

DIRECTORS' REPORT

To

The Members,

Your Directors have the pleasure in presenting here the 15th Annual Report on the business and operations of Lenskart Solutions Private Limited (the “**Company**”) together with the Audited Financial Accounts and the Auditors' Report thereon for the year ended 31st March, 2023.

FINANCIAL RESULTS

The highlights of the Company's financial performance, for the year ended 31 March 2023 is summarized below:

(All amounts are in INR Million unless otherwise stated)

	Year ended 31 March 2023	Year ended 31 March 2022
Revenue from Operations	23,749.86	14,387.37
Other Income	1,564.66	1,223.90
Total Income	25,314.52	15,611.27
Total Expenditure	24,475.96	15,555.72
Tax Expense	(539.07)	-
Profit for the Year	1,378.14	55.55
Other comprehensive income for the Year	(6.03)	(2.24)
Total comprehensive income for the Year	1,372.11	53.31
Earnings per share (face value Rs. 2 per share)		
Basic earnings per share	8.76	0.37
Diluted earnings per share	8.72	0.37

In the Financial Year 2022-23 the Company has earned the profit of INR 1378.14 Million as compared to profit of INR 55.55 Million in the previous year.

INDIAN ACCOUNTING STANDARDS

The financial statements of the Company for the financial year ended 31 March 2023 have been prepared in accordance with the applicable Indian Accounting Standards (IND-AS) and the corresponding figures for the previous year for financial year ended 31 March 2022.

REVIEW OF OPERATION AND STATE OF COMPANY'S AFFAIRS

During the year under review, the Company earned Net Revenue of INR 23,749.86 Million from Sale of Goods and Services and other operating revenue from lease income, website license fee, Customer Support fees and Sale of Scrap. Here, Sale of Goods included Sale of prescription eyewear for INR 18,791.38 Million and Sale of other goods for INR 3,541.70 Million; Sale of Services included Service fee of INR 14.49 Million, Membership fee of INR 435.51 Million and Home Eye check-up income of INR 12.18 Million. Apart from above, the Company also earned other income equivalent to INR 1,564.66 Million pertaining to Interest Income, Gain from Mutual Funds, Management Support Service fee and Foreign Exchange Gain. The Company earned the total comprehensive income for the year under review has been INR 1,372.11 Million as against the profit of INR 53.31 Million during the previous financial year. The entire business growth comes out of Company's consistent efforts of doubling the franchisee footprint during the financial year. The Company is continuously looking for avenues for future growth by expanding its footprint through a wider franchisee network and creating brand awareness through aggressive media campaigns.

SHARE CAPITAL

As on 31 March 2023, the Authorized Capital was INR 50,25,20,000/- (Rupees Fifty Crore Twenty-Five Lakh Twenty Thousand Only) divided into 9,22,00,000 (Nine Crore Twenty-Two Lakh only) Equity Shares of Rs. 2/- (Rupees Two only) each, 10,000 (Ten Thousand only) Equity Shares – Series A of Rs. 2/- (Rupees Two only) each, 10,000 (Ten Thousand only) Equity Shares – Series B of Rs. 2/- (Rupees Two only) each, 95,20,000 (Ninety-Five Lakh Twenty Thousand only) 0.001% Compulsorily Convertible Cumulative Preference Shares – Series A of Rs. 2/- (Rupees Two only) each, 96,70,000 (Ninety-Six Lakh Seventy Thousand only) 0.001% Compulsorily Convertible Cumulative Preference Shares – Series B of Rs. 2/- (Rupees Two only) each, 30,000 (Thirty Thousand Only) 0.001% Compulsorily Convertible Cumulative Preference Shares – Series C2 of Rs. 2/- (Rupees Two only), 1,21,50,000 (One crore Twenty-One Lakh Fifty Thousand Only) 0.001% Compulsorily Convertible Cumulative Preference Shares – Series D of Rs. 2/- (Rupees Two only) each, 38,20,000 (Thirty-Eight Lakh Twenty Thousand Only) 0.001% Compulsorily Convertible Cumulative Preference Shares – Series E of Rs. 2/- (Rupees Two only) each, 1,20,00,000 (One Crore Twenty Lakh Only) 0.001% Compulsorily Convertible Cumulative Preference Shares – Series F of Rs. 2/- (Rupees Two only), 6,00,00,000 (Six Crore Only) 0.001% Compulsorily Convertible Non-Cumulative Preference Shares – Class 1 of Rs. 2/- (Rupees Two only) 2,30,00,000 (Two Crore Thirty Lakh Only) 0.001% Compulsorily Convertible Cumulative Preference Shares – Series G of Rs. 2/- (Rupees Two Only), 1,00,00,000 (One Crore Only) 0.001% Compulsorily Convertible Cumulative Preference Shares – Series H of Rs. 2/- (Rupees Two Only), 6,00,000 (Six Lakhs Only) 0.001% Compulsorily Convertible Non-Cumulative Preference Shares – Class 2 of Rs. 10/- (Rupees Ten only), 93,50,000 (Ninety-three lakhs Fifty

Thousand Only) 0.001% Compulsorily Convertible Cumulative Preference Shares-Series I of Rs. 2/- (Rupees Two only) each and 65,00,000 (Sixty-Five lakh only) 0.001% Compulsorily Convertible Cumulative Preference Shares-Series II of Rs. 2/- (Rupees Two only) each.

