



ARYAMAN
FINANCIAL SERVICES LTD

Corporate Office :
60, Khatau Building, Gr. Floor,
Alkesh Dinesh Modi Marg, Opp. P. J. Tower (BSE Bldg.),
Fort, Mumbai - 400 001.
Tel. : 022-6216 6999 / 2261 8264
Fax : 2263 0434
Email : info@afsl.co.in • Website : www.afsl.co.in
CIN : L74899DL1994PLC059009
GSTIN : 27AABCA1376P1ZD

September 06, 2024

To
Listing Department,
BSE Limited,
PJ Towers, Dalai Street,
Fort, Mumbai - 400 001

Scrip Code: 530245

Dear Sir/Madam,

Sub: Notice of 30th Annual General Meeting (AGM) to be held on Monday, September 30, 2024.

Please find attached herewith the Notice of 30th Annual General Meeting along with the annexure, to be held on Monday, September 30, 2024 at 11.00 A.M. through Video Conference (VC) / Other Audio-Visual Means (OAVM).

You are requested to kindly update above information on your record.

Thanking You,

FOR ARYAMAN FINANCIAL SERVICES LIMITED

REENAL KHANDELWAL
(Company Secretary & Compliance Officer)



ANNUAL REPORT

2023 - 2024

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Our Mission

At Aryaman Financial Services Ltd., we're dedicated to revolutionizing the financial services industry with innovative solutions tailored to meet the diverse needs of our clients. Our mission is to empower individuals and businesses to achieve financial success.



ABOUT THE COMPANY

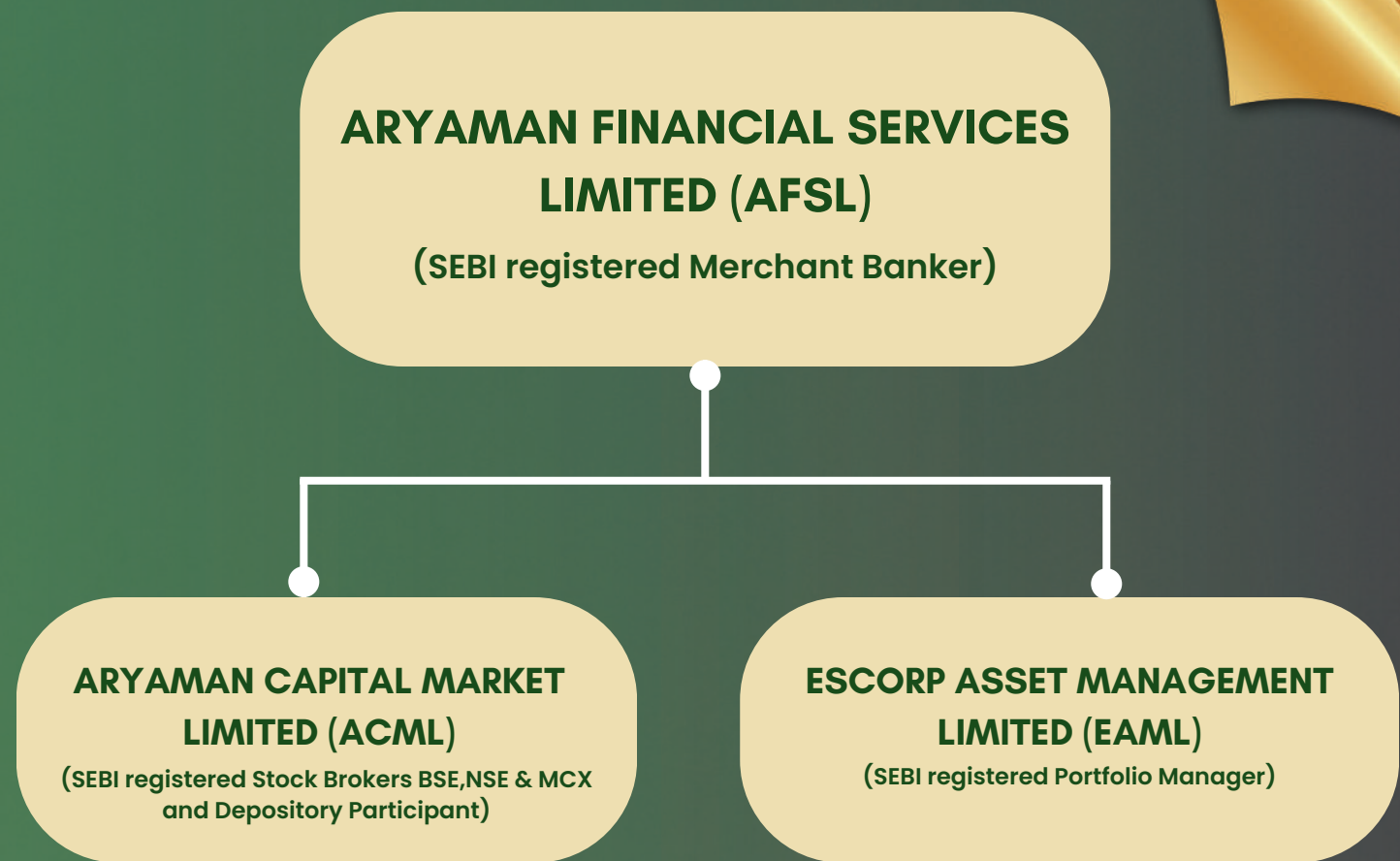
We are a SEBI-registered Category I Merchant Banker with a proven track record spanning over a decade in the field of merchant banking. Our firm offers a comprehensive range of financial and consultancy services, including expertise in capital markets, corporate finance, corporate restructuring, debt syndication, and compliance advisory.

Our Company is SEBI registered Category I Merchant Banker. Company mainly participates into SME Segment of Primary market issues. SME Platform offers an entrepreneur and investor friendly environment, which enables the listing of SMEs from the unorganized sector scattered throughout India, into a regulated and organized sector. The platform provides opportunity to SME entrepreneurs to raise equity capital for growth and expansion. It also provides immense opportunity for investors to identify and invest in good SMEs at an early stage.

Aryaman Financial Services Limited is a merchant banker. The Company is engaged in the business of lead management and syndication of small and medium sized initial public offerings (IPO's), follow on public offer (FPO's), rights issues, composite issues, qualified institutional placement (QIP's), private investment in public equity (PIPE) deals, venture capital (VC) funding and other forms of fund raising.

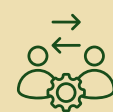
On May 22, 1995 our company became listed on BSE SME India. During the Year 2023-24, the company has completed and listed Various client company on either on SME or Main Board of BSE Limited and NSE Limited. Since our establishment, our primary goal has been to offer a comprehensive range of financial and capital market services to esteemed clients throughout India.

The Company's principal products/services include income from merchant banking fees. It also acts as lead manager to mergers and acquisitions (M&A) transactions, open offers, delisting offers and buybacks, among others. The Company provides valuation and advisory services for foreign investments, employee stock options plan (ESOP) certifications, fairness opinions of amalgamation schemes, mergers, and spin-off transactions, among others. The Company, through its subsidiary and group companies, provides stock and commodity broking services.



Our Values:

We're guided by a commitment to integrity, excellence, and client satisfaction. These values drive us to continuously evolve and provide cutting-edge solutions in an ever-changing financial landscape.



Our Approach:

Our team of highly skilled professionals takes a client-centric approach, tailoring our services to meet each client's unique requirements. We're dedicated to delivering exceptional service and building long-term relationships founded on trust and transparency.



Our Services:

We offer a comprehensive portfolio of services, including investment advisory, wealth management, corporate finance, equity and debt financing, and financial research and analysis. Each service is designed to address specific client needs, ensuring precise and effective solutions.



Our Commitment:

At Aryaman Financial Services Ltd., we're passionate about enhancing the financial health of our clients and being a trusted partner in their financial journey. We stay ahead of industry trends through continuous innovation, ensuring our clients receive the best possible solutions.

OUR CORE VALUES:

1

Unwavering Integrity

We uphold the highest standards of ethics, professionalism, and moral principles in all our interactions, transactions, and decisions, fostering trust and credibility with our clients and stakeholders.

2

Client-Centric Approach

We prioritize our clients' interests, needs, and goals, delivering personalized solutions, expert advice, and exceptional service to help them achieve financial success and growth.

3

Pursuit of Excellence

We strive for exceptional performance, quality, and innovation in all our services, continuously improving our skills, knowledge, and processes to meet the evolving needs of our clients and the industry.

4

Innovative Solutions

We embrace creativity, innovation, and forward thinking, developing cutting-edge solutions, products, and services that address the complex financial challenges of our clients and stay ahead of market trends.

5

Trust and Transparency

We build and maintain trust with our clients, stakeholders, and partners through open communication, transparency, and accountability, ensuring that our actions and decisions align with their interests and expectations.

6

Expertise and Thought Leadership

We demonstrate deep industry knowledge, technical skills, and expertise, providing insightful guidance, expert advice, and thought leadership to help our clients navigate complex financial landscapes.

7

Objectivity and Impartiality

We maintain our independence and objectivity, providing unbiased and impartial guidance, advice, and solutions that prioritize our clients' interests and needs.

8

Discretion and Confidentiality

We handle sensitive information with care, maintaining confidentiality and discretion in all our interactions, transactions, and decisions, protecting our clients' privacy and interests.

9

Accountability and Responsibility

We take ownership and accountability for our actions, decisions, and outcomes, acknowledging and learning from our mistakes, and continually improving our processes and performance.

10

Regulatory Compliance

We adhere to regulatory requirements, industry standards, and best practices, ensuring that our services, solutions, and operations meet the highest standards of compliance and governance.

11

Collaboration and Partnership

We foster strong, collaborative relationships with our clients, partners, and colleagues, working together to achieve common goals, share knowledge, and leverage expertise.

12

Adaptability and Resilience

We embrace change, innovation, and disruption, adapting quickly to evolving market conditions, regulatory requirements, and client needs, ensuring that our services and solutions remain relevant and effective.

OUR CORE TEAM:

Aryaman Financial Services Ltd. is led by a team of experienced professionals who bring expertise and passion to their roles.

Shripal Shah - Promoter and Whole time Director

Shripal Shah is a visionary leader and finance professional, serving as the Promoter and Whole-time Director of Aryaman Financial Services Limited. He holds a Management Graduate degree in Business Management (BMS) and is a prestigious CFA Charter Holder from the CFA Institute, USA. Shripal's illustrious career began with a brief stint at the esteemed JP Morgan Chase, where he gained invaluable experience in the financial sector. He later joined his family's stock broking business, leveraging his expertise to drive growth and expansion.

In 2007-08, Shripal took a significant step forward by acquiring Aryaman Financial Services Limited through his company, Mahshri Enterprises Pvt. Ltd. He was subsequently inducted onto the company's board in 2008, marking the beginning of a new era of growth and transformation. Under his leadership, Shripal has been instrumental in driving operational growth, overseeing critical functions such as business development, regulatory liaisoning, issue marketing, and coordination with other issue intermediaries. His strategic vision, expertise, and dedication have been pivotal in shaping the company's success and positioning it for future growth.

Shreyas Shah - Promoter and Whole Time Director

Shreyas Shah, a member of our promoter group, brings a unique blend of management and legal expertise to our leadership team. Holding a Management Graduate degree and an LLB from Mumbai University, he possesses a comprehensive understanding of financial and legal perspectives. With over five years of experience in investments and finance, Shreyas has developed a profound understanding of the industry landscape, with expertise encompassing investment analysis, financial planning, and strategic business development.

Since joining our company in May 2013, Shreyas has played a pivotal role in shaping our growth strategy, developing industry networks, fostering key relationships, and identifying new business opportunities. His dedication and expertise have been instrumental in driving our company's success. As a promoter group and director, Shreyas is committed to driving our company's vision forward, collaborating closely with our management team to identify growth areas, develop strategic partnerships, and enhance our industry presence. His leadership and expertise have been instrumental in our company's continued success, and we look forward to his continued contributions.

Deepak Biyani - Vice President of the Merchant Banking Division

The Vice President of the Merchant Banking Division, Mr. Deepak Biyani, is a finance professional with a strong academic background, holding a Bachelor of Commerce degree and an MBA in Finance. He commenced his career as a Research Analyst at GTL Ltd., gaining valuable experience in financial research and analysis, before joining Aryaman Financial Services Limited in 2006 as an Executive Officer. Through dedication and hard work, he has risen to become the Vice President of the Merchant Banking Division, managing and co-managing numerous high-profile transactions, including over 30 Open Offers and more than 50 Public Issue and Right Issues.

Deepak's expertise encompasses drafting offer documents, conducting due diligence, ensuring regulatory compliance, and overseeing the overall operations of the Merchant Banking Division. He is responsible for drafting and reviewing offer documents for accuracy and compliance, conducting thorough due diligence on potential clients and transactions, ensuring adherence to regulatory requirements and industry standards, supervising and guiding team members to ensure successful transaction execution, and building and maintaining relationships with clients, investors, and regulatory bodies. With his leadership and expertise, Deepak has played a pivotal role in driving the success of the Merchant Banking Division, and continues to be instrumental in shaping the company's growth and strategy.

Vatsal Ganatra - Assistant Vice President - MBD Team

Vatsal Ganatra is a seasoned finance professional serving as Assistant Vice President of the Merchant Banking Division (MBD) team and a key member of the business development team at Aryaman Financial Services Limited. He holds a Commerce degree and an LLB from Mumbai University, providing a strong foundation in finance and law. With around 7 years of experience in Capital Markets and Merchant Banking activities, Vatsal has developed a comprehensive understanding of the complexities involved in public offerings, handling the end-to-end process, including filing DRHP, liaising with Stock Exchanges and regulators, maintaining investor relations, supervising teams, and collaborating with cross-functional teams to achieve business objectives. His leadership and expertise have been instrumental in driving business growth, ensuring regulatory compliance, and maintaining strong relationships with investors and regulatory bodies, making him a valuable asset to the company.

Reenal Khandelwal - Whole-time Company Secretary & Compliance Officer

Reenal Khandelwal is a professional with a strong educational background, holding a Bachelor's degree in Commerce and an MBA degree in Finance from DAVV University, Indore. She has further enhanced her expertise by becoming an Associate Member of the Institute of Company Secretaries of India (ACS), demonstrating her commitment to excellence in corporate governance and compliance. With 4 years of experience, Reenal has developed a comprehensive understanding of the complexities involved in corporate operations, supervising due diligence activities, ensuring legal and regulatory compliances, and liaising with regulators like ROC, SEBI, RBI, and Stock Exchanges. She also handles investor grievances and provides consultancies on secretarial, legal, and regulatory matters, ensuring compliance and best practices. Her expertise and dedication make her an invaluable asset to the team, providing guidance and support in navigating the complex landscape of corporate governance and compliance.

OUR DIRECTORS:

PRAKASH VAGHELA

Prakash Vaghela is a Chartered Accountant with over 25 years of experience in the field of accountancy and taxation. He has a strong educational background and a wealth of expertise in banking, corporate governance, audit, and compliance. Holding multiple certifications, including FCA, ICWAI, and DISA, Prakash has established himself as a trusted advisor in corporate governance, statutory auditing, financial management, taxation, and data analysis. With over two decades of hands-on experience in providing advisory services to clients across various industries.

DAMINI BAID

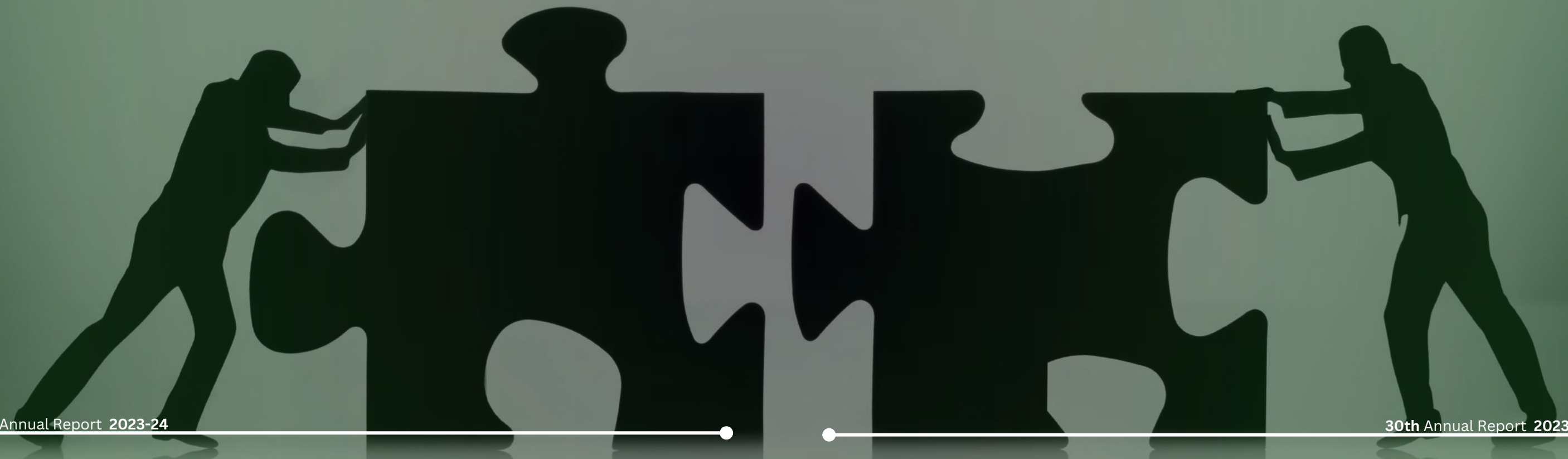
Damini Baid, CS, is an Independent Director (ID) with over 2 years of experience in compliance, governance, and regulatory affairs. With her professional qualification as a Company Secretary (CS), she brings a unique blend of technical knowledge and independent perspective to the board, ensuring effective oversight, guidance, and strategic direction for sustainable business growth. Her expertise in compliance enables her to navigate complex regulatory landscapes, mitigate risks, and drive business success.

PRASAD MULEY

Prasad Muley is a seasoned Tax and Corporate Legal compliance consultant with over 7 years of experience. He holds a Bachelor's degree in Commerce and has pursued the Company Secretary Professional program. His expertise spans secretarial audit, tax and legal compliance, corporate governance, and listing and securities compliance. With a strong background in compliance, Prasad is well-equipped to navigate complex regulatory landscapes and drive business success.

MELONI SHAH

Meloni Shah is a seasoned finance professional and Director of the Company, with over 9 years of experience in investments and finance. A Science graduate from Mumbai, she has worked as a Senior Associate at Escorp Asset Management Limited. Since joining the company in May 2019, Meloni has focused on developing industry networks and driving business growth. Her key responsibility is business development, leveraging her expertise to expand the company's presence and opportunities.



CORPORATE INFORMATION:

BOARD OF DIRECTORS:

EXECUTIVE DIRECTORS:

- Mr. Shripal Shah
- Mr. Shreyas Shah

INDEPENDENT DIRECTORS:

- Mr. Darshit Parikh (upto March 31st, 2024)
- Mr. Ram Gaud (upto March 31st, 2024)
- Mr. Abhinav Anand (upto December 06th, 2023)
- Mr. Prasad Anant Muley (w.e.f. March 04th, 2024)
- Mr. Prakash Lavji Vaghela (w.e.f. March 26th, 2024)
- Ms. Damini Baid (w.e.f. March 26th, 2024)

NON-EXECUTIVE DIRECTOR :

- Mrs. Meloni Shah

KEY MANAGERIAL PERSONNEL:

- Ms. Chaitali Pansari (Company Secretary) (upto July 24th, 2023)
- Ms. Reenal Khandelwal (Company Secretary) (w.e.f. July 24th, 2023)

STATUTORY AUDITOR:

M/s V. N. Purohit & Co.,
Chartered Accountants
(Firm Registration No. 304040E)
214, New Delhi House, 2nd Floor
27, Barakhamba Road
New Delhi- 110001

CORPORATE OFFICE:

60, Khatau Building, Ground. Floor,
Alkesh Dinesh Modi Marg,
Fort, Mumbai – 400 001

COMMITTEES:

AUDIT COMMITTEE:

- Mr. Darshit Parikh (Chairman) (upto March 31st, 2024)
- Mr. Shripal Shah (Member)
- Mr. Ram Gaud (Member) (upto March 31st, 2024)
- Mr. Prakash Lavji Vaghela (Chairman) (w.e.f. April 01st, 2024)
- Mr. Damini Baid (Member) (w.e.f. April 01st, 2024)

STAKEHOLDERS RELATIONSHIP COMMITTEE:

- Mr. Darshit Parikh (Chairman) (upto March 31st, 2024)
- Mr. Abhinav Anand (Member) (upto December 06th, 2023)
- Mr. Shripal Shah (Member)
- Ms. Meloni Shah (Member) (w.e.f. January 01st, 2024 upto March 31st, 2024)
- Mr. Prasad Anant Muley (Member) (w.e.f. March 04th, 2024 upto March 31st, 2024)
- Mr. Prakash Lavji Vaghela (Chairman) (w.e.f. April 01st, 2024)
- Mr. Damini Baid (Member) (w.e.f. April 01st, 2024)

NOMINATION REMUNERATION COMMITTEE:

- Mr. Darshit Parikh (Chairman) (upto March 31st, 2024)
- Mr. Ram Gaud (Member) (upto March 31st, 2024)
- Mr. Abhinav Anand (Member) (upto December 06th, 2023)
- Mr. Prasad Anant Muley (Member w.e.f. March 04th, 2024 and Chairman w.e.f. April 01st 2024)
- Ms. Meloni Shah (Member) (w.e.f. January 01st, 2024 upto March 31st, 2024)
- Mr. Prakash Lavji Vaghela (Member) (w.e.f. April 01st, 2024)
- Mr. Damini Baid (Member) (w.e.f. April 01st, 2024)

REGISTRAR AND SHARE TRANSFER AGENT:

Adroit Corporate Services Private Limited
18-20, 1st floor,
Plot No. 639, Makhwana Road,
Marol, Andheri (East),
Mumbai-400 059

REGISTERED OFFICE:

102, Ganga Chambers, 6A/1, W.E.A.,
Karol Bagh,
New Delhi – 110 005

A YEAR IN REVIEW:

Aryaman Financial Services Limited, a SEBI-registered Category-I Merchant Banker, is pleased to report a strong financial performance for the year ended March 31, 2024. Our standalone results show a notable increase in Total Income to ₹1593.52 lacs, up from ₹663.01 lacs in the previous year, with a corresponding rise in standalone Net Profit to ₹379.91 lacs from ₹189.84 lacs. On a consolidated basis, we also saw significant growth, with Total Income increasing to ₹7004.66 lacs from ₹5569.75 lacs and Net Profit rising to ₹2750.67 lacs from ₹514.12 lacs. We successfully completed 5 SME IPOs and 1 Main Board IPOs in the Financial Year 2023-24, further solidifying our position in the market. This performance reflects our commitment to delivering value to our clients and stakeholders.



CHAIRMAN SPEECH TO SHAREHOLDERS

Fellow Shareholders,

I am delighted to address you as the Chairman of Aryaman Financial Services Limited, marking a significant milestone - our 30th Annual General Meeting. I am thrilled to report that our company has achieved exceptional growth and success. Our financial performance has been outstanding, On standalone basis, Total Income rising to ₹1593.52 lacs and Net Profit more than doubling to ₹379.91 lacs. On a consolidated basis, we saw remarkable growth, with Total Income increasing to ₹7004.66 lacs and Net Profit more than doubling to ₹2750.67 lacs. These impressive results are a testament to the dedication and hard work of our team, and I extend my sincerest gratitude to each of them. We have made significant strides in enhancing our IPO engagements, strengthening client relationships, and maintaining regulatory compliance. Our innovation in IPO management has set new industry benchmarks, and we continue to expand our service offerings and leverage market advancements.



Looking ahead, we are committed to aligning our growth with broader economic and financial sector trends. We will continue to prioritize client service excellence, regulatory compliance, and innovation. I am confident that we will achieve even greater success in the years to come. I would like to express my heartfelt gratitude to each of you for your ongoing support and partnership. Your trust and commitment to Aryaman Financial Services Limited are the foundation of our success, and I am honored to serve as your Chairman.

Thank you

REQUEST TO MEMBERS

Members are requested to send their queries, if any, relating to the annual report, shareholding, etc., to the Company Secretary at the Corporate Office of the Company, on or before **Monday, September 30, 2024**, so that the answers / details can be kept ready at the Annual General Meeting.

Ms. Reenal Khandelwal (Company Secretary)

60, Khatau Building, Ground. Floor,
Alkesh Dinesh Modi Marg,
Fort, Mumbai – 400 001

Tel: 022 – 6216 6999

Fax: 022 – 2263 0434

Mail Id: info@afsl.co.in

NOTICE

NOTICE is hereby given that the **Thirtieth General Meeting** of the Members of **Aryaman Financial Services Limited** will be held on **Monday, September 30, 2024** at **11:00 A.M.** through Video Conference (VC) / Other Audio-Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS:

1) To consider and adopt:-

- a. the Audited Financial Statements of the company for the financial year ended March 31, 2024, together with the Report of the Board and the Auditors thereon; and
- b. the Audited Consolidated Financial Statements of the company for the financial year ended March 31, 2024, together with the Report of the Board and the Auditors thereon.

2) To appoint a director in place of Mr. Shripal Shah (DIN: 01628855), who retires by rotation and being eligible, offer himself for re-appointment.

Registered Office:

102, Ganga Chambers,
6A/1, W.E.A., Karol Bagh,
New Delhi – 110 0051
Tel: 022 – 6216 6999
Fax: 022 – 2263 0434
CIN: L74899DL1994PLC059009
Website: www.afsl.co.in
Email: info@afsl.co.in

By order of the Board of Directors
FOR ARYAMAN FINANCIAL SERVICES LIMITED

Sd/-
REENAL KHANDELWAL
(Company Secretary)

Mumbai
Tuesday, September 03, 2024

NOTES:

1. The Ministry of Corporate Affairs ("MCA"), via its General Circular dated September 25, 2023, read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, and December 28, 2022 (collectively referred to as "MCA Circulars"), and SEBI, via its circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023, and in line with other circulars issued by the Securities and Exchange Board of India (SEBI) from time to time, has permitted companies whose AGM is due in the calendar year 2024 to conduct the same through Video Conferencing ("VC") and/or Other Audio Visual Means ("OAVM") facilities.

In view of the above circulars issued by the MCA and SEBI from time to time, the Company is convening the 30th AGM through VC/OAVM, without the physical presence of the Members. The deemed venue for the AGM will be the Registered Office of the Company.
2. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH.** Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form, Attendance Slip and Route Map for the AGM are not annexed to this Notice.
3. Institutional Investors who are Members of the Company are encouraged to attend and vote at the AGM through e-voting facility. Corporate Members and Institutional Investors intending to appoint their authorised representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC or OAVM or to vote through remote e Voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by email at igargandhi@jngandco.in with a copy marked to evoting@nsdl.co.in.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. Members are requested to: (a) intimate to the Company/their Depository Participant ("DP"), changes, if any, in their registered address at an early date; (b) quote their Registered Folio No. and/or DP Identity and Client Identity number in their correspondence.
7. In accordance with the MCA Circulars and SEBI Circulars, the Notice of the AGM along with the Annual Report 2023-24 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same by writing to feedback@afsl.co.in mentioning their Folio No. /DP ID and Client ID. The Notice convening the 30th AGM has been uploaded on the website of the Company at <https://www.afsl.co.in/> and may also be accessed from the relevant section of the websites of the stock exchanges i.e., BSE Limited (BSE) at www.bseindia.com respectively. The Notice is also available on the website of NSDL at www.evoting.nsdl.com.

Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to AFSL, through Form ISR-1/ISR-2, as applicable, along with necessary supporting documents, either by emailing e-signed copies to feedback@afsl.co.in or sending physical copies by post/ delivery to the offices of AFSL. Further, Members may note that SEBI has mandated the submission of PAN by every participant in securities market.

To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.

Non-resident Indian members are requested to inform the RTA, Adroit Corporate Services Private Limited situated at 18-20, 1st floor, Plot No. 639, Makhwana Road, Marol, Andheri (East), Mumbai-400 059 immediately about:

- a. Change in their residential status on return to India for permanent settlement
 - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
8. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
 9. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS2) issued by the Institute of Companies Secretaries of India, Members have been provided with the facility to cast their vote electronically through the e-voting services provided by System Support Services, on all resolutions set forth in this Notice.
 10. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
 11. Corporate members (other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF/JPG format) of its Board or governing body resolution/authorisation to attend AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said resolution / authorisation shall be sent to the Scrutinizer by e-mail through its registered e-mail address to jigar.gandhi@jngandco.in with a copy marked to evoting@nsdl.co.in.
 12. The statutory documents of the Company and/or the documents referred to in this Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice upto the date of AGM, i.e September 30, 2024. Members seeking to inspect can send an e-mail to feedback@afsl.co.in
 13. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective depository participants, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA to receive all communication (including Annual Report) in electronic mode.
 14. SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the Company's RTA.
 15. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's RTA, the details of such folios together with the share certificates and self attested copy of PAN card and Aadhar card for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
 16. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's RTA. In respect of shares held in demat form, the nomination form may be filed with the respective Depository Participant.
 17. The Register of Members and Share Transfer Books of the Company will remain closed from **Monday, September 23, 2024 to Sunday, September 29, 2024.**
 18. SEBI has established a common Online Dispute Resolution Portal (ODR Portal) for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievances with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal: <https://smartodr.in/> login and the same can also be accessed through the Company's Website at www.afsl.co.in.

A. Voting through electronic means

- 1) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise

their right to vote on resolutions proposed to be considered at Annual General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Annual General Meeting ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

2. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
3. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
4. The remote e-voting period commences on **Thursday, September 26, 2024 (9:00 A.M.)** and ends on **Sunday, September 29th, 2024 (5:00 P.M.)**. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Monday, September 23, 2024** may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
5. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date **Monday, September 23, 2024**.
6. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice electronically and holding shares as of the cut-off date i.e. **Friday, August 30, 2024** may obtain the login ID and password by sending a request at evoting@nsdl.co.in.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Thursday, September 26, 2024 at 9:00 A.M. and ends on Sunday, September 29th, at 5:00 pm 2024. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, September 23, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, September 23, 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

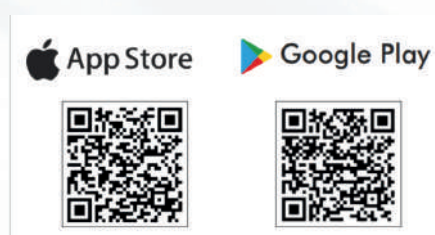
Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available

under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "**Access to e-Voting**" under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

2. If you are not registered for IDeAS e-Services option to register is available at <https://eservices.nsdl.com>. Select "**Register Online for IDeAS Portal**" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.

2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 and 022 - 2499 7000

Individual Shareholders holding securities in demat mode with CDSL

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. **Your User ID details are given below :**

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example: if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example: if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example: if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- 1) After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- 2) Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
- 3) Now you are ready for e-Voting as the Voting page opens.
- 4) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- 5) Upon confirmation, the message "Vote cast successfully" will be displayed.
- 6) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 7) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 1) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to jigar.gandhi@jngandco.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- 2) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- 3) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- 1) In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to feedback@afsl.co.in.
- 2) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to feedback@afsl.co.in. If you are an Individual shareholders holding securities

in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

- 3) Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
- 4) In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

- 1) The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
- 2) Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
- 3) Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
- 4) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

- 1) Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- 2) Members are encouraged to join the Meeting through Laptops for better experience.
- 3) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 4) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 5) Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at feedback@afsl.co.in. The same will be replied by the company suitably.
- 6) Shareholders who would like to express their views/ask questions during the AGM may register themselves as an attendee by sending their request in advance at least 2 days prior to meeting mentioning their name, demat account number/folio number, email id, PAN, mobile number at feedback@afsl.co.in
- 7) The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 2 days prior to meeting mentioning their name, demat account number/folio number, email id, PAN, mobile number at feedback@afsl.co.in. These queries will be replied to by the company suitably by email.
- 8) Those shareholders who have registered themselves as an attendee will be allowed to express their views/ ask questions during the meeting. The member who has not registered themselves an attendee but have queries during the AGM can use the chat box/ send query button and ask the question.
- 9) If you have any queries or issues regarding attending AGM & e-Voting from the NSDL e-Voting System, you can write an email to evoting@nsdl.com or call at 022 - 4886 7000 and 022 - 2499 7000.

- 10) All grievances connected with the facility for voting by electronic means may be addressed to (NSDL) National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400 013 or send an email to evoting@nsdl.com or call on 022 – 4886 7000 and 022 – 2499 7000. For, any other queries regarding Participating in AGM or other matter kindly write to feedback@afsl.co.in. In case you have any queries or issues regarding attending Annual General Meeting through VC/OAVM write an email to: sandeeps@adroitcorporate.com.
19. The Board of Directors of the Company has appointed Mr. Jigarkumar Gandhi , Practising Company Secretary (FCS 7569, CP 8108), as Scrutinizer for conducting the voting process of remote e-voting and e-voting during AGM in a fair and transparent manner.
20. The scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote evoting in the presence of at least two witnesses not in the employment of the company and make, not later than two working days from conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
21. The Results will be declared on receipt of Scrutinizer's Report at the registered office of the Company at 102, Ganga Chambers, 6A/1, W.E.A, Karol Bagh New Delhi 110005 .The Results declared along with the Scrutinizer's Report shall be placed on the Company's website <http://afsl.co.in/investor-relation.html/> and on the website of NSDL immediately and communicated to the stock exchange.

22. All queries relating to Share Transfer and allied subjects should be addressed to:

Adroit Corporate Services Private Limited

19/20, Jafferboy Industrial Estate
1st Floor, Makwana Road,
Marol Naka, Andheri (E),
Mumbai – 400 059

Registered Office:

102, Ganga Chambers,
6A/1, W.E.A., Karol Bagh,
New Delhi – 110 0051

Tel: 022 – 6216 6999

Fax: 022 – 2263 0434

CIN: L74899DL1994PLC059009

Website: <http://www.afsl.co.in>

Email: info@afsl.co.in

By order of the Board of Directors
FOR ARYAMAN FINANCIAL SERVICES LIMITED

Sd/-

REENAL KHANDELWAL
(Company Secretary)

Mumbai

Tuesday, September 03, 2024

Annexure – A

The relevant details of directors who is proposed to be re-appointed directors of the Company, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 issued by the Company Secretaries of India are as under;

Particulars	Mr. Shripal Shah (DIN: 01628855)
Current Position	Whole Time Director (Liable to retire by rotation) cum CFO
Age:	39 Years
Qualification:	BMS, CFA
Experience:	More than 15 years in the field of investments and finance
Expertise in specific functional areas:	His functional responsibility is handling the overall business affairs of our Company and entire group including devising investment strategies, developing industry networks for further business development and overall development of the business of the Company.
Brief Resume of the Director:	Mr. Shripal Shah is the Executive / Promoter Director of the Company and He is a Management Graduate (BMS - 7th Rank in Maharashtra Board and is a CFA Charter Holder (CFA Institute, USA). After a Brief stint with JP Morgan Chase, he joined his family business of Stock Broking and He has been instrumental in ushering in the growth in operations of the company. His role in the company primarily consists of Business Development, Regulatory Liaisoning/ Interactions, Issue Marketing, Co-ordination with other Issue intermediaries such as Brokers, Bankers, Registrars etc. and overall supervision of all of the company's operational and financial activities.
Remuneration last drawn:	Eighteen Lakh Seventy Five Thousand.
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid:	As per item No. 2 of the Notice convening this meeting.
Date of first Appointment:	24th October, 2008
Number of Board Meetings attended during the year:	Attended all the Nine meetings held in F.Y. 2023-24
Shareholding in the Company:	90,000 Equity Shares
Relationship with Other Directors:	Mr. Shreyas Shah (Brother)
Other Directorships:	1) Mahshri Enterprises Private Limited; 2) Escorp Asset Management Limited; 3) Tushvi Tradex Private Limited; 4) Aryaman Capital Markets Limited
Memberships / Chairmanship of Committees:	He is the member in Audit Committee and Stakeholders Relationship Committee of Aryaman Financial Services Limited, Aryaman Capital Markets Limited and Escorp Asset Management Limited.

