

**HEAD OFFICE:**

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New Delhi- 110065  
Ph.: 011-41626471, 41626470  
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E-mail: [kapil@bansalco.com](mailto:kapil@bansalco.com)

**BANSAL & CO LLP**  
CHARTERED ACCOUNTANTS

To,  
The Board of Directors  
Brainbees Solutions Limited  
(Formerly known as Brainbees Solutions Private Limited)  
Rajashree Business Park  
Survey No. 338, Next to Sohrabh Hall  
Tadiwala Road, Pune - 411001  
Maharashtra, India

Dear Sirs,

**Re: Certificate on conversion of financial statements of material subsidiaries into India Rupees**

**Sub:** Proposed initial public offering of equity shares of face value of Rs. 2 each ("**Equity Shares**") of Brainbees Solutions Limited (Formerly known as BrainBees Solutions Private Limited) ("**Company**") and such initial public offering, "**Offer**")

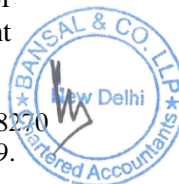
1. This certificate is issued in accordance with the terms of our engagement letter dated September 28, 2023 in context of the Issue.
2. At the request of the management of the Company, we have to verify the standalone financial statement of Firstcry Retail DWC LLC ("**Firstcry Retail**") translated to Indian Rupees for the year ended March 31, 2024, March 31, 2023 and March 31, 2022 as enclosed to this Certificate (hereinafter referred to as "**Translated Financial Statements**"), which is proposed to be uploaded on the website of Company in connection with the Offer.
3. Our engagement was undertaken in accordance with the Standard on Related Services (SRS) 4400 ("**SRS 4400**") "Engagements to Perform Agreed-upon Procedures regarding Financial Information", issued by the Institute of Chartered Accountants of India.
4. We have performed following procedures:
  - a. reviewed the audited standalone financial statements of FirstCry Retail DWC LLC (FirstCry Retail) for the years ended March 31, 2022, March 31, 2023, and March 31, 2024 ("**Financial Statements**"), prepared in accordance with the International Financial Reporting Standards and International Accounting Standards, as amended and the reports issued thereon by the statutory auditors ("FirstCry Retail Auditors' Report").
  - b. reviewed the Translated Financial Statements along with the underlying workings; and
  - c. obtained and reviewed the exchange rates provided by the Management with the exchange rates available at the online portal; and
  - d. reviewed necessary documents and received necessary clarifications and explanations from the relevant officers of the Company and FirstCry Retail.

**Management's Responsibility**

5. The preparation of the Translated Financial Statements is the responsibility of the management of the Company including the preparation and maintenance of all accounting and other relevant

**BRANCHES**

**Mumbai** : 7&8 GF, Wing-A, Raghavji Building, 15/17, Raghavji Road, Gowalia Tank, Mumbai-400026, Mob.: +91 9999668270  
**Bhopal** : 114, Shree Tower, 2<sup>nd</sup> Floor, Zone-II, Bhopal (MP) Ph. 0755-4076725, 2769224, 2769225, Mob.: +91 9425393729.  
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supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Translated Financial Statements and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

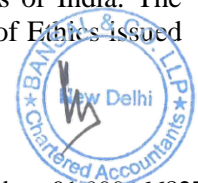
6. The management of the Company is responsible for ensuring that the Translated Financial Statements complies with the provisions of the ICDR Regulations and the requirements under the Companies Act, 2013 and other applicable rules and regulations.

**Practitioner's Responsibility**

7. Pursuant to the requirements, it is our responsibility to provide a reasonable assurance whether:
1. the Translated Financial Statements have been accurately converted from its functional currency i.e. United Arab Emirates Dirham (AED) to presentation currency i.e. Indian Rupees (INR) in accordance with Indian Accounting Standard (Ind AS) 21 "The Effect of Changes in Foreign Currency Rates" as notified under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015, as amended; and
  2. the Translated Financial Statements have been prepared in compliance with the ICDR Regulations.
8. The Auditors' Report on audited standalone financial statements of Firstcry Retail (i) as at the end of and for the year ended March 31, 2024 and March 31, 2023, referred to in paragraph 3 above, have been audited by Grant Thornton (the "**Auditors**") and (ii) as at the end of and for the year ended March 31, 2022, referred to in paragraph 3 above, have been audited by M/s BDO Chartered Accountants & Advisors (the "**Previous Auditors**"), on which the Auditors and Previous Auditors have issued an unmodified audit opinion *vide* their reports issued thereon by the statutory auditors dated July 12, 2024, October 16, 2023 and August 04, 2022 respectively. The audit of these standalone financial statements was conducted in accordance with the International Standards on Auditing and other applicable authoritative pronouncements issued by the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants. Those Standards require that the Auditors plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free of material misstatement.
9. Capitalized terms used herein, unless otherwise specifically defined, shall have the same meaning as ascribed to them in the Offer Documents.
10. We did not audit the Financial Statements and Translated Financial Statements of Firstcry Retail. These Translated Financial Statements should not in any way be construed as a reissuance or re-dating of any previous audit reports, nor should these be construed as a new opinion on any of the Financial Statements.
11. We performed procedures in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

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12. We have complied with the relevant applicable requirements of the Code of Ethics and the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements, issued by Institute of Chartered Accountants of India.

**Opinion**

13. Based on our examination, as above, we are of the opinion that:
- the Translated Financial Statements have been accurately converted from its functional currency i.e. United Arab Emirates Dirham (AED) to presentation currency i.e. Indian Rupees (INR) in accordance with Indian Accounting Standard (Ind AS) 21 “The Effect of Changes in Foreign Currency Rates” as notified under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
  - the Translated Financial Statements have been prepared in compliance with the ICDR Regulations; and
  - the information herein above is true, complete, accurate and is not misleading.

**Restriction on Use**

14. This certificate has been prepared at the request of the Company for submission to the Book Running Lead Managers (“**BRLMs**”) (namely, Kotak Mahindra Capital Company Limited, JM Financial Limited, BofA Securities India Limited, Morgan Stanley India Company Private Limited and Avendus Capital Private Limited), and legal counsels (namely, Khaitan & Co and Shardul Amarchand Mangaldas & Co counsels to the Issue under domestic law and Linklaters Singapore Pte. Ltd and Sidley Austin LLP, international legal counsel)) appointed in connection with the Issue by the Company and is not to be considered for any other purpose except submission with the Stock Exchanges, the Securities and Exchange Board of India (“**SEBI**”), Registrar of Companies and any other regulatory or statutory authority in respect of the Issue and for the records to be maintained by the BRLMs in connection with the Issue. This certificate may be relied on by the BRLMs, their affiliates and legal counsels in relation to the Offer and to assist the BRLMs in conducting and documenting their investigation and due diligence of the affairs of the Company in connection with the Offer. We do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing, which shall not be unreasonably withheld.
15. We undertake to immediately inform the BRLMs and legal counsel in case of any changes to the above until the date when the Equity Shares pursuant to the Issue commence trading on the Stock Exchanges. In the absence of any such communication from us till the Equity Shares commence trading on the stock exchanges, you may assume that there is no change in respect of the matters covered in this certificate.

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16. We hereby consent to the submission of this report to any regulatory / statutory/ governmental authority, stock exchanges, any other authority as may be required.

**For Bansal & Co LLP**

Firm Regn. No. 001113N/N500079

Peer Review Number 011937

Chartered Accountants



Kapil Mittal

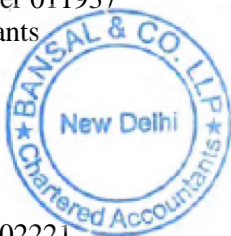
Partner

Membership No.: 502221

UDIN: 24502221BKBFXT8839

Place: New Delhi

Date: July 23, 2024

**BRANCHES****Mumbai** : 7&8 GF, Wing-A, Raghavji Building, 15/17, Raghavji Road, Gowalia Tank, Mumbai-400026, Mob.: +91 9999668270**Bhopal** : 114, Shree Tower, 2<sup>nd</sup> Floor, Zone-II, Bhopal (MP) Ph. 0755-4076725, 2769224, 2769225, Mob.: +91 9425393729.**Chhatisgarh**: 6/140 Next to Indra Setu Bridge, Tilaknagar, Chatapara, Bilaspur, Chhatisgarh, (Ch) – 495001**Delhi** : - D-Block, 3rd Floor, Plot No 8, Balaji Estate, Guru Ravidas Marg, Kalkaji, New Delhi – 110019 Mob.: +91 9818555055.