As on 31 March 2023, the issued, subscribed capital of the Company was 32,97,58,236 (Indian Rupees Thirty-Two Crores Ninety-Seven Lakh Fifty-Eight Thousand Two Hundred Thirty-Six only) divided into 76,431, 632 (Indian Rupees Seven Crore Sixty Four Lakh Thirty One Thousand Six Hundred Thirty Two) Equity shares of Rs. 2/- each and 74,353,352 (Indian Rupees Seven Crore Forty Three Lakh Fifty Three Thousand Three Hundred Fifty Two) Preference shares of Rs. 2 and 10 each and the paid up capital of the Company was INR 30,15,69,968 (Rupees Thirty Crores Fifteen Lakhs Sixty Nine Thousand Nine Hundred and Sixty Eight Only) divided into 7,64,26,098 (Seven Crore Sixty Four Lakh Twenty Six Thousand Nine Hundred Eighty Eight only) Equity Shares of Rs. 2/- (Rupees Two only) each, 1,410 (One Thousand Four Hundred Ten only) Equity Shares – Series A of Rs. 2/- (Rupees Two only) each, 4,124 (Four Thousand One Hundred Twenty Four only) Equity Shares – Series B of Rs. 2/- (Rupees Two only) each, 73,78,505 (Seventy Three Lakh Seventy Eight Thousand Five Hundred and Five only) 0.001% Compulsorily Convertible Cumulative Preference Shares – Series A of Rs. 2 (Rupees Two only) each, 96,65,660 (Ninety Six Lakh Sixty Five Thousand Six Hundred Sixty only) 0.001% Compulsorily Convertible Cumulative Preference Shares – Series B of Rs. 2 (Rupees Two only) each, 93,75,488 (Ninety Three Lakh Seventy Five Thousand Four Hundred Eighty Eight Only) 0.001% Compulsorily Convertible Cumulative Preference Shares – Series D of Rs. 2 (Rupees Two only) each, 38,11,068 (Thirty Eight Lakh Eleven Thousand Sixty Eight Only) 0.001% Compulsorily Convertible Cumulative Preference Shares – Series E of Rs 2 (Rupees Two only) each, and 89,68,849 (Eighty Nine lakh Sixty Eight Thousand Eight Hundred Forty Nine Only) 0.001% Compulsorily Convertible Non-Cumulative Preference Shares – Class 1 of Rs 2 (Rupees Two only) and 61,43,623 (Sixty One Lakh Forty Three Thousand Six Hundred Twenty Three only) 0.001% Compulsorily Convertible Cumulative Preference Shares – Series F of Rs 2 (Rupees Two only) each, 2,29,76,465 (Two crore Twenty Nine lakh Seventy Six Thousand Four hundred sixty five only) 0.001% Compulsorily Convertible Cumulative Preference Shares – Series G of Rs 2 (Rupees Two only) each, 54,67,911 (Fifty Four Lakh Sixty Seven Thousand Nine Hundred Eleven) 0.001% Compulsorily Convertible Non- Cumulative Preference Shares – Series H of Rs 2 (Rupees Two only) each, 51,80,069 (Fifty one Lakh Eighty thousand Sixty Nine only) 0.001% Compulsorily Convertible cumulative Preference Shares-Series II of Rs. 2 each, 89,68,849 (Eighty Nine Lakh Sixty Eight thousand Eight hundred forty nine only) 0.001% Compulsorily Convertible Non-cumulative Preference Shares-Class1 of Rs. 2 each and 5,65,783 (Rupees Five Lakh Sixty Five Thousand Seven Hundred Eighty Three) 0.001% Compulsorily Convertible Non- Cumulative Preference Shares – Class 2 of Rs 10 (Rupees Ten only) each at partly paid up of Rs. 2 each.

SUBSIDIARY COMPANIES

As on 31 March 2023, the Company had four wholly-owned subsidiaries i.e. Lenskart Eyetech Private Limited, incorporated on 2nd day of July, 2015, Lenskart Solutions Pte. Ltd, incorporated in Singapore on 4th day of September, 2018, Lenskart Foundation, incorporated on 9th December, 2020, NESO Brands Pte. Ltd, incorporated in Singapore on 12th November, 2021. The Company also acquired 50% stake in Owndays India Private Limited, incorporated on 07th September, 2018 making it an associate/ Joint Venture company.

Lenskart Solutions Pte. Ltd, Singapore owns following companies located in different countries, whose names have been provided below:

1. Lenskart Solutions Company Limited, Vietnam;
2. Lenskart Solutions FZCO, Dubai (UAE)
3. Lenskart Solutions Inc., Delaware (USA)
4. Lenskart Solutions SDN BHD (Malaysia)
5. Lenskart Optical Trading LLC, Dubai (UAE)
6. PT Lenskart Solutions (Indonesia)
7. MLO K.K. (Japan)

Lenskart Solutions Pte. Ltd, Singapore holds 49% voting rights/ shares in Lenskart Solution and Thai Eyewear, these have been incorporated in the Bangkok, Thailand named as Lenskart Solutions (Thailand) Company Limited and Thai Eyewear Company Limited. These entities have been set up to expand the business in the global markets.

During the FY 2022-23, the Company had invested in 22,16,066 equity shares of Lenskart Solutions Pte. Ltd. of SGD 1 each, for an amount of USD 319999930.4.

The Company has invested in 207 Series C Compulsorily Convertible Preference Shares at a price of Rs. 17,403 per share of Thinkerbell Labs Pvt. Ltd. The Company has invested in 31,107 Pre Series A Compulsorily Compulsorily Convertible Preference Shares of QuantDuo Technologies Private Limited ("QuantDuo"). This investment provides the Company significant influence over key decision making thereby, QuantDuo has been reclassified as an associate as at 31 March 2023. During the current year, the Company has sold its investment in Ditto Technologies Inc., USA for a consideration of Rs. 62.34 million, recognising gain on fair valuation through profit or loss amounting to Rs. 16.82 million.

NAMES OF COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR

During the Financial Year 2022-23, the Company has invested in 50% shares/ voting rights of Owndays India Private Limited thereby making it an associate Company and also through Lenskart Solutions Pte. Ltd, Singapore thereby making following subsidiaries and associate Companies:

S.No.	Name of the Company	Associate/ Subsidiary
1.	MLO K.K., Japan	Subsidiary
2.	Thai Eyewear Company Limited, Thailand	Associate
3.	Lenskart Solutions (Thailand) Company Limited, Thailand	Associate

CONSOLIDATED FINANCIAL STATEMENTS

In terms of Rule 8 (1) of the Companies (Accounts) Rules, 2014, this Board Report has been prepared on the basis of standalone financial statement of the Company for FY 2022-23.

In compliance with provisions of Section 129 (3) of the Companies Act, 2013 ("the Act") read with Companies (Accounts) Rules, 2014, the Company has prepared Consolidated Financial Statements as per the Accounting Standards on Consolidated Financial Statements issued by the Institute of Chartered Accountants of India. The Audited Consolidated Financial Statements along with the Auditors' Report thereon form part of this Annual Report. Further, a statement containing salient features of the financial statements of the subsidiary companies is disclosed separately as 'Annexure A' in Form AOC-1 and forms part of this Annual Report.

The Shareholders interested in obtaining a copy of the audited annual accounts of the subsidiary companies may write to the Company Secretary at the Company's registered office.

REPORT ON PERFORMANCE & FINANCIAL POSITION OF THE SUBSIDIARIES

In terms of Rule 8(1) of the Companies (Accounts) Rules, 2014, the highlights on performance and financial position of the Company's subsidiary (included in the consolidated financial statement for FY 2022-2023) are as follows:

Lenskart Eyetech Private Limited: Lenskart Eyetech Private Limited was incorporated on 2nd July, 2015 and has its registered office at W-123, Greater Kailash, Part-II, New Delhi 110048.