BOARD'S REPORT

To,
The Members,

Your Directors take pleasure in presenting their **Thirtieth Annual Report** on the Business and Operations of the Company and the Accounts for the Financial Year ended 31st March, 2024 (period under review).

I. FINANCIAL PERFORMANCE OF THE COMPANY:

The summary of consolidated and standalone financial highlights for the financial year ended March 31, 2024 and previous financial year ended March 31, 2023 is given below:

Standalone and Consolidated Financial Performance:

Particulars	Consolidated		Standalone	
	31-Mar-2024	31-Mar-2023	31-Mar-2024	31-Mar-2023
Total Income	7004.66	5569.75	1593.52	663.01
Less: Expenditure	3776.66	4923.03	1079.14	401.05
Profit before Depreciation	3228	646.72	514.38	261.96
Less: Depreciation	15.16	15.60	6.65	8.26
Profit before Tax	3212.84	631.13	507.73	253.7
Provision for Taxation	462.77	117.01	127.82	63.86
Profit after Tax	2750.67	514.12	379.91	189.84
Other Comprehensive Income	416.59	1534.33	-	-
Total Comprehensive Income	2334.08	2048.44	379.91	189.84
Total Profit/Loss for the year attributable to:				
Owners of the Company	1764.64	392.43	-	-
Non-Controlling Interests	986.03	121.68	-	-
Other Comprehensive Income for the year attributable to:				
Owners of the Company	(85.95)	999.10	-	-
Non-Controlling Interests	(330.65)	535.22	-	-
Total Comprehensive Income/Loss for the year attributable to:				
Owners of the Company	1678.69	1391.53	-	-
Non-Controlling Interests	655.39	656.91	-	-
Earnings Per Share (Face Value of ₹10)				
(1) Basic	23.55	3.36	3.25	1.62
(2) Diluted	23.55	3.36	3.25	1.62

Standalone

The Total Income of the Company stood at Rs. 1593.52 lacs for the year ended March 31, 2024 as against Rs 663.01 Lacs in the previous year. The Company made a Net Profit of Rs. 379.91 Lacs for the year ended March 31, 2024 as compared to the Net Profit of Rs. 189.84 Lacs in the previous year registering increase of 100.12%.

Consolidated:

The Consolidated Total Income is Rs. 7004.66 Lacs for the financial year ended March 31, 2024 as against Rs. 5569.75 Lacs during the previous financial year. Consolidated Net Profit is Rs. 2750.67 Lacs for the year ended March 31, 2024 as compared to Rs. 514.12 Lacs in the previous year registering increase of 435.02 %

The consolidated financials reflect the cumulative performance of the Company together with its subsidiaries. -

2. TRANSFER TO RESERVES IN TERMS OF SECTION 134 (3) (J) OF THE COMPANIES ACT, 2013

The Board has decided not to transfer any amount to the Reserves for the year under review.

3. CASH FLOW AND CONSOLIDATED FINANCIAL STATEMENTS:

As required under regulation 34 of the SEBI (LODR) Regulations, 2015, a The Cash Flow Statement is included as part of the financial statements in this Annual Report.

4. DIVIDEND:

The dividend policy for the year under review has been formulated taking into consideration of growth of the company and to conserve resources, the Directors do not recommend any dividend for year ended March 31, 2024.

5. TRANSFER OF UNPAID AND UNCLAIMED DIVIDENDS TO INVESTOR EDUCATION AND PROTECTION FUND

The Ministry of Corporate Affairs under Sections 124 and 125 of the Companies Act, 2013 requires dividends that are not encashed/ claimed by the shareholders for a period of seven consecutive years, to be transferred to the Investor Education and Protection Fund (IEPF). In FY 2023-24, there was no amount due for transfer to IEPF.

6. SHARE CAPITAL

The authorized share capital of the company is Rs. 11,70,00,000/- divided into 1,17,00,000 equity shares of Rs. 10/-

The paid-up share capital of the Company is Rs 11,68,20,000 divided into 1,16,82,000 Equity shares of Rs. 10/-

Company has appointed M/s Adroit Corporate Services Private Limited as the Registrar and Transfer Agent of the Company.

7. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT:

Management's Discussion and Analysis Report for the year under review, in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (the "Amended Listing Regulations"), is presented in a separate section forming part of the Annual Report as **"Annexure V"**.

8. CHANGE IN NATURE OF BUSINESS, IF ANY

There has been no change in nature of business of the Company during the FY under review.

9. DISCLOSURES BY DIRECTORS

The Board of Directors has submitted notice of interest in Form MBP 1 under Section 184(1) as well as intimation by directors in Form DIR 8 under Section 164(2) and declarations as to compliance with the Code of Conduct of the Company.

Certificate of Non-Disqualification of Directors received from JNG & Co., Practicing Company Secretary is annexed to the Board's Report as **"Annexure IX"**.

10. REMUNERATION POLICY:

The Company has framed a Nomination and Remuneration Policy pursuant to Section 178 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015. The Policy is provided in Annexed to this Report as **"Annexure I"**.

11. MATERIAL CHANGES AND COMMITMENTS

There have been no material changes and commitments, which affect the financial position of the Company which have occurred between the end of the FY and the date of this Report.

12. EXTRACT OF ANNUAL RETURN:

The Annual Return of the Company as on March 31, 2024 is available on the website of the Company at <https://www.afsl.co.in/investor-relation.php>

13. CHANGE IN SHARE CAPITAL:

There was no change in Share Capital for year ended March 31, 2024.

14. FAMILIARISATION PROGRAMME FOR DIRECTORS

In terms of Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") the Company is required to familiarise its Independent Directors through various programmes about the Company, including the following:

- (a) nature of the industry in which the company operates;
- (b) business model of the company;
- (c) roles, rights, responsibilities of independent directors; and
- (d) any other relevant information.

As a practice, all Directors (including Independent Directors) inducted to the Board go through a structured orientation programme. Presentations are made by Senior Management giving an overview of the operations, to familiarise the new Directors with the Company's business operations. The Directors are given an orientation on the products of the business, group structure and subsidiaries, Board constitution and procedures, matters reserved for the Board, and the major risks and risk management strategy of the Company.

During the year under review, the following directors were inducted to the Board:

- (a) Mr. Prasad Anant Muley (w.e.f. March 4th, 2024)
- (b) Mr. Prakash Lavji Vaghela (w.e.f. March 26th, 2024)
- (c) Ms. Damini Baid (w.e.f. March 26th, 2024)

During the year under review, the Independent Directors attended one familiarisation programme designed to enhance their understanding of the Company and their roles.

15. DIRECTORS AND KEY MANAGERIAL PERSONNEL:**1. Change in Directors**

The Board of Directors of the Company is duly constituted with a proper balance of Executive Directors, Non-Executive Directors, and Independent Directors. All changes in the composition of the Board during the period under review were carried out in compliance with the provisions of the Companies Act, 2013.

*During the period under review, and as of the date of this report, the following changes occurred in the composition of the Board of Directors:

S No.	Name of Director	Category of Director	Date of Appointment/ Cessation	Reason of change
1	Mr. Abhinav Anand	Non-Executive - Independent Director	December 06th, 2023	Resignation
2	Mr. Darshit Parikh	Non-Executive - Independent Director	March 31st, 2024	Tenure Completion
3	Mr. Ram Gaud	Non-Executive - Independent Director	March 31st, 2024	Tenure Completion

4	Mr. Prasad Anant Muley	Non-Executive - Independent Director	March 4th, 2024	Appointment
5	Mr. Prakash Lavji Vaghela	Non-Executive - Independent Director	March 26th, 2024	Appointment
6	Ms. Damini Baid	Non-Executive - Independent Director	March 26th, 2024	Appointment

During the year under review, and as of the date of this report, the following directors were re-appointed:

(A) Mr. Shripal Shah (DIN: 01628855) and Mr. Shreyas Shah (DIN: 01835575) has been Re-Appointed as Whole Time Director of the Company, for a period of 5 (five) years i.e. with effect from April 01, 2024 up to March 31, 2029.

(B) Ms. Meloni Shah (DIN: 03342248) has been Re-Appointed as Non-Executive Non-Independent Director of the Company, for a period of 5 (five) years i.e. with effect from February 04, 2024 up to February 03, 2029

2. Committees of Board of Directors

To ensure focused oversight and effective governance, the Board of Directors has established several committees. These committees are composed of board members and are tasked with specific responsibilities that support the board's overall mission. The committees are as follows:

(A) Audit Committee

The details with regard to the composition of the Committees of the Board as on 31st March 2024.

S No.	Name of Committee members	DIN	Category	Position in the committee
1	Mr. Darshit Parikh	03492803	Non-Executive - Independent Director	Chairman
2	Mr. Shripal Shah	01628855	Executive Director	Member
3	Mr. Ram Gaud	02759052	Non-Executive - Independent Director	Member

Changes that took place in the composition of the Audit Committee during the year and as of the date of this report.

Mr. Prakash Lavji Vaghela and Ms. Damini Baid were inducted on the Audit Committee effective from 01st April 2024.

Mr. Prakash Lavji Vaghela is designated as Chairman of the Audit Committee effective from 01st April 2024.

Consequent to completion of their tenure effective 31st March 2024 (Closure of Business Hours), Mr. Ram Gaud Mr. Darshit Parikh ceased to be a member of Audit Committee.

(B) Nomination and remuneration committee

The details with regard to the composition of the Committees of the Board as on 31st March 2024.

S No.	Name of Committee members	DIN	Category	Position in the committee
1	Mr. Darshit Parikh	03492803	Non-Executive - Independent Director	Chairman
2	Mr. Ram Gaud	02759052	Non-Executive - Independent Director	Member
3	Mr. Prasad Anant Muley	10531689	Non-Executive - Independent Director	Member
4	Ms. Meloni Shah	03342248	Non-Executive - Non Independent Director	Member

Changes that took place in the composition of the Nomination and remuneration committee during the year and as of the date of this report.

Mr. Prasad Anant Muley was inducted on the nomination and remuneration committee effective March 4, 2024, and designated as chairman of the committee effective April 1, 2024.

Consequent to the completion of their tenure effective March 31, 2024 (Closure of Business Hours), Mr. Ram Gaud and Mr. Darshit Parikh ceased to be members of the Audit Committee.

Mr. Abhinav Anand, independent director of the company, resigned effective December 6, 2023. Consequent to his resignation as independent director, he ceases to be a member of the committee.

Mr. Prakash Lavji Vaghela and Ms. Damini Baid were inducted on the nomination and remuneration committee effective April 1, 2024.

Ms. Meloni Shah was inducted on the nomination and remuneration committee, effective January 1, 2024, upto March 31, 2024.

(C) Stakeholders Relationship Committee

The details with regard to the composition of the Committees of the Board as on 31st March 2024

S No.	Name of Committee members	DIN	Category	Position in the committee
1	Mr. Darshit Parikh	03492803	Non-Executive - Independent Director	Chairman
2	Mr. Prasad Anant Muley	10531689	Non-Executive - Independent Director	Member
3	Ms. Meloni Shah	03342248	Non-Executive - Non Independent Director	Member
4	Mr. Shripal Shah	01628855	Executive Director	Member

Changes that took place in the composition of the Stakeholders Relationship Committee during the year and as of the date of this report.

Mr. Prasad Anant Muley was inducted on the Committee effective March 4, 2024 up to March 31, 2024.

Mr. Abhinav Anand, independent director of the company, resigned effective December 6, 2023. Consequent to his resignation as independent director, he ceases to be a member of the committee.

Ms. Meloni Shah was inducted on the Stakeholders Relationship Committee, effective January 1, 2024, up to until March 31, 2024.

Mr. Prakash Lavji Vaghela and Ms. Damini Baid was inducted on the Committee effective from 01st April 2024 and Mr. Prakash Lavji Vaghela is designated as Chairman of the Committee effective from 01st April 2024.

The details with regard to the composition of the Committees of the Board and the number of meetings held during the year of such Committees, as required under the SEBI Listing Regulations, is separately provided in the Annual Report, as part of the Report on Corporate Governance Annexed to this Report as **"Annexure VI"**.

3. Independent Directors

Our Company has received annual declarations from all the Independent Directors of the Company confirming that they meet with the criteria of Independence provided in Section 149(6) of the Companies Act, 2013 and Regulations 16(1) (b) & 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and there has been no change in the circumstances, which may affect their status as Independent Director during the year.

The Independent Directors met on 25th March, 2024, without the attendance of Non-Independent Directors and members of the Management. The Independent Directors reviewed the performance of Non-Independent Directors and the Board as a whole; the performance of the Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors and assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

4. Retirement by Rotation of the Directors

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Shripal Shah, Executive Director of the Company, retires by rotation and offers himself for re- appointment. The brief resume of Mr. Shripal Shah, the nature of his expertise in specific functional areas, names of the companies in which he has held directorships, her shareholding etc. are furnished in the Annexure - A to the notice of the ensuing AGM.

16. KEY MANAGERIAL PERSONNEL

During the period under review and as on the date of Report, the Key Managerial Personnel (KMP) of the Company, appointed under the provisions of Section 203 of the Companies Act, 2013, are as follows:

- (a)** Mr. Shripal Shah (Chief Financial Officer & Whole Time Director)
- (b)** Mr. Shreyas Shah (Whole Time Director)
- (c)** Ms. Reenal Khandelwal (Company Secretary & Compliance Officer)

During the period under review, the following changes in Key Managerial Personnel occurred:

- (a)** Ms. Chaitali Pansari served as the Company Secretary & Compliance Officer until July 24, 2023.
- (b)** Ms. Reenal Khandelwal was appointed as the Company Secretary & Compliance Officer effective July 24, 2023.

17. BOARD MEETINGS:

During the year, Nine Board Meetings were convened and duly held. The details of which are given in the Corporate Governance Report annexed to this Report as "Annexure VI". which forms part of this report. The

intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

18. BOARD EVALUATION:

Your Board has devised an Evaluation Policy for evaluating the performance of the Board, its Committees, Executive Directors, and Independent Directors. Based on the same, the performance was evaluated for the financial year ended March 31, 2024. As part of the evaluation process, the performance of Non- Independent Directors, the Chairman and the Board was conducted by the Independent Directors. The performance evaluation of the respective Committees and that of Independent and Non- Independent Directors was done by the Board excluding the Director being evaluated.

The policy inter alia provides the criteria for performance evaluation such as Board effectiveness, quality of discussion, contribution at the meetings, business acumen, strategic thinking, time commitment, and relationship with the stakeholders, corporate governance practices, contribution of the committees to the Board in discharging its functions etc.

The Board carried out formal annual evaluation of its own performance and that of its Committees viz., the Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee (NRC). The Board also carried out the performance evaluation of all the individual directors including the Chairman of the Company. Additionally, NRC also carried out the evaluation of the performance of all the individual directors and Chairman of the Company. The performance evaluation was carried out by way of obtaining feedback from the Directors through a structured questionnaire prepared in accordance with the policy adopted by the Board and after taking into consideration the Guidance Note on Board Evaluation issued by Securities and Exchange Board of India.

The feedback received from the Directors through the above questionnaire was reviewed by the Chairman of the Board and the Chairman of the NRC and then discussed the same at the meetings of the Board and NRC respectively. The performance evaluation of the Chairman, Whole Time Director and the Board as a whole was carried out by the Independent Directors at their separate meeting.

19. CORPORATE SOCIAL RESPONSIBILITY

The Company does not fall under the criteria laid under the provisions of Section 135 of the Companies Act 2013 and rules framed there under for the year ended 31st March 2024. Therefore, the provisions of Corporate Social Responsibility are not applicable to the Company during the period.

Further, for the year ended March 31, 2024, the company has a net profit of ₹ 5.07 cr (Five Crore and Seven Lakhs), which exceeds the criteria laid down under Section 135, i.e., ₹5 crore. Therefore, according to the provisions of Section 135 of the Companies Act 2013, the company will spend at least two percent of the average net profits of the company made during the three immediately preceding financial years during the financial year 2024-25.

20. AUDITORS:

1. Statutory Auditors:

The Board has re-appointed of M/s V. N. Purohit & Co., Chartered Accountants as the statutory auditors of the Company for 2nd term of five consecutive years, from the conclusion of 28th Annual General Meeting till the conclusion of the 33rd Annual General Meeting to be held in the year 2027, as approved by Shareholders of the Company.

2. Secretarial Auditor:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed JNG & CO., a firm of Company Secretaries in Practice (CP No. 8108), to undertake the Secretarial Audit of the Company for the F.Y. 2023-24. The Secretarial Audit Report and Certificate on Corporate Governance for F.Y. 2023-24 is annexed herewith as "Annexure II and VIII".

3. Cost Auditor:

Your Company is principally engaged into Merchant Banking. Therefore, Section 148 of the Companies Act, 2013 is not applicable to the Company.

4. Internal Auditor:

The Board of Directors, based on the recommendation of the Audit Committee and pursuant to the provisions of section 138 of the Act read with the Companies (Accounts) Rules, 2014, has reappointed M/s Gaurav Shiv & Co Chartered Accountants, Mumbai as the Internal Auditors of your Company for the financial year 2023-24. The Internal Auditor conducts the internal audit of the functions and operations of the Company and reports to the Audit Committee and Board.

M/s Gaurav Shiv & Co Chartered Accountants, Mumbai has resigned as the internal Auditor of the Company with effect from May 24th, 2024. Further, the Company has appointed M/s KMK & Associates, Chartered Accountants as the internal Auditor of the Company for FY 2024-25 & 2025-26 in the place of M/s Gaurav Shiv & Co Chartered Accountants, Mumbai with effect from May 24th, 2024.

21. AUDITOR'S REPORT

The Auditor's Report and Secretarial Auditor's Report does not contain any qualifications, reservations or adverse remarks. Report of the Statutory and Secretarial Auditor is given as an Annexure, which forms part of this report.

Certification by CFO under Regulation 17 (8) of the Listing Regulation is annexed to the Board's Report as "**Annexure VII**".

22. SUBSIDIARY COMPANIES AND CONSOLIDATED FINANCIAL STATEMENT:

As on March 31, 2024, the Company has 2 subsidiaries i.e. Aryaman Capital Markets Limited & Escorp Asset Management Limited. There are no associate companies or joint venture companies within the meaning of Section 2(6) of the Act. There are no changes in subsidiaries, during the period under review. There has been no material change in the nature of business of the subsidiaries.

The Annual Accounts of the above referred subsidiary shall be made available to the shareholders of the Company and of the subsidiary company on request and will also be kept open for inspection at the Registered Office of the Company and of the subsidiary companies during the office hours on all working days and during the Annual General Meeting.

Company's consolidated financial statements included in this Annual Report incorporates the accounts of its subsidiaries prepared as per Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

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

23. VIGIL MECHANISM:

In pursuance of the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for Directors and Employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company at <https://www.afsl.co.in/investor-relation.php>

24. INTERNAL AUDIT & CONTROLS:

Pursuant to provisions of Section 138 read with rules made there under, the Board has appointed M/s Gaurav Shiv & Co., Chartered Accountants, as an Internal Auditors of the Company for the year under review, to check the internal controls and functioning of the activities and recommend ways of improvement. The Internal Audit is carried out on quarterly and half yearly basis; the report is placed in the Audit Committee Meeting and the Board Meeting for their consideration and direction.

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. During the year under review, no material or serious observation has been received from the Internal Auditors of the Company for inefficiency or inadequacy of such controls.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and external consultants and the reviews performed by management and the relevant board committees, including the audit committee, the

board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2023-24.

25. RISK ASSESSMENT AND MANAGEMENT:

Your Company has been on a continuous basis reviewing and streamlining its various operational and business risks involved in its business as part of its risk management policy. Your Company also takes all efforts to train its employees from time to time to handle and minimize these risks.

26. LISTING WITH STOCK EXCHANGES:

Aryaman Financial Services Limited continues to be listed on BSE Limited (Main Board). It has paid the Annual Listing Fees for the year 2024-25 to BSE Limited.

27. COMPLIANCE WITH SECRETARIAL STANDARDS:

The Company is fully compliant with the applicable Secretarial Standards (SS) viz. SS-1 & SS-2 on Meetings of the Board of Directors and General Meetings respectively.

28. POLICIES AND DISCLOSURE REQUIREMENTS:

In terms of provisions of the Companies Act, 2013 the Company has adopted policies which are available on its website <http://www.afsl.co.in>

29. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

1. Conservation of Energy

The steps taken or impact on conservation of energy – The Operations of the Company are not energy intensive. However, adequate measures have been initiated for conservation of energy.

The steps taken by the Company for utilizing alternate source of energy – Company shall consider on adoption of alternate source of energy as and when necessities.

The Capital Investment on energy conversation equipment – No Capital Investment yet.

2. Technology absorption

The efforts made towards technology absorption. – Minimum technology required for Business is absorbed.

The benefits derived like product improvement, cost reduction, product development or import substitution – Not Applicable.

In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) – Not Applicable.

a) the details of technology imported;

b) the year of import;

c) whether the technology been fully absorbed;

d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof

3. The expenditure incurred on Research and Development – Not Applicable.

4. Foreign exchange earnings and Outgo – Not Applicable.

30. PARTICULARS OF LOANS, INVESTMENTS AND GUARANTEES:

Particulars of Loans given, Investments made, Guarantees given and Securities provided are provided in the financial statements.

31. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH 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. Thus Disclosure in form AOC-2 is not required. Further, during the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions. All related party transactions are placed before the Audit Committee and Board for review and approval, if required. The details of the related party transactions as required under Indian Accounting Standard (Ind AS) 110 are set out in Note to the financial statements forming part of this Annual Report.

32. DEPOSITS:

Your Company did not accept / hold any deposits from public / shareholders during the year under review.

33. PREVENTION OF INSIDER TRADING

In compliance with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended, the Company has formulated and adopted the revised "Code of Conduct for Prevention of Insider Trading" ("the Insider Trading Code"). The object of the Insider Trading Code is to set framework, rules and procedures which all concerned persons should follow, while trading in listed or proposed to be listed securities of the Company. During the year, the Company has also adopted the Code of Practice and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("the Code") in line with the SEBI (Prohibition of Insider Trading) Amendment Regulations, 2018. The Code is available on the Company's website www.afsl.co.in

34. RELATED PARTY TRANSACTIONS

All transactions entered into with related parties as defined under the Act during the FY were in the ordinary course of business and on an arm's length pricing basis and do not attract the provisions of Section 188 of the Act. There were no materially significant transactions with the related parties during the FY which were in conflict with the interest of the Company and hence, enclosing of Form AOC-2 is not required. Suitable disclosure as required by the Accounting Standard (AS 18) has been made in the notes to the Financial Statements.

35. SIGNIFICANT AND MATERIAL ORDERS:

There are no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future.

36. FRAUD REPORTING

There have been no frauds reported by the Auditors of the Company to the Audit Committee or the Board of Directors under sub-section (12) of section 143 of the Companies Act, 2013 during the financial year.

37. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has in place an Anti-Sexual Harassment Policy in line with the Requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013 and an Internal Complaints Committee has been set up to redress complaints received regarding Sexual Harassment at workplace, with a mechanism of lodging & redress the complaints. All employees (permanent, contractual, temporary, trainees, etc.) are covered under this policy.

Your Directors further state that pursuant to the requirements of Section 22 of Sexual Harassment of Women at Work place (Prevention, Prohibition & Redressal) Act, 2013 read with Rules there under, the Company has not received any complaint of sexual harassment during the year under review.

38. HUMAN RESOURCES:

Your Company considers people as its biggest assets and 'Believing in People' is at the heart of its human resource strategy. It has put concerted efforts in talent management and succession planning practices, strong performance management and learning and training initiatives to ensure that your Company consistently develops inspiring, strong and credible leadership.

Your Company has established an organization structure that is agile and focused on delivering business results. With regular communication and sustained efforts it is ensuring that employees are aligned on common objectives and have the right information on business evolution. Your Company strongly believes in fostering a culture of trust and mutual respect in all its employees seek to ensure that business world values and principles are understood by all and are the reference point in all people matters.

Statement of Disclosure of Remuneration under Section 197 of the Act and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("Rules"), is annexed to this Annual Report as "Annexure IV".

The current workforce breakdown structure has a good mix of employees at all levels. Your Board confirms that the remuneration is as per the remuneration policy of the Company.

39. CORPORATE GOVERNANCE:

Pursuant to SEBI (LODR) Regulations, 2015, the Report on Corporate Governance during the period under review with the Certificate issued by M/s JNG and Co., Practicing Company Secretaries, on compliance in this regards forms part of this Annual Report as "Annexure –VI".

40. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134(5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm that:

- In the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures.
- They 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 of the Company for that period.
- They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- They have prepared the annual accounts on a going concern basis.
- They have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively.
- They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and external consultants and the reviews performed by management and the relevant board committees, including the audit committee, the board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2023-24.

41. INTERNAL FINANCIAL CONTROLS:

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and external consultants and the reviews performed by management and the relevant board committees, including the audit committee, the board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2023-24.

42. GENERAL

There were no transactions with respect to following matters during the year:

1. There are no proceedings pending under the Insolvency and Bankruptcy Code, 2016.
2. There was no instance of one-time settlement with any Bank or Financial Institution.

43. CAUTIONARY STATEMENTS:

Statements in this Annual Report, particularly those which relate to Management Discussion and Analysis as explained in the Corporate Governance Report, describing the Company's objectives, projections, estimates and expectations may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied in the statement depending on the circumstances.

44. ACKNOWLEDGEMENTS:

Your Directors would like to express deep sense of appreciation for the assistance and co-operation received from the Financial Institutions, Banks, Government Authorities and Shareholders and for the devoted service by the Executives, staff and workers of the Company. The Directors express their gratitude towards each one of them.

Registered Office:

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6A/1, W.E.A., Karol Bagh,
New Delhi – 110 0051

Tel : 022 – 6216 6999

Fax: 022 – 2263 0434

CIN: L74899DL1994PLC059009

Website: <http://www.afsl.co.in>

Email: info@afsl.co.in

By order of the Board of Directors
FOR ARYAMAN FINANCIAL SERVICES LIMITED

Sd/-

Shripal Shah

DIN: 01628855

(Chairman & Executive Director)

Mumbai, September 3, 2024

Remuneration Policy

This Remuneration Policy relating to remuneration for the directors, key managerial personnel and other employees, has been formulated by the Nomination and Remuneration Committee (hereinafter "Committee") and approved by the Board of Directors.

Objectives:

The objectives of this policy are to stipulate criteria for:

- Appointment, reappointment, removal of Directors, KMPs and Senior Management
- Determining qualifications, positive attributes and independence of a director and recommend to the Board
- Retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage to run the operations of the Company successfully
- Consider and determine the remuneration, based on the fundamental principles of payment for performance, for potential, and for growth

Criteria for Appointment:

- Ethical standards of integrity and probity, qualification, expertise and experience of the person for appointment
- Age, number of years of service, specialized expertise and period of employment or association with the Company
- Special achievements and operational efficiency which contributed to growth in business in the relevant functional area
- Constructive and active participation in the affairs of the Company
- Exercising the responsibilities in a bonafide manner in the interest of the Company
- Sufficient devotion of time to the assigned tasks
- Diversity of the Board
- Demonstrable leadership qualities and interpersonal communication skills, devote to the role, compliant with the rules, policies and values of the Company and does not have any conflicts of interest
- Transparent, unbiased and impartial and in accordance with appropriate levels of confidentiality.
- Appointment of Directors and KMPs in compliance with the procedure laid down under the provisions of the Companies Act, 2013, rules made thereunder or any other enactment for the time being in force

Criteria for Remuneration:

The Remuneration Policy reflects on certain guiding principles of the Company such as aligning remuneration with the longer term interests of the Company and its shareholders, promoting a culture of meritocracy and creating a linkage to corporate and individual performance, and emphasizing on line expertise and market competitiveness so as to attract the best talent. It also ensures the effective recognition of performance and encourages a focus on achieving superior operational results.

The level and composition of remuneration shall be reasonable and sufficient to attract, retain and motivate the directors, key managerial personnel and other employees of the quality required to run the Company successfully. The relationship of remuneration to performance should be clear and meet appropriate performance benchmarks. The remuneration to directors, key managerial personnel and senior management personnel should also involve a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

The remuneration of the Non-Executive Directors shall be based on their contributions and current trends, subject to regulatory limits. Sitting fees is paid for attending each meeting(s) of the Board and Committees thereof. Additionally equal amount of commission may be paid to Non executive directors on a pro-rata basis, within limits approved by shareholders

Form No. MR-3**SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 2024**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
ARYAMAN FINANCIAL SERVICES LIMITED
102, Ganga Chambers,
6A/1, W.E.A., Karol Bagh,
New Delhi – 110005

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **ARYAMAN FINANCIAL SERVICES LIMITED** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information, management representations provided by the Company, its officers, agents and authorized representatives during the conduct of the Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2024 complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company as per Annexure I for the financial year ended on **March 31, 2024** according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time; **(Not applicable to the Company during the Audit Period)**
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2014; **(not applicable to the company during the review period)**
 - e. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(Not applicable to the Company during the Audit Period)**
 - f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit Period)**
 - g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
 - h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the Audit Period)**
 - i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the Audit Period)**
 - j. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; (SEBI LODR) and
 - k. The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
6. Other laws as applicable specifically to the company as informed by the management that Securities and Exchange Board of India (Merchant Bankers) Regulations 1992

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with the BSE Limited

I further report that

Based on the information provided and the representation made by the Company and also on the review of the compliance reports of Company Secretary / Chief Executive Officer taken on record by the Board of Directors of the Company, in my opinion, adequate systems and processes exist in the Company to monitor and ensure compliance with provisions of applicable general laws.

I further report that

The compliance by the Company of applicable financial laws like direct and indirect tax laws and maintenance of financial records and books of accounts has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, mentioned hereinabove and there is adequate compliance management system for the purpose of other laws. I have relied on the representations made by the Company and its officers for systems and mechanisms formed by the Company for compliances under other laws and regulations applicable to the Company.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors as on 31st March, 2024. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decisions of the Board and committee meetings are carried out unanimously as recorded in the minutes of the meeting of the board of directors or committees thereof as the case may be. There were no dissenting views of any member of the Board or committees thereof during the period under review.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that the Company has paid penalty of Rs. 1,00,000 which was levied by Securities and Exchange Board of India under Section 15HB of SEBI Act, 1992 ("SEBI Act") for the violation of the provisions of Regulation 245(3) of SEBI (ICDR) Regulations, 2018 and Regulation 13 read with Clause 6, 7 & 21 of Schedule III of Merchant Bankers Regulations 1992.

I further report that

The members may note that during the audit period, the following specific events / actions having major bearing on the Company's affairs had taken place:

1. Ms. Chaitali Pansari (ACS: 49217) had resigned from the post of the Company Secretary and Compliance officer of the Company w.e.f. July 24, 2023.
2. Ms. Reenal Khandelwal (ACS: 65348) had resigned from the post of the Company Secretary and Compliance officer of the Company w.e.f. July 24, 2023.
3. Mr. Abhinav Anand (DIN: 077322241) was re-appointed as a Non-Executive Independent Director by approval of members of company through a special resolution passed at annual general meeting dated September 29, 2023.
4. Mr. Abhinav Anand (DIN: 077322241) had resigned as Non-Executive Independent Director from the Company w.e.f. December 06, 2023
5. Mr. Darshit Parikh (DIN: 03492803) and Mr. Ram Gaud (DIN: 02759052) retired from the post of Non-Executive Independent Director the company w.e.f. March 31, 2024, on the completion of their two consecutive terms of appointment under applicable provisions of the Companies Act, 2013 and SEBI Regulations.
6. Mr. Prasad Anant Muley (DIN: 10531689) appointed as an Additional Non-Executive Independent Director, subject to member approval, for a term of up to five consecutive years w.e.f. March 04, 2024.
7. Mr. Prakash Vaghela (DIN: 07768595) appointed as an Additional Non-Executive Independent Director, subject to member approval, for a term of up to five consecutive years w.e.f. March 26, 2024.
8. Mr. Damini Baid (DIN: 10337935) appointed as an Additional Non-Executive Independent Director, subject to member approval, for a term of up to five consecutive years w.e.f. March 26, 2024.
9. The Notice of Postal Ballot was sent to all the Members on March 26, 2024 for the members approval of re-appointment of Mr. Shripal Shah, (DIN: 01628855), Mr. Shreyas Shrenik Shah (DIN: 01835575) as Whole Time Director of the Company for the further term of five years w.e.f April 01,2024 and re-appointment of Ms. Meloni Shah

(DIN: 03342248) as Non-Executive Non-Independent Director for a period of 5 (five) years w.e.f February 04, 2024. Further for the regularisation of the appointment of Mr. Prasad Anant Muley (DIN: 10531689), Mr. Prakash Vaghela (DIN: 07768595) and Mr. Damini Baid (DIN: 10337935) as Non-Executive Independent Directors.

I further report that

The members may note that during the audit period, there were no specific events / actions having major bearing on the Company's affairs had taken place.

For JNG & Co.,

Sd/-

Place: Mumbai

Date: 03rd September, 2024
UDIN: F007569F001122155

Jigarkumar Gandhi
Practicing Company Secretary
FCS: 7569
C.P. No. 8108
Peer Review No. 1972/2022

Note: This report is to be read with my letter of even date which is annexed as Annexure II and forms an integral part of this report.

ANNEXURE - I

List of documents verified

1. Memorandum & Articles of Association of the Company.
2. Minutes of the meetings of the Board of Directors held during the period under report.
3. Minutes of General Body Meetings held during the period under report.
4. Statutory Registers/Records under the Companies Act and rules made there under
5. Agenda papers submitted to all the directors / members for the Board Meetings and Committee Meetings.
6. Declarations received from the Directors of the Company pursuant to the provisions of 184 of the Companies Act, 2013.
7. E-Forms filed by the Company, from time-to-time, under applicable provisions of the Companies Act, 2013 and attachments thereof during the period under report, with or without additional fees, if any.
8. Various policies framed by the company from time to time as required under the statutes applicable to the company.
9. Processes and procedure followed for Compliance Management System for applicable laws to the Company
10. Communications / Letters issued to and acknowledgements received from the Independent directors for their appointment
11. Various policies framed by the company from time to time as required under the Companies Act

ANNEXURE - II

To,
The Members,
ARYAMAN FINANCIAL SERVICES LIMITED
102, Ganga Chambers,
6A/1, W.E.A., Karol Bagh,
New Delhi - 110005

Sub : Secretarial Audit Report for the Financial Year ended on 31st March, 2024

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records.
3. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
4. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
5. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management and my examination was limited to the verification of procedures on test basis.
7. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For JNG & Co.,

sd/-

Jigarkumar Gandhi

Practicing Company Secretary

FCS: 7569

C.P. No. 8108

Peer Review No. 1972/2022

Place: Mumbai

Date: 03rd September, 2024

UDIN: F007569F001122155

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:

Sr. No.	Name of the subsidiary	1	2
		Aryaman Capital Markets Limited	Escorp Asset Management Limited
1.	The date since when subsidiary was acquired	22nd July 2008	31st May 2016
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N.A.	N.A.
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	N.A.	N.A.
4.	Share capital	1197.71	1111.67
5.	Other Equity	2917.04	3820.09
6.	Total assets	9092.21	5171.41
7.	Total Liabilities	4977.46	239.67
8.	Investments	2571.57	3,675.78
9.	Turnover	3188.65	1915.54
10.	Profit before taxation	748.18	1956.93
11.	Provision for taxation	102.65	231.70
12.	Profit after taxation	645.53	1725.23
13.	Proposed Dividend	-	-
14.	Extent of shareholding (In percentage)	74.28 %	52.47 %

Part "B": Associates and Joint Ventures: - Not Applicable

Disclosure pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Sr. No.	Name	Designation/Nature of Duties	Remuneration For FY 2023-24 (Rs. in Lacs)	Qualification	Ratio of Remuneration of each Director/KMP to median remuneration of employees	Comparison of remuneration of the KMP against the performance of the company
1	Shripal Shah	Whole Time Director & CFO	18.75	BMS, CFA	6.25	The revenue of the Company increased by 146.08 % and the profit of the Company by 100.13%.
2	Shreyas Shah	Whole Time Director	9.38	BMS, Gen. LLB.	3.12	
3	Chaitali Pansari	Company Secretary upto July 24th , 2023	2.48	C.S.	0.82	
4	Reenal Khandelwal	Company Secretary w.e.f. July 24th , 2023	5.14	C.S, MBA , B-COM.	1.7133	

Notes;

- The median remuneration of employees of the Company during the financial year was Rs. 3.60
- The revenue of the Company increased by 146.08 % and the profit of the Company increased by 100.13% .
- There is increase in median remuneration of employees to 20% as compared to previous financial year.
- The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendation of the Human Resources, Nomination and Remuneration Committee as per remuneration policy for Directors, Key Managerial Personnel and other employees.
- The ratio of the remuneration of the highest paid director to that of the employees who are not directors and KMPs but receive remuneration in excess of the highest paid director during the year- Applicable
- It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other employees.
- Number of permanent employees on the rolls of company: 29

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

We are a SEBI-registered Category I Merchant Banker with a proven track record spanning over a decade in the field of merchant banking. Our firm offers a comprehensive range of financial and consultancy services, including expertise in capital markets, corporate finance, corporate restructuring, debt syndication, and compliance advisory.