**Firstery Retail DWC LLC****Statement of financial position****As at March 31, 2024***(All amounts in INR million, unless otherwise stated)*

Particulars	Notes	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<b>Assets</b>				
<b>Non-current</b>				
Investment in subsidiary	6	2.27	2.24	2.06
Property and equipment	5	14.37	15.25	12.37
Intangible assets	7	3.59	0.01	0.05
Right-of-use assets	8	17.72	73.34	126.78
Other financial assets		3.61	3.56	3.27
<b>Total non - current assets</b>		<b>41.56</b>	<b>94.40</b>	<b>144.52</b>
<b>Current</b>				
Inventories	10	916.95	745.50	813.89
Trade and other receivables	11	98.61	81.13	95.99
Due from related parties	9	94.65	21.42	47.93
Cash and cash equivalents	12	274.11	72.26	63.03
<b>Total current assets</b>		<b>1,384.32</b>	<b>920.32</b>	<b>1,020.84</b>
<b>Total assets</b>		<b>1,425.88</b>	<b>1,014.71</b>	<b>1,165.36</b>
<b>Equity and liabilities</b>				
<b>Equity</b>				
Share capital	13	2,941.52	2,378.15	1,845.63
Additional capital contribution		27.40	0.90	0.90
Other reserve	13.1	57.20	34.10	8.88
Accumulated losses		(2,698.16)	(2,336.44)	(1,702.16)
Foreign Currency Translation Reserve		21.52	18.44	6.26
<b>Total equity</b>		<b>349.48</b>	<b>95.15</b>	<b>159.51</b>
<b>Liabilities</b>				
<b>Non-current</b>				
Employees' end of service benefits	14	15.05	10.40	6.17
Finance lease liabilities	15	-	21.52	97.75
<b>Total non - current liabilities</b>		<b>15.05</b>	<b>31.92</b>	<b>103.92</b>
<b>Current</b>				
Trade and other payables	16	441.96	470.62	552.42
Due to related parties	9	601.96	354.72	292.25
Finance lease liabilities	15	17.43	62.30	57.27
<b>Total current liabilities</b>		<b>1,061.35</b>	<b>887.64</b>	<b>901.93</b>
<b>Total liabilities</b>		<b>1,076.40</b>	<b>919.57</b>	<b>1,005.85</b>
<b>Total equity and liabilities</b>		<b>1,425.88</b>	<b>1,014.71</b>	<b>1,165.36</b>

The financial statements for the year ended March 31, 2024 (including comparatives) were approved by the Board of Directors on July 12, 2024 and were signed on their behalf by:

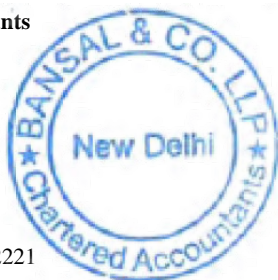
The accompanying notes from 1 to 23 form an integral part of the financial statements.

**For Bansal & Co LLP****Firm Regn. No. 001113N/N500079****Chartered Accountants**

**Kapil Mittal**

Partner

Membership No.: 502221

**For Firstery Retail DWC LLC**

**Mr. Abhinav Sharma**

Manager

Dubai, UAE


**Mr. Bhushan Kokate**

Finance Manager

Dubai, UAE

Place: New Delhi

Date: 23-07-2024

**Firstcry Retail DWC LLC****Statement of comprehensive income****For the year ended March 31, 2024***(All amounts in INR million, unless otherwise stated)*

Particulars	Notes	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Revenue	17	4,956.50	3,924.44	3,061.54
Cost of goods sold	18	(4,378.19)	(3,557.94)	(2,758.10)
<b>Gross Profit</b>		<b>578.31</b>	<b>366.50</b>	<b>303.44</b>
Selling, administrative and general expenses	20	(1,303.64)	(1,298.96)	(1,239.23)
Finance cost	15	(2.32)	(5.40)	(8.03)
Interest income		6.02	-	-
Other income - net	19	359.92	303.58	193.87
<b>Net loss for the year</b>		<b>(361.72)</b>	<b>(634.28)</b>	<b>(749.95)</b>
Other comprehensive income for the year		3.08	12.17	7.57
<b>Total comprehensive loss for the year</b>		<b>(358.64)</b>	<b>(622.11)</b>	<b>(742.37)</b>

**For Bansal & Co LLP****Firm Regn. No. 001113N/N500079****Chartered Accountants****Kapil Mittal**

Partner

Membership No.: 502221

**For Firstcry Retail DWC LLC****Mr. Abhinav Sharma**

Manager

Dubai, UAE

**Mr. Bhushan Kokate**

Finance Manager

Dubai, UAE

Place: New Delhi

Date: 23-07-2024

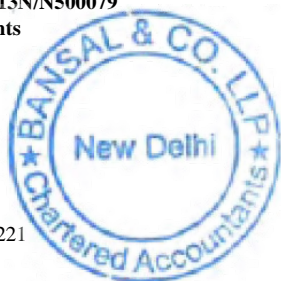
**Firstcry Retail DWC LLC**  
**Statement of changes in equity**  
**For the year ended March 31, 2024**  
*(All amounts in INR million, unless otherwise stated)*

Particulars	Share capital	Capital contribution	Other reserve	Accumulated losses	Foreign Currency Translation Reserve	Total equity
<b>Balance at April 1, 2021</b>	848.26	430.46	3.10	(952.21)	(1.31)	328.30
Share capital introduced (note 13)	566.91	-	-	-	-	566.91
Share capital transferred (note 13)	430.46	(430.46)	-	-	-	-
Share options granted during the year (note 13.1)	-	-	6.67	-	-	6.67
Transfer to capital contribution	-	0.90	(0.90)	-	-	-
Net profit / (loss) for the year	-	-	-	(749.95)	-	(749.95)
Gains and losses arising from translating the financial statements of a foreign operation	-	-	-	-	7.57	7.57
<b>Balance at March 31, 2022</b>	1,845.63	0.90	8.88	(1,702.16)	6.26	159.51
Share capital introduced (note 13)	532.52	-	-	-	-	532.52
Share options granted during the year (note 13.1)	-	-	25.23	-	-	25.23
Net loss for the year	-	-	-	(634.28)	-	(634.28)
Gains and losses arising from translating the financial statements of a foreign operation	-	-	-	-	12.17	12.17
<b>Balance at March 31, 2023</b>	2,378.15	0.90	34.10	(2,336.44)	18.44	95.15
Share capital introduced (note 13.1)	563.37	-	-	-	-	563.37
Additional capital contributed (note 13.2)	-	26.50	-	-	-	26.50
Share based payment expense (note 13.3)	-	-	23.10	-	-	23.10
Net loss for the year	-	-	-	(361.72)	-	(361.72)
Gains and losses arising from translating the financial statements of a foreign operation	-	-	-	-	3.08	3.08
<b>Balance at March 31, 2024</b>	2,941.52	27.40	57.20	(2,698.16)	21.52	349.48

**For Bansal & Co LLP**  
**Firm Regn. No. 001113N/N500079**  
**Chartered Accountants**



**Kapil Mittal**  
Partner  
Membership No.: 502221



Place: New Delhi  
Date: 23-07-2024

**For Firstcry Retail DWC LLC**



**Mr. Abhinav Sharma**  
Manager  
Dubai, UAE



**Mr. Bhushan Kokate**  
Finance Manager  
Dubai, UAE



**Firstery Retail DWC LLC****Statement of cash flows for the year ended March 31, 2024***(All amounts in INR million, unless otherwise stated)*

Particular	Notes	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Operating Activities</b>				
Net loss for the year		(361.72)	(634.28)	(749.95)
<i>Adjustments for :</i>				
Depreciation on property and equipment	5	8.98	7.23	5.98
Depreciation on right-of-use assets	8	56.29	54.40	50.03
Amortisation of intangible assets	7	0.83	0.04	0.04
Finance cost	15	2.32	5.40	8.03
Interest Income		6.02	-	-
Provision for employees' end of service benefits	14	5.66	4.18	5.63
Share based payment expense	20	23.10	25.23	6.67
Foreign currency translation reserve		3.03	11.89	6.59
Gain on modification of lease contract	19	-	(12.27)	-
		(255.49)	(538.18)	(666.98)
<b>Net changes in working capital:</b>				
Inventories		(171.45)	68.39	(343.20)
Trade and other receivables		(17.47)	14.85	(32.70)
Trade and other payables		(28.66)	(81.79)	248.72
Due to related parties		247.24	62.47	107.88
Due from related parties		(73.22)	26.51	(46.48)
		(299.07)	(447.75)	(732.76)
Employees' end of service benefits paid	14	(1.02)	0.06	(0.34)
<b>Net cash used in operating activities</b>		<b>(300.08)</b>	<b>(447.69)</b>	<b>(733.10)</b>
<b>Investing Activities</b>				
Purchase of property and equipment	5	(12.50)	(10.12)	(11.50)
Investment in subsidiary		(0.03)	(0.18)	(1.08)
<b>Net cash used in investing activity</b>		<b>(12.54)</b>	<b>(10.30)</b>	<b>(12.58)</b>
<b>Financing Activities</b>				
Share capital introduced	13	589.87	532.52	567.81
Repayment of lease liabilities	15	(75.40)	(65.30)	(52.42)
<b>Net cash from financing activities</b>		<b>514.47</b>	<b>467.22</b>	<b>515.39</b>
<b>Net change in cash and cash equivalents</b>		<b>201.85</b>	<b>9.23</b>	<b>(230.29)</b>
Cash and cash equivalents, beginning of year		72.26	63.03	293.33
<b>Cash and cash equivalents, end of year</b>	12	<b>274.11</b>	<b>72.26</b>	<b>63.03</b>

**For Bansal & Co LLP****Firm Regn. No. 001113N/N500079****Chartered Accountants**

**Kapil Mittal**

Partner

Membership No.: 502221

**For Firstery Retail DWC LLC**

**Mr. Abhinav Sharma**

Manager

Dubai, UAE


**Mr. Bhushan Kokate**

Finance Manager

Dubai, UAE

Place: New Delhi

Date: 23-07-2024



## **1 Legal status and nature of operations**

Firstcry Retail DWC-LLC (the "Company") is a limited liability company incorporated in the Emirate of Dubai at Dubai World Central. on May 8, 2019 under commercial license number 9003.