During the Financial Year 2022-23, Lenskart Eyetech Private Limited (LEPL) has earned a revenue of INR 170.62 million and other income of INR 0.37 million from the continued operation and has reported a comprehensive income of INR 33.97 million.

Lenskart Foundation: Lenskart Foundation was incorporated on 9th December, 2020 as a non-profit organization under section 8 of the Companies Act, 2013 and has its registered office at Apartment No-04(904), 9th Floor, Royale, Retreat I, Charmwood Village, Suraj Kund, Faridabad, Faridabad, Haryana, India, 121009.

During the Financial Year 2022-23, Lenskart Foundation has earned revenue of INR 8.95 Million. It has reported profit of INR 1.55 Million from continued operation and has reported no other comprehensive income, thereby making a total comprehensive income of INR 1.56 Million.

Lenskart Solutions Pte. Limited: Lenskart Solutions Pte. Limited was incorporated on 4th September, 2018 in the Republic of Singapore.

During the Financial Year 2022-2023, Lenskart Solutions Pte. Limited (LSPL) has earned revenue of SGD 2,00,94,951 from sale of goods & services. It has reported a loss of SGD 2,16,65,967 as compared to the loss of previous year of SGD 1,49,02,064 and NIL comprehensive income thereby making a total comprehensive loss of SGD 2,16,65,967.

Neso Brands Pte. Ltd.: Neso Brands Pte. Ltd. was incorporated on 12th November, 2021

During the Financial Year 2022-2023, Neso Brands Pte. Ltd. has earned revenue of Nil from sale of goods. It has reported a loss of SGD 9,25,360 and NIL comprehensive Income thereby making a total comprehensive Loss of SGD 9,25,360.

Lenskart Optical Trading LLC: Lenskart Optical Trading LLC was incorporated on 27th September, 2021 in the United Arab Emirates.

During the Financial Year 2022-2023, Lenskart Optical Trading LLC has earned revenue of AED 97,95,490 from sale of goods. It has reported a loss of AED 1,55,35,720 and NIL comprehensive income thereby making a total comprehensive loss of AED 1,55,35,720.

Lenskart Solutions FZCO: Lenskart Solutions FZCO was incorporated on 7th July, 2021 in the United Arab Emirates.

During the Financial Year 2022-2023, Lenskart Solutions FZCO has earned revenue of Nil from sale of goods. It has reported a loss of AED 68,483 thereby making a total comprehensive loss of AED 68,483.

Lenskart Solutions INC: Lenskart Solutions INC was incorporated on 18th May,2021 in the United States.

During the Financial Year 2022-2023, Lenskart Solutions INC has earned revenue of INR 1,19,27,267 from sale of goods and INR 2,66,46,117 from other income. It has reported a loss of INR 6,24,48,792 and INR 1,71,26,263 comprehensive losses thereby making a total comprehensive loss of INR 7,95,75,055.

PT Lenskart Solutions Indonesia: PT Lenskart Solutions Indonesia was incorporated on 20th August,2021 in the Republic of Indonesia

During the Financial Year 2022-2023, PT Lenskart Solutions Indonesia has earned revenue of Rupiah 999,489,414 from sale of goods and other income of Rupiah 10,757,228. It has reported a loss of INR Rupiah 4,530,655,374.

Lenskart Solutions Sdn. Bhd.: Lenskart Solutions Sdn. Bhd. was incorporated on 28th June,2021

During the Financial Year 2022-2023, Lenskart Solutions Sdn. Bhd. has earned revenue of Nil from sale of goods and other income of Ringitt 3,217. It has reported a loss of Ringitt 51,310.

Lenskart Solutions Company Limited.: Lenskart Solutions Company Limited was incorporated on 27th August,2021.

During the Financial Year 2022-2023, Lenskart Solutions Company Limited has earned revenue of Nil from sale of goods and other income of VND 17,862,454. It has reported a loss of VND 2,560,931,648.

MLO K.K.: MLO K.K was incorporated on 27th November, 2013. During the year, Lenskart Solutions Pte. Limited has acquired MLO K.K.

DIVIDEND AND TRANSFER TO RESERVES

The Board does not recommend dividend for the financial year ended 31 March 2023. No amount is being transferred to the reserves.

BOARD OF DIRECTORS

The Company has a professional Board with right mix of knowledge, skills and expertise with an optimum combination of executive and non-executive Directors including one-woman Director. The Board provides strategic guidance and direction to the Company in achieving its business objectives and protecting the interest of the stakeholders.

There was change in the composition of the Board during the year under review FY 2022-23. As at 31 March, 2023, the Board of Directors comprised of the following:

S.NO	FULL NAME	DIN	DESIGNATION
1.	Mr. Peyush Bansal	02070081	Director
2.	Ms. Neha Bansal	02057007	Director
3.	Mr. Haresh Palani Pribhu	10090589	Nominee Director
4.	Mr. Jayesh Tulsidas Merchant	00555052	Director
5.	Mr. Atul Gupta	06940578	Nominee Director
6.	Mr. Anant Gupta	06946611	Director
7.	Mr. Sumer Juneja	08343545	Nominee Director

The members may please note that Mr. Atul Gupta, having (DIN – 06940578), have resigned from the position of Nominee Director in the Company w.e.f. 2nd August, 2023.

MEETINGS OF THE BOARD

The Board meets at regular intervals to discuss and decide on Company / business policy and strategy apart from other Board businesses. A tentative annual calendar of the Board Meetings is circulated to the Directors in advance to facilitate them to plan their schedule and to ensure meaningful participation in the meetings. However, in case of a special and urgent business need, the Board's approval is taken by way of Board Meeting through shorter notice or by passing resolutions through circulation, as permitted by law, which are confirmed in the subsequent Board meeting.

The notice of Board meeting is given well in advance to all the Directors. Usually, meetings of the Board are held in New Delhi and/or Haryana. The Agenda for the Board meetings including detailed notes on the items to be discussed at the meeting are circulated in advance to enable the Directors to take an informed decision.

During the year under review, the Board met seven times viz., on 6th April, 2022; 19th April, 2022; 25th May, 2022, 8th June, 2022, 21st September, 2022, 17th January, 2023 and 21st March, 2023. The maximum interval between any two meetings did not exceed 120 days.

