetings does not exceed 210 days, and periodically reports its recommendations to the Board.

Board's Report (Contd.)

20. BOARD POLICIES

The Corporate Governance Report details various policies approved and adopted by the Board as required under the Act and SEBI Listing Regulations. The duly approved Board Policies are available on the website of the Company at https://investors.electronicsmartindia.com/.

21. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company remains committed to creating long-term social value through its Corporate Social Responsibility (CSR) initiatives. For the financial year 2025-26, an annual CSR budget of ₹ 42.23 Million was earmarked and is being utilised in line with the approved Annual Action Plan and the Company's CSR Policy. During the year, the Company's CSR efforts were primarily directed towards education and healthcare, with an emphasis on delivering sustainable and inclusive community development.

The implementation of CSR projects is undertaken through the Company's wholly owned Section 8 subsidiary, EMIL CSR Foundation, which enables focused execution, monitoring and evaluation of CSR programmes. The CSR Committee provides strategic oversight by periodically reviewing the progress of the approved initiatives and monitoring their implementation.

The CSR Policy and the Annual Action Plan are available on the Company's website at https://electronicsmartindia.com/. The Annual Report on CSR Activities, prepared in accordance with Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, forms part of this Report as **Annexure-3**.

22. CORPORATE GOVERNANCE REPORT

Your Company places the highest importance on maintaining strong corporate governance standards and is committed to conducting its affairs with transparency, integrity and accountability in the best interests of all its stakeholders.

The Corporate Governance Report, together with the Auditor's Certificate on compliance with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, forms an integral part of this Annual Report.

23. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

Pursuant to the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Business Responsibility and Sustainability Report (BRSR), highlighting the Company's approach towards Environmental, Social and Governance (ESG) performance and responsible business practices, forms an integral part of this Annual Report.

24. AUDITORS AND AUDIT REPORT

a. Statutory Auditor & Auditors' Report

Walker Chandiok & Co. LLP, Chartered Accountants (Firm's Registration Number 001076N / N500013), was appointed as Statutory Auditors of the Company at the Sixth Annual General Meeting held on 30th August 2024 for their second term of 04 years.

The Statutory Auditors issued an unmodified opinion on the financial statements for the financial year 2025-26. The Statutory Auditors' Report on standalone and consolidated financial statements, along with Notes to Schedule for the Financial Year ended 31st March 2026, are enclosed in this Integrated Annual Report.

b. Secretarial Auditor & Secretarial Audit Report

Pursuant to the provisions of Section 204 of the Companies Act, 2013, read with the rules made thereunder and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members of the Company, at the 07th Annual General Meeting held during the financial year 2025–26, appointed M/s. VSSK & Associates, Company Secretaries, Hyderabad, as the Secretarial Auditors of the Company for a term of five (05) consecutive years.

The Secretarial Audit Report for the financial year 2025–26, issued by M/s. VSSK & Associates, Company Secretaries, is annexed to this Report as **Annexure-4**. The said Report does not contain any qualification, reservation, adverse remark or disclaimer.

c. Cost Records and Cost Audit:

The provisions of Section 148 of the Act relating to the maintenance of cost records and cost audit are not applicable to the Company.

d. Internal Auditor

Pursuant to the provisions of Section 138 of the Companies Act, 2013, the Board of Directors has appointed Guru & Jana, Chartered Accountants, as the Internal Auditors of the Company for a term of five years, commencing from the financial year 2023-24 and continuing up to the financial year 2027-28.

The Internal Auditors conduct periodic internal audits covering the Company's operational, financial, and compliance processes. Their audit observations, recommendations, and the status of corrective actions taken by the Management are reviewed by the Audit Committee on a quarterly basis to ensure the adequacy and effectiveness of the Company's internal control framework.

25. REPORTING OF FRAUDS BY AUDITORS

During the financial year ended 31st March 2026, neither the Statutory Auditors, the Secretarial Auditors nor the Internal Auditors have reported any instance of fraud committed in the Company by its officers or employees under Section 143(12) of the Companies Act, 2013.

26. CONSOLIDATED FEES PAID TO STATUTORY AUDITORS

The details of total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the Statutory Auditors, are mentioned in Note 27 of the Consolidated Financial Statement, which forms part of this Integrated Annual Report.

27. SECRETARIAL STANDARDS

During the reporting year, the Company has complied with all the applicable provisions of Secretarial Standard-1 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India.

28. ANNUAL RETURN

Pursuant to Section 134(3)(a) of the Act, the Annual Return as of 31st March 2026 prepared in accordance with Section 92(3) of the Act in Form MGT-7 is made available on the website of the Company at https://investors.electronicsmartindia.com/.

29. TRANSACTIONS WITH RELATED PARTY

All related party transactions entered into by the Company during the financial year were in the ordinary course of business and on an arm's length basis. All such transactions were reviewed and approved by the Audit Committee in accordance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Company's Policy on Related Party Transactions. The Company did not enter into any material related party transaction requiring approval under Section 188 of the Companies Act, 2013 or the applicable provisions of the SEBI Listing Regulations.

Accordingly, the disclosure of related party transactions in Form AOC-2, as prescribed under Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014, is not applicable.

The Policy on Related Party Transactions is available on the Company's website at https://investors.electronicsmartindia.com/.

30. PREVENTION OF SEXUAL HARASSMENT AT THE WORKPLACE

The Company is committed to providing a safe, secure, and inclusive workplace and has adopted an Anti-Sexual Harassment Policy in accordance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH Act"). The Policy is available on the Company's website at **https://investors.electronicsmartindia.com/**.

During the financial year, with a view to strengthening governance and ensuring uniformity in the complaint redressal mechanism across the organisation, the company reconstituted the existing regional Internal Committee into a Centralised Internal Committee. The reconstituted Committee has also been duly registered on the SHe-Box Portal of the Ministry of Women and Child Development. The Internal Committee meets on a quarterly basis to review compliance, create awareness, and oversee the effective implementation of the POSH framework across the Company.

During the financial year, the Company received four complaints relating to sexual harassment. All the complaints were duly investigated and resolved in accordance with the provisions of the POSH Act and the Company's Policy. No complaint remained pending as on 31st March 2026, and no complaint was pending for more than ninety days.

31. MATERNITY BENEFITS

The Company has complied with the provisions of the Maternity Benefit Act, 1961, including all applicable amendments and rules framed thereunder. The Company is committed to ensuring a safe, inclusive, and supportive workplace for women employees. All eligible women employees are provided with maternity benefits as prescribed under the Maternity Benefit Act, 1961, including paid maternity leave, nursing breaks, and protection from dismissal during maternity leave.

The Company also ensures that no discrimination is made in recruitment or service conditions on the grounds of maternity. Necessary internal systems and HR policies are in place to uphold the spirit and letter of the legislation

32. VIGIL MECHANISM

The Company has a robust vigil mechanism in place, which is in conformity with the provisions of the Act and SEBI Listing Regulations. The said policy provides appropriate avenues to the directors, employees and stakeholders of the Company to make protected disclosures in relation to matters concerning the Company and the same is available at the website of the Company https://investors.electronicsmartindia.com/.

This mechanism also provides for adequate safeguards against victimisation of Director(s)/employee(s) who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee in exceptional cases. The details of the Whistle Blower Policy and the Committee that oversees compliance are explained in detail in the Corporate Governance Report.

Board's Report (Contd.)

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

The information on conservation of energy, technology absorption, and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Act read with Rule 8 of The Companies (Accounts) Rules, 2014, as amended, is provided as **Annexure – 5** of this report.

34. OTHER DISCLOSURES

Your Directors state that no disclosure or reporting is required in respect of the following items, as there were no transactions/events on these items during the reporting year:

1. Issue of equity shares with differential rights as to dividend, voting, or otherwise.
2. Issue of Shares (including Sweat Equity Shares) to employees of the Company under any scheme.
3. Significant or material orders passed by the Regulators or Courts or Tribunals that impact the going concern status and your Company's operation in the future.
4. Voting rights that are not directly exercised by the employees in respect of shares for the subscription/ purchase of which loan was given by the Company (as there is no scheme pursuant to which such persons can beneficially hold shares as envisaged under Section 67(3)(c) of the Act).
5. The Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013, and the Companies (Acceptance of Deposits) Rules, 2014.
6. No director of the Company is in receipt of any remuneration or commission from any of its subsidiary companies, and the Company has no holding company.
7. During the financial year, the Company has not borrowed any amount(s) from Directors and/or their relatives.
8. No Application made or any proceeding is pending under the Insolvency and Bankruptcy Code, 2016.
9. No One-time settlement of loans obtained from Banks or Financial Institutions.
10. No amount was required to be transferred to the Investor Education and Protection Fund.
11. The Company does not maintain any Demat Suspense/ Unclaimed Suspense Account and accordingly, the disclosure pertaining as required under Schedule V Para F of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable to the Company for the period under review.
12. No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statement relates and the date of this report.
13. The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a)(ii) of the Act is furnished.

ACKNOWLEDGMENT

The Board of Directors places on record its sincere appreciation for the dedication, commitment, and valuable contributions of all employees, whose continued efforts have been instrumental in the Company's sustained growth and success.

The Board also extends its heartfelt gratitude to the Company's customers, shareholders, business associates, vendors, bankers, financial institutions, government and regulatory authorities, stock exchanges, and all other stakeholders for their continued trust, support, and cooperation throughout the financial year. The Board looks forward to their continued partnership in the years ahead.

For and on behalf of the Board of Directors

Pavan Kumar Bajaj
Chairman and Managing Director
DIN: 07899635

Date: 29th August 2026
Place: Hyderabad

Annexure 1

FORM AOC-1

(Pursuant to the first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

A statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary presented with amounts in ₹ in Million)

Sl. No.	Particulars	Details	
1.	Name of the subsidiary	**CLOUDNINE RETAIL PRIVATE LIMITED (Dormant Status)**	**EMIL CSR FOUNDATION (Section-8 Company)**
2.	The date since when the subsidiary was acquired	29th August 2019	25th February 2021
3.	Financial year ending on	31st March 2026	31st March 2026
4.	Share capital	1.00	0.10
5.	Reserves & surplus	(1.03)	16.87
6.	Total assets	1.09	17.52
7.	Total Liabilities	1.13	0.54
8.	Investments	0.74	-
9.	Turnover	-	-
10.	Profit before taxation	(0.16)	8.35
11.	Provision for taxation	-	-
12.	Profit after taxation	(0.16)	8.35
13.	Proposed Dividend	-	-
14.	% of shareholding	100%	100%

Notes: The following information shall be furnished at the end of the statement:

1. Names of subsidiaries that are yet to commence operations –
   a) Cloudnine Retail Private Limited (Dormant Status)
2. Names of subsidiaries which have been liquidated or sold during the year: **NIL**

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of associates/Joint Ventures	
1. Latest audited Balance Sheet Date	**NOT APPLICABLE**
2. Shares of Associate/Joint Ventures held by the company at the year-end	
i. No. of Shares	
ii. Amount of Investment in Associates/Joint Venture	
iii. Extent of Holding%	
3. Description of how there is a significant influence	
4. Reason why the associate/joint venture is not consolidated	
5. Net worth attributable to shareholding as per the latest audited Balance Sheet	
6. Profit/Loss for the year	
i. Considered in Consolidation	
ii. Not Considered in Consolidation	

1. Names of associates or joint ventures that are yet to commence operations. – **Not Applicable**
2. Names of associates or joint ventures which have been liquidated or sold during the year. - **Not Applicable**

Pavan Kumar Bajaj
Chairman & Managing Director
DIN: 07899635

Karan Bajaj
Whole-time Director & CEO
DIN: 07899639

Premchand Devarakonda
Chief Financial Officer

Rajiv Kumar
Company Secretary
M. No.: A42082

Date: 29th August 2026
Place: Hyderabad

Annexure 2

DISCLOSURES REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013, READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Details of Remuneration

Details pertaining to remuneration as required under section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are provided below:

i. The percentage increase in the remuneration of each Director, Chief Financial Officer, Chief Executive Officer, and Company Secretary during the financial year 2025–26, along with the ratio of the remuneration of each Director to the median remuneration of the employees of the Company, is provided in the table forming part of this Report.

Sl. No.	Name of the Director	Designation	Remuneration (in Million)	Percentage Increase in remuneration during 2025-26	Ratio of the remuneration of each director to the median Remuneration of employees
1	Pavan Kumar Bajaj	Managing Director	22.00	Nil	106.28
2	Karan Bajaj	CEO & Whole-time Director	24.00	Nil	115.94
3	Astha Bajaj	Whole-time Director	15.00	Nil	72.46
4	Premchand Devarakonda	Chief Financial Officer	9.75	Nil	Not Applicable
5	Rajiv Kumar	Company Secretary & Compliance Officer	4.00	Nil	Not Applicable

Note: The remuneration of Mr. Pavan Kumar Bajaj, Mr. Karan Bajaj and Mrs. Astha Bajaj disclosed above represents only the cash component and does not include the value of perquisites, which has not been considered in the above amounts.

ii. The median remuneration of the permanent employees of the Company during the financial year 2025–26 is ₹ 0.20 Million.

iii. The percentage increase in the remuneration of each Director, Chief Executive Officer, Chief Financial Officer and Company Secretary during the financial year 2025–26 is provided in the aforesaid table.

iv. The percentage decrease in the median remuneration of employees in the financial year: 10.08%.

v. The Company has 3344 permanent employees on its rolls as of 31st March 2026.

vi. There is no increase in the remuneration of the managerial personnel during the financial year 2025–26. The average increase in the remuneration of employees other than managerial personnel is 12.63%, pursuant to the Company's annual compensation revision based on individual performance, market benchmarks, and other relevant factors. Accordingly, the increase in the remuneration of employees other than managerial personnel is not comparable with the remuneration of the managerial personnel.

vii. The Company affirms that the remuneration paid to the Directors, Key Managerial Personnel and other employees during the financial year 2025-26 was in accordance with the Policy of the Company.

viii. **a)** Mr Sandeep Singh Jolly, Chief Operational Officer, earned more than One Crores Two Lacs during the financial year 2025-26.

b) None of the employees earned more than Eight Lacs and fifty thousand per month.

c) During the financial year 2025–26, no employee received remuneration in excess of that drawn by the Managing Director or Whole-time Director.

d) There was no employee who, either individually or together with his/her spouse and dependent children, held not less than 02% of the equity shares of the Company.

Details of the Remuneration of the Top 10 Employees

Sl. No.	Name	Designation	Remuneration (In Million)	Nature of Employment	Qualification	Experience	Date of Joining	Age	Last Employment
1	Sandeep Singh Jolly	Chief Operating Officer	15.64	Permanent	Post Graduate	31	7th July 2023	51	Samsung India Electronics
2	Premchand Devarakonda	Chief Financial Officer	9.75	Permanent	Chartered Accountant	34	29th October 2019	57	Services and Trade Company LLC
3	Himanshu Mishra	Vice President-Sales	7.75	Permanent	Post Graduate	18	3rd July 2024	41	Sony India Private Limited
4	Mohammed Rameez	Business Head – Telangana Upcountry	7.63	Permanent	Graduate	17	24th September 2022	37	LG Electronics India Limited

Annexure 2 (Contd.)

Sl. No.	Name	Designation	Remuneration (In Million)	Nature of Employment	Qualification	Experience	Date of Joining	Age	Last Employment
5	Mohammed Naser Ahmed	Category Head	5.98	Permanent	Post Graduate	24	15th February 2024	44	Samsung India Electronics
6	Mohd. Habeebulla Khan	Category Head	5.81	Permanent	Post Graduate	16	1st August 2010	37	Bajaj Electronics
7	Thakur Ravinder Singh	Manager	5.48	Permanent	Graduate	24	11th February 2002	53	Bajaj Electronics
8	Giridhar Rao Chilamkurthi	Vice President-Sales	5.17	Permanent	Post Graduate	29	6th June 2019	58	TMC Private Limited
9	Yendamuri Rupendra Srinivas	Business Head – Appliances Andhra Pradesh	5.14	Permanent	Graduate	30	2nd January 2023	50	Panasonic India Private Limited
10	Ranga Navakanth Guturi	GM-Finance	4.98	Permanent	Chartered Accountant	16	18th January 2019	40	Parag Milk Foods Limited

Note: None of the employees covered under this statement holds any equity shares in the Company, either individually or jointly with his/her spouse and dependent children. Further, none of the employees is a relative of any Director or Manager of the Company within the meaning of the provisions of the Companies Act, 2013.

For and on behalf of the Board of Directors

Pavan Kumar Bajaj
Chairman and Managing Director
DIN: 07899635

Date: 29th August 2026
Place: Hyderabad

Annexure 3

ANNUAL REPORT ON CSR ACTIVITIES FOR 2025-26

[Pursuant to clause (o) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 9 of the Companies (Corporate Social Responsibility Policy) Rules, 2014]

1. Brief outline of the CSR Policy of the Company

The Corporate Social Responsibility ("CSR") Policy of Electronics Mart India Limited reflects the Company's commitment to integrating social responsibility into its business practices by creating sustainable value for communities. The Policy establishes the guiding principles for identifying, implementing, monitoring, and evaluating CSR initiatives in accordance with the provisions of Section 135 of the Companies Act, 2013, the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended, and the activities prescribed under Schedule VII of the Act.

The Company's CSR framework is designed to support initiatives that address critical developmental needs in areas such as education, healthcare, skill development, and other eligible activities under Schedule VII. CSR projects are undertaken based on identified community requirements and are implemented in accordance with the Annual Action Plan approved by the Board of Directors upon the recommendation of the Corporate Social Responsibility Committee.

As part of its commitment to strengthening the institutional framework for CSR, the Company established a dedicated Section 8 wholly-owned subsidiary company to plan, implement, monitor, and oversee its CSR programmes. This specialised entity enables focused execution, greater accountability, and effective monitoring of projects, ensuring that CSR initiatives are delivered in a structured, transparent, and impact-oriented manner.

The CSR Committee provides strategic oversight of the Company's CSR activities by reviewing the implementation of approved projects, monitoring utilisation of funds, assessing project outcomes, and making appropriate recommendations to the Board. Through this governance framework, the Company endeavours to ensure that its CSR initiatives create measurable and sustainable social impact while remaining aligned with its corporate values and long-term commitment to responsible business practices.

Key CSR initiatives undertaken during the reporting period are as follows:

A. Healthcare Initiatives - Advancing Community Health Through "Aarogya"

Your Company continued to strengthen its commitment to community healthcare through a range of CSR initiatives aimed at improving access to quality medical care for underserved and economically disadvantaged communities. Among these, Project "**Aarogya"** emerged as the Company's principal healthcare initiative, focusing on preventive healthcare, curative support, and community-led outreach. Together with other healthcare interventions, these efforts contributed to building a more inclusive, sustainable, and compassionate healthcare ecosystem that addresses both immediate medical needs and long-term health outcomes.

Key healthcare projects

1. **Support for cancer patients:** The Company provided financial assistance to cancer patient to help them access essential treatment and reduce the burden associated with prolonged medical care.
2. **Fighting retinal blindness:** The Company supported 17 patients through the provision of Razumab injections, a cost-effective biosimilar to Ranibizumab. This initiative enabled patients at risk of vision loss to continue advanced retinal treatment and avoid therapy discontinuation due to high treatment costs.
3. **Community-based preventive healthcare:** Under Project Aarogya, a unique preventive healthcare model was initiated through the training and deployment of local *"Carepreneurs"*. These community health facilitators serve as the first point of contact for rural households, promoting early detection of non-communicable diseases and strengthening last-mile healthcare access.
4. **Rural health screening and awareness:** The programme is expected to screen approximately 3,500 individuals across 800 households, capturing key health parameters such as blood pressure (BP), SpO_2, and blood glucose levels. This initiative supports timely identification of health risks and encourages preventive health-seeking behaviour.
5. **Specialised neonatal care:** Financial support was provided for 39 newborn and preterm babies, enabling access to specialised medical care and improving their chances of healthy recovery.
6. **Medical support for sick children:** Assistance was extended to 16 children requiring prolonged in-patient treatment and critical medical care, helping their families manage the high costs of treatment.
7. **Bone marrow transplantation support:** The Company supported bone marrow transplantation for children affected by beta-thalassemia and sickle cell disease, with the objective of promoting improved health outcomes and enhancing their quality of life through access to critical medical treatment.

Creating a sustainable health impact

Through these initiatives, the Company has strengthened its contribution to improving health outcomes, reducing the financial burden on vulnerable families, and promoting a sustainable, community-anchored healthcare model. By combining preventive screening with targeted medical support and empowering local Carepreneurs, the Company continues to advance its vision of building healthier and more resilient communities with compassion and care.

B. Education & Leadership Development – Empowering Futures through Learning

Education continues to be a key pillar of the Company's CSR strategy, reflecting the Company's belief that access to quality education, and leadership opportunities can create lasting social transformation. During the year, the Company focused on supporting students from economically disadvantaged backgrounds while also contributing to programmes that strengthen educational leadership and improve learning outcomes.

Key education interventions

1. **Financial assistance to college students:** The Company extended educational support to three college students, enabling them to continue their higher education and pursue their academic aspirations despite financial constraints.
2. **Support for Teach For India fellowships:** The Company supported two fellowships under the Teach For India programme, which aims to build a movement of leaders committed to ensuring that every child in India receives an excellent education.
3. **Strengthening educational leadership:** Through the Teach For India fellowship, outstanding college graduates and professionals dedicate two years to teaching in low-income schools. This initiative contributes to improving classroom learning experiences and fostering long-term educational equity.
4. **Expanding opportunities for underserved children:** By supporting programmes that combine direct student assistance with leadership development, the Company seeks to create pathways for children from underserved communities to access quality education and realise their potential.

Building a future through education

Through these initiatives, the Company continues to contribute to a more inclusive and equitable education ecosystem. By investing in individual students and supporting transformative programmes such as Teach For India, the Company is helping nurture future leaders, strengthen learning environments, and advance the shared vision that every child in India should have the opportunity to attain an excellent education.

C. Project Sainya Sahayata - Honouring Service, Enabling Dignity

Recognising the courage, discipline, and lifelong contribution of India's armed forces veterans, the Company extended its CSR outreach through Project "Sainya Sahayata", an initiative dedicated to supporting the welfare and rehabilitation of veterans. The project reflects the Company's commitment to honouring those who have served the nation by contributing to initiatives that enhance their well-being and facilitate their continued integration into society with dignity and respect.

Through Project "Sainya Sahayata", the Company supported programmes focused on improving healthcare access, livelihood opportunities, social inclusion, and overall well-being of armed forces veterans. The initiative aims to promote self-reliance, community participation, and an improved quality of life for veterans and their families, acknowledging their invaluable service and contribution to the nation.

D. Rehabilitation, & Vocational Empowerment for Persons with Intellectual Disabilities

The Company extended its CSR support to strengthen rehabilitation, educational, and vocational services for persons with intellectual disabilities, to improve their quality of life and promote greater independence, dignity, and social inclusion.

Through this support, the Company contributed to enhancing infrastructure and facilities, creating a more inclusive environment, and enabling the delivery of person-centered care. The initiative also supported therapeutic interventions, educational activities, health and hygiene practices, and vocational skill development, thereby promoting self-reliance and community participation.

As a result, beneficiaries gained improved access to specialized interventions, rehabilitation services, learning opportunities, vocational training, and community-based activities, contributing to enhanced confidence, skill development, emotional well-being, and social integration.

Annexure 3 (Contd.)

2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of the CSR Committee held during the year	Number of meetings of the CSR Committee attended during the year
1	Mrs Astha Bajaj	Chairperson (Whole-time Director)	4	4
2	Col. Gurdeep Singh (Retd.)	Member (Independent Director)	4	4
3	Mr Karan Bajaj	Member (CEO & Whole-Time Director)	4	4

3. Provide the weblink(s) where the Composition of CSR Committee, CSR Policy, and CSR Projects approved by the board are disclosed on the website of the Company**:**

CSR Committee	https://investors.electronicsmartindia.com/boards-committees
CSR Policy	https://investors.electronicsmartindia.com/policy-and-code-of-conduct
Approved CSR Projects	https://investors.electronicsmartindia.com/annual-action-plan-of-csr-activities

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable**: Not Applicable**

5.

Sl. No.	Particulars	Amount (in Million)
(a)	Average net profit of the Company as per sub-section (5) of Section 135	**2,111.39**
(b)	Two percent of the average net profit of the Company as per sub-section (5) of Section 135	**42.23**
(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	**NIL**
(e)	Total CSR obligation for the financial year **[(b)+(c)-(d)]**	**42.23**

6.

Sl. No.	Particulars	Amount (in Million)
(a)	Amount spent on CSR Projects (both Ongoing Projects and other than Ongoing Projects)	**42.23**
(b)	Amount spent in Administrative Overheads	**NIL**
(c)	Amount spent on Impact Assessment, if applicable	**NIL**
(d)	Total amount spent for the Financial Year [(a)+(b)+(c)]	

(e) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year (₹ in Million)	Amount Unspent (in Rs)				
	Total Amount transferred to the Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per the second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount (in Million)	Date of transfer
42.23*	NIL	NA	NA	NIL	NA

*{*The Company has transferred its total CSR Obligation to EMIL CSR Foundation, out of which ₹ 28.50 Million was spent during the Financial Year 2025-26 by the Implementing Agency. The remaining funds relate to the Ongoing Projects, which, along with any surplus generated thereon, including interest, shall be spent in accordance with the approved projects and the provisions of the Act.}*

(f) Excess amount for set-off, if any:

Sl. No.	Particular	Amount (in Million)
(1)	**(2)**	**(3)**
(i)	Two percent of the average net profit of the Company as per section 135(5)	42.23
(ii)	Total amount spent for the Financial Year	42.23
(iii)	Excess amount spent for the Financial Year **[(ii) - (i)]**	NIL
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	NIL
(v)	Amount available for set-off in succeeding Financial Years **[(iii)-(iv)]**	NIL

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹)	Balance Amount in Unspent CSR Account under subsection (6) of section 135 (in ₹)	Amount spent in the Financial Year 2025-26 (in ₹)	Amount transferred to a Fund as specified under Schedule VII as per the second proviso to section 135(5), if any		Amount remaining to be spent in succeeding Financial Years (in ₹)	Deficiency, if any
					Amount (in ₹)	Date of transfer		
1.	FY-1 (2024-25)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
2.	FY-2 (2023-24)	NIL	NIL	NIL	NIL	NA	NIL	NIL
3.	FY-3 (2022-23)	NIL	NIL	NIL	NIL	NA	NIL	NIL
	Total	**NIL**	**NIL**	**NIL**	**NIL**	**NA**	**NIL**	**NIL**

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

◯ Yes ● No

If yes, enter the number of Capital assets created/ acquired:

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility, amount spent in the Financial Year:

(1)	(2)	(3)	(4)	(5)	(6)		
Sl. No.	**Short particulars of the property or asset(s) [including complete address and location of the property]**	**Pincode of the property or asset(s)**	**Date of Creation**	**Amount of CSR spent**	**Details of entity/ Authority/ beneficiary of the registered owner**		
					CSR Registration Number, if applicable	**Name**	**Registered address**
NOT APPLICABLE							

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/Municipal Corporation/ Gram panchayat are to be specified, and also the area of the immovable property as well as boundaries)

9. Specify the reason(s), if the Company has failed to spend two percent of the average net profit as per section 135(5): **Not Applicable**

Karan Bajaj
DIN: 07899639
(CEO & WTD)

Astha Bajaj
DIN: 07899784
(Chairperson, CSR Committee)

Date: 29th August 2026
Place: Hyderabad

Annexure 4

FORM No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2026

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

To,

The Members,

Electronics Mart India Limited

We have conducted the secretarial audit of the compliance with applicable statutory provisions and the adherence to good corporate practices by **Electronics Mart India Limited** (hereinafter called the Company). The Secretarial Audit was conducted in a manner that provided us with a reasonable basis for evaluating corporate conduct and statutory compliance and for expressing our opinion thereon.

Auditor's Responsibility:

Our responsibility is to express an opinion on compliance with applicable laws and the maintenance of records, based on the audit. We have conducted the audit in accordance with the applicable Auditing Standards issued by the Institute of Company Secretaries of India (ICSI). The Auditing Standards require that the Auditor comply with statutory and regulatory requirements and plan and perform the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Based on our verification of the Company's 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 authorised representatives during the conduct of the secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March 2026 (hereinafter called the 'Audit Period') 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 made available to us and maintained by the Company for the financial year ended on 31st March 2026 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder,

The Company, in respect of financial year commencing on or after 1st April 2025, has used accounting software for maintaining its books of account which have a feature of recording audit trail (edit log) facility and the same have been operated throughout the year for all relevant transactions recorded in the software, except the audit trail (edit logs) was not retained for the period 1st April 2025 to 21st April 2025 at the database level for the accounting software to log any direct data changes, used for recording of transactions.

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder.

(iii) The Depositories Act, 1996 and the Regulations and Byelaws 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; (**Not applicable to the Company during the audit period**).

(v) The following Regulations and Guidelines are prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act').

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (**Not applicable to the Company during the Audit Period**);

(d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (**Not applicable to the Company during the Audit Period**);

(e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (**Not applicable to the Company during the audit period**).

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 and Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025 regarding the Companies Act and dealing with client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (**Not applicable to the Company during the audit period**); and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (**Not applicable to the Company during the audit period**).

(i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 (to the extent applicable).

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments made thereunder. ('Listing Regulations')

During the Audit Period, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, standards, etc. mentioned above.

We have relied on the representations made by the Company and its officers for systems and mechanisms formed by the Company for compliance under other sector-specific laws applicable to the Company.

We further report that:

The Board of Directors of the Company is duly constituted with a proper balance of Executive Directors, Non-Executive Directors, and Independent Directors. During the audit period, there was no change in the composition of the Board of Directors.

Adequate notice was given to all directors to schedule the Board Meetings, agendas and detailed notes on agendas were sent at least seven days in advance (except few meetings were convened at a shorter notice for which necessary approvals obtained as per applicable provisions), 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.

All decisions at Board Meetings and Committee Meetings were carried out with the requisite majority as recorded in the Minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

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, no event occurred which had a bearing on the Company's affairs in pursuance of the above-referred laws, rules, regulations, guidelines, etc.

The Company did not pass any Special Resolution during the Audit Period.

This Report is to be read with our letter of even date, which is annexed as Annexure A, which forms an integral part of this report.

For **VSSK & Associates**
Company Secretaries
Firm Unique Code P2015TL044700
P/R No. 1456/2021

CS Vinod Sakaram, Partner
ACS: 23285 ; CoP: 8345
UDIN: A023285H000800391

Date: 10th July 2026
Place: Hyderabad

Annexure 4 (Contd.)

Annexure A

To,
The Members
Electronics Mart India Limited

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial records 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 process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on a test basis to ensure that correct facts are reflected in the secretarial records. We believe that the process and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of the 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. 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 procedure 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 **VSSK & Associates**
Company Secretaries
Firm Unique Code P2015TL044700
P/R No. 1456/2021

CS Vinod Sakaram, Partner
ACS: 23285 ; CoP: 8345
UDIN: A023285H000800391

Date: 10th July 2026
Place: Hyderabad

Annexure 5

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Information on the conservation of energy, technology absorption, and foreign exchange earnings and outgo required to be disclosed under Section 134 of the Companies Act, 2013, read with Companies (Accounts) Rules, 2014, are provided hereunder:

A. Conservation of Energy

(i) The steps taken or impact on the conservation of energy;

The Company continued its focus on energy conservation and the adoption of sustainable practices during the year under review by leveraging the energy-efficient initiatives implemented in previous years. The existing renewable energy and energy management systems continued to contribute towards reducing the Company's environmental footprint and enhancing operational efficiency. The key initiatives are as follows:

(a) Continued Adoption of Solar Energy:

The Company continued to utilise the solar power installations commissioned across various locations as part of its commitment to increasing the use of renewable energy. These installations continue to contribute towards reducing dependence on conventional energy sources, lowering greenhouse gas emissions, and supporting the Company's long-term sustainability objectives. Looking ahead, the Company intends to further expand its solar power capacity across suitable locations during the ensuing financial year, subject to technical and commercial feasibility.

(b) Continued Smart Energy Management:

The Company continued to leverage the smart electricity meters installed at its retail stores to facilitate real-time monitoring and efficient management of electricity consumption. These systems continue to support optimised energy usage, improved operational efficiency, and responsible energy management across the Company's operations. The Company also plans to progressively extend the deployment of smart energy management solutions to additional locations in the forthcoming financial year to further enhance energy efficiency.

Through these ongoing initiatives, the Company continues to reinforce its commitment to environmental sustainability. The Company also intends to expand the deployment of solar power systems and energy-efficient technologies across suitable locations in the forthcoming financial year, with a long-term objective of increasing the use of renewable energy and minimizing its environmental footprint.

(ii) The steps taken by the Company for utilizing alternate sources of energy;

The solar power plants installed during the previous financial year at Six locations across Telangana and Andhra Pradesh, with a cumulative installed capacity of 261 kW, continued to contribute to the Company's renewable energy initiatives during 2025–26. These installations generated clean energy, resulting in energy cost savings of approximately ₹ 1.23 Millions during the year, while also reducing dependence on conventional power sources.

The Company remains committed to enhancing the use of renewable energy across its operations. Building on the success of these installations, the Company intends to explore the expansion of solar power infrastructure at suitable locations in the forthcoming financial year, subject to technical and commercial feasibility. This initiative aligns with the Company's long-term objective of increasing the share of renewable energy in its overall energy consumption, improving energy efficiency, and progressively reducing its carbon footprint

(iii) The capital investment on energy conservation equipment: - NIL

B. Technology Absorption

(i) The efforts made towards technology absorption;

During 2025-26, the Company continued to strengthen its digital capabilities by developing and enhancing in-house technology solutions aimed at improving operational efficiency, process automation, and employee productivity. The key initiatives undertaken during the year are as follows:

Enterprise Ticketing System (ETS): An in-house Enterprise Ticketing System was developed to facilitate the registration, tracking, and resolution of support requests and operational tasks relating to the Company's SAP and TPOS systems. The application enables efficient workflow management, improved response times, and enhanced coordination across business functions.

Quotation Making Portal: The Company developed an in-house Quotation Making Portal for Kitchen Stories and Bajaj Electronics stores (Built-in Appliances) to standardise and streamline the quotation generation process. The portal enhances the speed, accuracy, and consistency of customer quotations, thereby improving operational efficiency and customer experience.

Annexure 5 (Contd.)

Onboarding Portal – Recruiter Module: A new Recruiter Module was integrated into the existing in-house Onboarding Portal to digitise and streamline the recruitment and onboarding process. The module facilitates efficient candidate management, improves recruitment workflows, and enhances the overall onboarding experience.

(ii) the benefits derived like product improvement, cost reduction, product development or import substitution:

The technology initiatives undertaken during the year have strengthened the Company's digital capabilities and contributed to improved operational efficiency, enhanced process automation, optimised resource utilisation, and better customer and employee experience. The key benefits derived from these initiatives are as follows:

(a) Product Improvement:

The Quotation Making Portal has enhanced customer service by enabling faster and more accurate quotation generation for the Kitchen Stories stores and Bajaj Electronics stores (Built-in Appliances) businesses. The Enterprise Ticketing System has also improved the efficiency and responsiveness of internal support services for SAP and T-POS applications.

(b) Cost Reduction:

The development of customised in-house applications has reduced manual intervention, optimised business processes, minimized dependence on third-party software solutions, and improved resource utilisation, resulting in operational efficiencies and cost optimisation.

(c) Import Substitution:

The Company did not undertake any specific import substitution initiatives during the financial year.

(iii) in the case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- NIL

(a) the details of technology imported;

(b) the year of import;

(c) whether the technology has been fully absorbed;

(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and

(iv) the expenditure incurred on Research and Development: NIL

C. Foreign Exchange earnings and outgo-

- **Forex Earnings:** Nil
- **Forex Out Go: $2.12 million, €0.06 million, £0.06 million, AED 3.83 million, CAD 0.11 million**

For and on behalf of the Board of Directors

Pavan Kumar Bajaj
Chairman and Managing Director
DIN: 07899635

Date: 29th August 2026
Place: Hyderabad

Corporate Governance Report

[Pursuant to Regulation 34(3) read with Section C of Schedule V to SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]

1. OUR PHILOSOPHY ON CORPORATE GOVERNANCE

At Electronics Mart India Limited ("EMIL" or "the Company"), corporate governance is viewed not merely as a compliance requirement but as a strategic enabler that supports sustainable growth, operational excellence, and long-term stakeholder value creation. The Company's governance philosophy is founded on the principles of integrity, transparency, accountability, ethical conduct, and responsible decision-making.

As a customer-centric and rapidly growing retail organisation, EMIL recognises that strong governance practices are fundamental to maintaining stakeholder confidence and enhancing organisational resilience in a dynamic business environment. Accordingly, the Company endeavours to embed governance principles across its business processes, ensuring that strategic decisions are taken in a fair, transparent, and responsible manner.

The Company remains committed to fostering a culture of ethical business conduct, respect for stakeholder interests, and compliance with applicable laws and regulations. EMIL also continues to integrate Environmental, Social and Governance ("ESG") considerations into its business strategy, recognising that sustainable and responsible business practices are integral to long-term value creation and corporate success.

THE VALUES THAT GUIDE OUR CORPORATE GOVERNANCE

The Company's corporate governance framework is driven by a set of core values that shape its business conduct and decision-making processes. These values are deeply embedded across the organisation and reinforce the Company's commitment to creating sustainable value for all stakeholders.

Governance Structure

The Company's governance framework is anchored by an experienced, diverse and competent Board of Directors, supported by a highly qualified Senior Management team and various Board Committees. Together, they provide strategic direction, exercise effective oversight over the Company's operations, financial reporting, internal controls, risk management, compliance framework and sustainability initiatives. The Board places significant emphasis on independence, diversity of thought, ethical leadership and prudent decision-making to safeguard the long-term interests of all stakeholders.

Codes and Policies

The Company has established a comprehensive framework of governance policies, codes and procedures designed to promote ethical conduct, integrity, accountability and responsible business practices across the organisation. These include, inter alia, the Code of Conduct for Directors and Senior Management, Code of Conduct for Prevention of Insider Trading, Vigil Mechanism and Whistle Blower Policy, Risk Management Policy, Policy on Materiality of Related Party Transactions, Policy on the Prevention of Sexual Harassment, Human Resource Policies, and other governance policies, which collectively ensure compliance with applicable laws and regulations while reinforcing the highest standards of corporate behaviour.

Ethical Business Practices

The Company is committed to conducting its business with the highest standards of integrity, ethics and professionalism. Ethical business practices form the cornerstone of the Company's governance framework and are embedded across all levels of the organisation. The Company promotes a culture of honesty, fairness, mutual respect and accountability, while maintaining zero tolerance towards bribery, corruption, fraud, unethical conduct and any form of misconduct.

The Company's Code of Conduct provides guiding principles for Directors and employees to ensure ethical decision-making, avoidance of conflicts of interest, protection of confidential information, compliance with applicable laws and regulations, and responsible business conduct. The Vigil Mechanism Policy further encourage employees and stakeholders to report genuine concerns without fear of retaliation, thereby reinforcing transparency, accountability and ethical governance across the organisation.

Transparency and Disclosures

EMIL is committed to maintaining the highest standards of transparency, accountability, and timely disclosure. The Company ensures accurate, complete, and timely dissemination of material information to shareholders, investors, regulatory authorities, and other stakeholders through statutory filings, periodic financial reporting, stock exchange disclosures, investor presentations, and other communication channels. This transparent approach enables informed decision-making and strengthens stakeholder confidence through statutory filings, periodic financial reporting, stock exchange disclosures, investor presentations, annual reports and other communication channels.

Stakeholder Engagement

The Company believes that sustained value creation is achieved through meaningful engagement with all stakeholders, including shareholders, investors, customers, employees, business partners, regulators, and the communities in which it operates. Through transparent communication, robust investor relations practices, effective grievance redressal mechanisms, and digital engagement platforms, EMIL strives to foster trust and strengthen long-term relationships. The Company also contributes to the socio-economic development of society through its Corporate Social Responsibility ("CSR") initiatives focused on education, healthcare, skill development, environmental sustainability, and community welfare, reaffirming its commitment to inclusive and responsible growth. The Company continues to strengthen its ESG framework through initiatives focused on responsible sourcing, energy efficiency, employee development, governance excellence and community development.

Corporate Governance Report (Contd.)

Sustainability and Responsible Business Practices

Recognising the increasing importance of sustainable business practices, the Company continues to integrate Environmental, Social and Governance ("ESG") considerations into its business strategy, operational processes, and decision-making. EMIL remains committed to responsible corporate citizenship by promoting ethical business conduct, environmental stewardship, employee well-being, responsible supply chain management, and community development initiatives. Through these efforts, the Company seeks to create long-term sustainable value while contributing positively to society and the environment.

Confirmation of Regulatory Compliance

During the Financial Year 2025–26, the Company further strengthened its governance framework through robust internal controls, enhanced enterprise risk management practices, and timely accurate, and transparent disclosures in accordance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder, the Secretarial Standards issued by the Institute of Company Secretaries of India ("ICSI"), the regulations, circulars and guidelines issued by the Securities and Exchange Board of India ("SEBI"), including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and other applicable statutory and regulatory requirements.

The Company confirms that it has complied with all applicable provisions of the Companies Act, 2013, the rules made thereunder, the SEBI Listing Regulations, including Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2), and paragraphs (2) to (10) of Part C, Part D and Part E of Schedule V, as applicable, during the Financial Year ended 31st March 2026. The Company has also complied with the applicable Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India.

A detailed report on the Company's corporate governance framework and its compliance with the applicable provisions of the SEBI Listing Regulations forms part of the ensuing sections of this Report.

2. BOARD OF DIRECTORS

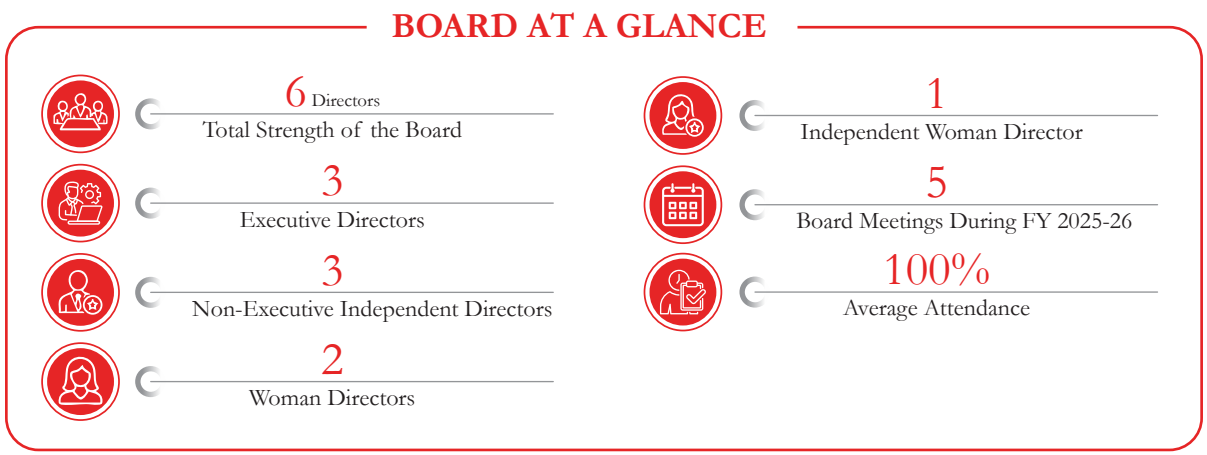
The Board of Directors ("Board") is the apex governing body of the Company and is responsible for providing strategic leadership, exercising effective oversight, and fostering sustainable long-term value creation for all stakeholders. The Board functions as the custodian of the Company's governance framework and is committed to upholding the highest standards of integrity, accountability, transparency, fairness, and ethical business conduct.

The Board provides strategic direction to the Company while overseeing the effective implementation of its business objectives through a well-defined governance framework. In carrying out its responsibilities, the Board actively reviews the Company's strategic priorities, financial and operational performance, capital allocation, risk management practices, internal financial controls, regulatory compliance, succession planning, sustainability initiatives and stakeholder engagement. The Board also evaluates emerging business opportunities and challenges to ensure that the Company remains resilient, competitive and well-positioned for sustainable growth.

Working closely with the Senior Management, the Board maintains an appropriate balance between strategic oversight and executive management. This collaborative governance model facilitates informed decision-making while ensuring that day-to-day operations remain the responsibility of the management under the overall supervision of the Board.