The principal activity of the Company is general trading which includes trading of baby, kids and mateznit) products.

The Company is a wholly owned subsidiary of Firstcry Management DWC LLC (the "Parent Company"), a company incorporated in United Arab Emirates. Brainbees Solutions Limited (formerly known as Brainbees Solution Private Limited), a Company incorporated in India, is the Ultimate Parent ("Ultimate Parent Company").

On December 9, 2022, the UAE Ministry of Finance released Federal Decree-Law No. 47 of 2022 on the Taxation of Corporations and Businesses ("Corporate Tax Law" or "the Law") to enact a Federal Corporate Tax (CT) regime in the UAE. The CT regime is effective from June 1, 2023, and accordingly, it has an income tax related impact on the financial statements for accounting period beginning on or after June 1, 2023.

The Cabinet of Ministers Decision No. 116 of 2022 specifies the threshold of income over which the 9% tax rate would apply and accordingly, the Law is now considered to be substantively enacted from the perspective of IAS 12 – Income Taxes. A rate of 9% will apply to taxable income exceeding AED 375,000 and a rate of 0% will apply to taxable income not exceeding AED 375,000 and a rate of 0% on qualifying income of certain free zone entities

The Company's current taxes shall be accounted for as appropriate in the separate financial statements for the period beginning April 1, 2024. In accordance with the applicable requirements of IAS 12 - Income Taxes, the related deferred tax accounting impact has been considered for these separate financial statements and, after considering its interpretations of the applicable tax law, official pronouncements, cabinet decisions and ministerial decisions, it has been concluded that the deferred tax implications are expected to be insignificant. Further, the Company shall continue to monitor critical Cabinet Decisions to determine the impact on the Company, from deferred tax perspective.

## **2 Statement of compliance and basis of preparation**

### **2.1 Statement of compliance**

The financial statements of the Company have been prepared in accordance with the International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

### **2.2 Basis of preparation**

These financial statements of the Company comprises of the Statement of financial position as at March 31, 2024, Statement of comprehensive income, Statement of cash flows, Statement of changes in equity for the year ended March 31, 2024 (along with comparatives for the year ended March 31, 2023 and March 31, 2022) and accounting policies and explanatory notes (collectively referred to as "Financial Statements").

These financial statements have been translated by the Company in Indian Rupees (INR) in accordance with Indian Accounting Standard (Ind AS) 21 "The Effect of Changes in Foreign Currency Rates" as notified under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015, as amended. These financial statements are translated into INR for the sole purpose of uploading the same on the website of Brainbees Solutions Limited (formally known as Brainbees Solutions Private Limited) ("The Ultimate Parent Company") in compliance with Schedule VI Part A Item No. (11)(1)(A)(h)(ii) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations") for the proposed Initial Public Offer ("IPO") of the Ultimate Parent Company in India.

These financial statements for the year ended March 31, 2024, have been prepared on a going concern basis, notwithstanding the fact that the Company incurred a net loss of AED 16,051,562 for the year ended March 31, 2024, and, as of that date, the Company's accumulated losses amounted to AED 129,535,447. Management of the Company have assessed the Company's ability to continue as a going concern by evaluating the projected financial performance as well as actual financial and operating results achieved till the date of authorization of these separate financial statements. The Ultimate Parent Company has provided an undertaking to provide and arrange for the necessary financial support to enable the Company to continue its operations and meet its obligations as and when they fall due, which has been illustrated through the historic significant share capital and other capital contributions provided to the Company by the Ultimate Parent Company. Further, the Ultimate Parent Company is currently in the process of listing its equity shares in the Indian Stock Exchange Markets through an Initial Public Offering ("IPO"); the Ultimate Parent Company has represented that certain proceeds from the listing of its equity shares through the IPO shall be utilized towards enhancing and scaling up the Company's operations, subject to successfully completing the IPO. In addition to the aforementioned key factors, the Ultimate Parent Company has also represented that the amounts due to the Ultimate Parent Company by the Company as of the reporting date, shall not be called upon in a manner jeopardizing the Company's ability to continue as a going concern.

## **3 Standards, interpretations and amendments to existing standards**

### **3.1 Standards, interpretations and amendments to existing standards that are effective in 2024**

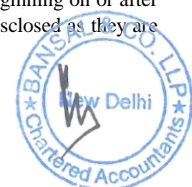
The standards and amendments that are effective for this reporting period are:

- IFRS 17 'Insurance Contracts'
- Amendments to IFRS 17 Insurance Contracts (Amendments to IFRS 17 and IFRS 4)
- Deferred Tax related to Assets and Liabilities arising from a Single Transaction (Amendments to IAS 12)
- Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2)
- Definition of Accounting Estimates (Amendments to IAS 8)
- International Tax Reform – Pillar Two Model Rules (Amendments to IAS 12)

These amendments do not have a significant impact on these financial statements of the Company and therefore the disclosure have not been made.

### **3.2 Standards, Interpretations and amendments to existing standards that are not yet effective and have not been adopted early by the Company**

At the date of authorization of these financial statements, several new, but not yet effective, standards and amendments to existing standards, and interpretations have been published by the International Accounting Standards Board (IASB). None of these standards or amendments to existing standards have been adopted early by the Company. Management anticipates that all relevant pronouncements will be adopted for the first period beginning on or after the effective date of the pronouncement. New standards, amendments and interpretations not adopted in the current year have not been disclosed as they are not expected to have a material impact on the Company's financial statements.



#### **4 Material accounting policies**

##### **4.1 Overall considerations**

The material accounting policies summarized below have been used in the preparation of the financial statements and are consistent with those used in the previous year.

The financial statements have been prepared using the measurement bases specified by IFRS for each type of asset, liability, income and expense. The measurement bases are more fully described in the accounting policies below.

##### **4.2 Foreign Currency**

###### **Functional currency and presentation currency**

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ("the functional currency") which is AED. These financial statements are presented in Indian Rupees (INR). All values are reported in INR millions. These financial statements have been translated into INR using the following procedures:

(a) assets and liabilities for each reporting dates are translated at the closing rates at the date of reporting dates i.e. Fiscal 2024 - INR 22.6880 per AED, Fiscal 2023 - INR 22.3658 per AED, Fiscal 2022 - INR 20.5579 per AED.

(b) income and expenses for each statement of comprehensive income are translated at average rate for the period/year i.e. Fiscal 2024 - INR 22.5347 per AED, Fiscal 2023 - INR 21.8371 per AED, Fiscal 2022 - INR 20.2468 per AED.

(c) Share Capital and Investments in Group Companies have been recognized at the exchange rate prevailing at time of their issuance.

(d) all resulting exchange difference are recognised in other comprehensive income and accumulated in "Foreign Currency Translation Reserve" in other equity

###### **Foreign currency transactions and balances**

Foreign currency transactions are converted into the functional currency, using the exchange rates prevailing at the dates of the transactions (spot exchange rate). Foreign exchange gains and losses resulting from the settlement of such transactions and from the remeasurement of monetary items at year-end exchange rates are recognized in profit or loss.

Non-monetary items are not retranslated at year-end and are measured at historical cost (translated using the exchange rates at the transaction date), except for non-monetary items measured at fair value which are translated using the exchange rates at the date when fair value was determined.

##### **4.3 Cash and cash equivalents**

Cash and cash equivalents are items, which are readily convertible to known amounts of cash and which are subject to on insignificant risk of changes in value. Cash and cash equivalents in the statement of financial position comprise cash on hand and cash in bank and are initially and subsequently recorded at fair value.

##### **4.4 Investment in subsidiaries**

A subsidiary is an entity over which the Company has control. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvements with the investee; and
- has the ability to use its power to affect returns

The investment in a subsidiary is carried at cost less any accumulated impairment.