Our Company is SEBI registered Category I Merchant Banker. Company mainly participates into SME Segment of Primary market issues. SME Platform offers an entrepreneur and investor friendly environment, which enables the listing of SMEs from the unorganized sector scattered throughout India, into a regulated and organized sector. The platform provides opportunity to SME entrepreneurs to raise equity capital for growth and expansion. It also provides immense opportunity for investors to identify and invest in good SMEs at an early stage.

Aryaman Financial Services Limited is a merchant banker. The Company is engaged in the business of lead management and syndication of small and medium sized initial public offerings (IPO's), follow on public offer (FPO's), rights issues, composite issues, qualified institutional placement (QIP's), private investment in public equity (PIPE) deals, venture capital (VC) funding and other forms of fund raising.

On May 22, 1995 our company became listed on BSE SME India. During the Year 2023-24, the company has completed and listed Various client company on either on SME or Main Board of BSE Limited and NSE Limited. Since our establishment, our primary goal has been to offer a comprehensive range of financial and capital market services to esteemed clients throughout India.

The Company's principal products/services include income from merchant banking fees. It also acts as lead manager to mergers and acquisitions (M&A) transactions, open offers, delisting offers and buybacks, among others. The Company provides valuation and advisory services for foreign investments, employee stock options plan (ESOP) certifications, fairness opinions of amalgamation schemes, mergers, and spin-off transactions, among others. The Company, through its subsidiary and group companies, provides stock and commodity broking services.

Industry Structure and Developments of a Merchant Banker

Overview:

The merchant banking industry plays a crucial role in the financial services sector, focusing on capital raising, financial advisory, and other services for corporate entities. Merchant bankers act as intermediaries between issuers of capital and the investors, offering a range of services, including underwriting, loan syndication, M&A advisory, and fundraising for companies of various sizes, particularly in the small and medium enterprises (SME) segment.

Industry Structure:

1. Regulatory Environment:

SEBI Registration: In India, merchant bankers must be registered with the Securities and Exchange Board of India (SEBI). SEBI regulates the activities of merchant bankers, ensuring that they adhere to stringent guidelines to maintain transparency, protect investor interests, and uphold market integrity.

Category Classification: Merchant bankers are categorized into different types based on their level of activity, with Category I being the most comprehensive, allowing for activities such as managing public issues, mergers and acquisitions, and providing advisory services.

2. Key Players:

Large Financial Institutions: These include banks and financial conglomerates that offer merchant banking as part of a broader suite of financial services.

Boutique Merchant Banks: Specialized firms focusing on specific segments like M&A advisory, private placements, or SME fundraising.

Independent Advisors: Smaller, independent firms or individuals providing tailored merchant banking services, often with a focus on niche markets or sectors.

3. Service Offerings:

Capital Markets Services: Includes managing IPOs, FPOs, rights issues, QIPs, and PIPE deals, helping companies raise capital from the public or private investors.

Advisory Services: Providing strategic advice for mergers and acquisitions, divestitures, spin-offs, and restructuring.

Valuation and Certification Services: Offering ESOP certifications, fairness opinions on corporate actions, and valuations for foreign investments.

Syndication and Underwriting: Arranging syndicated loans and underwriting securities to facilitate capital raising for businesses.

Developments in the Industry:

1. SME Segment Focus:

- The SME sector has seen significant attention, with merchant bankers playing a critical role in facilitating access to capital for these businesses. The growth of dedicated SME platforms on stock exchanges has created new opportunities for merchant bankers to cater to the unique needs of this sector.

2. Digital Transformation:

- The adoption of technology in financial services is reshaping the merchant banking landscape. Digital platforms are streamlining the process of fundraising, M&A transactions, and due diligence, making the industry more efficient and accessible to a broader range of clients.

3. Increased M&A Activity:

- With globalization and market consolidation trends, there has been a rise in mergers and acquisitions, particularly cross-border transactions. Merchant bankers are increasingly involved in these complex deals, providing critical advisory services.

4. Regulatory Changes:

- The regulatory environment is evolving, with SEBI and other regulatory bodies implementing new rules to enhance market transparency, protect investors, and adapt to changing market dynamics. This includes reforms in IPO regulations, enhanced disclosure norms, and stricter compliance requirements.

5. ESG Considerations:

- Environmental, Social, and Governance (ESG) factors are becoming increasingly important in investment decisions. Merchant bankers are now advising clients on integrating ESG considerations into their capital raising and corporate strategies, reflecting the growing investor demand for sustainable and responsible investments.

6. Globalization and Cross-Border Deals:

- The rise of cross-border deals and foreign investments has led to the globalization of merchant banking services. Firms are expanding their reach to cater to international clients, necessitating a deep understanding of diverse regulatory environments and cultural nuances.

7. Growth in Private Equity and Venture Capital:

- The rise of private equity and venture capital as significant sources of funding has seen merchant bankers increasingly engage in PIPE deals, venture funding rounds, and advising startups and growth-stage companies.

8. Challenges and Opportunities:

- The industry faces challenges such as economic volatility, regulatory complexities, and competition from alternative financing sources. However, opportunities abound in emerging markets, digital finance, and sustainable investing, which are reshaping the future of merchant banking.

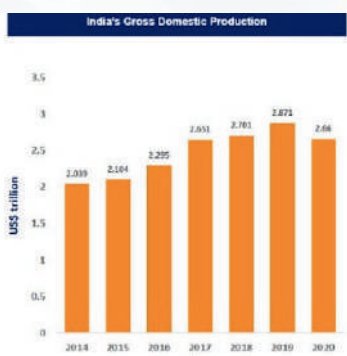
The merchant banking industry is integral to the financial ecosystem, particularly in fostering the growth of SMEs and facilitating complex financial transactions. As the industry evolves, driven by technological advancements, regulatory changes, and shifting market dynamics, merchant bankers must adapt to maintain their relevance and continue delivering value to their clients.

Financial Services in India

India has a diversified financial sector undergoing rapid expansion both in terms of strong growth of existing financial services firms and new entities entering the market. The sector comprises commercial banks, insurance companies, non-banking financial companies, co-operatives, pension funds, mutual funds and other smaller financial entities. The banking regulator has allowed new entities such as payment banks to be created recently, thereby adding to the type of entities operating in the sector. However, the financial sector in India is predominantly a banking sector with commercial banks accounting for more than 64% of the total assets held by the financial system.

The Government of India has introduced several reforms to liberalise, regulate and enhance this industry. The Government and Reserve Bank of India (RBI) have taken various measures to facilitate easy access to finance for Micro, Small and Medium Enterprises (MSMEs). These measures include launching Credit Guarantee Fund Scheme for MSMEs, issuing guidelines to banks regarding collateral requirements and setting up a Micro Units Development and Refinance Agency (MUDRA). With a combined push by Government and private sector, India is undoubtedly one of the world's most vibrant capital markets.

MARKET SIZE



Real GDP or GDP at Constant (2011-12) Prices in the year 2023-24 is estimated at Rs. 173.82 lakh crores (US\$ 2.08 trillion), against the First Revised Estimates (FRE) of GDP for the year 2022-23 of Rs. 160.71 lakh crores (US\$ 1.92 trillion). The growth in real GDP during 2023-24 is estimated at 8.2% as compared to 7.0% in 2022-23. There are 113 unicorn startups in India, with a combined valuation of over US\$ 350 billion. As many as 14 tech startups are expected to list in 2024 Fintech sector poised to generate the largest number of future unicorns in India. With India presently has the third-largest unicorn base in the world. The government is also focusing on renewable sources by achieving 40% of its energy from non-fossil sources by 2030. India is committed to achieving the country's ambition of Net Zero Emissions by 2070 through a five-pronged strategy, 'Panchamrit'. Moreover, India ranked 3rd in the renewable energy country attractive index.

According to the McKinsey Global Institute, India needs to boost its rate of employment growth and create 90 million non-farm jobs between 2023 to 2030 in order to increase productivity and economic growth. The net employment rate needs to grow by 1.5% per annum from 2023 to 2030 to achieve 8-8.5% GDP growth between same time periods. India's current account deficit (CAD) narrowed to 0.7% of GDP in FY24. The CAD stood at US\$ 23.2 billion for the 2023-24 compared to US\$ 67.0 billion or 2.0% of GDP in the preceding year. This was largely due to decrease in merchandise trade deficit.

Exports fared remarkably well during the pandemic and aided recovery when all other growth engines were losing steam in terms of their contribution to GDP. Going forward, the contribution of merchandise exports may waver as several of India's trade partners witness an economic slowdown. According to Minister of Commerce and Industry, Consumer Affairs, Food and Public Distribution and Textiles Mr. Piyush Goyal, Indian exports are expected to reach US\$ 1 trillion by 2030.

RECENT DEVELOPMENTS

India is primarily a domestic demand-driven economy, with consumption and investments contributing to 70% of the economic activity. With an improvement in the economic scenario and the Indian economy recovering from the Covid-19 pandemic shock, several investments and developments have been made across various sectors of the economy. According to World Bank, India must continue to prioritise lowering inequality while also putting growth-oriented policies into place to boost the economy. In view of this, there have been some developments that have taken place in the recent past. Some of them are mentioned below.

- According to HSBC Flash India PMI report, business activity surged in April to its highest level in about 14 years as well as sustained robust demand. The composite index reached 62.2, indicating continuous expansion since August 2021, alongside positive job growth and decreased input inflation, affirming India's status as the fastest-growing major economy.
- As of July 5, 2024, India's foreign exchange reserves stood at US\$ 657.15 billion.
- In May 2024, India saw a total of US\$ 6.9 billion in PE-VC investments.
- Merchandise exports in June 2024 stood at US\$ 35.20 billion, with total merchandise exports of US\$ 109.96 billion during the period of April 2024 to June 2024.
- India was also named as the 48th most innovative country among the top 50 countries, securing 40th position out of 132 economies in the Global Innovation Index 2023. India rose from 81st position in 2015 to 40th position in 2023. India ranks 3rd position in the global number of scientific publications.
- In June 2024, the gross Goods and Services Tax (GST) stood at highest monthly revenue collection at Rs. 1.74 lakh crore (US\$ 20.83 billion) vs Rs. 1.73 lakh crore (US\$ 20.71 billion)
- Between April 2000–March 2024, cumulative FDI equity inflows to India stood at US\$ 97 billion.
- In May 2024, the overall IIP (Index of Industrial Production) stood at 154.2. The Indices of Industrial Production for the mining, manufacturing and electricity sectors stood at 136.5, 149.7 and 229.3, respectively, in May 2024.
- According to data released by the Ministry of Statistics & Programme Implementation (MoSPI), India's Consumer Price Index (CPI) based retail inflation reached 5.08% (Provisional) for June 2024.
- Foreign Institutional Investors (FII) inflows between April–July (2023–24) were close to Rs. 80,500 crore (US\$ 9.67 billion), while Domestic Institutional Investors (DII) sold Rs. 4,500 crore (US\$ 540.56 million) in the same period. As per depository data, Foreign Portfolio Investors (FPIs) invested (US\$ 13.89 billion) in India during January– (up to 15th July) 2024.
- The wheat procurement during Rabi Marketing Season (RMS) 2024–25 (till May) was estimated to be 266 lakh metric tonnes (LMT) and the rice procured in Kharif Marketing Season (KMS) 2024–25 was 400 LMT.

GOVERNMENT INITIATIVES

Over the years, the Indian government has introduced many initiatives to strengthen the nation's economy. The Indian government has been effective in developing policies and programmes that are not only beneficial for citizens to improve their financial stability but also for the overall growth of the economy. Over recent decades, India's rapid economic growth has led to a substantial increase in its demand for exports. Besides this, a number of the government's flagship programmes, including Make in India, Start-up India, Digital India, the Smart City Mission, and the Atal Mission for Rejuvenation and Urban Transformation, is aimed at creating immense opportunities in India. In this regard, some of the initiatives taken by the government to improve the economic condition of the country are mentioned below:

- In February 2024, the Finance Ministry announced the total expenditure in Interim 2024–25 estimated at Rs. 47,65,768 crore (US\$ 571.64 billion) of which total capital expenditure is Rs. 11,11,111 crore (US\$ 133.27 billion).
- On January 22, 2024, Prime Minister Mr. Narendra Modi announced the 'Pradhan Mantri Suryodaya Yojana'. Under this scheme, 1 crore households will receive rooftop solar installations.
- On September 17, 2023, Prime Minister Mr. Narendra Modi launched the Central Sector Scheme PM-VISHWAKARMA in New Delhi. The new scheme aims to provide recognition and comprehensive support to traditional artisans & craftsmen who work with their hands and basic tools. This initiative is designed to enhance the quality, scale, and reach of their products, as well as to integrate them with MSME value chains.
- On August 6, 2023, Amrit Bharat Station Scheme was launched to transform and revitalize 1309 railway stations across the nation. This scheme envisages development of stations on a continuous basis with a long-term vision.
- On June 28, 2023, the Ministry of Environment, Forests, and Climate Change introduced the 'Draft Carbon Credit Trading Scheme, 2023'.

- From April 1, 2023, Foreign Trade Policy 2023 was unveiled to create an enabling ecosystem to support the philosophy of 'Aatmanirbhar Bharat' and 'Local goes Global'.
- To enhance India's manufacturing capabilities by increasing investment and production in the sector, the government of India has introduced the Production Linked Incentive Scheme (PLI) for Pharmaceuticals.
- Prime Minister's Development Initiative for North-East Region (PM-DevINE) was announced in the Union Budget 2022-23 with a financial outlay of Rs. 1,500 crore (US\$ 182.35 million).
- Prime Minister Mr Narendra Modi has inaugurated a new food security scheme for providing free food grains to Antyodaya Ann Yojna (AAY) & Primary Household (PHH) beneficiaries, called Pradhan Mantri Garib Kalyan Ann Yojana (PMGKAY) from January 1, 2023.
- The Amrit Bharat Station scheme for Indian Railways envisages the development of stations on a continuous basis with a long-term vision, formulated on December 29, 2022, by the Ministry of Railways.
- On October 7, 2022, the Department for Promotion of Industry, and Internal Trade (DPIIT) launched Credit Guarantee Scheme for Start-ups (CGSS) aiming to provide credit guarantees up to a specified limit by start-ups, facilitated by Scheduled Commercial Banks, Non-Banking Financial Companies and Securities and Exchange Board of India (SEBI) registered Alternative Investment Funds (AIFs).
- Telecom Technology Development Fund (TTDF) Scheme was launched in October 2022 by the Universal Service Obligation Fund (USOF), a body under the Department of Telecommunications. The objective is to fund R&D in rural-specific communication technology applications and form synergies among academia, start-ups, research institutes, and the industry to build and develop the telecom ecosystem.
- Home & Cooperation Minister Mr. Amit Shah laid the foundation stone and performed Bhoomi Pujan of Tanot Mandir Complex Project under Border Tourism Development Programme in Jaisalmer in September 2022.
- In August 2022, Mr. Narendra Singh Tomar, Minister of Agriculture and Farmers Welfare inaugurated four new facilities at the Central Arid Zone Research Institute (CAZRI), which has been rendering excellent services for more than 60 years under the Indian Council of Agricultural Research (ICAR).
- In August 2022, a Special Food Processing Fund of Rs. 2,000 crore (US\$ 242.72 million) was set up with National Bank for Agriculture and Rural Development (NABARD) to provide affordable credit for investments in setting up Mega Food Parks (MFP) as well as processing units in the MFPs.
- In July 2022, Deendayal Port Authority (DPA) announced plans to develop two Mega Cargo Handling Terminals on a Build-Operate-Transfer (BOT) basis under Public-Private Partnership (PPP) Mode at an estimated cost of Rs. 5,963 crore (US\$ 747.64 million).
- In July 2022, the Union Cabinet chaired by Prime Minister Mr. Narendra Modi, approved the signing of the Memorandum of Understanding (MoU) between India & Maldives. This MoU will provide a platform to tap the benefits of information technology for court digitization and can be a potential growth area for IT companies and start-ups in both countries.
- India and Namibia entered a Memorandum of Understanding (MoU) on wildlife conservation and sustainable biodiversity utilization on July 20, 2022, for establishing the cheetah into the historical range in India.
- In July 2022, the Reserve Bank of India (RBI) approved international trade settlements in Indian rupees (Rs.) to promote the growth of global trade with emphasis on exports from India and to support the increasing interest of the global trading community.
- The Agnipath Scheme aims to develop a young and skilled armed force backed by an advanced warfare technology scheme by providing youth with an opportunity to serve Indian Army for a 4-year period. It is introduced by the Government of India on June 14, 2022.
- In June 2022, Prime Minister Mr. Narendra Modi inaugurated and laid the foundation stone of development projects worth Rs. 21,000 crore (US\$ 2.63 billion) at Gujarat Gaurav Abhiyan at Vadodara.
- Rajnath Singh, Minister of Defence, launched 75 newly developed Artificial Intelligence (AI) products/technologies during the first-ever 'AI in Defence' (AIDef) symposium and exhibition organized by the Ministry of Defence in New Delhi on July 11, 2022.

- In June 2022, Prime Minister Mr. Narendra Modi laid the foundation stone of 1,406 projects worth more than Rs. 80,000 crore (US\$ 10.01 billion) at the ground-breaking ceremony of the UP Investors Summit in Lucknow. The Projects encompass diverse sectors like Agriculture and Allied industries, IT and Electronics, MSME, Manufacturing, Renewable Energy, Pharma, Tourism, Defence & Aerospace, and Handloom & Textiles.
- The Indian Institute of Spices Research (IISR) under the Indian Council for Agricultural Research (ICAR) inked a Memorandum of Understanding (MoU) with Lysterra LLC, a Russia-based company for the commercialization of bio capsule, an encapsulation technology for bio-fertilization on June 30, 2022.
- As of April 2022, India signed 13 Free Trade Agreements (FTAs) with its trading partners including major trade agreements like the India-UAE Comprehensive Partnership Agreement (CEPA) and the India-Australia Economic Cooperation and Trade Agreement (IndAus ECTA).
- 'Mission Shakti' was applicable with effect from April 1, 2022, aimed at strengthening interventions for women's safety, security, and empowerment.
- The Union Budget of 2022-23 was presented on February 1, 2022, by the Minister for Finance & Corporate Affairs, Ms. Nirmala Sitharaman. The budget had four priorities PM GatiShakti, Inclusive Development, Productivity Enhancement and Investment, and Financing of Investments. In the Union Budget 2022-23, effective capital expenditure is expected to increase by 27% at Rs. 10.68 trillion (US\$ 142.93 billion) to boost the economy. This will be 4.1% of the total Gross Domestic Production (GDP).
- Strengthening of Pharmaceutical Industry (SPI) was launched in March 2022 by the Ministry of Chemicals & Fertilisers to provide credit linked capital and interest subsidy for Technology Upgradation of MSME units in pharmaceutical sector, as well as support of up to Rs. 20 crore (US\$ 2.4 million) each for common facilities including Research centre, testing labs and ETPs (Effluent Treatment Plant) in Pharma Clusters, to enhance the role of MSMEs.
- Under PM GatiShakti Master Plan, the National Highway Network will develop 25,000 km of new highways network, which will be worth Rs. 20,000 crore (US\$ 2.67 billion). In 2022-23. Increased government expenditure is expected to attract private investments, with a production-linked incentive scheme providing excellent opportunities. Consistently proactive, graded, and measured policy support is anticipated to boost the Indian economy.
- In February 2022, The Ministry of Social Justice & Empowerment launched the Scheme for Economic Empowerment of Denotified/Nomadic/SemiNomadic tribal communities (DNTs) (SEED) to provide basic facilities like good quality coaching, and health insurance. livelihoods initiative at a community level and financial assistance for the construction of houses.
- In February 2022, Minister for Finance and Corporate Affairs Ms. Nirmala Sitharaman said that productivity linked incentive (PLI) schemes would be extended to 14 sectors to achieve the mission of Aatmanirbhar Bharat and create 60 lakh jobs with an additional production capacity of Rs. 30 trillion (US\$ 401.49 billion) in the next five years.
- In the Union Budget of 2022-23, the government announced funding for the production-linked incentive (PLI) scheme for domestic solar cells and module manufacturing of Rs. 24,000 crore (US\$ 3.21 billion).
- In the Union Budget of 2022-23, the government announced a production-linked incentive (PLI) scheme for Bulk Drugs which was an investment of Rs. 2,500 crore (US\$ 334.60 million).
- In the Union Budget of 2022, Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman announced that a scheme for design-led manufacturing in 5G would be launched as part of the PLI scheme.
- In September 2021, Union Cabinet approved major reforms in the telecom sector, which are expected to boost employment, growth, competition, and consumer interests. Key reforms include rationalization of adjusted gross revenue, rationalization of bank guarantees (BGs), and encouragement of spectrum sharing.
- In the Union Budget of 2022-23, the government has allocated Rs. 44,720 crore (US\$ 5.98 billion) to Bharat Sanchar Nigam Limited (BSNL) for capital investments in the 4G spectrum.
- Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman allocated Rs. 650 crore (US\$ 86.69 million) for the Deep Ocean mission that seeks to explore vast marine living and non-living resources. Department of Space (DoS) has got Rs. 13,700 crore (US\$ 1.83 billion) in 2022-23 for several key space missions like Gaganyaan, Chandrayaan-3, and Aditya L-1 (sun).

- In May 2021, the government approved the production-linked incentive (PLI) scheme for manufacturing advanced chemistry cell (ACC) batteries at an estimated outlay of Rs. 18,100 crore (US\$ 2.44 billion); this move is expected to attract domestic and foreign investments worth Rs. 45,000 crore (US\$ 6.07 billion).
- Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman announced in the Union Budget of 2022-23 that the Reserve Bank of India (RBI) would issue Digital Rupee using blockchain and other technologies.
- In the Union Budget of 2022-23, Railway got an investment of Rs. 2.38 trillion (US\$ 31.88 billion) and over 400 new high-speed trains were announced. The concept of "One Station, One Product" was also introduced.
- To boost competitiveness, Budget 2022-23 has announced reforming the 16-year-old Special Economic Zone (SEZ) act.
- In June 2021, the RBI (Reserve Bank of India) announced that the investment limit for FPI (foreign portfolio investors) in the State Development Loans (SDLs) and government securities (G-secs) would persist unaffected at 2% and 6%, respectively, in FY22.
- In November 2020, the Government of India announced Rs. 2.65 trillion (US\$ 36 billion) stimulus package to generate job opportunities and provide liquidity support to various sectors such as tourism, aviation, construction, and housing. Also, India's cabinet approved the production-linked incentives (PLI) scheme to provide ~Rs. 2 trillion (US\$ 27 billion) over five years to create jobs and boost production in the country.
- Numerous foreign companies are setting up their facilities in India on account of various Government initiatives like Make in India and Digital India. Prime Minister of India Mr. Narendra Modi launched the Make in India initiative with an aim to boost the country's manufacturing sector and increase the purchasing power of the average Indian consumer, which would further drive demand and spur development, thus benefiting investors. The Government of India, under its Make in India initiative, is trying to boost the contribution made by the manufacturing sector with an aim to take it to 25% of the GDP from the current 17%. Besides, the government has also come up with the Digital India initiative, which focuses on three core components: the creation of digital infrastructure, delivering services digitally, and increasing digital literacy.
- On January 29, 2022, the National Asset Reconstruction Company Ltd (NARCL) will acquire bad loans worth up to Rs. 50,000 crore (US\$ 6.69 billion) about 15 accounts by March 31, 2022. India Debt Resolution Co. Ltd (IDRCL) will control the resolution process. This will clean up India's financial system, help fuel liquidity, and boost the Indian economy.
- National Bank for Financing Infrastructure and Development (NaBFID) is a bank that will provide non-recourse infrastructure financing and is expected to support projects from the first quarter of FY23; it is expected to raise Rs. 4 trillion (US\$ 53.58 billion) in the next three years.
- By November 1, 2021, India, and the United Kingdom hope to begin negotiations on a free trade agreement. The proposed FTA between these two countries is likely to unlock business opportunities and generate jobs. Both sides have renewed their commitment to boost trade in a manner that benefits all.
- In August 2021, Prime Minister Mr. Narendra Modi announced an initiative to start a national mission to reach the US\$ 400 billion merchandise export target by FY22.
- In August 2021, Prime Minister Mr. Narendra Modi launched a digital payment solution, e-RUPI, a contactless and cashless instrument for digital payments.
- In April 2021, Dr. Ahmed Abdul Rahman AlBanna, Ambassador of the UAE to India and Founding Patron of IFIICC, stated that trilateral trade between India, the UAE and Israel is expected to reach US\$ 110 billion by 2030.
- India is expected to attract investment of around US\$ 100 billion in developing the oil and gas infrastructure during 2019-23.
- The Government of India is expected to increase public health spending to 2.5% of the GDP by 2025.

ROAD AHEAD

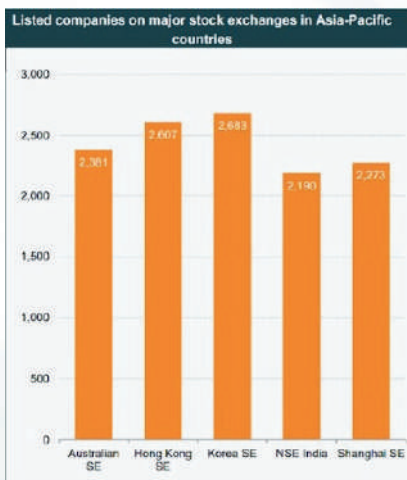
In the second quarter of FY24, the growth momentum of the first quarter was sustained, and high-frequency indicators (HFIs) performed well in July and August of 2023. India's comparatively strong position in the external sector reflects the country's positive outlook for economic growth and rising employment rates. India ranked 5th in foreign direct investment inflows among the developed and developing nations listed for the first quarter of 2022.

India's economic story during the first half of the current financial year highlighted the unwavering support the government gave to its capital expenditure, which, in 2023-24, stood 37.4% higher than the same period last year. In the budget of 2023-24, capital expenditure took lead by steeply increasing the capital expenditure outlay by 37.4 % in BE 2023-24 to Rs.10 lakh crore (US\$ 120.12 billion) over Rs. 7.28 lakh crore (US\$ 87.45 billion) in RE 2022-23. The ratio of revenue expenditure to capital outlay increased by 1.2% in the current year, signalling a clear change in favour of higher-quality spending. Stronger revenue generation because of improved tax compliance, increased profitability of the company, and increasing economic activity also contributed to rising capital spending levels. In February 2024, the Finance Ministry announced the total expenditure in Interim 2024-25 estimated at Rs. 47,65,768 crore (US\$ 571.64 billion) of which total capital expenditure is Rs. 11,11,111 crore (US\$ 133.27 billion).

Since India's resilient growth despite the global pandemic, India's exports climbed at the second-highest rate with a year-over-year (YoY) growth of 8.39% in merchandise exports and a 29.82% growth in service exports till April 2023. With a reduction in port congestion, supply networks are being restored. The CPI-C inflation reduction from June 2022 already reflects the impact. In September 2023 (Provisional), CPI-C inflation was 5.02%, down from 7.01% in June 2022. With a proactive set of administrative actions by the government, flexible monetary policy, and a softening of global commodity prices and supply-chain bottlenecks, inflationary pressures in India look to be on the decline overall.

Note: Conversion rate used for January 2024 is Rs.1 = US\$ 0.012

Indian equity market meeting the global pace



- Indian stock market rally made investors Rs. 80.62 lakh crore (US\$ 973.67 billion) in 2023 and Sensex reached an all-time high of 76,009.68 on May 27, 2024.
- The number of Demat accounts in India reached 154 million in April 2024.
- The number of companies listed on the BSE increased from 135 in 1995 to 5,357 as of March 2024.
- According to the statistics by the Futures Industry Association (FIA), a derivatives trade association, the National Stock Exchange of India Ltd. (NSE) emerged as the world's largest derivatives exchange in 2020 in terms number of contracts traded. NSE was ranked 4th worldwide in cash equities by number of trades as per the statistics maintained by the World Federation of Exchanges (WFE) for CY2020.
- India has scored a perfect 10 in protecting shareholders' rights on the back of reforms implemented by the Securities and Exchange Board of India (SEBI) in the World Bank's Ease of Doing Business 2020 report.
- According to Goldman Sachs, investors have been pouring money into India's stock market, which is likely to reach >US\$ 5 trillion, surpassing the UK, and become the fifth-largest stock market worldwide by 2024.

Vibrant capital market evident through large number of listings



- In FY24 as of March 2024, the number of listed companies on the NSE and BSE were 2190, and 5,357, respectively.
- In FY22, US\$ 14.55 billion was raised across 127 initial public offerings (IPOs).
- In FY23, US\$ 7.00 billion was raised.
- In CY2023, a total of 220 public issues were launched raising US\$ 6.9 billion.
- The December quarter in CY23 was a remarkable phase for the primary market in India with the launch of 92 IPOs, including 61 from the small and medium enterprises and 31 main board public issues.

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Opportunities and Threats of a Merchant Banker

Opportunities:

1. Government support for entrepreneurship and ease of doing business, leading to increased startups and small businesses.
2. SME exchange making it easier for SMEs to get listed.
3. Rising private equity and venture capital penetration, resulting in increased M&As and IPOs.
4. Revival of Indian Equity market post-lockdown, reviving IPO deals and demand for merchant bankers.
5. Growth in foreign direct investment and promoter funding, driving demand for merchant bankers.
6. Increased funding transactions requiring valuation certifications.
7. Positive long-term economic outlook, leading to opportunities for financial services.
8. Rising domestic flows of funds in equity markets through mutual funds and direct investment.
9. Growing retail investor participation in IPO market, benefiting Indian broking industry.
10. Strong equity research cell, supporting corporate advisory and merchant banking services.

Threats:

1. Capital Market volatility due to interest rate hikes, monsoon performance, tax concerns, global events, and domestic political events.
2. Intense competition leading to downward pressure on fees and commissions.
3. Adverse events affecting capital market and resource raising.
4. Low capital base, limiting expansion and Net Worth growth.
5. Limited dealing branches and franchisee outlets.
6. Intense market competition, particularly in institutional broking.

By navigating these opportunities and threats effectively, merchant bankers can continue to grow their business and deliver value to their clients in a dynamic and competitive market environment.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

The Company has established robust internal control systems that are adequate and effective, tailored to the size and nature of its business. These controls are managed by competent leadership and include the implementation of standard policies, processes, and an appropriate audit program. The internal control environment is supported by effective risk monitoring and management information systems.

To ensure continuous improvement, the Company regularly updates these systems in line with best practices. An Audit Committee, chaired by a Non-Executive Independent Director, has been constituted by the Board. This Committee periodically reviews internal audit reports and highlights any significant process deviations to the Board.

The Company's internal control system is designed to safeguard assets and protect the interests of the business. It ensures that the adequacy and effectiveness of internal controls are comprehensively monitored across all organizational activities, including compliance with established systems and policies. Well-defined policies and processes govern major activities, including approval authorities, and monetary decisions are subject to set limits and authorizations.

The internal controls are structured to provide reasonable assurance regarding accurate recording of financial and operational information, compliance with applicable statutes, safeguarding assets from unauthorized use or losses, and ensuring proper authorization for transactions.

The system also ensures compliance with corporate policies, laws, and accounting standards. The Audit Committee, detailed in the Corporate Governance Report, plays a critical role in reviewing audit procedures and internal controls on an ongoing basis. The Committee assesses the adequacy of current systems in light of organizational requirements, growth prospects, and the evolving business environment. It also reviews internal audit findings, ensures that corrective actions are implemented, and follows up on suggestions for improvement.

ANALYSIS OF FINANCIAL PERFORMANCE / DISCUSSION OF FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

We are pleased to report a significant improvement in our financial performance, driven by a combination of favorable market conditions and several key assignments in Merchant Banking.

The following summary highlights our financial results for the past two years:

Standalone and Consolidated Financial Performance:

Particulars	Consolidated		Standalone	
	31-Mar-2024	31-Mar-2023	31-Mar-2024	31-Mar-2023
Total Income	7004.66	5569.75	1593.52	663.01
Profit after Tax	2750.67	514.12	379.91	189.84

SEGMENT – WISE OR PRODUCT WISE PERFORMANCE

The Company reported a strong financial and operating performance for the fiscal year 2023-24, marked by a significant 146% increase in total revenue from operations, which soared to ₹1510.69 Lakhs from ₹613.88 Lakhs in the previous year, and a notable 69% rise in other income, which climbed to ₹82.82 Lakhs from ₹49.13 Lakhs, primarily attributed to the successful execution of strategic initiatives, targeted investments, and effective market positioning, which collectively drove business growth and bolstered the Company's financial stature.

FUTURE OUTLOOK:

Over the years, India has emerged as one of the fastest-growing economies in the world, and it now offers a growing and thriving environment for investments, both domestic and foreign. With the largest youth population in the world, it provides prospective investors with a highly skilled workforce and a strong work ethic.

India's huge domestic consumption, led by the private sector, has played a major role in the country's growth. India has an estimated middle class of 400 million people who are the main drivers of consumption expenditure. This emerging middle class and increasing disposable incomes are the largest factors behind the increasing domestic consumption in India. It is estimated that the private consumer market in India will increase four times by 2025. The present government is also focusing on rural areas and farmers, as rural India is also emerging as an upcoming market for all types of consumer goods.

A host of government initiatives has also enabled India's investment growth, which includes developing India's

financial system, improving the infrastructure, and relaxing FDI norms. The Government has propagated an investor-friendly FDI policy, in which most sectors are open for 100% FDI under the automatic route. India's FDI policy is also reviewed on an ongoing basis to ensure that India remains an attractive and investor-friendly destination.

India's economy showed great signs of recovery in FY22 after the COVID-19 pandemic. Nominal GDP or GDP at Current Prices in 2023-24 is estimated at Rs. 295.36 lakh crores (US\$ 3.54 trillion), against the First Revised Estimates (FRE) of GDP for the year 2022-23 of Rs. 269.50 lakh crores (US\$ 3.23 trillion). The growth in nominal GDP during 2023-24 is estimated at 9.6% as compared to 14.2% in 2022-23. Real GDP or GDP at Constant (2011-12) Prices in the year 2023-24 is estimated at Rs. 173.82 lakh crores (US\$ 2.08 trillion), against the First Revised Estimates (FRE) of GDP for the year 2022-23 of Rs. 160.71 lakh crores (US\$ 1.92 trillion). The growth in real GDP during 2023-24 is estimated at 8.2% as compared to 7.0% in 2022-23. These figures make India the fastest-growing major economy in the world, and this economic growth has translated to the domestic investment market in India. Retail investors, mutual funds, and PE/VC firms have all stepped up their domestic investments in the Indian market.