The details of the number of meetings of the Board attended by the Directors are given below:

Attendance of Directors for the year ended 31st March, 2023

Name of Director	No. of meetings attended
Mr. Peyush Bansal	07
Ms. Neha Bansal	07
Mr. Haresh Palani Pribhu	NA
Mr. Jayesh Tulsidas Merchant	03
Mr. Atul Gupta	07
Mr. Anant Gupta	03
Mr. Sumer Juneja	03
Mr. Vikas Agnihotri	03

COMMITTEES OF THE BOARD

The Board of Directors of the Company has re-constituted the composition of existing sub-committees with terms of references determined by the Board:

Audit Committee: As on 31st March, 2023, the Committee comprises of Mr. Jayesh Tulsidas Merchant (Director), Mr. Atul Gupta (Nominee Director), Mr. Anant Gupta (Director) and Mr. Sumer Juneja (Director) as members of the Committee

Further, the Committee also comprises of Mr. Peyush Bansal (Director), Ms. Neha Bansal (Director), Mr. Chetan Juthani (Director) and Mr. Smeer Chopra (Chief Financial Officer) as permanent invitees to the Committee.

The composition, role and terms of reference of the Audit Committee are in compliance with the Section 177 of the Companies Act, 2013 and the Charter as approved by the Board of Directors of the Company, from time to time.

During the year, the Committee met 5 times on 8th June, 2022, 8th August, 2022, 12th September, 2022, 16th November, 2022 and 16th February, 2023.

Remuneration Committee: As on 31st March, 2023, the Committee comprises of Mr. Anant Gupta (Director), Mr. Sumer Juneja (Director), Ms. Neha Bansal (Director) and Mr. Peyush Bansal (Director) as members of the Committee.

Further, the Committee also comprises of, Mr. Peyush Bansal (Director), Ms. Neha Bansal (Director) and CHRO of the Company as permanent invitees to the Committee.

The composition, role and terms of reference of the Remuneration Committee are in compliance with the provisions of the Companies Act, 2013 and the Charter as approved by the Board of Directors of the Company, from time to time.

During the year, the Committee met once on 17th January, 2023 during the FY.

DIRECTORS' RESPONSIBILITY STATEMENT

As per Section 134(5) of the Companies Act, 2013, your Directors confirm that:

- i. In the preparation of annual accounts, the applicable accounting standards have been followed, along with proper explanation relating to material departures.
- ii. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period.
- iii. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

- iv. The Directors have prepared the annual accounts on a going concern basis.
- v. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

AUDITORS & THEIR REPORT

M/s. S.R Batliboi & Associates LLP, Chartered Accountants, are appointed as the Statutory Auditors of the Company until the 16th Annual General Meeting (“AGM”) and has conducted audit for the Financial Year ended on 31 March 2023.

The requirement for the annual ratification of auditors’ appointment at the Annual General Meeting has been omitted pursuant to Companies (Amendment) Act, 2017 notified on May 7, 2018.

The Auditors’ Report has been enclosed with the financial statements in this Annual Report. The Notes on Financial Statements referred to in the Auditors’ Report are self-explanatory and do not call for any further comments. The Auditors’ Report doesn’t contain any qualification, reservation or adverse opinion.

Further during the FY 2022 -23, the Auditors have not reported any fraud, which are committed against the Company by officers or employees of the Company.

INTERNAL FINANCIAL CONTROLS & ITS ADEQUACY

The Company has in place adequate internal financial controls commensurate with its size and nature of business which helps in ensuring the orderly and efficient conduct of its business. During the year under review, such controls were tested and no reportable material weakness in the design or operation were observed.

RISK MANAGEMENT FRAMEWORK

The Company has appropriate risk management policy in place for identification and assessment of risks, measures to mitigate them, and mechanisms for their proper and timely monitoring. The Company reviews implementation and monitoring of the risk management plan.

The Company has a control processes in place to help ensure that the information presented to senior management and the Board is both accurate and timely. The control processes include, among other things:

- Annual audit and interim review by the Company’s external auditor;
- Planned review by internal auditors reviewing the effectiveness of internal processes, procedures and controls;
- Monthly review of financial performance compared to budget and forecast.

The Company has also made appropriate disclosures of its financial risk management policies and impact of following risks in Note 38 of its financial statements:

- Credit Risk
- Market Risk
- Price Risk

- Liquidity Risk

WHISTLE BLOWER POLICY

The Company has established a vigil mechanism by adopting a Whistle Blower Policy for its employees to report genuine concerns in the prescribed manner. The vigil mechanism provides adequate safeguards against victimization of its employees. Whistle Blower Policy is a mechanism to address any complaint(s) related to fraudulent transactions or reporting intentional non-compliance with the Company's policies and procedures and any other questionable accounting/operational process followed. It provides a mechanism for employees to approach the CEO/COO of the Company. A whistle blower can also raise his/ her concerns by writing through the complaint@whistlefirst.com or fill the online form at www.whistlefirst.com/lenskart. The investigations relating to the concern is required to be carried out by/ or under the instruction of the whistle blower committee comprising of senior members of the company. Any allegations that fall within the scope of the concerns identified are investigated and resolved appropriately. During the year, no such incidence was reported and no personnel were denied access to the Chairperson of the Company.

CONTRACTS AND ARRANGEMENT WITH THE RELATED PARTIES

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis.

The details of the transactions with Related Parties are provided in the Note 40 to the accompanying Financial Statements. Particulars of Contracts entered into with Related Parties referred to in Section 188(1) of the Companies Act, 2013, in prescribed Form AOC-2 is attached as an 'Annexure B' to this Report

CORPORATE SOCIAL RESPONSIBILITY

The brief outline of the Corporate Social Responsibility ('CSR') Policy of the Company and the initiatives undertaken by the Company on CSR activities during the year in the format prescribed in the Companies ('CSR Policy') Rules, 2014 are set out in 'Annexure C' of this Report.

PARTICULAR OF LOANS GIVEN, INVESTMENT MADE, GUARANTEE GIVEN AND SECURITIES PROVIDED

Particulars of loans given, investments made, guarantees given and securities provided along with the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient are provided in the notes to the standalone financial statement.

During the year 2022-23, the Company has given unsecured loan to Lenskart Singapore Pte Ltd amounting to Rs 2,886.45 million which carries an interest rate of LIBOR+8% and is repayable on demand. The loan was granted for business expansion, working capital requirements and investment in PPE. The Company has also given unsecured loan to Neso Brands Pte Ltd amounting to Rs 73.36 million which carries an interest rate of LIBOR+8% and is repayable on demand.

During the FY 2022-23, the Company had invested in 22,16,066 equity shares of Lenskart Solutions Pte. Ltd. of SGD 1 each, for an amount of USD 319999930.4.