The cost of an investment in a subsidiary is the aggregate of:

- the fair value, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the company, plus
- any costs directly attributable to the purchase of the subsidiary.

Dividend income from investment in subsidiaries is recognised when the Company's right to receive the payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Company and the amount of the dividend can be measured reliably.

##### **4.5 Property and equipment**

Items of property and equipment are measured at historical cost less accumulated depreciation and impairment losses, if any.

The cost of an item of property and equipment is recognised as an asset when:

- it is probable that future economic benefits associated with the item will flow to the Company; and
- the cost of the item can be measured reliably.

Property and equipment is initially measured at cost. Costs include costs incurred initially to acquire or construct an item of equipment and costs incurred subsequently to add to, replace part of, or service it. If a replacement cost is recognised in the carrying amount of an item of property and equipment, the carrying amount of the replaced part is derecognised.

Depreciation is recognised on a written down basis to write-down the cost less estimated residual value of property and equipment. The following estimated useful lives are applied:

- Furniture and fixtures - 5 Years
- Computer hardware- 3 Years
- Equipment - 3 Years

The residual value, useful life and depreciation method of each asset are reviewed at the end of each reporting period. If the expectations differ from previous estimates, the change is accounted for as a change in accounting estimate. The depreciation charge for each period is recognised in profit or loss unless it is included in the carrying amount of another asset.

Gains or losses arising on the disposal of property and equipment are determined as the difference between the disposal proceeds and the carrying amount of the assets and are recognised in profit or loss.

All individual assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

In the case of right-of-use assets, expected useful lives are determined by reference to comparable owned assets or the lease term, if shorter. Material residual value estimates and estimates of useful life are updated as required, but at least annually.



#### **4.6 Intangible assets**

Intangible assets include acquired computer software used in administration and trademark license that qualify for recognition as an intangible asset. They are accounted for using the cost model whereby capitalised costs are amortised on a written down basis to write-down the cost, as these assets are considered finite. Residual values and useful lives are reviewed at each reporting date. The following estimated useful lives are applied:

- Computer software- 5 Years

Acquired computer software licences is capitalised on the basis of the costs incurred to acquire and install the specific software. Subsequent expenditure is expensed as incurred. Costs associated with maintaining computer software, i.e. expenditure relating to patches and other minor updates as well as their installation, is expensed as incurred.

The gain or loss arising on the disposal of an intangible asset is determined as the difference between the proceeds and the carrying amount of the asset and is recognised in the statement of comprehensive income within "other income – net".

#### **4.7 Financial instruments**

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the financial instrument and are measured initially at fair value plus transactions costs, except for those carried at fair value through profit or loss which are measured initially at fair value.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and all substantial risks and rewards are transferred.

A financial liability is derecognised when it is extinguished, discharged, cancelled or expired.

Financial assets and financial liabilities are measured subsequently as described on the next page.

For the purpose of subsequent measurement, financial assets are classified and measured at amortised cost if both of the following conditions are met:

- The asset is held in order to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest, if any, on the principal amount outstanding.

If the financial asset does not pass either of the above conditions, or only one of the above conditions, it is measured at fair value through profit or loss ('FVTPL'). Even if both conditions are met, management may designate a financial asset at FVTPL if doing so reduces or eliminates a measurement or recognition inconsistency. As at the reporting date, the Company's financial assets comprise trade and other receivables, other financial assets, due from a related party and cash and cash equivalents. These are measured at amortised cost using the effective interest method, less provision for impairment. Discounting is omitted where the effect of discounting is immaterial.

All income and expenses relating to financial assets measured at amortised cost are recognised in profit or loss and presented within 'finance costs - net' or 'other income – net', except for impairment of trade receivables which is presented within 'selling, administrative and general expenses'. Individually significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default. Receivables that are not considered to be individually impaired are reviewed for impairment in Company, which are determined by reference to the industry and region of a counterparty and other shared credit risk characteristics. The impairment loss estimate is then based on recent historical counterparty default rates for each identified Company.

##### **Impairment of financial assets**

IFRS 9's impairment requirements use forward-looking information to recognise expected credit losses – the 'expected credit loss (ECL) model'. Instruments within the scope of the requirements included loans and other debt-type financial assets measured at amortised cost and FVOCI, trade receivables, contract assets recognised and measured under IFRS 15 and loan commitments and some financial guarantee contracts (for the issuer) that are not measured at fair value through profit or loss.

The Company considers a broad range of information when assessing credit risk and measuring expected credit losses, including past events, current conditions, reasonable and supportable forecasts that affect the expected collectability of the future cash flows of the instrument.

In applying this forward-looking approach, a distinction is made between:

- financial instruments that have not deteriorated significantly in credit quality since initial recognition or that have low credit risk ('Stage 1');
- financial instruments that have deteriorated significantly in credit quality since initial recognition and whose credit risk is not low ('Stage 2');
- 'Stage 3' would cover financial assets that have objective evidence of impairment at the reporting date.

12-month expected credit losses' are recognised for the first category while 'lifetime expected credit losses' are recognised for the second category.

Measurement of the expected credit losses is determined by a probability-weighted estimate of credit losses over the expected life of the financial instrument.

##### **Trade and other receivables**

The Company makes use of a simplified approach in accounting for trade and other receivables and records the loss allowance as lifetime expected credit losses. These are the expected shortfalls in contractual cash flows, considering the potential for default at any point during the life of the financial instrument. In calculating, the Company uses its historical experience, external indicators and forward-looking information to calculate the expected credit losses using a provision matrix.

The Company assess impairment of trade receivables on a collective basis as they possess shared credit risk characteristics, they have been grouped based on the days past due.

##### **Classification and subsequent measurement of financial liabilities**

Financial liabilities are measured subsequently at amortised cost using the effective interest method.

The Company's financial liabilities include trade and other payables, amounts due to related parties, and finance lease liabilities.



#### **Offsetting financial instruments**

Financial assets and liabilities are off set and the net amount reported in the statement of financial position only when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the asset and settle the liability simultaneously.

#### **4.8 Share capital and reserves**

Share capital represents the nominal value of shares that have been issued.

Accumulated losses include all current and prior period profits and losses.

Additional capital contribution represents amount contributed by the shareholder which is not subject to withdrawal in foreseeable future.

The Ultimate Parent Company, grants stock options (equity settled share-based compensation) to certain employees of the Company. The fair value of the stock options granted are determined by reference to the fair value of the equity instruments at the grant date. The equity settled share-based compensation granted to the employees is recognised as an expense, with a corresponding increase in equity ("Other reserve"), over the vesting period of the stock options, based on the recharge made by the Ultimate Parent Company.

#### **4.9 Employee benefits**

##### **Short-term employee benefits**

The cost of short-term employee benefits (those payable within 12 months after the service is rendered) are recognised in the period in which the service is rendered and are not discounted. The expected cost of compensated absences is recognised as an expense when the employee renders services that increase their entitlement or, in the case of non-accumulating absences, when the absences occur.

##### **Employees' end of service benefits**

A provision for employees' end of service benefits is made for the full amount due to employees for their periods of service up to the reporting date in accordance with the UAE Labour Law and is reported as separate line item under non-current liabilities.

The entitlement to end of service benefits is based upon the employees' salary and length of service, subject to the completion of a minimum service period as specified in UAE Labour Law. The expected costs of these benefits are accrued over the period of employment.

The provision for end of service benefits is based on the liability that would arise if the employment of all the employees were terminated at the end of the reporting period.

##### **Share Based Payments**

The Ultimate Parent Company, grants stock options (equity settled share-based compensation) to certain employees of the Company. The fair value of the stock options granted are determined using the Black- Scholes Option Pricing model at the grant date. As per the features of these stock options, they vest in tranches as detailed in note 13.3 to these separate financial statements. The Company recognizes an expense and a corresponding increase to equity ("Other reserve") over the vesting period for each separately vesting tranche as though each tranche of the award is, in substance, a separate award. The cumulative expense recognized for equity settled share-based compensation at each reporting date until the vesting date reflects the extent to which the vesting period has been completed.

#### **4.10 Provisions and contingent liabilities**

Provisions are recognised when present obligations as a result of a past event will probably lead to an outflow of economic resources from the Company and amounts can be estimated reliably. Timing or amount of the outflow may still be uncertain. A present obligation arises from the presence of a legal or constructive commitment that has resulted from past events. Provisions are not recognised for future operating losses.

Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the reporting date, including the risks and uncertainties associated with the present obligation. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. Provisions are discounted to their present values, where the time value of money is material.

Any reimbursement that the Company can be virtually certain to collect from a third party with respect to the obligation is recognised as a separate asset. However, this asset may not exceed the amount of the related provision.

All provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

In those cases where the possible outflow of economic resources as a result of present obligations is considered improbable or remote, no liability is recognised.