The Board firmly believes that diversity in experience, professional background, gender, skills and perspectives enhances the quality of deliberations and strengthens governance. The Directors collectively possess extensive expertise across retail, finance, accounting, strategy, governance, technology, marketing, human resources, supply chain management, risk management, legal and regulatory affairs, sustainability and stakeholder engagement. This diversity enables the Board to discharge its fiduciary responsibilities effectively and make balanced decisions that support the Company's long-term objectives.

Board at a Glance



Size and Composition of the Board

The Board comprises an optimum combination of Executive and Non-Executive Directors with an appropriate balance of skills, experience, independence and diversity. The composition of the Board has been designed to ensure objective judgement, independent oversight and effective governance while supporting the Company's strategic priorities.

As on 31st March 2026, the Board comprised Six (6) Directors, consisting of Three (3) Executive Directors and Three (3) Non-Executive Independent Directors. The Board also includes Two (2) Women Directors, including One Independent Woman Director, reflecting the Company's commitment to diversity and inclusive leadership.

The Board composition is in compliance with the applicable provisions of the Companies Act, 2013, including Sections 149, 152 and 161 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The Board is satisfied that its current composition provides an appropriate mix of knowledge, professional expertise, industry experience and independent judgement necessary to effectively discharge its governance responsibilities and create sustainable value for stakeholders.

The Company has also ensured compliance with Regulations 17A and 26 of the SEBI Listing Regulations relating to the maximum number of directorships and committee memberships. None of the Directors holds directorships or committee positions beyond the limits prescribed under the Companies Act, 2013 and the SEBI Listing Regulations.

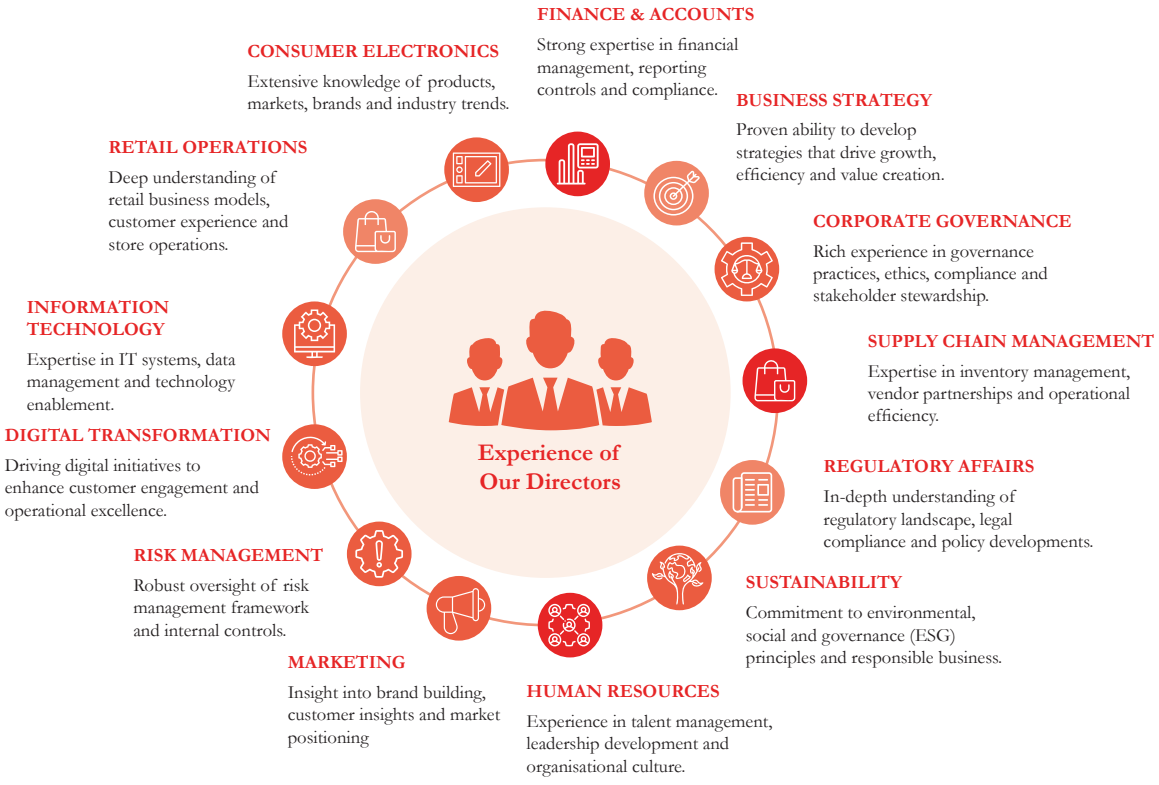
Board Diversity

The Company believes that diversity is fundamental to effective governance and enhances the quality of Board deliberations. The Board comprises individuals with diverse professional backgrounds, industry experience, age, gender and functional expertise, enabling broader perspectives in strategic discussions and decision-making.

The Board's collective experience spans retail operations, consumer electronics, finance, accounting, business strategy, corporate governance, information technology, digital transformation, risk management, marketing, human resources, supply chain management, sustainability and regulatory affairs. This diversity enables the Board to provide balanced guidance while effectively addressing emerging business opportunities and challenges.

DIVERSE EXPERIENCE. STRATEGIC GUIDANCE

Our Board brings together a rich blend of expertise across key domains, enabling informed decisions and long-term value creation.



Corporate Governance Report (Contd.)

DIVERSE LEADERSHIP. STRONGER GOVERNANCE.

The Company continues to promote gender diversity at the Board level through the appointment of **Two Women Directors,** including **One Independent Woman Director,** thereby fostering an inclusive leadership culture.



FUNCTIONAL DIVERSITY



A wide spectrum of skills and experience that enables the Board to provide balanced guidance and effectively address emerging opportunities and challenges.

Composition, Category, and Relationship of Directors

The composition and category of Directors as on **31st March 2026** are provided below.

Name of Director	DIN	Category	Date of Appointment	Board Meetings Attended/ Held	Attendance at the Last AGM	Relationship with Other Directors	Equity Shares Held
Mr. Pavan Kumar Bajaj	07899635	CMD	01/10/2018	5 / 5	Yes	Father of Mr. Karan Bajaj and Father-in-law of Mrs. Astha Bajaj	12,35,91,793
Mr. Karan Bajaj	07899639	ED	01/10/2018	4 / 5	Yes	Son of Mr. Pavan Kumar Bajaj and Husband of Mrs. Astha Bajaj	12,51,83,592
Mrs. Astha Bajaj	07899784	ED	01/10/2018	5 / 5	Yes	Wife of Mr. Karan Bajaj and Daughter-in-law of Mr. Pavan Kumar Bajaj	13,287
Mr. Mirza Ghulam Muhammad Baig	08281763	ID	03/12/2018	5 / 5	Yes	Not Related	Zero
Mrs. Jyotsna Angara	07224004	IWD	03/05/2022	5 / 5	Yes	Not Related	Zero
Col. Gurdeep Singh (Retd.)	07499896	ID	23/07/2023	5 / 5	Yes	Not Related	Zero

CMD – Chairman & Managing Director

ED – Executive Director

ID – Independent Director

IWD – Independent Women Director

Attendance Record of Directors at Board Meetings & previous Annual General Meeting (AGM)

The Composition of the Board of Directors of the Company, along with the dates of Board Meetings held during the financial year 2025-26 and the attendance therein of the Directors either physically or through video-conferencing, is enumerated below:

S. No	Name of the Directors	07th AGM	Board Meeting Dates					Attendance (%)
		25th September 2025	20th May 2025	5th August 2025	28th August 2025	10th November 2025	9th February 2026	
a)	Mr. Pavan Kumar Bajaj	PRESENT VIA VC	IN PERSON PRESENT	IN PERSON PRESENT	PRESENT VIA VC	IN PERSON PRESENT	IN PERSON PRESENT	100% ATTENDANCE
b)	Mr. Karan Bajaj	PRESENT VIA VC	IN PERSON PRESENT	IN PERSON PRESENT	PRESENT VIA VC	LEAVE OF ABSENCE	PRESENT VIA VC	83.33% ATTENDANCE
c)	Mrs. Astha Bajaj	PRESENT VIA VC	IN PERSON PRESENT	IN PERSON PRESENT	PRESENT VIA VC	IN PERSON PRESENT	IN PERSON PRESENT	100% ATTENDANCE
d)	Mr. Mirza Ghulam Muhammad Baig	PRESENT VIA VC	IN PERSON PRESENT	PRESENT VIA VC	PRESENT VIA VC	PRESENT VIA VC	IN PERSON PRESENT	100% ATTENDANCE

Corporate Governance Report (Contd.)

S. No	Name of the Directors	07th AGM	Board Meeting Dates					Attendance (%)
		25th September 2025	20th May 2025	5th August 2025	28th August 2025	10th November 2025	9th February 2026	
e)	Mrs. Jyotsna Angara	PRESENT VIA VC	IN PERSON PRESENT	PRESENT VIA VC	IN PERSON PRESENT	IN PERSON PRESENT	PRESENT VIA VC	100% ATTENDANCE
f)	Col. Gurdeep Singh (Retd.)	PRESENT VIA VC	IN PERSON PRESENT	IN PERSON PRESENT	IN PERSON PRESENT	IN PERSON PRESENT	IN PERSON PRESENT	100% ATTENDANCE

Name of Director	Listed Companies	Unlisted Public Companies	Private/ Section 8 Companies	Dormant Companies	Committee Memberships	Committee Chairmanships*
Mr. Pavan Kumar Bajaj	0	0	1	1	0	0
Mr. Karan Bajaj	0	0	1	1	0	0
Mrs. Astha Bajaj	0	0	1	1	0	0
Mr. Mirza Ghulam Muhammad Baig	0	0	0	0	0	0
Mrs. Jyotsna Angara	0	0	1	0	0	0
Col. Gurdeep Singh (Retd.)*	1	0	0	0	0	0

*Col. Gurdeep Singh (Retd.) appointed as Director in another listed Company after 31st March 2026 and before the publication of the report.

Notes:

- Committee positions include only the Audit Committee and the Stakeholders' Relationship Committee of public companies.
- None of the Directors is a Member of more than ten Committees or acts as Chairperson of more than five Committees across all public companies.
- The Company is in compliance with Regulations 17A and 26 of the SEBI Listing Regulations.

Responsibilities of the Board

The Board's key responsibilities include:

Approving the Company's strategic direction, annual business plans, expansion initiatives and long-term growth objectives.

Reviewing the Company's financial and operational performance, including revenue growth, profitability, capital expenditure, working capital and resource allocation.

Providing oversight on key business risks, including inventory management, supply chain, cybersecurity, regulatory compliance and enterprise risk management.

Monitoring the effectiveness of the internal control framework, internal audit function and financial reporting processes to safeguard the Company's assets and interests.

Approving significant capital investments, borrowings, banking arrangements, acquisitions, leasing of properties and other strategic business decisions.

Overseeing corporate governance practices, compliance with applicable laws, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other statutory requirements.

Reviewing sustainability and ESG initiatives, including energy efficiency, responsible business practices, employee welfare, CSR initiatives and stakeholder engagement.

Guiding digital transformation initiatives, technology adoption and operational excellence to enhance customer experience and business efficiency.

Promoting a culture of integrity, ethical conduct, transparency and accountability, ensuring sustainable value creation for shareholders and other stakeholders.

The Board periodically reviews these responsibilities to ensure that its governance framework remains aligned with the evolving regulatory environment and the Company's strategic objectives.

Key Skills/Expertise/Competencies of the Board of Directors

In accordance with Regulation 34 (3) read with Para C of Schedule V of the SEBI Listing Regulations, the Board has identified the required set of skills, expertise, and competencies in the context of the Company's business and sector in which it is operating to function effectively and those available with the Board. Accordingly, the table below represents Key Skills/Expertise/Competencies considered desirable for the Board of the Company:

S. No.	Key Skill / Expertise	Description
1	**Retail Industry Knowledge**	Understanding of the retail and consumer durable industry, merchandising, store operations, inventory management and customer preferences.
2	**Business Strategy & Leadership**	Ability to formulate and oversee long-term business strategies, expansion plans and organisational growth.
3	**Finance & Accounting**	Expertise in financial reporting, budgeting, treasury, capital allocation, financial controls and business performance evaluation.
4	**Corporate Governance & Regulatory Compliance**	Knowledge of the Companies Act, SEBI Regulations, Secretarial Standards, Governance frameworks and Compliance requirements.
5	**Risk Management & Internal Controls**	Experience in identifying and managing strategic, operational, financial, compliance and cybersecurity risks.
6	**Sales, Marketing & Customer Experience**	Understanding of branding, marketing, consumer behaviour, customer engagement and omnichannel retail strategies.
7	**Human Capital & Leadership Development**	Experience in talent management, succession planning, organisational culture, leadership development and remuneration practices.
8	**Supply Chain & Logistics Management**	Expertise in procurement, warehousing, logistics, inventory optimisation and supply chain resilience.
9	**Capital Allocation & Investment Decisions**	Ability to evaluate capital expenditure, acquisitions, expansion opportunities, financing and investment decisions.
10	**Legal, Government & Public Policy**	Understanding of applicable laws, government policies, legislative developments and regulatory interactions.
11	**ESG, CSR & Sustainability**	Knowledge of environmental, social and governance principles, CSR initiatives, sustainability practices and responsible business conduct.
12	**Stakeholder Relationship Management**	Ability to engage effectively with shareholders, investors, lenders, customers, suppliers, employees and other stakeholders.

SKILL MATRIX

DIRECTOR	Retail	Strategy	Finance	Governance	Risk	Technology	Marketing	HR	Supply Chain Mgmt	Cost Control	Legal & Regulatory	ESG	Sustainable Business
Mr. Pavan Kumar Bajaj	3	3	3	3	3	1	3	3	3	3	2	2	3
Mr. Karan Bajaj	3	3	3	3	3	2	3	3	3	3	3	3	3
Mrs. Astha Bajaj	3	2	2	3	3	3	3	3	2	2	2	2	3
Mr. M.G.M. Baig	3	3	3	3	3	1	2	3	3	2	3	2	3
Mrs. Jyotsna Angara	2	1	3	3	3	2	3	2	3	3	2	3	3
Col. Gurdeep Singh (Retd.)	3	3	2	3	3	2	2	3	2	2	3	2	3

LEGEND

- **3** — **Core Expertise**: Deep and comprehensive experience in the area.
- **2** — **Working Knowledge**: Good understanding and practical experience in the area.
- **1** — **Familiarity**: Basic understanding of the area.

Corporate Governance Report (Contd.)

Board Meetings

The Board of Directors meets at regular intervals to provide strategic direction, review the Company's performance and discharge its fiduciary responsibilities. Board Meetings serve as an effective platform for deliberating on strategic initiatives, financial performance, operational priorities, governance matters, enterprise risks and long-term value creation. Through active participation and constructive discussions, the Board provides guidance to the Senior Management while ensuring that the Company's affairs are conducted in accordance with the highest standards of corporate governance.

During the Financial Year 2025–26, the gap between any two consecutive Board Meetings did not exceed one hundred and twenty (120) days, in compliance with the provisions of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The agenda for each Board Meeting is finalised by the Chairman & Managing Director in consultation with the Chief Executive Officer and the Company Secretary. Comprehensive agenda papers, together with detailed explanatory notes and supporting documents, are circulated electronically to the Directors well in advance of the meetings to facilitate informed deliberations and effective decision-making.

Senior Management personnel, functional heads, and other invitees attend Board Meetings, whenever required, to provide business updates, make presentations and respond to queries raised by the Directors. The Company Secretary acts as the Secretary to the Board and ensures compliance with applicable statutory and regulatory requirements while facilitating effective Board processes.

Board Meetings at a Glance

Date of Board Meetings	Gap between last meeting	Duration	Agenda Papers	Compliance
20th May 2025	99 Days	01.21 Hour	Circulated 7 Days in Advance	100%
5th August 2025	77 Days	00.40 Hour	Circulated 7 Days in Advance	100%
28th August 2025	23 Days	01.15 Hour	Circulated 7 Days in Advance	100%
10th November 2025	74 Days	00.40 Hour	Circulated 7 Days in Advance	100%
9th February 2026	91 Days	01.00 Hour	Circulated 7 Days in Advance	100%

Attendance of Directors

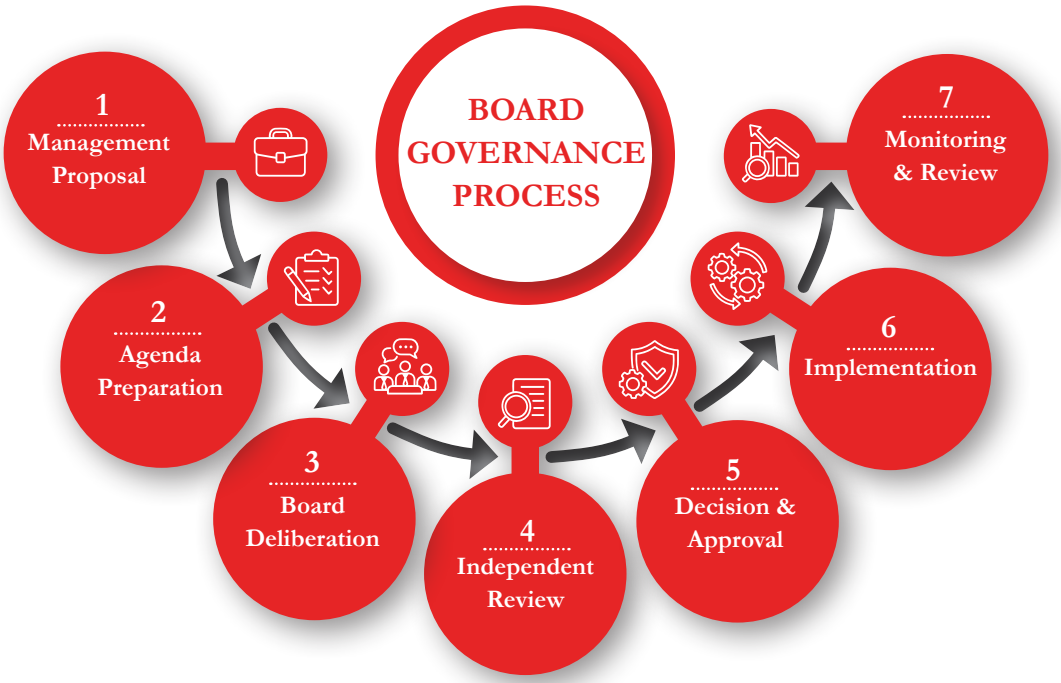
The attendance details of the Directors at the meetings of the Board of Directors held during the Financial Year 2025–26 and the previous Annual General Meeting have been provided under the section Attendance Record of Directors at Board Meetings & previous Annual General Meeting (AGM). During the year under review, the Directors actively participated in Board deliberations and contributed to informed decision-making, reflecting their continued commitment to effective corporate governance.

Information Placed Before the Board

The Board receives comprehensive and timely information to facilitate informed decision-making and effective oversight.



Decision-Making Framework



Strong Governance. Sound Decisions. Sustainable Value.

The Board encourages constructive discussions, independent judgement and informed decision-making. Every proposal is evaluated after considering its strategic, financial, operational, legal, regulatory and sustainability implications. Directors have unrestricted access to the Senior Management, Company records and independent professional advice, wherever considered necessary, for the effective discharge of their duties.

Board Effectiveness

The Board periodically reviews its governance processes to ensure effectiveness, transparency and responsiveness to the evolving business environment. Through continuous engagement with the Management and Board Committees, the Board remains focused on strengthening governance standards, enhancing organisational resilience and creating sustainable value for all stakeholders.

BOARD OVERSIGHT - FOUR PILLARS

STRATEGIC OVERSIGHT

Long-term Strategy

Guiding the Company with a long-term vision and sustainable value creation.

GOVERNANCE

Regulatory Compliance

Upholding the highest standards of governance, ethics and regulatory compliance.

PERFORMANCE

Business Growth

Driving performance excellence to deliver strong, consistent and long-term returns.

SUSTAINABILITY

ESG Oversight

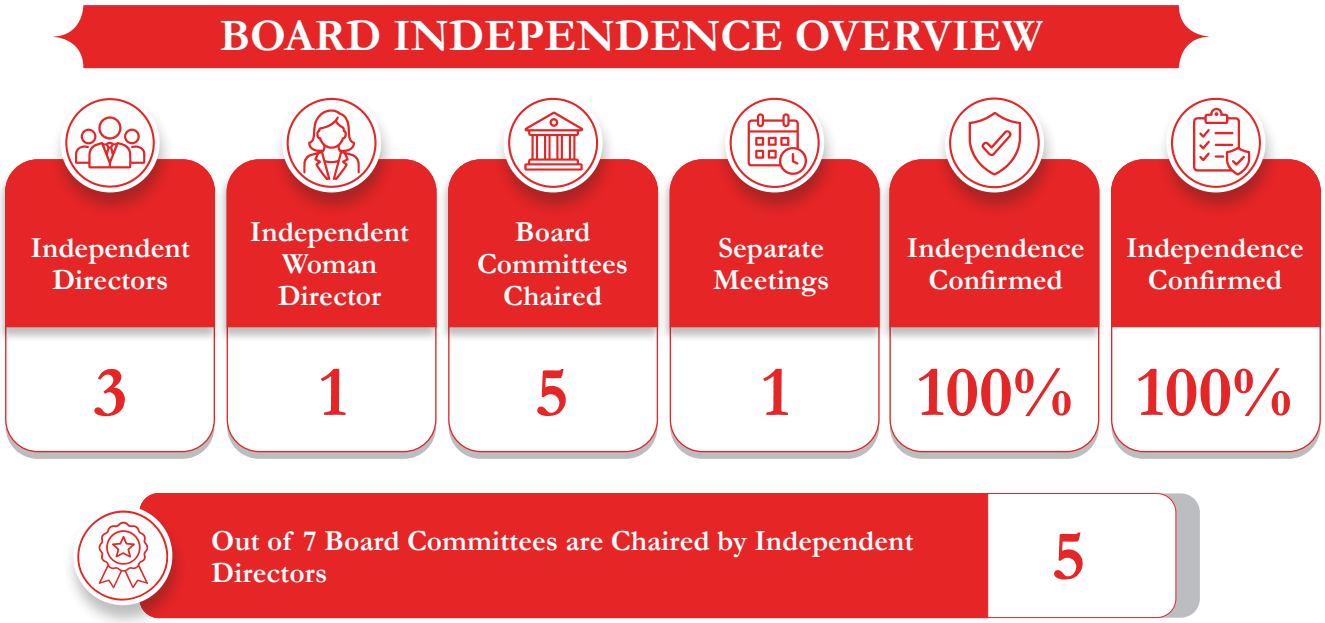
Championing responsible business through ESG oversight for a sustainable future.

Corporate Governance Report (Contd.)

Independent Directors

Independent Directors contribute significantly to the Company's governance framework by providing objective judgement, independent oversight, and valuable guidance on strategy, financial reporting, risk management, compliance, sustainability, and stakeholder interests. Through their active participation in Board and Committee meetings, they promote transparency, accountability, ethical business practices, and balanced decision-making in the best interests of all stakeholders.

Independent Directors at a Glance



Appointment and Selection of Independent Directors

The appointment of Independent Directors is made in accordance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Board and shareholders, wherever applicable. The terms and conditions of appointment of Independent Directors are available on the Company's website at https://investors.electronicsmartindia.com/.

Confirmation of Independence

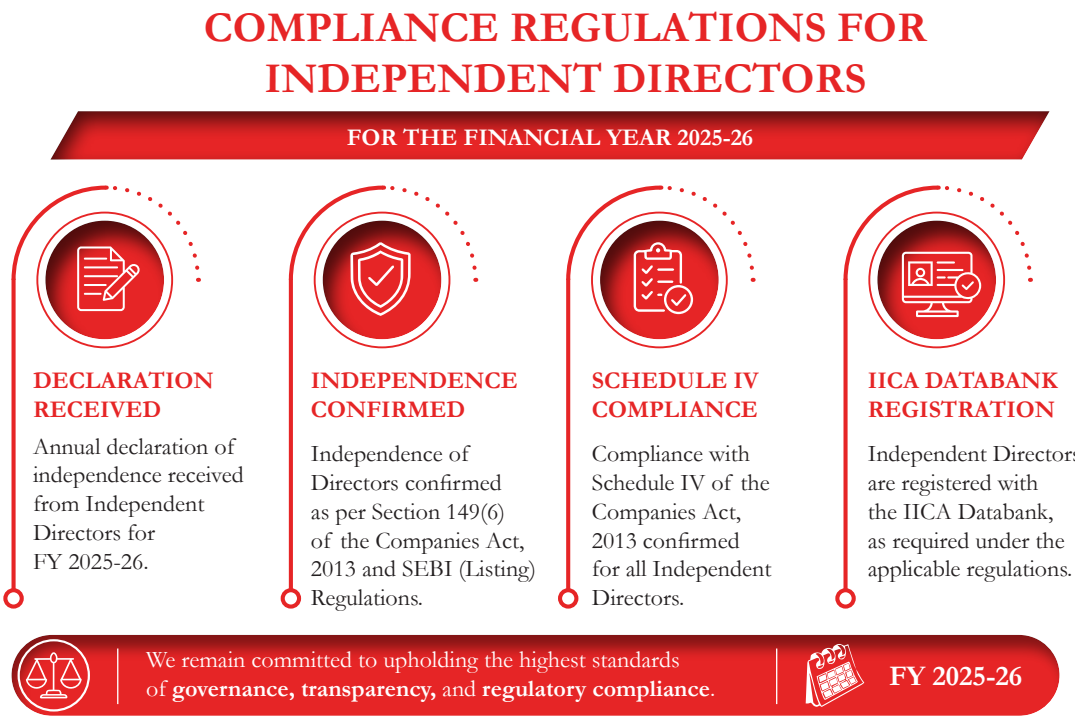
The Company has received annual declarations from all Independent Directors confirming that they satisfy the criteria of independence prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations.

Based on the declarations received and after undertaking the necessary assessment, the Board is of the opinion that all the Independent Directors possess the requisite integrity, expertise, experience and proficiency and fulfil the conditions of independence specified under the Companies Act, 2013 and the SEBI Listing Regulations.

The Independent Directors have also confirmed compliance with the Code for Independent Directors as prescribed under Schedule IV to the Companies Act, 2013.

Further, all Independent Directors are registered with the Independent Directors' Databank maintained by the Indian Institute of Corporate Affairs ("IICA"), wherever applicable, and have complied with the applicable proficiency requirements.

The tenure of the Independent Directors is in accordance with the provisions of the Companies Act, 2013 and the SEBI Listing Regulations.



Disclosure Regarding Resignation of an Independent Director

During the financial year under review, no Independent Director resigned before the expiry of his/her tenure. Accordingly, the requirement relating to disclosure of detailed reasons for resignation and confirmation by such director that there are no other material reasons for resignation is not applicable.

Role of Independent Directors

Independent Directors contribute to the Company's governance framework by providing objective judgement, independent oversight, and valuable guidance on strategy, financial reporting, risk management, compliance, and stakeholder interests. Through their active participation in Board and Committee meetings, they promote transparency, accountability, ethical business practices, and balanced decision-making in the best interests of all stakeholders.

GOVERNANCE FRAMEWORK FOR INDEPENDENT DIRECTORS



Corporate Governance Report (Contd.)

Separate Meeting of Independent Directors

Pursuant to Schedule IV to the Companies Act, 2013 and Regulation 25(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate meeting of the Independent Directors was held on 21st May 2025 during the Financial Year 2025–26, without the presence of the Executive Directors or the members of the Management. All the Independent Directors were present at the meeting. The meeting provided an opportunity for the Independent Directors to, inter alia, review the performance of the Chairperson, Non-Independent Directors and the Board as a whole, assess the quality, quantity and timeliness of the flow of information between the Management and the Board, and evaluate the effectiveness of the Board's processes in accordance with the applicable statutory requirements.



During the meeting, the Independent Directors, **inter alia:**

- Reviewed the performance of the **Non-Independent Directors and the Board as a whole;**
- Evaluated the effectiveness of **Board processes and governance practices;** and
- Reviewed the performance of the **Chairman,** taking into account the views of the Executive and Non-Executive Directors;
- Discussed **succession planning, leadership development and the strategic direction** of the Company.
- Assessed the **quality, adequacy and timeliness** of the flow of information between the Management and the Board;

The attendance of the Independent Directors at the separate meeting held during the Financial Year is provided below.

Sl. No.	Name of the Independent Director	Date of Meeting 21st May 2025	Attendance (%)
1	Mr. Mirza Ghulam Muhammad Baig	IN PERSON PRESENT	100% ATTENDANCE
2	Mrs. Jyotsna Angara	IN PERSON PRESENT	100% ATTENDANCE
3	Col. Gurdeep Singh (Retd.)	IN PERSON PRESENT	100% ATTENDANCE

Interaction with Management

Independent Directors interact with Executive Directors, Senior Management, Statutory Auditors, and Internal Auditors to obtain insights into the Company's operations, financial performance, risk management, internal controls, and governance practices.

Contribution to Board Committees

Independent Directors actively contribute to the functioning of various Board Committees, including the Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee, Risk Management Committee, and Corporate Social Responsibility Committee, wherever applicable, by providing oversight on financial reporting, risk management, governance, stakeholder relations, and sustainability matters.

Familiarisation Programme Conducted During the Financial Year 2025–26

During the Financial Year 2025–26, the Company continued to strengthen the knowledge and effectiveness of its Independent Directors through a structured familiarisation programme designed to enhance their understanding of the Company's business, operations, strategic priorities and governance framework.

The familiarisation programme was conducted through operational visits, enabling the Directors to gain practical insights into the Company's business and the evolving retail landscape.

Warehouse Familiarisation Visit

As part of the familiarisation programme, the Independent Directors visited one of the Company's major warehouse facilities to gain first-hand exposure to the Company's warehousing and supply chain operations.

During the visit, the Directors were provided with a comprehensive overview of the warehouse infrastructure, inventory storage systems, logistics operations and technology-enabled inventory management processes. The visit enabled the Directors to understand the operational controls implemented to ensure inventory accuracy, efficient material movement, product safety and business continuity.

The Directors also reviewed the Company's warehousing practices relating to inventory protection, stock movement, operational efficiency and safety management. Discussions were held on the initiatives undertaken by the Company to optimise warehouse operations, improve supply chain resilience and strengthen inventory management processes.

Interaction with the Senior Management

The Independent Directors interacted with the Senior Management team to obtain a deeper understanding of the Company's operational and strategic priorities. The discussions focused on the Company's business performance, expansion strategy, operational excellence initiatives, inventory management, customer experience and emerging opportunities within the retail and consumer durables sector.

The Management also shared insights on key operational challenges, evolving market dynamics and initiatives being undertaken to enhance efficiency, strengthen internal processes and support sustainable business growth.

These interactions facilitated meaningful dialogue between the Board and the Management and enabled the Independent Directors to provide constructive guidance based on their diverse experience and expertise.

Website Disclosure

Pursuant to Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of the familiarisation programme imparted to the Independent Directors are available on the Company's website at https://investors.electronicsmartindia.com/familiarization-programs-independent-directors.

Board Committees

The Board of Directors has constituted seven Committees to support the effective discharge of its responsibilities and provide focused oversight over key areas of the Company's business and governance framework. Of these, five are statutory Committees constituted in accordance with the Companies Act, 2013 and the SEBI Listing Regulations, while two are non-statutory Committees, namely the Finance Committee and the ESG Committee, constituted to support the Board in financial and sustainability-related matters.

Each Committee operates within terms of reference approved by the Board and comprises suitably qualified Directors with relevant expertise. The respective Chairpersons regularly report significant deliberations and recommendations to the Board, and the Board periodically reviews the composition and functioning of the Committees to ensure alignment with regulatory requirements, business priorities and governance best practices.

The Company Secretary acts as the Secretary to all the Board Committees and facilitates effective governance by ensuring compliance with applicable laws, maintaining records of proceedings and supporting the Committees in the discharge of their responsibilities.

Corporate Governance Report (Contd.)

GOVERNANCE STRUCTURE

KEY PERFORMANCE HIGHLIGHTS

STRATEGIC OVERSIGHT
Guiding strategy, risk oversight and value creation.

RISK MANAGEMENT
Proactive identification, mitigation and monitoring.

VALUE CREATION
Driving sustainable growth and stakeholder value.

STAKEHOLDER
Upholding trust and promoting stakeholder interests.

BOARD OF DIRECTORS

Provides strategic oversight and leadership to create long-term value for all stakeholders with integrity, transparency and accountability.

BOARD RESPONSIBILITIES

- Overseeing corporate and strategic objectives
- Ensuring effective risk management
- Ensuring financial oversight
- Upholding compliance, ethics and governance
- Overseeing people and culture
- Reviewing performance and creating long-term value

GOVERNANCE PRINCIPLES

Integrity | Transparency | Accountability | Responsibility

BOARD OF DIRECTORS

AUDIT COMMITTEE	NOMINATION & REMUNERATION COMMITTEE	STAKEHOLDERS RELATIONSHIP COMMITTEE	RISK MANAGEMENT COMMITTEE	CSR COMMITTEE	ESG COMMITTEE	FINANCE COMMITTEE
Oversees financial reporting, internal controls, audit process and risk management.	Oversees Board composition, leadership appointments and remuneration framework.	Oversees stakeholder grievances, investor relations and ensures effective communication.	Oversees enterprise risk framework, risk appetite and monitors key strategic risks.	Oversees CSR strategy, approvals, implementation and impact assessment of initiatives.	Oversees the Environmental, Social and Governance (ESG) matters, including ESG initiatives, risks, performance and the review of BRSR and other ESG disclosures.	Oversees financial planning, budgets, capital allocation and investment decisions.
Meet 4 times a year	Meet 2 times a year	Meet 2 times a year	Meet 2 times a year	Meet 2 times a year	Meet 2 times a year	Meet As & When

STRENGTHENING OVERSIGHT | MAXIMIZING VALUE | ENSURING COMPLIANCE

Board Committees At A Glance

Sl. No.	Name of the Committee	Nature	Chairperson	Members	Primary Responsibility
1	Audit Committee	Statutory	Col. Gurdeep Singh (Retd.)	Mr. Pavan Kumar Bajaj Mrs. Jyotsna Angara	Oversees financial reporting, internal controls, statutory and internal audit functions, and related party transactions.
2	Nomination and Remuneration Committee	Statutory	Mr. Mirza Ghulam Muhammad Baig	Col. Gurdeep Singh (Retd.) Mrs. Jyotsna Angara	Recommends Board composition, appointment and remuneration of Directors and Senior Management, succession planning and performance evaluation.
3	Stakeholders' Relationship Committee	Statutory	Mrs. Jyotsna Angara	Mr. Karan Bajaj Mrs. Astha Bajaj	Reviews and resolves investor grievances and oversees stakeholder relationship matters.
4	Risk Management Committee	Statutory	Mr. Mirza Ghulam Muhammad Baig	Mr. Karan Bajaj Mr. Premchand Devarakonda	Reviews the Company's enterprise risk management framework and monitors key strategic and operational risks.
5	Corporate Social Responsibility Committee	Statutory	Mrs. Astha Bajaj	Col. Gurdeep Singh (Retd.) Mr. Karan Bajaj	Formulates and monitors the CSR Policy, Annual Action Plan and implementation of CSR initiatives.

Sl. No.	Name of the Committee	Nature	Chairperson	Members	Primary Responsibility
6	Finance Committee	Non-Statutory	Mr. Karan Bajaj	Mr. Mirza Ghulam Muhammad Baig Mr. Premchand Devarakonda	Reviews financial and treasury matters and considers other matters delegated by the Board.
7	Environment, Social and Governance (ESG) Committee	Non-Statutory	Mrs. Jyotsna Angara	Col. Gurdeep Singh (Retd.) Mr. Premchand Devarakonda Mr. Rajiv Kumar	Oversees the Company's ESG strategy, sustainability initiatives and responsible business practices.

Note: Mr. Rajiv Kumar, Company Secretary of the Company, acts as the Secretary of all the Committees.

Committee Governance Framework

The Board Committees function as an extension of the Board and provide specialised oversight over matters falling within their respective mandates. While each Committee exercises independent judgement within the scope of its charter, significant recommendations and decisions are placed before the Board for its consideration, wherever required.

The terms of reference of the Committees are reviewed periodically by the Board to ensure continued alignment with applicable regulatory requirements, emerging governance expectations and the Company's evolving business needs.

Reporting Framework

Each Committee submits its recommendations, observations and minutes to the Board at its subsequent meeting. Significant matters requiring the approval of the Board are considered after detailed deliberations and recommendations of the respective Committee.

This structured reporting mechanism ensures seamless coordination between the Board and its Committees while promoting transparency, accountability and effective decision-making.

The detailed composition, terms of reference, meetings held and attendance of members of each Committee during the Financial Year 2025–26 are provided in the ensuing sections of this Report.

3. AUDIT COMMITTEE

Terms of Reference of the Committee

The Audit Committee of the Board has been duly constituted in accordance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The composition of the Committee is in compliance with the applicable statutory and regulatory requirements.

The Committee operates within the terms of reference approved by the Board, which include oversight of financial reporting, internal financial controls, audit processes, risk management, compliance with applicable laws and regulations, and the performance of statutory and internal auditors. The Audit Committee is empowered to investigate any matter within its terms of reference, seek information from employees, obtain external professional advice, and secure the attendance of persons with relevant expertise, whenever considered necessary.

The terms of reference of the Audit Committee are as follows:

(i) The Audit Committee shall have powers, which should include the following:

- a) To investigate any activity within its terms of reference;
- b) To seek information from any employee of the Company;
- c) To obtain outside legal or other professional advice;
- d) To secure the attendance of outsiders with relevant expertise, if it considers necessary; and,
- e) Such powers as may be prescribed under the Companies Act and SEBI Listing Regulations.

(ii) The role of the Audit Committee shall include the following:

- a) Oversight of the Company's financial reporting process, examination of the financial statement and the auditors' report thereon and the disclosure of its financial information to ensure that the financial statement is correct, sufficient, and credible;
- b) Recommendation for appointment, re-appointment and removal/replacement, remuneration and terms of appointment of auditors, including the internal auditor, cost auditor and statutory auditor, of the Company and the fixation of audit fee;

Corporate Governance Report (Contd.)

c) Approval of payments to statutory auditors for any other services rendered by them to the Company;

d) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with reference to:

   i. 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;

   ii. Changes, if any, in accounting policies and practices and reasons for the same;

   iii. Major accounting entries involving estimates based on the exercise of judgment by the management of the Company;

   iv. Significant adjustments made in the financial statements arising out of audit findings;

   v. Compliance with listing and other legal requirements relating to financial statements;

   vi. Disclosure of any related party transactions; and

   vii. Qualifications / modified opinion(s) in the draft audit report.

e) Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;

f) Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document/prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

g) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

h) Formulating a policy on related party transactions, which shall include materiality of related party transactions;

i) Approval or any subsequent modification of transactions of the Company with related parties and granting omnibus approval for related party transactions proposed to be entered into by the Company subject to such conditions as may be prescribed;

j) Review, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approvals given;

k) Scrutiny of inter-corporate loans and investments;

l) Conduct valuation of undertakings or assets of the Company, wherever it is necessary;

m) Evaluation of internal financial controls and risk management systems;

n) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

o) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

p) Discussion with internal auditors of any significant findings and follow up there on;

q) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;

r) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

s) Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

t) Reviewing the functioning of the whistle blower mechanism;

u) Approval of the appointment of the Chief Financial Officer of the Company (i.e., the whole-time finance director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc., of the candidate;

v) Carrying out any other functions as provided under the Companies Act, the SEBI Listing Regulations, and other applicable laws;

w) To formulate, review and make recommendations to the Board to amend the Audit Committee charter from time to time;

x) monitoring the end use of funds raised through public offers and related matters;

y) overseeing the vigil mechanism established by the Company, with the chairman of the Audit Committee directly hearing grievances of victimisation of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;

z) Reviewing the utilisation of loans and/ or advances from/investment by the holding company in the subsidiary exceeding ₹ 100 Crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision;

aa) Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances; and

bb) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

cc) Such roles as may be prescribed under the Companies Act and SEBI Listing Regulations.

dd) consider and comment on rationale, cost benefits and impact of scheme involving merger, demerger, amalgamation etc., on the listed entity and its shareholders;

(iii) The Audit Committee shall mandatorily review the following information:

a) Management discussion and analysis of financial condition and results of operations;

b) Statement of significant related party transactions (as defined by the Audit Committee), submitted by the management of the Company;

c) Management letters/letters of internal control weaknesses issued by the Statutory Auditor of the Company;

d) Internal audit reports relating to internal control weaknesses;

e) The appointment, removal, and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee;

f) Statement of deviations:

i. quarterly statement of deviation(s), including the report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI Listing Regulations; and

ii. annual statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI Listing Regulations; and

g) Review the financial statements, in particular, the investments made by any unlisted subsidiary.

Composition and Meetings of the Audit Committee

The composition of the Audit Committee is in compliance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). The Chairperson of the Audit Committee is an Independent Director. The Company Secretary acts as the Secretary to the Audit Committee.

As on 31st March 2026, the Audit Committee comprised the following members. During the financial year Five (05) meetings of the Audit Committee were held, and the attendance of the members at these meetings were as follows

Name of Members	Category & Membership	Date of Meetings					Attendance (%)
		20th May 2025	5th August 2025	28th August 2025	10th November 2025	9th February 2026	
Col. Gurdeep Singh (Retd.)	Independent Director (Chairperson)	IN PERSON PRESENT	IN PERSON PRESENT	IN PERSON PRESENT	IN PERSON PRESENT	IN PERSON PRESENT	100% ATTENDANCE
Mrs. Jyotsna Angara	Independent Director (Member)	IN PERSON PRESENT	PRESENT VIA VC	IN PERSON PRESENT	IN PERSON PRESENT	PRESENT VIA VC	100% ATTENDANCE
Mr. Pavan Kumar Bajaj	Managing Director (Member)	IN PERSON PRESENT	IN PERSON PRESENT	PRESENT VIA VC	IN PERSON PRESENT	IN PERSON PRESENT	100% ATTENDANCE

Engagement with Internal and Statutory Auditors

The Audit Committee plays a central role in strengthening the Company's assurance framework through regular and transparent engagement with the Internal Auditor and the Statutory Auditor.

The Internal Auditor reports functionally to the Audit Committee, ensuring independence and objectivity in the internal audit process. The Committee reviews the internal audit plan, key audit observations, management responses, status of corrective actions, and the effectiveness of internal financial controls.

The Statutory Auditor presents the scope of audit, key audit matters, significant accounting judgements, audit findings, and recommendations directly to the Committee. To encourage open and independent dialogue, the Committee also holds separate discussions with the Internal Auditor and the Statutory Auditor, without the presence of management.

In carrying out its responsibilities under Section 177 of the Companies Act, 2013, Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the terms of reference approved by the Board, the Committee reviewed quarterly and annual financial statements, audit findings, significant accounting matters, internal control systems, compliance matters, enterprise risk management matters referred to the Committee, and the implementation of corrective actions arising from audit observations.

The Company further strengthened the communication framework between the Audit Committee and the auditors by aligning its governance practices with relevant guidance issued by the National Financial Reporting Authority (NFRA), wherever applicable. This facilitated timely, transparent, and meaningful communication throughout the audit process.

The Chief Financial Officer and other members of Senior Management, as considered necessary, attend meetings of the Audit Committee to provide clarifications on financial and operational matters. The Company Secretary acts as the Secretary to the Audit Committee.

4. NOMINATION & REMUNERATION COMMITTEE

Brief Description of Terms of Reference

The Nomination and Remuneration Committee of the Company has been duly constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The composition and terms of reference of the Committee are in compliance with the applicable provisions of the Companies Act 2013 and the SEBI Listing Regulations. The role of the Nomination and Remuneration Committee is in line with the requirements specified in Part D of Schedule II to the SEBI Listing Regulations and includes, inter alia, the following:

a) Formulation of the criteria for determining qualifications, positive attributes and independence of the Director and recommend to the Board of Directors a policy relating to the remuneration of the Directors, Key Managerial Personnel, and other employees;

   (a1) For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge, and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

      a. Use the services of an external agency, if required;

      b. Consider candidates from a wide range of backgrounds, having due regard to diversity; and

      c. Consider the time commitments of the candidates.

b) Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors;

c) Devising a policy on Board diversity;

d) Identifying persons who are qualified to become directors of the Company and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and carrying out evaluation of every director's performance (including independent director). The Company shall disclose the remuneration policy and the evaluation criteria in its annual report;

e) Analyzing, monitoring and reviewing various human resource and compensation matters;

f) Determining the Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;

g) Recommending the remuneration, in whatever form, payable to the senior management personnel and other staff (as deemed necessary);

h) Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;

i) Determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

j) Perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

k) Administering the employee stock option scheme/plan approved by the Board and shareholders of the Company in accordance with the terms of such scheme/plan ("ESOP Scheme");

l) Determining the eligibility of employees to participate under the ESOP Scheme;

m) Granting options to eligible employees and determining the date of grant;

n) Determining the number of options to be granted to an employee;

o) Determining the exercise price under the ESOP Scheme;

p) Construing and interpreting the ESOP Scheme and any agreements defining the rights and obligations of the Company and eligible employees under the ESOP Scheme, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the ESOP Scheme;

q) Framing suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:

1. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended; and
2. The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, as amended, by the Company and its employees, as applicable

r) Performing such other activities as may be delegated by the Board of Directors and/or are statutorily prescribed under any law to be attended to by the Nomination and Remuneration Committee.

s) Such terms of reference as may be prescribed under the Companies Act and SEBI Listing Regulations;

Composition, Name of Members, Chairperson, Meetings, and Attendance

The Nomination and Remuneration Committee (NRC) comprises of 03 (Three) Directors. All the Members of the Committee are Non-Executive Independent Directors. The Nomination & Remuneration Committee met 02 (Two) times during the financial year 2025-26.