The share of retail investors in equity holding listed on the National Stock Exchange (NSE) reached an all-time high of 27% year-on-year (YoY) in (April-August) 2023. In Q1 of 2023, retail holding went up in 908 companies listed on NSE. As on June 30th, 2023, the value of retail holdings was only Rs. 21.69 lakh crore (US\$ 260.97 billion). As per a report by Zinnov, the share of Indian retail investors in listed equities has increased from 36% in FY17 to 41% in FY22, which was mostly fuelled by the launch of new-age financial products like cryptocurrency, digital gold, non-fungible tokens, and small cases. According to BSE, the number of registered investors on BSE recorded as 3.3 crore as of December 2023.

India ranked fourth globally in tech venture capital (VC) investments recording US\$ 24.1 billion in 2022. According to a report by Startup Genome, India has 429 scale-up companies with a total VC investment of US\$ 127 billion and a cumulative tech value investment of US\$ 446 billion. Moreover, India ranks fourth globally in terms of start-ups that have secured over US\$ 50 million in disclosed venture capital (VC) investment.

On the FDI front, according to the Department for Promotion of Industry and Internal Trade (DPIIT), India's cumulative FDI inflow stood at US\$ 990.97 billion between April 2000-March 2024; this was mainly due to the government's efforts to improve the ease of doing business and relax FDI norms. The total FDI inflow into India from January-March 2024 stood at US\$ 19.04 billion, while the FDI equity inflow for the same period was US\$ 12.38 billion.

From April 2000-March 2024, India's service sector attracted the highest FDI equity inflow of 16% amounting to US\$ 109.49 billion, followed by the computer software and hardware industry at 15%, amounting to US\$ 102.88 billion, trading at 6%, US\$ 43.39 billion, telecommunications at 6%, US\$ 39.32 billion and automobile industry at 5%, US\$ 36.26 billion. India also had major FDI inflows during April 2000-March 2024, coming from Mauritius at US\$ 171.84 billion with a total share of 25%, followed by Singapore at 24% (US\$ 159.94 billion), the USA at 10%, (US\$ 65.19 billion), Netherlands at 7%, (US\$ 48.68 billion) and Japan at 6%, (US\$ 41.91 billion).

India's Private Equity (PE)/Venture Capital (VC) investment environment is also scaling new heights, with increases in deal size, deal activity, and fundraising, as well as improvements in term sheets and benchmarking practices. Private Equity-Venture Capital (PE-VC) funds invested US\$ 6.9 billion (across 104 deals) in India-based companies in May 2024. In the May 2024, there were 16 large deals (deals value at over US\$ 100 million) aggregating to US\$ 5.6 billion, 61% higher than May 2023 (US\$ 3.5 billion across 12 deals).

Around 205 SME companies went public in FY24, raising a total of Rs. 6,300 crores (US\$ 754 million) through IPOs.

RISKS AND CONCERN:

Risks are integral to financial markets. However, it has been SEBI's continuous endeavor to reduce risks, even for service providers like your Company. As already mentioned, the company encounters risks posed by game changing technological, regulatory, taxation and competitive disruptions. Investments made by your company face market-related risks. Marked-to-market valuation of investments in compliance with accounting standards can have a meaningful impact on company's bottom line, beyond reasonable control of the management.

Efforts are being continuously made to make the Company withstand all such risks and grow. It has a diversified bouquet of service offerings to a cross section of customer base. Superior risk management measures have been put in place to reduce risk in broking business. Prudent asset allocation and selection of investment products in line with time horizon, dilutes risks in proprietary investments. A comprehensive risk evaluation methodology and processes for early identification and mitigation of all kinds of risks are also in place.

Our implementation of risk management at the operational level embraces the identification, analysis and assessment of all possible risks as provided below:

Risk	Concern	Response
Economic and political risk	Arising from changes in the macro-economic conditions like political instability, foreign exchange fluctuations and crude oil prices.	The Company has a dynamic business set up that allows itself to re-strategise and respond to the uncertainties.
Financial and market risk	Uncertainty in capital markets and negative investor sentiments may slow down the investments.	Diversified business offerings, strong research and experienced team ensure promptness and stable operations.
Competition risk	Loss of market share to existing players or new entrants.	Competition gets the best out of the Company. It makes all the efforts to offer undivided attention to its customers. Besides, strong digital infrastructure and risk management team further ensure steady flow of operations.
Regulatory and compliance risk	Regulatory risk arises due to dynamic changes in regulations that may significantly affect the business. Compliance risk arises due to the negligence in complying statutes, internal policies and best practices related to the business.	The Company has ensured transparent disclosures in meeting the regulatory norms. The experienced team is further capable of handling and fulfilling all regulatory norms.
Human resources risk	This risk arises due to low motivation, dissatisfaction or attrition of employees.	Using the human capital risk approach, the Company efficiently manages the working culture, declaring performance-based incentives, conducting induction and training programmes at regular intervals.

RISK MANAGEMENT:

The Company has established a comprehensive system for risk management and internal controls for all its businesses to manage the risks that it is exposed to. The objective of its risk management framework is to ensure that various risks are identified, measured and mitigated and also that policies, procedures and standards are established to address these risks and ensure a systematic response in the case of crystallization of such risks.

The Company has classified the key risks associated with its business into implied market risk, operational risk, information technology/cyber security risk, liquidity risk, credit risk and reputation risk. It has established various policies with respect to such risks which set forth limits, mitigation strategies and internal controls to be implemented by the three lines of defence approach provided below. These policies include a corporate risk and investment policy, a liquidity risk management policy, an operational risk management policy, an outsourcing policy, a fraud risk management policy, an information technology risk management policy, an information security management policy and a surveillance policy.

The Company is particularly sensitive to risks emanating from the introduction of new products and services. Before the launch of any new product or service, it is reviewed and approved by the corporate risk management group, compliance and operations groups and product and process approval committee that has been set up earlier. These groups and committee review the product/service through the lenses of regulatory compliance, risk management and integration with the existing risk management systems.

The Board oversees the Company's risk management and has constituted a Risk Management Committee, which frames and reviews risk management processes and controls.

The risk management system features a 'three lines of defence' approach

The first line of defence comprises its operational departments, which assume primary responsibility for their own risks and operate within the limits stipulated in various policies approved by the Board or by committees constituted by the Board.

The second and third line of defence comprises specialised departments such as risk management and compliance. They employ specialised methods to identify and assess risks faced by the operational departments and provide them with specialised risk management tools and methods, facilitate and monitor the implementation of effective risk management practices, develop monitoring tools for risk management, internal control and compliance, report risk related information and promote the adoption of appropriate risk prevention measures.

KEY RATIOS

PARTICULARS	2023-24	2022-23	Change in ratios in %
Current ratio	10.30	6.05	70%
Debt- Equity Ratio	-	0.00	N.A.
Debt Service Coverage Ratio	270.74	47.24	473%
Inventory Turnover Ratio	N.A	N. A.	N. A.
Return on Equity Ratio	0.13	0.07	80%
Trade Receivable Turnover Ratio	161.69	71.72	125%
Trade Payable Turnover Ratio	50.29	23.26	116%
Net Capital Turnover Ratio	1.39	0.65	113%
Net Profit Ratio	0.25	0.31	(19%)
Return on Capital Employed	0.17	0.10	74%
Return on Investment	0.03	0.02	51%

REASONS FOR MORE THAN 25% VARIANCE

PARTICULARS	REASONS FOR VARIANCE
Current ratio	Increased due to increases in deposits with bank and decrease in trade payables and other contractual liabilities
Debt Service Coverage Ratio	Increase due to increased in earning available for debt services
Return on Equity Ratio	Increase due to increased in net profits after tax

Trade Receivable Turnover Ratio	Increase due to increased in revenue from operation
Trade Payable Turnover Ratio	Increase due to increased in revenue from operation
Net Capital Turnover Ratio	Increase due to increased in revenue from operation
Return on Capital Employed	Increased due to increase in profits
Return on Investment	Increased due to increase in interest income

MATERIAL DEVELOPMENT AT HUMAN RESOURCES:

At Aryaman Financial Services Ltd, people are the key driving force behind the Company's success. They make us outperform. Respecting them, keeping them motivated and developing their skills and careers are essential if we are to be successful. We recognize and embrace the value that an engaged and motivated workforce can bring to an organization. The Company stays committed to its principle of 'Your Success is our Success'. The work environment is not just supportive of high levels of performance, but also the one in which people can share and celebrate their success.

Intellectual capital is one of the key resources of the Company to ensure business sustainability and growth. The Company has an experienced and talented pool of employees who play a key role in enhancing business efficiency, devising strategies, setting-up systems and evolving business as per industry requirements. The Company provides regular skill and personnel development training to enhance employee productivity. As part of group processes, the Company follows a robust leadership potential assessment and leadership development process. These processes identify and groom leaders for the future and also enable succession planning for critical positions in the Company.

Being a growth-oriented and progressive organization, it recognizes the importance of professionalism. The Company has embarked on several human resource initiatives to enhance the productivity of the organization and each individual. The Company endeavours to provide a safe, conducive and productive work environment.

SAFE HARBOUR:

In this Annual Report, we have disclosed forward-looking information to enable investors to comprehend our prospects and take investment decisions. This report and other statements - written and oral - that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried, wherever possible, to identify such statements by using words such as 'anticipate', 'estimate', 'expects', 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance.

We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in our assumptions. The achievements of results are subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialize or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should keep this in mind. We undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise.

CORPORATE GOVERNANCE REPORT FOR THE YEAR ENDED ON 31st MARCH 2024

1. Company Philosophy:

Corporate Governance primarily involves transparency, full disclosure, independent monitoring of the state of affairs and being fair to all stakeholders. The Corporate Governance Code has also been incorporated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company endeavors not only to meet the statutory requirements in this regard but also to go well beyond them by instituting such systems and procedures as are in accordance with the latest global trends of making management completely transparent and institutionally sound.

Your Company believes in the concept of Good Corporate Governance involving transparency, empowerment, accountability and integrity with a view to enhance stakeholder's value. The Company has professionals on its Board of Directors who are actively involved in the deliberations of the Board on all important policy matters.

2. Board of Directors:

As on 31st March, 2024, the strength of the Board was Six Directors. The Board comprised of Two Executive Director and Four Non-Executive Directors. The Chairman of the Board is an Executive Director. The Board is primarily responsible for the overall management of the Company's business. The composition of the Board of Directors is in conformity with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the relevant provisions of the Companies Act, 2013.

None of the Directors of the Company is a member of more than ten Committees or Chairman of more than five Committees across all companies in which he/she is a Director.

(A) Composition and category of Directors on 31st March, 2024:

Name of Director	Category
Mr. Shripal Shah	Executive Director, Promoter
Mr. Shreyas Shah	Executive Director, Promoter
Mr. Ram Gaud	Independent Director
Mr. Darshit Parikh	Independent Director
Mrs. Meloni Shah	Non -Executive Director
Mr. Prasad Anant Muley (w.e.f. March 04th, 2024)	Independent Director
Mr. Prakash Lavji Vaghela (w.e.f. March 26th, 2024)	Independent Director
Ms. Damini Baid (w.e.f. March 26th, 2024)	Independent Director

* Mr. Abhinav Anand, independent director of the company, resigned effective December 6, 2023.

** Mr. Ram Gaud and Mr. Darshit Parikh ceased to be a director of the Company upon completion of second term as an Independent Director w.e.f. end of business hours of March 31, 2024.

(B) Number of Board meetings and Attendance of Directors

During the FY 2023-24, 9 (Nine) Board meetings were held as against the statutory requirement of four meetings.

The details of Board meetings and attendance of Directors at these meetings and at last Annual General Meeting (AGM) are given below:

Name of Director	Attendance at the last AGM held on September 29, 2023	Number of Board Meetings		Board Meetings held on								
		Held	Attended	29-05-2023	24-07-2023	11-08-2023	31-08-2023	10-11-2023	04-02-2024	12-02-2024	04-03-2024	26-03-2024
Mr. Shripal Shah	Present	9	9	Present	Present	Present	Present	Present	Present	Present	Present	Present
Mr. Shreyas Shah	Present	9	9	Present	Present	Present	Present	Present	Present	Present	Present	Present
Mr. Ram Gaud *	Present	9	9	Present	Present	Present	Present	Present	Present	Present	Present	Present
Mr. Darshit Parikh*	Present	9	9	Present	Present	Present	Present	Present	Present	Present	Present	Present
Mrs. Meloni Shah	Present	9	9	Present	Present	Present	Present	Present	Present	Present	Present	Present
Mr. Abhinav Anand **	Present	9	5	Present	Present	Present	Present	Present	NA	NA	NA	NA
Mr. Prasad Anant Muley (w.e.f. March 04th, 2024)	NA	9	1	NA	NA	NA	NA	NA	NA	NA	NA	Present
Mr. Prakash Lavji Vaghela (w.e.f. March 26th, 2024)	NA	9	0	NA	NA	NA	NA	NA	NA	NA	NA	NA
Ms. Damini Baid (w.e.f. March 26th, 2024)	NA	9	0	NA	NA	NA	NA	NA	NA	NA	NA	NA

* Mr. Ram Gaud and Mr. Darshit Parikh ceased to be a director of the Company upon completion of second term as an Independent Director w.e.f. end of business hours of March 31, 2024.

** Mr. Abhinav Anand, independent director of the company, resigned effective December 6, 2023. Consequent to his resignation as independent director.

(C) Number of other board of directors or committees in which a director is a member or chairperson. (Including separately the names of the listed entities where the person is a director and the category of directorship)

Name of Director	No. of Directorship(s) held in Indian Public Limited Companies (including this Company)	Committee(s) position*		Directorship in other equity listed company(ies) and category of directorship*
		Member	Chairman	
Mr. Shripal Shah	3	4	0	<ul style="list-style-type: none"> Escorp Asset Management Limited Aryaman Capital Markets Limited
Mr. Shreyas Shah	4	1	0	<ul style="list-style-type: none"> Escorp Asset Management Limited Roopshri Resorts Limited Aryaman Capital Markets Limited
Mr. Ram Gaud	2	2	1	<ul style="list-style-type: none"> Aryaman Capital Markets Limited
Mr. Darshit Parikh	2	2	2	<ul style="list-style-type: none"> Escorp Asset Management Limited Aryaman Capital Markets Limited
Mrs. Meloni Shah	1	0	0	-
Mr. Prasad Anant Muley (w.e.f. March 04th, 2024)	1	0	0	-
Mr. Prakash Lavji Vaghela (w.e.f. March 26th, 2024)	9	8	1	<ul style="list-style-type: none"> Shrivallabh Pittie Ventures Limited Citron Infraprojects Limited National Standard (India) Limited Roselabs Finance Limited Diligent Media Corporation Limited Ducon Infratechnologies Limited Helios Exports Limited SVP Global Textiles Limited
Ms. Damini Baid (w.e.f. March 26th, 2024)	2	0	0	<ul style="list-style-type: none"> Mangal Compusolution Limited

- The number of directorships in other listed and public limited companies has been considered for determining the total number of directorships

- Only the Audit Committee and Stakeholders' Relationship Committee positions in other listed and other public limited companies have been considered for the committee positions.

(D) Disclosure of relationships between directors inter-se -

Mr. Shripal Shah, Mr. Shreyas Shah and Mrs. Meloni Shah are related to each other.

(G) Number of shares and convertible instruments held by non-executive directors – Not Applicable.

(F) Web link where details of familiarisation programmes imparted to independent directors is disclosed.

Details of familiarisation programmes for the Independent Directors are available on the website of the Company and can be accessed at <https://www.afsl.co.in/investor-relation.php>

(G) Chart or a matrix setting out the skills/expertise/competence of the board of directors.

- The Board of Directors have identified the following core competencies in the context of the Company's business operations to function effectively.

Strategy Planning	Industry Knowledge & Experience
Risk Management	Policy Development
Governance and Compliance	Corporate Leadership
Expertise/Experience in Finance & Accounts /Audit	Legal & Regulatory
Member and stakeholder engagement	Human Resource Management

The names of directors who have such skills / expertise / competence:

Name of Director	Areas of Expertise
Mr. Shripal Shah	<ul style="list-style-type: none"> • Strategy Planning • Risk Management • Governance and Compliance • Expertise/Experience in Finance & Accounts/Audit • Member and stakeholder engagement • Industry Knowledge & Experience • Corporate Leadership
Mr. Shreyas Shah	<ul style="list-style-type: none"> • Strategy Planning • Expertise/Experience in Finance & Accounts /Audit • Industry Knowledge & Experience • Policy Development • Legal & Regulatory • Human Resource Management
Mr. Ram Gaud	<ul style="list-style-type: none"> • Risk Management • Governance and Compliance • Expertise/Experience in Finance & Accounts /Audit • Industry Knowledge & Experience • Corporate Leadership • Legal & Regulatory
Mr. Darshit Parikh	<ul style="list-style-type: none"> • Risk Management • Governance and Compliance • Expertise/Experience in Finance & Accounts /Audit • Member and stakeholder engagement • Policy Development • Legal & Regulatory

<p>Mr. Abhinav Anand*</p>	<ul style="list-style-type: none"> • Risk Management • Governance and Compliance • Member and stakeholder engagement • Industry Knowledge & Experience • Policy Development • Legal & Regulatory
<p>Mrs. Meloni Shah</p>	<ul style="list-style-type: none"> • Strategy Planning • Risk Management • Governance and Compliance • Industry Knowledge & Experience • Corporate Leadership
<p>Mr. Prasad Anant Muley (w.e.f. March 04th, 2024)</p>	<ul style="list-style-type: none"> • Risk Management • Governance and Compliance • Expertise/Experience in Finance & Accounts /Audit • Industry Knowledge & Experience • Corporate Leadership • Legal & Regulatory
<p>Mr. Prakash Lavji Vaghela (w.e.f. March 26th, 2024)</p>	<ul style="list-style-type: none"> • Member and stakeholder engagement • Industry Knowledge & Experience • Governance and Compliance • Expertise/Experience in Finance & Accounts /Audit • Industry Knowledge & Experience • Corporate Leadership • Legal & Regulatory
<p>Ms. Damini Baid (w.e.f. March 26th, 2024)</p>	<ul style="list-style-type: none"> • Governance and Compliance • Expertise/Experience in Finance & Accounts /Audit • Industry Knowledge & Experience • Corporate Leadership • Legal & Regulatory

* Mr. Abhinav Anand, independent director of the company, resigned effective December 6, 2023. Consequent to his resignation as independent director.

- The board of directors hereby declares that, in their opinion, the independent directors meet the conditions specified in these regulations and are independent of management
- During the year under review Mr. Abhinav Anand, independent director of the company, resigned effective December 6, 2023, due to personal reason and professional Commitments.
- **The board of directors hereby confirms that there are no other material reasons other than those as cited above.**

Committees of the Board

(I) Audit Committee

The Audit Committee, as per Section 177 of Companies Act, 2013, continued working under Chairmanship of Mr. Darshit Parikh. During the year, the committee met Five (5) with full attendance of all the members. The composition of the Audit Committee as at March 31, 2024 and details of the Members participation at the Meetings of the Committee are as under

Name of Director	Category	Position in the committee	Attendance at the Audit Committee Meetings held on				
			29-05-2023	11-08-2023	31-08-2023	10-11-2023	12-02-2024
Mr. Darshit Parikh	Independent Director	Chairperson	Yes	Yes	Yes	Yes	Yes
Mr. Shripal Shah	Executive Director	Member	Yes	Yes	Yes	Yes	Yes
Mr. Ram Gaud	Independent Director	Member	Yes	Yes	Yes	Yes	Yes

Changes that took place in the composition of the Audit Committee during the year and as of the date of this report.

* Mr. Prakash Lavji Vaghela and Ms. Damini Baid were inducted on the Audit Committee effective from 01st April 2024.

** Mr. Prakash Lavji Vaghela is designated as Chairman of the Audit Committee effective from 01st April 2024.

*** Consequent to completion of their tenure effective 31st March 2024 (Closure of Business Hours), Mr. Ram Gaud Mr. Darshit Parikh ceased to be a member of Audit Committee.

The Committee is governed by a Charter, which is in line with the regulatory requirements mandated by the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Some of the important functions performed by the Committee are:

- Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements;
 - f. Disclosure of any related party transactions;
 - g. Modified opinion(s) in the draft audit report;
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public issue or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the board to take up steps in this matter;
- Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the listed entity, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;

- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the whistle blower mechanism;
- Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the audit committee.
- Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
- Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

The audit committee shall mandatorily review the following information:

- Management discussion and analysis of financial condition and results of operations;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.

Statement of deviations:

- Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
- Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

All the Members on the Audit Committee have the requisite qualification for appointment on the Committee and possess sound knowledge of finance, accounting practices and internal controls.

The Statutory Auditors, Internal Auditors, Chief Financial Officer are invited to attend the meetings of the Committee. The Company Secretary acts as the Secretary to the Committee. Mr. Darshit Parikh, the Chairman of the Committee, was present at the last Annual General Meeting (AGM) held on September 29, 2023.

(2) Nomination and Remuneration Committee:

The Nomination and Remuneration Committee, as per Section 178 of Companies Act, 2013, continued working under Chairmanship of Mr. Darshit Parikh. During the year, the committee met four (4) times with full attendance of all the members. The composition of the Nomination and Remuneration Committee as at March 31, 2024 and details of the Members participation at the Meetings of the Committee are as under:

Name of Director	Category	Position in the committee	Attendance at the Remuneration Committee held on			
			29-05-2023	04-02-2024	04-03-2024	26-03-2024
Mr. Darshit Parikh	Independent Director	Chairperson	Yes	Yes	Yes	Yes
Mr. Ram Gaud	Independent Director	Member	Yes	Yes	Yes	Yes
Mr. Abhinav Anand *	Independent Director	Member	Yes	NA	NA	NA
Mr. Prasad Anant Muley**	Independent Director	Member	NA	NA	NA	Yes
Ms. Meloni Shah****	Non-Executive - Non Independent Director	Member	NA	Yes	Yes	Yes

Changes that took place in the composition of the Nomination and Remuneration Committee during the year and as of the date of this report.

* Mr. Abhinav Anand, independent director of the company, resigned effective December 6, 2023. Consequent to his resignation as independent director, he ceases to be a member of the committee.

** Mr. Prasad Anant Muley was inducted on the nomination and remuneration committee effective March 4, 2024, and designated as chairman of the committee effective April 1, 2024.

*** Consequent to the completion of their tenure effective March 31, 2024 (Closure of Business Hours), Mr. Ram Gaud and Mr. Darshit Parikh ceased to be members of the Nomination and Remuneration Committee.

**** Mr. Prakash Lavji Vaghela and Ms. Damini Baid were inducted on the Nomination and Remuneration Committee effective April 1, 2024.

***** Ms. Meloni Shah was inducted on the nomination and remuneration committee, effective January 1, 2024, upto March 31, 2024.

The terms of reference of the Committee inter alia, include the following:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a. Use the services of an external agencies, if required;
 - b. Consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c. Consider the time commitments of the candidates.
- Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- Devising a policy on diversity of board of directors;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- Recommend to the board, all remuneration, in whatever form, payable to senior management.
- The Company has formulated a Remuneration Policy which is annexed to the Board's Report.

Board Evaluation:

The Board carried out formal annual evaluation of its own performance and that of its Committees viz., the Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee (NRC). The Board also carried out the performance evaluation of all the individual directors including the Chairman of the Company. Additionally, NRC also carried out the evaluation of the performance of all the individual directors and Chairman of the Company. The performance evaluation was carried out by way of obtaining feedback from the Directors through a structured questionnaire prepared in accordance with the policy adopted by the Board and after taking into consideration the Guidance Note on Board Evaluation issued by Securities and Exchange Board of India.

The structured questionnaire prepared to evaluate the performance of individual directors and the Chairman, inter alia, contained parameters such as professional conduct, roles and functions, discharge of duties and their contribution to Board/ Committees/Senior Management. The questionnaire prepared for evaluation of the Board and its Committees, inter alia, covered various aspects such as structure and composition, effectiveness of board process, information and roles, responsibilities and functioning of the Board and its Committees, establishment and determination of responsibilities of Committees, the quality of relationship between the board and the management and professional development.

The feedback received from the Directors through the above questionnaire was reviewed by the Chairman of the Board and the Chairman of the NRC and then discussed the same at the meetings of the Board and NRC respectively.

Performance evaluation criteria for independent directors

The performance evaluation of the Chairman, Managing Director and the Board as a whole was carried out by the Independent Directors at their separate meeting, who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

(3) Stakeholders' Relationship Committee:

The Stakeholders' Relationship Committee, as per Section 178 (5) of Companies Act, 2013, continued working under Chairmanship of Mr. Darshit Parikh. During the year, the committee met two times with full attendance of all the members. The composition of the Stakeholders' Relationship Committee as at March 31, 2024 and details of the Members participation at the Meetings of the Committee are as under:

Name of Director	Category	Position in the committee	Attendance at the Stakeholders' Relationship Committee held on	
			29.05.2023	20-11-2023
Mr. Darshit Parikh	Independent Director	Chairperson	Yes	Yes
Mr. Shripal Shah	Executive Director	Member	Yes	Yes
Mr. Abhinav Anand*	Independent Director	Member	Yes	Yes
Mr. Prasad Anant Muley	Independent Director	Member	Na	Na
Ms. Meloni Shah	Non-Executive - Non Independent Director	Member	Na	Na

Changes that took place in the composition of the Stakeholders Relationship Committee during the year and as of the date of this report.

* Mr. Prasad Anant Muley was inducted on the Committee effective March 4, 2024 up to March 31, 2024.

** Mr. Abhinav Anand, independent director of the company, resigned effective December 6, 2023. Consequent to his resignation as independent director, he ceases to be a member of the committee.

*** Ms. Meloni Shah was inducted on the Stakeholders Relationship Committee, effective January 1, 2024, up to until March 31, 2024.

**** Mr. Prakash Lavji Vaghela and Ms. Damini Baid was inducted on the Committee effective from 01st April 2024 and Mr. Prakash Lavji Vaghela is designated as Chairman of the Committee effective from 01st April 2024.

The terms of reference of the Committee are:

- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

During the year, No Complaint was received from shareholder on SCORES and was resolved successfully. There are no balance complaints. The Company had no share transfers pending as on March 31, 2024.

Ms. Reenal Khandelwal, Company Secretary of the Company is Compliance Officer.

(5A) Risk Management Committee – Not Applicable.

(5B) Senior management**Particulars of senior management as on 31st March 2024:**

Sr. No	Name of Senior Management Personnel ("SMP")	Designation
1	Mr. Shripal Shah	Whole time Director
2	Mr. Shreyas Shah	Whole time Director
3	Ms. Reenal Khandelwal	Company Secretary and Compliance Officer
4	Mr. Shripal Shah	Chief Financial Officer

During the financial year, there has been no change in senior management.

(6) Remuneration of Directors:**(a) Non-Executive Directors:**

- Non-Executive Director receive remuneration by way of sitting fees only. The details of sitting fees paid during FY 2023-2024 are given in financials.
- Criteria of making payments to non-executive directors are available on <https://www.afsl.co.in/investor-relation.php>.

(b) Executive Directors:

- Details of remuneration paid to Executive Director during FY 2023-24 is provided in Financials.

Following is remuneration package details for Executive Directors:**(a) Mr. Shripal Shah:**

- Remuneration by way of salary, allowances and perquisites up to Rs. 30 Lakhs per annum from the Company (subject to increments as per Company policy).
- He shall be entitled to incentives, perquisites and allowances.
- In addition to above, he shall be entitled to variable compensation, including Short-Term Achievement Reward, in line with Company's compensation policies, as may be amended from time to time, being variable payment linked to contribution and impact on business results achieved by the Company.
- He will not be entitled to sitting fees for attending meetings of the Board or any Committees thereof.
- The Board of Directors may modify / revise the terms and conditions and the remuneration of Mr. Shripal Shah provided, however, the terms of remuneration of Mr. Shripal Shah shall not exceed the ceiling as set out in Section 197 of the Act read with Schedule V to the Act, as amended from time to time.
- Re-imbursalment of Expenses: the Company shall pay or reimburse to Mr. Shripal Shah, reasonable and necessary business expenses as incurred by him, which are directly related to the performance of his duties of employment including travel, professional membership and professional development subject to documents submitted by Mr. Shripal Shah.

- All payments of remunerations to be made by the Company subject to this resolution shall be gross of tax and shall be subject to deduction of tax payable in accordance with the applicable law as may be from time to time

(b) Mr. Shreyas Shah:

- Remuneration by way of salary, allowances and perquisites up to Rs. 30 Lakhs per annum from the Company (subject to increments as per Company policy).
- He shall be entitled to incentives, perquisites and allowances. In addition to above, he shall be entitled to variable compensation, including Short-Term Achievement.
- Reward, in line with Company's compensation policies, as may be amended from time to time, being variable Payment linked to contribution and impact on business results achieved by the Company.
- He will not be entitled to sitting fees for attending meetings of the Board or any Committees thereof.
- The Board of Directors may modify / revise the terms and conditions and the remuneration of Mr. Shreyas Shah provided, however, the terms of remuneration of Mr. Shreyas Shah shall not exceed the ceiling as set out in Section 197 of the Act read with Schedule V to the Act, as amended from time to time.
- Re-imbursalment of Expenses: the Company shall pay or reimburse to Mr. Shreyas Shah, reasonable and necessary business expenses as incurred by him, which are directly related to the performance of his duties of employment including travel, professional membership and professional development subject to documents submitted by Mr. Shreyas Shah.
- All payments of remunerations to be made by the Company subject to this resolution shall be gross of tax and shall be subject to deduction of tax payable in accordance with the applicable law as may be from time to time.

No. of shares held by Executive Directors and Non-Executive.

3. As at March 31, 2024, following is the shareholding of executive directors;

Sr. No.	Name of Director	No of Shares	% of Total Shares of the Company
1.	Mr. Shripal Shah	90,000	0.77
2.	Mr. Shreyas Shah	90,000	0.77

None of the Non-Executive Directors of the Company held any shares of the Company.

4. General Body Meetings:

- Annual general meetings:**

The date, time and venue of the Annual General Meetings held during preceding three years and the special resolution(s) passed thereat, are as follows:

AGM	Year ended as on	Venue	Date	Time	Whether any Special Resolution passed or not	Special Resolution(s) Passed
27th	31.03.2021	AGM conducted through VC	29.09.2021	02.00 P.M.	No	Na
28th	31.03.2022	AGM conducted through VC	27.09.2022	02.00 P.M.	No	Na
29th	31.03.2023	AGM conducted through VC	29.09.2023	11.00 A.M	Yes	To Re-appoint Mr. Abhinav Anand as an Independent Director.

- Extraordinary General Meeting**

- Extra Ordinary General Meeting: No Extraordinary General Meeting of the Shareholders was held during the Financial Year 2023-24

- Postal Ballot:**

i. Details of resolutions passed by postal ballot: During the Financial Year 2023-24, the Company had sought the approval of the Shareholders by way of Postal Ballot through remote e-Voting process, vide Notice dated 26 March, 2024, on the following Resolution(s):

Sr No.	Resolutions	Type of Resolution
1	Re-appointment of Mr.Shripal Shah (DIN:01628855) as Whole Time Director	Special Resolution
2	Re-appointment of Mr.Shreyas Shah (DIN: 01835575) as Whole Time Director	Special Resolution
3	Re-appointment of Ms.Meloni Shah (DIN: 03342248) as Non-Executive Non-Independent Director	Special Resolution
4	Appointment of Mr.Prakash Vaghela (DIN: 07768595) an Independent Director	Special Resolution
5	Appointment of Ms.Damini Baid (DIN: 10337935) an Independent Director	Special Resolution
6	Appointment of Mr.Prasad Anant Muley (DIN: 10531689) an Independent Director	Special Resolution

ii. The details of e-Voting:

Sr No.	Description of the Resolution	Votes in favour of the Resolution(s)		Votes against of the Resolution(s)		Invalid
		No. of votes cast	% of total valid votes cast	No. of votes cast	% of total valid votes cast	
1	Re-appointment of Mr.Shripal Shah (DIN: 01628855) as Whole Time Director	8354793	99.9982	150	0.002	Nil
2	Re-appointment of Mr.Shreyas Shah (DIN: 01835575) as Whole Time Director	8354793	99.9982	150	0.002	Nil
3	Re-appointment of Ms.Meloni Shah (DIN: 03342248) as Non-Executive Non-Independent Director	8354793	99.9982	150	0.002	Nil
4	Appointment of Mr.Prakash Vaghela (DIN: 07768595) an Independent Director	8354793	99.9982	150	0.002	Nil
5	Appointment of Ms.Damini Baid (DIN: 10337935) an Independent Director	8354793	99.9982	150	0.002	Nil
6	Appointment of Mr.Prasad Anant Muley (DIN: 10531689) an Independent Director	8354793	99.9982	150	0.002	Nil

The resolutions were passed with the requisite majority on 26th April 2024 (being the last date of remote e-Voting), and the results of which were announced on 30th April 2024.

- Person who conducted the aforesaid postal ballot exercise:**

The Board of Directors had appointed Mr. Jigarkumar Gandhi, Practicing Company Secretary (FCS 7569, CP 8108), as the Scrutiniser to conduct the Postal Ballot only through the remote e-Voting process and for scrutinising the votes cast therein, in a fair and transparent manner.

- Procedure for Postal Ballot:**

In compliance with the provisions of Sections 108 and Section 110 and other applicable provisions of the Act, read with the Rules framed thereunder and the General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 10/2021 dated 23rd June 2021, 03/2022 dated 5th May 2022, 11/2022 dated 28th December 2022, 09/2023 dated 25th September 2023 and other relevant circulars and notifications issued by the Ministry of Corporate Affairs, the Company provided only remote e-Voting facility to its Equity Shareholders to enable them to cast their votes electronically. The facility for voting through ballot paper is also available and the members who have not cast their vote by remote e-voting may exercise their right through ballot paper.

The Company engaged the services of NSDL for facilitating remote e-Voting to enable the Members to cast their votes electronically.

The Company sent the Postal Ballot Notice in electronic form only to those Equity Shareholders whose names appeared in the Register of Members/List of Beneficial Owners as received from NSDL and CDSL and whose e-mail addresses were available with the Company/Depositories/the Depository Participants/the Company's Registrar and Share Transfer Agent as on the cut-off date.

Voting rights were reckoned on the paid-up value of the shares registered in the names of the Members as on the cut-off date i.e., Friday, 22nd March, 2024. Members who desired to exercise their votes by electronic mode were requested to vote before close of business hours on the last date of e-Voting.

The Scrutiniser, after the completion of scrutiny, submitted his report and the consolidated results of the Postal Ballot through remote e-Voting were announced by the Company Secretary on 30th April 2024. The results are displayed on the website of the Company, <https://www.afsl.co.in/investor-relation.php> besides being communicated to the stock exchanges, depository and Registrar and Share Transfer Agent. The resolutions are

deemed to have been passed on 26th April 2024, the last date specified for receipt of votes through remote e-Voting process.

5. Means of Communication:

The Quarterly / Annual financial results sent to the Stock Exchanges and published in Newspaper.

Newspapers wherein results normally published: The Quarterly / Annual financial results are published in the Financial Express (English) and Jansatta (Hindi) in accordance with the Listing Regulations.

Website, where results are displayed

The Quarterly / Annual results are also uploaded on the website of the Company <https://www.afsl.co.in/investor-relation.php>.