#### **4.11 Inventories**

Inventories are carried at the lower of cost or net realisable value. Costs are assigned using the methods described as follows:

- Baby, kids and maturity products                      Weighted average cost method

Net realisable value is the estimated selling price in the ordinary course of business less any applicable selling expenses.

When inventories are sold, the carrying amounts of those inventories are recognized as an expense in the period in which the related revenue is recognized.

The amount of any write-down of inventories to net realizable value and all losses of inventories are recognized as an expense in the year the write-down or loss occurs. The amount of any reversal of any write-down of inventories, arising from an increase in net realizable value, are recognized as a reduction in the amount of inventories recognized as an expense in the year in which the reversal occurs.



#### **4.12 Value-Added Tax (VAT)**

Revenue, expenses, and assets are recognized net of the amount of VAT, if applicable. When VAT from sale of goods and/or services (output VAT) exceeds VAT passed on from purchase of goods or services (input VAT), the excess is recognized as a payable in the statement of financial position. When VAT passed on from purchase of goods or services (input VAT) exceeds VAT from sale of goods and/or services (output VAT), the excess is recognized as an asset in the statement of financial position to the extent of the recoverable amount.

#### **4.13 Revenue**

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 payment is being made. Revenue is measured at the fair value of the consideration received or receivable by the Company, excluding discounts, rebates, and duty.

Sale of goods is recognised when the Company has transferred to the buyer the significant risks and rewards of ownership of the goods supplied. Significant risks and rewards are generally considered to be transferred to the buyer when the customer has taken undisputed delivery of the goods.

IFRS 15 'Revenue from Contracts with Customers' outlines a single comprehensive model of accounting for revenue arising from contracts with. It establishes a five-step model, explained below, which will apply to revenue arising from contracts with customers.

Step 1 Identify the contract with a customer: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for each of those rights and obligations.

Step 2 Identify the performance obligations in the contract: A performance obligation in a contract is a promise to transfer a good or service to the customer.

Step 3 Determine the transaction price: Transaction price is the amount of consideration to which the Company expects to be entitled in exchange for transferring the promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Step 4 Allocate the transaction price to the performance obligations in the contract: For a contract that has more than one performance obligation, the Company will allocate the transaction price to each performance obligation in an amount that depicts the consideration to which the Company expects to be entitled in exchange for satisfying each performance obligation.

Step 5 Recognise revenue when (or as) the Company satisfies a performance obligation.

The Company recognises revenue over time if any one of the following criteria is met:

- The customer simultaneously receives and consumes the benefits provided by the Company's performance as the Company performs; or
- The Company's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
- The Company's performance does not create an asset with an alternative use to the Company, and the Company has an enforceable right to payment for performance completed to date.

For performance obligations where one of the above conditions are not met, revenue is recognised at the point in time at which the performance obligation is satisfied.

When the Company satisfies a performance obligation by delivering the promised goods or services, it creates a contract asset based on the amount of consideration earned by the performance. Where the amount of consideration received from a customer exceeds the amount of revenue recognised, this gives rise to a contract liability.

The Company assesses its revenue arrangements against specific criteria to determine if it is acting as principal or an agent and has concluded that it is acting as principal for all of its revenue arrangements.

#### **4.14 Expenses**

Expenses are recognised in profit or loss upon utilisation of the service or at the date of their origin.

#### **4.15 Leases**

##### **The Company as a lessee**

The Company makes use of leasing arrangements principally for the provision of the office premises. The Company did not enter into sale and leaseback arrangements.

All the leases are negotiated on an individual basis and contain a wide variety of different terms and conditions such as purchase options and escalation clauses.

The Company assesses whether a contract is or contains a lease at inception of the contract.

A lease conveys the right to direct the use and obtain substantially all of the economic benefits of an identified asset for a period of time in exchange for consideration.

##### **Measurement and recognition of leases as a lessee**

At lease commencement date, the Company recognises a right-of-use asset and a lease liability on the balance sheet. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Company, an estimate of any costs to dismantle and remove the asset at the end of the lease, and any lease payments made in advance of the lease commencement date (net of any incentives received).

The Company depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Company also assesses the right-of-use asset for impairment when such indicators exist.





At the commencement date, the Company measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the Company's incremental borrowing rate because as the lease contracts are negotiated with third parties it is not possible to determine the interest rate that is implicit in the lease.

The incremental borrowing rate is the estimated rate that the Company would have to pay to borrow the same amount over a similar term, and with similar security to obtain an asset of equivalent value.

Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance fixed), variable payments based on an index or rate, amounts expected to be payable under a residual value guarantee and payments arising from options reasonably certain to be exercised. Subsequent to initial measurement, the liability will be reduced by lease payments that are allocated between repayments of principal and finance costs. The finance cost is the amount that produces a constant periodic rate of interest on the remaining balance of the lease liability.

The lease liability is reassessed when there is a change in the lease payments. Changes in lease payments arising from a change in the lease term or a change in the assessment of an option to purchase a leased asset.

The revised lease payments are discounted using the Company's incremental borrowing rate at the date of reassessment when the rate implicit in the lease cannot be readily determined.

The amount of the remeasurement of the lease liability is reflected as an adjustment to the carrying amount of the right-of-use asset. The exception being when the carrying amount of the right-of-use asset has been reduced to zero then any excess is recognised in profit or loss.

Payments under leases can also change when there is either a change in the amounts expected to be paid under residual value guarantees or when future payments change through an index or a rate used to determine those payments, including changes in market rental rates following a market rent review.

The lease liability is remeasured only when the adjustment to lease payments takes effect and the revised contractual payments for the remainder of the lease term are discounted using an unchanged discount rate.

Except for where the change in lease payments results from a change in floating interest rates, in which case the discount rate is amended to reflect the change in interest rates.

To respond to business needs particularly in the demand for office space, the Company will enter into negotiations with landlords to either increase or decrease available office space or to renegotiate amounts payable under the respective leases.

In some instances, the Company is able to increase office capacity by taking additional floors available and therefore agrees with the landlord to pay an amount that is commensurate with the stand-alone pricing adjusted to reflect the particular contract terms.

In these situations, the contractual agreement is treated as a new lease and accounted for accordingly.

**Lease payments not recognized as a liability**

The Company has elected to account for short-term leases using the practical expedients. Instead of recognizing a right-of-use asset and lease liability, the payments in relation to these are recognized as an expense in profit or loss on a straight-line basis over the lease term.

**4.16 Deferred tax**

Deferred tax is recognised for all temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they are recovered, based on the laws that have been enacted.

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

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

**4.17 Significant management judgments and estimates in applying accounting policies**

When preparing the financial statements, management undertakes a number of judgements, estimates and assumptions about the recognition and measurement of assets, liabilities, income and expenses.

The following are significant management judgements in applying the accounting policies of the Company that have the most significant effect on the financial statements. Critical estimation uncertainties are described below.

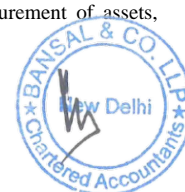
**Impairment of non-financial assets**

An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. To determine the recoverable amount, management estimates expected future cash flows and determines a suitable interest rate in order to calculate the present value of those cash flows. In the process of measuring expected future cash flows management makes assumptions about future operating results. These assumptions relate to future events and circumstances. The actual results may vary, and may cause significant adjustments to the Company's assets within the next financial year.

In most cases, determining the applicable discount rate involves estimating the appropriate adjustment to market risk and the appropriate adjustment to asset-specific risk factors.

**Estimation uncertainty**

Information about significant judgements, estimates and assumptions that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses is provided as under:



**Useful lives of depreciable assets**

Management reviews the useful lives of depreciable assets and intangible assets at each reporting date, based on the expected utility of the assets to the Company. The carrying amounts are analysed in notes 5, 7 and 8. Actual results, however, may vary with the estimated results due to unseen reasons.

**Determining the lease term of contracts with renewal options**

The Company determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Company applies judgement in evaluating whether it is reasonably certain to exercise the option to renew. That is, it considers all relevant factors that create an economic incentive for it to exercise the renewal. After the commencement date, the Company reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise (or not to exercise) the option to renew (e.g., a change in business strategy).

**Control assessment**

The Company reassesses whether or not it controls an investee, if facts and circumstances indicate that there are changes to one or more of the three elements of control listed in note 4.16. Management has reviewed its control assessments in accordance with IFRS 10 and has concluded that there is no effect on the classification of any of the Company's investee held during the year or comparative periods covered by or under the separate financial statements.

**Allowance for slow moving and obsolete inventories**

Inventories are measured at the lower of cost and net realisable value. In estimating net realisable values, management takes into account the most reliable evidence available at the times the estimates are made.