The dates of the Nomination and Remuneration Committee meetings held during the financial year 2025-26 and the attendances are detailed below:

Name of Member	Category & Membership	Date of Meetings		Attendance (%)
		21st May 2025	28th August 2025	
Mr. Mirza Ghulam Muhammad Baig	Independent Director (Chairperson)	IN PERSON PRESENT	PRESENT VIA VC	100% ATTENDANCE
Col. Gurdeep Singh (Retd.)	Independent Director (Member)	IN PERSON PRESENT	IN PERSON PRESENT	100% ATTENDANCE
Mrs. Jyotsna Angara	Independent Director (Member)	IN PERSON PRESENT	IN PERSON PRESENT	100% ATTENDANCE

Performance Evaluation of the Board, Committees, and Directors

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company carries an annual evaluation of its own performance, the performance of its Committees and that of individual Directors, including Independent Directors.

The evaluation process was overseen by the Nomination and Remuneration Committee ("NRC"), comprising solely of Independent Directors. The evaluation framework was reviewed during the year to ensure that it remained practical, relevant, and aligned with the Company's governance requirements and business priorities.

Corporate Governance Report (Contd.)

Policy Framework

The Company has in place a Nomination and Remuneration Policy, which provides the framework for the appointment, qualification, independence, remuneration, and evaluation of Directors and senior management personnel. The Company also has a Policy on Appointment and remuneration of Directors, KMP and SMP which sets out the criteria for selection, appointment, and re-appointment of Directors, including Independent Directors. These policies are aligned with the provisions of the Companies Act, 2013 and the SEBI Listing Regulations.

Evaluation Procedure

The evaluation was conducted through a structured process involving questionnaires and feedback from Directors. The assessment covered:

a) Effectiveness of the Board in providing strategic direction and oversight.

b) Functioning of Board Committees and quality of deliberations.

c) Adequacy and timeliness of information provided by management.

d) Contribution of individual Directors to discussions, decision-making, and governance.

e) Board composition, diversity, independence, and succession planning.

Performance Evaluation of Independent Directors

In accordance with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations, the performance evaluation of Independent Directors was carried out by the entire Board, excluding the Director being evaluated. The evaluation considered factors such as preparedness for meetings, active participation, independence of judgement, integrity, strategic insight, understanding of the Company's business and regulatory environment, and contribution to Board deliberations.

A separate meeting of the Independent Directors was also held during the year to review the performance of Non-Independent Directors, the Board as a whole, and the Chairperson. The Independent Directors further assessed the quality, quantity, and timeliness of information provided by management for effective Board deliberations.

Key Discussions During the Evaluation Process

During the evaluation process, the Board and the NRC discussed various governance and performance-related aspects, including:

a) Effectiveness of the Board in providing strategic guidance and oversight.

b) Adequacy, quality, and timeliness of information provided by management.

c) Composition, diversity, independence, and succession planning of the Board.

d) Functioning of Board Committees and effectiveness in discharging their responsibilities.

e) Contribution of individual Directors, including Independent Directors, to Board deliberations and governance processes.

f) Opportunities for enhancing Board processes through focused discussions on emerging business risks, regulatory developments, technology adoption, ESG priorities, and long-term growth strategies.

Synopsis of Outcome of Evaluation for the Financial Year 2025-26

Based on the annual performance evaluation carried out for the financial year 2025-26, the Board noted that the performance of the Board, its Committees, and individual Directors, including Independent Directors, was satisfactory and aligned with the expected standards of effectiveness, governance, and accountability.

a) The Board and its Committees were found to be appropriately constituted, with a balanced mix of skills, experience, independence, and diversity.

b) The Committees effectively discharged their responsibilities through active engagement, constructive deliberations, and prudent decision-making.

c) Independent Directors demonstrated objective judgement, active participation, and valuable strategic insights during Board and Committee deliberations.

d) The Board's oversight of financial reporting, risk management, internal controls, compliance, and stakeholder interests was found to be effective.

e) The evaluation process reinforced the Board's commitment to continuous improvement and strong corporate governance practices.

Action Plan

Based on the observations and feedback received through the evaluation process, the Board and the NRC identified the following focus areas for continuous improvement:

a) Enhancing strategic discussions on emerging business opportunities, risks, and industry trends.

b) Strengthening periodic updates to Directors on regulatory changes, technology developments, ESG initiatives, and market dynamics.

c) Continuing to improve the quality and timeliness of information shared with the Board to support effective decision-making.

d) Promoting ongoing familiarisation and knowledge enhancement programmes for Directors.

e) Reviewing the Board evaluation framework periodically to ensure that it remains practical, relevant, and aligned with evolving governance expectations.

5. STAKEHOLDERS' RELATIONSHIP COMMITTEE

Terms of Reference:

In adherence with the provisions of Section 178(5) of the Companies Act, 2013 and Regulation 20 of SEBI Listing Regulations, the Company has constituted a Stakeholders' Relationship Committee to address Investors' grievances, and redressal mechanism and recommends measures to improve the level of Investors' services and to look into and decide matters pertaining to share transfers, duplicate share certificates and related matters. The terms of reference of the Committee, inter-alia, include the following:

a. Redressal of all security holders' and investors' grievances such as complaints related to transfer/transmission of shares, including non-receipt of share certificates and review of cases for refusal of transfer/transmission of shares and debentures, non-receipt of balance sheet, non-receipt of declared dividends, non-receipt of annual reports, issue of new / duplicate certificates, general meetings etc., and assisting with quarterly reporting of such complaints;

b. Reviewing of measures taken for effective exercise of voting rights by shareholders;

c. Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures, or any other securities;

d. Giving effect to all transfer/transmission of shares and debentures, dematerialisation of shares and re-materialisation of shares, split and issue of duplicate/consolidated share certificates, compliance with all the requirements related to shares, debentures, and other securities from time to time;

e. Reviewing the measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;

f. Reviewing the adherence to the service standards by the Company with respect to various services rendered by the registrar and transfer agent of the Company and to recommend measures for overall improvement in the quality of investor services;

g. Carrying out such other functions as may be specified by the Board from time to time or specified/provided under the Companies Act or SEBI Listing Regulations, or by any other regulatory authority.

Safeguarding Stakeholders' Interests

The Stakeholders' Relationship Committee ("SRC") acts as a dedicated platform for strengthening investor relations and ensuring prompt and fair redressal of shareholder grievances. The Committee functions in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with a focus on safeguarding the interests of shareholders and maintaining effective communication with investors.

Particulars	Details
Name of the Non-Executive Director heading the Committee	Mrs. Jyotsna Angara
Name and designation of the Compliance Officer	Rajiv Kumar, Company Secretary
Number of shareholders' complaints received during the financial year under review	Zero
Number of complaints not solved to the satisfaction of shareholders	Zero

The Company has established a robust mechanism for addressing investor grievances and ensuring effective stakeholder communication. During the financial year under review, no complaints were received from shareholders. Consequently, no complaint was pending as on 31st March 2026.

The Board is satisfied that the Stakeholders' Relationship Committee discharged its responsibilities effectively during the year by overseeing investor service matters and ensuring compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Corporate Governance Report (Contd.)

5A. RISK MANAGEMENT COMMITTEE

Terms of Reference

The Risk Management Committee has been duly constituted in accordance with Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The terms of reference of the Committee are aligned with the applicable provisions of the SEBI Listing Regulations.

The Committee is entrusted with the responsibility of assisting the Board in overseeing the Company's risk management framework and ensuring that significant risks are identified, assessed, monitored, and appropriately mitigated. The roles and responsibilities of the Committee are in line with those specified in Part D of Schedule II to the SEBI Listing Regulations and include, inter alia, the following:

a) To formulate a detailed risk management policy which shall include:
   i. framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability, information, cyber security risks or any other risks as may be determined by the Risk Management Committee.
   ii. measures for risk mitigation including systems and processes for internal control of identified risks.
   iii. business continuity plan.

b) To ensure that appropriate methodology, processes, and systems are in place to monitor and evaluate risks associated with the business of the Company.

c) To review and recommend potential risk involved in any new business plans and processes.

d) To implement, monitor and oversee the implementation of the risk management policy, including evaluating the adequacy of risk management system.

e) Laying down risk assessment and minimisation procedures and the procedures to inform Board of the same;

f) To periodically review and assess the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity and recommend for any amendment or modification as necessary.

g) To keep the Board of Directors informed about the nature and content of its discussion, recommendation and action to be taken.

h) The appointment, removal and terms of remuneration of the Chief Risk Officer (if any), shall be subject to the review by the Risk Management Committee.

i) To seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.

j) Performing such other activities as may be delegated by the Board and/or are statutorily prescribed under any law to be attended to by the Risk Management Committee. The Risk Management Committee shall coordinate its activity with other Committees, in instances where there is any overlap with activities of such Committees, as per the framework laid down by the Board of Directors.

Composition, Name of Members, Chairperson, Meetings, and Attendance

The Risk Management Committee ("RMC") has been duly constituted in accordance with Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). The composition of the Committee is in compliance with the applicable requirements of the SEBI Listing Regulations.

As on 31st March 2026, the Risk Management Committee comprised 03 (Three) Members, consisting of one Independent Director, one Executive Director, and the Chief Financial Officer. The Committee has been constituted with the objective of assisting the Board in overseeing the Company's risk management framework and monitoring the identification, assessment, mitigation, and management of key business risks.

The Risk Management Committee met 05 (Five) times during the financial year 2025-26. The frequency of these meetings was in compliance with the requirements of Regulation & 21 (3C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the interval between any two consecutive meetings did not exceed 210 days.

The dates of the Risk Management Committee meetings held during the financial year 2025-26 and the attendance of the Members at those meetings are detailed below:

Name of Member	Category & Membership	Date of Meetings					Attendance (%)
		3rd April 2025	22nd May 2025	18th June 2025	12th January 2026	18th February 2026	
Mr. Mirza Ghulam Muhammad Baig	Independent Director (Chairperson)	IN PERSON PRESENT	IN PERSON PRESENT	IN PERSON PRESENT	IN PERSON PRESENT	IN PERSON PRESENT	100% ATTENDANCE
Mr. Karan Bajaj	Executive Director (Member)	IN PERSON PRESENT	IN PERSON PRESENT	IN PERSON PRESENT	IN PERSON PRESENT	IN PERSON PRESENT	100% ATTENDANCE
Mr. Premchand Devarakonda	Chief Financial Officer (Member)	IN PERSON PRESENT	IN PERSON PRESENT	IN PERSON PRESENT	IN PERSON PRESENT	IN PERSON PRESENT	100% ATTENDANCE

CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

Composition, Name of Members, Chairperson, Meetings, and Attendance

The Corporate Social Responsibility ("CSR") Committee has been constituted in accordance with the provisions of Section 135 of the Companies Act, 2013 and the rules made thereunder. The composition of the Committee is in compliance with the applicable provisions of the Companies Act, 2013.

As on 31st March 2026, the CSR Committee comprised 03 (Three) Directors. The CSR Committee met 04 (Four) times during the financial year 2025-26.

The composition of the CSR Committee as on 31st March 2026, along with the details of the dates of its meetings held during the financial year 2025-26 and the attendance of the Members at those meetings, are detailed below:

Name of Member	Category & Membership	Date of Meetings				Attendance (%)
		21st May 2025	18th May 2025	28th August 2025	19th December 2025	
Mrs. Astha Bajaj	Executive Director (Chairperson)	IN PERSON PRESENT	IN PERSON PRESENT	PRESENT VIA VC	PRESENT VIA VC	100% ATTENDANCE
Col. Gurdeep Singh (Retd.)	Independent Director (Member)	IN PERSON PRESENT	IN PERSON PRESENT	IN PERSON PRESENT	IN PERSON PRESENT	100% ATTENDANCE
Mr. Karan Bajaj	Executive Director (Member)	IN PERSON PRESENT	IN PERSON PRESENT	PRESENT VIA VC	IN PERSON PRESENT	100% ATTENDANCE

Roles and Responsibilities

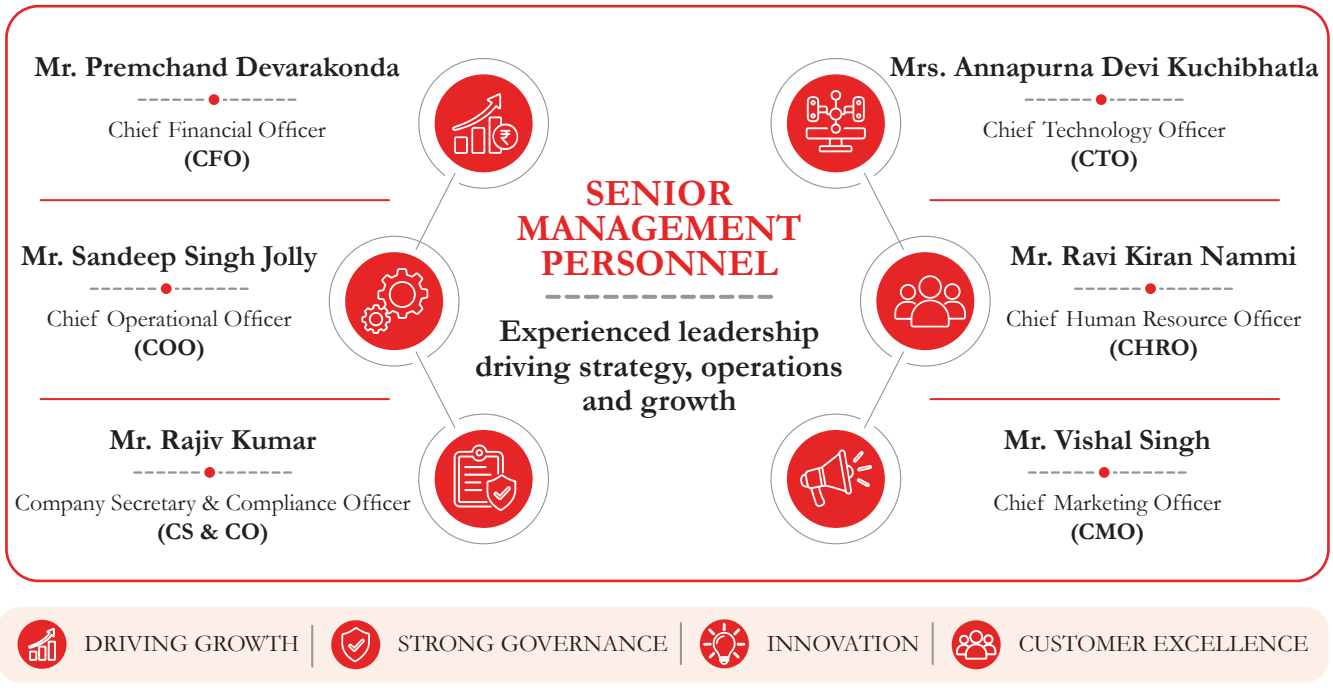
The CSR Committee of the Board has been constituted pursuant to the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014. The roles and responsibilities of the CSR Committee, inter-alia, include:

Corporate Governance Report (Contd.)

a) Formulating and recommending to the Board of Directors the CSR Policy and indicating activities to be undertaken;
b) Recommending the amount of expenditure for the CSR activities;
c) Recommending an Annual Action Plan for its approval by the Board every year describing:
   i. the proposed projects,
   ii. their nature,
   iii. manner of execution,
   iv. implementation schedules,
   v. monitoring and reporting mechanism, and
   vi. details of need and impact assessment, if any;
d) Recommending changes, if any, in the approved Annual Action Plan;
e) Due Diligence of the CSR Implementing Agencies considering the following factors:
   i. Registration as CSR Implementing Agency with the MCA (Form CSR-1);
   ii. Registration under Income Tax Act, 1961;
   iii. Track record of at least three years in undertaking similar activities;
   iv. Such other as it may deem thinks fit.
f) Monitoring CSR activities from time to time; and
g) Collating, collecting and documenting all the necessary certificates, receipts, agreements, etc. as required under the Act.

5B. SENIOR MANAGEMENT

In accordance with Regulation 16(1)(d) and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has identified and disclosed the details of its Senior Management personnel below.



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The Senior Management team remained stable during the financial year 2025-26, and there were no changes in the senior management personnel since the close of the previous financial year.

6. REMUNERATION OF DIRECTORS

The remuneration framework of the Company is designed to attract, retain and motivate competent professionals while ensuring alignment with the long-term interests of the Company and its stakeholders. The remuneration paid to the Directors during the financial year 2025–26 was determined in accordance with the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company's Remuneration Policy. The details of remuneration paid to the Directors during the financial year are set out below:

(in ₹ Million)

Name of Directors	Category	Salary & allowances	Bonus / Incentives/ Commission	Sitting fees	Total
Mr. Pavan Kumar Bajaj	Chairman & Managing Director	22.00	Nil	NA	22.00
Mr. Karan Bajaj	Whole-time Director	24.00	Nil	NA	24.00
Mrs. Astha Bajaj	Whole-time Director	15.00	Nil	NA	15.00
Mr. M.G.M. Baig	Independent Director	NA	Nil	13.50	13.50
Mrs. Jyotsna Angara	Independent Director	NA	Nil	12.00	12.00
Col. Gurdeep Singh (Retd.)	Independent Director	NA	Nil	13.50	13.50

Notes:

1. Executive Directors were paid remuneration in accordance with the terms approved by the shareholders and within the limits prescribed under the Companies Act, 2013.
2. Non-Executive Independent Directors were paid sitting fees for attending the meetings of the Board, its Committees and Annual General Meeting. No commission or stock options were granted to the Independent Directors during the financial year.
3. No stock options were granted to any Director during the financial year, unless otherwise stated.

Pecuniary relationship or transactions of the Non-Executive Directors

During the financial year 2025–26, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company, its promoters, directors, senior management, subsidiaries, associates, or relatives other than the payment of sitting fees for attending the meetings of the Board and its Committees and reimbursement of expenses, wherever applicable, in accordance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Criteria for making payments to Non-Executive Directors

The payment of remuneration to Non-Executive Directors is governed by the Nomination and Remuneration Policy of the Company, which is formulated in accordance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Non-Executive Independent Directors are paid sitting fees for attending the meetings of the Board and its Committees within the limits prescribed under the Companies Act, 2013. The Company does not pay any commission, retirement benefits, or performance-linked incentives to its Non-Executive Directors.

The Nomination and Remuneration Policy, including the criteria for making payments to Non-Executive Directors, is available on the Company's website at https://investors.electronicsmartindia.com/policy-and-code-of-conduct.

Disclosures with respect to remuneration

The remuneration paid to the Directors during the financial year 2025–26 is in accordance with the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company's Nomination and Remuneration Policy and the approvals of the shareholders, wherever applicable.

In addition to the disclosures required under the Companies Act, 2013, the following disclosures are made with respect to remuneration paid to Directors during 2025-26.

Elements of the Remuneration

The remuneration of Executive Directors comprises salary, allowances, perquisites and retirement benefits, as approved by the shareholders. Non-Executive Independent Directors are paid sitting fees for attending the meetings of the Board and its Committees. No commission, bonus, pension or stock options were paid or granted to the Non-Executive Directors during the financial year.

Corporate Governance Report (Contd.)

Fixed component and performance-linked incentives

The remuneration of Executive Directors consists of fixed and variable components as approved by the Board and Shareholders, wherever applicable. The fixed component includes salary, allowances, perquisites, and retirement benefits. The variable component, wherever applicable, is linked to individual performance, business performance and such other parameters as may be determined by the Nomination and Remuneration Committee and approved by the Board from time to time. Non-Executive Directors are paid only sitting fees.

Service contracts, Notice period, and Severance fees

The Directors are appointed in accordance with the applicable provisions of the Companies Act, 2013 and the terms approved by the Board and the shareholders, wherever applicable. The notice period for termination of appointment of all Directors is three months by either party. No severance fee is payable to any Director.

7. GENERAL BODY MEETINGS

a) Location, Date and Time of Annual General Meetings (AGMs) held during the previous 03 (Three) years are given as under:

Financial Year	AGM	Day, Date & Time	Location	No. of Special resolutions passed
2024-25	07th AGM	Thursday, 25th September 2025 at 12.30 P.M.	**Through Video-Conferencing/other Audio-Visual Means** **Deemed Venue: Corporate Office** of the Company situated at 6-3-666/A1 to 7, Opp. NIMS Hospital, Punjagutta Main Road, Hyderabad, Telangana - 500082.	Nil
2023-24	06th AGM	Friday, 30th August 2024 at 12:30 P.M.	**Through Video-Conferencing/other Audio-Visual Means** **Deemed Venue: Registered Office** - D.No:6-1-91,Shop No.10, Ground Floor, Telephone Bhavan, Secretariat Rd, Saifabad, Hyderabad, Telangana, India, 500004	Nil
2022-23	05th AGM	Wednesday, 23rd August 2023 at 12:30 P.M.	**Through Video-Conferencing/other Audio-Visual Means** **Deemed Venue: Corporate Office** - 6-3-666/A1 to 7, Opp. NIMS Hospital, Punjagutta Main Road, Hyderabad – 500082	04

(b) Whether any special resolutions were passed during the previous three Annual General Meetings

Special resolutions were passed only at the Fifth Annual General Meeting held for the financial year 2022–23. The details are provided below.

The following special resolutions were passed by the Members at the Fifth Annual General Meeting held during the financial year 2022–23:

Sl. No.	Special Resolution
1.	For re-appointment of and remuneration payable to Mr. Pavan Kumar Bajaj (DIN: 07899635) as "Managing Director" of the Company for a period of 05 (five) w.e.f. 1st October 2023.
2.	For re-appointment of Mr. Mirza Ghulam Muhammad Baig (DIN: 08281763) as an Independent Director for a second term of 05 (five) consecutive years
3.	For appointment of Col. Gurdeep Singh (Retd.) (DIN: 07499896) as Independent Director for a term of 05 (five) consecutive years.
4.	For maintenance of Registers of Members, other Statutory Registers, and Annual Returns at a place other than the Registered office of the Company

No special resolutions were passed at the Sixth and Seventh Annual General Meetings.

(c) Whether any special resolution was passed through postal ballot during the financial year

No special resolution was passed through postal ballot during the financial year 2025–26.

(d) Person who conducted the postal ballot exercise

Not Applicable, as no postal ballot was conducted during the financial year.

(e) Whether any special resolution is proposed to be conducted through postal ballot

As on the date of this Report, no special resolution is proposed to be passed through postal ballot.

8. MEANS OF COMMUNICATION

	Particulars	Details
a)	Quarterly Financial Results	The quarterly, half-yearly and annual financial results are approved by the Board of Directors and submitted to the Stock Exchanges within the prescribed timelines. The results are also hosted on the Company's website.
b)	Newspapers wherein results are normally published	Business Standard (English) and Surya (Telugu).
c)	Website where the results are displayed	The financial results and other statutory disclosures are available on the Company's website at https://investors.electronicsmartindia.com/financials.
d)	Whether the website also displays official news releases	Yes.
e)	Presentations made to institutional investors or analysts	Investor presentations, earnings presentations and other presentations made to institutional investors/analysts are promptly uploaded on the Company's website and are also submitted to the Stock Exchanges where the securities of the Company are listed.

9. GENERAL SHAREHOLDERS' INFORMATION

Particulars	Details
Annual General Meeting	Day & Date: Friday, 25th September 2026 Time: 12.30 P.M. Mode: Through video conferencing ("VC") / other audio-visual means ("OAVM")
Financial year	1st April 2025 to 31st March 2026
Dividend	The Board of Directors has not recommended any dividend for the financial year 2025–26.
Registered office	6-1-91, Shop No. 10, Ground Floor, Next to Telephone Bhavan, Secretariat Road, Saifabad, Hyderabad – 500004, Telangana, India.
Corporate Identification Number (CIN)	L52605TG2018PLC126593
Whether Securities are suspended from trading	Not Applicable
Listing on Stock Exchanges	The equity shares of the Company are listed on: 1. BSE Limited (BSE) 2. National Stock Exchange of India Limited (NSE). The Annual listing fees for the financial year 2026–27 have been duly paid to both the stock exchanges.
Scrip code Symbol	BSE: 543626 NSE: EMIL
ISIN	INE02YR01019
Registrar & Share Transfer Agent	Kfin Technologies Limited, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500032, Telangana, India. Tel: +91 40 6716 2222 Email: einward.ris@kfintech.com

Corporate Governance Report (Contd.)

Particulars	Details
Share Transfer System	The Company's equity shares are traded only in dematerialised form. As of 31st March 2026, 100% of the equity share capital of the Company was held in dematerialised form. KFin Technologies Limited acts as the Registrar and Share Transfer Agent (RTA) of the Company and processes investor service requests in accordance with the applicable regulatory requirements. The Company has complied with all applicable provisions relating to share transfer and investor services and has submitted the requisite certificates and reports to the Stock Exchanges within the prescribed timelines.
Dematerialisation of Shares and Liquidity	As on 31st March 2026, all the equity shares of the Company were held in dematerialised form. The equity shares of the Company are actively traded on BSE and NSE.
Outstanding GDRS/ ADRS/ Warrants/ convertible instruments	The Company has not issued any Global Depository Receipts (GDRs), American Depository Receipts (ADRs), warrants or any other convertible instruments. Accordingly, there is no impact on the equity share capital of the Company.
Commodity price risk / foreign exchange risk, and hedging activities	The Company does not have any material exposure to commodity price risk or foreign exchange risk. Accordingly, no hedging activities were undertaken during the financial year.
Investor correspondence	**Electronics Mart India Limited** Company Secretary & Compliance Officer, Address: 6-3-666/A1to7, Opp. NIMS Hospital, Punjagutta Main Road, Hyderabad – 500082 India Tel: (040)-23230244 Email: cs@bajajelectronics.in Website: https://www.electronicsmartindia.com/ **Name of RTA: KFin Technologies Limited** Registrars and Share Transfer Agents #Selenium Tower B, Plot No.31-32 Gachibowli, Financial District Nanakramguda, Hyderabad - 500 032, India Tel: (040) 67161591 Fax: (040) 23420814 Email: einward.ris@kfintech.com Website: https://www.kfintech.com

Distribution of shareholding

ELECTRONICS MART INDIA LIMITED

Distribution Schedule As On 31st March 2026 (PAN wise)

Without Grouping					
Srl #	Description	No. of Cases	% of Cases	Amount	% of Amount
1	1-5000	99,189	90.7992	10,47,18,100	2.7217
2	5001- 10000	5,143	4.708	3,92,22,060	1.0194
3	10001- 20000	2,644	2.4204	3,88,16,990	1.0089
4	20001- 30000	830	0.7598	2,10,64,370	0.5475
5	30001- 40000	436	0.3991	1,53,85,970	0.3999
6	40001- 50000	256	0.2343	1,19,20,860	0.3098
7	50001- 100000	429	0.3927	3,13,00,740	0.8135
8	100001 & Above	313	0.2865	3,58,50,58,530	93.1793
	Total	1,09,240	100	3,84,74,87,620	100

Plant locations (Stores and warehouses)

The Company has established a strong retail footprint supported by strategically located warehouses to ensure efficient operations. The details of the Company's business locations as on 31st March 2026 are set out below:

Operating Network	Telangana	Andhra Pradesh	Delhi-NCR	Kerala	Total
Retail Showrooms	118	69	35	1	223
Warehouses	06	04	04	0	14
Regional Offices	0	1	1	0	2

Credit Ratings

The details of the credit ratings assigned to the Company's bank facilities/debt instruments during the financial year, including revisions, if any, are provided below:

Rating Agency	Instrument / Facility	Rating as on 31st March 2026	Revision during 2025-26
India Ratings and Research (IRR)	Bank Loan Facilities	India A / **Positive**	India A / **Stable**

10. OTHER DISCLOSURES

Materially Significant Related Party Transactions

All related party transactions entered into during the financial year were in the ordinary course of business and on an arm's length basis and were in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

All related party transactions were placed before the Audit Committee for its review and approval in accordance with the applicable regulatory requirements. Further, the details of related party transactions were submitted to the Stock Exchanges within the prescribed timelines in compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The disclosures pertaining to related party transactions are also provided in the Standalone and Consolidated Financial Statements of the Company. There were no materially significant related party transactions that had or could have had a potential conflict with the interests of the Company at large.

Vigil Mechanism / Whistle Blower Policy

The Company has in place a Vigil Mechanism Policy to promote ethical conduct and enable directors and employees to report genuine concerns relating to unethical behaviour, actual or suspected fraud, or violation of the Company's Code of Conduct. The Policy provides adequate safeguards against victimisation and ensures direct access to the Chairperson of the Audit Committee in appropriate cases. The Audit Committee reviews and takes note of the complaints received under the Vigil Mechanism on a quarterly basis. During the financial year under review, no complaints were received under the Vigil Mechanism and no person was denied access to the Audit Committee. The Vigil Mechanism Policy is available on the Company's website at https://investors.electronicsmartindia.com/.

Certificate from a Company Secretary in Practice that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Company by the Board/Ministry of Corporate Affairs or any such statutory authority

A certificate received from CS Vinod Sakaram, Practicing Company Secretary, pursuant to Part C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, confirming that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as a Director by the Securities and Exchange Board of India, the Ministry of Corporate Affairs or any other statutory authority, was placed before the Board at its meeting held on 29th August 2026. The certificate forms an integral part of this Corporate Governance Report.

Compliance and Other Regulatory Disclosures

Particulars	Disclosure
Compliance with mandatory requirements	The Company has complied with all the applicable mandatory requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
Non-compliance, penalties or strictures	No penalties or strictures were imposed on the Company by the Stock Exchanges, SEBI or any other statutory authority on any matter relating to the capital markets during the last three financial years.
Web link where policy for determining 'material' subsidiaries is disclosed	The Company does not have any material unlisted Indian subsidiary within the meaning of Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board has adopted a Policy for Determining Material Subsidiaries, which is available on the Company's website at https://investors.electronicsmartindia.com/.

Corporate Governance Report (Contd.)

Particulars	Disclosure
Web link where policy on dealing with Related Party Transactions is disclosed	The Board has adopted a Policy on Related Party Transactions, which is available on the Company's website under the at https://investors.electronicsmartindia.com/.
Commodity price risk and hedging activities	The Company does not have any material exposure to commodity price risk. Accordingly, no commodity hedging activities were undertaken during the financial year.
Utilisation of funds raised through Preferential Allotment / Qualified Institutions Placement	Not Applicable. The Company did not raise any funds through preferential allotment or Qualified Institutions Placement during the financial year.
Acceptance of recommendations of the Committees of the Board	During the financial year, all recommendations made by the Committees of the Board, wherever mandatorily required, were accepted by the Board.
Loans and advances in the nature of loans	The Company did not grant any loans or advances in the nature of loans to firms or companies in which Directors are interested during the financial year.

Statutory Auditors' Fees

The details of the total fees paid by the Company and its Subsidiaries, on a consolidated basis, to the Statutory Auditor are given below:

Particulars	Amount (₹ in Million)
Statutory Audit	7.00
Limited Review	-
Tax Audit / Other Certification Services	-
Reimbursement of Expenses	0.89
Total	**7.89**

Disclosure under the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company is committed to providing a safe, secure, and inclusive workplace and has constituted an Internal Committee in accordance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Particulars	2025-26
Complaints pending at the beginning of the financial year	0
Complaints received during the financial year	4
Complaints disposed of during the financial year	4
Complaints pending as on 31st March 2026	0

Material Subsidiary

As on 31st March 2026, the Company has two wholly owned subsidiaries, the details of which are given below:

Name of Subsidiaries	Date of Incorporation	Place of Incorporation	Statutory Auditor
EMIL CSR Foundation	25th February 2021	Hyderabad, Telangana, India	Walker Chandiok & Co LLP
Cloudnine Retail Private Limited	29th August 2019	Hyderabad, Telangana, India	Walker Chandiok & Co LLP

11. NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT OF SUB PARAS (2) TO (10) ABOVE, WITH REASONS THEREOF SHALL BE DISCLOSED

The Company is fully compliant with all the requirements of the Corporate Governance Report as stated in sub-paras (2) to (10) of Schedule V of the SEBI Listing Regulations.

12. DISCRETIONARY REQUIREMENTS

In addition to complying with the mandatory requirements prescribed under the SEBI Listing Regulations, the Company has voluntarily adopted the following discretionary requirements specified under Part E of Schedule II of the SEBI Listing Regulations:

a) The Statutory Auditor has issued unmodified audit opinions on the Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March 2026. Further, the Secretarial Audit Report and the Annual Secretarial Compliance Report do not contain any qualification, reservation, adverse remark or disclaimer.

b) The Internal Audit function operates independently and reports functionally to the Audit Committee. The Audit Committee also periodically interacts separately with the Internal Auditors and Statutory Auditors, without the presence of Management wherever considered appropriate, thereby strengthening the effectiveness of internal controls, audit oversight and financial reporting.

c) The positions of Chairman and Managing Director & Chief Executive Officer are held by separate individuals, thereby ensuring an appropriate balance of authority and responsibility, promoting independent oversight and strengthening the Company's governance framework.

13. DISCLOSURES OF COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATIONS 17 TO 27 AND CLAUSES (B) TO (I) OF SUB-REGULATION (2) OF REGULATION 46.

The Company has complied with the requirements of Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to Corporate Governance. There were no instances of non-compliance with the requirements of Schedule V of the SEBI Listing Regulations during the financial year under review.

14. DECLARATION SIGNED BY THE CHIEF EXECUTIVE OFFICER STATING THAT THE MEMBERS OF THE BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL HAVE AFFIRMED COMPLIANCE WITH THE CODE OF CONDUCT OF THE BOARD OF DIRECTORS AND SENIOR MANAGEMENT

The Company has adopted a Code of Conduct for the Board of Directors and Senior Management Personnel in accordance with Regulation 17(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Code lays down the standards of ethical conduct, integrity and accountability expected from the Directors and Senior Management Personnel in the discharge of their duties. All the Members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code for the financial year 2025–26. The declaration by the Chief Executive Officer regarding compliance with the Company's Code of Conduct by the Board of Directors and Senior Management Personnel forms an integral part of this Corporate Governance Report. The Code of Conduct is available on the Company's website under the Policies and Code of Conduct section at https://investors.electronicsmartindia.com/.

15. COMPLIANCE CERTIFICATE FROM EITHER THE AUDITORS OR PRACTICING COMPANY SECRETARIES REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

The Compliance Certificate from the Practicing Company Secretary regarding compliance with the conditions of Corporate Governance. The certificate forms an integral part of this Corporate Governance Report.

16. DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT:

The Company does not have any demat or unclaimed suspense account.

17. DISCLOSURE OF CERTAIN TYPES OF AGREEMENTS BINDING LISTED ENTITY

There is no such agreement which is required to be disclosed under clause 5A of Paragraph A of Part A of Schedule III of the SEBI Listing Regulations.

18. COMPLIANCE CERTIFICATE BY CEO AND CFO

Pursuant to Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Chief Executive Officer and the Chief Financial Officer have furnished the requisite certificate to the Board of Directors for the financial year ended 31st March 2026. The certificate forms an integral part of this Corporate Governance Report.

The Company is committed to maintaining the highest standards of corporate governance and continues to strengthen its governance framework in line with evolving regulatory requirements and industry best practices. The Board and the Management remain focused on ensuring transparency, accountability and sustainable value creation for all stakeholders.

For and on behalf of the Board of Directors

Pavan Kumar Bajaj
Chairman and Managing Director
DIN: 07899635

Date: 29th August 2026
Place: Hyderabad

Corporate Governance Report (Contd.)

CERTIFICATE OF COMPLIANCE OF CODE OF CONDUCT BY BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

I, Karan Bajaj, CEO & Whole-time Director of the Company, hereby certify that the members of the Board of Directors and the Senior Management Personnel have affirmed compliance with the Code of Conduct of the Board of Directors and Senior Management for 2025-26.

Karan Bajaj
CEO & Whole-time Director
DIN: 07899639

Date: 29th August 2026
Place: Hyderabad

CEO AND CFO CERTIFICATE

[Pursuant to Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

a) We certify to the Board of Directors that we have reviewed the Financial Statements and Cash Flow Statement for the year ended 31st March 2026 and that to the best of our knowledge and belief;

   (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

   (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws, and regulations.

b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal, or violative of the Company's Code of Conduct.

c) We accept responsibility for establishing and maintaining internal controls for financial reporting, and we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting. We have disclosed to the Auditors and the Audit Committee deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies, if any.

d) We have indicated to the Auditors and the Audit Committee

   (i) Significant changes in internal control over financial reporting during the year, if any;

   (ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements, if any; and

   (iii) There were no instances of fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Karan Bajaj
Chief Executive Officer & WTD
DIN: 07899639

Date: 29th August 2026
Place: Hyderabad

Premchand Devarakonda
Chief Financial Officer

Date: 29th August 2026
Place: Hyderabad

CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

To
The Members of
Electronics Mart India Limited
Hyderabad

We have examined the compliance of the conditions of Corporate Governance by **Electronics Mart India Limited** ("the Company") for the financial year ended 31st March 2026, as stipulated under Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Based on our examination and according to the information and explanations furnished to us, the representations made by the management, and the records and documents produced before us, we are of the opinion that, to the best of our knowledge and belief, the Company has complied with the conditions of Corporate Governance, to the extent applicable, as prescribed under the SEBI Listing Regulations.

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

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

Date: 10th July 2026
Place: Hyderabad

For **VSSK & Associates, Company Secretaries**
Firm Unique Code P2015TL044700

CS Vinod Sakaram, Partner
ACS: 23285 ; CoP: 8345
P/R No. 1456/2021
UDIN: A023285H000800589

Corporate Governance Report (Contd.)

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of Securities Exchange and Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To
The Members of
Electronics Mart India Limited
Hyderabad

We have examined the relevant disclosures provided by the Directors (as enlisted in the Table below) to Electronics Mart India Limited (CIN: L52605TG2018PLC126593), having its Registered Office at D. No: 6-1-91, Shop No. 10, Ground Floor, Telephone Bhavan, Secretariat Road, Saifabad, Hyderabad, Telangana-500004 (hereinafter referred to as 'the Company') for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para C, Clause 10 (i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. ("SEBI Listing Regulations").

In our opinion, and to the best of our knowledge, and based on the following:

i. Documents available on the website of the Ministry of Corporate Affairs;

ii. Verification of Directors Identification Number (DIN) status at the website of the Ministry of Corporate Affairs;

iii. Disclosures provided by the Directors (as enlisted in Table A) to the Company; and

iv. Debarment list of BSE Limited and National Stock Exchange of India Limited.

We hereby certify that none of the Directors on the Board of the Company (as enlisted in the Table below) have been debarred or disqualified from being appointed or continuing as directors of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other statutory authority as on 31st March 2026:

SI. No.	Name of Director	Director Identification Number (DIN)	Date of Appointment in the Company
1.	Mr Pavan Kumar Bajaj	07899635	10/09/2018
2.	Mr Karan Bajaj	07899639	10/09/2018
3.	Mrs. Astha Bajaj	07899784	10/09/2018
4.	Mr Mirza Ghulam Muhammad Baig	08281763	03/12/2018
5.	Mrs. Angara Jyotsna	07224004	14/05/2022
6.	Mr Gurdeep Singh	07499896	26/07/2023

The responsibility for ensuring the eligibility of each Director for appointment and continuation on the Board rests with the management of the Company. Our responsibility is to express an opinion on the eligibility of such Directors based on our verification of the relevant records and information provided to us. This certificate does not constitute an assurance as to the future viability of the Company or the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Date: 10th July 2026
Place: Hyderabad

For **VSSK & Associates, Company Secretaries**
Firm Unique Code P2015TL044700

CS Vinod Sakaram, Partner
ACS: 23285 ; CoP: 8345
P/R No. 1456/2021
UDIN: A023285H000800556

Independent Auditor's Report

To the Members of
Electronics Mart India Limited

Report on the Audit of the Standalone Financial Statements

OPINION

1. We have audited the accompanying standalone financial statements of Electronics Mart India Limited ('the Company'), which comprise the Standalone Balance Sheet as at 31 March 2026, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Cash Flow and the Standalone Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including material accounting policy information and other explanatory information.

2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2026, and its profit (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

BASIS FOR OPINION

3. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the rules 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 opinion.

KEY AUDIT MATTERS

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

5. We have determined the matters described below to be the key audit matters to be communicated in our report

Key audit matters	How our audit addressed the key audit matter
Vendor incentives: Refer note 3(A)(k) for material accounting policy information and note 43 for the related disclosures in the accompanying standalone financial statements. The Company is entitled to price support from its vendors in the form of rebates (also referred to as 'incentives'), under various schemes offered by the vendors that are associated with inventory purchases. There are various different types of rebate/ incentive programs, with specific terms for eligibility, as part of arrangement and transactions with a large number of vendors. These incentives are recorded as a reduction against the cost of purchases recorded during the year and consequently, also impacts the valuation of closing inventories of stock-in-trade. Given the high volume of schemes and manual computations, significant management effort is required to ensure the completeness and accuracy of incentive accruals and related adjustments to closing inventories and cost of goods sold. Considering the materiality of amount of incentives recognised and significant management and auditor efforts and judgements required to ensure completeness and accuracy of incentives received/ receivable, the matter has been identified as a key audit matter in the current year's audit.	**Our audit procedures in relation to vendor incentives included, but were not limited to, the following:** i) Assessed the appropriateness of Company's material accounting policy information with respect to recognition of vendor incentives in accordance with requirements of applicable accounting standards; ii) Obtained an understanding of process followed by management for ensuring accuracy and completeness of incentives received/ receivable, including their adjustment against purchase cost and consequent impact on inventory valuation; iii) Evaluated the design and tested the operating effectiveness of Company's key internal financial controls over computation of incentive eligibility and the recording of related receipts/accruals against purchase cost of inventory; iv) Performed substantive testing on selected samples of incentives recorded during the year as well as those recorded through year-end accruals, by inspecting relevant communications with vendors and underlying supporting documents in respect of such schemes and contracts, to ensure the incentives are recorded by the correct amount in the correct period;

Independent Auditor's Report (Contd.)

Key audit matters	How our audit addressed the key audit matter
4. Considering the volume and significance of manual intervention and the degree of judgment involved, we have identified recognition of such incentives as a key audit matter, as this involved significant auditor attention for the current year audit.	v) On a sample basis, tested the year-end reconciliation performed by the management with respect to outstanding incentive receivable balance with the subsequent vendor statements; vi) Assessed the adequacy of the disclosures made in the standalone financial statements in accordance with the requirements of the applicable accounting standards.
Valuation of Inventories: Refer note 3(A)(g) for material accounting policy information and note 10 for the related disclosures in the accompanying standalone financial statements. Inventories as at 31 March 2026 comprises of stock-in-trade aggregating to ₹12,406.72 million, carried at net of adjustment towards realizable value ('NRV') and provision for slow moving inventory. The inventory of stock in trade is also subject to appropriate adjustments towards purchase rebates/incentives/discounts due from the vendors, which are linked and are subject to compliance with the terms and conditions specified under various schemes offered by vendors. Assessment of net realisable values of inventory of stock-in-trade involves estimation of future selling price together with assessment of incentives, if any, in the form of compensation for lower realisation as per specific incentive schemes offered by vendors to the Company. Considering the significance of carrying value of inventories to the overall balance sheet, significant manual efforts by the management to assess the value of closing stock after considering impact of incentives, detailed assessment of provision required relating to net realisable values and the judgements applied for determining the allowance for slow moving inventory, we have identified valuation of the inventories as a key audit matter for current year's audit.	**Our audit procedures in relation to valuation of inventories included, but were not limited to the following:** i) Enquired with management to understand the accounting policy adopted by the Company, and the process followed for adjustment of rebates/discounts/incentives, in accordance with the requirements of Ind AS 2, 'Inventories'. ii) Evaluated the design and tested the operating effectiveness of Company's key manual controls over: o Valuation of inventories; and o Accruals of rebates / incentives / discounts having impact on the carrying value of inventories iii) Tested the purchase cost, on a sample basis, relating to purchase transactions recorded during the year from underlying supporting documents such as contracts, invoices and shipping documents to ensure such purchases are recorded at the correct amount in the correct period. iv) Tested the carrying value of closing inventory on a sample basis by recomputing the weighted average cost applied for year-end valuation, including adjustments for incentives relating to closing inventories; v) Tested the inventory ageing on a sample basis from underlying source documents and examined the historical trend of obsolete inventory together with our understanding of current year developments to form an expectation of the reasonableness of management provision for slow moving inventory; vi) On sample basis, tested management's estimate of 'net realisable value' of inventory based on expected future selling prices by verifying the sale prices of inventory sold near to and subsequent to year end along with related incentives entitlement, if any; vii) Assessed the adequacy of the disclosures made in the standalone financial statements in accordance with the requirements of the accounting standards;

INFORMATION OTHER THAN THE STANDALONE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

6. The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the standalone financial statements and our auditor's report thereon. The Annual Report, is expected to be made available to us after the date of this auditor's report.