Website for investor complaints

The Company has created an exclusive Email - ID feedback@afsl.co.in for investor complaints.

Investors can also refer to the SEBI Complaints Redress System (SCORES) for a centralized, web-based platform that tracks the status of their complaints. Additionally, they can use the SMART ODR Portal for online dispute resolution, ensuring efficient handling of their concerns.

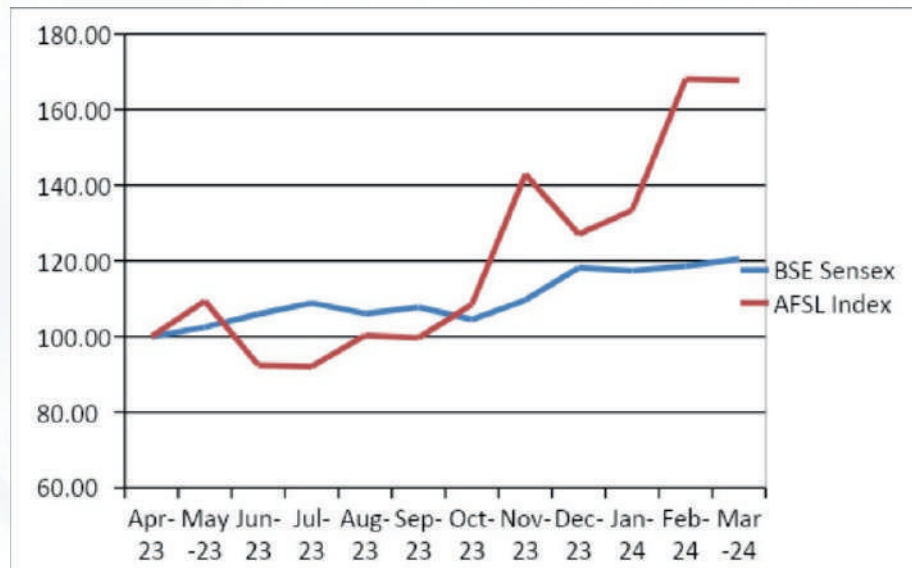
Presentations to institutional investors or analysts – Not Applicable
6. General shareholder information:

AGM – Date and Time	Monday, September 30, 2024, 11.00 P.M., through Video Conference (VC) / Other Audio-Visual Means (OAVM)																																										
Financial Year:	1st April 2023 to 31st March 2024																																										
Dividend payment date	Not Applicable																																										
Book Closure Date:	Monday, September 23, 2024 to Sunday, September 29, 2024																																										
ISIN:	INE032E01017																																										
Listing of Equity Shares on stock exchanges:	BSE Limited, P. J. Towers, Fort, Mumbai – 400 001																																										
Listing fees payment status:	The Company has paid the listing fees, to the Stock Exchanges for the financial year 2023-24																																										
Stock code:	530245																																										
Share Transfer System:	As mandated by SEBI, securities of the Company can be transferred/ traded only in dematerialised form. Shareholders holding shares in physical form are advised to avail the facility of dematerialisation. The Company has received a certificate from a Company Secretary in Practice, certifying that during the year, all certificates/Letters of confirmation for transfer, transmission, transposition, sub-division, consolidation, renewal, exchange and change/deletion of names of shareholders, were issued as required under Regulation 40(9) of the Listing Regulations. The said certificate was duly filed with the Stock Exchanges.																																										
Registrar & transfer agents:	Adroit Corporate Services Private Limited 19/20, Jafferboy Industrial Estate 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai – 400 059 Tel. No. : 022 – 4227 0423 E-Mail id: sandeeps@adroitcorporate.com																																										
Market Price Data (Monthly):	<table border="1"> <thead> <tr> <th>Month</th> <th>High Price</th> <th>Low Price</th> <th>No. of Shares Traded</th> </tr> </thead> <tbody> <tr> <td>Apr-23</td> <td>166.95</td> <td>107.5</td> <td>16813</td> </tr> <tr> <td>May-23</td> <td>160.8</td> <td>119</td> <td>17684</td> </tr> <tr> <td>Jun-23</td> <td>200.55</td> <td>134.9</td> <td>33435</td> </tr> <tr> <td>Jul-23</td> <td>148.8</td> <td>121.6</td> <td>417046</td> </tr> <tr> <td>Aug-23</td> <td>153.5</td> <td>125</td> <td>44603</td> </tr> <tr> <td>Sep-23</td> <td>155.75</td> <td>139.2</td> <td>14134</td> </tr> <tr> <td>Oct-23</td> <td>161</td> <td>142</td> <td>3045</td> </tr> <tr> <td>Nov-23</td> <td>210</td> <td>148.25</td> <td>24551</td> </tr> <tr> <td>Dec-23</td> <td>210</td> <td>180</td> <td>20626</td> </tr> </tbody> </table>			Month	High Price	Low Price	No. of Shares Traded	Apr-23	166.95	107.5	16813	May-23	160.8	119	17684	Jun-23	200.55	134.9	33435	Jul-23	148.8	121.6	417046	Aug-23	153.5	125	44603	Sep-23	155.75	139.2	14134	Oct-23	161	142	3045	Nov-23	210	148.25	24551	Dec-23	210	180	20626
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Jan-24	215	180.1	68685
Feb-24	250	177	35929
Mar-24	250	225	11142

Share Price Performance in comparison to broad based indices – BSE Sensex as on March 31, 2024

BSE Sensex vs AFSL Share Price



Performance in comparison to broad-based indices

Month	BSE Sensex – Close Price	AFSL – Close Price	BSE Sensex – Close % Change	AFSL Close %
Apr-23	61112.44	146.55	100.00	100.00
May-23	62622.24	160.3	102.47	109.38
Jun-23	64718.56	135.45	105.90	92.43
Jul-23	66527.67	135	108.86	92.12
Aug-23	64831.41	146.95	106.09	100.27
Sep-23	65828.41	146	107.72	99.62
Oct-23	63874.93	159	104.52	108.50
Nov-23	66988.44	209.45	109.62	142.92
Dec-23	72240.26	186.25	118.21	127.09
Jan-24	71752.11	195.5	117.41	133.40
Feb-24	72500.3	246.35	118.63	168.10
Mar-24	73651.35	245.95	120.52	167.83

Distribution of Shareholding:	<table border="1"> <thead> <tr> <th>Shareholding of Nominal Value of Rs. 10/- each</th> <th>No. of shareholders</th> <th>% of shareholders</th> <th>Share Amount</th> <th>% of shareholding</th> </tr> </thead> <tbody> <tr> <td>Up to 5000</td> <td>1517</td> <td>96.74745</td> <td>297219</td> <td>2.544248</td> </tr> <tr> <td>5001 to 10000</td> <td>6</td> <td>0.382653</td> <td>46412</td> <td>0.397295</td> </tr> <tr> <td>10001 to 20,000</td> <td>13</td> <td>0.829082</td> <td>197960</td> <td>1.694573</td> </tr> <tr> <td>20,001 to 50,000</td> <td>8</td> <td>0.510204</td> <td>250482</td> <td>2.144172</td> </tr> <tr> <td>50,001 & above</td> <td>24</td> <td>1.530612</td> <td>10889927</td> <td>93.21972</td> </tr> <tr> <td>Total</td> <td>1568</td> <td>100.00</td> <td>1,16,820,000</td> <td>100.00</td> </tr> </tbody> </table>	Shareholding of Nominal Value of Rs. 10/- each	No. of shareholders	% of shareholders	Share Amount	% of shareholding	Up to 5000	1517	96.74745	297219	2.544248	5001 to 10000	6	0.382653	46412	0.397295	10001 to 20,000	13	0.829082	197960	1.694573	20,001 to 50,000	8	0.510204	250482	2.144172	50,001 & above	24	1.530612	10889927	93.21972	Total	1568	100.00	1,16,820,000	100.00
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Shareholding Pattern as March 31, 2024:	NRIs/Foreign Nationals	33241	0.28	
	Clearing Member	-	-	
	Total	1,16,82,000	100.00	
Details of shares lying in the suspense account:	Sr.No.	Particulars	No. of Shareholders	No. of Shares
	1.	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year	Nil	Nil
	2.	Number of shareholders who approached the Company for transfer of shares from the suspense account during the year	Nil	Nil
	3.	Number of shareholders to whom shares were transferred from the suspense account during the year	Nil	Nil
	4.	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	Nil	Nil
Plant Locations	The Company is mainly involved in the business of Lead Management and Syndication of Small and Medium Sized (Rs. 10 cr. to Rs. 200 cr.) IPO's, FPO's, Rights Issues, Composite Issues, QIP's, PIPE Deals, VC Funding and other forms of Fund Raising.. Consequently, the Company does not possess any physical assets or manufacturing facilities.			
Address for correspondence:	Aryaman Financial Services Limited Ms. Reenal Khandewal (Company Secretary) 60, Khatau Building, Ground. Floor, Alkesh Dinesh Modi Marg, Fort, Mumbai – 400 001 Tel : 022 – 6216 6999 Fax: 022 – 2263 0434			

7. Disclosures:

1. The Company did not have any material significant related party transactions having a potential conflict with the interest of the Company at large. Transactions with the related parties are disclosed in the audited financial statements.
2. The financial statements have been prepared in accordance with the Indian Accounting Standards (IND-AS).
3. Details of non-compliance by the Company, penalties, strictures imposed on the Company by stock exchange or SEBI, or any statutory authority, on any matter related to capital markets, during the last three years.

"SEBI has imposed a penalty of ₹100,000 on the Company for violating provisions of:

- Regulation 245(3) of SEBI (ICDR) Regulations, 2018
- Regulation 13 read with Clause 3, 4, 6, 7, and 21 of Schedule III of Merchant Bankers Regulations 1992
- Regulation 9A(1)(e) SEBI (Merchant Bankers) Regulations 1992

The Company has made the payment of the fine/penalty and no further irregularities have been observed. The Company has taken this on record and will strive to be more diligent in the future. Additionally, SEBI has issued an administrative warning, which is not quantifiable in monetary terms."

4. The Company has a vigil mechanism for employees to report concerns about unethical behavior, actual or suspected fraud or violation of our code of conduct and confirms that no personnel have been denied access to the Audit Committee
5. Details of mandatory requirements and adoption of the non-mandatory requirements: The Company has complied with mandatory requirements specified from Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI (LODR) Regulations, 2015. The company did not adopt any non-mandatory requirements.
6. The Company has a formal system of internal control testing which examines both the design effectiveness and operational effectiveness to ensure reliability of financial and operational information and all statutory / regulatory compliances.
7. Policy for determining 'material' subsidiaries and Policy on dealing with related party transactions is available on <https://www.afsl.co.in/investor-relation.php>.

8. Disclosure of commodity price risks and commodity hedging activities: N.A.

9. Details of utilisation of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A): During the year the Company did not raised any funds through preferential allotment or qualified institutions placement.
10. Disclosure of non-acceptance of any recommendation of any committee by the Board in the Financial Year 2023-24 and its reason: There was no such instance during the Financial Year 2023-24 when the Board had not accepted any recommendation of any Committee of the Board.
11. The Company has complied with mandatory requirements specified from Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI (LODR) Regulations, 2015.
12. The CFO have issued certificate pursuant to the provisions of Regulation 17(8) of the SEBI (LODR) Regulations, 2015 certifying that the financial statements do not contain any untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.
13. Pursuant to SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, a certificate from JNG & Co., Company Secretaries, certifying the compliance by the Company with the provisions of the Corporate Governance of the Listing Regulations forms part of this Report.
14. Pursuant to SEBI (LODR) Regulations, 2015, that none of the Directors on the Board of the Company have been debarred or disqualified as Directors of Companies by SEBI or Ministry of Corporate Affairs or any such other Authority is issued by M/s JNG and Co., Practicing Company Secretaries, annexed to this report and forms part of this Report.

15. Disclosures of number of complaints received, disposed off and pending during financial year 2023-24 under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 .The Company is committed to provide a work environment which ensures that every employee is treated with dignity, respect and afforded equal treatment. In accordance with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ("POSH Act") along with Rules made thereunder, the Company has in place a policy which mandates no tolerance against any conduct amounting to sexual harassment of women at workplace. There were no case / complaints filed during the year, under the POSH Act. Further, the Company has constituted Internal Complaints Committee for various work places to redress and resolve any complaints arising under the POSH Act.
16. The Company have paid fees to statutory auditor of the subsidiaries of the Company and the Company. The total fees paid by the Company to Statutory Auditors (including tax audit fees and certification fees) during the financial year 2023-24 is Rs. 2.29 Lakh. As confirmed by Statutory Auditors of the Company, they are not part of any network firm/network entity.
17. Loans and advances in the nature of loans to firms/companies in which directors are interested: There were no loans given to any companies or firms in which Directors are interested. Details of guarantees and investments covered under the provisions of Section 186 of the Act are given in the notes to the Financial Statements.
18. Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries

Sr. No.	Particulars	Name of Subsidiary	
		Aryaman Capital Markets Limited	Escorp Asset Management Limited
1.	Date of Incorporation	July 22, 2008	February 13, 2011
2.	Place of Incorporation	Mumbai	Mumbai
3.	Name of Statutory Auditor	V N Purohit and Co.	V N Purohit and Co
4.	Date of Appointment of Statutory Auditor	April 01, 2017	April 01, 2017

8. NON- COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT:

There have been no instances of non-compliance of any requirement of the Corporate Governance Report as prescribed by the SEBI LODR.

9. DISCLOSURE OF COMPLIANCE WITH THE SEBI LODR:

The Company has complied with the Corporate Governance requirements specified in Regulations 17 to 27 and clauses (b) to (i) of Sub-Regulation (2) of Regulation 46 and Schedule V - Part C to F of the SEBI LODR.

The CFO have issued certificate pursuant to the provisions of Regulation 17(8) of the SEBI (LODR) Regulations, 2015 certifying that the financial statements do not contain any untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.

Pursuant to SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, a certificate from JNG & Co., Company Secretaries, certifying the compliance by the Company with the provisions of the Corporate Governance of the Listing Regulations forms part of this Report.

Pursuant to SEBI (LODR) Regulations, 2015, that none of the Directors on the Board of the Company have been debarred or disqualified as Directors of Companies by SEBI or Ministry of Corporate Affairs or any such other Authority is issued by M/s JNG and Co., Practicing Company Secretaries, annexed to this report and forms part of this Report.

Declaration as required under Regulation 26 of SEBI (LODR) Regulations, 2015

In accordance with SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, I hereby confirm that for the financial year ended March 31, 2024, the Directors and Senior Management Personnel of the Company have affirmed compliance with the "AFSL - Code Of Conduct" for Directors and Senior Management Personnel.

For Aryaman Financial Services Limited

Sd/-
Shripal Shah
(Executive Director)

DIN: 01628855

Tuesday, September 03, 2024

CERTIFICATION BY CFO UNDER REGULATION 17 (8) OF THE LISTING REGULATION

To
The Board of Directors,
Aryaman Financial Services Limited,

We have reviewed the financial statements and the cash flow statement of Aryaman Financial Services Ltd. for the year ended March 31, 2024 and to the best of our knowledge and belief:

these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.

There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.

We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take for rectifying these deficiencies.

We have indicated to the Auditors and the Audit Committee:

Significant changes in internal control over financial reporting during the year;

Significant changes in accounting policies made during the year and the same have been disclosed in the notes to the financial statements; and

Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Aryaman Financial Services Limited

sd/-
Shripal Shah
(Chief Finance Officer)

Place: - Mumbai

Date: - Tuesday, September 03, 2024

CERTIFICATE ON CORPORATE GOVERNANCE

[Pursuant to Regulation 34(3) and Schedule V Para E of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members of
Aryaman Financial Services Limited

I have examined the compliance of conditions of corporate governance by **Aryaman Financial Services Limited ("the Company")**, for the purpose of certifying compliance of the conditions of the Corporate Governance under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended March 31, 2024. I have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of certification.

The compliance of conditions of corporate governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of conditions of Corporate Governance.

This Certificate is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

In our opinion, and to the best of our information and according to the explanations and information furnished to us, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This certificate is issued solely for the purposes of complying with the aforesaid Regulations and may not be suitable for any other purpose.

**For JNG & Co.,
(Company Secretaries)**

Sd/-

Place: Mumbai
Date: 03rd September, 2024
UDIN: F007569F001122001
Peer Review No. 1972/2022

Jigarkumar Gandhi
Proprietor
FCS No.7569
COP No. 8108

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of,
ARYAMAN FINANCIAL SERVICES LIMITED
102, Ganga Chambers,
6A/1, W.E.A., Karol Bagh,
New Delhi - 110005

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Aryaman Financial Services Limited having CIN: L74899DL1994PLC059009 hereinafter referred to as the ("Company") produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34 (3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal of Ministry of Corporate Affairs (MCA) i.e. www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2024 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in the Company
1.	Shripal Shrenik Shah	01628855	24/10/2008
2.	Shreyas Shrenik Shah	01835575	29/05/2013
3.	Meloni Shripal Shah	03342248	04/02/2019
4.	Prasad Anant Muley	10531689	04/03/2024
5.	Damini Baid	10337935	26/03/2024
6.	Prakash Lavji Vaghela	07768595	26/03/2024

1. Mr. Prasad Anant Muley (DIN: 10531689) appointed as Additional Non-Executive Independent Director, subject to member approval, for a term of up to five consecutive years w.e.f. March 04, 2024.

2. Mr. Damini Baid (DIN: 10337935) appointed as Additional Non-Executive Independent Director, subject to member approval, for a term of up to five consecutive years w.e.f. March 26, 2024.

3. Mr. Prakash Vaghela (DIN: 07768595) appointed as Additional Non-Executive Independent Director, subject to member approval, for a term of up to five consecutive years w.e.f. March 26, 2024.

*Notes:

1. Mr. Abhinav Anand (DIN: 07732241) had tendered his resignation from the post of Non-Executive Independent Director w.e.f. 06th December 2023.

2. Mr. Darshit Parikh (DIN: 03492803) and Mr. Ram Gaud (DIN: 02759052) retired from the post of Non-Executive Independent Director the company w.e.f. March 31, 2024, on the completion of their two consecutive terms of

appointment under applicable provisions of the Companies Act, 2013 and SEBI Regulations.

3. Dates of Appointment of Directors as stated above are based on information appearing on the MCA portal.

Ensuring the eligibility of / for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For JNG & Co.,
(Company Secretaries)**

**Place: Mumbai
Date: 03rd September,
2024
UDIN: F007569F001122122
Peer Review No.
1972/2022**

**Sd/-
Jigarkumar Gandhi
Proprietor
FCS No.7569
COP No. 8108**

Independent Auditor's Report (Standalone)

To
The members of
ARYAMAN FINANCIAL SERVICES LIMITED

Report on the Audit of Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **ARYAMAN FINANCIAL SERVICES LIMITED** ("the Company"), which comprise the balance sheet as at 31st March 2024, the statement of profit and loss (including other comprehensive income), statement of changes in equity, the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31st March, 2024, and the net profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Financial Statements' section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidences we have obtained are sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described hereunder to be key audit matters to be communicated in our report.

Key audit matters	Auditor's response
<p>Measurement of Revenue As per Ind AS 115, measurement of revenue to be made on transaction price.</p>	<p>Our audit procedure inter- alia included the following-</p> <ul style="list-style-type: none"> • We used assessment of overall control environment relevant for measurement of revenue. • We performed testing of journal entries, with particular focus on manual adjustment to revenue account, to mitigate the risk of manipulation of revenue and profit figures.

Information other than the Standalone Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and the auditor's report thereon.

Our opinion on the standalone financial statement does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the applicable accounting standards and the other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that are operating effectively for insuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatements, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

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

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

1. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
2. Obtain an understanding of the internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained upto the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal controls that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, relevant safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, or when in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ('the Order'), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report that:

a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

c. the Balance Sheet, the Statement of Profit and Loss, Statement of Changes in Equity and the Cash Flow Statement dealt with by this report are in agreement with the books of account;

d. In our opinion, the aforesaid financial statements comply with the India Accounting Standards specified under Section 133 of the Act;

e. On the basis of the written representations received from the directors as on 31st March, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.

f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure B. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

1. The Company has disclosed the impact, if any, of pending litigations on its financial position, in its standalone financial statements. (Refer Note No. 21 of the financial statements).

2. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

3. The Company is not required to transfer any amount to the Investor Education and Protection Fund.

4. a. The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or

share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b. The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c. Based on such audit procedures, we have obtained reasonable and appropriate evidence, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) contain any material misstatement.

- 5.** No dividend has been declared or paid during the year by the company. Accordingly, requirements of Section 123 of the Companies Act, 2013 is not applicable.
- 6.** Based on examination, which includes test checks, the Company has used accounting software for maintaining its books of account for the financial year ended on 31st March 2024 which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit and the audit trail feature has not been tampered with
- 7.** As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from 1st April 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per statutory requirements for the record retention is not applicable for the financial year ended on 31st March 2024.
In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act.

FOR V.N. PUROHIT & CO.

Chartered Accountants
Firm Regn. No. 304040E

Sd/-

O.P. Pareek

Partner Membership No. 014238
UDIN:24014238BKAUBZ9100

New Delhi, the 24th day of May, 2024

ANNEXURE - A TO THE AUDITOR'S REPORT

The Annexure referred to in Paragraph 1 under the heading of "Report on other Legal and Regulatory Requirements" of our report of even date to the members of **ARYAMAN FINANCIAL SERVICES LIMITED** for the year ended on 31st March 2024.

1. **(a)** -As per information and explanation given to us, the company is maintaining proper records showing full particulars, including quantitative details and situation of property plant and equipment;
 - As per information and explanation given to us, the company does not have any Intangible asset hence this point is not applicable to the company;
- (b)** As per information and explanation given to us, physical verification of Property Plant and equipment has been conducted at regular interval in a year by the management and no material discrepancies were noticed during the course of verification;
- (c)** According to information and explanation given to us, the title deeds of the immovable property disclosed in the financial statements are held in the name of the Company;
- (d)** According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, plant and equipment (including Right-of-use assets) or Intangible assets or both during the year. Accordingly, provisions of sub-clause (i)(d) of para 3 of the order are not applicable;
- (e)** According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder. Accordingly, provisions of sub-clause (i)(e) of para 3 of the order are not applicable;
2. **(a)** As per information and explanation given to us, the company does not have any inventory. Accordingly, provisions of sub-clause (ii)(a) of para 3 of the order are not applicable;
- (b)** As per information and explanation given to us, the company has not taken any working capital loan therefore there is no requirement to furnish quarterly returns or statements with such banks. Accordingly, provisions of clause (ii)(b) of para 3 of the order are not applicable;
3. **(a)** -Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has not granted any loans to subsidiaries, joint ventures and associates.
 - Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has not granted any loans to parties other than subsidiaries, joint ventures and associates.
- (b)** According to the information and explanations given to us and based on the audit procedures conducted by us, the company has granted no loans. Accordingly, provisions of sub-clause (iii) (b) of para 3 of the order are not applicable.
- (c)** According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no loans given by the Company. Accordingly, provisions of sub-clause (iii)(c) of para 3 of this order is not applicable.
- (d)** According to the information and explanations provided to us, no loans and advances have been granted by the Company during the period covered by report. Accordingly, provisions of sub-clause (iii)(d) of para 3 of this order is not applicable.
- (e)** According to the information and explanations given to us and on the basis of our examination of the records of the Company there are no loans and advances have been granted by the Company during the period covered by report. Thus, there arises no question of renewal or extension or fresh loans given to settle the overdues of existing loans given to the same party.
- (f)** According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not given any loans on repayable on demand or without specifying any terms or period of repayment. Accordingly, provisions of sub-clause (iii) (f) of para 3 of this order is not applicable.
4. According to information and explanations given to us, the Company has complied with the provisions of section 185 and section 186 of the Companies Act, 2013 to the extent applicable in respect of loans, advances, guarantees and securities so given;

5. According to information and explanations given to us, the Company has not accepted public deposits and the provision of section 73 to 76 or other relevant provisions of the Companies Act, 2013 and rules framed thereunder are not applicable to the Company;
6. According to information and explanations given to us, the Company is not liable to maintain cost records as prescribed under section 148(1) of the Companies Act, 2013;
7. **(a)** According to information and explanations given to us, the company is generally regular in depositing undisputed statutory dues including income-tax and any other applicable statutory dues to the appropriate authorities and there are no outstanding statutory dues as on the last day of the financial year concerned for a period of more than six months from the date; they became payable;
- (b)** According to the information and explanations given to us, there is no amount payable in respect statutory dues referred to in sub- clause (a) above, which has been deposited on account of dispute.
8. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.
9. **(a)** According to information and explanations given to us, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender;
- (b)** According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a willful defaulter by any bank or financial institution or government or government authority.
- (c)** According to the information and explanations given to us by the management, the Company has not obtained any term loans and thus there arise no question to divert such loans.
- (d)** According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that funds have been raised on short-term basis are not utilised for long term purpose.
- (e)** According to the information and explanations given to us and on an overall examination of the financial statements of the Company, has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f)** According to the information and explanations given to us on an overall examination of the financial statements of the Company, we report that the Company has not raised loan during the year on the pledge of securities held in its subsidiaries.
10. **(a)** According to the information and explanations given to us, the Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, provisions of sub- clause (x)(a) of para 3 of the order are not applicable.
- (b)** According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, provisions of sub- clause (x)(b) of para 3 of the order are not applicable.
11. **(a)** Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- (b)** According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c)** According to the Information and explanations given to us, there are no whistle blower complaints received by the company during the year.
12. According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, provisions of sub- clause (xii) of para 3 of the order are not applicable.

- 13.** In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable, and the details of the related party transactions have been disclosed in the financial statements as required by the applicable Indian Accounting Standards.
- 14.** (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business;
(b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- 15.** In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.
- 16.** (a) According to information and explanations given to us, the Company is not a Non-Banking Financial Company and is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.
(b) According to information and explanations given to us, the company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
(c) According to information and explanations given to us, the company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, provisions of sub-clause (xvi) (c) of para 3 of the order are not applicable.
(d) According to information and explanations given to us, the Group does not have any CIC as part of the Group. Accordingly, provisions of sub-clause (xvi) (d) of para 3 of the order are not applicable.
The Company has not incurred cash losses during the year covered by this report and in the immediately preceding year.
- 17.** There has been no resignation of the statutory auditors during the year. Accordingly, provisions of sub-clause (xviii) of para 3 of the order are not applicable.
- 18.** According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
- 19.** According to the information and explanations given to us, provisions of section 135 of the Companies Act, 2013 are not applicable to the Company. Accordingly, provisions of sub-clause (xx) of para 3 of the order are not applicable. There have been no qualifications or adverse remarks in the Companies (Auditor's Report) Order (CARO) reports of the companies included in the consolidated financial statements.

FOR V.N. PUROHIT & CO.

Chartered Accountants
Firm Regn. No. 304040E

Sd/-

O.P. Pareek

Partner

Membership No. 014238

UDIN: 24014238BKAUBZ9100

New Delhi, the 24th day of May, 2024

ANNEXURE – B TO THE AUDITOR’S REPORT

The Annexure referred to in Paragraph 2(f) under the heading of “Report on other Legal and Regulatory Requirements” of our report of even date to the members of **ARYAMAN FINANCIAL SERVICES LIMITED** for the year ended on 31st March 2024.

Report on the Internal Financial Controls under Clause (i) of Sub- section (3) of Section 143 of the Companies Act, 2013

In conjunction with our audit of the standalone financial statements of the Company as at and for the year ended 31st March 2024, we have audited the internal financial controls with reference to standalone financial statements of **ARYAMAN FINANCIAL SERVICES LIMITED** (hereinafter referred to as “Company”) along with its subsidiaries, as of that date.

Opinion

In our opinion, the company, have, in all material aspects, an adequate internal financial controls system with reference to standalone financial statements and such internal financial controls over financial reporting were operating effectively as at 31st March 2024, based on “the internal financial controls with reference to standalone financial statements criteria considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India”.

Management’s Responsibility for the Internal Financial Controls

The respective management of the company, are responsible for establishing and maintaining internal financial controls based on the internal control with reference to standalone financial statements criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Control over Financial Reporting issued by the Institute of Chartered Accountants of India (“the Guidance Note”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of fraud and errors, the accuracy and completeness of accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013 to the extent applicable to an audit of internal financial controls, with reference to the standalone financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements was established and maintained and if such controls operated effectively in all material aspects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidences we have obtained for the company to which we are independent auditors is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system with reference to standalone financial statements.

Meaning of Internal Financial Controls with reference to standalone financial statements

A Company’s internal financial control with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company’s internal financial control with reference to standalone financial statements includes those policies and procedures that: -

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and the receipt and expenditures of the Company are being only in accordance with authorizations of management and directors of the Company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to standalone financial statements

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and could not be detected. Also, projections of any evaluation of the internal financial control with reference to standalone financial statements to future periods are subject to the risk that the internal financial controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

FOR V.N. PUROHIT & CO.

Chartered Accountants
Firm Regn. No. 304040E

Sd/-

O.P. Pareek

Partner Membership No. 014238
UDIN:24014238BKAUBZ9100

New Delhi, the 24th day of May, 2024

Independent Auditor's Report (Consolidated)

To
The members of
ARYAMAN FINANCIAL SERVICES LIMITED

Report on the Audit of Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of **ARYAMAN FINANCIAL SERVICES LIMITED** hereby referred to as the 'Holding Company') and its subsidiaries (Holding Company its subsidiaries together referred to as 'the Group'), which comprise the consolidated balance sheet as at 31st March 2024, the consolidated statement of profit and loss (including other comprehensive income) consolidated statements of changes in equity and the consolidated cash flows statement for the year then ended, and notes to the Consolidated Financial Statements, including a summary of significant accounting policies and other explanatory information (hereby referred as 'the consolidated financial statement').

In our opinion and to the best of our information and explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with accounting principles generally accepted in India of the consolidated state of affairs of the Company as at 31st March, 2024, and the consolidated **net profit** (including other comprehensive income), consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Financial Statements' section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with ethical requirements that are relevant to our audit of the Consolidated Financial Statements under the provisions of the Act and the rules thereunder, and we have fulfilled our ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidences we have obtained are sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described hereunder to be key audit matters to be communicated in our report.

Key audit matters	Auditor's response
<p>Measurement of Revenue As per Ind AS 115, measurement of revenue to be made on transaction price.</p>	<p>Our audit procedure inter- alia included the following-</p> <ul style="list-style-type: none"> • We used assessment of overall control environment relevant for measurement of revenue. • We performed testing of journal entries, with particular focus on manual adjustment to revenue account, to mitigate the risk of manipulation of revenue and profit figures.

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Companies Act, 2013 that true and fair value of the consolidated financial position, consolidated financial performance, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows of the Group including the Indian Accounting Standards specified in the section 133 of the Act, the respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of assets of the Group and for preventing and detecting frauds and other irregularities; selection and application and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statement, the respective Board of Directors of the companies including in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operation, or has no realistic alternative but to do so.

The respective Board of Directors the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

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

- (1)** Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- (2)** Obtain an understanding of the internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- (3)** Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- (4)** Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained upto the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- (5)** Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- (6)** Obtain sufficient and appropriate audit regarding the financial information of the entities or business activities within the group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statement of such entities included in the consolidated financial statements of which we are independent auditors. For other entities included in the consolidated financial

statements, which have been audited by other auditors such other auditors remain responsible for direction supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal controls that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonable be thought to bear on our independence, and where applicable, relevant safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, or when in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonable be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of aforesaid consolidated financial statements.
- b. In our opinion, proper books of account as required by law relation to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;
- c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss , consolidate statements of changes in equity (including other comprehensive income) and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d. In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e. On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2024 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiaries, none of the directors of the group is disqualified as on 31st March, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate Report in **Annexure-A**. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Group internal financial controls over financial reporting.
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 1. There were no pending litigations would impact the consolidated financial position of the Group (Refer to note no. 24 of the consolidated financial statements).
 2. The group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 3. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Group.
 4. The Group is not required to transfer any amount to the Investor Education and Protection Fund.
 5. (a) Based upon representation by the management of holding company and report of statutory auditors for other entities in the group and to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the group to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the group ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- (b) Based upon representation by the management of holding company and report of statutory auditors for other entities in the group and to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the group from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the group shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- (c) Based on such audit procedures, we have obtained reasonable and appropriate evidence, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) contain any material misstatement.
6. No dividend has been declared or paid during the year by the company. Accordingly requirement Section 123 of the Companies Act, 2013 is not applicable.
7. Based on examination, which includes test checks, the group has used accounting software for maintaining its books of account for the financial year ended on 31st March 2024 which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit and the audit trail feature has not been tampered with
- As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from 1st April 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per statutory requirements for the record retention is not applicable for the financial year ended on 31st March 2024.
- h. In our opinion and according to the information and explanations given to us by the holding company and based upon report of statutory auditors of other entities included in the consolidated financial statements, the remuneration paid to the respective directors of the companies included in the group during the current year is in accordance with the provisions of Section 197 of the Act.

FOR V.N. PUROHIT & CO.

Chartered Accountants
Firm Regn. No. 304040E

Sd/-

O.P. Pareek

Partner Membership No. 014238
UDIN:24014238BKAUBZ9100

New Delhi, the 24th day of May, 2024

ANNEXURE- A TO THE AUDITOR'S REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

The Annexure referred to in Paragraph 2(f) under the heading of "Report on other Legal and Regulatory Requirements" of our report of even date to the members of **ARYAMAN FINANCIAL SERVICES LIMITED** for the year ended on 31st March 2024.

Report on the Internal Financial Controls under Clause (i) of Sub- section (3) of Section 143 of the Companies Act, 2013

In conjunction with our audit of the consolidated financial statements of the Company as at and for the year ended 31st March 2024, we have audited the internal financial controls with reference to consolidated financial statements of **ARYAMAN FINANCIAL SERVICES LIMITED** (hereinafter referred to as "Holding Company") along with its subsidiaries, as of that date.

Opinion

In our opinion, the holding company and its subsidiaries, have, in all material aspects, an adequate internal financial controls system with reference to consolidated financial statements and such internal financial controls over financial reporting were operating effectively as at 31st March 2024, based on "the internal financial controls with reference to consolidated financial statements criteria considering the essential components of internal control stated in the Guidance Note.

Management's Responsibility for the Internal Financial Controls

The respective management of the holding company and its subsidiaries, are responsible for establishing and maintaining internal financial controls based on the internal control with reference to consolidated financial statements criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Control over Financial Reporting issued by the Institute of Chartered Accountants of India ("the Guidance Note"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of fraud and errors, the accuracy and completeness of accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013 to the extent applicable to an audit of internal financial controls, with reference to the consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material aspects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidences we have obtained for the holding company and its subsidiaries to which we are independent auditors is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to consolidated financial statements.

Meaning of Internal Financial Controls with reference to consolidated financial statements

A Company's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to consolidated financial statements includes those policies and procedures that: -

1. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
2. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and the receipt and expenditures of the Company are being only in accordance with authorizations of management and directors of the Company; and
3. Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to consolidated financial statements

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and could not be detected. Also, projections of any evaluation of the internal financial control with reference to consolidated financial statements to future periods are subject to the risk that the internal financial controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

FOR V.N. PUROHIT & CO.