The Company has given an additional loan of Rs 939.75 million during the FY to Lenskart Solutions Pte. Ltd. (wholly owned subsidiary) towards investment and lending funds in newly incorporated entities as step down entities to Lenskart Singapore Pte Ltd. These entities have been set up to expand the Group's business in the global markets.

DEPOSITS

During the year under review, your Company has not invited or accepted any deposits from the public and, therefore, no amount of principal or interest was outstanding in respect of deposits from the Public as of the date of Balance Sheet.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has always believed in providing a safe and harassment free workplace for every individual working in the Company through various interventions and practices. The Company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment.

The Company has in place a robust policy on prevention of sexual harassment at workplace. The policy aims at prevention of harassment of employees and lays down the guidelines for identification, reporting and prevention of sexual harassment. There is an Internal Complaints Committee (ICC) which is responsible for redressal of complaints related to sexual harassment and follows the guidelines provided in the policy.

During the year ended 31 March, 2023, the ICC has not received any complaint pertaining to sexual harassment and no complaint is pending as on date.

MAINTENANCE OF COST RECORDS AS SPECIFIED BY THE CENTRAL GOVERNMENT UNDER SUB-SECTION (1) OF SECTION 148 OF THE COMPANIES ACT, 2013

Not Applicable on the Company.

APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

Not Applicable on the Company.

THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

Not Applicable on the Company.

EMPLOYEES STOCK OPTIONS PLAN - 2021

The growth and performance of your Company is highly dependent on the hard work, dedication and commitment of its employees. In order to attract, retain and motivate its employees to create value for

the Company and reward them through sharing the benefits of value so created and enjoy the fruits of the phenomenal growth that the Company foresees in the coming years, your Company implemented Employee stock option plan in 2012 known as “VALYOO ESOP 2012”. The main objective of the said Scheme is to give to such employees, who are performing well, an opportunity to participate and gain

from the Company’s performance, thereby acting as a retention tool as well as to attract talent. However, the aforesaid Plan was amended vide approval of shareholders in general meeting held on 22nd June, 2016, to align with the new rules of Companies Act, 2013 and the Plan was also renamed as “LENSKART ESOP POLICY 2016”. During the year 2021-22, ESOP Plan was amended further vide approval of shareholders in general meeting held on 27th September, 2021 and renamed as “LENSKART ESOP POLICY 2021”

Details of the shares issued under Employee Stock Option Plan (ESOP), as also the disclosures in compliance with Section 62 of Companies Act, 2013 and Rule 12(9) of Companies (Share Capital and Debentures) Rules, 2014 are set out in Annexure D.

As of March 31, 2023, 9,98,062 stock options are outstanding under the aforesaid Employees Stock Plan.

STATUTORY DISCLOSURE UNDER SECTION 134(3) READ WITH RULE 8 OF THE COMPANIES (ACCOUNTS) RULE, 2014

Except as disclosed elsewhere in the Financial Statements of FY 2022-23, there have been no material changes and commitments, which can affect the financial position of the Company between the end of financial year and the date of the report.

A STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS UNDER SECTION 149 (6)

The provisions of appointment of Independent Directors are not applicable on the Company. But the Company has designated Mr. Jayesh Tulsidas Merchant as the Independent Director of the Company. He has given declaration under Section 149(7) of the Act, that he meets the criteria of independence.

STATUTORY DISCLOSURE UNDER RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

As per the requirement of Rule 5(2) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, information relating to employees who were in receipt of remuneration for FY 2022-23, which in aggregate, was not less than Rupees One crore and Two lakh and employees who were in receipt of remuneration for a part of FY 2022-23, at a rate, which in the aggregate, was not less than Rupees Eight Lakh & Fifty Thousand per month, shall be made available to any shareholder on a specific request made by him in writing before the date of such Annual General Meeting wherein financial statements for the relevant financial year are proposed to be adopted by shareholders and such particulars shall be made available by the Company within three days from the date of receipt of such request from shareholders.

Further, in case of request received even after the date of completion of Annual General Meeting, such particulars shall be made available to the shareholders within seven days from the date of receipt of such request.

SECRETARIAL STANDARDS

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Information required as per sub rule 3 of Rule 8 of the Companies (Accounts) Rules, 2014, regarding conservation of energy, technology absorption have not been furnished considering the nature of activities undertaken by the Company during the year under review. Foreign exchange earnings and outgo are as follows:

EXPENDITURE IN FOREIGN CURRENCY (IN INR)

Particulars	For the year ended	For the year ended
	31-Mar-23	31-Mar-22
Marketing	-	1,16,37,236
Software	-	9,41,23,547
Web Hosting	-	98,35,281
Legal and professional fees	-	58,67,055
Others	-	32,60,954
Total	-	12,47,24,072

GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

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 save and except ESOP referred to in this Report.
3. Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.
4. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
5. There has been no change in the nature of business and business activity during the year.

ACKNOWLEDGEMENTS

Your Directors acknowledge with gratitude the co-operation and assistance received from the Central Government, State Governments and all other Government agencies and encouragement they have extended to the Company.

Your Directors also thank the shareholders, Financial Institutions, Banks/ other lenders Customers, Vendors and other stakeholders for their confidence in the Company and its management and look forward for their continuous support.

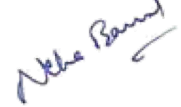
The Board wishes to place on record its appreciation for the dedication and commitment of your Company's employees at all levels which has continued to be our major strength.

For and on behalf of the Board



Director
(Peyush Bansal)
DIN : 02070081

For and on behalf of the Board



Director
(Neha Bansal)
DIN : 02057007

Place : New Delhi

Date : 02.10.2025

LK Eyetech**Form AOC-1**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries*(INR in Mn)*

Sr.no	Particulars	Lenskart Eyetech Pvt. Ltd. (Details as on 31st March, 2023)
	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Same as Reporting Company
	Reporting currency & Exchange rate as on the date of the relevant FY in the case of foreign subsidiaries	N.A.
1	Share capital	0.10
2	Reserves & surplus	6.85
3	Total assets	83.41
4	Total Liabilities	76.45
5	Investments	-
6	Turnover (from discontinued operations)	-
7	Profit/(Loss) before taxation	33.97
8	Provision for taxation / Deferred Tax	-
9	Profit/(Loss) after taxation	33.97
10	Proposed Dividend	-
11	% of shareholding	100%

Note:-

- 1.Reporting period for the subsidiaries is from 1st April, 2022 to 31st March, 2023
- 2.Reporting currency of the subsidiaries is in INR
- 3.This became subsidiary wef 2nd July, 2015