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

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

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE STANDALONE FINANCIAL STATEMENTS

7. The accompanying standalone financial statements have been approved by the Company's Board of Directors. The Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS specified under Section 133 of the Act and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

10. 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 Standards on Auditing 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.

11. As part of an audit in accordance with Standards on Auditing, specified under Section 143(10) of the Act, 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 Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern; and
- 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.

Independent Auditor's Report (Contd.)

12. 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.

13. 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.

14. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

15. As required by Section 197(16) of the Act, based on our audit, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under Section 197 read with Schedule V to the Act.

16. As required by the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of Section 143(11) of the Act we give in the Annexure I a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

17. Further to our comments in Annexure I, as required by Section 143(3) of the Act based on our audit, we report, to the extent applicable, that:

    a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the accompanying standalone financial statements;

    b) Except for the matters stated in paragraph 17(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

    c) The standalone financial statements dealt with by this report are in agreement with the books of accounts;

    d) In our opinion, the aforesaid standalone financial statements comply with Ind AS specified under Section 133 of the Act;

    e) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2026 from being appointed as a director in terms of Section 164(2) of the Act;

    f) The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph 17(b) above on reporting under Section 143(3)(b) of the Act and paragraph 17(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended);

    g) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company as on 31 March 2026 and the operating effectiveness of such controls, refer to our separate report in Annexure II wherein we have expressed an unmodified opinion; and

    h) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us

        i. The Company, as detailed in note 34 to the standalone financial statements, has disclosed the impact of pending litigations on its financial position as at 31 March 2026;

        ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2026;

        iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31 March 2026;

        iv. a. The Management has represented that, to the best of its knowledge and belief, as disclosed in note 39(i) to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any person(s) or entity(ies), including foreign entities ('the 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 ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;

b. The Management has represented that, to the best of its knowledge and belief, as disclosed in note 39(ii) to the standalone financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ('the 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 as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the Management representations under sub-clauses (a) and (b) above contain any material misstatement.

v. The Company has not declared or paid any dividend during the year ended 31 March 2026.

vi. As stated in Note 40 to the standalone financial statements and based on our examination which included test checks, except for instances mentioned below, the Company, in respect of financial year commencing on or after 1 April 2025, has used accounting software for maintaining its books of account which have a feature of recording audit trail (edit log) facility and the same have been operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with, other than the consequential impact of the exceptions given below. Furthermore, the audit trail has been preserved by the Company as per the statutory requirements for record retention, except in respect of audit trail (edit log) facility at database level.

Nature of Exception noted	**Details of Exception**
Instances of accounting software for maintaining books of accounts for which the feature of recording audit trail (edit log) facility was not operated throughout the year for all relevant transactions recorded in the software.	The audit trail (edit logs) was not retained for the period 1 April 2025 to 21 April 2025 at the database level for the accounting software to log any direct data changes, used for recording of transactions.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Hemant Maheshwari
Partner
Membership No.: 096537
UDIN: 26096537AADAFQ8844

Place: Hyderabad
Date: 22nd May 2026

Annexure I

Referred to in paragraph 16 of the Independent Auditor's Report of even date to the members of Electronics Mart India Limited on the standalone financial statements for the year ended 31 March 2026

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 report that:

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment, capital work-in-progress, and relevant details of right-of-use assets.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) The Company has a regular programme of physical verification of its property, plant and equipment, capital work-in-progress, and relevant details of right-of-use assets under which the assets are physically verified in a phased manner over a period of 3 years, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this programme, certain property, plant and equipment, capital work-in-progress, and relevant details of right-of-use assets were verified during the year and no material discrepancies were noticed on such verification.

(c) The title deeds of all the immovable properties held by the Company (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed in Note 4(a) to the standalone financial statements, are held in the name of the Company, except for the following properties, for which the Company's Management is in the process of getting the registration in the name of the Company.

Description of property	Gross carrying value (₹ in millions)	Held in name of	Whether promoter, director or their relative or employee	Period held	Reason for not being held in name of Company
Land	16.80	Pavan Kumar Bajaj	Promoter	10 September 2018	Refer note 4(a) of these standalone financial statements
Building	61.63				
Land	50.54	M/s Bajaj Electronics	Erstwhile partnership firm		
Building	114.97				
Land	127.20	M/s Bajaj Electronics, Pavan Kumar Bajaj & Karan Bajaj	Erstwhile partnership firm and Promoters		
Building	88.23				

(d) The Company has adopted cost model for its Property, Plant and Equipment (including right-of-use assets) and intangible assets. Accordingly, reporting under clause 3(i)(d) of the Order is not applicable to the Company.

(e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended) and rules made thereunder.

(ii) (a) The Management has conducted physical verification of inventory at reasonable intervals during the year. In our opinion, the coverage and procedure of such verification by the Management is appropriate and no discrepancies of 10% or more in the aggregate for each class of inventory were noticed as compared to book records.

(b) As disclosed in Note 16(b) to the standalone financial statements, the Company has been sanctioned a working capital limit in excess of ₹ 5 crores by banks and financial institutions based on the security of current assets. The quarterly statements, in respect of the working capital limits have been filed by the Company with such banks and financial institutions and such statements are in agreement with the books of account of the Company for the respective periods, which were not subject to audit/review.

(iii) The Company has not made any investment in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, Limited Liability Partnerships (LLPs) or any other parties during the year. Accordingly, reporting under clause 3(iii) of the Order is not applicable to the Company.

(iv) The Company has not entered into any transaction covered under Sections 185 and 186 of the Act. Accordingly, reporting under clause 3(iv) of the Order is not applicable to the Company.

(v) In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits or there are no amounts which have been deemed to be deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.

(vi) The Central Government of India has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of Company's products/ services / business activities. Accordingly, reporting under clause 3(vi) of the Order is not applicable.

(vii) (a) In our opinion and according to the information and explanations given to us, the Company is regular in depositing undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other

material statutory dues, as applicable, with the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, we report that there are no statutory dues referred in sub-clause (a) which have not been deposited with the appropriate authorities on account of any dispute except for the following:

Name of the statute	Nature of dues	Gross Amount (₹ in millions)	Amount paid under Protest (₹ in millions)	Period to which the amount relates	Forum where dispute is pending
CGST Act, 2017 & SGST Act, 2017	Goods & Services Tax (GST)	3.43	1.46	FY 2019	High Court, New Delhi
		107.26	40.24	FY 2018 & FY 2019	DGGI, Hyderabad
		2.92	2.25		
		33.78	25.35	FY 2019	Commissioner of Customs and GST
		28.67	-		
		18.64	13.98	FY 2018 & FY 2019	

(viii) According to the information and explanations given to us, we report that no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been previously recorded in the books of accounts.

(ix) (a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of its loans or borrowings or in the payment of interest thereon to any lender.

(b) According to the information and explanations given to us received from banks/ financial institution and/ or other lenders and representation received from the Management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a willful defaulter by any bank or financial institution or government or any government authority.

(c) In our opinion and according to the information and explanations given to us, money raised by way of term loans were applied for the purposes for which these were obtained.

(d) In our opinion and according to the information and explanations given to us, and on an overall examination of the financial statements of the Company, funds raised by the Company on short term basis have, prima facie, not been utilised for long term purposes.

(e) In our opinion and according to the information and explanations given to us and 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.

(f) In our opinion and according to the information and explanations given to us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries.

(x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments), during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or (fully, partially or optionally) convertible debentures during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the Company.

(xi) (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company has been noticed or reported during the period covered by our audit.

(b) According to the information and explanations given to us including the representation made to us by the Management of the Company, no report under sub-section 12 of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014, with the Central Government of India for the period covered by our audit.

(c) According to the information and explanations given to us including the representation made to us by the Management of the Company, there are no whistle-blower complaints received by the Company during the year.

(xii) The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.

Annexure I (Contd.)

(xiii) In our opinion and according to the information and explanations given to us, all transactions entered into by the Company with the related parties are in compliance with Sections 177 and 188 of the Act, where applicable. Further, the details of such related party transactions have been disclosed in the standalone financial statements, as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified in Companies (Indian Accounting Standards) Rules 2015 as prescribed under Section 133 of the Act.

(xiv) (a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system which is commensurate with the size and nature of its business as required under the provisions of Section 138 of the Act.

(b) We have considered the reports issued by the Internal Auditors of the Company till date for the period under audit.

(xv) According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and accordingly, reporting under clause 3(xv) of the Order with respect to compliance with the provisions of Section 192 of the Act are not applicable to the Company.

(xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clauses 3(xvi)(a), (b) and (c) of the Order are not applicable to the Company.

(d) Based on the information and explanations given to us and as represented by the Management of the Company, the Group (as defined in Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CIC.

(xvii) The Company has not incurred any cash losses in the current financial year as well as the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.

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

(xx) (a) According to the information and explanations given to us, the Company does not have any unspent amounts towards Corporate Social Responsibility in respect of any ongoing or other than ongoing project as the end of the financial year. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.

(xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Hemant Maheshwari
Partner
Membership No.: 096537
UDIN: 26096537AADAFQ8844

Place: Hyderabad
Date: 22nd May 2026

Annexure II

To the Independent Auditor's Report of even date to the members of Electronics Mart India Limited on the standalone financial statements for the year ended 31 March 2026

INDEPENDENT AUDITOR'S REPORT ON THE INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE STANDALONE FINANCIAL STATEMENTS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ('THE ACT')

1. In conjunction with our audit of the standalone financial statements of Electronics Mart India Limited ('the Company') as at and for the year ended 31 March 2026, we have audited the internal financial controls with reference to financial statements of the Company as at that date.

RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR INTERNAL FINANCIAL CONTROLS

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal controls with reference to standalone financial statement 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 the Company's 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 Act.

AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF THE INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO STANDALONE FINANCIAL STATEMENTS

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India ('ICAI') prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') issued by the 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 financial statements were established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, 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.

5. 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 financial statements.

MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

6. A company's internal financial controls with reference to 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 financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of Management and Directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

7. Because of the inherent limitations of internal financial controls with reference to 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 financial statements to future periods are subject to the risk

Annexure II (Contd.)

that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

8. In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31 March 2026, based on the internal controls with reference to standalone financial statement 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').

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Hemant Maheshwari
Partner
Membership No.: 096537
UDIN: 26096537AADAFQ8844

Place: Hyderabad
Date: 22nd May 2026

Standalone Balance Sheet

As at 31st March 2026

(All amounts in ₹ in Million, unless otherwise stated)

	Notes	As at 31st March 2026	As at 31st March 2025
ASSETS			
Non-current assets			
(a) Property, plant and equipment	4	9,938.17	9,050.85
(b) Right-of-use assets	37(c)	9,354.41	8,505.51
(c) Capital work-in-progress	5	193.24	303.59
(d) Intangible assets	6	22.74	26.65
(e) Financial assets			
i) Investments	7	1.10	1.10
ii) Other non-current financial assets	8(a)	683.90	638.63
(f) Deferred tax assets (net)	29	522.37	401.98
(g) Non-current tax assets	28(c)	64.96	28.15
(h) Other non-current assets	9(a)	395.64	453.50
		21,176.53	**19,409.96**
Current assets			
(a) Inventories	10	12,406.72	12,301.84
(b) Financial assets			
i) Trade receivables	11	553.17	742.20
ii) Cash and Bank balances	12	479.85	296.05
iii) Loans	13	19.07	16.69
iv) Other current financial assets	8(b)	5.04	26.18
(c) Other current assets	9(b)	3,314.37	3,572.48
		16,778.22	**16,955.44**
Total assets		**37,954.75**	**36,365.40**
EQUITY AND LIABILITIES			
(a) Equity share capital	14	3,847.49	3,847.49
(b) Other equity	15	12,415.53	11,341.33
Total equity		**16,263.02**	**15,188.82**
LIABILITIES			
Non-current liabilities			
(a) Financial liabilities			
i) Borrowings	16(a)	1,985.16	2,055.40
ii) Lease liabilities	37(a)	10,485.26	9,330.48
(b) Provisions	17	21.26	17.12
		12,491.68	**11,403.00**
Current liabilities			
(a) Financial liabilities			
i) Borrowings	16(b)	6,926.06	7,784.45
ii) Lease liabilities	37(a)	573.37	502.58
iii) Trade payables	18		
(a) total outstanding dues of micro enterprises and small enterprises		19.88	7.16
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		640.05	555.39
iv) Other current financial liabilities	19	360.46	320.80
(b) Other current liabilities	20	517.45	528.24
(c) Provisions	17	20.61	22.32
(d) Current tax liabilities	28(d)	142.17	52.64
		9,200.05	**9,773.58**
Total equity and liabilities		**37,954.75**	**36,365.40**

The accompanying notes form an integral part of these standalone financial statements.

This is the Standalone Balance Sheet referred to in our report of even date.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Hemant Maheshwari
Partner
Membership Number.:096537

Place: Hyderabad
Date: 22nd May 2026

For and on behalf of the Directors of
Electronics Mart India Limited
CIN: L52605TG2018PLC126593

Pavan Kumar Bajaj
Managing Director
DIN: 07899635

Karan Bajaj
Wholetime Director & CEO
DIN: 07899639

Premchand Devarakonda
Chief Financial Officer

Rajiv Kumar
Company Secretary
M. No.: A42082

Place: Hyderabad
Date: 22nd May 2026

Standalone Statement of Profit and Loss

For the year ended 31st March 2026

(All amounts in ₹ in Million, unless otherwise stated)

	Notes	For the year ended 31st March 2026	For the year ended 31st March 2025
REVENUE FROM OPERATIONS	21	71,832.62	67,313.06
Other income	22	81.64	91.07
Total income		**71,914.26**	**67,404.13**
EXPENSES			
Purchases of stock-in-trade	43	61,566.12	60,073.06
Changes in inventories of stock-in-trade	23	(104.88)	(2,734.94)
Employee benefits expense	24	1,595.36	1,330.93
Finance costs	25	1,536.70	1,175.21
Depreciation and amortisation expense	26	1,561.62	1,266.91
Other expenses	27	4,393.28	4,132.18
Total expenses		**70,548.20**	**65,243.35**
Profit before exceptional items and tax		**1,366.06**	**2,160.78**
Exceptional items	44	68.44	-
Profit before tax		**1,434.50**	**2,160.78**
Tax expense	28(a)		
(a) Current tax expense		483.10	640.38
(b) Deferred tax benefit		(120.40)	(84.81)
Profit for the year		**1,071.80**	**1,605.21**
Other comprehensive income			
Items that will not be reclassified subsequently to profit or loss			
Remeasurement gain/(loss) on the defined benefit plans, net of income taxes	24(b)(ii)	2.40	(2.66)
Total other comprehensive income, net of tax		**2.40**	**(2.66)**
Total comprehensive income for the year		**1,074.20**	**1,602.55**
EARNINGS PER EQUITY SHARE (EPES):			
Basic and Diluted (in absolute ₹ terms)		2.79	4.17
Weighted average number of equity shares considered for computation of EPES		38,47,48,762	38,47,48,762
Nominal value per equity share (in absolute ₹ terms)		10	10

The accompanying notes form an integral part of these standalone financial statements.

This is the Statement of Standalone Profit and Loss referred to in our report of even date.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Hemant Maheshwari
Partner
Membership Number.:096537

Place: Hyderabad
Date: 22nd May 2026

For and on behalf of the Directors of
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Premchand Devarakonda
Chief Financial Officer

Rajiv Kumar
Company Secretary
M. No.: A42082

Place: Hyderabad
Date: 22nd May 2026

Standalone Statement of Cash Flows

For the year ended 31st March 2026

(All amounts in ₹ in Million, unless otherwise stated)

	For the year ended 31st March 2026	For the year ended 31st March 2025
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before tax	**1,434.50**	**2,160.78**
Adjustments to reconcile profit before tax to net cash flows:		
- Depreciation and amortisation expense	1,561.62	1,266.91
- Bad debts written-off	0.71	16.00
- Advances written-off	5.65	2.72
- Loss of stock due to fire accident	81.72	-
- Property, plant and equipment written off	1.46	8.04
- Gain on de-recognition of right-of-use assets	(30.85)	(21.50)
- Gain on account of sale of IQ retail stores	(76.65)	-
- Interest expense	1,502.48	1,138.13
- Interest income	(9.64)	(53.69)
Operating cash flows before changes in working capital	**4,471.00**	**4,517.39**
Adjustments for working capital :		
Increase in loans	(2.38)	(1.43)
Decrease/(Increase) in other assets	258.11	(20.87)
Increase in inventories	(186.60)	(2,734.94)
Decrease in trade receivables	188.32	24.35
Increase in other financial assets	(14.63)	(99.16)
Increase in trade payables	97.38	609.37
Increase in financial liabilities	52.93	25.91
(Decrease)/Increase in other current liabilities and provisions	(8.36)	54.77
	384.77	**(2,142.00)**
Cash generated from operations	**4,855.77**	**2,375.39**
Income taxes paid, net	(427.97)	(608.39)
Net cash generated from operating activities	**4,427.80**	**1,767.00**
CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment, including intangible assets, Capital work-in-progress and capital advances	(1,237.13)	(3,237.25)
Proceeds from sale of property, plant & equipment	8.73	-
Proceeds from sale of IQ retail stores	80.00	-
Security deposits towards right-of-use assets	(104.79)	(113.51)
Movement in other bank balances	(10.63)	(7.71)
Interest received	10.77	38.38
Net cash used in investing activities	**(1,253.05)**	**(3,320.09)**
CASH FLOW FROM FINANCING ACTIVITIES		
Repayment of long-term borrowings	(352.01)	(319.19)
Proceeds from long-term borrowings	281.77	1,466.32
(Repayment of)/ Proceeds from short-term borrowings, net	(858.39)	1,564.66
Payment of lease liabilities	(490.82)	(377.37)
Interest paid	(1,571.50)	(1,321.98)
Net cash (used in)/from financing activities	**(2,990.95)**	**1,012.44**
Net decrease in cash and cash equivalents	183.80	(540.65)
Cash and cash equivalents at the beginning of the year	296.05	836.70
Cash and cash equivalents at the end of the year	**479.85**	**296.05**

Standalone Statement of Cash Flows

For the year ended 31st March 2026 (Contd.)

(All amounts in ₹ in Million, unless otherwise stated)

	As at 31st March 2026	As at 31st March 2025
Cash and cash equivalents comprise of: (refer note 12)		
Balance with banks		
- on current accounts	423.68	197.37
Cash on hand	56.17	98.68
	479.85	**296.05**

Note: Refer note 16 for changes in liabilities arising from financing activities and changes due to non-cash lease liabilities.

This is the Standalone Statement of Cash Flow referred to in our report of even date.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Hemant Maheshwari
Partner
Membership Number.:096537

Place: Hyderabad
Date: 22nd May 2026

For and on behalf of the Directors of
Electronics Mart India Limited
CIN: L52605TG2018PLC126593

Pavan Kumar Bajaj
Managing Director
DIN: 07899635

Karan Bajaj
Wholetime Director & CEO
DIN: 07899639

Premchand Devarakonda
Chief Financial Officer

Rajiv Kumar
Company Secretary
M. No.: A42082

Place: Hyderabad
Date: 22nd May 2026

Standalone Statement of Changes in Equity

For the year ended 31st March 2026

(All amounts in ₹ in Million, except equity shares data and unless otherwise stated)

(a) Equity share capital

	Number of shares	Amount
Equity shares of ₹10 each issued, subscribed and fully paid		
As at 1st April 2024	**38,47,48,762**	**3,847.49**
Issued during the year	-	-
As at 31st March 2025	**38,47,48,762**	**3,847.49**
Issued during the year	-	-
As at 31st March 2026	**38,47,48,762**	**3,847.49**

(b) Other Equity

	Reserves and Surplus		Other Comprehensive Income	Total
	Retained earnings	Securities premium		
Balance as at 1st April 2024	**6,028.15**	**3,798.56**	**23.29**	**9,850.00**
On account of restatement (refer note 43)	(125.86)	-	-	**(125.86)**
Profit for the year (refer note 43)	1,605.21	-	-	**1,605.21**
Other comprehensive income for the year	-	-	(2.66)	**(2.66)**
Share issue expenses (refer note 14 (b))	-	14.64	-	**14.64**
Balance as at 31st March 2025	**7,507.50**	**3,813.20**	**20.63**	**11,341.33**
Profit for the year	1,071.80	-	-	**1,071.80**
Other comprehensive income for the year	-	-	2.40	**2.40**
Balance as at 31st March 2026	**8,579.30**	**3,813.20**	**23.03**	**12,415.53**

Refer note 15 for nature and purpose of reserves.

This is the Statement of Standalone Changes in Equity referred to in our report of even date.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Hemant Maheshwari
Partner
Membership Number.:096537

Place: Hyderabad
Date: 22nd May 2026

For and on behalf of the Directors of
Electronics Mart India Limited
CIN: L52605TG2018PLC126593

Pavan Kumar Bajaj
Managing Director
DIN: 07899635

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Premchand Devarakonda
Chief Financial Officer

Rajiv Kumar
Company Secretary
M. No.: A42082

Place: Hyderabad
Date: 22nd May 2026

Summary of the material accounting policies and other explanatory information

(All amounts in ₹ in Million, unless otherwise stated)

1. COMPANY OVERVIEW

Electronics Mart India Limited is a public limited company incorporated under the provisions of the Companies Act, 2013. The registered office of the Company is located at D. No.: 6-1-91, Shop No. 10, Ground Floor, Next to Telephone Bhavan, Secretariat Road, Saifabad, Hyderabad, Telangana – 500004 and the Corporate office of the Company is located at 6-3-666/A1 to 7, 3rd Floor, Opp. NIMS Hospital, Punjagutta Main Road, Hyderabad, Telangana – 500082.

The Company is engaged in the business of sale of consumer electronics and durable products through a chain of retail stores located in the states of Telangana, Andhra Pradesh, Delhi NCR, Kerala and also through the online platform.

These standalone financial statements have been prepared by the Company as a going concern and were approved by the Board of Directors and authorised for issue on 22nd May 2026. The functional currency of the Company is 'Indian National Rupee'. All financial information present in Indian rupees have been rounded-off to two decimal places to the nearest Million except share data or as otherwise stated.

2. BASIS OF PREPARATION OF STANDALONE FINANCIAL STATEMENTS

(a) Statement of compliance

These standalone Financial Statements of the Company have been prepared in accordance with the accounting principles generally accepted in India including Indian Accounting Standard (Ind AS) prescribed under Section 133 of the Companies Act, 2013 ("the Act") read with relevant rules issued thereunder, guidelines issued by SEBI and other accounting principles generally accepted in India. These standalone financial statements comprise the Standalone Balance Sheet as at 31st March 2026, the Statement of Standalone Profit and Loss, the Statement of Standalone Cash Flows and the Statement of Standalone Changes in Equity for the year ended 31st March 2026 and a summary of the material accounting policies and other explanatory information (together hereinafter referred to as 'Standalone Financial Statements'). The standalone financial statements have been prepared on a historical cost convention and on an accrual basis, except for financial instruments/ financial assets measured at fair value or amortised cost; employee defined benefit assets/ liability recognised as the net total of the fair value of plan assets, and actuarial losses/gains, and the present value of defined benefit obligation.

(b) Operating cycle and current and non-current classification

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has ascertained its operating cycle as twelve months for the purpose of current/ non-current classification of assets and liabilities.

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle,
- Held primarily for the purpose of trading,
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

The Company classifies all other assets as non-current.

A liability is current when:

- it is expected to be settled in normal operating cycle,
- it is held primarily for the purpose of trading,
- it is due to be settled within twelve months after the reporting period, or
- there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

(c) Use of estimates

The preparation of standalone financial statements requires the management to make accounting estimates, assumptions and judgements that affect the reported amounts of assets and liabilities on the date of standalone financial statements, disclosure of contingent liabilities as at the date of the standalone financial statements, and the reported amounts of income and expenses during the reported period. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised. The key assumptions concerning the future and other key sources of estimation uncertainties at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below:

Judgements

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the standalone financial statements.

Leases

(1) Lease term:

Ind AS 116 require lessees to determine the lease term as the non-cancellable period of lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to termination of the underlying assets and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances. After considering current and future economic conditions as part of assessment, the Company has concluded that no change are required to lease period relating to the existing lease contracts.

(2) Discount rate:

The Company cannot readily determine the interest rate implicit in the lease, therefore it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Company 'would have to pay' which requires elimination when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease. The Company estimates the IBR using observable inputs such as comparable interest rates for similar instruments and availing a quote from lenders, if required.

Key estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the standalone financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Current income taxes

Material judgements are involved in determining the provision for income taxes including judgement on whether tax positions are probable of being sustained in tax assessments. A tax assessment can involve complex issues, which can only be resolved over extended time periods. The recognition of taxes that are subject to certain legal or economic limits or uncertainties is assessed individually by management based on the specific facts and circumstances.

Allowance for slow moving, damaged and obsolete inventory

An allowance for inventory to write down to the lower of cost or net realisable value (net of incentives) is made by management based on the estimates of the selling price and direct cost to sell the slow moving/damaged inventory. The write down is included in the operating results. Factors influencing these estimates include changes in demand, product life cycle, technological changes and others. Changes in factors considered would lead to revision in estimates.

Life-time expected credit loss on trade and other receivables

Trade receivables do not carry any interest and are stated at their transaction value as reduced by life time expected credit losses ("LTECL"). As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed. ECL impairment loss allowance (or reversal) for the period is recognised as income/expense in the statement of profit and loss (P&L). This amount is reflected under the head other expenses/other income in the P&L. ECL is presented as an allowance, i.e., as an integral part of

Summary of the material accounting policies and other explanatory information (Contd.)
(All amounts in ₹ in Million, unless otherwise stated)

the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

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, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Units (CGU's) fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or a Company of assets. Where 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 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 transaction are taken into account, if no such transactions can be identified, an appropriate valuation model is used.

Impairment of financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

Employee benefits plan

The cost of defined benefit gratuity plan as well as the present value of the gratuity obligation are determined using actuarial valuations. The actuarial valuation involves making various assumptions. These include the determination of the discount rates, expected rates of return of assets, future salary increase and mortality rates. Due to the complexity of the valuation, the underlying assumptions, defined benefit obligations are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Depreciation on property, plant and equipment:

Depreciation on property, plant and equipment is calculated on a Straight-Line Method basis based on the useful lives estimated by the management. Management reviews the useful lives and residual values and assess whether any change in useful life is necessary from the previously estimated useful lives and residual values of the property, plant and equipment.

3. (A) Summary of material accounting policies

a. Fair value measurement

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

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.

In estimating the fair value of an asset or liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in 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 asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

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.

b. Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprise of purchase price, freight, non-refundable taxes and duties and any other cost attributable to bring the asset to its working condition for its intended use. Expenditure directly relating to construction activity is capitalised if the recognition criteria are met. Indirect expenditure is capitalised to the extent those relate to the construction activity or is incidental thereto. All other repair and maintenance costs are recognised in statement of profit and loss as incurred.

Direct expenditure incurred and other attributable costs on projects under construction are treated as expenditure during construction period pending capitalisation and are termed as Capital work-in-progress and shown at cost in the Balance Sheet.

Gains or losses arising from derecognition of an item of property, plant and equipment 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 and Loss when the asset is derecognised.

Capital work-in-progress includes cost of property, plant and equipment that are not ready for their intended use.

Capital work-in-progress are not depreciated as these assets are not yet ready for use.

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation on property, plant and equipment is provided on Straight-Line Method over their estimated useful lives as estimated by management. The details of useful lives as assessed by the management and as prescribed in the Schedule II to the Companies Act, 2013 is as follows:

Particulars	Management estimates (No. of years)	Schedule II (No. of years)
Buildings	60 years	60 years
Plant and equipment	15 years	15 years
Furniture and fixtures	8 years	10 years
Vehicles	8 - 10 years	8 - 10 years
Office equipment	5 years	5 years
Electrical installations and equipment	8 - 10 years	10 years
Computers and data processing units	3 - 6 years	3 - 6 years
Other equipments	15 years	15 years

Leasehold improvements are depreciated on Straight-Line Method over the lease period or the useful lives as determined by management, whichever is lower.

c. Other intangible assets

Intangible assets in the nature of computer software and franchise fee are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. 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 and Loss when the asset is derecognised.

Amortisation of other intangible assets

Intangible assets are amortised on a Straight-Line Method basis over the estimated useful economic life. The intangible assets are amortised over a period of three years from the date when the asset is available for use and franchise fees is amortised over the period of lease term, as estimated by management. If the persuasive evidence exists to the affect that useful life of an intangible asset exceeds three years, the Company amortises the intangible asset over the best estimate of its useful life.

d. Impairment of non-financial assets

At each reporting date, the Company assesses whether there is any indication that an asset may be impaired, based on internal or external factors. If any such indication exists, the Company estimates the recoverable amount of the asset or the cash generating unit. If such recoverable amount of the asset or cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the Statement of Profit and Loss. If, at the reporting date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount. Impairment losses previously recognised are accordingly reversed in the Statement of Profit and Loss.

e. 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.

Summary of the material accounting policies and other explanatory information (Contd.)
(All amounts in ₹ in Million, unless otherwise stated)

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 ('FVTPL'), transaction costs that are attributable to the acquisition of the financial asset. However, trade receivables that do not contain a significant financing component are measured at transaction price. 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 Company commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified as below:

- Debt instruments at amortised cost

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, 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 statement of profit and loss. The losses arising from impairment are recognised in the Statement of Profit and Loss.

Cash and cash equivalents

Cash and cash equivalents represent cash and bank balances and fixed deposits with banks with original maturity of less than three months. Cash and cash equivalent are readily convertible into known amounts of cash and are subject to an insignificant risk of changes in value.

De-recognition

The Company de-recognises a financial asset only when the contractual rights to the cash flows from the asset expires or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it retains the risks and rewards of ownership. When it neither transfers nor retains substantially all of the risks and rewards of the assets, nor transfers 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.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

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 for following financial assets and credit risk exposures:

a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, deposits, trade receivables, commission receivables, other advances and bank balances; and

b) Trade receivables

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade 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.

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.

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 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 Company expects to receive. When estimating the cash flows, the Company considers –

- All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets, and
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

Financial Liabilities

Initial recognition and measurement

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.

The Company's financial liabilities include trade and other payables, loans and borrowings.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

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 statement of 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.

Trade and other payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of period which are unpaid. The amounts are unsecured and are usually paid as per agreed terms. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

De-recognition

A financial liability is de-recognised 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.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Summary of the material accounting policies and other explanatory information (Contd.)
(All amounts in ₹ in Million, unless otherwise stated)

f. Taxes

Tax expense comprises of current and deferred tax.

i) *Current income tax*

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. Current taxes are recognised in the statement of Profit and Loss, except when they relate to items that are recognised in Other Comprehensive Income or directly in equity in which case, the income taxes are recognised in Other Comprehensive Income or directly in equity respectively.

The Company recognises interest levied on income tax as interest expenses.

ii) *Deferred tax*

Deferred tax is provided using the Balance Sheet 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 are recognised for all taxable temporary differences.

Deferred tax assets are recognised for all deductible temporary differences and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and unused tax losses 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 future 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. 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 relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). 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.

g. Inventories

Inventory is valued at lower of cost and net realisable value.

Cost includes purchase price, duties and taxes (other than those subsequently recoverable by the Company from the concerned revenue authorities), freight inwards and other expenditure incurred in bringing such inventories to their present location and condition. Trade discounts, rebates, incentives and other similar items are deducted in determining the costs of purchase. In determining the cost, weighted average cost method is used. The carrying cost of inventories are appropriately written down when there is a decline in the net realisable value of such materials. 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.

h. Borrowing costs

Borrowing costs consists of interest, ancillary costs and other costs in connection with the borrowing of funds.

Borrowing costs attributable to acquisition and/or construction of qualifying assets are capitalised as a part of the cost of such assets, up to the date such assets are ready for their intended use. Other borrowing costs are charged to the Statement of Profit and Loss.

i. Provisions and contingencies

Provisions

A provision is recognised when the Company has a present obligation (legal or constructive) as a result of past event i.e., 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.

Contingencies

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases, where there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognise a contingent liability but discloses its existence in the financial statements unless the probability of outflow of resources is remote.

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date.

j. Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

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 and schemes offered by the Company as part of the contract.

Given the nature of business, the period between the transfer of goods and payment by the customer is generally immediate or as per the agreed credit terms, accordingly management has determined that there is no adjustments needed to the transaction prices for the time value of money.

Specifically, the following basis is adopted for various sources of income:

Sale of goods

Revenue from sale of goods comprises the sale of consumer electronics and durables and is recognised at a point in time, on satisfaction of performance obligation upon transfer of control of promised products which generally coincides with delivery. Amounts disclosed as revenue are net of returns, trade allowances, rebates and exclusive of goods and services tax.

Commission

Revenue in relation to commission is recognised when the right to receive and performance of agreed contractual task has been completed in accordance with the terms of agreements entered and are linked to sale of goods.

k. Vendor incentive

Price support incentives are recorded as per the terms of the schemes with the vendors and are recognised as a reduction in the cost of purchase of traded goods or carrying value of inventories.

l. Retirement and other employee benefits

Provident fund and employee state insurance fund are defined contribution schemes and is charged to the Statement of Profit and Loss of the period when the contributions to the respective funds are due. There are no other obligations other than the contribution payable to the respective authorities.

Gratuity is a defined benefit obligation and is provided for on the basis of an actuarial valuation as per the projected unit credit method made at the end of period.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to statement of profit and loss in subsequent periods.

m. 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.

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.

Summary of the material accounting policies and other explanatory information (Contd.)
(All amounts in ₹ in Million, unless otherwise stated)

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 Method basis.

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. Refer to the accounting policies in section (i) Impairment of non-financial assets.

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 insubstance 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 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.

iii. Short-term leases and leases of low-value assets:

The Company applies the short-term lease recognition exemption to its short-term leases 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 that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense in the year it is incurred.

n. Statement of cash flows

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payment and items of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

o. Segment reporting

The management has assessed the identification of reportable segments in accordance with the requirements of Ind AS 108 'Operating Segment' and believes that the Company has only one reportable segment namely "retailing and wholesale of electronic household items and accessories through its stores and online platforms". Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Executive Officer, and the Managing Director, who together constitute as Chief Operating Decision Maker ('CODM').

p. Dividends

Annual dividend distribution to the shareholders is recognised as a liability in the period in which the dividend is approved by the shareholders. Any interim dividend paid is recognised on approval by Board of Directors.

q. Earnings per equity share

Basic earnings per equity share are calculated by dividing the profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per equity share, the profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

3. (B) (i) Recent accounting pronouncement

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended 31st March 2026, MCA has notified following Amendment to Ind AS, applicable to the Company w.e.f. 1st April 2025.

- Ind AS – 21 The Effects of Changes in Foreign Exchange Rates Lack of Exchangeability
- Ind AS 12 - Income Taxes relating to International Tax Reform – Pillar Two Model Rules – Exception to recognition and disclosure of deferred tax.
- Amendments to Ind AS 7 – Cash flow statement and Ind AS 107 – Financial Instrument Disclosures relating to supplier finance arrangements
- Ind AS 1-Presentation of Financial Statements- Classification of Liabilities as current or non- current and non- current liabilities with covenants.

The Company has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its Standalone financial statements.

3. (B) (ii) New and amended standards issued but not effective

The MCA has issued certain amendments to Indian Accounting Standards which are not yet effective as at 31st March 2026. The Company has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

4 PROPERTY, PLANT AND EQUIPMENT

	Land	Buildings	Plant and equipment	Furniture and fixtures	Vehicles	Office equipment	Electrical installations and equipment	Computers and data processing units	Leasehold improvements	Other equipments	Total
Gross carrying amount											
As at 1st April 2024	**2,946.59**	**1,629.63**	**96.22**	**485.95**	**173.94**	**133.24**	**274.45**	**80.49**	**1,393.14**	**0.01**	**7,213.66**
Additions during the year	1,432.94	507.69	41.57	242.75	139.27	44.12	182.92	37.53	821.05	-	3,449.84
Deletions during the year	-	(1.50)	-	(1.85)	(11.35)	(0.48)	(0.06)	-	(11.38)	-	(26.62)
As at 31st March 2025	**4,379.53**	**2,135.82**	**137.79**	**726.85**	**301.86**	**176.88**	**457.31**	**118.02**	**2,202.81**	**0.01**	**10,636.88**
Additions during the year	320.59	274.30	37.92	242.15	7.33	24.87	150.73	21.75	384.80	-	1,464.44
Deletions during the year	(4.08)	(4.65)	(0.75)	(4.16)	-	(3.88)	(1.98)	(0.07)	(12.92)	-	(32.49)
As at 31st March 2026	**4,696.04**	**2,405.47**	**174.96**	**964.84**	**309.19**	**197.87**	**606.06**	**139.70**	**2,574.69**	**0.01**	**12,068.83**
Accumulated depreciation											
Up to 31st March 2024	**-**	**118.81**	**24.71**	**212.55**	**68.23**	**76.45**	**90.23**	**53.80**	**546.53**	**-**	**1,191.31**
Charge for the year	-	31.07	7.65	68.23	27.35	22.91	38.80	22.75	192.96	-	411.72
Disposals	-	(0.18)	-	(1.68)	(9.76)	(0.46)	(0.03)	-	(4.89)	-	(17.00)
Up to 31st March 2025	**-**	**149.70**	**32.36**	**279.10**	**85.82**	**98.90**	**129.00**	**76.55**	**734.60**	**-**	**1,586.03**
Charge for the year	-	39.41	10.70	106.37	37.40	28.96	68.49	25.09	247.15	0.01	563.58
Disposals	-	(0.40)	(0.27)	(2.22)	-	(3.56)	(1.38)	(0.07)	(11.05)	-	(18.95)
Up to 31st March 2026	**-**	**188.71**	**42.79**	**383.25**	**123.22**	**124.30**	**196.11**	**101.57**	**970.70**	**0.01**	**2,130.66**
Net carrying amount											
As at 31st March 2026	**4,696.04**	**2,216.76**	**132.17**	**581.59**	**185.97**	**73.57**	**409.95**	**38.13**	**1,603.99**	**-**	**9,938.17**
As at 31st March 2025	**4,379.53**	**1,986.12**	**105.43**	**447.75**	**216.04**	**77.98**	**328.31**	**41.47**	**1,468.21**	**0.01**	**9,050.85**

(a) **Title deeds of immovable properties not held in the name of the Company**

As at 31st March 2026 and 31st March 2025

Relevant line item in the Balance Sheet*	Gross Carrying Value		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
	Land	Building			
Property, plant and equipment	16.80	61.63	Pavan Kumar Bajaj	Promoter	10th September 2018
Property, plant and equip ment	50.54	114.97	M/s Bajaj Electronics	Erstwhile Partnership Firm	10th September 2018
Property, plant and equipment	127.20	88.23	M/s Bajaj Electronics, Pavan Kumar Bajaj, Karan Bajaj	Erstwhile Partnership Firm & Promoters	10th September 2018
	194.54	**264.83**			

**None of the above mentioned properties are in dispute.*

Note 1: Immovable properties referred above were acquired by the Company pursuant to the conversion of partnership firm viz Bajaj Electronics, with effect from 10 September 2018. Management has taken necessary steps and presently in the process of incorporating the Company's name in the title deeds of these immovable properties.

Note 2 : Refer note 16 for information on Property, plant and equipment pledged as security by the Company.

5 CAPITAL WORK-IN-PROGRESS

	As at 31st March 2026	As at 31st March 2025
Capital work-in-progress	193.24	303.59
	193.24	**303.59**

(a) **Details of pre-operative expenditure/expenditure during construction period pending capitalisation**

	As at 31st March 2026	As at 31st March 2025
Finance costs	71.80	189.26
Employee benefits expense	-	29.40
Depreciation on right of use	14.77	37.62
Other expenses		
Other pre-operative expenses	-	26.76
	86.57	**283.04**
Less: Expenses capitalised during the year	(36.81)	(185.34)
	49.76	**97.70**

(b) **Capital work-in-progress (CWIP) ageing schedule**

	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress:					
31st March 2026	132.61	60.63	-	-	193.24
31st March 2025	292.82	10.77	-	-	303.59

(c) **Movement of CWIP**

	As at 31st March 2026	As at 31st March 2025
Opening Balance	303.59	449.38
Add : Additions during the year	347.04	826.56
Less: Capitalised during the year	(457.39)	(972.35)
Closing Balance	**193.24**	**303.59**

(d) There are no projects temporarily suspended as at 31st March 2026 and 31st March 2025.

(e) The Company has no capital work-in-progress whose completion is overdue or has exceeded its cost compared to its original plan as at 31st March 2026 and 31st March 2025.

6 OTHER INTANGIBLE ASSETS

	Computer software	Trademarks	Franchise fee	Total
As at 1st April 2024	**46.85**	**1.89**	-	**48.74**
Additions during the year	6.01	1.25	10.00	17.26
As at 31st March 2025	**52.86**	**3.14**	**10.00**	**66.00**
Additions during the year	4.36	1.41	-	**5.77**
Deletions during the year	-	(0.40)	-	**(0.40)**
As at 31st March 2026	**57.22**	**4.15**	**10.00**	**71.37**
Accumulated amortisation				
Up to 31st March 2024	**30.08**	**1.29**	-	**31.37**
Charge for the year	7.66	0.24	0.08	7.98
Up to 31st March 2025	**37.74**	**1.53**	**0.08**	**39.35**
Charge for the year	8.28	0.62	0.78	9.68
Disposals for the year	-	(0.40)	-	(0.40)
Up to 31st March 2026	**46.02**	**1.75**	**0.86**	**48.63**
Net carrying amount				
As at 31st March 2026	**11.20**	**2.40**	**9.14**	**22.74**
As at 31st March 2025	**15.12**	**1.61**	**9.92**	**26.65**

Summary of the material accounting policies and other explanatory information (Contd.)
(All amounts in ₹ in Million, unless otherwise stated)

7 INVESTMENTS

	As at 31st March 2026	As at 31st March 2025
Unquoted		
Investments in equity shares (fully paid-up)		
Investments carried at cost - Subsidiaries		
100,000 (31st March 2025: 100,000) shares of ₹10 each in Cloudnine Retail Private Limited*	1.00	1.00
10,000 (31st March 2025: 10,000) shares of ₹10 each in EMIL CSR Foundation**	0.10	0.10
	1.10	**1.10**
Aggregate amount of Un-Quoted Investments	1.10	1.10

*Represents 100% subsidiary of the Company.

**Represents 100% subsidiary of the Company held for specified purposes.

8 OTHER FINANCIAL ASSETS

		As at 31st March 2026	As at 31st March 2025
(a)	**Non-current**		
	(Unsecured, considered good)		
	Margin money deposits*	171.77	161.13
	Security deposits with:		
	- related party	5.09	4.64
	- others	507.04	472.86
		683.90	**638.63**
(b)	**Current**		
	(Unsecured, considered good)		
	Interest accrued	5.04	6.18
	Other receivables	-	20.00
		5.04	**26.18**

*Represents deposits held as security against loans availed by the Company.

9 OTHER ASSETS

		As at 31st March 2026	As at 31st March 2025
(a)	**Non-current**		
	(Unsecured, considered good)		
	Capital advances	395.64	453.50
		395.64	**453.50**
(b)	**Current**		
	(Unsecured, considered good)		
	Advance to vendors (refer note 43)	2,097.03	1,793.57
	Balances with government authorities	1,070.86	1,683.28
	Prepaid expenses	146.48	95.63
		3,314.37	**3,572.48**

10 INVENTORIES

	As at 31st March 2026	As at 31st March 2025
Valued at the lower of cost or net realisable value		
Stock-in-trade* (refer note 43)	12,406.72	12,301.84
	12,406.72	**12,301.84**

*Net of ₹95.36 (31st March 2025: ₹65.33) representing adjustment towards provision for net realisable value and slow moving inventories.