Chartered Accountants

Firm Regn. No. 304040E

Sd/-**O.P. Pareek**

Partner Membership No. 014238

UDIN:24014238BKAUBZ9100

New Delhi, the 24th day of May, 2024

STANDALONE BALANCE SHEET

AS AT 31ST MARCH 2024

(Rupees in lakhs unless otherwise stated)

Sr. No.	Particulars	Notes	As at March 31, 2024	As at March 31, 2023
I	ASSETS			
	Financial assets			
	Cash and cash equivalents	2	8.12	20.51
	Bank Balance other than above	3	1,176.76	1,077.30
	Receivables			
	Trade Receivables	4	10.79	7.90
	Investments	5	1,347.03	1,347.03
	Other Financial assets	6	471.29	274.55
	Non-financial Assets			
	Current tax assets (net)		30.74	3.30
	Deferred tax Asset (net)	10	1.65	1.02
	Property, plant and equipment	7	94.50	99.17
	Total assets		3,140.88	2,830.78
II	LIABILITIES AND EQUITY			
	Financial Liabilities			
	Payables			
	Trade Payables			
	(i) total outstanding dues of micro enterprises and small enterprises		-	-
	(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	8	8.19	51.89
	Other Financial liabilities	9	60.94	51.84
	Non-financial Liabilities			
	Other non-financial liabilities	11	47.89	83.10
	Equity			
	Equity share capital	12	1,168.20	1,168.20

Other equity	13	1,855.67	1,475.75
Total Liabilities and Equity		3,140.88	2,830.78

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Material accounting policies

The accompanying notes are an integral part of the standalone financial statements.

As per our attached report of even date

For V. N. Purohit & Co.

Chartered Accountants

Firm Regn No. 304040E

For and on behalf of the Board of Directors

Aryaman Financial Services Limited

Sd/-

O. P. Pareek

Partner

Membership No. 014238

UDIN: 24014238BKAUBZ9100

Sd/-

Shripal Shah

Executive Director, CFO

DIN:01628855

Place : Mumbai

Sd/-

Shreyas Shah

Executive Director

DIN:01835575

Place : Mumbai

Place : Mumbai

Date : 24th May, 2024

Sd/-

Reenal Khandelwal

Company Secretary

PAN: DVAPK5780H

Place : Mumbai

STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31ST MARCH 2024

(Rupees in lakhs unless otherwise stated)

Sr. No.	Particulars	Note	For the year ended 31st March, 2024	For the year ended 31st March, 2023
	Income			
I	Revenue From Operations			
	-Fees & Commission income		1,510.69	613.88
II	Other Income	14	82.82	49.13
III	Total Income (I+II)		1,593.52	663.01
IV	Expenses			
	Finance cost	15	0.08	1.52
	Fees & Commission expenses	16	833.87	220.14
	Employee benefits expense	17	182.96	147.39
	Depreciation	18	6.65	8.26
	Other expenses	19	62.23	32.01
	Total expenses (IV)		1,085.79	409.31
V	Profit before tax (III-IV)		507.73	253.69
VI	Tax expense:			
	(1) Current tax		128.44	64.96
	(2) Deferred tax		(0.63)	(1.10)
	Total tax expenses (VI)		127.81	63.86
VII	Profit for the year (V-VI)		379.91	189.83
VIII	Other comprehensive income		-	-
IX	Total comprehensive income for the year (VII+VIII)		379.91	189.83
X	Earnings per equity share:			
	Basic (in Rupees)		3.25	1.62
	Diluted (in Rupees)		3.25	1.62

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Material accounting policies

The accompanying notes are an integral part of the standalone financial statements.

As per our attached report of even date

For V. N. Purohit & Co.

Chartered Accountants

Firm Regn No. 304040E

For and on behalf of the Board of Directors

Aryaman Financial Services Limited

Sd/-

O. P. Pareek

Partner

Membership No. 014238

UDIN: 24014238BKAUBZ9100

Sd/-

Shripal Shah

Executive Director, CFO

DIN:01628855

Place : Mumbai

Sd/-

Shreyas Shah

Executive Director

DIN:01835575

Place : Mumbai

Place : Mumbai

Date : 24th May, 2024

Sd/-

Reenal Khandelwal

Company Secretary

PAN: DVAPK5780H

STANDALONE STATEMENT OF CASH FLOW

FOR THE YEAR ENDED 31ST MARCH 2024

(Rupees in lakhs unless otherwise stated)

Sr. No.	Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
A	Cash flow from operating activities		
	Profit for the year	507.73	253.69
	Adjustments for:		
	Finance cost	0.08	1.52
	Depreciation and amortisation expense	6.65	8.26
	Interest income	(82.82)	(48.76)
	Operating profit before working capital changes	431.64	214.72
	Working capital adjustments :-		
	(Increase)/decrease in trade receivables	(2.89)	1.32
	(Increase)/decrease in other assets	(196.74)	(17.25)
	Increase /(decrease) in trade payables	(43.70)	50.98
	Increase /(decrease) in other liabilities	(26.11)	51.93
	Cash generated from operations	162.20	301.70
	Direct taxes paid (net)	155.88	57.29
	Net cash generated from operating activities (A)	6.31	244.41
B	Cash flows from investing activities		
	(Purchase)/ Sale of property, plant and equipment (PPE) (net)	(1.99)	(1.33)
	Interest Income	82.82	48.76
	Net cash flow generated from investing activities (B)	80.83	47.43
C	Cash flow from financing activities		
	Proceeds from Borrowings (net)	-	(6.74)
	Interest paid	(0.08)	(1.52)
	Net cash used in financing activities (C)	(0.08)	(8.26)
	Net Cash Flow During the Year [A+B+C]	87.07	283.58
	Opening cash & cash equivalent	1,097.81	814.21

Closing & cash & cash equivalent	1,184.88	1,097.81
Components of Cash and Cash Equivalents		
Cash in hand	0.04	0.57
Balance with bank in Current and Fixed Deposits accounts	1,184.84	1,097.24
Total cash and Cash Equivalents	1,184.88	1,097.81

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Material accounting policies

The accompanying notes are an integral part of the standalone financial statements.

As per our attached report of even date

For V. N. Purohit & Co.

Chartered Accountants

Firm Regn No. 304040E

For and on behalf of the Board of Directors

Aryaman Financial Services Limited

Sd/-

O. P. Pareek

Partner

Membership No. 014238

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Shripal Shah

Executive Director, CFO

DIN:01628855

Place : Mumbai

Sd/-

Shreyas Shah

Executive Director

DIN:01835575

Place : Mumbai

Place : Mumbai

Date : 24th May, 2024

Sd/-

Reenal Khandelwal

Company Secretary

PAN: DVAPK5780H

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31ST MARCH, 2024

I. EQUITY SHARE CAPITAL

I. CURRENT REPORTING PERIOD

(Rupees in lakhs unless otherwise stated)

Balance at the beginning of the current reporting period	Change in equity Share Capital due to prior period errors	Restated balance at the beginning of the Current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
1,168.20	-	-	-	1,168.20

II. PREVIOUS REPORTING PERIOD

Balance at the beginning of the current reporting period	Change in equity Share Capital due to prior period errors	Restated balance at the beginning of the Current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
1,168.20	-	-	-	1,168.20

OTHER EQUITY

I. CURRENT REPORTING PERIOD

(Rupees in lakhs unless otherwise stated)

Particulars	Reserve & Surplus			Retained Earnings	Total
	Capital Reserve	Securities Premium Reserve	General Reserve		
Balances as at 1st April 2023	6.52	317.68	260.75	890.80	1,475.75
Changes in accounting policy or prior period errors	-	-	-	-	-
Restated balance as at 1st April 2023	6.52	317.68	260.75	890.80	1,475.75
Other comprehensive income (net)	-	-	-	-	-
Total Comprehensive Income	-	-	-	379.91	379.91
Balance as at 31st March 2024	6.52	317.68	260.75	1,270.71	1,855.67

I. PREVIOUS REPORTING PERIOD

(Rupees in lakhs unless otherwise stated)

Particulars	Reserve & Surplus			Retained Earnings	Total
	Capital Reserve	Securities Premium Reserve	General Reserve		
Balances as at 1st April 2022	6.52	317.68	260.75	700.97	1,285.92
Changes in accounting policy or prior period errors	-	-	-	-	-
Restated balance as at 1st April 2022	6.52	317.68	260.75	700.97	1,285.92
Other comprehensive income (net)	-	-	-	-	-
Total Comprehensive Income	-	-	-	189.83	189.83
Balance as at 31st March 2023	6.52	317.68	260.75	890.80	1,475.75

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Material accounting policies

The accompanying notes are an integral part of the standalone financial statements.

As per our attached report of even date

For V. N. Purohit & Co.

Chartered Accountants

Firm Regn No. 304040E

For and on behalf of the Board of Directors

Aryaman Financial Services Limited

Sd/-

O. P. Pareek

Partner

Membership No. 014238

UDIN: 24014238BKAUBZ9100

Sd/-

Shripal Shah

Executive Director, CFO

DIN:01628855

Place : Mumbai

Sd/-

Shreyas Shah

Executive Director

DIN:01835575

Place : Mumbai

Place : Mumbai

Date : 24th May, 2024

Sd/-

Reenal Khandelwal

Company Secretary

PAN: DVAPK5780H

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

Note 1

A. CORPORATE INFORMATION:

Aryaman Financial Services Limited is a public limited company domiciled in India with its registered office located at 102, Ganga Chambers, 6A/1, W.E.A., Karol Bagh, New Delhi-110005. The Company is listed on BSE Limited (BSE). The Company is engaged in the business of Merchant Banking (Strategic & Non Strategic). It is category I merchant banker registered with SEBI & incorporated on 11th May, 1994.

B. BASIS OF PREPARATION OF FINANCIAL STATEMENTS :

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting standards) Rules as amended from time to time and other related provisions of the Act.

The financial statements of the Company are prepared on the accrual basis of accounting and Historical cost convention except for the following material items that have been measured at fair value as required by the relevant Ind AS:

- (i) Certain financial assets and liabilities are measured at Fair value
- (ii) Defined benefit employee plan
- (iii) Derivative Financial instruments

The accounting policies are applied consistently to all the periods presented in the financial statements. All assets and liabilities have been classified as current or non current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

The financial statements are presented in INR, the functional currency of the Company. Rounding of amounts All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

(i) Use of estimates & judgements

The preparation of the financial statements requires the Management to make, judgments, estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. The recognition, measurement, classification or disclosure of an item or information in the financial statements is made relying on these estimates. The estimates and judgements used in the preparation of the financial statements are continuously evaluated by the management and are based on historical experience and various other assumptions and factors (including expectations of future events) that the management believes to be reasonable under the existing circumstances. Actual results may differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

- Critical accounting judgements and key source of estimation uncertainty

The Company is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. The estimates and underlying assumptions are reviewed on an on-going basis including but not limited to the following: -

- (a) Recognition and measurement of defined benefit obligations, key actuarial assumptions
- (b) Estimation of current tax expenses and payable.

C. MATERIAL ACCOUNTING POLICIES:

This notes provides a list of material accounting policies adopted in the preparation of these standalone financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

a) Property, plant and equipment (PPE)

Property, plant and equipment is stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any.

The cost of an item of property, land and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable costs of bringing the asset to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment. Subsequent expenditure Subsequent costs are included in the assets carrying amount or recognized as a separate asset, as appropriate only if it is probable that the future economic benefits associated with the item will flow to the Company and that the cost of the item can be reliably measured.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of Profit and Loss.

Property, plant and equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as "Capital working-progress".

b) Intangible assets

Intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

c) Depreciation and Amortization:**a. Property plant and equipment (PPE)**

Depreciation is provided on a pro-rata basis on the straight line method based on estimated useful life prescribed under Schedule II to the Companies Act, 2013.

The residual values, useful lives and method of depreciation of property, plant and equipment is reviewed at each financial year end and adjusted prospectively, if appropriate.

Estimated useful life is as below:

Computer - 3 Years

Furniture and fixtures - 10 years

Office equipment's - 5 years

Motor Vehicles - 8 years

b. Intangible assets

The useful lives of intangible assets are assessed as either finite or indefinite. Finite-life intangible assets are amortised on a straight-line basis over the period of their expected useful lives. Intangible assets are measured at cost as at the date of acquisition, as applicable, less accumulated amortization and accumulated impairment, if any.

The amortisation period and the amortisation method for finite life intangible assets is reviewed at each financial year end and adjusted prospectively, if appropriate. For indefinite life intangible assets, the assessment of indefinite life is reviewed annually to determine whether it continues, if not, it is impaired or changed prospectively basis revised estimates.

Useful life of the intangible asset is as follows: -

Software - 3 Years

d) Investment Properties:

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property. Investment property is measured at its cost, including related transaction costs and where applicable borrowing costs less depreciation and impairment if any.

Depreciation on building is provided based on straight line method using the useful life as specified in schedule II of the Companies Act, 2013 .

e) Investments in subsidiaries, joint ventures and associates:

The company has elected to measure investment in subsidiaries, joint ventures and associates at cost.

f) Financial assets – Initial recognition:

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instruments. On initial recognition, a financial asset is recognised at fair value, in case of Financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction cost are recognised in the statement of profit and loss. In other cases, the transaction cost are attributed to the acquisition value of the financial asset.

Subsequent measurement:

Financial assets are subsequently classified as measured at:

- amortised cost
- fair value through profit & loss (FVTPL)
- fair value through other comprehensive income (FVTOCI)

The above classification is being determined considering the:

- (a) the entity's business model for managing the financial assets and
- (b) the contractual cash flow characteristics of the financial asset.

Financial assets are not reclassified subsequent to their recognition, except if and in the period the group changes its business model for managing financial assets.

(i) Measured at amortised cost:

Financial assets are subsequently measured at amortised cost, if these financial assets are held within a business module whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified date to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(ii) Measured at fair value through other comprehensive income (FVTOCI):

Financial assets are measured at FVTOCI, if these financial assets are held within a business model whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets. Fair value movements are recognized in the other comprehensive income (OCI). Interest income measured using the EIR method and impairment losses, if any are recognised in the Statement of Profit and Loss. On derecognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'other income' in the Statement of Profit and Loss

(iii) Measured at fair value through profit or loss (FVTPL):

Financial assets other than equity instrument are measured at FVTPL unless it is measured at amortised cost or at FVTOCI on initial recognition. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised in the Statement of Profit and Loss.

Equity instruments:

On initial recognition, the Company can make an irrevocable election (on an instrument-by instrument basis) to present the subsequent changes in fair value in other comprehensive income pertaining to investments in equity instruments. This election is not permitted if the equity investment is held for trading. These elected investments are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the 'Reserve for equity instruments through other comprehensive income'. The cumulative gain or loss is not reclassified to Statement of Profit and Loss on disposal of the investments.

Dividends on these investments in equity instruments are recognised in Statement of Profit and Loss when the Company's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably. Dividends recognised in Statement of Profit and Loss are included in the 'Other income' line item.

Impairment

The Company recognises a loss allowance for Expected Credit Losses (ECL) on financial assets that are measured

at amortised cost and at FVOCI. The credit loss is difference between all contractual cash flows that are due to an entity in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate. This is assessed on an individual or collective basis after considering all reasonable and supportable including that which is forward looking.

The Company's trade receivables or contract revenue receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to life time expected losses i.e. expected cash shortfall, being simplified approach for recognition of impairment loss allowance.

Under simplified approach, the Company does not track changes in credit risk. Rather it recognizes impairment loss allowance based on the lifetime ECL at each reporting date right from its initial recognition. The Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

For financial assets other than trade receivables, the Company recognises 12-months expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. If, in a subsequent period, credit quality of the instrument improves such that there is no longer significant increase in credit risks since initial recognition, then the Company reverts to recognizing impairment loss allowance based on 12 months ECL. The impairment losses and reversals are recognised in Statement of Profit and Loss. For equity instruments and financial assets measured at FVTPL, there is no requirement of impairment testing.

Derecognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers rights to receive cash flows from an asset, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement.

In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Financial Liabilities

Initial Recognition and measurement

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments. Financial liabilities are initially recognised at fair value net of transaction costs for all financial liabilities not carried at fair value through profit or loss.

The Company's financial liabilities includes trade and other payables, loans and borrowings including bank overdrafts.

Subsequent measurement

Financial liabilities measured at amortised cost are subsequently measured at using EIR method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

Loans & Borrowings:

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using EIR method. Gains and losses are recognized in profit & loss when the liabilities are derecognized as well as through EIR amortization process.

Financial Guarantee Contracts

Financial guarantee contracts issued by the Company are those contracts that requires a payment to be made or to reimburse the holder for a loss it incurs because the specified debtors fails to make payment when due in accordance with the term of a debt instrument. Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee.

De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When

an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

Derivative financial instruments

The Company uses derivative financial instruments, such as forward foreign exchange contracts, to hedge its foreign currency risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently premeasured at fair value, with changes in fair value recognised in Statement of Profit and Loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

g) Fair Value Measurement

The Company measures financial instruments, such as, derivatives, investments at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- (a) In the principal market for the asset or liability, or
- (b) In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- (i) Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- (ii) Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- (iii) Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above

h) Inventory

Inventories are valued at the lower of cost and net realisable value. Cost is computed on a weighted average basis. Cost of finished goods and work-in-progress include all costs of purchases, conversion costs and other costs incurred in bringing the inventories to their present location and condition. The net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and estimated costs necessary to make the sale.

i) Cash and Cash Equivalents:

Cash and Cash equivalents include cash and Cheque in hand, bank balances, demand deposits with banks and other short-term highly liquid investments that are readily convertible to known amounts of cash & which are subject to an insignificant risk of changes in value where original maturity is three months or less.

j) Foreign Currency Transactions:

a. Initial Recognition

Transactions in foreign currency are recorded at the exchange rate prevailing on the date of the transaction. Exchange

differences arising on foreign exchange transactions settled during the year are recognized in the Statement of Profit and Loss of the year.

b. Measurement of Foreign Currency Items at the Balance Sheet Date

Foreign currency monetary items of the Company are restated at the closing exchange rates. Non monetary items are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising out of these transactions are charged to the Statement of Profit and Loss.

k) Revenue Recognition:

Rendering of Services

Income from services rendered is recognised based on agreements/ arrangements with the customers as the service is performed in proportion to the stage of completion of the transaction at the reporting date and the amount of revenue can be measured reliably

Revenue is measured at fair value of the consideration received or receivable, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government which are levied on sales such as sales tax, value added tax, etc.

Interest

Revenue is recognised on a time proportion basis taking into account the amount outstanding and the interest rate applicable and based on Effective interest rate method.

Dividend

Dividend Income is recognized when right to receive the same is established.

l) Employee Benefits:

The Company has provides following post-employment plans:

a) Short term employee benefits such as salary, allowances, bonus, etc. payable for upto 12 months are recognised on accrual basis.

b) Defined-contribution plan:

Under defined contribution plans, provident fund, the Company pays pre-defined amounts to separate funds and does not have any legal or informal obligation to pay additional sums. Defined Contribution plan comprise of contributions to the employees' provident fund with the government, superannuation fund and certain state plans like Employees' State Insurance and Employees' Pension Scheme. The Company's payments to the defined contribution plans are recognised as expenses during the period in which the employees perform the services that the payment covers.

m) Taxes on Income:

Income tax comprises current and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent it relates to items directly recognized in equity or in other comprehensive income.

Current tax is based on taxable profit for the year. Taxable profit is different from accounting profit due to temporary differences between accounting and tax treatments, and due to items that are never taxable or tax deductible. Tax provisions are included in current liabilities. Interest and penalties on tax liabilities are provided for in the tax charge. The Company offsets, the current tax assets and liabilities (on a year on year basis) where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis or to realise the assets and liabilities on net basis.

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements. Deferred income tax asset are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized. Deferred tax assets are not recognised where it is more likely than not that the assets will not be realised in the future.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

n) Borrowing Cost:

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets are capitalized as a part of Cost of that assets, during the period till all the activities necessary to prepare the Qualifying assets for its intended use or sale are complete during the period of time that is required to complete and prepare the assets for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Other borrowing costs are recognized as an expense in the period in which they are incurred.

o) Earning Per Share:

Basic earnings per shares are calculated by dividing the net profit or loss after tax for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to the equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

p) Leases:

Where the Company is Lessee

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the Statement of Profit and Loss on accrual basis as per the terms of agreements entered with the counter parties.

Where the Company is Lessor

Leases in which the Company does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Assets subject to operating leases are included in property, plant and equipment. The Company recognizes lease rentals from the property leased out, on accrual basis as per the terms of agreements entered with the counter parties. Costs, including depreciation, are recognized as an expense in the Statement of Profit and Loss.

q) Provisions, Contingent Liabilities and Contingent Assets:

A provision is recognised if, as a result of a past event, the group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Provisions for onerous contracts are recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract.

A disclosure for contingent liabilities is made where there is a possible obligation or a present obligation that may probably not require an outflow of resources or an obligation for which the future outcome cannot be ascertained with reasonable certainty. When there is a possible or a present obligation where the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent assets are neither recognized nor disclosed in financial statements.

2) Cash & cash equivalents

(Rupees in lakhs unless otherwise stated)

Particulars	As at March 31, 2024	As at March 31, 2023
Cash on hand	0.04	0.57
Balances with banks		
- in current accounts	8.08	19.94
Total	8.12	20.51

3) Bank balances other than Cash & cash equivalents

Particulars	As at March 31, 2024	As at March 31, 2023
Balances with banks -		
Deposits with maturity in next 12 months	1,176.76	1,077.30
Total	1,176.76	1,077.30

4) Trade Receivables

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured		
a) Trade Receivables - Considered good secured	-	-
b) Trade Receivables - Considered good unsecured	10.79	7.90
c) Trade Receivables which have significant increase in credit risk	-	-
d) Trade Receivables - credit impaired	-	-
Total Trade Receivables	10.79	7.90
Less: Allowance for credit losses	-	-
Net trade receivables	10.79	7.90

4.1 Trade receivables ageing schedule

S No.	Particulars	Outstanding from due date of payment as on 31st March 2024					
		Less than 6 months	6 months 1 year	1-2 years	2-3 years	More than 3 years	Total
(i)	Undisputed Trade Receivables : Considered good	9.40	0.85	0.54	-	-	10.79
(ii)	Undisputed Trade Receivables : Considered doubtful	-	-	-	-	-	-
(iii)	Disputed Trade Receivables : Considered good	-	-	-	-	-	-
(iv)	Disputed Trade Receivables : Considered doubtful	-	-	-	-	-	-

Total Trade Receivable	9.40	0.85	0.54	-	-	10.79
Less : Allowance for credit losses	-	-	-	-	-	-
Net Trade Receivable	9.40	0.85	0.54	-	-	10.79

S No.	Particulars	Outstanding from due date of payment as on 31st March 2023					
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i)	Undisputed Trade Receivables : Considered good	7.51	0.39	-	-	-	7.90
(ii)	Undisputed Trade Receivables : Considered doubtful	-	-	-	-	-	-
(iii)	Disputed Trade Receivables : Considered good	-	-	-	-	-	-
(iv)	Disputed Trade Receivables : Considered doubtful	-	-	-	-	-	-
Total Trade Receivable		7.51	0.39	-	-	-	7.90
Less : Allowance for credit losses							
Net Trade Receivable		7.51	0.39	-	-	-	7.90

Notes:

No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person.

5) Investments

Particulars	As at March 31, 2024	As at March 31, 2023
	At Cost	At Cost
Investment in Equity Shares (In India) (Quoted) - in subsidiaries measured at cost (fully paid)		
88,97,120 (31st March, 2023: 88,97,120) Equity shares of Rs.10 each of Aryaman Capital Markets Ltd.	937.03	937.03
58,33,333 (31st March, 2023: 58,33,333) Equity shares of Rs. 10 each of Escorp Asset Management Ltd.	410.00	410.00
Total	1,347.03	1,347.03

Notes:

	As at March 31,2024	As at March 31,2023
Market value of Investments	13,746.69	7,443.36

6) Other financial assets

Particulars	As at March 31, 2024	As at March 31, 2023
Interest accrued	0.82	0.33
GST Receivable	-	9.30
Employee and advances	3.96	5.17
Prepaid expenses	4.50	9.64
Contract assets	0.50	-
Security deposits	256.63	250.09
Deposits with maturity of more than 12 months	204.88	-
Total	471.29	274.55

7) Property, plant and equipment
Gross Carrying Amount

(Rs. in Lakhs)

Particulars	Freehold land	Furniture and Fixtures	Office Equipment	Computer	Motor Vehicle	Total
Balance as at 31st March, 2022	83.43	3.87	2.59	19.83	54.86	164.58
Additions	-	-	-	1.33	-	1.33
Disposals	-	-	-	-	-	-
Balance as at 31st March, 2023	83.43	3.87	2.59	21.15	54.86	165.91
Additions	-	-	-	1.99	-	1.99
Disposals	-	-	-	-	-	-
Balance as at 31st March, 2024	83.43	3.87	2.59	23.14	54.86	167.90

Accumulated depreciation

Particulars	Freehold land	Furniture and Fixtures	Office Equipment	Computer	Motor Vehicle	Total
Balance as at 31st March, 2022	-	1.61	1.59	17.58	37.70	58.48
Depreciation expense	-	0.35	0.42	0.97	6.52	8.26
Eliminated on disposals of assets	-	-	-	-	-	-
Balance as at 31st March, 2023	-	1.97	2.02	18.54	44.21	66.74
Depreciation expense	-	0.36	0.30	1.42	4.58	6.65
Eliminated on disposals of assets	-	-	-	-	-	-
Balance as at 31st March, 2024	-	2.32	2.32	19.96	48.79	73.39

Closing WDV

Balance as at 31st March, 2023	83.43	1.90	0.58	2.61	10.65	99.17
Balance as at 31st March, 2024	83.43	1.55	0.27	3.18	6.07	94.50

8) Trade payables
(Rupees in lakhs unless otherwise
stated)

Particulars	As at March 31, 2024	As at March 31, 2023
Dues to Micro and Small enterprises	-	-
Dues to Others	8.19	51.89
Total	8.19	51.89

Note: There are no dues to Micro and Small Enterprises as defined under Micro, Small & Medium Enterprises Development Act, 2006 which are outstanding for a period more than 45 days as on the balance sheet date.

The above information regarding Micro and Small Enterprises has been determined on the basis of information available with the Company and has been duly relied upon by the auditors of the Company.

8.1 Trade payable due for payment and the ageing schedule as below:

Particulars		Outstanding from due date of payment as on 31st March 2024				
		Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i)	MSME	-	-	-	-	-
(ii)	Others	8.19	-	-	-	8.19
(iii)	Disputed dues : MSME	-	-	-	-	-
(iv)	Disputed dues : others	-	-	-	-	-

Particulars		Outstanding from due date of payment as on 31st March 2023				
		Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i)	MSME	-	-	-	-	-
(ii)	Others	51.89	-	-	-	51.89
(iii)	Disputed dues : MSME	-	-	-	-	-
(iv)	Disputed dues : others	-	-	-	-	-

9) Other financial liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
Salary Payable	10.70	10.40
Managerial remuneration payable	1.48	1.37
Audit fees payable	1.35	1.35
Directors Sitting Fees payable	1.30	1.44
Other payables	46.12	35.47
Current Maturities of Long term Debt	-	1.82
Total	60.94	51.84

10) Deferred Tax Asset/Liability

Particulars	For the year ended 31st March 2024			
	As at 31st March 2023	Recognised in Profit and Loss	Recognised in OCI	As at 31st March 2024
Property, Plant and Equipment	(1.02)	(0.63)		(1.65)
Total	(1.02)	(0.63)	-	(1.65)

Particulars	For the year ended 31st March 2023			
	As at 31st March 2022	Recognised in Profit and Loss	Recognised in OCI	As at 31st March 2023
Property, Plant and Equipment	0.08	(1.10)		(1.02)
Total	0.08	(1.10)	-	(1.02)

11) Other non-financial liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
Contract liabilities	39.84	82.95
Statutory dues	8.05	0.15
Total	47.89	83.10

12) Equity share capital

Particulars	As at March 31, 2024	As at March 31, 2023
Authorised: 1,17,00,000 (31.03.2023: 1,17,00,000) Equity Shares of Rs 10 each	1,170.00	1,170.00

Issued, Subscribed and Paid up: 1,16,82,000 (31.03.2023: 1,16,82,000) Equity Shares of Rs 10 each	1,168.20	1,168.20
Total	1,168.20	1,168.20

12.1 Reconciliation of number of shares outstanding at the beginning and end of the year:

Authorised Equity shares:	No. of shares	Amount
Balance as at 31st March,2023	1,17,00,000	1,170.00
Add /(Less): Changes during the year	-	-
Balance as at 31st March,2024	1,17,00,000	1,170.00

Issued, Subscribed and Paid up Equity shares:	No. of shares	Amount
Balance as at 31st March,2023	1,16,82,000	1,168.20
Add/(Less): Changes during the year	-	-
Balance as at 31st March,2024	1,16,82,000	1,168.20

12.2 Terms / rights attached to Equity Shares:

The Company has only one class of equity shares having a par value of Rs. 10/-. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends if any, in Indian rupees. The dividend proposed, if any, by the Board of Directors is subject to the approval of the Shareholders at the ensuing Annual General Meeting, except in case of interim dividend.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the Shareholders.

12.3 Details of shares held by each shareholder holding more than 5% shares in the Company:

Equity share of Rs.10 each fully paid up with voting rights	Number of fully paid equity shares	Percentage of holding
Mahshri Enterprises Private Limited		
As at 31st March, 2023	70,83,030	60.63%
As at 31st March, 2024	70,83,030	60.63%
Jai Ambe Tradexim Private Limited		
As at 31st March, 2023	4,68,679	4.01%
As at 31st March, 2024	6,00,965	5.14%

12.4 Shares held by Holding Company

Equity share of Rs.10 each fully paid up with voting rights	Number of fully paid equity shares - in Lakhs	Percentage of holding
--	--	------------------------------

Mahshri Enterprises Private Limited		
As at 31st March, 2023	70,83,030	60.63%
As at 31st March, 2024	70,83,030	60.63%

12.5 Shares held by the promoters of the company

Equity share of Rs.10 each fully paid up with voting rights	Number of fully paid equity shares	Percentage of holding
Mahshri Enterprises Private Limited		
As at 31st March, 2023	70,83,030	60.63%
As at 31st March, 2024	70,83,030	60.63%
Changes during the year	-	-
Shreyas Shrenik Shah		
As at 31st March, 2023	90,000	0.77%
As at 31st March, 2024	90,000	0.77%
Changes during the year	-	-
Shripal Shrenik Shah		
As at 31st March, 2023	90,000	0.77%
As at 31st March, 2024	90,000	0.77%
Changes during the year	-	-

13) Other equity

Particulars	As at March 31, 2024	As at March 31, 2023
Capital reserve	6.52	6.52
General reserve	260.75	260.75
Securities premium	317.68	317.68
Retained earnings	1,270.71	890.80
Total	1,855.67	1,475.75

13.1 Capital reserve	As at March 31, 2024	As at March 31, 2023
Balance as at beginning of the year	6.52	6.52
Add/(Less): Movement during the year	-	-
Balance as at end of the year	6.52	6.52

13.2 Securities Premium	As at March 31, 2024	As at March 31, 2023
Balance as at beginning of the year	317.68	317.68
Add/(Less): Movement during the year	-	-
Balance as at end of the year	317.68	317.68

13.3 General reserve	As at March 31, 2024	As at March 31, 2023
Balance as at beginning of the year	260.75	260.75
Add/(Less): Movement during the year	-	-
Balance as at end of the year	260.75	260.75

13.4 Retained earnings	As at March 31, 2024	As at March 31, 2023
Balance as at beginning of the year	890.80	700.97
Profit for the year	379.91	189.83
Balance as at end of the year	1,270.71	890.80

14) Other Income (Rupees in lakhs unless otherwise stated)

Particulars	For the year ended 31st March 2024	For the year ended 31st March 2023
Interest income	82.82	48.76
Miscellaneous Income	0.00	0.05
Income tax Refund	-	0.32
Total	82.82	49.13

15) Finance Cost

Particulars	For the year ended 31st March 2024	For the year ended 31st March 2023
Interest Expenses on:		
Interest on Borrowings	0.08	0.76
Other borrowing costs (includes fees charged by banks for renewal of sanctioned limits, lead bank charges, etc.)	-	0.76
Total	0.08	1.52

16) Fees & Commission expenses

Particulars	For the year ended 31st March 2024	For the year ended 31st March 2023
Commission & Brokerages	287.85	147.60
Legal & Professional Fees	75.72	32.57
Advertisement & Publicity Fees	12.72	35.14
Listing Fees & Processing Fees	4.23	3.51
Custodial Fees	0.90	0.90
RTA Charges	0.46	0.42
Technical Services	150.02	-
New Issue Marketing Fees	301.98	-
Total	833.87	220.14

17) Employee Benefits Expense

Particulars	For the year ended 31st March 2024	For the year ended 31st March 2023
Salaries, wages and bonus	141.18	109.79
Stipend	10.32	4.18
Managerial remuneration	28.13	28.13
Staff welfare expenses	3.34	5.29
Total	182.96	147.39

18) Depreciation and amortisation expense

Particulars	For the year ended 31st March 2024	For the year ended 31st March 2023
Depreciation of property, plant and equipment	6.65	8.26
Total	6.65	8.26

19) Other Expenses

Particulars	For the year ended 31st March 2024	For the year ended 31st March 2023
Rent Rates and Taxes	21.16	4.36
Telephone Expenses	1.90	1.82
Membership fees and subscription	4.50	0.75
Office Administration Expenses	29.54	21.34
Payment to Auditors: -		
For Audit Fees	2.00	2.00
For Limited Review	0.18	0.18
For Certification Fees	0.11	0.02
For Internal Audit Fees	0.13	0.10
Semi Settlement Charges	1.00	
Bank Charges	0.04	-
Director Sitting Fees	1.44	1.44
Interest paid on statutory dues	0.24	-
Total	62.23	32.01

20) Income taxes

(a) Tax expense recognised in the Statement of profit and loss:

(Rupees in lakhs unless otherwise stated)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Current tax		
Current year	128.44	64.96
Total current tax	128.44	64.96
Deferred tax		
Relating to origination and reversal of temporary difference	(0.63)	(1.10)
Total deferred income tax expense/(credit)	(0.63)	(1.10)
Short/(Excess) provision for tax- Previous years	-	-
Total income tax expense/(credit)	127.81	63.86

A reconciliation between the statutory income tax rate applicable to the Company and the effective income tax rate of the Company is as follows :

(b) Reconciliation of effective tax rate

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Profit / (loss) before taxation	507.73	253.69
Enacted income tax rate in India	25.17%	25.17%
Tax at the enacted income tax rate	127.78	63.85
Reconciliation line items:		
Taxes effect on Timing differences	0.63)	(1.10)
Tax effect on Permanent differences	0.66	1.11
Tax expense/ (credit)	127.81	63.86

21) Contingent liabilities and Pending litigations.**(Rupees in lakhs unless otherwise stated)**

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Contingent Liability not provided for and Commitments (including Capital Commitments)	Nil	Nil
Pending litigation by/ against the Company	Nil	Nil

22) Earning Per share

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Profit after tax available for equity shareholders (Rs. In Lakhs)	379.91	189.83
Weighted average number of equity shares	1,16,82,000	1,16,82,000
Nominal value of equity share	10.00	10.00
Basic and diluted Earning Per Share	3.25	1.62

23) Segment Reporting

The Company's Board of Directors have been identified as the Chief Operating Decision Maker (CODM) as defined under Ind AS 108 "Operating Segments". The CODM evaluates the Company's performance and allocated the resources based on an analysis of various performance indicators. The Company is primarily engaged in the business of financial services related to investments. The same has been considered as business segment and the management considers these as a single reportable segment. Accordingly, disclosure of segment information has not been furnished.