Factors influencing these provisions include change in demand, technological change, product life cycle, product pricing, physical deterioration and quality issues. Based on above factors, the entity determines the allowance for slow moving and obsolete inventories. Revisions of these adjustments would be required if these factors differ from the estimate.

**Share based payments**

Estimating fair value for share based payments transactions requires determination of the most appropriate valuation model, which depends on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share appreciation, volatility and dividend yield and marketing reasonable assumptions about them. Management of the Ultimate Parent Company initially measures the fair value of the shares using the Black- Scholes Option Pricing model, incorporating the necessary assumptions and other pertinent inputs as applicable





**Firstcry Retail DWC LLC**
**Notes to the financial statements**
**For the year ended March 31, 2024**
*(All amounts in INR million, unless otherwise stated)*
**5 Property and equipment**

Particulars	Furniture and fixtures	Computer hardware	Equipment	Total
<b>2024</b>				
<b>Cost</b>				
Balance at April 1, 2021	7.36	5.30	5.05	17.71
Additions	7.86	0.92	2.42	11.20
Effects of changes in foreign currency rate	0.35	0.18	0.20	0.73
<b>Balance at March 31, 2022</b>	<b>15.57</b>	<b>6.40</b>	<b>7.67</b>	<b>29.64</b>
Balance at April 1, 2022	15.57	6.40	7.67	29.64
Additions	5.45	0.49	3.05	8.99
Effects of changes in foreign currency rate	0.00	0.00	0.00	0.00
<b>Balance at March 31, 2023</b>	<b>22.51</b>	<b>7.47</b>	<b>11.47</b>	<b>41.45</b>
Balance at April 1, 2023	22.51	7.47	11.47	41.45
Additions	4.96	0.43	2.50	7.88
Effects of changes in foreign currency rate	0.00	0.00	0.00	0.00
<b>Balance at March 31, 2024</b>	<b>27.83</b>	<b>8.00</b>	<b>14.16</b>	<b>49.98</b>
<b>Accumulated depreciation</b>				
Balance at April 1, 2021	4.13	4.34	2.40	10.87
Charge for the year (note 20)	3.27	0.84	1.88	5.99
Effects of changes in foreign currency rate	0.17	0.14	0.10	0.41
<b>Balance at March 31, 2022</b>	<b>7.57</b>	<b>5.32</b>	<b>4.38</b>	<b>17.27</b>
Balance at April 1, 2022	7.57	5.32	4.38	17.27
Charge for the year (note 20)	3.99	0.93	2.31	7.23
Effects of changes in foreign currency rate	0.00	0.00	0.00	0.00
<b>Balance at March 31, 2023</b>	<b>12.32</b>	<b>6.74</b>	<b>7.13</b>	<b>26.20</b>
Balance at April 1, 2023	12.32	6.74	7.13	26.20
Charge for the year (note 20)	5.85	0.56	2.58	8.98
Effects of changes in foreign currency rate	0.00	0.00	0.00	0.00
<b>Balance at March 31, 2024</b>	<b>18.39</b>	<b>7.40</b>	<b>9.83</b>	<b>35.62</b>
Carrying amount at March 31, 2022	8.00	1.08	3.29	12.37
Carrying amount at March 31, 2023	10.19	0.72	4.34	15.25
<b>Carrying amount at March 31, 2024</b>	<b>9.43</b>	<b>0.60</b>	<b>4.33</b>	<b>14.37</b>

**6 Investment in subsidiary**

Name of subsidiaries	Principal activity	As at March 31, 2024		As at March 31, 2023		As at March 31, 2022	
		%	Amount	%	Amount	%	Amount
Firstcry General Trading LLC	General trading	100.00	2.27	100.00	2.24	49.00	2.06
			2.27		2.24		2.06

**7 Intangible assets**

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<b>Software</b>			
<b>Cost</b>			
Balance at April 1,	0.44	0.40	0.39
Additions during the year	4.38	-	-
Effects of changes in foreign currency rate	0.04	0.04	0.01
<b>Balance at March 31,</b>	<b>4.85</b>	<b>0.44</b>	<b>0.40</b>
<b>Accumulated amortisation</b>			
Balance at April 1,	0.43	0.35	0.30
Amortisation for the year (note 20)	0.83	0.04	0.04
Effects of changes in foreign currency rate	0.01	0.03	0.01
<b>Balance at March 31,</b>	<b>1.26</b>	<b>0.43</b>	<b>0.35</b>
<b>Carrying amount at March 31,</b>	<b>3.59</b>	<b>0.01</b>	<b>0.05</b>



**Firstery Retail DWC LLC**  
**Notes to the financial statements**  
**For the year ended March 31, 2024**

(All amounts in INR million, unless otherwise stated)

**8 Right-of-use assets**

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<b>Storages</b>			
<b>Cost</b>			
Balance at April 1,	254.60	242.17	188.73
Additions during the year (note 15)	-	-	46.81
Modification	-	(8.66)	-
Effects of changes in foreign currency rate	3.67	21.09	6.63
<b>Balance at March 31,</b>	<b>258.26</b>	<b>254.60</b>	<b>242.17</b>
<b>Accumulated depreciation</b>			
Balance at April 1,	181.26	115.39	62.63
Charge for the year (note 20)	56.29	54.40	50.03
Effects of changes in foreign currency rate	2.99	11.47	2.73
Balance at March 31,	240.54	181.26	115.39
<b>Carrying amount at March 31</b>	<b>17.72</b>	<b>73.34</b>	<b>126.78</b>

**9 Related parties**

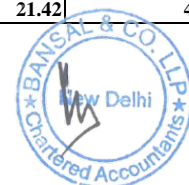
The Company in the normal course of business carries on transactions with other enterprises that fall within the definition of a related party. These transactions are carried out in the normal course of business and are measured at exchange amounts, being the amounts agreed to by both the parties.

The Company's related parties include Ultimate Parent Company, Parent Company, Subsidiary and other affiliated entities under common control as described below.

**Following are details of the related party balances:**

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<b>Due to related parties</b>			
<i>Ultimate Parent Company</i>			
Brainbees Solutions Limited (formerly known as Brainbees Solution Private Limited).	527.66	308.73	250.65
<i>Parent Company</i>			
Firstery Management DWC LLC	27.06	0.00	41.22
<i>Subsidiary</i>			
Firstery General Trading LLC	45.44	45.05	0.00
<i>Entity under common control</i>			
Shenzhen Starbees Services Ltd.	1.79	0.94	0.38
<b>Total</b>	<b>601.96</b>	<b>354.72</b>	<b>292.25</b>

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<b>Due from related parties</b>			
<i>Parent Company</i>			
Firstery Management DWC LLC	-	10.62	-
<i>Entity under common control</i>			
Firstery Trading Company	94.65	10.80	-
<i>Subsidiary</i>			
Firstery General Trading LLC	-	-	47.93
<b>Total</b>	<b>94.65</b>	<b>21.42</b>	<b>47.93</b>



**Firstcry Retail DWC LLC**  
**Notes to the financial statements**  
**For the year ended March 31, 2024**

(All amounts in INR million, unless otherwise stated)

Significant transactions carried out with related parties are as follows:

Related Parties	Nature of transactions	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Brainbees Solutions Limited (formerly known as Brainbees Solution Private Limited)	Management recharge (note 20)	74.37	64.11	69.96
	Royalty expense (note 20)	148.15	119.35	93.67
	Expense recharge	0.44	4.46	2.32
	Purchase of goods	485.63	242.13	190.76
	Share based payment expense (note 20)	23.10	25.23	6.67
Firstcry Management DWC LLC	Management recharge (note 20)	29.93	48.02	37.72
Shenzhen Starbees Services Ltd	Service charges (note 20)	10.94	6.93	9.62
Firstcry General Trading LLC	Sale of goods (note 17)	4,846.31	3,914.15	3,061.54
	Service fees (note 19)	163.66	143.52	102.88
Swara Baby Products Private Limited	Purchases	9.90	-	-
Firstcry Trading Company	Sale of goods (note 17)	94.01	10.28	-

**10 Inventories**

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Goods held for trading	916.95	745.50	813.89
<b>Total</b>	<b>916.95</b>	<b>745.50</b>	<b>813.89</b>

**11 Trade and other receivables**

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<i>Financial assets</i>			
Trade receivables	12.44	8.89	20.92
Other receivables	0.03	0.70	2.54
<b>Total</b>	<b>12.46</b>	<b>9.60</b>	<b>23.46</b>
<i>Non-financial assets</i>			
Advances to suppliers	64.89	43.48	66.01
VAT receivables, net	12.41	16.45	0.00
Prepayments	8.25	10.86	6.34
Employee advance	0.60	0.74	0.17
Deposits with bank	-	0.00	0.00
<b>Total</b>	<b>86.14</b>	<b>71.54</b>	<b>72.52</b>
<b>Total</b>	<b>98.61</b>	<b>81.13</b>	<b>95.99</b>