11 TRADE RECEIVABLES

	As at 31st March 2026	As at 31st March 2025
Trade receivables considered good - secured	-	-
Trade receivables considered good - unsecured (refer note 43)	553.17	742.20
Trade receivables which have significant increase in credit risk	-	-
Trade receivables - credit impaired	4.89	4.89
	558.06	**747.09**
Less: Expected credit loss	4.89	4.89
	553.17	**742.20**

(i) There are no dues from Directors or other officers of the Company either severally or jointly with any other person or from firms or private companies in which any director is a partner, a director, or a member.

(ii) Trade receivables are non-interest bearing and are generally on terms of 0 to 30 days.

(iii) Details of financial assets pledged as security along with the related terms and conditions are disclosed in note 16.

(iv) Amount charged to Statement of Profit and Loss towards Expected credit loss is ₹ Nil (31st March 2025 - ₹ Nil)

(a) Trade receivables ageing schedule

(i) *Trade receivables, unsecured, considered good and undisputed:*

Particulars	Unbilled dues*	Outstanding from the date of invoice					Less : Expected credit loss	Total
		Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years		
31st March 2026	89.55	450.88	13.83	3.80	-	-	(4.89)	**553.17**
31st March 2025	53.49	581.80	36.82	74.98	-	-	(4.89)	**742.20**

(ii) *Trade receivables, disputed:*

There are no secured and there are no disputed trade receivables outstanding as at 31st March 2026 and 31st March 2025.

* Represents incentive income and commission income accrued as per the agreed terms.

(b) Considering the nature of business of the entity i.e., retailing of electronics, with only a small portion being wholesale sales, majority of the amounts are collected at the time of sales or through financing model and accordingly, the Company measures the expected credit loss of trade receivables based on historical trend, industry practices and the business environment in which the entity operates. Loss rates are based on actual credit loss experience and past trends. Based on the historical data, loss on collection of receivables is not material hence no additional disclosures are presented.

Summary of the material accounting policies and other explanatory information (Contd.)
(All amounts in ₹ in Million, unless otherwise stated)

12 CASH AND BANK BALANCES

	As at 31st March 2026	As at 31st March 2025
Balances with banks		
- in current accounts*	423.68	197.37
Cash on hand	56.17	98.68
	479.85	**296.05**
Bank balances other than above		
Margin money deposits**	171.77	161.13
Less: Amounts reclassified to other non-current financial assets	(171.77)	(161.13)
	-	**-**
	479.85	**296.05**

* There are no repatriation restrictions with regard to cash and cash equivalents.

**Represents deposits held as a security against loans availed by the Company.

13 LOANS

	As at 31st March 2026	As at 31st March 2025
(Unsecured, considered good)		
Loans to:		
- employees	19.07	16.69
	19.07	**16.69**

Note: There are no dues from Directors or other officers of the Company either severally or jointly with any other person or from firms or private companies in which any director is a partner, a director, or a member.

14 EQUITY SHARE CAPITAL

	As at 31st March 2026		As at 31st March 2025	
	Number of shares	Amount	Number of shares	Amount
Authorised				
Equity shares of ₹10 each	1,00,00,00,000	10,000.00	1,00,00,00,000	10,000.00
	1,00,00,00,000	**10,000.00**	**1,00,00,00,000**	**10,000.00**
Issued, subscribed and fully paid-up				
Equity shares of ₹10 each	38,47,48,762	3,847.49	38,47,48,762	3,847.49
	38,47,48,762	**3,847.49**	**38,47,48,762**	**3,847.49**

(a) Reconciliation of equity shares outstanding at the beginning and end of the reporting year

	As at 31st March 2026		As at 31st March 2025	
	Number of shares	Amount	Number of shares	Amount
Equity shares of ₹10 each				
Balance at the beginning	38,47,48,762	3,847.49	38,47,48,762	3,847.49
Issued during the year	-	-	-	-
At the end of the reporting year	**38,47,48,762**	**3,847.49**	**38,47,48,762**	**3,847.49**

(b) Equity shares issued

During the financial year ended 31st March 2023, pursuant to the initial public offering of equity shares, the Company received a sum of ₹4,646.02 (net of issue expenses) on issuance of 84,745,762 equity shares of ₹10 each at a premium of ₹49 each. The Company's equity shares are listed and traded on both the National Stock Exchange of India Limited and BSE Limited. The Company has incurred share issue expenses of ₹339.30 against an initially projected amount of ₹353.90 in financial year 2022-23 and accordingly the Company has reinstated the securities premium to the tune of ₹14.64 in the previous financial year.

(c) Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders in the ensuing 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. The distribution will be in proportion to the number of equity shares held by the shareholders.

(d) Details of shareholders holding more than 5% shares in the Company

As at 31st March 2026

	As at 31st March 2026		As at 31st March 2025	
	Number of shares	% of holding	Number of shares	% of holding
Equity shares of ₹10 each fully paid-up				
Pavan Kumar Bajaj	12,35,91,793	32.12%	12,35,91,793	32.12%
Karan Bajaj	12,51,83,592	32.54%	12,32,59,848	32.04%
SBI Mutual Fund	2,66,00,000	6.91%	2,66,00,000	6.91%
Nippon India Mutual Fund	-	-	2,05,45,854	5.34%

As at 31st March 2025

	As at 31st March 2025		As at 31st March 2024	
	Number of shares	% of holding	Number of shares	% of holding
Equity shares of ₹10 each fully paid-up				
Pavan Kumar Bajaj	12,35,91,793	32.12%	13,85,91,793	36.02%
Karan Bajaj	12,32,59,848	32.04%	13,82,59,848	35.94%
SBI Mutual Fund	2,66,00,000	6.91%	-	-
Nippon India Mutual Fund	2,05,45,854	5.34%	2,04,21,559	5.31%

(e) Shareholding of promoters

For the purpose of reporting of the shareholding of promoters, Pavan Kumar Bajaj and Karan Bajaj has been considered as promoters as defined under the Provisions of the Companies Act, 2013. Refer table below for details of changes in promoters share holding during the year ended 31st March 2026.

	As at 31st March 2026		As at 31st March 2025		% Change during the year
	Number of shares	% of holding	Number of shares	% of holding	
Equity shares of ₹10 each fully paid-up					
Pavan Kumar Bajaj	12,35,91,793	32.12%	12,35,91,793	32.12%	0.00%
Karan Bajaj	12,51,83,592	32.54%	12,32,59,848	32.04%	0.50%

As at 31st March 2025

	As at 31st March 2025		As at 31st March 2024		% Change during the year
	Number of shares	% of holding	Number of shares	% of holding	
Equity shares of ₹10 each fully paid-up					
Pavan Kumar Bajaj	12,35,91,793	32.12%	13,85,91,793	36.02%	(3.90)%
Karan Bajaj	12,32,59,848	32.04%	13,82,59,848	35.94%	(3.90)%

(f) No bonus shares were issued, for consideration other than cash and bought back.

Summary of the material accounting policies and other explanatory information (Contd.)
(All amounts in ₹ in Million, unless otherwise stated)

15 OTHER EQUITY

	As at 31st March 2026	As at 31st March 2025
Retained earnings - Surplus in the statement of profit and loss		
At the beginning of the year	7,507.50	6,028.15
On account of restatement (refer note 43)	-	(125.86)
Add: Profit for the year (refer note 43)	1,071.80	1,605.21
At the end of the year	**8,579.30**	**7,507.50**
Securities Premium		
At the beginning of the year	3,813.20	3,798.56
Add: Share issue expenses (refer note 14 (b))	-	14.64
At the end of the year	**3,813.20**	**3,813.20**
Other comprehensive income		
Actuarial gain on employment benefits:		
At the beginning of the year	20.63	23.29
Add: Other comprehensive income/(loss) for the year	2.40	(2.66)
At the end of the year	**23.03**	**20.63**
	12,415.53	**11,341.33**

Nature and purpose of reserves

(a) Retained earnings - Surplus in Statement of Profit and Loss

Surplus in Statement of Profit and Loss represents the profits that the Company has earned till Balance sheet date, less any transfers to general reserve, dividends or other distributions to shareholders.

(b) Securities Premium

Securities premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

(c) Other Comprehensive Income

The reserve represents the remeasurement gains arising from the actuarial valuation of the defined benefit obligations of the Company. The remeasurement gains are recognised in other comprehensive income and accumulated under this reserve within equity. The amounts recognised under this reserve are not reclassified to Statement of Profit and Loss.

16 BORROWINGS

		As at 31st March 2026	As at 31st March 2025
(a)	**Non-current borrowings**		
	Secured		
	Term loans from		
	- Banks [refer note 16(i) and (ii)]	646.03	887.28
	- Financial institutions [refer note 16(i) and (ii)]	1,683.78	1,507.28
		2,329.81	**2,394.56**
	Less: Current maturities of long-term borrowings	(344.65)	(339.16)
		1,985.16	**2,055.40**

		As at 31st March 2026	As at 31st March 2025
(b)	**Current borrowings**		
	Secured, loans repayable on demand		
	Working capital loans from:		
	- Banks [refer note 16(iii)(1) to 16(iii)(3)]	6,372.39	6,796.56
	- Financial institutions [refer note 16(iii)(4)]	167.32	44.38
	Current maturities of long-term borrowings	344.65	339.16
	Unsecured, loans repayable on demand		
	- Banks [refer note 16(iii)(5)]	41.70	604.35
		41.70	**604.35**
	Total current borrowings	**6,926.06**	**7,784.45**

Changes in liabilities arising from financing activities:

The below section sets out an analysis of liabilities arising from financing activities and the movement for the year presented:

	As at 31st March 2026	As at 31st March 2025
Lease liabilities (refer note 37)	11,058.63	9,833.06
Current borrowings	6,581.41	7,445.29
Non-current borrowings	2,329.81	2,394.56
Interest accrued (refer note 19)	29.57	26.79
Liabilities arising from financing activities	**19,999.42**	**19,699.70**

	Liabilities from financing activities				
	Lease liabilities	Interest accrued	Current borrowings	Non-current borrowings	Total
As at 1st April 2024	**8,570.46**	**21.38**	**5,880.63**	**1,247.43**	**15,719.90**
Cash inflows/(outflows), net	(468.92)	-	1,564.66	1,147.13	2,242.87
Interest expense for the year	848.76	478.63	-	-	1,327.39
Interest paid during the year	(848.76)	(473.22)	-	-	(1,321.98)
Other non-cash movements					
- Lease liabilities recognised during the year	1,842.70	-	-	-	1,842.70
- Lease liabilities derecognised during the year	(111.18)	-	-	-	(111.18)
As at 31st March 2025	**9,833.06**	**26.79**	**7,445.29**	**2,394.56**	**19,699.70**
Cash inflows/(outflows), net	(493.03)	-	(858.39)	(70.24)	(1,421.66)
Interest expense for the year	954.40	619.88	-	-	1,574.28
Interest paid during the year	(954.40)	(617.10)	-	-	(1,571.50)
Reclassification adjustment	-	-	5.49	(5.49)	-
Other non-cash movements					
- Lease liabilities recognised during the year	1,805.57	-	-	-	1,805.57
- Lease liabilities derecognised during the year	(86.97)	-	-	-	(86.97)
As at 31st March 2026	**11,058.63**	**29.57**	**6,581.41**	**2,329.81**	**19,999.42**

Summary of the material accounting policies and other explanatory information (Contd.)

(All amounts in ₹ in Million, unless otherwise stated)

(i) Terms and conditions of secured term loans from banks and financial institutions and nature of security:

S. No.	Name	As at		Interest rate (%)		Repayment terms
		31st March 2026	31st March 2025	31st March 2026	31st March 2025	
1	ICICI Bank	159.09	250.00	MCLR + 0.65% i.e. 9.40% p.a.	MCLR + 0.65% i.e. 9.40% p.a.	Repayable in 22 QEMI's starting from 23rd August 2022
2	ICICI Bank	28.64	45.00	MCLR + 0.65% i.e. 9.40% p.a.	MCLR + 0.65% i.e. 9.40% p.a.	Repayable in 22 QEMI's starting from 23rd August 2022
3	ICICI Bank	42.95	67.50	MCLR + 0.65% i.e. 9.40% p.a.	MCLR + 0.65% i.e. 9.40% p.a.	Repayable in 22 QEMI's starting from 23rd August 2022
4	ICICI Bank	75.35	118.40	MCLR + 0.65% i.e. 9.40% p.a.	MCLR + 0.65% i.e. 9.40% p.a.	Repayable in 22 QEMI's starting from 23rd August 2022
5	ICICI Bank	340.00	380.00	MCLR i.e. 8.35% p.a.	MCLR i.e. 9.10% p.a.	Repayable in 40 QEMI's starting from 31st December 2024
6	Axis Bank	-	26.38	--	MCLR* + 0.60% i.e. 9.15% p.a.	Repayable in 39 EMI's starting from 31st July 2022
7	Bajaj Finance Limited ('BFL')	241.86	249.15	Annualised Rate of Interest 8.40%	Annualised Rate of Interest 8.75%	Repayable in 231 EMI's starting from 2nd August 2022
8	Bajaj Finance Limited ('BFL')	162.60	177.22	Annualised Rate of Interest 8.40%	Annualised Rate of Interest 8.75%	Repayable in 120 EMI's starting from 2nd November 2023
9	Bajaj Finance Limited ('BFL')	42.50	46.15	Annualised Rate of Interest 8.40%	Annualised Rate of Interest 8.75%	Repayable in 120 EMI's starting from 2nd February 2024
10	Bajaj Finance Limited ('BFL')	134.66	145.73	Annualised Rate of Interest 8.40%	Annualised Rate of Interest 8.75%	Repayable in 120 EMI's starting from 2nd May 2024
11	Bajaj Finance Limited ('BFL')	86.63	93.36	Annualised Rate of Interest 8.40%	Annualised Rate of Interest 8.75%	Repayable in 120 EMI's starting from 2nd September 2024
12	Bajaj Finance Limited ('BFL')	95.97	103.75	Annualised Rate of Interest 8.40%	Annualised Rate of Interest 8.75%	Repayable in 120 EMI's starting from 2nd June 2024
13	Bajaj Finance Limited ('BFL')	164.73	177.71	Annualised Rate of Interest 8.40%	Annualised Rate of Interest 8.75%	Repayable in 120 EMI's starting from 2nd August 2024
14	Bajaj Finance Limited ('BFL')	131.63	141.45	Annualised Rate of Interest 8.40%	Annualised Rate of Interest 8.75%	Repayable in 120 EMI's starting from 2nd December 2024
15	Bajaj Finance Limited ('BFL')	164.61	176.40	Annualised Rate of Interest 8.40%	Annualised Rate of Interest 8.75%	Repayable in 120 EMI's starting from 2nd March 2025
16	Bajaj Finance Limited ('BFL')	183.24	196.36	Annualised Rate of Interest 8.40%	Annualised Rate of Interest 8.75%	Repayable in 120 EMI's starting from 2nd March 2025
17	Bajaj Finance Limited ('BFL')	210.28	-	Annualised Rate of Interest 8.40%	--	Repayable in 120 EMI's starting from 2nd August 2025
18	Bajaj Finance Limited ('BFL')	65.07	-	Annualised Rate of Interest 8.40%	--	Repayable in 120 EMI's starting from 2nd October 2025
		2,329.81	**2,394.56**			

Details of Securities:

The above term loans are secured:

(a) By way of mortgage against specific buildings owned by the Company

(b) Personal guarantees of Pavan Kumar Bajaj and Karan Bajaj.

Additionally, loan from ICICI Bank is also secured against exclusive charge on debt service reserve account (DSRA).

(ii) Maturity profile of long-term borrowings:

	As at 31st March 2026	As at 31st March 2025
Within 1 year	344.65	339.16
1-2 years	311.79	321.70
2-5 years	620.90	633.64
More than 5 years	1,052.47	1,100.06
	2,329.81	**2,394.56**

(iii) Terms and conditions of working capital loans from banks and financial institution (Repayable on Demand):

S. No.	Name (Refer Note below)	As at 31st March 2026	As at 31st March 2025	Types of security
1	HDFC Bank Limited ('HDFC')	4,072.39	4,267.56	First pari pasu Charge on: - stock and book debts of the Company Exclusive charge on - Fixed deposits. - Credit Card Receivables. - Few exclusive and pari passu charge on immovable property
2	ICICI Bank Limited ('ICICI')	500.00	749.00	Second charge on specific buildings owned by the Company charged to ICICI Bank for Term Loan facility
3	Axis Bank Limited ('Axis')	1,800.00	1,780.00	First pari pasu charge on: - stock, book debts (including credit card receivables), fixed deposits and plant & machinery of the Company; - specified immovable properties of the Company
4	Bajaj Finance Limited ('BFL')	167.32	44.38	First and paramount lien on all stocks purchase using BFL funds
5	IDFC First Bank Limited ('IDFC')	41.70	604.35	--
		6,581.41	**7,445.29**	

Notes:

(a) Working capital loans from HDFC carries an interest rate of 7.70% (31st March 2025: 8.35%), Axis Bank carries an interest rate of 8.70%(31st March 2025: 9.35%) and ICICI Bank carries an interest rate of 7.90% (31st March 2025: 9%). Unsecured Loans from IDFC carries a interest rate of 10.40% (31st March 2025: 10.40%) and BFL carries an interest rate of 12.25% (31st March 2025: 12.25%).

(b) The aforementioned working capital loans from ICICI Bank Limited and Axis Bank Limited are personally guaranteed by Pavan Kumar Bajaj and Karan Bajaj. Further, the working capital facility availed from HDFC Bank is also secured by way of pledge of certain personal properties of Pavan Kumar Bajaj, Karan Bajaj and Renu Bajaj.

Summary of the material accounting policies and other explanatory information (Contd.)
(All amounts in ₹ in Million, unless otherwise stated)

17 PROVISIONS

	As at 31st March 2026	As at 31st March 2025
Non-current		
Provision for employee benefits		
- Gratuity, funded (refer note 24(b))	13.40	17.12
- Compensated absences, unfunded	7.86	-
	21.26	**17.12**
Current		
Provision for sales return (refer note below)	20.61	22.32
	20.61	**22.32**

Note: Movement in Provision for sales

	As at 31st March 2026	As at 31st March 2025
Opening Balance	22.32	130.38
Add : Provision created during the year	20.61	22.32
Less: Provision reversed during the year	(22.32)	(130.38)
Closing Balance	**20.61**	**22.32**

18 TRADE PAYABLES

		As at 31st March 2026	As at 31st March 2025
-	total outstanding dues of micro enterprises and small enterprises (refer note (b))	19.88	7.16
-	total outstanding dues of creditors other than micro enterprises and small enterprises (refer note 43)	640.05	555.39
		659.93	**562.55**

(a) Trade payables are non-interest bearing and are normally settled based on the agreed payment terms.

(b) The Company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosures pursuant to the said MSMED Act are as follows:

		As at 31st March 2026	As at 31st March 2025
(i)	The principal amount remaining unpaid as at the end of the year	19.88	7.16
(ii)	The amount of interest accrued and remaining unpaid at the end of the year	-	-
(iii)	Amount of interest paid by the Company in terms of Section 16 of MSMED Act 2006 along with the amounts of payments made beyond the appointed date during the year	-	-
(iv)	The amount of further interest remaining due and payable in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises for the purpose of disallowance as a deductible expenditure under Section 23 of the MSMED Act 2006	-	-

(c) **Trade payables ageing schedule**

As at 31st March 2026

Particulars	Outstanding for the following periods from date of recognition					
	Unbilled	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
i) MSME	-	19.84	0.04	-	-	**19.88**
ii) Others	107.72	525.52	6.81	-	-	**640.05**
iii) Disputed dues-MSME	-	-	-	-	-	**-**
iv) Disputed dues-Others	-	-	-	-	-	**-**
Total	**107.72**	**545.36**	**6.85**	**-**	**-**	**659.93**

As at 31st March 2025

Particulars	Outstanding for the following periods from date of recognition					
	Unbilled	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
i) MSME	-	7.16	-	-	-	**7.16**
ii) Others	109.90	436.79	8.48	0.22	-	**555.39**
iii) Disputed dues-MSME	-	-	-	-	-	**-**
iv) Disputed dues-Others	-	-	-	-	-	**-**
Total	**109.90**	**443.95**	**8.48**	**0.22**	**-**	**562.55**

19 OTHER FINANCIAL LIABILITIES

	As at 31st March 2026	As at 31st March 2025
At amortised cost		
Interest accrued	29.57	26.79
Creditors for capital expenditure (Other than MSME)	27.26	43.31
Creditors for expenses	102.51	96.15
Dues to employees	201.12	154.55
	360.46	**320.80**

20 OTHER CURRENT LIABILITIES

	As at 31st March 2026	As at 31st March 2025
Statutory liabilities	45.17	49.05
Provision for Corporate Social Responsibility expenditure (refer note 27(a))	-	5.76
Revenue received in advance (refer note below)	472.28	473.43
	517.45	**528.24**

Note: Movement in the Contract Liabilities during the year is as under. Total contract liabilities outstanding as on 31st March 2026 will be recognised in next 12 months.

	As at 31st March 2026	As at 31st March 2025
Opening balance	473.43	346.90
Add : Advance received during the year	1,507.05	1,523.65
Less : Revenue recognised during the year	(1,473.52)	(1,389.69)
Less : Other adjustments during the year	(34.68)	(7.43)
	472.28	**473.43**

Summary of the material accounting policies and other explanatory information (Contd.)
(All amounts in ₹ in Million, unless otherwise stated)

21 REVENUE FROM OPERATIONS

	For the year ended 31st March 2026	For the year ended 31st March 2025
Revenue from contracts with customers		
Sale of products	69,964.23	65,625.82
Other operating revenue:		
- Commission income	1,661.64	1,432.99
- Incentives income (refer note 43)	177.36	254.25
- Miscellaneous income	29.39	-
	71,832.62	**67,313.06**

(i) **Reconciliation of revenue from sale of products with the contracted price:**

	For the year ended 31st March 2026	For the year ended 31st March 2025
Revenue at contracted price	71,323.04	66,788.24
Less: Sales returns	1,358.81	1,162.42
Total revenue from contracts with customers	**69,964.23**	**65,625.82**

(ii) **Disaggregation of revenues:**

Revenue based on type of customer

	For the year ended 31st March 2026	For the year ended 31st March 2025
- Retail	69,444.13	64,910.29
- Wholesalers	473.93	661.04
- E-commerce	46.17	54.49
Total revenue from contracts with customers	**69,964.23**	**65,625.82**

The Company has operations only in India, hence there are no separately reportable geographical segments.

22 OTHER INCOME

		For the year ended 31st March 2026	For the year ended 31st March 2025
Other non-operating income:			
(i)	Interest income on:		
	- Bank deposits	9.64	24.96
	- Security deposits	34.02	28.73
(ii)	Insurance claim on loss of stock	2.90	12.65
(iii)	Miscellaneous income	35.08	24.73
		81.64	**91.07**

23 CHANGES IN INVENTORIES OF STOCK-IN-TRADE

	For the year ended 31st March 2026	For the year ended 31st March 2025
Stock-in-trade at the beginning of the year (refer note 43)	12,301.84	9,566.90
Less: Stock-in-trade at the end of the year	12,406.72	12,301.84
	(104.88)	**(2,734.94)**

24 EMPLOYEE BENEFITS EXPENSE

	For the year ended 31st March 2026	For the year ended 31st March 2025
Salaries and wages	1,483.51	1,283.70
Contribution to provident and other funds (refer note a)	60.18	54.12
Gratuity and compensated absences (refer note b)	21.90	12.02
Staff welfare expenses	29.77	10.49
	1,595.36	**1,360.33**
Less: Amount transferred to capital work-in-progress	-	29.40
	1,595.36	**1,330.93**

(a) Defined contribution plan

The Company contributed ₹50.03 (31st March 2025: ₹45.12) to provident fund and ₹10.15 (31st March 2025: ₹9.00) towards employee state insurance fund during the year ended 31st March 2026.

(b) Defined benefit plan

The Company operates a defined benefit gratuity plan for its employees in India in accordance with the Payment of Gratuity Act, 1972.

The Government of India, on 21st November 2025, notified implementation of four new labour codes — Code on Wages (2019), Industrial Relations Code (2020), Code on Social Security (2020), and Occupational Safety, Health and Working Conditions Code (2020) (hereinafter referred to as "the New Labour Codes").

The New Labour Codes prescribe an uniform definition of the term 'wages', which is also relevant for determination of post-employment benefits including gratuity to all employees. In accordance with the definition, wages means all remuneration including basic pay, dearness allowance and retaining allowance but does not include certain specified items forming part of remuneration and in the event the quantum of those specified items exceed 50% of total remuneration, such excess is deemed to be considered as wages.

The revised definition of wages has resulted in an increase in gratuity obligation of ₹1.76 Million in respect of services rendered in prior periods, and the Company has treated such incremental impact as past service cost and recognised as expense in the statement of profit and loss in the current year in accordance with Ind AS 19, Employee Benefits.

The Company will continue to monitor finalisation of rules and clarifications from government and would provide appropriate accounting effect on the basis of such developments as needed.

(i) The amounts recognised in the statement of profit and loss are as follows:

	For the year ended 31st March 2026	For the year ended 31st March 2025
Current service cost	13.29	11.99
Past service cost	1.76	-
Net interest cost (net of interest on plan assets)	1.18	0.03
Total amount recognised in the statement of profit and loss	**16.23**	**12.02**

(ii) The amounts recognised in the other comprehensive income are as follows:

	For the year ended 31st March 2026	For the year ended 31st March 2025
Actuarial gain / (loss)	2.40	(2.66)
Total amount recognised in the other comprehensive income	**2.40**	**(2.66)**

(iii) Changes in present value of defined benefit obligation:

	As at 31st March 2026	As at 31st March 2025
Present value of defined benefit obligation at beginning of the year	86.24	70.10
Current service cost	13.29	11.99
Past service cost	1.76	-
Interest cost	1.34	5.43
Benefits paid	(6.21)	(3.94)
Re-measurement of actuarial gains/(losses) on obligation	2.40	(2.66)
Present value of defined benefit obligation at end of the year	**94.02**	**86.24**

Summary of the material accounting policies and other explanatory information (Contd.)
(All amounts in ₹ in Million, unless otherwise stated)

(iv) The fair value of defined benefit plan assets estimated as at:

	As at 31st March 2026	As at 31st March 2025
Fair value of plan assets at the beginning of the year	69.12	67.66
Less: Benefits paid	(6.21)	(3.94)
Add: Contributions made	17.55	0.34
Add: Interest income	0.16	5.06
Fair value of plan assets at the end of the year*	**80.62**	**69.12**

* Pertains to amount invested in Company's variable employee benefit plan with HDFC Life Insurance.

(v) Reconciliation of present value of obligation and the fair value of plan assets:

	As at 31st March 2026	As at 31st March 2025
Present value of defined benefit obligation at end of the year	94.02	86.24
Fair value of plan assets at the end of the year	80.62	69.12
Net liability recognised in the balance sheet	**13.40**	**17.12**

(vi) The assumptions used in accounting for the gratuity plan are set out as below:

	For the year ended 31st March 2026	For the year ended 31st March 2025
Discount rate	6.30%	6.50%
Retirement age	58 years	58 years
Salary escalation	8.00%	8.00%
Attrition rate	46.80%	30.20%
Mortality rate	100% of IALM 2012-14	100% of IALM 2012-14

The estimates of future salary increase considered in actuarial valuation take account of inflation, seniority, promotions and other relevant factors such as supply and demand in the employment market. The Company evaluates these assumptions annually based on its long-term plans of growth and industry standards.

(vii) Impact on defined benefit obligation - (decrease)/increase

	As at 31st March 2026	As at 31st March 2025
Assumptions		
Sensitivity level		
- Discount rate : 1.00% increase	(1.89)	(2.60)
- Discount rate : 1.00% decrease	1.98	2.77
- Future salary : 1.00% increase	1.79	2.51
- Future salary : 1.00% decrease	(1.74)	(2.41)
- Attrition rate : 50.00% increase	(5.77)	(4.52)
- Attrition rate : 50.00% decrease	10.26	7.55
- Mortality rate : 10.00% increase	(0.01)	-
- Mortality rate : 10.00% decrease	-	-

The sensitivity analyses above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting year.

(viii) Defined benefit liability and employer contributions

The following contributions and expected undiscounted future benefit payments are expected:

	As at 31st March 2026	As at 31st March 2025
Expected future benefit payments		
Within 1 year	46.76	29.32
2 - 5 years	53.68	53.03
6 - 10 years	6.57	19.90
Beyond 10 years	0.38	5.33

25 FINANCE COSTS

	For the year ended 31st March 2026	For the year ended 31st March 2025
Interest expense on:		
- Financial liabilities measured at amortised cost	619.88	478.63
- Lease liabilities	954.40	848.76
Other borrowing costs	34.22	37.08
	1,608.50	**1,364.47**
Less: Amount transferred to capital work-in-progress (refer note below)	71.80	189.26
	1,536.70	**1,175.21**

Note:

The capitalisation rate used to determine the amount of borrowing costs transferred to capital work-in-progress is the weighted average interest rate applicable to the entity's general borrowings i.e. 8.50% (31st March 2025: 8.75%)

26 DEPRECIATION AND AMORTISATION EXPENSE

	For the year ended 31st March 2026	For the year ended 31st March 2025
Depreciation/ amortisation on:		
- Tangible Assets (refer note 4)	563.58	411.72
- Intangible Assets (refer note 6)	9.68	7.98
- Right of use assets (refer note 37)	1,003.13	884.83
	1,576.39	**1,304.53**
Less: Amount transferred to capital work-in-progress	14.77	37.62
	1,561.62	**1,266.91**

27 OTHER EXPENSES

	For the year ended 31st March 2026	For the year ended 31st March 2025
Rent	26.08	11.29
Power and fuel	546.06	479.76
Rates and taxes	52.19	53.48
Insurance	39.48	26.00
Repairs and maintenance:		
- Buildings	486.46	445.47
- Others	161.39	135.01
Advertisement expenses	540.77	553.02
Business promotion expenses	187.91	160.31
Carriage outwards	69.59	57.43
Commission expenses	56.75	43.59
Communication expenses	62.87	48.67

Summary of the material accounting policies and other explanatory information (Contd.)

(All amounts in ₹ in Million, unless otherwise stated)

	For the year ended 31st March 2026	For the year ended 31st March 2025
Sales promotion expenses	1,847.89	1,854.01
Travelling and conveyance	75.31	57.28
Postage and courier charges	38.27	35.82
Printing and stationery	32.19	32.24
Professional and consultancy charges	52.12	53.90
Payments to auditor:		
- As auditor	7.00	7.87
- For other services	-	0.88
- Out of pocket expenses	0.89	0.23
Water charges	19.20	18.55
Bad debts written-off	0.71	16.00
Advances written-off	5.65	2.72
Loss on sale of Property, plant and equipment	1.46	8.04
Director's Sitting fee	3.90	5.05
Corporate social responsibility (refer note below)	42.23	37.05
Miscellaneous expenses	36.91	15.27
	4,393.28	**4,158.94**
Less: Amount transferred to capital work-in-progress	-	26.76
	4,393.28	**4,132.18**

(a) Note: Details of Corporate Social Responsibility (CSR) expenditure

		For the year ended 31st March 2026	For the year ended 31st March 2025
a.	Gross amount required to be spent by the Company during the year	42.23	37.05
b.	Amount spent during the year on:		
	(i) Construction/acquisition of any asset	-	-
	(ii) On purposes other than (i) above	42.23	31.29
c.	Shortfall/(excess) at the end of the year*	-	5.76
d.	Total of previous years shortfall	-	-
e.	Details of related party transactions	47.23	30.13
f.	Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately	NA	NA
g.	Nature of CSR activities undertaken through EMIL CSR Foundation, subsidiary of the Company:		
	(i) Healthcare support	24.79	20.25
	(ii) Education	2.77	2.54
	(iii) Healthcare Support and Education	3.55	3.17
	(iv) Rural development	-	-
	(v) Promoting Sports	-	-
	(vi) Helping Armed Forces	0.41	-
	(vii) Others**	16.02	5.33

h. Amount spent on other purposes for the year ended 31st March 2026 and 31st March 2025 includes amount transferred to EMIL CSR Foundation. Refer note 36(b) for the related disclosure regarding the same.

* Subsequent to the previous year ended, the Company spent ₹ 5.00 Million dated 19th May 2025, ₹ 0.32 Million on 2nd April 2025 and ₹ 0.44 Million to PM CARES Fund.

** Refers to amount transferred to implementing agency towards ongoing specified purposes.

28 INCOME TAXES

(a) **Income tax expense recognised in the statement of profit and loss**

	For the year ended 31st March 2026	For the year ended 31st March 2025
Statement of profit and loss		
Current tax expense (refer note 43)	483.10	640.38
Deferred tax benefit	(120.40)	(84.81)
	362.70	**555.57**

(b) Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for the year ended 31st March 2026 and 31st March 2025 :

	For the year ended 31st March 2026	For the year ended 31st March 2025
Profit before tax	1,434.50	2,160.78
At India's statutory income tax rate of 25.168% (31st March 2025: 25.168%)	361.03	543.83
Reconciling items:		
Permanent disallowances	10.63	9.65
Others	(8.96)	2.09
At the effective income tax rates	**362.70**	**555.57**

(c) **Non-current tax assets**

	As at 31st March 2026	As at 31st March 2025
Non-current tax assets	64.96	28.15

(d) **Current tax liabilities**

	As at 31st March 2026	As at 31st March 2025
Current tax liabilities (refer note 43)	142.17	52.64

29 DEFERRED TAX ASSETS, NET

The tax effects of significant temporary differences that resulted in deferred tax assets and liabilities are as follows:

	As at 31st March 2026	As at 31st March 2025
Deferred tax assets/(liabilities):		
Property, plant and equipment	(70.95)	(76.24)
Right-of-use assets	(2,354.32)	(2,140.67)
Lease liability	2,783.23	2,474.79
Statutory liabilities	-	0.02
Fair valuation of security deposits	123.07	114.28
Employee payables	11.99	8.82
Other temporary tax differences	29.35	20.98
Deferred tax assets, net	**522.37**	**401.98**

Summary of the material accounting policies and other explanatory information (Contd.)
(All amounts in ₹ in Million, unless otherwise stated)

(a) **Reconciliation of deferred tax assets/(liabilities) at the beginning and end of the year:**

	As at 01st April 2024	Charged/ (credited) to profit or loss	As at 31st March 2025	Charged/ (credited) to profit or loss	As at 31st March 2026
Property, plant and equipment	(46.27)	29.97	(76.24)	(5.29)	(70.95)
Right-of-use assets	(1,893.59)	247.08	(2,140.67)	213.65	(2,354.32)
Lease liability	2,137.84	(336.95)	2,474.79	(308.44)	2,783.23
Statutory liabilities	0.61	0.59	0.02	0.02	-
Fair valuation of security deposits	98.52	(15.76)	114.28	(8.79)	123.07
Employee payables	9.15	0.33	8.82	(3.17)	11.99
Other temporary tax differences	10.91	(10.07)	20.98	(8.37)	29.35
	317.17	**(84.81)**	**401.98**	**(120.40)**	**522.37**

Deferred tax assets and deferred tax liabilities have been offset wherever the Company has a legally enforceable right to set-off current tax assets against current tax liabilities and where the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority.

30 FAIR VALUE MEASUREMENTS

(i) All the financial assets and financial liabilities of Company are carried at amortised cost, except for Investments in subsidiaries which are carried at cost.

(ii) The management assessed that cash and bank balances, trade receivables, trade payables and other current financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

(iii) In respect of fixed rate financial liabilities, the management has assessed the carrying value of these liabilities approximates to the fair value mainly since the same are short term borrowings which are repayable on demand. Further, fair value of lease liabilities are not presented in line with the requirements of Para 29(d) of Ind AS 107. In respect of the balance of non-current financial assets and liabilities in the nature of loans and borrowings, the management has assessed the carrying value of these assets and liabilities approximates to the fair value mainly due to the interest rates are at the market rate or linked to market rate, as the case maybe.

31 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk. The Company's primary risk management focus is to minimize potential adverse effects of market risk on its financial performance. The Company's risk management assessment and policies and processes are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same. Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the Company's activities. The Board of Directors is responsible for overseeing the Company's risk assessment and management policies and processes.

(a) 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 for the Company comprises primarily of interest risk. Financial instruments affected by market risk include loans and borrowings. The sensitivity analysis in the following sections relate to the position as at 31st March 2026.

The analysis exclude the impact of movements in market variables on: the carrying values of gratuity and other post-retirement obligations; provisions; and the non-financial assets.

The following assumptions have been made in calculating the sensitivity analysis:

(1) The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at 31st March 2026.

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. The Company's variable rate borrowing is subject to interest rate risk. Below is the details of exposure to variable rate instruments:

Particulars	31st March 2026	31st March 2025
Financial liabilities		
Variable rate instruments	8,702.20	9,191.12

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of borrowings affected. With all other variables held constant, the Company's profit before tax (PAT) and other equity are affected through the impact on floating rate borrowings, as follows:

Particulars*	31st March 2026	31st March 2025
Interest rates increase by 100bps - PAT and Other Equity decreases by	65.12	68.78
Interest rates decrease by 100bps - PAT and Other Equity increases by	(65.12)	(68.78)

* Holding all other variables constant.

(b) Credit risk

Credit risk is the risk of loss that may arise on outstanding financial instruments when a counterparty defaults on its obligations. The Company's exposure to credit risk arises primarily from loans extended, security deposits, balances with bankers and trade and other receivables. The Company's objective is to seek continual revenue growth while minimising losses incurred due to increased credit risk exposure. The credit risk has always been managed by the Company through credit approvals, establishing credit limits, and continuously monitoring the credit worthiness of the customers to whom the Company grants credit terms in the normal course of business. Outstanding customer receivables are regularly monitored.

Exposure to credit risk:

At the end of the reporting year, the Company's maximum exposure to credit risk is represented by the carrying amount of each class of financial assets recognised in the statement of financial position. No other financial assets carry a significant exposure to credit risk.

Credit risk concentration profile:

At the end of the reporting year, there were no significant concentrations of credit risk. The maximum exposures to credit risk in relation to each class of recognised financial assets is represented by the carrying amount of each financial assets as indicated in the balance sheet.

Financial assets that are neither past due nor impaired:

None of the Company's cash and bank balances, loans, security deposits were past due or impaired as at 31st March 2026. Trade and other receivables including's loans that are neither past due nor impaired are from various individual customers and reputed financial institutions.

Financial assets that are either past due or impaired:

The Company doesn't have any significant trade receivables or other financial assets which are either past due or impaired. The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, the management also evaluates the factors that may influence the credit risk of its customer base, including the default risk. The management has established a credit policy, procedures and controls relating to customer credit risk management under which each new customer is analysed individually for creditworthiness before the Company's standard payment and delivery terms and conditions are offered. The Company's receivables turnover is quick and historically, there was no significant default on account of trade and other receivables. An impairment analysis is performed at each reporting date on an individual basis. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted for forward looking information.

Financial instruments and cash deposits

Credit risk from balances with banks is managed by the Company's finance team in accordance with the Company's policy. Investments of surplus funds are made only with approved and reputed banks and within credit limits assigned to each bank. The amounts invested and details of relevant banks are reviewed by the Company's Board of directors on annual basis.

(c) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the Company's reputation.

Management monitors rolling forecasts of the Company's liquidity position (comprising the undrawn borrowing facilities) and cash and cash equivalents on the basis of expected cash flows. This is generally carried out by the Company in accordance with practice and limits set by the management.

Summary of the material accounting policies and other explanatory information (Contd.)
(All amounts in ₹ in Million, unless otherwise stated)

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

	As at 31st March 2026	As at 31st March 2025
Less than 1 year		
- Borrowings	6,926.06	7,784.45
- Trade payables	659.93	562.55
- Lease liability	1,534.92	1,368.29
- Other financial liabilities	360.46	320.80
1 to 2 years		
- Borrowings	311.79	321.70
- Lease liability	1,563.79	1,374.02
2 to 5 years		
- Borrowings	620.90	633.64
- Lease liability	4,581.59	5,420.97
More than 5 years		
- Borrowings	1,052.47	1,100.06
- Lease liability	10,796.92	8,411.67

(d) Excessive risk concentration

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Company's performance to developments affecting a particular industry.

In order to avoid excessive concentrations of risk, the Company's policies and procedures include specific guidelines to focus on the maintenance of a diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly.

32 CAPITAL MANAGEMENT

Capital includes equity and all other reserves attributable to share holders. The primary objective of the capital management is to ensure that it maintains an efficient capital structure and healthy capital ratios in order to support its business and maximise share holders value. The Company manages its capital structure and make adjustments to it, in light of changes in economic conditions or its business requirements.

The Company monitors capital using a gearing ratio, which is net debt divided by equity plus net debt.

The Company includes within net debt, interest bearing loans and borrowings, less cash and bank balances.

Net gearing ratio:

	As at 31st March 2026	As at 31st March 2025
Borrowings*	8,911.22	9,839.85
Less: Cash and bank balances	651.62	457.18
Net debt	**8,259.60**	**9,382.67**
Equity	3,847.49	3,847.49
Other equity	12,415.53	11,341.33
Total equity	**16,263.02**	**15,188.82**
Total net debt and equity	**24,522.62**	**24,571.49**
Gearing ratio	**33.68%**	**38.19%**

*Total borrowings include non-current borrowings and current borrowings.

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing for the year ended 31st March 2026.

There have been no changes made in the objectives, policies or processes for managing capital during the year ended 31st March 2026.

33 SEGMENT REPORTING

In accordance with Indian Accounting Standard (Ind AS) 108 on "Operating Segments", segment information has been disclosed in the consolidated financial statements of the Company, and therefore no separate disclosure on segment information is given in these standalone financial statements.

34 CONTINGENT LIABILITIES

	As at 31st March 2026	As at 31st March 2025
Claims against the Company not acknowledged as debts	178.63	122.57

Note:

(i) The Company received an order from the National Anti-Profiteering Authority of the Central Goods and Services Tax Act, 2017 demanding an amount of ₹3.43 on account of disputes with customers in various forums alleging certain non-compliances with the anti-profiteering regulations of the Goods and Services Act, 2017. The management filed necessary appeals in this regard with the appropriate appellate authorities. However, on the basis of its internal assessment of the nature of the allegations and the facts of the case, management is confident of resolving this matter in favour of the Company.

(ii) The Company has received an order from Director General of GST, Hyderabad demanding an amount of ₹107.26 alleging that the Company has failed to levy GST on receipt of credit notes of certain types issued by its vendors. The management filed necessary appeals in this regard with the appropriate appellate authority. However, on the basis of its internal assessment of the nature of the allegations and the facts of the case, management is confident of resolving this matter in favour of the Company.

(iii) The Company has received an order from Commissioner of Customs and GST, Hyderabad demanding an amount of ₹52.42 alleging the Company of irregular availment of input tax credit (ITC) during 2018-19 and 2019-20. The management has filed the necessary appeals in this regard with the appropriate appellate authority. However, on the basis of its internal assessment of the nature of the allegations and the facts of the case, management is confident of resolving this matter in favour of the Company.

35 CAPITAL AND OTHER COMMITMENTS

	As at 31st March 2026	As at 31st March 2025
Capital commitments (Net of advances)	801.72	578.77

36 RELATED PARTY DISCLOSURES

(a) **Names of related parties and nature of relationship**

Names of the related parties	Nature of relationship
Cloudnine Retail Private Limited	Subsidiary Company
EMIL CSR Foundation	
Pavan Kumar Bajaj	Key managerial personnel ('KMP')
Karan Bajaj	
Astha Bajaj	
Premchand Devarakonda	
Rajiv Kumar	
Prem Bajaj	Close members of KMP
Renu Bajaj	
Kanwal Bajaj	
Seema Narula	
Mirza Ghulam Muhammad Baig	Independent Directors
Jyotsna Angara	
Gurudeep Singh	

Summary of the material accounting policies and other explanatory information (Contd.)
(All amounts in ₹ in Million, unless otherwise stated)

(b) **Transactions with related parties**

	For the year ended 31st March 2026	For the year ended 31st March 2025
Rent paid		
Pavan Kumar Bajaj	15.85	14.58
Karan Bajaj	0.58	1.13
Renu Bajaj	1.17	1.03
Seema Narula	2.55	2.46
Transactions with key management personnel		
Managerial Remuneration* (Short-term employee benefits)	106.23	84.98
Remuneration*		
Prem Bajaj	3.16	3.01
Kanwal Bajaj	2.40	2.40
Director's sitting fees		
Mirza Ghulam Muhammad Baig	1.35	1.85
Jyotsna Angara	1.20	1.50
Gurudeep Singh	1.35	1.70
Cloudnine Retail Private Limited		
Expenditure incurred on behalf of Subsidiary	0.04	0.63
EMIL CSR Foundation		
Donation paid	47.23	30.13

* Excluding employer's contribution to defined contribution plans and provision made for defined benefit plans, as it is computed for the Company as a whole and cannot be separately ascertained.