LK Foundation**Form AOC-1**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries*(INR in Mn)*

Sr.no	Particulars	Lenskart Foundation (Details as on 31st March, 2023)
	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Same as Reporting Company
	Reporting currency & Exchange rate as on the date of the relevant FY in the case of foreign subsidiaries	N.A.
1	Share capital	0.10
2	Reserves & surplus	-1.17
3	Total assets	1.99
4	Total Liabilities	3.06
5	Investments	-
6	Turnover (from discontinued operations)	8.95
7	Profit/(Loss) before taxation	1.56
8	Provision for taxation / Deferred Tax	-
9	Profit/(Loss) after taxation	1.56
10	Proposed Dividend	-
11	% of shareholding	100%

Note:-

- 1.Reporting period for the subsidiaries is from 1st April, 2022 to 31st March, 2023
- 2.Reporting currency of the subsidiaries is in INR
- 3.This became subsidiary wef 9th December 2020

LK Solutions Pte Ltd.**Form AOC-1**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries*(INR in Mn)*

Sr.no	Particulars	Lenskart Solutions Pte Ltd. (Details as on 31st March, 2023)
	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Same as Reporting Company
	Reporting currency & Exchange rate as on the date of the relevant FY in the case of foreign subsidiaries	SGD
1	Share capital	173.84
2	Reserves & surplus	2268.6
3	Total assets	2,740.95
4	Total Liabilities	454.96
5	Investments	2,542.72
6	Turnover (from discontinued operations)	-
7	Profit/(Loss) before taxation	-123.55
8	Provision for taxation / Deferred Tax	-
9	Profit/(Loss) after taxation	-123.55
10	Proposed Dividend	-
11	% of shareholding	100%

Note:-

- 1.Reporting period for the subsidiaries is from 1st April, 2022 to 31st March, 2023
- 2.Reporting currency of the subsidiaries is in SGD
- 3.This became subsidiary wef 4th November 2018

NESO Brands Pte. Ltd.**Form AOC-1**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries*(INR in Mn)*

Sr.no	Particulars	NESO Brands Pte Ltd. (Details as on 31st March, 2023)
	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Same as Reporting Company
	Reporting currency & Exchange rate as on the date of the relevant FY in the case of foreign subsidiaries	SGD
1	Share capital	0.55
2	Reserves & surplus	-56.74
3	Total assets	34.96
4	Total Liabilities	91.15
5	Investments	-
6	Turnover (from discontinued operations)	-
7	Profit/(Loss) before taxation	-54.62
8	Provision for taxation / Deferred Tax	-
9	Profit/(Loss) after taxation	-58.13
10	Proposed Dividend	-
11	% of shareholding	100%

Note:-

- 1.Reporting period for the subsidiaries is from 1st April, 2022 to 31st March, 2023
- 2.Reporting currency of the subsidiaries is in SGD
- 3.This became subsidiary wef 12th November 2021

LK Vietnam**Form AOC-1**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries*(INR in Mn)*

Sr.no	Particulars	Lenskart Solutions Company Limited, Vietnam (Details as on 31st March, 2023)
	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Same as Reporting Company
	Reporting currency & Exchange rate as on the date of the relevant FY in the case of foreign subsidiaries	VND
1	Share capital	1.50
2	Reserves & surplus	-17.619
3	Total assets	1.64
4	Total Liabilities	17.76
5	Investments	-
6	Turnover (from discontinued operations)	-
7	Profit/(Loss) before taxation	-7.68
8	Provision for taxation / Deferred Tax	-
9	Profit/(Loss) after taxation	-7.68
10	Proposed Dividend	-
11	% of shareholding	100%

Note:-

- 1.Reporting period for the subsidiaries is from 1st April, 2022 to 31st March, 2023
- 2.Reporting currency of the subsidiaries is in VND
- 3.This became subsidiary wef 27th August 2021

FZCO, UAE**Form AOC-1**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries*(INR in Mn)*

Sr.no	Particulars	Lenskart Solutions FZCO, Dubai (Details as on 31st March, 2023)
	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Same as Reporting Company
	Reporting currency & Exchange rate as on the date of the relevant FY in the case of foreign subsidiaries	AED
1	Share capital	0.20
2	Reserves & surplus	-1.93
3	Total assets	0.68
4	Total Liabilities	2.40
5	Investments	-
6	Turnover (from discontinued operations)	-
7	Profit/(Loss) before taxation	-1.50
8	Provision for taxation / Deferred Tax	-
9	Profit/(Loss) after taxation	-1.50
10	Proposed Dividend	-
11	% of shareholding	100%

Note:-

- 1.Reporting period for the subsidiaries is from 1st April, 2022 to 31st March, 2023
- 2.Reporting currency of the subsidiaries is in AED
- 3.This became subsidiary wef 07th July 2021

LK USA**Form AOC-1**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries*(INR in Mn)*

Sr.no	Particulars	Lenskart Solutions Inc., Delaware (Details as on 31st March, 2023)
	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Same as Reporting Company
	Reporting currency & Exchange rate as on the date of the relevant FY in the case of foreign subsidiaries	USD
1	Share capital	241.85
2	Reserves & surplus	-135.51
3	Total assets	165.53
4	Total Liabilities	59.18
5	Investments	-
6	Turnover (from discontinued operations)	-
7	Profit/(Loss) before taxation	-62.45
8	Provision for taxation / Deferred Tax	-
9	Profit/(Loss) after taxation	-62.45
10	Proposed Dividend	-
11	% of shareholding	100%

Note:-

- 1.Reporting period for the subsidiaries is from 1st April, 2022 to 31st March, 2023
- 2.Reporting currency of the subsidiaries is in USD
- 3.This became subsidiary wef 18th May 2021

Malaysia**Form AOC-1**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries*(INR in Mn)*

Sr.no	Particulars	Lenskart Solutions SDN. BHD. Malaysia (Details as on 31st March, 2023)
	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Same as Reporting Company
	Reporting currency & Exchange rate as on the date of the relevant FY in the case of foreign subsidiaries	Ringitt
1	Share capital	1.08
2	Reserves & surplus	-0.11
3	Total assets	1.02
4	Total Liabilities	0.06
5	Investments	-
6	Turnover (from discontinued operations)	-
7	Profit/(Loss) before taxation	-0.05
8	Provision for taxation / Deferred Tax	-
9	Profit/(Loss) after taxation	-0.05
10	Proposed Dividend	-
11	% of shareholding	100%