**12. Cash and cash equivalents**

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Cash at banks	152.84	72.09	62.91
Bank deposits*	120.73		
Cash on hand	0.54	0.17	0.13
<b>Total</b>	<b>274.11</b>	<b>72.26</b>	<b>63.03</b>



**Firstery Retail DWC LLC****Notes to the financial statements****For the year ended March 31, 2024**

(All amounts in INR million, unless otherwise stated)

**13.1 Share capital**

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<b>Authorized capital</b>			
Authorized shares of AED 1 each	<b>141.10</b>	116.10	91.71
<b>Issued and paid-up capital</b>			
Opening balance	<b>2,596.65</b>	1,885.42	844.18
Proceeds from issue of shares*	<b>563.37</b>	532.52	566.91
Transferred from additional capital contribution**	-	-	432.53
Effects of changes in foreign currency rate	<b>41.24</b>	178.70	41.80
<b>Closing balance</b>	<b>3,201.25</b>	2,596.65	1,885.42

The authorised, issued and paid-up share capital of the Company comprises 141,099,000 shares (2023: 116,099,000, 2022:91,730,000) of AED 1 each (2023: AED 1, 2022: AED 1 each)

\*During the year, the Parent Company infused additional share capital of INR 563.37 Millions upon obtaining the necessary approvals from the relevant authorities (2023: INR 532.52 Millions, 2022: INR 566.91 Millions).

\*\*During the financial year 2021-22, pursuant to obtaining the necessary approvals from the relevant authorities, the Company increased its share capital by an amount of INR 432.53 Millions which was affected through an equivalent reduction from the capital contribution.

**13.2 Additional capital contribution**

On March 26, 2024, the Parent Company contributed additional capital of INR 26.50 Million (AED 1,176,000) in the Company, the repayment of which is at the sole discretion of the Company.

Particulars	As at March 31, 2024	As at March 31, 2023
Opening balance	<b>0.90</b>	0.90
Additional capital contributed	<b>26.50</b>	-
Closing balance	<b>27.40</b>	0.90

**13.3 Other reserve**

The Ultimate Parent Company has granted employee stock ownership plan (ESOP) to certain employees of the Company, whereby these options are equity settled. As per the terms of the ESOP arrangement, 25% of the options shall vest each year, for a period of four years from the grant date.

The fair value of the options granted are determined by reference to the fair value of the equity instruments at the grant date and calculated by management of the Ultimate Parent Company using a Black-Scholes Option Pricing model, subsequent to which, the Company recognizes the expense with a corresponding increase in equity ("Other reserve"), over the vesting period for each separately vesting tranche as though each tranche of the award is, in substance, a separate award. During the year, the expense recognized by the Company amounted to INR 23.10 millions (2023: INR 25.23 millions, 2022: INR 6.67 millions).

The inputs used by management of the Ultimate Parent Company for the Black-Scholes Option Pricing model are as follows:

	2024	2023
Stock price (per share)	<b>INR 235.00 to 1,214.80</b>	INR 235.00 to 703.95
Exercise price (per share)	<b>INR 2.00 to 39.30</b>	INR 5.00 to 39.30
Annual volatility	<b>50.01% to 72.36%</b>	72.36%
Risk-free rate	<b>6.99% to 7.16%</b>	5.71%
Time (years)	<b>4</b>	4
Expected forfeiture rate	<b>0%</b>	0%
Dividend yield	<b>0%</b>	0%

The following table show the number and movement in share options during the year:

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Outstanding at 1 April	<b>2,02,945</b>	2,02,945	32,383
Granted during the year	<b>53,500</b>	-	1,93,125
Vested during the year	-	-	(5,688)
Exercised during the year	-	-	-
Expired during the year	<b>(12,000)</b>	-	(16,875)
<b>Outstanding at 31 March</b>	<b>2,44,445</b>	2,02,945	2,02,945



**Firstery Retail DWC LLC**
**Notes to the financial statements**
**For the year ended March 31, 2024**
*(All amounts in INR million, unless otherwise stated)*
**14. Employees' end of service benefits**

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Opening balance	10.40	6.17	0.88
Charge for the year	5.66	4.18	5.63
Payments during the year	(1.20)	(0.57)	(0.45)
Effects of changes in foreign	0.18	0.63	0.11
<b>Ending balance</b>	<b>15.05</b>	<b>10.40</b>	<b>6.17</b>

**15 Finance lease liabilities**

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Opening balance	83.82	155.02	148.70
Additions during the year (note 8)	-	-	46.81
Modification	-	(20.93)	-
Finance cost	2.32	5.40	8.03
Repaid during the year	(69.45)	(67.30)	(0.00)
Effects of changes in foreign	0.75	11.63	(48.52)
<b>Ending balance</b>	<b>17.43</b>	<b>83.82</b>	<b>155.02</b>

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Non-current	-	21.52	97.75
Current	17.43	62.30	57.27
<b>Total</b>	<b>17.43</b>	<b>83.82</b>	<b>155.02</b>

Finance lease liabilities are repayable as follows:

Particulars	Within year	Over 1 year	Total
<b>As at March 31, 2024</b>			
Finance lease liabilities	17.43	-	17.43
<b>As at March 31, 2023</b>			
Finance lease liabilities	62.30	21.52	83.82
<b>As at March 31, 2022</b>			
Finance lease liabilities	57.27	97.75	155.02

Future minimum lease payments as at the end of the reporting period are as follows:

Particulars	Within year	Over 1 year	Total
<b>As at March 31, 2024</b>			
Lease payments	16.34	-	16.34
Finance charges	1.09	-	1.09
<b>Net present value</b>	<b>17.43</b>	<b>-</b>	<b>17.43</b>
<b>As at March 31, 2023</b>			
Lease payments	58.54	19.65	73.46
Finance charges	3.76	0.13	3.58
<b>Net present value</b>	<b>62.30</b>	<b>19.78</b>	<b>77.04</b>
<b>As at March 31, 2022</b>			
Lease payments	52.18	94.85	147.04
Finance charges	5.08	2.90	7.99
<b>Net present value</b>	<b>57.27</b>	<b>97.75</b>	<b>155.02</b>

**16. Trade and other payables**

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<i>Financial liabilities</i>			
Trade payables	390.05	444.48	519.40
Accrued expense	49.28	23.48	30.55
Staff accruals	2.63	2.66	2.47
<b>Total</b>	<b>441.96</b>	<b>470.62</b>	<b>552.42</b>



**Firstcry Retail DWC LLC**  
**Notes to the financial statements**  
**For the year ended March 31, 2024**  
*(All amounts in INR million, unless otherwise stated)*

**17. Revenue**

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Sale of goods:			
Firstcry General Trading LLC	4,846.31	3,914.15	3,061.54
Firstcry Trading Company	94.01	10.28	-
Other	16.19		
<b>Total</b>	<b>4,956.50</b>	<b>3,924.44</b>	<b>3,061.54</b>

The Company's entire revenue is earned from its related parties as disclosed above.

**18. Cost of goods sold**

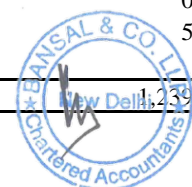
Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Opening inventory (note 10)	745.50	813.89	470.69
Purchases during the year	4,537.82	3,421.27	3,081.59
Ending inventory (note 10)	(916.95)	(745.50)	(813.89)
Effects of changes in foreign currency rate	11.82	68.27	19.71
<b>Total</b>	<b>4,378.19</b>	<b>3,557.94</b>	<b>2,758.10</b>

**19. Other income - net**

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Service fees (note 9)	163.66	143.52	102.88
Website display charges	188.53	128.15	89.37
Net foreign exchange gain	5.19	17.45	-
Gain on modification of lease contract	-	12.27	-
Other	2.53	2.19	1.63
<b>Total</b>	<b>359.92</b>	<b>303.58</b>	<b>193.87</b>

**20. Selling, administrative and general expenses**

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Advertising and sales promotion expenses	417.66	488.09	590.37
Salaries, wages, bonus and other allowances	184.62	166.88	130.50
Royalty expense (note 9)	148.15	119.35	93.67
Management recharge (note 9)	104.31	112.13	107.67
Payments gateway expenses	126.12	101.14	70.07
Subcontractor expenses	77.39	69.94	59.82
Depreciation of right of use assets (note 8)	56.29	54.40	50.03
Telephone and internet charges	70.05	44.11	34.58
Share based payment expenses (note 13.3)	23.10	25.23	6.67
Legal and professional expenses	6.08	24.93	20.45
Packing expenses	19.14	24.78	17.78
Power and fuel	12.97	13.13	10.51
Repairs and maintenance	7.31	8.03	8.31
Insurance	9.40	7.98	6.33
Depreciation on property and equipment (note 5)	8.98	7.23	5.98
Service charges (note 9)	10.94	6.93	9.62
Courier expenses	3.33	4.92	8.04
Travelling and conveyance	2.91	4.85	3.31
Utilities	5.19	2.51	
Amortisation of intangible assets (note 7)	0.83	0.04	0.04
Other	8.88	12.39	5.49
<b>Total</b>	<b>1,303.64</b>	<b>1,298.96</b>	<b>1,239.23</b>



## 21 Financial instruments risk

### Risk management objectives and policies

The Company is exposed to various risks in relation to the financial instruments. The main types of risks are market risk, credit risk and liquidity risk. The Company's risk management is coordinated by at the level of Ultimate Parent Company and focuses on actively securing the Company's short to medium-term cash flows by minimizing the exposure to financial markets. Long term financial investments are managed to generate lasting returns.