(c) **Balances receivable/(payable)**

	As at 31st March 2026	As at 31st March 2025
Karan Bajaj (net of security deposit receivable of ₹0.37)	(21.58)	(1.60)
Pavan Kumar Bajaj (net of security deposit receivable of ₹9.99)	7.00	7.32
Renu Bajaj (net of security deposit receivable of ₹0.74)	0.59	0.59
Astha Bajaj	(1.25)	(1.25)
Prem Bajaj	(0.21)	(0.21)
Premchand Devarakonda	(0.94)	(0.94)
Rajiv Kumar	(0.38)	(0.38)
Kanwal Bajaj	(0.20)	(0.20)
Cloudnine Retail Private Limited	1.01	0.97
Seema Narula	(0.19)	(0.19)

(d) **Details of Personal Guarantees**

	As at 31st March 2026	As at 31st March 2025
Total Personal Guarantees	8,702.20	9,191.12

The Personal Guarantee given by Renu Bajaj is only for working capital facility availed from HDFC Bank for ₹ 4,072.39 (31st March 2025: ₹ 4,267.56). Personal guarantees provided by Pavan Bajaj and Karan Bajaj are towards the above outstanding loan amount.

Transaction with 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. There have been no guarantees provided or received for any related party receivables or payables.

37 LEASES

(a) **The movement in lease liabilities during the year ended 31st March 2026 is as follows:**

Particulars	As at 31st March 2026	As at 31st March 2025
Balance at the beginning of the year	9,833.06	8,570.46
Add: Additions during the year	1,805.57	1,842.70
Add: Impact of reassessment of lease liability for the year	-	-
Add: Interest accrued during the year	954.40	848.76
Less: Payment of lease liabilities	1,447.43	1,317.68
Less: De-recognised during the year	86.97	111.18
Balance at the end of the year	**11,058.63**	**9,833.06**
Bifurcation of lease liability as on :		
Current lease liabilities	573.37	502.58
Non-current lease liabilities	10,485.26	9,330.48
	11,058.63	**9,833.06**

(b) **The details of the contractual maturities of lease liabilities as at respective year ended on an undiscounted basis are as follows:**

Particulars	As at 31st March 2026	As at 31st March 2025
Less than one year	1,534.92	1,368.29
One to five years	6,145.38	6,794.99
More than five years	10,796.92	8,411.67
Total	**18,477.22**	**16,574.95**

The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

Rental expense recorded for short-term leases was ₹24.71 (31st March 2025: ₹9.30) for the year ended 31st March 2026.

The future cash outflows to which the lessee is potentially exposed that are not reflected in the measurement of lease liabilities are -

1) Leases not yet commenced to which the Company is committed amounts to 31st March 2026: ₹383.75 (31st March 2025: ₹255.12).

2) Variable lease payments based on sales amounts to 31st March 2026: ₹1.37 (31st March 2025: ₹1.99).

(c) **The movement in right-of-use asset during the year ended is as follows:**

Particulars	As at 31st March 2026	As at 31st March 2025
Balance at the beginning of the year	8,505.51	7,523.82
Add: Additions during the year	1,910.36	1,956.21
Add: Impact of reassessment of lease liability	-	-
Less: Depreciation expense accrued during the year	1,003.14	884.83
Less: De-recognised during the year	58.32	89.69
Balance at the end of the year	**9,354.41**	**8,505.51**

Summary of the material accounting policies and other explanatory information (Contd.)
(All amounts in ₹ in Million, unless otherwise stated)

38 RATIOS AS PER SCHEDULE III REQUIREMENTS

Particulars		31st March 2026	31st March 2025	Change in %
(a)	Current ratio = Current assets / Current liabilities	1.82	1.73	5.12%
(b)	Debt Equity ratio = Total borrowings / Total equity	0.55	0.65	(15.42)%
(c)	Debt service coverage ratio = (Profit after tax + Finance cost + Depreciation) / (Finance cost + Total Current borrowings) (1)	0.30	0.30	(0.93)%
(d)	Return on equity ratio / return on investment ratio = Net Profit after tax divided by average equity	0.07	0.11	(38.68)%
(e)	Inventory turnover ratio = Cost of goods sold divided by Average Inventory (2)	4.97	5.24	(5.13)%
(f)	Trade receivables turnover ratio = Revenue from operations divided by average Trade receivables	110.91	106.38	4.25%
(g)	Trade payables turnover ratio = Purchases divided by Average Trade payables	100.72	143.25	(29.69)%
(h)	Net capital turnover ratio = Revenue from operations divided by (Current Assets less Current Liabilities)	9.48	9.37	1.13%
(i)	Net profit ratio = Net profit after tax divided by Revenue from operations	1.49%	2.38%	(37.43)%
(j)	Return on Capital employed = (Earnings before Finance cost, other income and income taxes) divided by average Capital employed (3)	11.58%	13.74%	(15.72)%

(1) Excludes interest and depreciation on right-of-use assets and related liabilities.
(2) Cost of goods sold includes purchases of stock-in-trade and changes in inventories of stock-in-trade.
(3) capital employed = Total assets - Current liabilities.

Note: Reasons for change in % by more than 25% is as under

(i) Change in Return on equity ratio, Net profit ratio is attributed to significant expansion activities undertaken during the current year.
(ii) Change in Trade payables turnover ratio is attributed to increase in Average Trade payables during the current year.

39 (i) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries).

(ii) The Company has not received any fund from any party (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

40 The Ministry of Corporate Affairs (MCA) has prescribed under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 inserted by the Companies (Accounts) Amendment Rules, 2021 requiring companies, which uses accounting software for maintaining its books of account, shall use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled.

The Company has used accounting software's for recording of transactions and billing records.

In respect of accounting software used for recording transactions, the audit trail (edit log) feature at database level was not enabled for the period 1st April 2025 to 21st April 2025. For previous year, audit trail (edit log) feature at database level was not enabled in the accounting software.

In respect of billing software, audit trail (edit log) feature at database level was enabled throughout the current year. For previous year, the edit log at database level was enabled with effect from 7th August 2024.

Furthermore, the audit trail has been preserved by the Company as per the statutory requirements for record retention, except for audit trail (edit log) facility at database level for the aforesaid accounting and billing softwares.

41 During the previous financial year, on account of an Unified Payment Interface (UPI) payment scam attempt, the Company suffered a loss of ₹ 16.5 perpetrated by third parties. The Company has filed a First information report ("FIR") on this matter. Further, the Company has also charged this amount as expenditure in the standalone statement of profit and loss. Summary is as follows:

Particulars	For the year ended 31st March 2026
Number of UPI transactions	819 transactions
Amount	₹ 27.30
Recovery	₹ 10.80
Net loss	₹ 16.50

42 ADDITIONAL DISCLOSURES

(i) No proceeding have been initiated on or is pending against the Company for holding benami property under the Benami Transactions Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

(ii) The Company has not been declared wilful defaulter by any bank or financial Institution or other lender.

(iii) 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 during the year ended 31st March 2026 (31st March 2025:Nil)

(iv) No charges or satisfaction yet to be registered with Registrar of Companies (ROC) beyond the statutory period.

(v) 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.

(vi) No Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Act.

(vii) There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

(viii) The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

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During the year, the Company reclassified sell-out scheme incentives and cash discounts received from suppliers from 'Revenue from operations - Other operating income' to reduction from 'Purchases of Stock in Trade' in the Statement of Standalone Profit and Loss and receivables pertaining to such incentives and discounts from 'Trade Receivables' to 'Other non-financial current assets' and 'Trade Payables' in the Standalone Balance Sheet in accordance with the applicable accounting standards, since such incentives and discounts are associated with inventory purchases and are not in exchange for any distinct goods or services by the Company to the such vendors. Further, the aforementioned adjustment has resulted in decrease in inventories, increase in Profit before tax and decrease in other Equity for the previous year. These adjustments made to the comparative financial statements are not considered material.

44 EXCEPTIONAL ITEMS

a) On 29th May 2025, a fire incident occurred at one of the Company's godowns, resulting in significant damage to inventory valued at ₹ 81.72 Million. The Company lodged an insurance claim and received full and final settlement for ₹ 75.27 Million against the claim, which was recognised as an exceptional item in the Statement of Profit and Loss.

b) The Company, transferred its four "IQ" retail stores located in the states of Telangana and Andhra Pradesh, along with the related trademarks and certain immovable assets but excluding inventory, for a total consideration of ₹80 Million. The gain on disposal of such assets of ₹76.65 Million has been recognised as an exceptional item in the Statement of Profit and Loss.

c) The Government of India has merged various existing labour laws into a unified framework comprising four labour codes, collectively referred to as the "New Labour Code". During the current year, the Company has restructured the compensation to employees which resulted in an additional impact of ₹ 1.76 Million which has been accounted under exceptional items. The Company continues to monitor the developments pertaining to Labour Codes and will evaluate impact, if any, on the measurement of liability pertaining to employee benefits.

This is the summary of material accounting policies and other explanatory information referred to in our report of even date.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Hemant Maheshwari
Partner
Membership Number.:096537

Place: Hyderabad
Date: 22nd May 2026

For and on behalf of the Directors of
Electronics Mart India Limited
CIN: L52605TG2018PLC126593

Pavan Kumar Bajaj
Managing Director
DIN: 07899635

Karan Bajaj
Wholetime Director & CEO
DIN: 07899639

Premchand Devarakonda
Chief Financial Officer

Rajiv Kumar
Company Secretary
M. No. A42082

Place: Hyderabad
Date: 22nd May 2026

Independent Auditor's Report

To the Members of
Electronics Mart India Limited

Report on the Audit of the Consolidated Financial Statements

OPINION

1. We have audited the accompanying consolidated financial statements of **Electronics Mart India Limited** ('the Holding Company') and its subsidiaries i.e, Cloudnine Retail Private Limited and EMIL CSR Foundation (the Holding Company and its subsidiaries together referred to as 'the Group'), which comprise the Consolidated Balance Sheet as at 31 March 2026, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Cash Flow and the Consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including material accounting policy information and other explanatory information.

2. In our opinion and to the best of our information and according to the explanations given to us the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India of the consolidated state of affairs of the Group, as at 31 March 2026, and their consolidated profit (including other comprehensive income), consolidated cash flows and the consolidated changes in equity for the year ended on that date.

BASIS FOR OPINION

3. We conducted our audit in accordance with the Standards on Auditing 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, in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the rules 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 opinion.

KEY AUDIT MATTERS

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. 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.

5. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matters	How our audit addressed the key audit matter
Vendor incentives: Refer note 3(A)(k) for material accounting policy information and note 42 for the related disclosures in the accompanying Consolidated financial statements. The Holding Company is entitled to price support from its vendors in the form of rebates (also referred to as 'incentives'), under various schemes offered by the vendors that are associated with inventory purchases. There are various different types of rebate/incentive programs, with specific terms for eligibility, as part of arrangement and transactions with a large number of vendors. These incentives are recorded as a reduction against the cost of purchases recorded during the year and consequently, also impacts the valuation of closing inventories of stock-in-trade. Given the high volume of schemes and manual computations, significant management effort is required to ensure the completeness and accuracy of incentive accruals and related adjustments to closing inventories and cost of goods sold.	**Our audit procedures in relation to vendor incentives included, but were not limited to, the following:** i) Assessed the appropriateness of Holding Company's material accounting policy information with respect to recognition of vendor incentives in accordance with requirements of applicable accounting standards; ii) Obtained an understanding of process followed by management for ensuring accuracy and completeness of incentives received/ receivable, including their adjustment against purchase cost and consequent impact on inventory valuation; iii) Evaluated the design and tested the operating effectiveness of Holding Company's key internal financial controls over computation of incentive eligibility and the recording of related receipts/accruals against purchase cost of inventory; iv) Performed substantive testing on selected samples of incentives recorded during the year as well as those recorded through year-end accruals, by inspecting relevant communications with vendors and underlying supporting documents in respect of such schemes and contracts, to ensure the incentives are recorded by the correct amount in the correct period;

Key audit matters	How our audit addressed the key audit matter
Considering the materiality of amount of incentives recognised and significant management and auditor efforts and judgements required to ensure completeness and accuracy of incentives received/receivable, the matter has been identified as a key audit matter in the current year's audit.	v) On a sample basis, tested the year-end reconciliation performed by the management with respect to outstanding incentive receivable balance with the subsequent vendor statements; vi) Assessed the adequacy of the disclosures made in the Consolidated financial statements in accordance with the requirements of the applicable accounting standards.
Valuation of inventories: Refer note 3(A)(g) for material accounting policy information and note 9 for the related disclosures in the accompanying Consolidated financial statements. Inventories as at 31 March 2026 comprises of stock-in-trade aggregating to ₹12,406.72 million, carried at net of adjustment towards realizable value ('NRV') and provision for slow moving inventory. The inventory of stock in trade is also subject to appropriate adjustments towards purchase rebates/incentives/discounts due from the vendors, which are linked and are subject to compliance with the terms and conditions specified under various schemes offered by vendors. Assessment of net realisable values of inventory of stock-in-trade involves estimation of future selling price together with assessment of incentives, if any, in the form of compensation for lower realisation as per specific incentive schemes offered by vendors to the Holding Company. Considering the significance of carrying value of inventories to the overall balance sheet, significant manual efforts by the management to assess the value of closing stock after considering impact of incentives, detailed assessment of provision required relating to net realisable values and the judgements applied for determining the allowance for slow moving inventory, we have identified valuation of the inventories as a key audit matter for current year's audit.	**Our audit procedures in relation to valuation of inventories included, but were not limited to the following:** i) Enquired with management to understand the accounting policy adopted by the Holding Company, and the process followed for adjustment of rebates/discounts/incentives, in accordance with the requirements of Ind AS 2 'Inventories'. ii) Evaluated the design and tested the operating effectiveness of Holding Company's key manual controls over: a. Valuation of inventories; and b. Accruals of rebates /incentives / discounts having impact on the carrying value of inventories iii) Tested the purchase cost, on a sample basis, relating to purchase transactions recorded during the year from underlying supporting documents such as contracts, invoices and shipping documents to ensure such purchases are recorded at the correct amount in the correct period. iv) Tested the carrying value of closing inventory on a sample basis by recomputing the weighted average cost applied for year-end valuation, including adjustments for incentives relating to closing inventories; v) Tested the inventory ageing on a sample basis from underlying source documents and examined the historical trend of obsolete inventory together with our understanding of current year developments to form an expectation of the reasonableness of management provision for slow moving inventory; vi) On sample basis, tested management's estimate of 'net realisable value' of inventory based on expected future selling prices by verifying the sale prices of inventory sold near to and subsequent to year end along with related incentives entitlement, if any; vii) Assessed the adequacy of the disclosures made in the consolidated financial statements in accordance with the requirements of the accounting standards;

INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

6. The Holding Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the consolidated financial statements and our auditor's report thereon. The Annual Report, is expected to be made available to us after the date of this auditor's report.

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 the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

7. The accompanying consolidated financial statements have been approved by the Holding Company's Board of Directors. The Holding Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Board of Directors of the Holding Company, as aforesaid.

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

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

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

10. 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 Standards on Auditing 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.

11. As part of an audit in accordance with Standards on Auditing specified under Section 143(10) of the Act 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 Board of Directors' 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 to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern;
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation; and

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial statements of such entities included in the consolidated financial statements, of which we are the independent auditors.

12. 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.

13. 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.

14. 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 of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

15. As required by Section 197(16) of the Act, based on our audit, we report that the Holding Company, incorporated in India whose financial statements have been audited under the Act have paid remuneration to their respective directors during the year in accordance with the provisions of and limits laid down under Section 197 read with Schedule V to the Act. Further, we report that two subsidiaries, incorporated in India whose financial statements have been audited under the Act have not paid or provided for any managerial remuneration during the year. Accordingly, reporting under Section 197(16) of the Act is not applicable in respect of such subsidiaries.

16. As required by clause (xxi) of paragraph 3 of Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of Section 143(11) of the Act based on the consideration of the Order reports issued by us, of companies included in the consolidated financial statements and covered under the Act we report that there are no qualifications or adverse remarks reported in the respective Order reports of such companies.

17. As required by Section 143(3) of the Act, based on our audit, we report, to the extent applicable, that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;

b) Except for the matters stated in paragraph 17(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.

c) The consolidated financial statements dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

d) In our opinion, the aforesaid consolidated financial statements comply with Ind AS specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015;

e) On the basis of the written representations received from the directors of the Holding Company, its subsidiaries and taken on record by the Board of Directors of the Holding Company and its subsidiaries covered under the Act, none of the directors of the Holding Company, its subsidiaries, are disqualified as on 31 March 2026 from being appointed as a director in terms of Section 164(2) of the Act.

f) The qualification relating to the maintenance of accounts and other matters connected therewith with respect to the consolidated financial statements are as stated in paragraph 17(b) above on reporting under Section 143(3)(b) of the Act and paragraph 17(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended);

g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company, and its subsidiary, covered under the Act, and the operating effectiveness of such controls, refer to our separate report in 'Annexure I' wherein we have expressed an unmodified opinion; and

h) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:

i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, as detailed in Note 33 to the consolidated financial statements;

Independent Auditor's Report (Contd.)

ii. The Group, did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2026;

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiaries, covered under the Act, during the year ended 31 March 2026

iv. a. The respective Managements of the Holding Company and its subsidiaries, incorporated in India whose financial statements have been audited under the Act have represented to us that, to the best of their knowledge and belief , as disclosed in note 38(i) to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Holding Company or its subsidiaries, to or in any persons or entities, including foreign entities ('the 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 Holding Company, or any such subsidiaries,('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;

b. The respective Managements of the Holding Company and its subsidiaries, incorporated in India whose financial statements have been audited under the Act have represented to us respectively that, to the best of their knowledge and belief as disclosed in the note 38(ii) to the accompanying consolidated financial statements, no funds have been received by the Holding Company or its subsidiaries, from any persons or entities, including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Holding Company, or any such subsidiaries, 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 by us, as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the Management representations under sub-clauses (a) and (b) above contain any material misstatement.

v. The Holding Company and its subsidiaries, have not declared or paid any dividend during the year ended 31 March 2026.

vi. As stated in note 39 to the consolidated financial statements and based on our examination which included test checks the Holding Company and its subsidiaries, in respect of financial year commencing on or after 1 April 2025, have used accounting softwares for maintaining their books of account which have a feature of recording audit trail (edit log) facility and the same have been operated throughout the year for all relevant transactions recorded in the softwares. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with except for instances mentioned below other than the consequential impact of the exceptions given below. Furthermore, the audit trail has been preserved by the Company as per the statutory requirements for record retention, except in respect of audit trail (edit log) facility at database level.

Nature of Exception noted	Details of Exception
Instances of accounting software for maintaining books of account for which the feature of recording audit trail (edit log) facility was not operated throughout the year for all relevant transactions recorded in the software.	The audit trail (edit logs) was not retained for the period 1 April 2025 to 21 April 2025 at the database level for the accounting software to log any direct data changes, used for recording of transactions.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Hemant Maheshwari
Partner
Membership No.: 096537
UDIN: 26096537CYUIJE7733

Place: Hyderabad
Date: 22nd May 2026

Annexure I

To the Independent Auditor's Report of even date to the members of Electronics Mart India Limited on the consolidated financial statements for the year ended 31 March 2026

INDEPENDENT AUDITOR'S REPORT ON THE INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO CONSOLIDATED FINANCIAL STATEMENTS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ('THE ACT')

1. In conjunction with our audit of the consolidated financial statements of Electronics Mart India Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), as at and for the year ended 31 March 2026, we have audited the internal financial controls with reference to financial statements of the Holding Company, its subsidiary companies, which are companies covered under the Act, as at that date.

RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR INTERNAL FINANCIAL CONTROLS

2. The respective Board of Directors of the Holding Company and its subsidiary companies, which are companies covered under the Act, are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's 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 Act.

AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF THE INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO CONSOLIDATED FINANCIAL STATEMENTS

3. Our responsibility is to express an opinion on the internal financial controls with reference to financial statements of the Holding Company, and its subsidiary companies, as aforesaid, based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India ('ICAI') prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') issued by the 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 financial statements were established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, 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.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to financial statements of the Holding Company, and its subsidiary companies, as aforesaid.

MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO CONSOLIDATED FINANCIAL STATEMENTS

6. A Company's internal financial controls with reference to 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 financial statements include 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 consolidated financial statements.

Annexure I (Contd.)

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO CONSOLIDATED FINANCIAL STATEMENTS

7. Because of the inherent limitations of internal financial controls with reference to 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 financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

8. In our opinion, the Holding Company, and its subsidiary companies, which are companies covered under the Act, have in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31 March 2026, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Hemant Maheshwari
Partner
Membership No.: 096537
UDIN: 26096537CYUIJE7733

Place: Hyderabad
Date: 22nd May 2026

Consolidated Balance Sheet

As at 31st March 2026

(All amounts in ₹ in Million, unless otherwise stated)

	Notes	As at 31st March 2026	As at 31st March 2025
ASSETS			
Non-current assets			
(a) Property, plant and equipment	4	9,938.17	9,050.85
(b) Right-of-use assets	36(c)	9,354.41	8,505.51
(c) Capital work-in-progress	5	193.24	303.59
(d) Intangible assets	6	22.74	26.65
(e) Financial assets			
i) Other non-current financial assets	7(a)	684.62	639.26
(f) Deferred tax assets, net	28	522.37	401.98
(g) Non-current tax assets	27(c)	64.99	28.16
(h) Other non-current assets	8(a)	395.64	453.50
		21,176.18	**19,409.50**
Current assets			
(a) Inventories	9	12,406.72	12,301.84
(b) Financial assets			
i) Trade receivables	10	553.17	742.20
ii) Cash and Bank balances	11	497.47	305.31
iii) Loans	12	19.07	16.69
iv) Other current financial assets	7(b)	5.09	26.25
(c) Other current assets	8(b)	3,313.15	3,571.60
		16,794.67	**16,963.89**
Total assets		**37,970.85**	**36,373.39**
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	13	3,847.49	3,847.49
(b) Other equity	14	12,413.86	11,340.08
Total equity		**16,261.35**	**15,187.57**
LIABILITIES			
Non-current liabilities			
(a) Financial liabilities			
i) Borrowings	15(a)	1,985.16	2,055.40
ii) Lease liabilities	36(a)	10,485.26	9,330.48
(b) Provisions	16	21.26	17.12
		12,491.68	**11,403.00**
Current liabilities			
(a) Financial liabilities			
i) Borrowings	15(b)	6,926.06	7,784.45
ii) Lease liabilities	36(a)	573.37	502.58
iii) Trade payables	17		
(a) total outstanding dues of micro enterprises and small enterprises		19.88	7.16
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		640.65	555.79
iv) Other current financial liabilities	18	360.46	320.80
(b) Other current liabilities	19	534.62	537.08
(c) Provisions	16	20.61	22.32
(d) Current tax liabilities	27(d)	142.17	52.64
		9,217.82	**9,782.82**
Total equity and liabilities		**37,970.85**	**36,373.39**

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

This is the Consolidated Balance Sheet referred to in our report of even date.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Hemant Maheshwari
Partner
Membership Number.:096537

Place: Hyderabad
Date: 22nd May 2026

For and on behalf of the Directors of
Electronics Mart India Limited
CIN: L52605TG2018PLC126593

Pavan Kumar Bajaj
Managing Director
DIN: 07899635

Karan Bajaj
Wholetime Director & CEO
DIN: 07899639

Premchand Devarakonda
Chief Financial Officer

Rajiv Kumar
Company Secretary
M. No. A42082

Place: Hyderabad
Date: 22nd May 2026

Consolidated Statement of Profit and Loss

For the year ended 31st March 2026

(All amounts in ₹ in Million, unless otherwise stated)

	Notes	For the year ended 31st March 2026	For the year ended 31st March 2025
INCOME			
Revenue from operations	20	71,832.62	67,313.06
Other income	21	81.88	91.40
Total income		**71,914.50**	**67,404.46**
EXPENSES			
Purchases of stock-in-trade	42	61,566.12	60,073.06
Changes in inventories of stock-in-trade	22	(104.88)	(2,734.94)
Employee benefits expense	23	1,595.36	1,330.93
Finance costs	24	1,536.70	1,175.21
Depreciation and amortisation expense	25	1,561.63	1,266.91
Other expenses	26	4,393.93	4,132.86
Total expenses		**70,548.86**	**65,244.03**
Profit before exceptional items and tax		**1,365.64**	**2,160.43**
Exceptional items	43	68.44	-
Profit before tax		**1,434.08**	**2,160.43**
Tax expense	27(a)		
(a) Current tax expense		483.10	640.38
(b) Deferred tax benefit		(120.40)	(84.81)
Profit for the year		**1,071.38**	**1,604.86**
Other comprehensive income			
Items that will not be reclassified subsequently to profit or loss			
Remeasurement gain/(loss) on the defined benefit plans, net of income taxes		2.40	(2.66)
Total other comprehensive income, net of tax		**2.40**	**(2.66)**
Total comprehensive income for the year		**1,073.78**	**1,602.20**
EARNINGS PER EQUITY SHARE (EPES):			
Basic and Diluted (in absolute ₹ terms)		2.78	4.17
Weighted average number of equity shares considered for computation of EPES		38,47,48,762	38,47,48,762
Nominal value per equity share (in absolute ₹ terms)		10	10

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

This is the Consolidated Statement of Profit and Loss referred to in our report of even date.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Hemant Maheshwari
Partner
Membership Number.:096537

Place: Hyderabad
Date: 22nd May 2026

For and on behalf of the Directors of
Electronics Mart India Limited
CIN: L52605TG2018PLC126593

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Chief Financial Officer

Rajiv Kumar
Company Secretary
M. No. A42082

Place: Hyderabad
Date: 22nd May 2026

Consolidated Statement of Cash Flows

For the year ended 31st March 2026 (Contd.)

(All amounts in ₹ in Million, unless otherwise stated)

	For the year ended 31st March 2026	For the year ended 31st March 2025
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before tax	**1,434.08**	**2,160.43**
Adjustments to reconcile profit before tax to net cash flows:		
- Depreciation and amortisation expense	1,561.63	1,266.91
- Bad debts written-off	0.71	16.00
- Advances written-off	5.65	2.72
- Loss of stock due to fire accident	81.71	-
- Property, plant and equipment written off	1.46	8.04
- Gain on de-recognition of right-of-use assets	(30.85)	(21.50)
- Gain on account of sale of IQ retail stores	(76.65)	-
- Interest expense	1,502.48	1,138.13
- Interest income	(9.64)	(54.02)
Operating cash flows before changes in working capital	**4,470.58**	**4,516.71**
Adjustments for working capital:		
Increase in loans	(2.38)	(1.43)
Decrease/ (Increase) in other assets	259.33	(20.23)
Increase in inventories	(186.60)	(2,734.94)
Decrease in trade receivables	188.32	24.35
Increase in other financial assets	(14.63)	(99.17)
Increase in trade payables	97.98	609.34
Increase in financial liabilities	52.93	25.91
(Decrease)/ Increase in other current liabilities and provisions	(0.45)	45.73
	394.50	**(2,150.44)**
Cash generated from operations	**4,865.08**	**2,366.27**
Income taxes paid, net	(428.00)	(608.38)
Net cash generated from operating activities	**4,437.08**	**1,757.89**
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment, including intangible assets	(1,237.14)	(3,237.25)
Proceeds from sale of property, plant & equipment	8.73	-
Proceeds from sale of IQ retail stores	80.00	-
Security deposits towards right-of-use assets	(104.79)	(113.51)
Movement in other bank balances	(11.50)	(7.70)
Interest income received	10.73	38.70
Net cash used in investing activities	**(1,253.97)**	**(3,319.76)**
CASH FLOWS FROM FINANCING ACTIVITIES		
Repayment of long-term borrowings	(352.01)	(319.19)
Proceeds from long-term borrowings	281.77	1,466.32
(Repayment of)/ Proceeds from short-term borrowings, net	(858.39)	1,564.66
Payment of lease liability	(490.82)	(377.37)
Interest paid	(1,571.50)	(1,321.98)
Net cash generated from /(used in) financing activities	**(2,990.95)**	**1,012.44**
Net decrease in cash and cash equivalents	192.16	(549.43)
Cash and cash equivalents at the beginning of the year	305.31	854.74
Cash and cash equivalents at the end of the year	**497.47**	**305.31**

Consolidated Statement of Cash Flows

For the year ended 31st March 2026 (Contd.)

(All amounts in ₹ in Million, unless otherwise stated)

	As at 31st March 2026	As at 31st March 2025
Cash and cash equivalents comprise of: (refer note 11)		
Balance with banks		
- on current accounts	429.30	206.63
Cash on hand	56.17	98.68
Deposits with maturity less than 3 months	12.00	-
	497.47	**305.31**

Note: Refer Note 15 for changes in liabilities arising from financing activities and changes due to non-cash lease liabilities.

This is the Consolidated Statement of Cash Flows referred to in our report of even date.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Hemant Maheshwari
Partner
Membership Number.:096537

Place: Hyderabad
Date: 22nd May 2026

For and on behalf of the Directors of
Electronics Mart India Limited
CIN: L52605TG2018PLC126593

Pavan Kumar Bajaj
Managing Director
DIN: 07899635

Karan Bajaj
Wholetime Director & CEO
DIN: 07899639

Premchand Devarakonda
Chief Financial Officer

Rajiv Kumar
Company Secretary
M. No. A42082

Place: Hyderabad
Date: 22nd May 2026

Consolidated Statement of Changes in Equity

For the year ended 31st March 2026

(All amounts in ₹ in Million, except number of equity shares and unless otherwise stated)

(a) Equity share capital

	Number of shares	Amount
Equity shares of ₹10 each issued, subscribed and fully paid up:		
As at 1st April 2024	**38,47,48,762**	**3,847.49**
Issued during the year	-	-
As at 31st March 2025	**38,47,48,762**	**3,847.49**
Issued during the year	-	-
As at 31st March 2026	**38,47,48,762**	**3,847.49**

(b) Other Equity

	Reserves and Surplus		Other Comprehensive Income	Total
	Retained earnings	Securities premium		
Balance as at 1st April 2024	**6,027.25**	**3,798.56**	**23.29**	**9,849.10**
On account of restatement (refer note 42)	(125.86)	-	-	(125.86)
Profit for the year (refer note 42)	1,604.86	-	-	1,604.86
Other comprehensive income for the year	-	-	(2.66)	(2.66)
Share issue expenses (refer note 13(b))	-	14.64	-	14.64
Balance as at 31st March 2025	**7,506.25**	**3,813.20**	**20.63**	**11,340.08**
Profit for the year	1,071.38	-	-	1,071.38
Other comprehensive income for the year	-	-	2.40	2.40
Balance as at 31st March 2026	**8,577.63**	**3,813.20**	**23.03**	**12,413.86**

Refer note 14 for nature and purpose of reserves.

This is the Statement of Consolidated Changes in Equity referred to in our report of even date.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Hemant Maheshwari
Partner
Membership Number.:096537

Place: Hyderabad
Date: 22nd May 2026

For and on behalf of the Directors of
Electronics Mart India Limited
CIN: L52605TG2018PLC126593

Pavan Kumar Bajaj
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Premchand Devarakonda
Chief Financial Officer

Rajiv Kumar
Company Secretary
M. No. A42082

Place: Hyderabad
Date: 22nd May 2026

Summary of the material accounting policies and other explanatory information

(All amounts in ₹ in Million, unless otherwise stated)

1. GROUP OVERVIEW

The Consolidated Financial Statements comprises of financial statements of Electronics Mart India Limited ("EMIL", "Holding Company" or "the Company") and its subsidiaries Cloudnine Retail Private Limited and EMIL CSR Foundation (Holding Company and its subsidiaries collectively termed as "the Group"). The Holding Company is a public limited company incorporated under the provisions of the Companies Act, 2013 ("the Act"). The registered office of the Company is located at D. No.: 6-1-91, Shop No. 10, Ground Floor, Next to Telephone Bhavan, Secretariat Road, Saifabad, Hyderabad, Telangana – 500004 and the corporate office of the Company is located at 6-3-666/A1 to 7, 3rd Floor, Opp. NIMS Hospital, Punjagutta Main Road, Hyderabad, Telangana – 500082.

The Group is engaged in the business of sale of consumer electronics and durable products through a chain of retail stores located in the states of Telangana, Andhra Pradesh, National Capital Region (NCR), Kerala and also through the online platform.

These consolidated financial statements have been prepared by the Group as a going concern and were approved by the Board of Directors and authorised for issue on 22nd May 2026. The functional currency of the Group is 'Indian National Rupee'. All financial information present in Indian rupees have been rounded-off to two decimal places to the nearest Million except share data or as otherwise stated.

2. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS

(a) Statement of compliance

These Consolidated Financial Statements of the Group have been prepared in accordance with the accounting principles generally accepted in India including Indian Accounting Standard (Ind AS) prescribed under Section 133 of the Companies Act, 2013 ("the Act") read with relevant rules issued thereunder, presentation requirement of Division II of Schedule III to the Act, guidelines issued by SEBI and other accounting principles generally accepted in India. These consolidated financial statements comprise the Consolidated Balance Sheet as at 31st March 2026, the Consolidated Statement of Profit and Loss, the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity for the year ended 31st March 2026 and a summary of the material accounting policies and other explanatory information (together hereinafter referred to as 'Consolidated Financial Statements'). The consolidated financial statements have been prepared on a historical cost convention and on an accrual basis, except for financial assets measured amortised cost; employee defined benefit assets/ liability recognised as the net total of the fair value of plan assets, and actuarial losses/gains, and the present value of defined benefit obligation.

(b) Consolidation procedure:

i. Subsidiaries:

Subsidiaries are all entities that are controlled by the Holding Company. Control exists when the Company is exposed to or has rights to variable returns from its involvement with the entity and has the ability to affect those returns through power over the entity. In assessing control, potential voting rights are considered only if the rights are substantive. The financial statements of subsidiaries are included in these consolidated financial statements from the date that control commences until the date that control ceases. For the purpose of preparing these consolidated financial statements, the accounting policies of subsidiaries have been changed where necessary to align them with the policies adopted by the Holding Company, wherever applicable.

ii. Transactions eliminated on consolidation:

Intra-group balances and transactions, and any unrealised income and expenses arising from intragroup transactions, are eliminated in full while preparing these consolidated financial statements. Unrealised gains or losses arising from transactions with equity accounted investees are eliminated against the investment to the extent of the Company's interest in the investee.

iii. Loss of Control:

Upon loss of control, the Company derecognises the assets and liabilities of the subsidiary, any non controlling interests and the other components of equity related to the subsidiary. Any surplus or deficit arising on the loss of control is recognised in the consolidated Statement of Profit and Loss. If the Company retains any interest in the previous subsidiary, then such interest is measured at fair value at the date that control is lost. Subsequently, it is accounted for as an equity-accounted investee or as a fair value through other comprehensive income (FVTOCI) or fair value through profit and loss (FVTPL) financial asset, depending on the level of influence retained.

(c) The consolidated financial statements have been prepared on the basis of the financial statements of the following wholly owned subsidiaries, in India:

S. No.	Name of the subsidiary	Date of Incorporation
1.	Cloudnine Retail Private Limited	29th August 2019
2.	EMIL CSR Foundation	25th February 2021

During the previous year, Cloudnine Retail Private Limited has obtained the status of Dormant Company, as per the Provisions of the Act.

(d) Operating cycle and current and non-current classification

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Group has ascertained its operating cycle as twelve months for the purpose of current/ non-current classification of assets and liabilities.

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle,
- Held primarily for the purpose of trading,
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

The Group classifies all other assets as non-current.

A liability is current when:

- it is expected to be settled in normal operating cycle,
- it is held primarily for the purpose of trading,
- it is due to be settled within twelve months after the reporting period, or
- there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

(e) Use of estimates

The preparation of consolidated financial statements requires the management to make accounting estimates, assumptions and judgements that affect the reported amounts of assets and liabilities on the date of consolidated financial statements, disclosure of contingent liabilities as at the date of the consolidated financial statements, and the reported amounts of income and expenses during the reported period. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised. The key assumptions concerning the future and other key sources of estimation uncertainties at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below:

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the consolidated financial statements.

(1) Lease term:

Ind AS 116 require lessees to determine the lease term as the non-cancellable period of lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Group makes an assessment on the expected lease term on lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Group considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to termination of the underlying assets and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances. After considering current and future economic conditions as part of assessment, the Group has concluded that no change are required to lease period relating to the existing lease contracts.

(2) Discount rate:

The Group cannot readily determine the interest rate implicit in the lease, therefore it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group 'would

Summary of the material accounting policies and other explanatory information (Contd.)
(All amounts in ₹ in Million, unless otherwise stated)

have to pay' which requires elimination when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease. The Group estimates the IBR using observable inputs such as comparable interest rates for similar instruments and availing a quote from lenders, if required.

Key Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

Deferred income taxes

The assessment of the probability of future taxable profit in which deferred tax assets can be utilised is based on the Group's latest approved forecast, which is adjusted for significant non-taxable profit and expenses and specific limits to the use of any unused tax loss. The tax rules in the jurisdiction in which the Group operates are also carefully taken into consideration. If a positive forecast of taxable profit indicates the probable use of a deferred tax asset, especially when it can be utilised without a time limit, that deferred tax asset is usually recognised in full.

Current income taxes

Material judgements are involved in determining the provision for income taxes including judgement on whether tax positions are probable of being sustained in tax assessments. A tax assessment can involve complex issues, which can only be resolved over extended time periods. The recognition of taxes that are subject to certain legal or economic limits or uncertainties is assessed individually by management based on the specific facts and circumstances.

Allowance for slow moving, damaged and obsolete inventory

An allowance for inventory to write down to the lower of cost or net realisable value (net of incentives) is made by management based on the estimates of the selling price and direct cost to sell the slow moving/damaged inventory. The write down is included in the operating results. Factors influencing these estimates include changes in demand, product life cycle, technological changes and others. Changes in factors considered would lead to revision in estimates.

Life-time expected credit loss on trade and other receivables

Trade receivables do not carry any interest and are stated at their transaction value as reduced by life time expected credit losses ("LTECL"). As a practical expedient, the Group uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed. ECL impairment loss allowance (or reversal) for the period is recognised as income/expense in the statement of profit and loss (P&L). This amount is reflected under the head other expenses/other income in the P&L. ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Group does not reduce impairment allowance from the gross carrying amount.

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, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Units (CGU's) fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or a group of assets. Where 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 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 transaction are taken into account, if no such transactions can be identified, an appropriate valuation model is used.

Impairment of financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

Employee benefits plan

The cost of defined benefit gratuity plan as well as the present value of the gratuity obligation are determined using actuarial valuations. The actuarial valuation involves making various assumptions. These include the determination of the discount rates, expected rates of return of assets, future salary increase and mortality rates. Due to the complexity of the valuation, the underlying assumptions, defined benefit obligations are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Depreciation on property, plant and equipment:

Depreciation on property, plant and equipment is calculated on a Straight-Line Method basis based on the useful lives estimated by the management. Management reviews the useful lives and residual values and assesses whether any change in useful life is necessary from the previously estimated useful lives and residual values of the property, plant and equipment.

3. (A) Summary of material accounting policies

a. Fair value measurement

A number of the Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

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.

In estimating the fair value of an asset or liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in 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 asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

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.

b. Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprise of purchase price, freight, non-refundable taxes and duties and any other cost attributable to bring the asset to its working condition for its intended use. Expenditure directly relating to construction activity is capitalised if the recognition criteria are met. Indirect expenditure is capitalised to the extent those relate to the construction activity or is incidental thereto. All other repair and maintenance costs are recognised in statement of profit and loss as incurred.

Direct expenditure incurred and other attributable costs on projects under construction are treated as expenditure during construction period pending capitalisation and are termed as Capital work-in-progress and shown at cost in the Balance Sheet.

Gain or losses arising from derecognition of an item of property, plant and equipment 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 and Loss when the asset is derecognised.

Summary of the material accounting policies and other explanatory information (Contd.)
(All amounts in ₹ in Million, unless otherwise stated)

Capital work-in-progress includes cost of property, plant and equipment that are not ready for their intended use.

Capital work-in-progress are not depreciated as these assets are not yet ready for use.

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation on property, plant and equipment is provided on Straight-Line Method over their estimated useful lives as estimated by management. The details of useful lives as assessed by the management and as prescribed in the Schedule II to the Act is as follows:

Particulars	Management estimates (No. of years)	Schedule II (No. of years)
Buildings	60 years	60 years
Plant and equipment	15 years	15 years
Furniture and fixtures	8 years	10 years
Vehicles	8 - 10 years	8 - 10 years
Office equipment	5 years	5 years
Electrical installations and equipment	8 - 10 years	10 years
Computers and data processing units	3 - 6 years	3 - 6 years
Other equipments	15 years	15 years

Leasehold improvements are depreciated on Straight-Line Method over the lease period or the useful lives as determined by management, whichever is lower.

c. Other intangible assets

Intangible assets in the nature of computer software and franchise fee are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. 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 and Loss when the asset is derecognised.

Amortisation of other intangible assets

Intangible assets are amortised on a Straight-Line Method basis over the estimated useful economic life. The computer software are amortised over a period of three years from the date when the asset is available for use and franchise fees is amortised over the period of lease term, as estimated by management. If the persuasive evidence exists to the affect that useful life of an intangible asset exceeds three years, the Group amortises the intangible asset over the best estimate of its useful life.

d. Impairment of non-financial assets

At each reporting date, the Group assesses whether there is any indication that an asset may be impaired, based on internal or external factors. If any such indication exists, the Group estimates the recoverable amount of the asset or the cash generating unit. If such recoverable amount of the asset or cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the Statement of Profit and Loss. If, at the reporting date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount. Impairment losses previously recognised are accordingly reversed in the Statement of Profit and Loss.

e. 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 ('FVTPL'), transaction costs that are attributable to the acquisition of the financial asset. However, trade receivables that do not contain a significant financing component are measured at transaction price. 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

For purposes of subsequent measurement, financial assets are classified as below:

- Debt instruments at amortised cost

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, 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 statement of profit and loss. The losses arising from impairment are recognised in the Statement of Profit and Loss.

Cash and cash equivalents

Cash and cash equivalents represent cash and bank balances and fixed deposits with banks with original maturity of less than three months. Cash and cash equivalent are readily convertible into known amounts of cash and are subject to an insignificant risk of changes in value.

De-recognition

The Group de-recognises a financial asset only when the contractual rights to the cash flows from the asset expires or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it retains the risks and rewards of ownership. When it neither transfers nor retains substantially all of the risks and rewards of the assets, nor transfers 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.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

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 for following financial assets and credit risk exposures:

a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, deposits, trade receivables, commission receivables, other advances and bank balances; and

b) Trade receivables

The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. The application of simplified approach does not require the Group 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.

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.

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 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 Group expects to receive. When estimating the cash flows, the Group considers-

Summary of the material accounting policies and other explanatory information (Contd.)
(All amounts in ₹ in Million, unless otherwise stated)

- All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets, and
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

Financial Liabilities

Initial recognition and measurement

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.

The Group's financial liabilities include trade and other payables, loans and borrowings.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

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 statement of 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.

Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of period which are unpaid. The amounts are unsecured and are usually paid as per agreed terms. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

De-recognition

A financial liability is de-recognised 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.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

f. Taxes

Tax expense comprises of current and deferred tax.

i) *Current income tax*

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. Current taxes are recognised in the statement of Profit and Loss, except when they relate to items that are recognised in Other Comprehensive Income or directly in equity in which case, the income taxes are recognised in Other Comprehensive Income or directly in equity respectively.

The Group recognises interest levied on income tax as interest expenses.

ii) *Deferred tax*

Deferred tax is provided using the Balance Sheet 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 are recognised for all taxable temporary differences.

Deferred tax assets are recognised for all deductible temporary differences and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and unused tax losses 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 future 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. 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 relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). 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.

g. Inventories

Inventory is valued at lower of cost and net realisable value.

Cost includes purchase price, duties and taxes (other than those subsequently recoverable by the Group from the concerned revenue authorities), freight inwards and other expenditure incurred in bringing such inventories to their present location and condition. Trade discounts, rebates, incentives and other similar items are deducted in determining the costs of purchase. In determining the cost, weighted average cost method is used. The carrying cost of inventories are appropriately written down when there is a decline in the net realisable value of such materials. 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.

h. Borrowing costs

Borrowing costs consists of interest, ancillary costs and other costs in connection with the borrowing of funds.