Note:-

1. Reporting period for the subsidiaries is from 1st April, 2022 to 31st March, 2023
2. Reporting currency of the subsidiaries is in Ringitt
3. This became subsidiary wef 28th June 2021

Opticals

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(INR in Mn)

Sr.no	Particulars	Lenskart Optical Trading LLC, Dubai (UAE) (Details as on 31st March, 2023)
	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Same as Reporting Company
	Reporting currency & Exchange rate as on the date of the relevant FY in the case of foreign subsidiaries	AED
1	Share capital	3.47
2	Reserves & surplus	-514.91
3	Total assets	545.77
4	Total Liabilities	1,057.21
5	Investments	-
6	Turnover (from discontinued operations)	-
7	Profit/(Loss) before taxation	-339.56
8	Provision for taxation / Deferred Tax	-
9	Profit/(Loss) after taxation	-339.56
10	Proposed Dividend	-
11	% of shareholding	100%

Note:-

- 1.Reporting period for the subsidiaries is from 1st April, 2022 to 31st March, 2023
- 2.Reporting currency of the subsidiaries is in AED
- 3.This became subsidiary wef 27th September 2021

Indonesia**Form AOC-1**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries*(INR in Mn)*

Sr.no	Particulars	PT Lenskart Solutions (Indonesia) (Details as on 31st March, 2023)
	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Same as Reporting Company
	Reporting currency & Exchange rate as on the date of the relevant FY in the case of foreign subsidiaries	IDR
1	Share capital	52.00
2	Reserves & surplus	-30.6
3	Total assets	43.80
4	Total Liabilities	22.39
5	Investments	-
6	Turnover (from discontinued operations)	-
7	Profit/(Loss) before taxation	-24.16
8	Provision for taxation / Deferred Tax	-
9	Profit/(Loss) after taxation	-24.16
10	Proposed Dividend	-
11	% of shareholding	100%

Note:-

- 1.Reporting period for the subsidiaries is from 1st April, 2022 to 31st March, 2023
- 2.Reporting currency of the subsidiaries is in IDR
- 3.This became subsidiary wef 20th August 2021

MLO**Form AOC-1**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries*(INR in Mn)*

Sr.no	Particulars	MLO K.K., Japan (Details as on 31st March, 2023)
	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Same as Reporting Company
	Reporting currency & Exchange rate as on the date of the relevant FY in the case of foreign subsidiaries	JPY
1	Share capital	
2	Reserves & surplus	
3	Total assets	
4	Total Liabilities	
5	Investments	
6	Turnover (from discontinued operations)	
7	Profit/(Loss) before taxation	
8	Provision for taxation / Deferred Tax	
9	Profit/(Loss) after taxation	
10	Proposed Dividend	-
11	% of shareholding	100%

Note:-

- 1.Reporting period for the subsidiaries is from 1st April, 2022 to 31st March, 2023
- 2.Reporting currency of the subsidiaries is in JPY
- 3.This became subsidiary wef 10th August 2022

Baofeng

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Venture

(INR in Mn)

	Name of Associates/Joint Ventures	Baofeng Framekart Technology Limited (Details as on 31st March, 2023)
1	Latest audited Balance Sheet Date	
2	Shares of Associate/Joint Ventures held by the company on the year end	
	No.	
	Amount of Investment in Associates/Joint Venture	
	Extend of Holding %	
3	Description of how there is significant influence	
4	Reason why the associate/joint venture is not consolidated	
5	Networth attributable to Shareholding as per latest audited Balance Sheet	
6	Profit / Loss for the year	
	Considered in Consolidation	
	Not Considered in Consolidation	

Note:-

- Names of associates or joint ventures which are yet to commence operations
- Names of associates or joint ventures which have been liquidated or sold during the year

Tango

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Venture

(INR in Mn)

	Name of Associates/Joint Ventures	Tango IT Solutions India Private Limited (Details as on 31st March, 2023)
1	Latest audited Balance Sheet Date	March 31, 2023
2	Shares of Associate/Joint Ventures held by the company on the year end	
	No.	65,753.00
	Amount of Investment in Associates/Joint Venture	7
	Extend of Holding %	30.08
3	Description of how there is significant influence	Holding shares/ voting rights more than 25%
4	Reason why the associate/joint venture is not consolidated	NA
5	Networth attributable to Shareholding as per latest audited Balance Sheet	1.15
6	Profit / Loss for the year	
	Considered in Consolidation	-43.60
	Not Considered in Consolidation	-

Note:-

- 1.Names of associates or joint ventures which are yet to commence operations
- 2.Names of associates or joint ventures which have been liquidated or sold during the year

Owndays

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Venture

(INR in Mn)

	Name of Associates/Joint Ventures	Owndays India Private Limited (Details as on 31st March, 2023)
1	Latest audited Balance Sheet Date	March 31, 2023
2	Shares of Associate/Joint Ventures held by the company on the year end	
	No.	1,12,50,000.00
	Amount of Investment in Associates/Joint Venture	4.95
	Extend of Holding %	50.00
3	Description of how there is significant influence	Holding shares/ voting rights more than 25%
4	Reason why the associate/joint venture is not consolidated	NA
5	Networth attributable to Shareholding as per latest audited Balance Sheet	3.25
6	Profit / Loss for the year	
	Considered in Consolidation	-14.59
	Not Considered in Consolidation	-

Note:-

- Names of associates or joint ventures which are yet to commence operations
- Names of associates or joint ventures which have been liquidated or sold during the year

FORM NO. AOC-2

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

1. Details of contracts or arrangements or transactions not at arm's length basis - NIL
 2. Details of material contracts or arrangement or transactions at arm's length basis
- A.

Name(s) of the related party and nature of relationship	Lenskart Solutions Pte. Ltd. The company is a wholly owned subsidiary of Lenskart Solutions Pvt. Ltd.
Nature of contracts/arrangements/transactions	Investment in wholly owned subsidiary of SGD 900,000 Equity Shares of 1SGD each, Unsecured Loan of SGD 24,000,000
Duration of the contracts/arrangements/transactions	Ongoing until Terminated
Salient terms of the contracts or arrangements or transactions including the value, if any	Investment in wholly owned subsidiary of SGD 900,000 for Equity Shares of 1SGD each and USD 319999930.4 for 2216066 equity shares and Unsecured Loan of SGD 24,000,000
Date(s) of approval by the Board, if any	8 th June, 2022
Amount paid as advances, if any	NIL

B.