24) Related party disclosures

As per IND AS 24, the disclosures of transactions with the related parties are given below:

Sr. No.	Category	Name of the Related Party/ Relationship
1	Holding Company	Mahshri Enterprises Pvt Ltd
2	Subsidiary Company	Aryaman Capital Markets Ltd
		Escorp Asset Management Ltd
3	Key Managerial Personnel	Mr. Shripal Shah, Director & CFO
		Mr. Shreyas Shah, Director
		Mrs Meloni Shah, Non-Executive - Non Independent Director
		Ms. Reenal Khandelwal, Company Secretary w.e.f. July 24, 2023.
		Ms Chaitali Pansari, Company Secretary upto July 24, 2023.
		Mr Darshit Parikh, Non-Executive - Independent Director upto March 31, 2024.
		Mr Ram Gaud, Non-Executive-Independent Director upto March 31, 2024.
		Mr Abhinav Anand, Non-Executive - Independent Director upto December 6, 2023.
		Mr Prasad Mule, Non-Executive - Independent Director w.e.f. March 4, 2024.
4	Entities in which KMP's have significant interest	Vardhaman Investment (Proprietor - Mrs. Roopa Shah)

2. Transactions carried out with related parties referred in 1 above, in ordinary course of business:

Name of the Party	Nature of Transactions	For the year ended March 31, 2024	For the year ended March 31, 2023
Key Managerial Personnel			
Mr. Shripal Shah	Salary	18.75	18.75
Mr. Shreyas Shah	Salary	9.38	9.38
Ms.Reenal Khandelwal	Salary	5.14	-
Ms. Chaitali Pansari	Salary	2.48	7.99
Mr Darshit Parikh	Directors Sitting Fees	0.40	0.40
Mr Ram Gaud	Directors Sitting Fees	0.44	0.44
Mr Abhinav Anand	Directors Sitting Fees	0.45	0.60
Mr.Prasand Mule	Directors Sitting Fees	0.15	-

3. Balances outstanding

Name of the Related Party	Nature of Balance	As at 31st March, 2024	As at 31st March, 2023
Key Managerial Personnel			
Mr. Shripal Shah	Salary Payable	1.50	1.50
Mr. Shreyas Shah	Salary Payable	0.75	0.75
Ms.Reenal Khandelwal	Salary Payable	0.60	-
Ms. Chaitali Pansari	Salary Payable	-	0.70
Mr Darshit Parikh	Directors Sitting Fees Payable	0.40	0.40
Mr Ram Gaud	Directors Sitting Fees Payable	0.44	0.44
Mr Abhinav Anand	Directors Sitting Fees Payable	0.45	0.60
Mr.Prasand Mule	Directors Sitting Fees Payable	0.15	-
Entities in which KMP's have significant interest			
Vardhaman Investment (Proprietor - Mrs. Roopa Shah)	Office Deposit	250.00	250.00

25) Ratio Analysis and its components

(Rupees in lakhs unless otherwise stated)

S.No.	Particulars	31st March 2024	31st March 2023	Changes in Percentage %
1	Current ratio	10.30	6.05	70%
2	Debt- Equity Ratio	-	0.00	N.A.
3	Debt Service Coverage Ratio	270.74	47.24	473%
4	Inventory Turnover Ratio	N.A	N. A.	N. A.
5	Return on Equity Ratio	0.13	0.07	80%
6	Trade Receivable Turnover Ratio	161.69	71.72	125%
7	Trade Payable Turnover Ratio	50.29	23.26	116%
8	Net Capital Turnover Ratio	1.39	0.65	113%
9	Net Profit Ratio	0.25	0.31	-19%
10	Return on Capital Employed	0.17	0.10	74%
11	Return on Investment	0.03	0.02	51%

25.1 Reasons for variance more than 25%

S No.	Ratios with variance more than 25%	Reasons for variance
1	Current ratio	Increased due to increases in deposits with bank and decrease in trade payables and other contractual liabilities
2	Debt Service Coverage Ratio	Increase due to increased in earning available for debt services
3	Return on Equity Ratio	Increase due to increased in net profits after tax
4	Trade Receivable Turnover Ratio	Increase due to increased in revenue from operation
5	Trade Payable Turnover Ratio	Increase due to increased in revenue from operation
6	Net Capital Turnover Ratio	Increase due to increased in revenue from operation
7	Return on Capital Employed	Increased due to increase in profits
8	Return on Investment	Increased due to increase in interest income

25.2 Components of Ratio

S.No.	Ratios	Numerator	Denominator	March 31st 2024		March 31st 2023	
				Numerator	Denominator	Numerator	Denominator
1	Current ratio	Current Assets	Current Liabilities	1205.45	117.02	1130.16	186.83
2	Debt- Equity Ratio	Total Debts (Total Liabilities)	Total Equity (Equity Share capital+Other equity)	0.00	3,023.87	1.82	2,643.95

3	Debt Service Coverage Ratio	Earnings available for debt service (Net profit before exceptional Items & tax expense + depreciation & amortization + Finance cost + Non cash operating items + other adjustment)	Finance cost principal repayment of long term borrowings during the period/year	514.46	1.90	263.47	5.58
4	Inventory Turnover Ratio	Revenue from sales of products/Service	Average Inventory [(opening balance + closing balance)/2]	1510.69	-	613.88	-
5	Return on Equity Ratio	Net profit after tax- Exceptional items	Average Total Equity [(Opening Equity Share capital + Opening Other equity + Closing Equity Share Capital + Closing Other Equity)/2]	379.91	2,833.91	189.83	2,550.25
6	Trade Receivable Turnover Ratio	Revenue from operations	Average trade receivable [(Opening balance + closing balance)/2]	1510.69	9.34	613.88	8.56
7	Trade Payable Turnover Ratio	Revenue from operations	Average trade payable [(Opening balance + closing balance)/2]	1510.69	30.04	613.88	26.39
8	Net Capital Turnover Ratio	Revenue from operations	Working capital (Current asset-current liabilities)	1510.69	1,088.43	613.88	943.34
9	Net Profit Ratio	Net profit after tax- Exceptional items	Revenue from operations	379.91	1,510.69	189.83	613.88
10	Return on Capital Employed	Profit Before interest, Tax & Exceptional item	Total Equity + Total Debts (including preference share liability)	507.81	3,023.87	255.21	2,642.14
11	Return on Investment	Interest Income on fixed deposits + Profit on sale of investments + Income of investment - impairment on value of investment	Current investments + Non current Investments + Fixed deposits with bank	82.82	2,728.67	48.76	2,424.34

26) Financial instruments

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

1. Fair value of cash and short-term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short term maturities of these instruments.

2. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly, fair value of such instruments are not materially different from their carrying amounts.

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

The carrying amounts and fair values of financial instruments by category are as follows:

March 31, 2024

Particulars	FVOCI	FVTPL	Amortised cost	Total fair value	Carrying amount
Financial assets					
Investments in subsidiaries	-	-	1,347.03	1,347.03	1,347.03
Trade receivables	-	-	10.79	10.79	10.79
Cash and cash equivalents	-	-	8.12	8.12	8.12
Other bank balances			1,176.76	1,176.76	1,176.76
Other financial assets	-	-	471.29	471.29	471.29
Total Financial assets	-	-	3,013.99	3,013.99	3,013.99
Financial liabilities					
Trade payables	-	-	8.19	8.19	8.19
Others	-	-	60.94	60.94	60.94
Total financial liabilities	-	-	69.13	69.13	69.13

March 31, 2023

Particulars	FVOCI	FVTPL	Amortised cost	Total fair value	Carrying amount
Financial assets					
Investments in subsidiaries	-	-	1,347.03	1,347.03	1,347.03
Trade receivables	-	-	7.90	7.90	7.90
Cash and cash equivalents	-	-	20.51	20.51	20.51
Other bank balances			1,077.30	1,077.30	1,077.30
Other financial assets	-	-	274.55	274.55	274.55

Total Financial assets	-	-	2,727.29	2,727.29	2,727.29
Financial liabilities					
Trade payables	-	-	51.89	51.89	51.89
Others	-	-	51.84	51.84	51.84
Total financial liabilities	-	-	103.73	103.73	103.73

There were no significant changes in classification and no significant movements between the fair value hierarchy classifications of financial assets and financial liabilities during the period.

27) Financial risk factors

The Company's principal financial liabilities comprise loans and borrowings, advances and trade and other payables. The purpose of these financial liabilities is to finance the Company's operations and to provide to support its operations. The Company's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

The Company's activities exposes it to Liquidity Risk, Market Risk and Credit risk. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised as below.

(a) Liquidity risk

The risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. Liquidity risk management implies maintenance of sufficient cash including availability of funding through an adequate amount of committed credit facilities to meet the obligations as and when due.

The Company manages its liquidity risk by ensuring as far as possible that it will have sufficient liquidity to meet its short term and long term liabilities as and when due. Anticipated future cash flows are expected to be sufficient to meet the liquidity requirements of the Company. The Company does not have any undrawn borrowing facilities with the Banks / Financial institutions.

(i) The following is the contractual maturities of the financial liabilities:

Particulars	Carrying amount	Payable on demand	1-12 months	more than 12 months
As at March 31, 2024				
Borrowings	-	-	-	-
Trade payables	8.19	-	8.19	
Other financial liabilities	60.94	-	60.94	
Total	69.13	-	69.13	-

Particulars	Carrying amount	Payable on demand	1-12 months	more than 12 months
As at March 31, 2023				
Trade payables	51.89	-	51.89	
Other financial liabilities	51.84	-	51.84	
Total	103.73	-	103.73	-

(b) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk includes investment, deposits, foreign currency receivables and payables. The Company's treasury team manages the Market risk, which evaluates and exercises independent control over the entire process of market risk management.

(i) Foreign currency risk

Foreign currency risk can only arise on financial instruments that are denominated in a currency other than the functional currency in which they are measured. The Company's functional and presentation currency is INR. The Company does not have any foreign currency transactions and hence is not exposed to the Foreign Currency Risks.

(ii) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. The Company's does not have any long term borrowings. Hence, the Company is not exposed to the interest rate risk.

(c) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counter-party fails to meet its contractual obligations. The Company is exposed to credit risks from its operating activities, primarily trade receivables, cash and cash equivalents, deposits with banks and other financial instruments.

Credit risk is managed by the Company through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Company grants credit terms in the normal course of business.

(d) Financial risk factors**Capital risk management**

The Company's objectives when managing capital are to :

- (i)** safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- (ii)** maintain an optimal capital structure to reduce the cost of capital

In order to maintain or adjust the capital structure, the Company may issue new shares, adjust the amount of dividends paid to shareholders etc. The Company's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business.

The Company will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

- 28)** The books of accounts of the company are maintained in Corporate Office situated at 60 Khatau Building Ground Floor, Alkesh Dinesh Modi Marg, Fort, Mumbai- 400001, Maharashtra and were checked thereat by the Auditors of the Company.
- 29)** The Company did not have any long- term contracts including derivative contracts for which there were any material foreseeable losses.
- 30)** The Company has complied with number of layers of subsidiaries as prescribed under Section 186(1) of the Companies Act read with Companies (Restriction on number of layers) Rules, 2017.
- 31)** The company does not have transactions with the companies struck off under section 248 of Companies Act ,2013.
- 32)** The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- 33)** The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- 34)** The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

- 35)** The Company has not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- 36)** There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- 37)** The financial statements were approved for issue by the Board of Directors on 24th May, 2024
- 38)** The figures of the previous year's have been regrouped or reclassified wherever necessary to make them comparable.
- 39)** Figures have been rounded off to the nearest lacs of rupees.
- 40)** Figures in Brackets indicate Negative figures

Material accounting policies

1C

The accompanying notes are an integral part of the standalone financial statements.

As per our attached report of even date

For V. N. Purohit & Co.

Chartered Accountants

Firm Regn No. 304040E

For and on behalf of the Board of Directors

Aryaman Financial Services Limited

Sd/-

O. P. Pareek

Partner

Membership No. 014238

UDIN: 24014238BKAUBZ9100

Sd/-

Shripal Shah

Executive Director, CFO

DIN:01628855

Place : Mumbai

Sd/-

Shreyas Shah

Executive Director

DIN:01835575

Place : Mumbai

Place : Mumbai

Date : 24th May, 2024

Sd/-

Reenal Khandelwal

Company Secretary

PAN: DVAPK5780H

CONSOLIDATED BALANCE SHEET

AS AT 31ST MARCH, 2024

(Rupees in lakhs unless otherwise stated)

Particulars	Note	As at 31st March, 2024	As at 31st March, 2023
Financial Assets			
Cash and cash equivalents	2	571.85	180.53
Bank balances other than above	3	6,734.05	5,021.54
Receivables			
Trade Receivables	5	30.67	30.32
Investments	6	6,247.34	5,757.09
Other financial assets	7	539.65	308.08
Non-financial Assets			
Inventories	4	1,596.65	1,651.22
Property, plant and equipment	8A	227.46	228.74
Other intangible assets	8B	0.57	0.74
Other non-financial assets	9	76.82	75.98
TOTAL ASSETS		16,025.08	13,254.24
Financial Liabilities			
Payables			
Trade payables	10		
(i) total outstanding dues of micro enterprises and small enterprises		-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		10.38	53.43
Borrowings (Other than Debt Securities)	11	4,625.64	4,092.77
Other financial liabilities	12	66.39	56.72
Non-Financial Liabilities			
Current tax liabilities (net)		80.37	32.13
Deferred Tax Liability	13	437.64	515.92
Other non financial liabilities	14	81.32	114.00
Total Liability		5,301.74	4,864.97
Equity			
Equity Share capital	15	1,168.20	1,168.20

Other Equity	16	6,120.62	4,441.94
Equity attributable to owners of the Company		7,288.82	5,610.14
Non - controlling interest		3,434.52	2,779.13
Total equity		10,723.34	8,389.27
TOTAL EQUITY AND LIABILITIES		16,025.08	13,254.24

IC

Material accounting policies**The accompanying notes are an integral part of the consolidated financial statements**

As per our attached report of even date

For V.N. PUROHIT & CO.

Chartered Accountants

Firm Registration No. 304040E

For and on behalf of Board Of Directors

ARYAMAN FINANCIAL SERVICES LIMITED**Sd/-****O.P. Pareek**

Partner

Membership No. 014238

UDIN: 24014238BKAUCB7648

Place : Mumbai

Date : 24th May, 2024

Sd/-**Shripal Shah**

Executive Director, CFO

DIN: 01628855

Place : Mumbai

Sd/-**Shreyas Shah**

Executive Director

DIN: 01835575

Place : Mumbai

Sd/-**Reenal Khandelwal**

Company Secretary

PAN: DVAPK5780H

Place : Mumbai

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2024

(Rupees in lakhs unless otherwise stated)

Sr. No.	Particulars	Note	For the year ended 31st March, 2024	For the year ended 31st March, 2023
I	Revenue From Operations			
	- Fees & commission income		1,551.97	654.99
	- Sale of stock-in-trade		2,420.12	4,353.23
	- Investment & Dividend Income		2,642.79	344.43
	Total Revenue from operations	17A	6,614.88	5,352.65
II	Other Income	17B	389.79	217.11
III	Total Income (I+II)		7,004.66	5,569.75
IV	EXPENSES			
	Finance costs	18	375.63	315.03
	Fees & Commission expenses	19	847.03	233.11
	Purchase of Stock-in-trade		2,188.31	3,724.19
	Changes in Inventories (Stock-in Trade)	20	54.57	407.33
	Employee benefits expense	21	204.76	166.14
	Depreciation and amortization expense	22	15.16	15.60
	Other expenses	23	106.37	77.23
	Total expenses (IV)		3,791.82	4,938.63
V	Profit before tax (III-IV)		3,212.84	631.12
VI	Tax expense:	28		
	(1) Current tax		461.76	116.83
	(2) Short/(Excess) provision for tax- Previous years		-	0.70
	(3) Deferred tax		0.41	(0.52)
	Total Tax Expense		462.17	117.01
VII	Profit for the year (V-VI)		2,750.67	514.12
	Other Comprehensive Income			
	(i) Items that will not be reclassified to profit or loss			
	- Changes in fair value of FVOCI equity shares		(495.28)	1,760.46
	-Income tax relating to items that will not be reclassified to profit or loss		78.69	(226.13)
VIII	Other comprehensive income		(416.59)	1,534.33

IX	Total comprehensive income for the year (VII+VIII)		2,334.07	2,048.44
	Total Profit/(Loss) for the year attributable to:			
	- Owners of the Company		1,764.64	392.43
	- Non - Controlling Company		986.03	121.68
	Other comprehensive income/(loss) for the year attributable to:		-	-
	- Owners of the Company		(85.95)	999.10
	- Non - Controlling Company		(330.65)	535.22
	Total Comprehensive income/(loss) for the year attributable to:		-	-
	- Owners of the Company		1,678.69	1,391.53
	- Non - Controlling Company		655.39	656.91
X	Earnings per equity share:			
	Basic EPS (Face value Rs.10 per equity share)		23.55	4.40
	Diluted EPS (Face value Rs.10 per equity share)		23.55	4.40

1C**Material accounting policies**

The accompanying notes are an integral part of the consolidated financial statements

As per our attached report of even date

For V.N. PUROHIT & CO.

Chartered Accountants

Firm Registration No. 304040E

For and on behalf of Board Of Directors

ARYAMAN FINANCIAL SERVICES LIMITED

Sd/-

O.P. Pareek

Partner

Membership No. 014238

UDIN: 24014238BKAUCB7648

Place : Mumbai

Date : 24th May, 2024

Sd/-

Shripal Shah

Executive Director, CFO

DIN: 01628855

Place : Mumbai

Sd/-

Shreyas Shah

Executive Director

DIN: 01835575

Place : Mumbai

Sd/-

Reenal Khandelwal

Company Secretary

PAN: DVAPK5780H

Place : Mumbai

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31ST MARCH, 2024

(Rupees in lakhs unless otherwise stated)

Sr. No.	Particulars		For the year ended 31st March, 2024	For the year ended 31st March, 2023
A	Cash flow from operating activities			
	Profit for the year before tax		3,212.84	631.12
	Adjustments for:			
	Finance costs		375.63	315.02
	Depreciation and amortisation expense		15.16	15.60
	Interest income		(389.79)	(217.11)
	Operating profit before working capital changes		3,213.84	744.64
	Movements in working capital:			
	Increase / (decrease) in trade payables		(43.05)	42.16
	Increase / (decrease) in other liabilities		(23.02)	53.56
	(Increase)/decrease in trade receivables		(0.35)	(10.75)
	(Increase)/decrease in other assets		(177.84)	356.86
	Cash generated from operations		2,969.58	1,186.47
	Direct taxes paid (net)		(413.51)	(110.12)
	Net cash from operating activities (A)		2,556.07	1,076.35
B	Cash flows from investing activities			
	(Purchase)/ Sale of property, plant and equipment (PPE) (net)		(13.71)	(28.62)
	(Purchase)/ Sale of investments (net)		(985.54)	(112.62)
	Interest Income		389.79	217.11
	Net cash (used in) investing activities (B)		(609.47)	75.86
C	Cash flow from financing activities			
	Interest paid		(375.63)	(315.02)
	Proceeds from Borrowings (net)		532.87	1,021.01
	Net cash (used in) financing activities (C)		157.24	705.99
	NET INCREASE IN CASH AND CASH EQUIVALENT [(A)+(B)+(C)]		2103.84	1858.21
	CASH AND CASH EQUIVALENT AT THE BEGINNING OF THE YEAR		5202.07	3343.86
	CASH AND CASH EQUIVALENT AT THE END OF THE YEAR		7305.90	5202.07

	Components of cash and cash equivalents			
	Cash In Hand		2.26	2.34
	Balance with Bank & Current & Fixed Deposits		7303.64	5199.73
	Total Cash & Cash Equivalents		7305.90	5202.07

1C

Material accounting policies**The accompanying notes are an integral part of the consolidated financial statements**

As per our attached report of even date

For V.N. PUROHIT & CO.

Chartered Accountants

Firm Registration No. 304040E

For and on behalf of Board Of Directors

ARYAMAN FINANCIAL SERVICES LIMITED**Sd/-****O.P. Pareek**

Partner

Membership No. 014238

UDIN: 24014238BKAUCB7648

Place : Mumbai

Date : 24th May, 2024

Sd/-**Shripal Shah**

Executive Director, CFO

DIN: 01628855

Place : Mumbai

Sd/-**Shreyas Shah**

Executive Director

DIN: 01835575

Place : Mumbai

Sd/-**Reenal Khandelwal**

Company Secretary

PAN: DVAPK5780H

Place : Mumbai

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2024

I. Equity Share Capital

For the year ended March 31, 2024

(Rupees in lakhs unless otherwise stated)

Balance at the beginning of the current reporting period	Change in equity Share Capital due to prior period errors	Restated balance at the beginning of the Current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
1,168.20	-	-	-	1,168.20

For the year ended March 31, 2024

(Rupees in lakhs unless otherwise stated)

Balance at the beginning of the current reporting period	Change in equity Share Capital due to prior period errors	Restated balance at the beginning of the Current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
1,168.20	-	-	-	1,168.20

II. Other Equity

For the year ended March 31, 2024

Particulars	Reserve & Surplus				Equity Instrument s through Other Comprehensive Income	Equity Attributable to Majority	Equity Attributable to Non Controlling Interest	Total Other Equity
	Capital Reserve	Securities Premium Reserve	General Reserve	Retained Earnings				
Balances as at 1st April 2023	6.52	317.67	260.75	1,654.62	2,202.38	4,441.94	2,779.14	7,221.08
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-
Restated balance as at 1st April 2023	6.52	317.67	260.75	1,654.62	2,202.38	4,441.94	2,779.14	7,221.08
Profit/(loss) for the year	-	-	-	1,764.64	-	1,764.64	986.03	2,750.67
Other comprehensive income	-	-	-	-	(85.95)	(85.95)	(330.65)	(416.60)
Total Comprehensive Income	-	-	-	1,764.64	(85.95)	1,678.69	655.39	2,334.07
Balance as at 31st March 2024	6.52	317.67	260.75	3,419.26	2,116.43	6,120.62	3,434.52	9,555.14

For the year ended March 31, 2023

Particulars	Reserve & Surplus				Equity Instruments through Other Comprehensive Income	Equity Attributable to Majority	Equity Attributable to Non Controlling Interest	Total Other Equity
	Capital Reserve	Securities Premium Reserve	General Reserve	Retained Earnings				
Balances as at 1st April 2022	6.52	317.67	260.75	1,262.19	1,203.27	3,050.40	2,122.21	5,172.61
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-
Restated balance as at 1st April 2022	6.52	317.67	260.75	1,262.19	1,203.27	3,050.40	2,122.21	5,172.61
Profit/(loss) for the year	-	-	-	392.43	-	392.43	121.70	514.13
Other comprehensive income	-	-	-	-	999.10	999.10	535.22	1,534.33
Total Comprehensive Income	-	-	-	392.43	999.10	1,391.53	656.93	2,048.46
Balance as at 31st March 2023	6.52	317.67	260.75	1,654.62	2,202.38	4,441.94	2,779.14	7,221.07

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Material accounting policies**The accompanying notes are an integral part of the consolidated financial statements**

As per our attached report of even date

For V.N. PUROHIT & CO.

Chartered Accountants

Firm Registration No. 304040E

For and on behalf of Board Of Directors

ARYAMAN FINANCIAL SERVICES LIMITED**Sd/-****O.P. Pareek**

Partner

Membership No. 014238

UDIN: 24014238BKAUCB7648

Place : Mumbai

Date : 24th May, 2024

Sd/-**Shripal Shah**

Executive Director, CFO

DIN: 01628855

Place : Mumbai

Sd/-**Shreyas Shah**

Executive Director

DIN: 01835575

Place : Mumbai

Sd/-**Reenal Khandelwal**

Company Secretary

PAN: DVAPK5780H

Place : Mumbai

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

Note 1:

A. CORPORATE INFORMATION:

The consolidated financial statements comprises financial statements of Aryaman Financial Services limited (Parent Company) and its two subsidiaries (hereinafter to be referred as the Group) for the year ended March 31, 2024.

Aryaman Financial Services Limited is a public limited company domiciled in India with its registered office located at 102, Ganga Chambers, 6A/1, W.E.A., Karol Bagh, New Delhi-110005. The Company is listed on BSE Limited (BSE). The Company is engaged in the business of Merchant Banking(Strategic & Non Strategic). It is category I merchant banker registered with SEBI & incorporated on 11th May, 1994.

B. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS:

These Consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting standards) Rules as amended from time to time and other related provisions of the Act.

The financial statements of the Group are prepared on the accrual basis of accounting and Historical cost convention except for the following material items that have been measured at fair value as required by the relevant Ind AS:

- (i) Certain financial assets and liabilities are measured at Fair value (Refer note no. 7)
- (ii) Defined benefit employee plan
- (iii) Derivative Financial instruments

The accounting policies are applied consistently to all the periods presented in the financial statements. All assets and liabilities have been classified as current or non current as per the Group's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

The Consolidated financial statements are presented in INR, the functional currency of the Company. Rounding of amounts All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

Basis of Consolidation

The consolidated financial statements comprise the financial statements of the Parent Group and its subsidiaries as at March 31, 2024.

Subsidiaries

Subsidiaries are all entities over which the Group has control. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Specifically, the Group controls an investee if and only if the Group has

- (a) Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- (b) Exposure, or rights, to variable returns from its involvement with the investee
- (c) The ability to use its power over the investee to affect its returns

Consolidation of a subsidiary begins when the group obtains control over the subsidiary and ceases when the Group losses control of the subsidiary.

Consolidation Procedure

Subsidiaries

- (a) Combine, on line by line basis like items of assets, liabilities, equity, income, expenses and cash flows of the Parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.
- (b) Offset (eliminate) the carrying amount of the Parent's investment in each subsidiary and the Parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill
- (c) Eliminate in full intra-group assets and liabilities, equity, income, expenses and Cash flows relating to transactions between entities of the group (profits or losses resulting from intra-group transactions that are recognised in assets, such as inventory and property, plant and equipment (PPE), are eliminated in full). Intra group losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intra-group transactions.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Parent Group and to the noncontrolling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Parent Group and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Consolidated Financial Statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies

Changes in the Group's ownership interest in existing subsidiaries:

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the group.

When the Group loses control of a subsidiary, a gain or loss is recognised in consolidated statement of profit and loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any noncontrolling interests.

(i) Use of Estimates and judgments:

The preparation of the financial statements requires the Management to make, judgments, estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. The recognition, measurement, classification or disclosure of an item or information in the financial statements is made relying on these estimates. The estimates and judgements used in the preparation of the financial statements are continuously evaluated by the management and are based on historical experience and various other assumptions and factors (including expectations of future events) that the management believes to be reasonable under the existing circumstances. Actual results may differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

Critical accounting judgements and key source of estimation uncertainty

The Group is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. The estimates and underlying assumptions are reviewed on an on-going basis.

(a) Estimation of current tax expenses and payable - Refer note

C.MATERIAL ACCOUNTING POLICIES:

This notes provides a list of material accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

1) Property, plant and equipment (PPE)

Property, plant and equipment is stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any.

The cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable costs of bringing the asset to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the item and restoring the site on which it is located.

2) Intangible assets

Intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

3) Depreciation and Amortization**a. Property plant and equipment (PPE)**

Depreciation is provided on a pro-rata basis on the straight line method based on estimated useful life prescribed under Schedule II to the Companies Act, 2013. Freehold Land is not being depreciated.

The residual values, useful lives and method of depreciation of property, plant and equipment is reviewed at each financial year end and adjusted prospectively, if appropriate.

Estimated useful life is as below:

Computer - 3 Years
Furniture and fixtures - 10 years
Office equipments - 5 years
Motor Vehicles - 8 years

b. Intangible assets

The useful lives of intangible assets are assessed as either finite or indefinite. Finite-life intangible assets are amortised on a straight-line basis over the period of their expected useful lives.

The amortisation period and the amortisation method for finite life intangible assets is reviewed at each financial year end and adjusted prospectively, if appropriate. For indefinite life intangible assets, the assessment of indefinite life is reviewed annually to determine whether it continues, if not, it is impaired or changed prospectively basis revised estimates.

Estimated useful life is as below:

Software - 3 Years

4) Investment Properties

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Group, is classified as investment property. Investment property is measured at its cost, including related transaction costs and where applicable borrowing costs less depreciation and impairment if any. Depreciation on building is provided based on straight line method using the useful life as specified in schedule II of the Companies Act, 2013.

5) Financial Instruments**Financial assets - Initial recognition:**

Financial assets are recognised when the Group becomes a party to the contractual provisions of the instruments. On initial recognition, a financial asset is recognised at fair value, in case of Financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction cost are recognised in the statement of profit and loss. In other cases, the transaction cost are attributed to the acquisition value of the financial asset.

Subsequent measurement:

Financial assets are subsequently classified as measured at:

- amortised cost
- fair value through profit & loss (FVTPL)
- fair value through other comprehensive income (FVTOCI)

The above classification is being determined considering the:

- (a) the entity's business model for managing the financial assets and
- (b) the contractual cash flow characteristics of the financial asset.

(i) Measured at amortised cost:

Financial assets are subsequently measured at amortised cost, if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified date to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(ii) Measured at fair value through other comprehensive income (FVTOCI):

Financial assets are measured at FVTOCI, if these financial assets are held within a business model whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets. Fair value movements are recognized in the other comprehensive income (OCI). Interest income measured using the EIR method and impairment losses, if any are recognised in the Statement of Profit and Loss.

(iii) Measured at fair value through profit or loss (FVTPL):

Financial assets other than equity instrument are measured at FVTPL unless it is measured at amortised cost or at FVTOCI on initial recognition. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised in the Statement of Profit and Loss.

Equity instruments:

On initial recognition, the Group can make an irrevocable election (on an instrument-by instrument basis) to present the subsequent changes in fair value in other comprehensive income pertaining to investments in equity instruments. This election is not permitted if the equity investment is held for trading. These elected investments are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the 'Reserve for equity instruments through other comprehensive income'.

Dividends on these investments in equity instruments are recognised in Statement of Profit and Loss when the Group's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably. Dividends recognised in Statement of Profit and Loss are included in the 'Other income' line item.

Impairment

The Group recognises a loss allowance for Expected Credit Losses (ECL) on financial assets that are measured at amortised cost and at FVOCI. The credit loss is difference between all contractual cash flows that are due to an entity in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate. This is assessed on an individual or collective basis after considering all reasonable and supportable including that which is forward looking.

The Group's trade receivables or contract revenue receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to life time expected losses i.e. expected cash shortfall, being simplified approach for recognition of impairment loss allowance.

Under simplified approach, the Group does not track changes in credit risk. Rather it recognizes impairment loss allowance based on the lifetime ECL at each reporting date right from its initial recognition. The Group uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed. For financial assets other than trade receivables, the Group recognises 12-months expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. If, in a subsequent period, credit quality of the instrument improves such that there is no longer significant increase in credit risks since initial recognition, then the Group reverts to recognizing impairment loss allowance based on 12 months ECL. The impairment losses and reversals are recognised in Statement of Profit and Loss. For equity instruments and financial assets measured at FVTPL, there is no requirement of impairment testing.

Derecognition

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers rights to receive cash flows from an asset, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement.

In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Financial Liabilities

Initial Recognition and measurement

Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instruments. Financial liabilities are initially recognised at fair value net of transaction costs for all financial liabilities not carried at fair value through profit or loss.

The Group's financial liabilities includes trade and other payables, loans and borrowings including bank overdrafts.

Subsequent measurement

Financial liabilities measured at amortised cost are subsequently measured at using EIR method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

Loans & Borrowings:

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using EIR method. Gains and losses are recognized in profit & loss when the liabilities are derecognized as well as through EIR amortization process.

Financial Guarantee Contracts

Financial guarantee contracts issued by the Group are those contracts that requires a payment to be made or to reimburse the holder for a loss it incurs because the specified debtors fails to make payment when due in accordance with the term of a debt instrument. Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee.

De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

Derivative financial instruments

The Group uses derivative financial instruments, such as forward foreign exchange contracts, to hedge its foreign currency risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value, with changes in fair value recognised in Statement of Profit and Loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

6) Fair Value Measurement

The Group measures financial instruments, such as, derivatives, investments at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- (a) In the principal market for the asset or liability, or
- (b) In the absence of a principal market, in the most advantageous market for the asset or liability

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- (i) Level 1— Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- (ii) Level 2—Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- (iii) Level 3—Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above

7) Inventories/Securities for trade

Inventories are valued at the lower of cost and net realisable value. Cost is computed on a weighted average basis.

8) Cash and Cash Equivalents:

Cash and Cash equivalents include cash and Cheque in hand, bank balances, demand deposits with banks and other short-term highly liquid investments that are readily convertible to known amounts of cash & which are subject to an insignificant risk of changes in value where original maturity is three months or less.

9) Foreign Currency Transactions:

a. Initial Recognition

Transactions in foreign currency are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Statement of Profit and Loss of the year.

b. Measurement of Foreign Currency Items at the Balance Sheet Date

Foreign currency monetary items of the Group are restated at the closing exchange rates. Non monetary items are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising out of these transactions are charged to the Statement of Profit and Loss.

10) Revenue Recognition:

Rendering of Services

Income from services rendered is recognised based on agreements/ arrangements with the customers as the service is performed in proportion to the stage of completion of the transaction at the reporting date and the amount of revenue can be measured reliably

Revenue is measured at fair value of the consideration received or receivable, after deduction of any discounts and any taxes or duties collected on behalf of the government which are levied on sales such as sales tax, value added tax, GST etc.

Interest

Revenue is recognised on a time proportion basis taking into account the amount outstanding and the interest rate applicable and based on Effective interest rate method.

Dividend

Dividend Income is recognized when right to receive the same is established and the same is shown as Investment and dividend income.

11) Employee Benefits:

Employee Benefits: - The Group does not falls with in the applicability of Employee Benefit plans.

12) Taxes on Income:

Income tax comprises current and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent it relates to items directly recognized in equity or in other comprehensive income.

Current tax is based on taxable profit for the year. Taxable profit is different from accounting profit due to temporary differences between accounting and tax treatments, and due to items that are never taxable or tax deductible. Tax provisions are included in current liabilities. Interest and penalties on tax liabilities are provided for in the tax charge. The Group offsets, the current tax assets and liabilities (on a year on year basis) where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis or to realise the assets and liabilities on net basis.

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements. Deferred income tax asset are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized. Deferred tax assets are not recognised where it is more likely than not that the assets will not be realised in the future.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

13) Borrowing Cost:

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets are capitalized as a part of Cost of that assets, during the period till all the activities necessary to prepare the Qualifying assets for its intended use or sale are complete during the period of time that is required to complete and prepare the assets for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Other borrowing costs are recognized as an expense in the period in which they are incurred.

14) Earnings Per Share:

Basic earnings per shares are calculated by dividing the net profit or loss after tax for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to the equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

15) Leases:

Where the Group is Lessee

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the Statement of Profit and Loss on accrual basis as per the terms of agreements entered with the counter parties.

Where the Group is Lessor

Leases in which the Group does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Assets subject to operating leases are included in property, plant and equipment. The Group recognizes lease rentals from the property leased out, on accrual basis as per the terms of agreements entered with the counter parties. Costs, including depreciation, are recognized as an expense in the Statement of Profit and Loss.

16) Provisions, Contingent Liabilities and Contingent Assets:

A provision is recognised if, as a result of a past event, the group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Provisions for onerous contracts are recognized when the expected benefits to be derived by the Group from a contract are lower than the unavoidable costs of meeting the future obligations under the contract.

A disclosure for contingent liabilities is made where there is a possible obligation or a present obligation that may probably not require an outflow of resources or an obligation for which the future outcome cannot be ascertained with reasonable certainty. When there is a possible or a present obligation where the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent assets are neither recognized nor disclosed in financial statements.

2. Cash & cash equivalents**(Rupees in lakhs unless otherwise stated)**

Particulars	As at 31st March, 2024	As at 31st March, 2023
Cash on hand	2.26	2.34
Balances with banks		
i) in current accounts	569.59	178.19
Total	571.85	180.53

3. Bank balances other than Cash and cash equivalents

Particulars	As at 31st March, 2024	As at 31st March, 2023
- Term deposits with banks	6,306.56	4,844.05
- Balance with bank held as a security deposit with authority	427.49	177.49
Total	6,734.05	5,021.54

4. Inventories

Particulars	As at 31st March, 2024	As at 31st March, 2023
Stock in trade of equity instrumentes (in India) (Quoted)	1596.65	1651.22
Total	1596.65	1651.22

5. Trade Receivables

Particulars	As at 31st March, 2024	As at 31st March, 2023
Unsecured		
(a) Trade receivables - Considered good secured	-	-
(b) Trade receivables - Considered good unsecured;	30.67	30.32
(c) Trade receivables which have significant increase in credit risk;	-	-

(d) Trade receivables – credit impaired	-	-
Total Trade Receivables	30.67	30.32
Less: Allowance for credit losses	-	-
Net Trade Receivable	30.67	30.32

i) Note : No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person.