Borrowing costs attributable to acquisition and/or construction of qualifying assets are capitalised as a part of the cost of such assets, up to the date such assets are ready for their intended use. Other borrowing costs are charged to the Statement of Profit and Loss.

i. Provisions and contingencies

Provisions

A provision is recognised when the Group has a present obligation (legal or constructive) as a result of past event i.e., 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.

Contingencies

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases, where there is a liability that cannot be recognised because it cannot be measured reliably. The Group does not recognise a contingent liability but discloses its existence in the financial statements unless the probability of outflow of resources is remote.

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date.

j. Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated

Summary of the material accounting policies and other explanatory information (Contd.)
(All amounts in ₹ in Million, unless otherwise stated)

to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Holding Company as part of the contract.

Given the nature of business, the period between the transfer of goods and payment by the customer is generally immediate or as per the agreed credit terms accordingly management has determined that there is no adjustments needed to the transaction prices for the time value of money.

Specifically, the following basis is adopted for various sources of income:

Sale of goods

Revenue from sale of goods comprises the sale of consumer electronics and durables and is recognised at a point in time, on satisfaction of performance obligation upon transfer of control of promised products which generally coincides with delivery. Amounts disclosed as revenue are net of returns, trade allowances, rebates and exclusive of goods and services tax.

Commission

Revenue in relation to commission are recognised when the right to receive and performance of agreed contractual task has been completed in accordance with the terms of agreements entered and are linked to sale of goods.

k. Vendor incentives

Price support incentives are recorded as per the terms of the schemes with the vendors and are recognised as a reduction in the cost of purchase of traded goods or carrying value of inventories.

l. Retirement and other employee benefits

Provident fund and employee state insurance fund are defined contribution schemes and is charged to the Statement of Profit and Loss of the period when the contributions to the respective funds are due. There are no other obligations other than the contribution payable to the respective authorities.

Gratuity is a defined benefit obligation and is provided for on the basis of an actuarial valuation as per the projected unit credit method made at the end of period.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to statement of profit and loss in subsequent periods.

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.

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 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 Method basis.

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. Refer to the accounting policies in section (i) Impairment of non-financial assets.

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.

iii. Short-term leases and leases of low-value assets:

The Group applies the short-term lease recognition exemption to its short-term leases 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 that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense in the year it is incurred.

n. Statement of cash flows

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payment and items of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated.

o. Segment reporting

The management has assessed the identification of reportable segments in accordance with the requirements of Ind AS 108 'Operating Segment' and believes that the Group has only one reportable segment namely "retailing and wholesale of electronic household items and accessories through its stores and online platforms". Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Executive Officer, and the Managing Director, who together constitute as Chief Operating Decision Maker ('CODM').

p. Dividends

Annual dividend distribution to the shareholders is recognised as a liability in the period in which the dividend is approved by the shareholders. Any interim dividend paid is recognised on approval by Board of Directors.

q. Earnings per equity share

Basic earnings per equity share are calculated by dividing the profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per equity share, the profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

3. (B) (i) Recent accounting pronouncement

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended 31st March 2026, MCA has notified following Amendment to Ind AS, applicable to the Group w.e.f. 1st April 2025.

- Ind AS – 21 The Effects of Changes in Foreign Exchange Rates Lack of Exchangeability
- Ind AS 12 - Income Taxes relating to International Tax Reform – Pillar Two Model Rules – Exception to recognition and disclosure of deferred tax.

Summary of the material accounting policies and other explanatory information (Contd.)
(All amounts in ₹ in Million, unless otherwise stated)

- Amendments to Ind AS 7 – Cash flow statement and Ind AS 107 – Financial Instrument Disclosures relating to supplier finance arrangements
- Ind AS 1-Presentation of Financial Statements- Classification of Liabilities as current or non- current and non- current liabilities with covenants.

The Group has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its Consolidated financial statements.

3. (B) (ii) New and amended standards issued but not effective:

The MCA has issued certain amendments to Indian Accounting Standards which are not yet effective as at 31st March 2026. The Group has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

4 PROPERTY, PLANT AND EQUIPMENT

	Land	Buildings	Plant and equipment	Furniture and fixtures	Vehicles	Office equipment	Electrical installations and equipment	Computers and data processing units	Leasehold improvements	Other equipments	Total
Gross carrying amount											
As at 01st April 2024	**2,946.59**	**1,629.63**	**96.22**	**485.95**	**173.94**	**133.24**	**274.45**	**80.49**	**1,393.14**	**0.01**	**7,213.66**
Additions during the year	1,432.94	507.69	41.57	242.75	139.27	44.12	182.92	37.53	821.05	-	3,449.84
Deletions during the year	-	(1.50)	-	(1.85)	(11.35)	(0.48)	(0.06)	-	(11.38)	-	(26.62)
As at 31st March 2025	**4,379.53**	**2,135.82**	**137.79**	**726.85**	**301.86**	**176.88**	**457.31**	**118.02**	**2,202.81**	**0.01**	**10,636.88**
Additions during the year	320.59	274.30	37.92	242.15	7.33	24.87	150.73	21.75	384.80	-	1,464.44
Deletions during the year	(4.08)	(4.65)	(0.75)	(4.16)	-	(3.88)	(1.98)	(0.07)	(12.92)	-	(32.49)
As at 31st March 2026	**4,696.04**	**2,405.47**	**174.96**	**964.84**	**309.19**	**197.87**	**606.06**	**139.70**	**2,574.69**	**0.01**	**12,068.83**
Accumulated depreciation											
Up to 31st March 2024	**-**	**118.81**	**24.71**	**212.55**	**68.23**	**76.45**	**90.23**	**53.80**	**546.53**	**-**	**1,191.31**
Charge for the year	-	31.07	7.65	68.23	27.35	22.91	38.80	22.75	192.96	-	411.72
Disposals	-	(0.18)	-	(1.68)	(9.76)	(0.46)	(0.03)	-	(4.89)	-	(17.00)
Up to 31st March 2025	**-**	**149.70**	**32.36**	**279.10**	**85.82**	**98.90**	**129.00**	**76.55**	**734.60**	**-**	**1,586.03**
Charge for the year	-	39.41	10.70	106.37	37.40	28.96	68.49	25.09	247.15	0.01	563.58
Disposals	-	(0.40)	(0.27)	(2.22)	-	(3.56)	(1.38)	(0.07)	(11.05)	-	(18.95)
Up to 31st March 2026	**-**	**188.71**	**42.79**	**383.25**	**123.22**	**124.30**	**196.11**	**101.57**	**970.70**	**0.01**	**2,130.66**
Net carrying amount											
As at 31st March 2026	**4,696.04**	**2,216.76**	**132.17**	**581.59**	**185.97**	**73.57**	**409.95**	**38.13**	**1,603.99**	**-**	**9,938.17**
As at 31st March 2025	**4,379.53**	**1,986.12**	**105.43**	**447.75**	**216.04**	**77.98**	**328.31**	**41.47**	**1,468.21**	**0.01**	**9,050.85**

(a) **Title deeds of immovable properties not held in the name of the Holding Company**

As at 31st March 2026 and 31st March 2025

Relevant line item in the Balance Sheet*	Gross Carrying Value		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
	Land	Building			
Property, plant and equipment	16.80	61.63	Pavan Kumar Bajaj	Promoter	10th September 2018
Property, plant and equipment	50.54	114.97	M/s Bajaj Electronics	Erstwhile Partnership Firm	10th September 2018
Property, plant and equipment	127.20	88.23	M/s Bajaj Electronics, Pavan Kumar Bajaj, Karan Bajaj	Erstwhile Partnership Firm & Promoters	10th September 2018
	194.54	**264.83**			

**None of the above mentioned properties are in dispute.*

Note 1: Immovable properties referred above were acquired by the Holding Company pursuant to the conversion of partnership firm viz Bajaj Electronics, with effect from 10th September 2018. Management has taken necessary steps and presently in the process of incorporating the Company's name in the title deeds of these immovable properties.

Note 2 : Refer note 15 for information on Property, plant and equipment pledged as security by the Company.

Summary of the material accounting policies and other explanatory information (Contd.)
(All amounts in ₹ in Million, unless otherwise stated)

5 CAPITAL WORK-IN-PROGRESS

	As at 31st March 2026	As at 31st March 2025
Capital work-in-progress	193.24	303.59
	193.24	**303.59**

(a) **Details of Pre-operative expenditure/expenditure during construction period pending capitalisation**

	As at 31st March 2026	As at 31st March 2025
Finance costs	71.80	189.26
Employee benefits expense	-	29.40
Depreciation on ROU assets	14.77	37.62
Other expenses		
Other pre-operative expenses	-	26.76
	86.57	**283.04**
Less: Expenses capitalised during the year	(36.81)	(185.34)
	49.76	**97.70**

(b) **Capital work-in-progress (CWIP) ageing schedule**

	Amount in CWIP for a year of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress:					
31st March 2026	132.61	60.63	-	-	193.24
31st March 2025	292.82	10.77	-	-	303.59

(c) **Movement of CWIP**

	As at 31st March 2026	As at 31st March 2025
Opening Balance	303.59	449.38
Add : Additions during the year	347.04	826.56
Less: Capitalised during the year	(457.39)	(972.35)
Closing Balance	**193.24**	**303.59**

(d) There are no projects temporarily suspended as at 31st March 2026 and 31st March 2025.

(e) The Group has no capital work-in-progress whose completion is overdue or has exceeded its cost compared to its original plan as at 31st March 2026 and 31st March 2025.

6 OTHER INTANGIBLE ASSETS

	Computer software	Trademarks	Franchise fee	Total
Gross carrying amount				
As at 1st April 2024	**46.85**	**1.89**	**-**	**48.74**
Additions during the year	6.01	1.25	10.00	17.26
As at 31st March 2025	**52.86**	**3.14**	**10.00**	**66.00**
Additions during the year	4.36	1.41	-	5.77
Deletions during the year	-	(0.40)	-	(0.40)
As at 31st March 2026	**57.22**	**4.15**	**10.00**	**71.37**
Accumulated amortisation				
Up to 31st March 2024	**30.08**	**1.29**	**-**	**31.37**
Charge for the year	7.66	0.24	0.08	7.98
Up to 31st March 2025	**37.74**	**1.53**	**0.08**	**39.35**
Charge for the year	8.28	0.62	0.78	9.68
Disposals	-	(0.40)	-	(0.40)
Up to 31st March 2026	**46.02**	**1.75**	**0.86**	**48.63**
Net carrying amount				
As at 31st March 2026	**11.20**	**2.40**	**9.14**	**22.74**
As at 31st March 2025	**15.12**	**1.61**	**9.92**	**26.65**

7 OTHER FINANCIAL ASSETS

	As at 31st March 2026	As at 31st March 2025
(a) **Non-current**		
(Unsecured, considered good)		
Fixed deposits with banks	0.72	0.63
Margin money deposits*	171.77	161.13
Security deposits with:		
- related party	5.09	4.64
- others	507.04	472.86
	684.62	**639.26**
(b) **Current**		
(Unsecured, considered good)		
Interest accrued	5.09	6.25
Other receivables	-	20.00
	5.09	**26.25**

*Represents deposits held as security against loans availed by the Group.

8 OTHER ASSETS

	As at 31st March 2026	As at 31st March 2025
(a) **Non-current**		
(Unsecured, considered good)		
Capital advances	395.64	453.50
	395.64	**453.50**
(b) **Current**		
(Unsecured, considered good)		
Advances to vendors (Refer note 42)	2,095.63	1,792.52
Balances with government authorities	1,071.04	1,683.45
Prepaid expenses	146.48	95.63
	3,313.15	**3,571.60**

9 INVENTORIES

	As at 31st March 2026	As at 31st March 2025
Valued at the lower of cost or net realisable value		
Stock-in-trade* (Refer note 42)	12,406.72	12,301.84
	12,406.72	**12,301.84**

*Net of ₹95.36 (31st March 2025: ₹65.33) representing adjustment towards provision for net realisable value and slow moving inventories.

Summary of the material accounting policies and other explanatory information (Contd.)
(All amounts in ₹ in Million, unless otherwise stated)

10 TRADE RECEIVABLES

	As at 31st March 2026	As at 31st March 2025
Trade receivables considered good - secured	-	-
Trade receivables considered good - unsecured (Refer note 42)	553.17	742.20
Trade receivables which have significant increase in credit risk	-	-
Trade receivables - Credit impaired	4.89	4.89
	558.06	**747.09**
Less: Expected credit loss	4.89	4.89
	553.17	**742.20**

(i) There are no dues from Directors or other officers of the group either severally or jointly with any other person or from firms or private companies in which any director is a partner, a director, or a member.

(ii) Trade receivables are non-interest bearing and are generally on terms of 0 to 30 days.

(iii) Details of financial assets pledged as security along with the related terms and conditions are disclosed in note 15.

(iv) Amount charged to Statement of Profit and Loss towards Expected credit loss is ₹ Nil (31st March 2025 - ₹ Nil)

(a) Trade receivables ageing schedule

(i) *Trade receivables, unsecured, considered good and undisputed:*

Particulars	Unbilled dues*	Outstanding from the due date of payment					Less : Expected Credit Loss	Total
		Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years		
31st March 2026	89.55	450.88	13.83	3.80	-	-	(4.89)	**553.17**
31st March 2025	53.49	581.80	36.82	74.98	-	-	(4.89)	**742.20**

(ii) *Trade receivables, disputed:*

There are no secured and there are no disputed trade receivables outstanding as at 31st March 2026 and 31st March 2025.

* Represents incentive income and commission income accrued as per the agreed terms.

(b) Considering the nature of business of the entity i.e., retailing of electronics, with only a small portion being wholesale sales, majority of the amounts are collected at the time of sales or through financing model and accordingly, the Holding Company measures the expected credit loss of trade receivables based on historical trend, industry practices and the business environment in which the entity operates. Loss rates are based on actual credit loss experience and past trends. Based on the historical data, loss on collection of receivables is not material hence no additional disclosures are presented.

11 CASH AND BANK BALANCES

	As at 31st March 2026	As at 31st March 2025
Cash and cash equivalents		
Balances with banks		
- in current accounts*	429.30	206.63
Cash on hand	56.17	98.68
Deposits with original maturity less than 3 months	12.00	-
	497.47	**305.31**
Bank balances other than above		
Margin money deposits** with maturity year of more than 12 months	171.77	161.13
Fixed deposits with maturity year of more than 12 months	0.72	0.63
Less: Amounts reclassified to other non-current financial assets	(172.49)	(161.76)
	-	**-**
	497.47	**305.31**

* There are no repatriation restrictions with regard to cash and cash equivalents.
**Represents deposits held as a security against loans availed by the Group.

12 LOANS

	As at 31st March 2026	As at 31st March 2025
(Unsecured, considered good)		
Loans to:		
- employees	19.07	16.69
	19.07	**16.69**

Note: There are no dues from Directors or other officers of the group either severally or jointly with any other person or from firms or private companies in which any director is a partner, a director, or a member.

13 EQUITY SHARE CAPITAL

	As at 31st March 2026		As at 31st March 2025	
	Number of shares	Amount	Number of shares	Amount
Authorised				
Equity shares of ₹10 each	1,00,00,00,000	10,000.00	1,00,00,00,000	10,000.00
	1,00,00,00,000	**10,000.00**	**1,00,00,00,000**	**10,000.00**
Issued, subscribed and fully paid-up				
Equity shares of ₹10 each	38,47,48,762	3,847.49	38,47,48,762	3,847.49
	38,47,48,762	**3,847.49**	**38,47,48,762**	**3,847.49**

(a) Reconciliation of equity shares outstanding at the beginning and end of the reporting year

	As at 31st March 2026		As at 31st March 2025	
	Number of shares	Amount	Number of shares	Amount
Equity shares of ₹10 each				
Balance at the beginning	38,47,48,762	3,847.49	38,47,48,762	3,847.49
At the end of the reporting year	38,47,48,762	3,847.49	38,47,48,762	3,847.49

(b) Equity shares issued

During the financial year ended 31st March 2023, pursuant to the initial public offering of equity shares, the Holding Company received a sum of ₹ 4,646.02 (net of issue expenses) on issuance of 84,745,762 equity shares of ₹10 each at a premium of ₹49 each. The Holding Company's equity shares are listed and traded on both the National Stock Exchange of India Limited and BSE Limited. The Holding Company has incurred share issue expenses of ₹339.30 against an initially projected amount of ₹353.90 in financial year 2022-23 and accordingly the Holding Company has reinstated the securities premium to the tune of ₹14.64 in the previous financial year.

(c) Terms/rights attached to equity shares

The Holding Company has only one class of equity shares having a par value of ₹10 per share. Each holder of equity shares is entitled to one vote per share. The Group declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders in the ensuing general meeting.

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

(d) Details of shareholders holding more than 5% equity shares in the Holding Company

As at 31st March 2026

	As at 31st March 2026		As at 31st March 2025	
	Number of shares	% of holding	Number of shares	% of holding
Equity shares of ₹10 each fully paid				
Pavan Kumar Bajaj	12,35,91,793	32.12%	12,35,91,793	32.12%
Karan Bajaj	12,51,83,592	32.54%	12,32,59,848	32.04%
SBI Mutual Fund	2,66,00,000	6.91%	2,66,00,000	6.91%
Nippon India Mutual Fund	-	-	2,05,45,854	5.34%

Summary of the material accounting policies and other explanatory information (Contd.)
(All amounts in ₹ in Million, unless otherwise stated)

As at 31st March 2025

	As at 31st March 2025		As at 31st March 2024	
	Number of shares	% of holding	Number of shares	% of holding
Equity shares of ₹10 each fully paid				
Pavan Kumar Bajaj	12,35,91,793	32.12%	13,85,91,793	36.02%
Karan Bajaj	12,32,59,848	32.04%	13,82,59,848	35.94%
SBI Mutual Fund	2,66,00,000	6.91%	-	-
Nippon India Mutual Fund	2,05,45,854	5.34%	2,04,21,559	5.31%

(e) Shareholding of promoters

For the purpose of reporting of the shareholding of promoters, Pavan Kumar Bajaj and Karan Bajaj has been considered as promoters as defined under the Provisions of the Companies Act, 2013. Refer table below for details of changes in promoters share holding during the year ended 31st March 2026.

	As at 31st March 2026		As at 31st March 2025		% Change during the year
	Number of shares	% of holding	Number of shares	% of holding	
Equity shares of ₹10 each fully paid-up					
Pavan Kumar Bajaj	12,35,91,793	32.12%	12,35,91,793	32.12%	0.00%
Karan Bajaj	12,51,83,592	32.54%	12,32,59,848	32.04%	0.50%

	As at 31st March 2025		As at 31st March 2024		% Change during the year
	Number of shares	% of holding	Number of shares	% of holding	
Equity shares of ₹10 each fully paid-up					
Pavan Kumar Bajaj	12,35,91,793	32.12%	13,85,91,793	36.02%	(3.90%)
Karan Bajaj	12,32,59,848	32.04%	13,82,59,848	35.94%	(3.90%)

(f) No bonus shares were issued, for consideration other than cash and bought back.

14 OTHER EQUITY

	As at 31st March 2026	As at 31st March 2025
Retained earnings - Surplus in the statement of profit and loss		
At the beginning of the year	7,506.25	6,027.25
On account of restatement (refer note 42)	-	(125.86)
Add: Profit for the year (refer note 42)	1,071.38	1,604.86
At the end of the year	**8,577.63**	**7,506.25**
Securities Premium		
At the beginning of the year	3,813.20	3,798.56
Less: Share issue expenses (refer note 13(b))	-	14.64
At the end of the year	**3,813.20**	**3,813.20**
Other comprehensive income		
Actuarial gain/(loss):		
At the beginning of the year	20.63	23.29
Add: Other comprehensive income/(loss) for the year	2.40	(2.66)
At the end of the year	**23.03**	**20.63**
	12,413.86	**11,340.08**

Nature and purpose of reserves

(a) **Retained earnings - Surplus in Statement of Profit and Loss**

Surplus in Statement of Profit and Loss represents the profits that the Group has earned till Balance sheet date, less any transfers to general reserve, dividends or other distributions to shareholders.

(b) **Securities Premium**

Securities premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

(c) **Other Comprehensive Income**

The reserve represents the remeasurement gains arising from the actuarial valuation of the defined benefit obligations of the Group. The remeasurement gains are recognised in other comprehensive income and accumulated under this reserve within equity. The amounts recognised under this reserve are not reclassified to Statement of Profit and Loss.

15 BORROWINGS

	As at 31st March 2026	As at 31st March 2025
(a) **Non-current borrowings**		
Secured		
Term loans from		
- Banks [refer note 15(i) and (ii)]	646.03	887.28
- Financial institutions [refer note 15(i) and (ii)]	1,683.78	1,507.28
	2,329.81	**2,394.56**
Less: Current maturities of non-current borrowings	(344.65)	(339.16)
	1,985.16	**2,055.40**
(b) **Current borrowings**		
Secured, loans repayable on demand		
Working capital loans from:		
- Banks [refer note 15(iii)(1) to 15(iii)(3)]	6,372.39	6,796.56
- Financial institutions [refer note 15(iii)(4)]	167.32	44.38
Current maturities of non-current borrowings	344.65	339.16
Unsecured, loans repayable on demand		
- Banks [refer note 15(iii)(5)]	41.70	604.35
	41.70	**604.35**
Total current borrowings	**6,926.06**	**7,784.45**

Changes in liabilities arising from financing activities

The below section sets out an analysis of liabilities arising from financing activities and the movements for the year ended presented:

	As at 31st March 2026	As at 31st March 2025
Lease liabilities (refer note 36)	11,058.63	9,833.06
Current borrowings	6,581.41	7,445.29
Non-current borrowings	2,329.81	2,394.56
Interest accrued (refer note 18)	29.57	26.79
Liabilities arising from financing activities	**19,999.42**	**19,699.70**

Summary of the material accounting policies and other explanatory information (Contd.)

(All amounts in ₹ in Million, unless otherwise stated)

	Liabilities from financing activities				
	Lease liabilities	Interest accrued	Current borrowings	Non-current borrowings	Total
As at 1st April 2024	**8,570.46**	**21.38**	**5,880.63**	**1,247.43**	**15,719.90**
Cash inflows/(outflows), net	(468.92)	-	1,564.66	1,147.13	2,242.87
Interest expense for the year	848.76	478.63	-	-	1,327.39
Interest paid during the year	(848.76)	(473.22)	-	-	(1,321.98)
Other non-cash movements					
- Lease liabilities recognised during the year	1,842.70	-	-	-	1,842.70
- Lease liabilities derecognised during the year	(111.18)	-	-	-	(111.18)
As at 31st March 2025	**9,833.06**	**26.79**	**7,445.29**	**2,394.56**	**19,699.70**
Cash inflows/(outflows), net	(493.03)	-	(858.39)	(70.24)	(1,421.66)
Interest expense for the year	954.40	619.88	-	-	1,574.28
Interest paid during the year	(954.40)	(617.10)	-	-	(1,571.50)
Reclassification adjustment	-	-	5.49	(5.49)	-
Other non-cash movements					
- Lease liabilities recognised during the year	1,805.57	-	-	-	1,805.57
- Lease liabilities derecognised during the year	(86.97)	-	-	-	(86.97)
As at 31st March 2026	**11,058.63**	**29.57**	**6,581.41**	**2,329.81**	**19,999.42**

(i) Terms and conditions of secured term loans from banks and financial institutions and nature of security:

S. No.	Name	As at		Interest rate (%)		Repayment terms
		31st March 2026	31st March 2025	31st March 2026	31st March 2025	
1	ICICI Bank	159.09	250.00	MCLR + 0.65% i.e. 9.40% p.a.	MCLR + 0.65% i.e. 9.40% p.a.	Repayable in 22 QEMI's starting from 23rd August 2022
2	ICICI Bank	28.64	45.00	MCLR + 0.65% i.e. 9.40% p.a.	MCLR + 0.65% i.e. 9.40% p.a.	Repayable in 22 QEMI's starting from 23rd August 2022
3	ICICI Bank	42.95	67.50	MCLR + 0.65% i.e. 9.40% p.a.	MCLR + 0.65% i.e. 9.40% p.a.	Repayable in 22 QEMI's starting from 23rd August 2022
4	ICICI Bank	75.35	118.40	MCLR + 0.65% i.e. 9.40% p.a.	MCLR + 0.65% i.e. 9.40% p.a.	Repayable in 22 QEMI's starting from 23rd August 2022
5	ICICI Bank	340.00	380.00	MCLR i.e. 8.35% p.a.	MCLR i.e. 9.10% p.a.	Repayable in 40 QEMI's starting from 31st December 2024
6	Axis Bank	-	26.38	-	MCLR* + 0.60% i.e. 9.15% p.a.	Repayable in 39 EMI's starting from 31st July 2022
7	Bajaj Finance Limited ('BFL')	241.86	249.15	Annualised Rate of Interest 8.40%	Annualised Rate of Interest 8.75%	Repayable in 231 EMI's starting from 2nd August 2022
8	Bajaj Finance Limited ('BFL')	162.60	177.22	Annualised Rate of Interest 8.40%	Annualised Rate of Interest 8.75%	Repayable in 120 EMI's starting from 2nd November 2023
9	Bajaj Finance Limited ('BFL')	42.50	46.15	Annualised Rate of Interest 8.40%	Annualised Rate of Interest 8.75%	Repayable in 120 EMI's starting from 2nd February 2024
10	Bajaj Finance Limited ('BFL')	134.66	145.73	Annualised Rate of Interest 8.40%	Annualised Rate of Interest 8.75%	Repayable in 120 EMI's starting from 2nd May 2024

S. No.	Name	As at		Interest rate (%)		Repayment terms
		31st March 2026	31st March 2025	31st March 2026	31st March 2025	
11	Bajaj Finance Limited ('BFL')	86.63	93.36	Annualised Rate of Interest 8.40%	Annualised Rate of Interest 8.75%	Repayable in 120 EMI's starting from 2nd September 2024
12	Bajaj Finance Limited ('BFL')	95.97	103.75	Annualised Rate of Interest 8.40%	Annualised Rate of Interest 8.75%	Repayable in 120 EMI's starting from 2nd June 2024
13	Bajaj Finance Limited ('BFL')	164.73	177.71	Annualised Rate of Interest 8.40%	Annualised Rate of Interest 8.75%	Repayable in 120 EMI's starting from 2nd August 2024
14	Bajaj Finance Limited ('BFL')	131.63	141.45	Annualised Rate of Interest 8.40%	Annualised Rate of Interest 8.75%	Repayable in 120 EMI's starting from 2nd December 2024
15	Bajaj Finance Limited ('BFL')	164.61	176.40	Annualised Rate of Interest 8.40%	Annualised Rate of Interest 8.75%	Repayable in 120 EMI's starting from 2nd March 2025
16	Bajaj Finance Limited ('BFL')	183.24	196.36	Annualised Rate of Interest 8.40%	Annualised Rate of Interest 8.75%	Repayable in 120 EMI's starting from 2nd March 2025
17	Bajaj Finance Limited ('BFL')	210.28	-	Annualised Rate of Interest 8.40%	-	Repayable in 120 EMI's starting from 2nd August 2025
18	Bajaj Finance Limited ('BFL')	65.07	-	Annualised Rate of Interest 8.40%	-	Repayable in 120 EMI's starting from 2nd October 2025
		2,329.81	**2,394.56**			

Details of Securities:

The above term loans are secured by way of:

(a) By way of mortgage against specific buildings owned by the Group

(b) Personal guarantees of Pavan Kumar Bajaj and Karan Bajaj.

Additionally, loan from ICICI Bank is also secured against exclusive charge on Debt Service Reserve Account (DSRA).

(ii) Maturity profile of long-term borrowings:

	As at 31st March 2026	As at 31st March 2025
Within 1 year	344.65	339.16
1-2 years	311.79	321.70
2-5 years	620.90	633.64
More than 5 years	1,052.47	1,100.06
	2,329.81	**2,394.56**

Summary of the material accounting policies and other explanatory information (Contd.)
(All amounts in ₹ in Million, unless otherwise stated)

(iii) Terms and conditions of working capital loans from banks and financial institution (Repayable on Demand):

S. No.	Name	As at 31st March 2026	As at 31st March 2025	Types of security
1	HDFC Bank Limited ('HDFC')	4,072.39	5,891.13	First pari pasu Charge on: - stock and book debts of the Holding Company Exclusive charge on - Fixed deposits. - Credit Card Receivables. - Few exclusive and pari passu charge on immovable property
2	ICICI Bank Limited ('ICICI')	500.00	5.43	Second charge on specific buildings owned by the Holding Company charged to ICICI Bank for Term Loan facility
3	Axis Bank Limited ('Axis')	1,800.00	900.00	First pari pasu charge on: - stock, book debts (including credit card receivables), fixed deposits and plant & machinery of the Holding Company; - specified immovable properties of the Holding Company
4	Bajaj Finance Limited ('BFL')	167.32	44.38	First and paramount lien on all stocks purchase using BFL funds
5	IDFC First Bank Limited ('IDFC')	41.70	604.35	-
		6,581.41	**7,445.29**	

Notes:

(a) Working capital loans from HDFC carries an interest rate of 7.70% (31st March 2025: 8.35%), Axis Bank carries an interest rate of 8.70%(31st March 2025: 9.35%) and ICICI Bank carries an interest rate of 7.90% (31st March 2025: 9%). Unsecured Loans from IDFC carries a interest rate of 10.40% (31st March 2025: 10.40%) and BFL carries an interest rate of 12.25% (31st March 2025: 12.25%).

(b) The aforementioned working capital loans from ICICI Bank Limited and Axis Bank Limited are personally guaranteed by Pavan Kumar Bajaj and Karan Bajaj. Further, the working capital facility availed from HDFC Bank is also secured by way of pledge of certain personal properties of Pavan Kumar Bajaj, Karan Bajaj and Renu Bajaj.

16 PROVISIONS

	As at 31st March 2026	As at 31st March 2025
Non-current		
Provision for employee benefits		
- Gratuity, funded (refer note 23(b))	13.40	17.12
- Compensated absences, unfunded	7.86	-
	21.26	**17.12**
Current		
Provision for sales return (refer note (a) below)	20.61	22.32
	20.61	**22.32**

(a) **Movement in Provision for sales return**

	As at 31st March 2026	As at 31st March 2025
Opening Balance	22.32	106.74
Add: Provision created during the year	20.61	22.32
Less: Provision reversed during the year	(22.32)	(106.74)
Closing Balance	**20.61**	**22.32**

17 TRADE PAYABLES

	As at 31st March 2026	As at 31st March 2025
Trade payables		
- total outstanding dues of micro enterprises and small enterprises	19.88	7.16
- total outstanding dues of creditors other than micro enterprises and small enterprises	640.65	555.79
	660.53	**562.95**

(a) Trade payables are non-interest bearing and are normally settled based on the agreed payment terms.

(b) The Group has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosures pursuant to the said MSMED Act are as follows:

		As at 31st March 2026	As at 31st March 2025
(i)	The principal amount remaining unpaid as at the end of the year	19.88	7.16
(ii)	The amount of interest accrued and remaining unpaid at the end of the year	-	-
(iii)	Amount of interest paid by the Group in terms of Section 16, of (MSMED Act 2006) along with the amounts of payments made beyond the appointed date during the year	-	-
(iv)	The amount of further interest remaining due and payable in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises for the purpose of disallowance as a deductible expenditure under Section 23 of the (MSMED Act 2006)	-	-

(c) **Trade payables ageing schedule**

As at 31st March 2026

Particulars	Outstanding for the following periods from date of recognition					
	Accrued	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
i) MSME	-	19.84	0.04	-	-	**19.88**
ii) Others	108.32	525.52	6.81	-	-	**640.65**
iii) Disputed dues-MSME	-	-	-	-	-	**-**
iv) Disputed dues-Others	-	-	-	-	-	**-**
Total	**108.32**	**545.36**	**6.85**	**-**	**-**	**660.53**

As at 31st March 2025

Particulars	Outstanding for the following periods from date of recognition					
	Accrued	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
i) MSME	-	7.16	-	-	-	**7.16**
ii) Others	109.90	437.19	8.48	0.22	-	**555.79**
iii) Disputed dues-MSME	-	-	-	-	-	**-**
iv) Disputed dues-Others	-	-	-	-	-	**-**
Total	**109.90**	**444.35**	**8.48**	**0.22**	**-**	**562.95**

Summary of the material accounting policies and other explanatory information (Contd.)
(All amounts in ₹ in Million, unless otherwise stated)

18 OTHER FINANCIAL LIABILITIES

	As at 31st March 2026	As at 31st March 2025
At amortised cost		
Interest accrued	29.57	26.79
Creditors for capital expenditure (Other than MSME)	27.26	43.31
Creditors for expenses	102.51	96.15
Dues to employees	201.12	154.55
	360.46	**320.80**

19 OTHER CURRENT LIABILITIES

	As at 31st March 2026	As at 31st March 2025
Statutory liabilities	45.18	49.09
Provision for Corporate Social Responsibility expenditure (refer note 26 (a))	17.16	14.56
Revenue received in advance (refer note below)	472.28	473.43
	534.62	**537.08**

Note: Movement in the contract liabilities during the year is as under. Total contract liabilities outstanding as on 31st March 2026 will be recognised in next 12 months.

	As at 31st March 2026	As at 31st March 2025
Opening balance	473.43	346.90
Advance received during the year	1,507.05	1,523.65
Less: Revenue recognised during the year	(1,473.52)	(1,389.69)
Less: Other adjustments during the year	(34.68)	(7.43)
	472.28	**473.43**

20 REVENUE FROM OPERATIONS

	For the year ended 31st March 2026	For the year ended 31st March 2025
Revenue from contracts with customers		
Sale of products	69,964.23	65,625.82
Other operating revenue:		
- Commission income	1,661.64	1,432.99
- Incentive income (refer note 42)	177.36	254.25
- Miscellaneous income	29.39	-
	71,832.62	**67,313.06**

(i) **Reconciliation of revenue from sale of products with the contracted price:**

	For the year ended 31st March 2026	For the year ended 31st March 2025
Revenue at contracted price	71,323.04	66,788.24
Less: Sales returns	1,358.81	1,162.42
Total revenue from contracts with customers	**69,964.23**	**65,625.82**

(ii) **Disaggregation of revenues:**

Revenue based on type of customer

	For the year ended 31st March 2026	For the year ended 31st March 2025
- Retail	69,444.13	64,910.29
- Wholesalers	473.93	661.04
- E-commerce	46.17	54.49
Total revenue from contracts with customers	**69,964.23**	**65,625.82**

(iii) The Group has operations only in India, hence there are no separately reportable geographical segments.

21 OTHER INCOME

	For the year ended 31st March 2026	For the year ended 31st March 2025
Other non-operating income:		
(i) Interest income on:		
- Bank deposits	9.88	25.29
- Security deposits	34.02	28.73
(ii) Insurance claim on Loss of Stock	2.90	12.65
(iii) Miscellaneous income	35.08	24.73
	81.88	**91.40**

22 CHANGES IN INVENTORIES OF STOCK-IN-TRADE

	For the year ended 31st March 2026	For the year ended 31st March 2025
Stock-in-trade at the beginning of the year (refer note 42)	12,301.84	9,566.90
Less: Stock-in-trade at the end of the year	12,406.72	12,301.84
	(104.88)	**(2,734.94)**

23 EMPLOYEE BENEFITS EXPENSE

	For the year ended 31st March 2026	For the year ended 31st March 2025
Salaries and wages	1,483.51	1,283.70
Contribution to provident and other funds (refer note a)	60.18	54.12
Gratuity (refer note b)	21.90	12.02
Staff welfare expenses	29.77	10.49
	1,595.36	**1,360.33**
Less: Amount transferred to capital work-in-progress	-	29.40
	1,595.36	**1,330.93**

(a) Defined contribution plan

The Group contributed ₹50.03 (31st March 2025: ₹45.12) to provident fund and ₹10.15 (31st March 2025: ₹9.00) towards employee state insurance fund during the year ended 31st March 2026.

(b) Defined benefit plan

The Group operates a defined benefit gratuity plan for its employees in India in accordance with the Payment of Gratuity Act, 1972.

The Government of India, on 21 November 2025, notified implementation of four new labor codes — Code on Wages (2019), Industrial Relations Code (2020), Code on Social Security (2020), and Occupational Safety, Health and Working Conditions Code (2020) (hereinafter referred to as "the New Labour Codes").

The New Labour Codes prescribe an uniform definition of the term 'wages', which is also relevant for determination of post-employment benefits including gratuity to all employees. In accordance with the definition, wages means all remuneration including basic pay, dearness allowance and retaining allowance but does not include certain specified items forming part of remuneration and

Summary of the material accounting policies and other explanatory information (Contd.)

(All amounts in ₹ in Million, unless otherwise stated)

in the event the quantum of those specified items exceed 50% of total remuneration, such excess is deemed to be considered as wages.

The revised definition of wages has resulted in an increase in gratuity obligation of ₹1.76 Million in respect of services rendered in prior periods, and the Group has treated such incremental impact as past service cost and recognised as expense immediately in the statement of profit and loss in the current year in accordance with Ind AS 19, Employee Benefits.

The Group will continue to monitor finalisation of rules and clarifications from government and would provide appropriate accounting effect on the basis of such developments as needed.

(i) The amounts recognised in the statement of profit and loss are as follows:

	For the year ended 31st March 2026	For the year ended 31st March 2025
Current service cost	13.29	11.99
Past service cost	1.76	-
Net interest cost (net of interest on plan assets)	1.18	0.03
Total amount recognised in the statement of profit and loss	**16.23**	**12.02**

(ii) The amounts recognised in the other comprehensive income are as follows:

	For the year ended 31st March 2026	For the year ended 31st March 2025
Actuarial gain / (loss)	2.40	(2.66)
Total amount recognised in the other comprehensive income	**2.40**	**(2.66)**

(iii) Changes in present value of defined benefit obligation:

	As at 31st March 2026	As at 31st March 2025
Present value of defined benefit obligation at beginning of the year	86.24	70.10
Current service cost	13.29	11.99
Past service cost	1.76	-
Interest cost	1.34	5.43
Benefits paid	(6.21)	(3.94)
Re-measurement of actuarial gains/(losses) on obligation	2.40	(2.66)
Present value of defined benefit obligation at end of the year	**94.02**	**86.24**

(iv) The fair value of defined benefit plan assets estimated as at:

	As at 31st March 2026	As at 31st March 2025
Fair value of plan assets at the beginning of the year	69.12	67.66
Add: Contributions made	17.55	0.34
Add: Interest income	0.16	5.06
Less: Benefits paid	(6.21)	(3.94)
Fair value of plan assets at the end of the year *	**80.62**	**69.12**

***** Pertains to amount invested in Group's variable employee benefit plan with HDFC Life Insurance.

(v) Reconciliation of present value of obligation and the fair value of plan assets

	As at 31st March 2026	As at 31st March 2025
Present value of defined benefit obligation at end of the year	94.02	86.24
Fair value of plan assets at the end of the year	80.62	69.12
Net liability recognised in the balance sheet	**13.40**	**17.12**

(vi) The assumptions used in accounting for the gratuity plan are set out as below:

	For the year ended 31st March 2026	For the year ended 31st March 2025
Discount rate	6.30%	6.50%
Retirement age	58 years	58 years
Salary escalation	8.00%	8.00%
Attrition rate	46.80%	30.20%
Mortality rate	100% of IALM 2012-14	100% of IALM 2012-14

The estimates of future salary increase considered in actuarial valuation take account of inflation, seniority, promotions and other relevant factors such as supply and demand in the employment market. The Group evaluates these assumptions annually based on its long-term plans of growth and industry standards.

(vii) Impact on defined benefit obligation - (decrease)/increase in liability

	As at 31st March 2026	As at 31st March 2025
Assumptions		
Sensitivity level		
- Discount rate : 1.00% increase	(1.89)	(2.60)
- Discount rate : 1.00% decrease	1.98	2.77
- Future salary : 1.00% increase	1.79	2.51
- Future salary : 1.00% decrease	(1.74)	(2.41)
- Attrition rate : 50.00% increase	(5.77)	(4.52)
- Attrition rate : 50.00% decrease	10.26	7.55
- Mortality rate : 10.00% increase	(0.01)	-
- Mortality rate : 10.00% decrease	-	-

The sensitivity analyses above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting year.

(viii) Defined benefit liability and employer contributions

The following contributions and undiscounted future benefit payments are expected:

	As at 31st March 2026	As at 31st March 2025
Expected future benefit payments		
Within 1 year	46.76	29.32
2 - 5 years	53.68	53.03
6 - 10 years	6.57	19.90
Beyond 10 years	0.38	5.33

24 FINANCE COSTS

	For the year ended 31st March 2026	For the year ended 31st March 2025
Interest expense on:		
- Financial liabilities measured at amortised cost	619.88	478.63
- Lease liabilities	954.40	848.76
Other borrowing costs	34.22	37.08
	1,608.50	**1,364.47**
Less: Amount transferred to capital work-in-progress (note (i))	71.80	189.26
	1,536.70	**1,175.21**

Note:
The capitalisation rate used to determine the amount of borrowing costs transferred to capital work-in-progress is the weighted average interest rate applicable to the entity's general borrowings i.e. 8.50% (31st March 2025: 8.75%)

Summary of the material accounting policies and other explanatory information (Contd.)
(All amounts in ₹ in Million, unless otherwise stated)

25 DEPRECIATION AND AMORTISATION EXPENSE

	For the year ended 31st March 2026	For the year ended 31st March 2025
On property, plant and equipment (refer note 4)	563.58	411.72
On other intangible assets (refer note 6)	9.68	7.98
On right-of-use assets (refer note 36)	1,003.14	884.83
	1,576.40	**1,304.53**
Less: Amount transferred to capital work-in-progress	14.77	37.62
	1,561.63	**1,266.91**

26 OTHER EXPENSES

	For the year ended 31st March 2026	For the year ended 31st March 2025
Rent	26.08	11.29
Power and fuel	546.06	479.76
Rates and taxes	52.19	53.48
Insurance	39.48	26.00
Repairs and maintenance:		
- Buildings	486.46	445.47
- Others	161.39	135.01
Advertisement expenses	540.77	553.02
Business promotion expenses	187.91	160.31
Carriage outwards	69.59	57.43
Commission expenses	56.75	43.59
Communication expenses	62.87	48.67
Sales promotion expenses	1,847.89	1,854.01
Travelling and conveyance	75.31	57.28
Postage and courier charges	38.27	35.82
Printing and stationery	32.19	32.24
Professional and consultancy charges	52.67	54.35
Payments to auditor:		
- As auditor	7.10	7.97
- For other services	-	0.88
- Out of pocket expenses	0.89	0.23
Water charges	19.20	18.55
Bad debts written-off	0.71	16.00
Advances written-off	5.65	2.72
Loss on sale of Property, plant and equipment	1.46	8.04
Director's sitting fee	3.90	5.05
Corporate social responsibility (refer note (a))	42.23	37.05
Miscellaneous expenses	36.91	15.40
	4,393.93	**4,159.62**
Less: Amount transferred to capital work-in-progress	-	26.76
	4,393.93	**4,132.86**

(a) Details of Corporate Social Responsibility ('CSR') expenditure

		For the year ended 31st March 2026	For the year ended 31st March 2025
a.	Gross amount required to be spent by the Group during the year	42.23	37.05
b.	Amount spent during the year on:		
	(i) Construction/acquisition of any asset	-	-
	(ii) On purposes other than (i) above	39.63	40.37
c.	Shortfall/(excess) at the end of the year*	2.60	(3.32)
d.	Total of previous years shortfall	14.56	17.88
e.	Details of related party transactions	NA	NA
f.	Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately	NA	NA

*Subsequent to the previous year ended, the Holding Company spent ₹ 5.00 Million dated 19th May 2025, ₹ 0.33 Million on 2nd April 2025 and ₹ 0.44 Million to PM CARES Fund.