### 21.1 Market risk

Market risk is the risk that the value of a financial instrument will fluctuate as a result of changes in market prices whether those changes are caused by factors specific to the individual security or its issuer or factors affecting all securities traded in the market. The Company is exposed to market risk through its use of financial instruments and specifically to currency risk and interest rate risk, which result from both its operating and investing activities.

### Foreign currency risk

Foreign currency risk is the risk that the fair values of a financial instrument will fluctuate due to changes in foreign exchange rates.

Exposures to currency exchange rates arises from transactions in India (INR).

The Company's management does not enter into future agreement to hedge its currency risk. However, these are monitored on regular basis and corrective measures initiated wherever required.

Foreign currency denominated financial assets and liabilities which expose the Company to foreign currency risk are disclosed below. The amounts shown are those reported to key management translated into AED at the closing rate.

Particulars	Net exposure		
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Exposure in foreign currency i.e. INR	(527.66)	(308.73)	(250.65)

The table below illustrates the sensitivity of profit and equity in relation to the Company's financial assets and financial liabilities to changes in the exchange rates 'all other things being equal'. It assumes a possible movement of AED exchange rate against above mentioned currencies. The sensitivity analysis is based on the Company's foreign currency financial instruments held at each reporting date.

Particulars	Impact on (loss)/profit and equity			
	Net loss for the year		Equity	
<b>March 31, 2024</b>	+5%	-5%	+5%	-5%
Foreign Currency - Indian Rupee (INR)	(26.20)	26.20	(26.20)	26.20
	<b>(26.20)</b>	<b>26.20</b>	<b>(26.20)</b>	<b>26.20</b>

Particulars	Impact on (loss)/profit and equity			
	Net loss for the year		Equity	
<b>March 31, 2023</b>	+5%	-5%	+5%	-5%
Foreign Currency - Indian Rupee (INR)	(15.07)	15.07	(15.07)	15.07
	<b>(15.07)</b>	<b>15.07</b>	<b>(15.07)</b>	<b>15.07</b>

Particulars	Impact on (loss)/profit and equity			
	Net loss for the year		Equity	
<b>March 31, 2021</b>	+5%	-5%	+5%	-5%
Foreign Currency - Indian Rupee (INR)	(12.34)	12.34	(12.34)	12.34
	<b>(12.34)</b>	<b>12.34</b>	<b>(12.34)</b>	<b>12.34</b>

### Interest rate risk

Interest rate risk is the risk that the value of a financial instrument will fluctuate due to changes in market interest rates. The Company has no significant variable interest-bearing assets and liabilities as at the reporting date. The Company's income and operating cash flows are substantially independent of changes in market interest rates.

### 21.2 Credit risk analysis

Credit risk is the risk that a counter party fails to discharge an obligation to the Company.

The Company's maximum exposure to credit risk is limited to the carrying amount of financial assets recognised at the reporting date, as summarised below:

	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Trade and other receivables (note 11)	12.29	8.82	23.46
Due from related parties (note 9)	93.30	19.68	47.93
Cash at banks (note 12)	273.57	72.09	62.91
	<b>379.16</b>	<b>100.60</b>	<b>134.30</b>





As at March 31, 2024	Current	More than 30 days	More than 60 days	More than 90 days	More than 180 days	More than 360 days	Total
Trade receivables (note 11)	2.53	6.40	2.89	0.62	-	-	12.44
	2.53	6.40	2.89	0.62	-	-	12.44

As at March 31, 2023	Current	More than 30 days	More than 60 days	More than 90 days	More than 180 days	More than 360 days	Total
Trade receivables (note 11)	3.38	1.91	3.60	-	-	-	8.89
	3.38	1.91	3.60	-	-	-	8.89

As at March 31, 2022	Current	More than 30 days	More than 60 days	More than 90 days	More than 180 days	More than 360 days	Total
Trade receivables (note 11)	18.27	0.48	0.33	1.84	-	-	20.92
	18.27	0.48	0.33	1.84	-	-	20.92

#### Trade and other receivables

In respect of trade and other receivables, the Company is not exposed to any significant credit risk exposure to any single counterparty or any Company of counterparties having similar characteristics. Based on historical information in relation to customer default rates, management considers the credit quality of trade receivables that are not past due or impaired to be good.

Management evaluates credit risk relating to customers on an on-going basis. If customers are independently rated, these ratings are used. Otherwise, if there is no independent rating, management assesses the credit quality of the customer, taking into account its financial position, past experience and other factors. Individual risk limits are set based on internal and external ratings in accordance with limits set by the management. The utilisation of credit limits is regularly monitored. Sales to retail customers are settled in cash or by use of major credit cards. All of the Company's other receivables have been reviewed for indicators of impairment. The impaired other receivables are mostly due from customers in the business-to-business market that are experiencing financial difficulties.

#### Related parties

The management of the Company is directly involved in the Company's operations and reviews and approves the transactions with the related parties. The balances are reconciled periodically with the related parties through intercompany reconciliation and confirmations

#### Cash at banks

The credit risk for cash in banks is considered negligible since the counterparties are reputable banks with high quality external credit rating

### 21.3 Liquidity risk analysis

Liquidity risk also referred to as funding risk is the risk that an enterprise will encounter difficulty in raising funds to meet commitments associated with financial instruments. Liquidity risk may result from an inability to sell a financial asset quickly at close to its fair value.

The Company manages liquidity risk through an ongoing review of future commitments and credit facilities. Cash flow forecasts are prepared, and adequate utilisation of borrowing facilities are monitored, including the need for additional borrowings, as required.

The table below summarises the maturities of the Company's undiscounted financial liabilities at March 31, based on contractual payment dates and current market interest rates.

At March 31, 2024	Within 1 Year	Over 1 Year	Total
Trade and other payables (note 16)	441.96	-	441.96
Due to related parties (note 9)	601.96	-	601.96
Finance lease liabilities (note 15)	17.43	-	17.43
	1,061.35	-	1,061.35

At March 31, 2023	Within 1 Year	Over 1 Year	Total
Trade and other payables (note 16)	470.62	-	470.62
Due to related parties (note 9)	354.72	-	354.72
Finance lease liabilities (note 15)	62.30	21.52	83.82
	887.64	21.52	909.16

At March 31, 2022	Within 1 Year	Over 1 Year	Total
Trade and other payables (note 16)	552.42	-	552.42
Due to related parties (note 9)	292.25	-	292.25
Finance lease liabilities (note 15)	57.27	97.75	147.04
	901.93	97.75	991.70



## 22 Fair value measurement

Assets and liabilities in the statement of financial position measured at fair value are grouped into three levels of fair value hierarchy. This grouping is determined based on the lowest level of significant inputs used in fair value measurement, as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

None of the Company's assets and liabilities in the statement of financial position as at the reporting date have been measured at fair value.

## 23 Capital management policies and procedures

The Company's capital management objectives are:

- to ensure the Company's ability to continue as a going concern;
- to provide an adequate return to the Ultimate Parent Company; and
- to maintain an optimal capital structure to reduce cost of capital.

In order to maintain or adjust the capital structure, the Company may adjust the equity, return capital to the Shareholder or obtain additional funding from Shareholder.

The Company monitors capital on the basis of the carrying amount of equity less cash and bank balances as presented on the face of the statement of financial position.

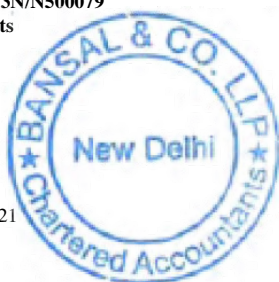
There have been no changes to what the entity manages as capital, the strategy for capital maintenance or externally imposed capital requirements from the previous year. There are no externally imposed capital requirements

**For Bansal & Co LLP**  
**Firm Regn. No. 001113N/N500079**  
**Chartered Accountants**



**Kapil Mittal**  
Partner  
Membership No.: 502221

Place: New Delhi  
Date: 23-07-2024



**For Firstcry Retail DWC LLC**



**Mr. Abhinav Sharma**  
Manager  
Dubai, UAE



**Mr. Bhushan Kokate**  
Finance Manager  
Dubai, UAE