Name(s) of the related party and nature of relationship	Lenskart Foundation The company is a wholly owned subsidiary of Lenskart Solutions Pvt. Ltd.
Nature of contracts/arrangements/transaction	Investment in wholly owned subsidiary of INR 1,00,000. Lenskart Foundation is a section 8 company and is CSR arm of Lenskart Solutions Private Limited
Duration of the contracts/arrangements/transactions	Ongoing until Terminated
Salient terms of the contracts or arrangements or transactions including the value, if any	Investment in wholly owned subsidiary of INR 1,00,000.
Date(s) of approval by the Board, if any	9th October,2020
Amount paid as advances, if any	NIL

C.

Name(s) of the related party and nature of relationship	NESO Brands Pte. Ltd The company is a wholly owned subsidiary of Lenskart Solutions Pvt. Ltd.
Nature of contracts/arrangements/transactions	Investment in wholly owned subsidiary of SGD 10,000 Equity Shares of 1SGD each. Unsecured Loan of SGD 1,100,000
Duration of the contracts/arrangements/transaction	Ongoing until Terminated

Annual Report on CSR Activities

1. Brief outline on CSR Policy of the Company: The Company proposes to work in the field of preventive eye healthcare for needy and impoverished sections of the society.
2. Composition of CSR Committee: Not Applicable
3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company. www.lenskart.com
4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report). **Not Applicable**
5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any. **Not Applicable**

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in Rs)	Amount required to be set-off for the financial year, if any (in Rs)
1			
2			
3			
	Total		

6. Average net profit of the company as per section 135(5): **Rs. 123 million.**
7. (a) Two percent of average net profit of the company as per section 135(5): **Rs. 0.82 million**
 - (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years. **Not Applicable**
 - (c) Amount required to be set off for the financial year, if any **Not Applicable**
 - (d) Total CSR obligation for the financial year (7a+7b-7c). **Rs. 0.82 million**
8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)	
	Total Amount transferred to Unspent CSR Account as per section 135(6).	Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).

	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
Rs. 0.82 million	NA	NA	NA	NA	NA

(b) Details of CSR amount spent against ongoing projects for the financial year: **Not Applicable**

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No.	Name of the Project.	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No).	Location of the project.		Project duration.	Amount allocated for the project (in Rs.).	Amount spent in the current financial Year (in Rs.).	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.).	Mode of Implementation - Direct (Yes/No).	Mode of Implementation - Through Implementing Agency	
				State.	District.						Name	CSR Registration number.
1.												
2.												
3.												
	Total											

(c) Details of CSR amount spent against **other than ongoing projects** for the financial year: **Not Applicable**

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes / No).	Location of the project.		Amount spent for the project (in Rs.).	Mode of implementation - Direct (Yes/No).	Mode of implementation - Through implementing agency.	
				State	District			Name.	CSR registration number.
1.	a) To work in the area of vision correction for all sections of the society by making consistent efforts and steps towards spreading awareness about vision correction,	Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and				6.5 million	No	Lenskart Foundation	

developing low cost technology that enables us and others to make vision care accessible in all nooks and corners of the country. b) To reduce the number of visually challenged population in India, by providing affordable/costless eye care services accessible to all sections of society through innovative eye care models.	sanitation including contribution to the Swach Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water						
Total				6.5 million			

(d) Amount spent in Administrative Overheads **Not Applicable**

(e) Amount spent on Impact Assessment, if applicable **Not Applicable**

(f) Total amount spent for the Financial Year (8b+8c+8d+8e) **Rs. 6.50 million**

(g) Excess amount for set off, if any **Not Applicable**

Sl. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	0.82 million
(ii)	Total amount spent for the Financial Year	6.5 million
(iii)	Excess amount spent for the financial year [(ii)-(i)]	5.68 million
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NA
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	5.68 million

9. (a) Details of Unspent CSR amount for the preceding three financial years: **Not Applicable**

Sl. No.	Preceding Financial	Amount transferred to	Amount spent in the	Amount transferred to any fund specified under	Amount remaining
---------	---------------------	-----------------------	---------------------	--	------------------

	Year.	Unspent CSR Account under section 135 (6) (in Rs.)	reporting Financial Year (in Rs.).	Schedule VII as per section 135(6), if any.			to be spent in succeeding financial years. (in Rs.)
				Name of the Fund	Amount (in Rs).	Date of transfer.	
1.							
2.							
3.							
	Total						

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): **Not Applicable**

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID.	Name of the Project.	Financial Year in which the project was commenced.	Project duration.	Total amount allocated for the project (in Rs.).	Amount spent on the project in the reporting Financial Year (in Rs).	Cumulative amount spent at the end of reporting Financial Year. (in Rs.)	Status of the project - Completed /Ongoing.
1								
2								
3								
	Total							

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year **Not Applicable**

(asset-wise details).

- Date of creation or acquisition of the capital asset(s).
- Amount of CSR spent for creation or acquisition of capital asset.
- Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.
- Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5). **Not Applicable**

For and on behalf of the Board

For and on behalf of the Board

**Director
(Peyush Bansal)
DIN : 02070081**

**Director
(Neha Bansal)
DIN : 02057007**

**Place : New Delhi
Date :**

Annexure D to the Directors' ReportDetails of shares issued Under Employees Stock Option Plan (ESOP) for the year ended 31st March, 2023

S. No.	Particulars	Employee Stock Option Plan (Lenskart ESOP Policy 2021)						
1	Options granted during the year	2,10,248						
2	Options vested during the year	1,35,000						
3	Options exercised during the year	NIL						
4	The total no. of shares arising as a result of options in force	9,98,062						
5	Options lapsed during the year	51,800						
6	The exercise price for stock options granted during the year:							
	<table border="1"><thead><tr><th>Date of Grant</th><th>Price</th></tr></thead><tbody><tr><td>'13 April 22 to 26 December 22</td><td>Rs. 1398/-</td></tr><tr><td>26 December 22 to 31 March 2023</td><td>Rs 1839/-</td></tr></tbody></table>	Date of Grant	Price	'13 April 22 to 26 December 22	Rs. 1398/-	26 December 22 to 31 March 2023	Rs 1839/-	
Date of Grant	Price							
'13 April 22 to 26 December 22	Rs. 1398/-							
26 December 22 to 31 March 2023	Rs 1839/-							
7	Variation of terms of options	NIL						
8	Money realised by exercise of options during the year	NIL						
9	Total no. of options in force	9,98,062						
10	Employee wise details of options granted to 1) Key Managerial Personnel during FY 2022-23– NIL 2) Any other employee who receives a grant of options in any one year of option amounting to 5% or more of options granted during that year. NIL 3) <u>Identified employees who were granted option, during one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversion) of the company at the time of grant. – NIL</u>							