27 INCOME TAXES

(a) **Income tax expense recognised in the statement of profit and loss**

	For the year ended 31st March 2026	For the year ended 31st March 2025
Statement of profit and loss:		
Current tax expense (refer note 42)	483.10	640.38
Deferred tax benefit	(120.40)	(84.81)
	362.70	**555.57**

(b) **Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for 31st March 2026 and 31st March 2025**

	For the year ended 31st March 2026	For the year ended 31st March 2025
Profit before tax	1,434.08	2,160.43
At statutory income tax rate of 25.168%	360.93	543.74
Reconciling items:		
Permanent disallowances	10.63	9.65
Benefit under 80JJAA	-	-
Others	(8.86)	2.18
At the effective income tax rates	**362.70**	**555.57**

(c) **Non-current tax assets**

	As at 31st March 2026	As at 31st March 2025
Non-current tax assets	64.99	28.16

(d) **Current tax liabilities**

	As at 31st March 2026	As at 31st March 2025
Current tax liabilities (refer note 42)	142.17	52.64

Summary of the material accounting policies and other explanatory information (Contd.)
(All amounts in ₹ in Million, unless otherwise stated)

28 DEFERRED TAX ASSETS, NET

The tax effects of significant temporary differences that resulted in deferred tax assets and liabilities are as follows:

	As at 31st March 2026	As at 31st March 2025
Deferred tax assets/(liabilities):		
Property, plant and equipment	(70.95)	(76.24)
Right-of-use assets	(2,354.32)	(2,140.67)
Lease liability	2,783.23	2,474.79
Statutory liabilities	-	0.02
Fair valuation of security deposits	123.07	114.28
Employee payables	11.99	8.82
Other temporary tax differences	29.35	20.98
Deferred tax assets, net	**522.37**	**401.98**

(a) **Reconciliation of deferred tax assets/(liabilities) at the beginning and end of the year**

	As at 1st April 2024	Charged/ (credited) to profit or loss	As at 31st March 2025	Charged/ (credited) to statement of profit and loss	As at 31st March 2026
Property, plant and equipment	(46.27)	29.97	(76.24)	(5.29)	(70.95)
Right-of-use assets	(1,893.59)	247.08	(2,140.67)	213.65	(2,354.32)
Lease liability	2,137.84	(336.95)	2,474.79	(308.44)	2,783.23
Statutory liabilities	0.61	0.59	0.02	0.02	-
Fair valuation of security deposits	98.52	(15.76)	114.28	(8.79)	123.07
Employee payables	9.15	0.33	8.82	(3.17)	11.99
Other temporary tax differences	10.91	(10.07)	20.98	(8.37)	29.35
	317.17	**(84.81)**	**401.98**	**(120.40)**	**522.37**

Deferred tax assets and deferred tax liabilities have been offset wherever the Group has a legally enforceable right to set-off current tax assets against current tax liabilities and where the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority.

29 FAIR VALUE MEASUREMENTS

(i) All the financial assets and financial liabilities of the Group are carried at amortised cost

(ii) The management assessed that cash and bank balances, trade receivables, trade payables and other current financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

(iii) In respect of fixed rate financial Liabilities, the management has assessed the carrying value of these liabilities approximates to the fair value mainly since the same are short term borrowings which are repayable on demand. Further, fair value of Lease liabilities are not presented in line with the requirements of Para 29(d) of Ind AS 107. In respect of the balance of non-current financial assets and liabilities in the nature of loans and borrowings, the management has assessed the carrying value of these assets and liabilities approximates to the fair value mainly due to the interest rates are at the market rate or linked to market rate, as the case maybe.

30 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk. The Group's primary risk management focus is to minimize potential adverse effects of market risk on its financial performance. The Group's risk management assessment and policies and processes are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same. Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the Group's activities. The Board of Directors is responsible for overseeing the Group's risk assessment and management policies and processes.

(a) 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 for the Group comprises primarily of interest risk. Financial instruments affected by market risk include loans and borrowings. The sensitivity analysis in the following sections relate to the position as at 31st March 2026.

The analysis exclude the impact of movements in market variables on: the carrying values of gratuity and other post-retirement obligations; provisions; and the non-financial assets.

The following assumptions have been made in calculating the sensitivity analysis:

(1) The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at 31st March 2026.

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. The Group's variable rate borrowing is subject to interest rate risk. Below is the details of exposure to variable rate instruments:

Particulars	31st March 2026	31st March 2025
Financial liabilities		
Variable rate instruments	8,702.20	9,191.12

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of borrowings affected. With all other variables held constant, the Group's profit after tax (PAT) and other equity are affected through the impact on floating rate borrowings, as follows:

Particulars*	31st March 2026	31st March 2025
Interest rates increase by 100bps - PAT and Other Equity decreases by	65.12	68.78
Interest rates decrease by 100bps - PAT and Other Equity increases by	(65.12)	(68.78)

* Holding all other variables constant.

(b) Credit risk

Credit risk is the risk of loss that may arise on outstanding financial instruments when a counterparty defaults on its obligations. The Group's exposure to credit risk arises primarily from loans extended, security deposits, balances with bankers and trade and other receivables. The Group's objective is to seek continual revenue growth while minimising losses incurred due to increased credit risk exposure. The credit risk has always been managed by the Group through credit approvals, establishing credit limits, and continuously monitoring the credit worthiness of the customers to whom the Group grants credit terms in the normal course of business. Outstanding customer receivables are regularly monitored.

Exposure to credit risk:

At the end of the reporting year, the Group's maximum exposure to credit risk is represented by the carrying amount of each class of financial assets recognised in the statement of financial position. No other financial assets carry a significant exposure to credit risk.

Credit risk concentration profile:

At the end of the reporting year, there were no significant concentrations of credit risk. The maximum exposures to credit risk in relation to each class of recognised financial assets is represented by the carrying amount of each financial assets as indicated in the balance sheet.

Financial assets that are neither past due nor impaired:

None of the Group's cash and bank balances, loans, security deposits were past due or impaired as at 31st March 2026. Trade and other receivables including loans that are neither past due nor impaired are from various individual customers and reputed financial institutions.

Summary of the material accounting policies and other explanatory information (Contd.)
(All amounts in ₹ in Million, unless otherwise stated)

Financial assets that are either past due or impaired:

The Group doesn't have any significant trade receivables or other financial assets which are either past due or impaired. The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, the management also evaluates the factors that may influence the credit risk of its customer base, including the default risk. The management has established a credit policy, procedures and controls relating to customer credit risk management under which each new customer is analysed individually for creditworthiness before the Group's standard payment and delivery terms and conditions are offered. The Group's receivables turnover is quick and historically, there was no significant default on account of trade and other receivables. An impairment analysis is performed at each reporting date on an individual basis. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The Group has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted for forward looking information.

Financial instruments and cash deposits

Credit risk from balances with banks is managed by the Group's finance team in accordance with the Group's policy. Investments of surplus funds are made only with approved and reputed banks and within credit limits assigned to each bank. The amounts invested and details of relevant banks are reviewed by the Group's Board of directors on annual basis.

(c) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they become due. The Group manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the Group's reputation.

Management monitors rolling forecasts of the Group's liquidity position (comprising the undrawn borrowing facilities) and cash and cash equivalents on the basis of expected cash flows. This is generally carried out by the Group in accordance with practice and limits set by the management.

The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted payments:

	As at 31st March 2026	As at 31st March 2025
Less than 1 year		
- Borrowings	6,926.06	7,784.45
- Trade payables	660.53	562.95
- Lease liability	1,534.92	1,368.29
- Other financial liabilities	360.46	320.80
1 to 2 years		
- Borrowings	311.79	321.70
- Lease liability	1,563.79	1,374.02
2 to 5 years		
- Borrowings	620.90	633.64
- Lease liability	4,581.59	5,420.97
More than 5 years		
- Borrowings	1,052.47	1,100.06
- Lease liability	10,796.92	8,411.67

(d) Excessive risk concentration

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Group's performance to developments affecting a particular industry.

In order to avoid excessive concentrations of risk, the Group's policies and procedures include specific guidelines to focus on the maintenance of a diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly.

31 CAPITAL MANAGEMENT

Capital includes equity and all other reserves attributable to share holders. The primary objective of the capital management is to ensure that it maintain an efficient capital structure and healthy capital ratios in order to support its business and maximise share holders value. The Group manages its capital structure and make adjustments to it, in light of changes in economic conditions or its business requirements.

The Group monitors capital using a gearing ratio, which is net debt divided by equity plus net debt.

The Group includes within net debt, interest bearing loans and borrowings, less cash and bank balances.

Net gearing ratio:

	As at 31st March 2026	As at 31st March 2025
Borrowings*	8,911.22	9,839.85
Less: Cash and bank balances	669.24	466.44
Net debt	**8,241.98**	**9,373.41**
Equity	3,847.49	3,847.49
Other equity	12,413.86	11,340.08
Total equity	**16,261.35**	**15,187.57**
Total net debt and equity	**24,503.33**	**24,560.98**
Gearing ratio	**33.64%**	**38.16%**

*Total borrowings include non-current borrowings and current borrowings.

In order to achieve this overall objective, the Group's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing during the year ended 31st March 2026.

There have been no changes made in the objectives, policies or processes for managing capital during the year ended 31st March 2026.

32 SEGMENT REPORTING

The Group is engaged in the business of electronics retail and wholesale trade through its retail stores and online platforms to customers. The Group does not distinguish revenues, costs and expenses between segments in its internal reporting, and reports costs and expenses by nature as a whole. The CODM reviews the results when making decisions about allocating resources and assessing performance of the Group as a whole and hence, the Group has only one reportable segment. The Group operates and manages its business as a single segment mainly by facilitating the sale of products through the stores and online platforms. As the Group's long-lived assets are all located in India and the Group's revenues are derived from India, no geographical information is presented.

Information about geographical areas

The Group has operations only in India, hence there are no separately reportable geographical segments for the Group as per the requirements of Ind AS 108 – "Operating Segments".

Information about major customers

There is no single customer or customer group who accounts for more than 10% of the total revenue of the Group.

33 CONTINGENT LIABILITIES

	As at 31st March 2026	As at 31st March 2025
Claims against the Group not acknowledged as debts	178.63	122.57

Note:

(i) The Holding Company received an order from the National Anti-Profiteering Authority of the Central Goods and Services Tax Act, 2017 demanding an amount of ₹3.43 on account of disputes with customers in various forums alleging certain non-compliances with the anti-profiteering regulations of the Goods and Services Act, 2017. The management filed necessary appeals in this regard with the appropriate appellate authorities. However, on the basis of its internal assessment of the nature of the allegations and the facts of the case, management is confident of resolving this matter in favour of the Holding company.

Summary of the material accounting policies and other explanatory information (Contd.)
(All amounts in ₹ in Million, unless otherwise stated)

(ii) The Holding Company received an order from Director General of GST, Hyderabad demanding an amount of ₹107.26 alleging that the Holding Company has failed to levy GST on receipt of credit notes of certain types issued by its vendors. The management filed necessary appeals in this regard with the appropriate appellate authority. However, on the basis of its internal assessment of the nature of the allegations and the facts of the case, management is confident of resolving this matter in favour of the Holding Company.

(iii) The Holding Company has received an order from Commissioner of Customs and GST, Hyderabad demanding an amount of ₹52.42 alleging the Company of irregular availment of input tax credit (ITC) during 2018-19 and 2019-20. The management filed the necessary appeals in this regard with the appropriate appellate authority. However, on the basis of its internal assessment of the nature of the allegations and the facts of the case, management is confident of resolving this matter in favour of the Holding Company.

34 CAPITAL AND OTHER COMMITMENTS

	As at 31st March 2026	As at 31st March 2025
Capital commitments (Net of Advances)	801.72	578.77

35 RELATED PARTY DISCLOSURES

(a) **Names of related parties and nature of relationship**

Names of the related parties	Nature of relationship
Pavan Kumar Bajaj	Key managerial personnel ('KMP')
Karan Bajaj	
Astha Bajaj	
Premchand Devarakonda	
Rajiv Kumar	
Prem Bajaj	Close members of KMP
Renu Bajaj	
Kanwal Bajaj	
Seema Narula	
Mirza Ghulam Muhammad Baig	Independent Directors
Jyotsna Angara	
Gurudeep Singh	

(b) **Transactions with related parties**

	For the year ended 31st March 2026	For the year ended 31st March 2025
Rent paid		
Pavan Kumar Bajaj	15.85	14.58
Karan Bajaj	0.58	1.13
Renu Bajaj	1.17	1.03
Seema Narula	2.55	2.46
Transaction with key management personnel		
Managerial Remuneration* (Short-term employee benefits)	106.23	84.98
Remuneration*		
Prem Bajaj	3.16	3.01
Kanwal Bajaj	2.40	2.40
Director's sitting fees		
Mirza Ghulam Muhammad Baig	1.35	1.85
Jyotsna Angara	1.20	1.50
Gurudeep Singh	1.35	1.70

*Excluding employer's contribution to defined contribution plans and provision made for defined benefit plans, as it is computed for the Holding Company as a whole and cannot be seperately ascertained.

(c) **Balances receivable/(payable)**

	As at 31st March 2026	As at 31st March 2025
Karan Bajaj (net of security deposit receivable of ₹0.37)	(21.58)	(1.60)
Pavan Kumar Bajaj (net of security deposit receivable of ₹9.99)	7.00	7.32
Astha Bajaj	(1.25)	(1.25)
Prem Bajaj	(0.21)	(0.21)
Premchand Devarakonda	(0.94)	(0.94)
Rajiv Kumar	(0.38)	(0.38)
Kanwal Bajaj	(0.20)	(0.20)
Seema Narula	(0.19)	(0.19)
Renu Bajaj (net of security deposit receivable of ₹0.74)	0.59	0.59

(d) **Details of Personal Guarantees**

	As at 31st March 2026	As at 31st March 2025
Total Personal Guarantee	8,702.20	9,191.12

The Personal Guarantee given by Renu Bajaj is only for working capital facility availed from HDFC Bank for ₹ 4,072.39 (31st March 2025: ₹ 4,267.56). Personal guarantees provided by Pavan Bajaj and Karan Bajaj are towards the above outstanding loan amount.

Transaction with 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. There have been no guarantees provided or received for any related party receivables or payables.

36 LEASES

(a) **The movement in lease liabilities during the year ended 31st March 2026 and 31st March 2025 is as follows:**

Particulars	As at 31st March 2026	As at 31st March 2025
Balance at the beginning of the year	9,833.06	8,570.46
Add: Additions during the year	1,805.57	1,842.70
Add: Impact of reassessment of lease liability for the year	-	-
Add: Interest accrued during the year	954.40	848.76
Less: Payment of lease liabilities	1,447.43	1,317.68
Less: De-recognised during the year	86.97	111.18
Balance at the end of the year	**11,058.63**	**9,833.06**
Bifurcation of lease liability as on :		
Current lease liabilities	573.37	502.58
Non-current lease liabilities	10,485.26	9,330.48
	11,058.63	**9,833.06**

(b) **The details of the contractual maturities of lease liabilities as at year ended on an undiscounted basis are as follows:**

Particulars	As at 31st March 2026	As at 31st March 2025
Less than one year	1,534.92	1,368.29
One to five years	6,145.38	6,794.99
More than five years	10,796.92	8,411.67
Total	**18,477.22**	**16,574.95**

The Group does not face a significant liquidity risk with regard to its current lease liabilities as the current assets are sufficient to meet the current obligations related to lease liabilities.

Rental expense recorded for short-term leases was ₹24.71 (31st March 2025: ₹9.30) for the year ended 31st March 2026.

The future cash outflows to which the lessee is potentially exposed that are not reflected in the measurement of lease liabilities are -

1) Leases not yet commenced to which the Group is committed amounts to 31st March 2026: ₹383.75 (31st March 2025: ₹255.12).
2) Variable lease payments based on sales amounts to 31st March 2026: ₹1.37 (31st March 2025: ₹1.99).

Summary of the material accounting policies and other explanatory information (Contd.)
(All amounts in ₹ in Million, unless otherwise stated)

(c) **The movement in right-of-use assets during the year ended is as follows:**

Particulars	As at 31st March 2026	As at 31st March 2025
Balance at the beginning of the year	8,505.51	7,523.82
Add: Additions during the year	1,910.36	1,956.21
Add: Impact of reassessment of lease liability for the year	-	-
Less: Depreciation expense accrued during the year	1,003.14	884.83
Less: De-recognised during the year	58.32	89.69
Balance at the end of the year	**9,354.41**	**8,505.51**

37 ADDITIONAL DISCLOSURE AS REQUIRED UNDER PARAGRAPH 2 OF 'GENERAL INSTRUCTIONS FOR THE PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS' OF THE SCHEDULE III TO THE ACT

The consolidated subsidiary, Cloudnine Retail Private Limited have not commenced activities, hence its share in the consolidated net assets, consolidated profit and share in consolidated other comprehensive income as at and for the year ended 31st March 2026 is negligible. Therefore, disclosures as required under paragraph 2 of the "General Instructions for Preparation of Consolidated Financial Statements" of the Schedule III to the Act, is not included in these consolidated financial statements.

38 (i) 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 Group to or in any other persons or entities, including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Group (Ultimate Beneficiaries).

(ii) The Group has not received any fund from any party (Funding Party) with the understanding that the Group shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

39 The Ministry of Corporate Affairs (MCA) has prescribed under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 inserted by the Companies (Accounts) Amendment Rules, 2021 requiring companies, which uses accounting software for maintaining its books of account, shall use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled.

The Holding Company has used accounting software's for recording of transactions and billing records.

In respect of accounting software used for recording transactions, the audit trail (edit log) feature at database level was not enabled for the period 1st April 2025 to 21st April 2025. For previous year, audit trail (edit log) feature at database level was not enabled in the accounting software.

In respect of billing software, audit trail (edit log) feature at database level was enabled throughout the current year. For previous year, the edit log at database level was enabled with effect from 7th August 2024.

Furthermore, The audit trail has been preserved by the Holding Company as per the statutory requirements for record retention, except for audit trail (edit log) facility at database level for the aforesaid accounting and billing softwares.

Audit trail(edit log) was not enabled at the Application and Database level for the accounting softwares used by the Subsidiaries.

40 During the previous financial year, on account of an Unified Payment Interface (UPI) payment scam attempt, the Group suffered a loss of ₹ 16.5 perpetrated by third parties. The Company has filed a First information report ("FIR") on this matter. Further, the Company has also charged this amount as expenditure in the statement of profit and loss. Summary is as follows:

Particulars	For the year ended 31st March 2025
Number of UPI transactions	819 transactions
Amount	₹ 27.30
Recovery	₹ 10.80
Net loss	₹ 16.50

41 ADDITIONAL DISCLOSURES

(i) No proceeding have been initiated on or is pending against the Group for holding benami property under the Benami Transactions Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

(ii) The Group has not been declared wilful defaulter by any bank or financial Institution or other lender.

(iii) The Group 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 during the year ended 31st March 2026 (31st March 2025:Nil)

(iv) The Group 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.

(v) No Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Act.

(vi) There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

(vii) The Group has not traded or invested in crypto currency or virtual currency during the current or previous year.

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During the year, the Holding Company reclassified sell-out scheme incentives and cash discounts received from suppliers 'Revenue from operations - Other operating income' to reduction from 'Purchases of Stock in Trade' in the Statement of Consolidated Profit and Loss and receivables pertaining to such incentives and discounts from 'Trade Receivables' to 'Other non-financial current assets' and 'Trade Payables' in the Consolidated Balance Sheet in accordance with the applicable accounting standards, since such incentives and discounts are associated with inventory purchases and are not in exchange for any distinct goods or services by the Holding Company to the such vendors. Further, the aforementioned adjustment has resulted in decrease in inventories, increase in Profit before tax and decrease in other Equity for the previous year. These adjustments made to the comparative financial statements are not considered material.

43 EXCEPTIONAL ITEMS

a) On 29th May 2025, a fire incident occurred at one of the Holding Company's godowns, resulting in significant damage to inventory valued at ₹ 81.72 Million. The Company lodged an insurance claim and received full and final settlement for ₹ 75.27 Million against the claim, which was recognised as an exceptional item in the Statement of Profit and Loss.

b) TheHolding Company, transferred its four "IQ" retail stores located in the states of Telangana and Andhra Pradesh, along with the related trademarks and certain immovable assets but excluding inventory, for a total consideration of ₹80 Million. The gain on disposal of such assets of ₹76.65 Million has been recognised as an exceptional item in the Statement of Profit and Loss.

c) The Government of India has merged various existing labour laws into a unified framework comprising four labour codes, collectively referred to as the "New Labour Code". During the current year, the Holding Company has restructured the compensation to employees which resulted in an additional impact of ₹ 1.76 Million which has been accounted under exceptional items. Group continues to monitor the developments pertaining to Labour Codes and will evaluate impact, if any, on the measurement of liability pertaining to employee benefits.

This is the summary of material accounting policies and other explanatory information referred to in our report of even date.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Hemant Maheshwari
Partner
Membership Number.:096537

Place: Hyderabad
Date: 22nd May 2026

For and on behalf of the Directors of
Electronics Mart India Limited
CIN: L52605TG2018PLC126593

Pavan Kumar Bajaj
Managing Director
DIN: 07899635

Karan Bajaj
Wholetime Director & CEO
DIN: 07899639

Premchand Devarakonda
Chief Financial Officer

Rajiv Kumar
Company Secretary
M. No. A42082

Place: Hyderabad
Date: 22nd May 2026

NOTICE

ELECTRONICS MART INDIA LIMITED

CIN: L52605TG2018PLC126593
Registered Office: 6-1-91, Shop No. 10, Ground Floor,
Next to Telephone Bhavan, Secretariat Road, Saifabad, Hyderabad – 500004
Website: www.electronicsmartindia.com • Email ID: cs@bajajelectronics.in

NOTICE OF 8TH ANNUAL GENERAL MEETING
(PURSUANT TO SECTION 101 OF THE COMPANIES ACT, 2013)

Dear Members,

Notice is hereby given that the **8th Annual General Meeting ("AGM/Meeting")** of the members of Electronics Mart India Limited (the "Company") will be held on **Friday, 25th September 2026 at 12:30 P.M.** through the Video Conference (**"VC"**) / other Audio-Visual Means (**"OAVM"**) to transact the following business items:

ORDINARY BUSINESS

To consider, and if thought fit, pass the following resolutions as an **Ordinary Resolutions**:

1. **To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2026, together with the Reports of the Board of Directors and the Auditors thereon**.

   "**Resolved that** the Audited Standalone Financial Statements of the Company for the year ended 31st March 2026, including Balance Sheet, Statement of the Profit and Loss and Cash Flow Statement for the year ended on that date and the Report of the Board of Directors and Auditor's thereon, be and are hereby approved and adopted."

2. **To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2026, together with the Report of the Auditors thereon.**

   "**Resolved that** the Audited Consolidated Financial Statements of the Company for the year ended 31st March 2026, including Balance Sheet, Statement of the Profit and Loss and Cash Flow Statement for the year ended on that date and Auditor's Report thereon, be and are hereby approved and adopted."

3. **Appointment of a Director in place of Mr. Karan Bajaj (DIN: 07899639), who retires by rotation and, being eligible, offers himself for reappointment.**

   "**Resolved that** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and read with the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Karan Bajaj, (DIN: 07899639), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS

4. **Approval for Increase in the Borrowing Limits under Section 180(1)(c) of the Companies Act, 2013**

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

   "Resolved That in supersession of the earlier resolution passed by the members of the Company on 27th April 2023 through Postal Ballot, and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and the rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof duly authorised by the Board) to borrow, from time to time, such sum or sums of money, in Indian Rupees and/or in any foreign currency, as may be required for the purposes of the Company, whether by way of loans, credit facilities, debentures, notes, bonds or any other debt securities or instruments, issued or to be issued in the domestic and/or international markets, or through any other permissible means, whether secured or unsecured, notwithstanding that the monies so borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up share capital, free reserves and securities premium account of the Company:

Resolved Further That the total amount of such borrowings, together with the borrowings already outstanding, shall not at any time exceed ₹ 3,000 Crores (Rupees Three Thousand Crores only).

Resolved Further That the Board be and is hereby authorised to determine, finalise and settle, from time to time, the terms and conditions of all such borrowings, including the terms of issue of debt securities, and to execute and deliver all such agreements, documents, deeds and instruments, including debenture trust deeds, security documents, deeds of mortgage, charge, pledge and/or hypothecation, and such other papers and writings as may be necessary or expedient in connection therewith, and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution."

5. Approval for Creation of Charges on the Assets of the Company under Section 180(1)(a) of the Companies Act, 2013

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

"Resolved That in supersession of the earlier resolution passed by the members of the Company on 27th April 2023 through Postal Ballot and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), and the rules made thereunder, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof duly authorised by the Board) to create, offer, provide, make and/or modify such mortgages, charges, hypothecations, liens and/or other encumbrances, in addition to the existing mortgages, charges, hypothecations, liens and/or other encumbrances created or to be created by the Company, in such form and manner, with such ranking and priority, at such time and on such terms and conditions as the Board may deem fit, on all or any of the movable and/or immovable properties of the Company, both present and future, and/or the whole or any part of the undertaking(s) of the Company, wherever situated, whether presently belonging to the Company or acquired hereafter, including any additions, alterations, improvements or enhancements thereto, in favour of any person, including financial institutions, banks, insurance companies, mutual funds, bodies corporate, trustees, agents and/or other lenders or security providers (collectively, the "Lenders"), for the purpose of securing the borrowings of the Company, whether existing or to be availed from time to time, within the overall borrowing limits approved by the members of the Company pursuant to Section 180(1)(c) of the Act, including borrowings by way of loans, working capital facilities, credit facilities, debentures, bonds, notes or other debt securities issued or to be issued by the Company in domestic and/or international markets, and/or any other financing arrangements or instruments, whether fund-based or non-fund-based.

Resolved Further That the aforesaid mortgages, charges, hypothecations, liens and/or other encumbrances may secure the payment and discharge of the principal amount of such borrowings together with interest thereon at the respective agreed rates, additional interest, compound interest, penal interest, commitment charges, pre-payment premium, redemption premium, liquidated damages, costs, charges, expenses, remuneration payable to the trustees, agents or other persons appointed in connection therewith, and all other monies, obligations and liabilities payable by the Company under or in respect of the respective loan agreements, facility agreements, debenture trust deeds, trust deeds, security documents or any other agreements, documents or instruments entered into or to be entered into by the Company with the Lenders, including any amounts arising due to devaluation, revaluation or fluctuation in the rates of exchange and all other monies payable by the Company in respect of such borrowings, together with all amendments, modifications, renewals, restructurings or substitutions thereof.

Resolved Further That the Board be and is hereby authorised to finalise, settle and execute all such deeds, documents, agreements, declarations, writings and other instruments and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for giving effect to this resolution, including determining the terms and conditions of the mortgages, charges, hypothecations, liens and/or other encumbrances, and to settle any question, difficulty or doubt that may arise in connection therewith, in such manner as the Board may, in its absolute discretion, deem fit."

By order of the Board of Directors
For **Electronics Mart India Limited**
Rajiv Kumar
Company Secretary
M. No. A42082

Date: 29th August 2026
Place: Hyderabad

Notice (Contd.)

NOTES:

1. An Explanatory Statement setting out all material facts as required under Section 102 of the Companies Act, 2013, in respect of the special business of the Company is appended and forms part of the Notice.
2. The Ministry of Corporate Affairs ("MCA") vide its Circular No. 03/2025 dated 22nd September 2025, read with Circular No. 20/2020 dated 5th May 2020, Circular No. 14/2020 dated 8th April 2020, Circular No. 17/2020 dated 13th April 2020, Circular No. 02/2021 dated 13th January 2021, Circular No. 21/2021 dated 14th December 2021, Circular No. 02/2022 dated 5th May 2022, Circular No. 11/2022 dated 28th December 2022 and Circular No. 09/2023 dated 25th September 2023, Circular No. 09/2024 dated 19th September 2024 (collectively referred to as "MCA Circulars"), and SEBI vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October 2024, read with Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021, SEBI/HO/DDHS/P/CIR/2022/0063 dated 13th May 2022, SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/001 dated 5th January 2023, and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October 2023 (collectively referred to as "SEBI Circulars"), has permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the aforesaid MCA Circulars and SEBI Circulars, the 8th AGM of the Company is being conducted through VC/OAVM.
3. The venue of the AGM shall be deemed to be the Corporate Office of the Company situated at 6-3-666/A1 to 7, 3rd & 4th Floors, Opp. NIMS Hospital, Punjagutta Main Road, Hyderabad, Telangana – 500082.
4. The Company has appointed National Securities Depository Limited ("NSDL") to provide facilities for remote e-voting, participation through VC/OAVM at the AGM, and e-voting during the AGM.
5. Pursuant to the provisions of the aforesaid MCA Circulars, Members can attend and participate in the AGM through the VC/OAVM facility by using the login credentials provided to them. The physical attendance of the Members at the AGM venue is not required. Since the AGM will be conducted through VC/OAVM, the facility for appointment of proxies by the Members will not be available for this AGM, and hence the Proxy Form, Attendance Slip, and Route Map are not annexed to this Notice.
6. Pursuant to Section 113 of the Companies Act, 2013, Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are requested to send a scanned copy (PDF/JPG format) of the Board Resolution / Authorisation, etc., authorising their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting. The said Resolution / Authorisation shall be sent to the Scrutiniser by e-mail through its registered e-mail address to acs.vinod@gmail.com with a copy marked to cs@bajajelectronics.in.
7. As per Regulation 40 of the SEBI Listing Regulations, as amended from time to time, securities of listed companies can be transferred only in dematerialised form with effect from 1st April 2019, except in case of requests received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings into dematerialised form. Members can contact the Company or its Registrar and Share Transfer Agent, KFin Technologies Limited, for assistance in this regard.
8. In accordance with the MCA Circulars and SEBI Circulars, the Notice calling the 8th AGM and the Integrated Annual Report have been uploaded on the website of the Company at https://investors.electronicsmartindia.com/notices. The Notice can also be accessed from the websites of the Stock Exchanges, i.e., NSE at https://www.nseindia.com and BSE at https://www.bseindia.com. The Notice and Annual Report are also available on the e-voting website of NSDL at https://www.evoting.nsdl.com.
9. The Integrated Annual Report for the financial year ended 31st March 2026 and the Notice of the AGM are being sent in electronic mode to the Members whose e-mail addresses are registered with the Company or the Depository Participant(s). However, Members who desire to obtain a physical copy of the AGM Notice and Integrated Annual Report may send a request to the Company at cs@bajajelectronics.in or to KFin Technologies Limited at einward.ris@kfintech.com.
10. The Ministry of Corporate Affairs ("MCA") has taken a "Green Initiative in Corporate Governance" by allowing paperless compliance by companies and has issued circulars stating that service of notice/documents, including the Annual Report, can be sent by e-mail to shareholders/members. To support this initiative, Members who have not yet registered their e-mail addresses are requested to register the same, in case of shares held in demat form, with their Depository Participants.
11. Members who hold shares in physical form may nominate a person in respect of all the shares held by them singly or

jointly. Members holding shares in dematerialised form may contact their respective Depository Participants for recording nominations in respect of their shares.

12. Members holding shares in the same name under different ledger folios are requested to apply for consolidation of such folios and send the relevant share certificates to the Registrar and Share Transfer Agent / Company. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

13. The following documents will be available for inspection by the Members in electronic mode from the date of circulation of this Notice until the conclusion of the 8th Annual General Meeting ("AGM/Meeting"). Members seeking to inspect these documents may send an email to cs@bajajelectronics.in.

a) Integrated Annual Report 2025-26;

b) Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013;

c) Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013;

14. The attendance of Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

15. The AGM proceedings, presentation, and recorded transcript of the forthcoming 8th AGM shall be made available on the website of the Company at https://investors.electronicsmartindia.com/.

16. The helpline number for any query or assistance regarding participation in the AGM is 1800 309 4001. For quick access to information or assistance with queries relating to the AGM, investors may also connect via WhatsApp at +91 91000 94099.

17. The profile of Mr. Karan Bajaj (DIN: 07899639), who is seeking re-appointment as Director liable to retire by rotation, is annexed to this Notice and marked as **Annexure-A**.

18. In compliance with Regulation 36(1)(b) of the SEBI Listing Regulations, a letter providing the web-link, including the exact path, where the Annual Report for the financial year 2025-26 is available, is being sent to those Members whose e-mail addresses are not registered with the Company/ Registrar and Share Transfer Agent / Depository Participants / Depositories.

19. Pursuant to the Master Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated 31st July 2023, as updated on 28th December 2023, SEBI has introduced a dispute resolution mechanism for investors through the Stock Exchanges. Under this mechanism, investors may initiate arbitration proceedings through the Stock Exchange in the event of any dispute against the Company or its Registrar and Share Transfer Agent ("RTA") relating to delay or default in processing investor service requests.

20. Members may send their queries relating to the Integrated Annual Report or request a physical copy of the Annual Report by writing to cs@bajajelectronics.in.

By order of the Board of Directors
For **Electronics Mart India Limited**

Rajiv Kumar
Company Secretary
M. No. A42082

Date: 29th August 2026
Place: Hyderabad

Notice (Contd.)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT")

Item No. 3

The members of the Company had, through Postal Ballot, approved the borrowing limits of the Company pursuant to Section 180(1)(c) of the Companies Act, 2013 (the "Act") on 27th April 2023.

The Company continues to grow and expand its retail presence across existing and new markets and proposes to undertake further expansion, including the opening of new stores, investments in store infrastructure, the acquisition and development of properties, the refurbishment and upgradation of existing stores, and other capital expenditures. The growing scale of operations also requires adequate funds to meet working capital and other business requirements.

To support its growth and funding requirements, the Company may avail loans, credit and working capital facilities, issue debentures, bonds or other debt securities and utilise other financing arrangements permitted under applicable laws.

The existing borrowing limit of ₹ 2,000 Crores may not provide adequate headroom to meet the Company's anticipated funding requirements arising from its continued business growth and expansion. Accordingly, it is proposed to increase the overall borrowing limit under Section 180(1)(c) of the Act from ₹ 2,000 Crores (Rupees Two Thousand Crores) to ₹ 3,000 Crores (Rupees Three Thousand Crores only), inclusive of the borrowings already outstanding, excluding temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business.

The proposed limit will provide the Company with the necessary financial flexibility to meet its working capital requirements, capital expenditure, store expansion, property-related requirements and other general corporate purposes. The actual borrowings will be undertaken as and when required, based on the Company's business requirements, cash flows and prevailing market conditions.

The borrowings shall be undertaken in accordance with the provisions of the Act and other applicable laws, regulations and guidelines, as may be applicable from time to time.

The Board of Directors is of the view that the proposed increase in the borrowing limit is in the best interests of the Company and recommends the Special Resolution set out at Item No. 4 of the accompanying Notice for approval of the members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Special Resolution, except to the extent of their respective shareholding, if any, in the Company.

Item No. 4

The members of the Company had, through Postal Ballot, approved the creation of mortgages, charges and/or hypothecations over the assets and/or undertakings of the Company pursuant to Section 180(1)(a) of the Companies Act, 2013 (the "Act") on 27th April 2023.

The Company continues to grow and expand its retail presence across existing and new markets and proposes to undertake further expansion, including the opening of new stores, investments in store infrastructure, the acquisition and development of properties, the refurbishment and upgradation of existing stores, and other capital expenditures. The growing scale of operations also requires adequate funds to meet working capital and other business requirements.

To support its growth and funding requirements, the Company may avail loans, credit and working capital facilities, issue debentures, bonds or other debt securities and utilise other financing arrangements permitted under applicable laws. Such borrowings may require the Company to create security over its movable and/or immovable assets and/or undertaking(s).

Accordingly, it is proposed to obtain the approval of the members under Section 180(1)(a) of the Act to authorise the Board to create mortgages, charges, hypothecations, liens and/or other encumbrances over the assets and/or undertaking(s) of the Company, present and future, for securing its existing and future borrowings, within the overall borrowing limits approved by the members under Section 180(1)(c) of the Act.

The proposed authority will provide the Company with the necessary flexibility to secure its borrowings and financing arrangements as and when required for its business and expansion plans. The actual creation of security will be undertaken based on the Company's requirements and subject to applicable laws and regulatory requirements.

The Board of Directors is of the view that the proposed resolution is in the best interests of the Company and recommends the Special Resolution set out at Item No. 5 of the accompanying Notice for approval of the members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Special Resolution, except to the extent of their respective shareholding, if any, in the Company.

ANNEXURE-A

Details of Director seeking appointment/ re-appointment at the 8th AGM to be held on 25th September 2026

[Pursuant to Regulation 36(3) of the SEBI Listing Regulations, 2015]

Name of Director	Karan Bajaj
Date of Birth / Age	25th March 1987 / 39 Years
Date of First Appointment	1st October 2018
Relation with Directors and Key Managerial Personnel	Mr. Karan Bajaj is the son of Mr. Pavan Kumar Bajaj, Chairman & Managing Director of the Company, and Husband of Mrs. Astha Bajaj, Whole-time Director of the Company.
Brief Profile and nature of expertise	Mr. Karan Bajaj holds a Bachelor's degree in Commerce from Osmania University and a Post Graduate Diploma in International Management from the University of Strathclyde. He has over 14 years of experience in the retail industry and possesses extensive expertise in retail business management, business strategy, and operations. As a Whole-time Director of the Company, he has been actively involved in the management and growth of the Company's retail business and has contributed significantly to its operational efficiency and expansion initiatives. His knowledge of the retail sector and strategic insights continue to add value to the Company.
Number of Equity Shares held in the Company as on 31st March 2026	12,51,83,592 equity shares of ₹ 10/- each.
Remuneration paid during 2025-26	₹ 21.99 million
Number of Board Meetings attended during 2025-26	4 out of 5
List of other Companies in which Directorship is held	Cloudnine Retail Private Limited EMIL CSR Foundation
Chairperson*/ Member of Committee(s) of the Board of Directors of the Company	**Electronics Mart India Limited** • Finance Committee* • Corporate Social Responsibility Committee • Stakeholders' Relationship Committee
Names of listed entities from which he has resigned in the past three years	**NIL**
Shareholding of Non-Executive Directors	**NA**

Notice (Contd.)

INSTRUCTIONS FOR THE MEMBERS FOR ATTENDING THE AGM THROUGH VIDEO CONFERENCE / OTHER AUDIO-VISUAL MODE:

1. **Access to AGM through VC/OAVM:** Members may attend and participate in the AGM through the VC/OAVM facility provided by National Securities Depository Limited ("NSDL") using their login credentials. Detailed instructions for joining the AGM are provided in the AGM Notice.
2. **Procedure for raising questions:** Members who wish to seek any information or ask questions during the AGM may submit their queries in advance at cs@bajajelectronics.in or raise them through the VC/OAVM facility during the AGM, subject to the procedure specified in the AGM Notice.
3. **Speaker registration**: Members who wish to speak at the AGM through VC/OAVM may register themselves as speakers by sending their request from their registered e-mail address to cs@bajajelectronics.in within the timeline specified in the AGM Notice. Members are also encouraged to send their questions in advance, mentioning their name, Demat Account Number/Folio Number, e-mail ID, and mobile number, to cs@bajajelectronics.in. The Company shall endeavour to respond to such queries suitably during the AGM. Only those Members who have registered themselves as speakers within the prescribed timeline will be allowed to express their views or ask questions during the AGM.
4. **Remote e-voting:** The remote e-voting period shall commence on **22nd September 2026 at 09:00 a.m.** and end on **24th September 2026 at 05:00 p.m.** During this period, Members holding shares either in physical form or in dematerialised form as on the **cut-off date of 18th September 2026** may cast their vote electronically through the remote e-voting facility provided by NSDL. The remote e-voting facility shall be disabled by NSDL after the aforesaid period.
5. **E-voting during the AGM:** Members attending the AGM through VC/OAVM who have not cast their vote through remote e-voting shall be eligible to vote during the AGM through the e-voting system provided by NSDL.
6. **Restriction on duplicate voting:** Members who have cast their vote through remote e-voting may attend the AGM through VC/OAVM but shall not be entitled to vote again during the AGM.
7. **Voting rights:** The voting rights of the Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date of 18th September 2026.
8. **Scrutiniser:** The Board of Directors has appointed Mr. Vinod Sakaram, Practicing Company Secretary (Membership No. 23285, CP No. 8345), as the Scrutiniser to scrutinise the remote e-voting and e-voting during the AGM fairly and transparently.
9. **Voting results:** The results of remote e-voting and e-voting during the AGM, along with the Scrutiniser's Report, shall be declared within the prescribed time and placed on the website of the Company, the website of NSDL, and communicated to the Stock Exchanges.
10. **Technical guidance:** Members are encouraged to join the AGM through Laptops, Desktops, or Mobile Devices using Google Chrome, ensure that the pop-up blocker is disabled, and use a stable Wi-Fi or LAN connection for a seamless experience. Members registered as speakers may be required to allow camera access during the AGM.
11. **Joining facility:** The facility for joining the AGM through VC/OAVM shall be available 15 minutes before the scheduled time of the AGM and shall remain available during the AGM.
12. **First-come-first-served basis:** The facility for joining the AGM through VC/OAVM shall be available to 1,000 Members on a first-come-first-served basis. However, participation of Members holding 2% or more shares, Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of the Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee, and Auditors shall not be restricted on a first-come-first-served basis.
13. **Technical assistance:** Members who need technical assistance before or during the AGM may contact NSDL at evoting@nsdl.com or call 022 - 4886 7000.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 22nd September 2026, at 09: 00 a.m. and ends on 24th September 2026 at 05: 00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 18th September 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 18th September 2026.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Secretarial Standard on General Meetings (SS-2) issued by

the Institute of Company Secretaries of India ("ICSI"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and the SEBI circular dated 9th December 2020 on e-voting facility provided by listed companies, individual shareholders holding securities in dematerialised mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email address in their demat accounts to facilitate seamless access to the e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

Notice (Contd.)

Type of shareholders	Login Method
	2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

GENERAL GUIDELINES FOR SHAREHOLDERS

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to acs.vinod@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Mr. Falguni Chakraborty at falgunic@nsdl.com

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PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@bajajelectronics.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@bajajelectronics.in. If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9th December 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access the e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the AGM is the same as the instructions mentioned above for remote e-voting.
2. Only those Members/shareholders who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so shall be eligible to vote through the e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

By order of the Board of Directors
For **Electronics Mart India Limited**

Rajiv Kumar
Company Secretary
M. No. A42082

Date: 29th August 2026
Place: Hyderabad

8TH ANNUAL GENERAL MEETING INFORMATION AT A GLANCE

Day, Date and Time of 8th AGM	Friday, 25th September 2026 at 12:30 P.M. (IST)
Mode	Video Conference / other audio-visual means (VC/OAVM)
Participation through VC/OAVM	https://www.evoting.nsdl.com/
Notice & Integrated Annual Report	https://investors.electronicsmartindia.com/
Cut-off date for e-voting	18th September 2026
E-Voting start date and time	09:00 a.m. 22nd September 2026
E-Voting end date and time	05:00 p.m. 24th September 2026
E-voting website of NSDL	evoting@nsdl.com
Last Date for speaker registration	23rd September 2026
Last Date for posting questions	23rd September 2026
Name, address & contact details of e-Voting service provider and Registrar & Share Transfer Agent	**E-Voting Service Provider** **Name:** National Securities Depository Limited (NSDL) **Registered Address:** 301, 3rd Floor, Naman Chambers, Plot C-32, G-Block, Bandra Kurla Complex (BKC), Bandra East, Mumbai - 400051, Maharashtra, India **CIN:** L74120MH2012PLC230380 Email ID: falgunic@nsdl.com Toll Free / Phone Number: 022 48867000 **Registrar & Share Transfer Agent** **Name:** KFin Technologies Limited **Registered Address:** 301, The Centrium, 3rd Floor, 57, Lal Bahadur Shastri Road, Nav Pada, Kurla (West), Kurla, Mumbai, Mumbai, Maharashtra, India, 400070 Email ID: einward.ris@kfintech.com Toll Free / Phone Number: 1800 309 4001 WhatsApp Number: (91) 91000 94099 Investor Support Centre: RTA Website: https://ris.kfintech.com KPRISM (Mobile Application): https://kprism.kfintech.com/signup RTA Search: https://www.registrarsassociation.com/search **Mr. Bhaskar Roy** Deputy Vice President – Corporate Registry Email ID: bhaskar.roy@kfintech.com **N. Shyam Kumar** Senior Manager – Corporate Registry Email ID: shyam.kumar@kfintech.com

Notice (Contd.)

	QR codes: Investor Support Centre: NSDL Corporate website: RTA Website: RTA Search:
Name, address and contact details of the Company	**Electronics Mart India Limited** **CIN:** L52605TG2018PLC126593 **Registered Office:** 6-1-91, Shop No. 10, Ground Floor, Next to Telephone Bhavan, Secretariat Road, Saifabad, Hyderabad, Telangana-500004 **Corporate Office:** M. No. 6-3-666/A1 to 7, 3rd and 4th Floors, Opp. NIMS Hospital, Punjagutta, Main Road, Hyderabad, Telangana - 500082 **Tel:** 040-2323 0244 **Email:** cs@bajajelectronics.in **Website:** https://investors.electronicsmartindia.com/

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Phone No: 040-23230244

Website Address: electronicsmartindia.com