S No.	Particulars	Outstanding from due date of payment as on 31st March 2024					
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i)	Undisputed Trade Receivables : Considered good	17.73	1.95	7.04	2.13	1.82	30.67
(ii)	Undisputed Trade Receivables : Considered doubtful	-	-	-	-	-	-
(iii)	Disputed Trade Receivables : Considered good	-	-	-	-	-	-
(iv)	Disputed Trade Receivables : Considered doubtful	-	-	-	-	-	-
Total Trade Receivable		17.73	1.95	7.04	2.13	1.82	30.67
Less:	Allowance for credit losses	-	-	-	-	-	-
Net Trade Receivable		17.73	1.95	7.04	2.13	1.82	30.67

S No.	Particulars	Outstanding from due date of payment as on 31st March 2023					
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i)	Undisputed Trade Receivables : Considered good	23.45	1.54	4.05	0.95	0.33	30.32

(ii)	Undisputed Trade Receivables : Considered doubtful	-	-	-	-	-	-
(iii)	Disputed Trade Receivables : Considered good	-	-	-	-	-	-
(iv)	Disputed Trade Receivables : Considered doubtful	-	-	-	-	-	-
Total Trade Receivable		23.45	1.54	4.05	0.95	0.33	30.32
Less:	Allowance for credit losses	-	-	-	-	-	-
Net Trade Receivable		23.45	1.54	4.05	0.95	0.33	30.32

6. Investments

Particulars	As at 31st March, 2024	As at 31st March, 2023
Investments measured at Fair Value through Other Comprehensive Income, In India		
(i) Subsidiaries:		
Quoted :		
Equity instruments (quoted) at FVTPL	6,247.34	5,757.09
Market Value of Quoted Investments	6,247.34	5,757.09
Aggregate Value of Quoted Investments (at cost)	2,506.35	1,520.81

7. Other Financial assets

Particulars	As at 31st March, 2024	As at 31st March, 2023
Unsecured, considered good		
Security deposits for Properties	256.63	250.09
Security Deposits (Stock Exchanges)	0.01	0.01
Contract assets	3.55	3.33
Other Advances & Deposits	3.96	5.17
Interest accrued	62.95	28.07

Balance with Govt Authorities	1.75	2.05
GST Input Tax	1.42	9.70
Prepaid expenses	4.50	9.64
- Deposits with maturity of more than 12 months	204.88	-
Total	539.65	308.08

8. Other non-financial assets

Particulars	As at 31st March, 2024	As at 31st March, 2023
Other advances	15.45	12.45
Security Deposits (Stock Exchanges)	61.37	60.75
Prepaid expenses	-	2.78
Total	76.82	75.98

9. A) Property, plant and equipment
Gross Carrying Amount
(Rupees in lakhs unless otherwise stated)

Particulars	Freehold land	Leasehold Premises	Furniture and Fixtures	Office Equipments	Computer	Motor Vehicle	Total
Balance as at 31st March, 2022	83.43	102.34	25.88	5.28	25.90	54.78	297.61
Additions	-	-	-	-	1.88	26.23	28.11
Disposals	-	-	-	-	-	-	-
Balance as at 31st March, 2023	83.43	102.34	25.88	5.28	27.78	81.01	325.72
Additions	-	-	-	-	3.10	10.61	13.71
Disposals	-	-	-	-	-	-	-
Balance as at 31st March, 2024	83.43	102.34	25.88	5.28	30.88	91.62	339.42

Accumulated depreciation

Particulars	Freehold land	Leasehold Premises	Furniture and Fixtures	Office Equipments	Computer	Motor Vehicle	Total
Balance as at 31st March, 2022	-	9.64	7.53	3.56	23.01	37.69	81.44
Depreciation expense		1.60	2.44	0.89	0.98	9.63	15.55
Eliminated on disposals of assets							
Balance as at 31st March, 2023	-	11.24	9.97	4.45	24.00	47.32	96.98
Depreciation expense		1.60	2.45	0.63	5.30	5.01	14.99
Eliminated on disposals of assets							
Balance as at 31st March, 2024	-	12.84	12.42	5.09	29.30	52.33	96.43

Net carrying amount as at March 31, 2023	83.43	91.10	15.91	0.83	3.78	33.69	228.74
Net carrying amount as at March 31, 2024	83.43	89.50	13.47	0.20	1.58	39.29	227.46

B) Intangible assets**Gross Carrying Amount**

Particulars	Software	Total
Balance as at 31st March, 2022	4.40	4.40
Additions	0.51	0.51
Disposals	-	-
Balance as at 31st March, 2023	4.91	4.91
Additions	-	-
Disposals	-	-
Balance as at 31st March, 2024	4.91	4.91

Accumulated Amortization / Impairment

Particulars	Software	Total
Balance as at 31st March, 2022	4.11	4.11
Amortisation expense	0.06	0.06
Balance as at 31st March, 2023	4.17	4.17
Amortisation expense	0.16	0.16
Balance as at 31st March, 2024	4.33	4.33
Net carrying amount as at March 31, 2023	0.74	0.74
Net carrying amount as at March 31, 2024	0.57	0.57

10) Trade payables

(Rupees in lakhs unless otherwise stated)

Particulars	As at 31st March,2024	As at 31st March,2023
Dues to Micro and Small enterprises	-	-
Dues to Others	10.38	53.43
Total	10.38	53.43

Note: There are no dues to Micro and Small Enterprises as defined under Micro, Small & Medium Enterprises Development Act, 2006 which are outstanding for a period more than 45 days as on the balance sheet date.

Trade payable due for payment and the ageing schedule as below:

Particulars	Outstanding from due date of payment as on 31st March 2024				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) MSME	-	-	-	-	-
(ii) Others	10.29	0.06	0.03	-	10.38
(iii) Disputed dues : MSME	-	-	-	-	-
(iv) Disputed dues : others	-	-	-	-	-

Particulars		Outstanding from due date of payment as on 31st March 2023				
		Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i)	MSME	-	-	-	-	-
(ii)	Others	53.43	-	-	-	53.43
(iii)	Disputed dues : MSME	-	-	-	-	-
(iv)	Disputed dues : others	-	-	-	-	-

11) Borrowings (Other than Debt Securities)

Particulars	As at 31st March,2024	As at 31st March,2023
Secured		
From Banks		
From Financial Institutions (Refer note (i) below)	-	-
	-	-
Unsecured		
From Financial Institutions (Refer note (ii) below)	4,625.64	4,092.77
Total	4,625.64	4,092.77

Footnotes:

Security and other details

- (i) Loan from Financial Institutions represents Car Loan taken from Daimler Financial Services India Pvt Ltd of Rs. 36,00,000 for a tenure of 5 years, repayable in monthly instalments of Rs. 59,436/- . & Loan from HDFC Bank (Car Loan) Rs 10,07,761/- for a tenure of 5 years, repayable in monthly instalments of Rs 20,968/-
- (ii) The borrowings obtained from Corporates carry interest rate @ 9% p.a.

12) Other Financial Liabilities

Particulars	As at 31st March,2024	As at 31st March,2023
Employee related payables	12.30	11.82
Managerial remuneration payable	1.48	1.37
Directors Sitting fees Payable	3.28	3.64
Audit Fees Payable	3.09	2.39
Other payables	46.12	35.47
Current Maturities of Borrowings	-	1.82
Other payables	-	-
Professional Tax	0.12	0.23
Total	66.39	56.72

13) Deferred Tax Liability

Particulars	For the year ended 31.03.24			
	Opening balance	Recognised in Profit & Loss Account	Recognised in OCI	Closing balance
At the start of the year	9.27	0.41		9.68
Credit/(debit) to the statement of profit and loss & OCI(Note 13.2)	506.66		(78.69)	427.97
At the end of year	515.92	0.41	(78.69)	437.64

13.1 Deferred tax asset is recognized to the extent it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized.

13.2 The tax effect of significant timing differences that has resulted in deferred tax assets are given below:-

Particulars	For the year ended 31.03.23			
	Opening balance	Recognised in Profit & Loss Account	Recognised in OCI	Closing balance
Property, Plant & Equipment	9.79	(0.52)	-	9.27
Equity instruments (quoted) at FVTPL	280.53	-	226.13	506.66
Total	290.31	(0.52)	226.13	515.92

14) Other non financial liabilities

Particulars	As at 31st March,2024	As at 31st March,2023
Contract liabilities	63.16	82.95
Statutory dues	8.23	0.19
Advances received from Customers	-	21.86
TDS Payable	9.93	9.00
Total	81.32	114.00

15) Equity share capital

Particulars	As at 31st March,2024	As at 31st March,2023
Authorised:		
1,17,00,000 (31.03.2023: 1,17,00,000) Equity Shares of Rs 10 each	1,170.00	1,170.00
	1,170.00	1,170.00
Issued, Subscribed and Paid up:		
1,16,82,000 (31.03.2023: 1,16,82,000) Equity Shares of Rs 10 each	1,168.20	1,168.20
Total	1,168.20	1,168.20

Notes:**15.1 Reconciliation of number of shares outstanding at the beginning and end of the year:****Authorised shares:**

Particulars	No. of shares	Amount
Balance as at 31st March,2023	1,17,00,000.00	1,170.00
Add / (Less): Changes during the year	-	-
Balance as at 31st March,2024	1,17,00,000.00	1,170.00

Issued, Subscribed and Paid up shares:

Particulars	No. of shares	Amount
Balance as at 31st March,2023	1,16,82,000.00	1,168.20
Add / (Less): Changes during the year	-	-
Balance as at 31st March,2024	1,16,82,000.00	1,168.20

15.2 Terms / rights attached to Equity Shares:

The Company has only one class of equity shares having a par value of Rs. 10/-. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends if any, in Indian rupees. The dividend proposed, if any, by the Board of Directors is subject to the approval of the Shareholders at the ensuing Annual General Meeting, except in case of interim dividend.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the Shareholders.

15.3 Details of shares held by each shareholder holding more than 5% shares in the Company:

Equity share of Rs.10 each fully paid up with voting rights	Number of fully paid equity shares	Percentage (%) of shareholding of total
Mahshri Enterprises Private Limited		
As at 31st March, 2024	70,83,030.00	60.63%
As at 31st March, 2023	70,83,030.00	60.63%
Jai Ambe Tradexim Private Limited		
As at 31st March, 2023	4,68,679.00	4.01%
As at 31st March, 2024	6,00,965.00	5.14%

15.4 Details of shares held by each promoter in the Company:

Equity share of Rs.10 each fully paid up with voting rights	Number of fully paid equity shares	Number of fully paid equity shares	Percentage (%) of shareholding of total
Mahshri Enterprises Private Limited			
As at 31st March, 2023	70,83,030.00	70,83,030.00	60.63%
As at 31st March, 2024	70,83,030.00	70,83,030.00	60.63%
Changes during the year	-	-	0.00%
Shreyas Shrenik Shah			
As at 31st March, 2024	90,000.00	90,000.00	0.77%
As at 31st March, 2023	90,000.00	90,000.00	0.77%
Changes during the year	-	-	0.00%
Shiripal Shrenik Shah			
As at 31st March, 2024	90,000.00	90,000.00	0.77%
As at 31st March, 2023	90,000.00	90,000.00	0.77%
Changes during the year	-	-	0.00%

15.5 Details of shares held by Holding Company :

Equity share of Rs.10 each fully paid up with voting rights	Number of fully paid equity shares	Holding
Mahshri Enterprises Private Limited		
As at 31st March, 2023	70,83,030	60.63%
As at 31st March, 2024	70,83,030	60.63%

16) Other equity

Particulars	No. of shares	Amount
Capital reserve	6.52	6.52
General reserve	260.75	260.75
Securities premium	317.67	317.67
Retained earnings	3,419.26	1,654.62
Other Comprehensive Income	2,116.43	2,202.38
Total	6,120.62	4,441.94

16.1 Capital reserve

Particulars	No. of shares	Amount
Balance as at beginning of the year	6.52	6.52
Add/(Less): Movement during the year	-	-
Balance as at end of the year	6.52	6.52

16.2 Securities Premium

Particulars	No. of shares	Amount
Balance as at beginning of the year	317.67	317.67
Balance as at end of the year	317.67	317.67

16.3 General reserve

Particulars	No. of shares	Amount
Balance as at beginning of the year	260.75	260.75
Add/(Less): Movement during the year	-	-
Balance as at end of the year	260.75	260.75

Note:

The general reserve is used from time to time to transfer profits from retained earnings for appropriations purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to profit or loss.

16.4 Retained earnings

Particulars	No. of shares	Amount
Balance as at beginning of the year	1,654.62	1,262.19
Add/(Less): Profit for the year	1,764.64	392.43
Balance as at end of the year	3,419.26	1,654.62

16.5 Other Comprehensive Income

Particulars	No. of shares	Amount
Equity instruments through other comprehensive income :-		
Balance as at beginning of the year	2,202.38	1,203.27
Add/(Less): Re-measurement of Investments through FVTOCI	(85.95)	999.10
Balance as at end of the year	2,116.43	2,202.38

17) A. Revenue From Operations**(Rupees in lakhs unless otherwise stated)**

Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Fees & commission income	1,551.97	654.99
Investment and Dividend income	2,642.79	344.43
Sale of stock-in-trade	2,420.12	4,353.23
Total	6,614.88	5,352.65

17) B. Other Income

Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Interest income	389.58	216.70
Miscellaneous Income & IT Refund	0.20	0.40
Total	389.79	217.11

18) Finance Costs

Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Interest Expenses on:		
Interest on Borrowings	375.59	314.14
Other borrowing costs (includes fees charged by banks for renewal of sanctioned limits, lead bank charges, etc)	0.04	0.89
Total	375.63	315.03

19) Fees & Commission expenses

Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Commission & Brokerages	287.85	147.60
Legal & Professional Fees	78.85	34.98
Advertisement & Publicity Fees	12.72	35.14
Listing Fees & Processing Fees	5.73	4.10
Processing Fees/Application fess	1.61	2.37
RTA Charges	0.46	0.42
Technical Services	150.02	
New Issue Marketing Fees	301.98	
ROC Expenses	-	-
Custodial Fees	2.70	2.28
Demat Charges	1.01	0.88

Custody Charges	1.34	0.06
SEBI Membership Port Folio manager license	2.78	5.28
Total	847.03	233.11

20) Changes in inventories of stock-in-trade

Particulars	For the year ended 31st March, 2024	For the Year ended 31st March, 2023
Inventory at the end of the year	1,596.65	1,651.22
Inventory at the beginning of the year	1,651.22	2,058.56
Decrease in Inventories	(54.57)	(407.33)

21) Employee Benefit Expense

Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Salaries, wages and bonus	161.77	127.45
Stipend	10.32	4.18
Managerial remuneration	28.13	28.13
Staff welfare expenses	4.55	6.38
Total	204.76	166.14

22) Depreciation and amortisation expense

Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Depreciation of property, plant and equipment (Refer note 4)	15.16	15.60

Amortisation of intangible assets (Refer note 4)	-	-
Total	15.16	15.60

23) Other Expenses

Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Rent Rates and Taxes	21.16	4.36
Telephone Expenses	2.45	2.27
Membership fees and subscription	4.58	0.75
Business Promotion Expenses	3.83	1.82
RTA Expenses	0.39	0.32
Payment to Auditors :		
Audit Fees	3.19	3.75
Limited Review Report	0.34	0.34
Certification Fees	0.11	0.02
Internal Audit Fees	0.38	0.10
Office Administration Expenses	29.54	21.34
Director Sitting Fees	3.64	3.64
Miscellaneous expenses	21.36	5.95
General Expenses	5.60	24.95
Interest on delayed payment of statutory dues	2.20	-
Security Transaction Tax	5.98	6.86
Repairs & Maintenance - Others	1.61	0.75
Total	106.37	77.23

24) Contingent liabilities and Pending litigations.**(Rupees in lakhs unless otherwise stated)**

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Contingent Liability not provided for and Commitments (including Capital Commitments)	Nil	Nil

Pending litigation by/ against the Company	Nil	Nil
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25) Earning Per share

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Profit after tax available for equity shareholders (Rs. In Lakhs)	2,750.67	514.12
Weighted average number of equity shares (Nos.)	1,16,82,000.00	1,16,82,000.00
Nominal value of equity share	10.00	10.00
Basic and diluted Earning Per Share - INR	23.55	4.40

26) Segment Reporting

The Group's Board of Directors has been identified as the Chief Operating Decision Maker (CODM) as defined under Ind AS 108 "Operating Segments". The CODM evaluates the Company's performance and allocated the resources based on an analysis of various performance indicators. The Group is primarily engaged in the business of financial services. The same has been considered as business segment and the management considers these as a single reportable segment. Accordingly, disclosure of segment information has not been furnished.

27) Related party disclosures

a. As per IND AS 24, the disclosures of transactions with the related parties are given below:

Sr. No.	Category	Name of the Related Party/ Relationship
1	Holding Company	Mahshri Enterprises Pvt Ltd
2	Subsidiary Company	Aryaman Capital Markets Ltd
		Escorp Asset Management Ltd
3	Key Managerial Personnel	Mr. Shripal Shah, Director
		Mr. Shreyas Shah, Director & CFO
		Mrs Meloni Shah, Non-Executive - Non Independent Director
		Ms. Reenal Khandelwal, Company Secretary w.e.f. July 24, 2023.
		Ms. Chaitali Pansari, Company Secretary upto July 24, 2023.
		Mr Ram Motilal Gaud, Non Executive Independent Director
		Mr Darshit Parikh, Non Executive Independent Director
		Mr. Abhinav Anand, Non Executive Independent Director
Mr Prasad Mule, Non-Executive - Independent Director w.e.f. March 4, 2024.		

4	Entities in which KMP have significant influence	Vardhaman Investment (Proprietor - Mrs. Roopa Shah (Mother of Shirpal Shah))
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b. Transactions carried out with related parties referred in 1 above, in ordinary course of business:

Name of the Related Party	Nature of Transactions	For the year ended March 31, 2024	For the year ended March 31, 2023
Key Managerial Personnel			
Mr. Shirpal Shah	Salary Paid	18.75	18.75
Mr. Shreyas Shah	Salary Paid	9.38	9.38
Mrs. Meloni Shah	Salary Paid	1.80	1.80
Ms.Reenal Khandelwal	Salary Paid	5.14	-
Ms.Chaitali Pansari	Salary Paid	2.48	7.99
Mr Ram Gaud	Directors Sitting Fees paid	0.44	0.44
Mr Darshit Parikh	Directors Sitting Fees paid	0.40	0.40
Mr Abhinav Anand	Directors Sitting Fees paid	0.45	0.60
Mr.Prasand Mule	Directors Sitting Fees paid	0.15	-

c. Balances outstanding

Name of the Related Party	Nature of Balance	As at 31st March, 2024	As at 31st March, 2023
Key Managerial Personnel			
Mr. Shirpal Shah	Salary Payable	1.50	1.50
Mr. Shreyas Shah	Salary Payable	0.75	0.75
Mrs. Meloni Shah	Salary Payable	0.15	0.15
Ms.Reenal Khandelwal	Salary Payable	0.60	-
Ms Chaitali Pansari	Salary Payable	-	0.70
Mr Ram Gaud	Directors Sitting Fees Outstanding	0.44	0.44
Mr Darshit Parikh	Directors Sitting Fees Outstanding	0.40	0.40
Mr Abhinav Anand	Directors Sitting Fees Outstanding	0.45	0.60
Mr.Prasand Mule	Directors Sitting Fees Outstanding	0.15	-
Entities in which KMP have significant influence			
Vardhaman Investment (Proprietor - Mrs. Roopa Shah)	Office Deposit	250.00	250.00

28) Income taxes**a. Tax expense recognised in the Statement of profit and loss:****(Rupees in lakhs unless otherwise stated)**

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Current tax		
Current year	461.76	116.83
Total current tax	461.76	116.83
Deferred tax		
Relating to origination and reversal of temporary difference	0.41	(0.52)
Total deferred income tax expense/(credit)	0.41	(0.52)
Short/(Excess) provision for tax- Previous years	-	0.70
Total income tax expense/(credit)	462.17	117.01

A reconciliation between the statutory income tax rate applicable to the Company and the effective income tax rate of the Company is as follows :

b. Reconciliation of effective tax rate

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Profit /(loss) before taxation	3,212.84	631.12
Enacted income tax rate in India	27.82%	27.82%
Tax at the enacted income tax rate	893.81	175.58
Reconciliation line items:		
Taxes effect on Timing differences	0.41	(0.52)
Tax effect on Permanent/other differences	(432.05)	(58.05)
Tax expense/ (credit)	462.17	117.01

29) Financial instruments

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

1. Fair value of cash and short-term deposits, trade and other short term receivables, trade payables, other

current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short term maturities of these instruments.

2. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly, fair value of such instruments is not materially different from their carrying amounts.

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

The carrying amounts and fair values of financial instruments by category are as follows:

For March 31, 2024:

Particulars	FVOCI	FVTPL	Amortised cost	Total fair value	Carrying amount
Financial assets					
Investments	6,247.34	-	-	6,247.34	6,247.34
Trade receivables	-	-	30.67	30.67	30.67
Cash and cash equivalents	-	-	571.85	571.85	571.85
Other bank balances			6,734.05	6,734.05	6,734.05
Other financial assets	-	-	539.65	539.65	539.65
Total Financial assets	6,247.34	-	7,876.23	14,123.57	14,123.57
Financial liabilities					
Borrowings	-	-	4,625.64	4,625.64	4,625.64
Trade payables	-	-	10.38	10.38	10.38
Others	-	-	66.39	66.39	66.39
Total financial liabilities	-	-	4,702.40	4,702.40	4,702.40

For March 31, 2023:

Particulars	FVOCI	FVTPL	Amortised cost	Total fair value	Carrying amount
Financial assets					
Investments	5,757.09	-	-	5,757.09	5,757.09
Trade receivables	-	-	30.32	30.32	30.32
Cash and cash equivalents	-	-	180.53	180.53	180.53
Other bank balances			5,021.54	5,021.54	5,021.54
Other financial assets	-	-	308.08	308.08	308.08
Total Financial assets	5,757.09	-	5,540.47	11,297.56	11,297.56

Financial liabilities					
Borrowings	-	-	4,092.77	4,092.77	4,092.77
Trade payables	-	-	53.43	53.43	53.43
Others	-	-	56.72	56.72	56.72
Total financial liabilities	-	-	4,202.92	4,202.92	4,202.92

Fair value estimation

For financial instruments measured at fair value in the Balance Sheet, a three level fair value hierarchy is used that reflects the significance of inputs used in the measurements. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements).

The categories used are as follows:

- **Level 1:** quoted prices for identical instruments
- **Level 2:** directly or indirectly observable market inputs, other than Level 1 inputs; and
- **Level 3:** inputs which are not based on observable market data.

For assets and liabilities which are carried at fair value, the classification of fair value calculations by category is summarised below:

For March 31, 2024:

Particulars	Level 1	Level 2	Level 3
Assets at fair value - Investments	6,247.34	-	-

For March 31, 2023:

Particulars	Level 1	Level 2	Level 3
Assets at fair value - Investments	5,757.09	-	-

There were no significant changes in classification and no significant movements between the fair value hierarchy classifications of financial assets and financial liabilities during the period.

30) Ratio Analysis and its components
(Rupees in lakhs unless otherwise stated)

S.No.	Particulars	31st March 2024	31st March 2023	Percentage change in ratio
1	Current ratio	1.85	1.60	16.07%
2	Debt- Equity Ratio	0.63	0.73	(13.01%)
3	Debt Service Coverage Ratio	5.58	1.60	249.12%
4	Inventory Turnover Ratio	2.45	2.70	(9.41%)
5	Return on Equity Ratio	0.43	0.10	307.68%
6	Trade Receivable Turnover Ratio	216.91	214.57	1.09%
7	Trade Payable Turnover Ratio	207.35	165.47	25.31%

8	Net Capital Turnover Ratio	1.59	2.06	(22.75%)
9	Net Profit Ratio	0.42	0.10	332.94%
10	Return on Capital Employed	0.30	0.10	208.87%
11	Return on Investment	0.20	0.03	527.20%

30.1 Reasons for variance more than 25%

S No.	Ratios with variance more than 25%	Reasons for variance
1	Debt Service Coverage Ratio	Due to decrease in earnings available for debt service.
2	Return on Equity Ratio	Due to increase in Net profit after tax-Exceptional items
3	Trade Payable Turnover Ratio	Due to increase in Revenue from operations
4	Net Profit Ratio	Due to increase in Net profit after tax-Exceptional items
5	Return on Capital Employed	Due to increase in Profit Before interest,Tax & Exceptional item
6	Return on Investment	Due to increase in return from investments compared to last year.

30.2 Components of Ratio

S.No.	Ratios	Numerator	Denominator	31st March 2024		31st March 2023	
				Numerator	Denominator	Numerator	Denominator
1	Current ratio	Current Assets	Current Liabilities	9,011.37	4,864.09	6,941.60	4,349.05
2	Debt-Equity Ratio	Total Debts (Total Liabilities)	Total Equity (Equity Share capital+Other equity)	4,625.64	7,288.82	4,092.77	5,610.14
3	Debt Service Coverage Ratio	Earnings available for debt service (Net profit before exceptional Items & tax expense + depreciation & amortization + Finance cost + Non cash operating items + other adjustment)	Finance cost + principal repayment of long term borrowings during the period/year	3,603.63	645.25	961.75	601.21
4	Inventory Turnover Ratio	Revenue from sales of products/Service	Average Inventory [(opening balance + closing balance)/2]	3,972.09	1,623.94	5,008.22	1,854.89

5	Return on Equity Ratio	Net profit after tax- Exceptional items	Average Total Equity [(Opening Equity Share capital + Opening Other equity + Closing Equity Share Capital + Closing Other Equity)/2]	2,750.67	6,449.48	514.12	4,914.36
6	Trade Receivabl Turnover Ratio	Revenue from operations	Average trade receivable [(Opening balance + closing balance)/2]	6,614.88	30.50	5,352.65	24.95
7	Trade Payable Turnover Ratio	Revenue from operations	Average trade payable [(Opening balance + closing balance)/2]	6,614.88	31.90	5,352.65	32.35
8	Net Capital Turnover Ratio	Revenue from operations	Working capital (Current asset-current liabilities)	6,614.88	4,147.27	5,352.65	2,592.55
9	Net Profit Ratio	Net profit after tax- Exceptional items	Revenue from operations	2,750.67	6,614.88	514.12	5,352.65
10	Return on Capital Employed	Profit Before interest, Tax & Exceptional item	Total Equity + Total Debts (including preference share liability)	3,588.47	11,914.46	946.15	9,702.91
11	Return on Investment	Interest Income on fixed deposits + Profit on sale of investments + Income of investment - impairment on value of investment	Current investments + Non current Investments + Fixed deposits with bank	2,642.79	13,186.28	344.43	10,778.63

31) Financial risk factors

The Group's principal financial liabilities comprise loans and borrowings, advances and trade and other payables. The purpose of these financial liabilities is to finance the Group's operations and to provide to support its operations. The Group's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

The Group's activities exposes it to Liquidity Risk, Market Risk and Credit risk. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised as below.

a. Liquidity risk

The risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. Liquidity risk management implies maintenance sufficient cash including

availability of funding through an adequate amount of committed credit facilities to meet the obligations as and when due.

The Group manages its liquidity risk by ensuring as far as possible that it will have sufficient liquidity to meet its short term and long term liabilities as and when due. Anticipated future cash flows are expected to be sufficient to meet the liquidity requirements of the Group. The Group does not have any undrawn borrowing facilities with the Banks/Financial institutions

(i) The following is the contractual maturities of the financial liabilities:

As at March 31, 2024

Particulars	Carrying amount	Payable on demand	1-12 months	More than 12 months
Borrowings	4,625.64	-	4,625.64	-
Trade payables	10.38	-	10.38	-
Other financial liabilities	66.39	-	66.39	-
Total	4,702.40	-	4,702.40	-

As at March 31, 2023

Particulars	Carrying amount	Payable on demand	1-12 months	More than 12 months
Borrowings	4,092.77	-	4,092.77	-
Trade payables	53.43	-	53.43	-
Other financial liabilities	56.72	-	56.72	-
Total	4,202.92	-	4,202.92	-

b. Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk includes investment, deposits, foreign currency receivables and payables. The Group's treasury team manages the Market risk, which evaluates and exercises independent control over the entire process of market risk management.

(i) Foreign currency risk

Foreign currency risk can only arise on financial instruments that are denominated in a currency other than the functional currency in which they are measured. The Group's functional and presentation currency is INR. The Group does not have any foreign currency transactions and hence is not exposed to the Foreign Currency Risks.

(ii) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. The Group's does not have any long term borrowings. Hence, the Group is not exposed to the interest rate risk.

(iii) Price risk

The Company's exposure to equity securities price risk arises from investments held by the Group and classified in the balance sheet either at fair value through OCI or at fair value through profit and loss. To manage its price risk arising from investments in equity securities, the Company offsets its risk through strong research policies practice followed.

Sensitivity

The table below summarizes the impact of increases/(decreases) of the BSE index on the Company's equity and Gain/(Loss) for the period. The analysis is based on the assumption that the index has increased by 5 % or decreased by 5 % with all other variables held constant, and that all the Company's equity instruments moved in line with the index .

Impact on Profit before tax

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
BSE Sensex - Increase 5 %	312.37	287.85
BSE Sensex - Decrease 5%	(312.37)	(287.85)

(iv) Underwriting Risk

The Group undertakes underwriting of various public issues of Securities in the Capital Market. This risk includes market making for new securities. This include compulsion to provide two way quotes to a client s on a Stock exchange. The Company carries cash flow risk in case it is required to compensate Underwriter for not able to provide the quoted. The Company manages this risk by underwriting issues only after strong research conducted by it.

c. Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counter-party fails to meet its contractual obligations. The Group is exposed to credit risks from its operating activities, primarily trade receivables, cash and cash equivalents, deposits with banks and other financial instruments.

The Group is not significantly exposed to the credit risk toward trade receivables considering the nature of services provided by the Company.

Trade receivables that have exposure to the Credit risks

Particulars	As at March 31, 2024	As at March 31, 2023
Financial assets for which loss allowance is measured using 12 months Expected Credit Losses (ECL)		
- Trade Receivables	30.67	30.32

Trade and other receivables

The Group considers the probability of default upon initial recognition of assets and whether there has been a significant increase in credit risks on an ongoing basis throughout each reporting period.

To assess whether there is a significant change increase in credit risk the Group compares the risks of default occurring on the assets as at the reporting date with the risk of default as at the date of initial recognition. It considers the reasonable and supportive forward looking information such as:

- (i) Actual or expected significant adverse changes in business.
- (ii) Actual or expected significant changes in the operating results of the counterparty.
- (iii) Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations
- (iv) Significant increase in credit risk on other financial instruments of same counterparty

Ageing of the accounts receivables

Particulars	As at March 31, 2024	As at March 31, 2023
Less than 6 months	17.73	23.45
6 months - 1 year	1.95	1.54

1-2 years	7.04	4.05
2-3 years	2.13	0.95
More than 3 years	1.82	0.33
Total	30.67	30.32

Movement in provisions of doubtful debts and advances - There were no Provision of doubtful debts as on March 31, 2024 and March 31, 2023.

d. Financial risk factors

Capital risk management

The Company's objectives when managing capital are to :

- (i) safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- (ii) maintain an optimal capital structure to reduce the cost of capital

In order to maintain or adjust the capital structure, the Company may issue new shares, adjust the amount of dividends paid to shareholders etc. The Company's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The Company will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

- 32) The books of accounts of the company are maintained in Corporate Office situated at 60 Khatau Building Ground Floor, Alkesh Dinesh Modi Marg, Fort, Mumbai- 400001, Maharashtra and were checked thereat by the Auditors of the Company.

33) Following Subsidiary is considered in the Consolidated Financial Statement:

S.No.	Name of The Entity	Country of Incorporation	% Holding either directly or through Subsidiaries	
			31/03/2024	31/03/2023
Direct Subsidiaries				
1	Aryaman Capital Markets Limited	India	74.28%	74.28%
2	Escorp Asset Management Company	India	52.47%	52.47%

34) Disclosure of Additional information required by Division II of Schedule III of the Companies Act, 2013:
As at March 31, 2024:

S.No	Name of Entity	Net Assets		Share in profits and losses		Share in other comprehensive income		Share in total comprehensive income	
		As % of consolidated net assets	Rs. In Lakhs	As % of consolidated net assets	Rs. In Lakhs	As % of consolidated net assets	Rs. In Lakhs	As % of consolidated net assets	Rs. In Lakhs
1	Aryaman Financial Services Limited, Parent	15.64%	1,676.84	13.81%	379.91	0.00%	-	16.28%	379.91
2	Aryaman Capital Markets Limited, Subsidiary	38.37%	4,114.75	23.47%	645.53	-145.98%	608.15	53.71%	1,253.68
3	Escorp Assets Management Limited, Subsidiary	45.99%	4,931.74	62.72%	1,725.23	245.98%	(1,024.75)	30.01%	700.48
	Total		10,723.34		2,750.67		(416.60)		2,334.07

As at March 31, 2023 :

S.No.	Name of Entity	Net Assets		Share in profits and losses		Share in other comprehensive income		Share in total comprehensive income	
		As % of consolidated net assets	Rs. In Lakhs	As % of consolidated net assets	Rs. In Lakhs	As % of consolidated net assets	Rs. In Lakhs	As % of consolidated net assets	Rs. In Lakhs
1	Aryaman Financial Services Limited, Parent	15.46%	1,296.95	36.92%	189.83	0.00%	-	9.27%	189.83
2	Aryaman Capital Markets Limited, Subsidiary	34.10%	2,861.06	28.94%	148.78	57.99%	889.69	50.70%	1,038.47
3	Escorp Assets Management Limited, Subsidiary	50.44%	4,231.26	34.14%	175.51	42.01%	644.64	40.04%	820.14
	Total		8,389.27		514.12		1,534.33		2,048.44

- 35)** The Company did not have any long- term contracts including derivative contracts for which there were any material foreseeable losses.
- 36)** The Company has complied with number of layers of subsidiaries as prescribed under Section 186(1) of the Companies Act read with Companies (Restriction on number of layers) Rules, 2017.
- 37)** The Company does not have transactions with the companies struck off under section 248 of Companies Act ,2013.
- 38)** The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- 39)** The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- 40)** The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- 41)** The Company has not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- 42)** There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- 43)** The financial statements were approved for issue by the Board of Directors on 24th May, 2024
- 44)** The figures of the previous year's have been regrouped or reclassified wherever necessary to make them comparable.
- 45)** Figures have been rounded off to the nearest lacs of Rupees
- 46)** Figures in Brackets indicate Negative figures

For V.N. PUROHIT & CO.
Chartered Accountants
Firm Registration No. 304040E

For and on behalf of Board Of Directors
ARYAMAN FINANCIAL SERVICES LIMITED

Sd/-
O.P. Pareek
Partner
Membership No. 014238
UDIN: 24014238BKAUCB7648

Place : Mumbai
Date : 24th May, 2024

Sd/-
Shripal Shah
Executive Director, CFO
DIN: 01628855
Place : Mumbai

Sd/-
Shreyas Shah
Executive Director
DIN: 01835575
Place : Mumbai
Sd/-
Reenal Khandelwal
(Company Secretary)
PAN: DVAPK5780H
Place : Mumbai