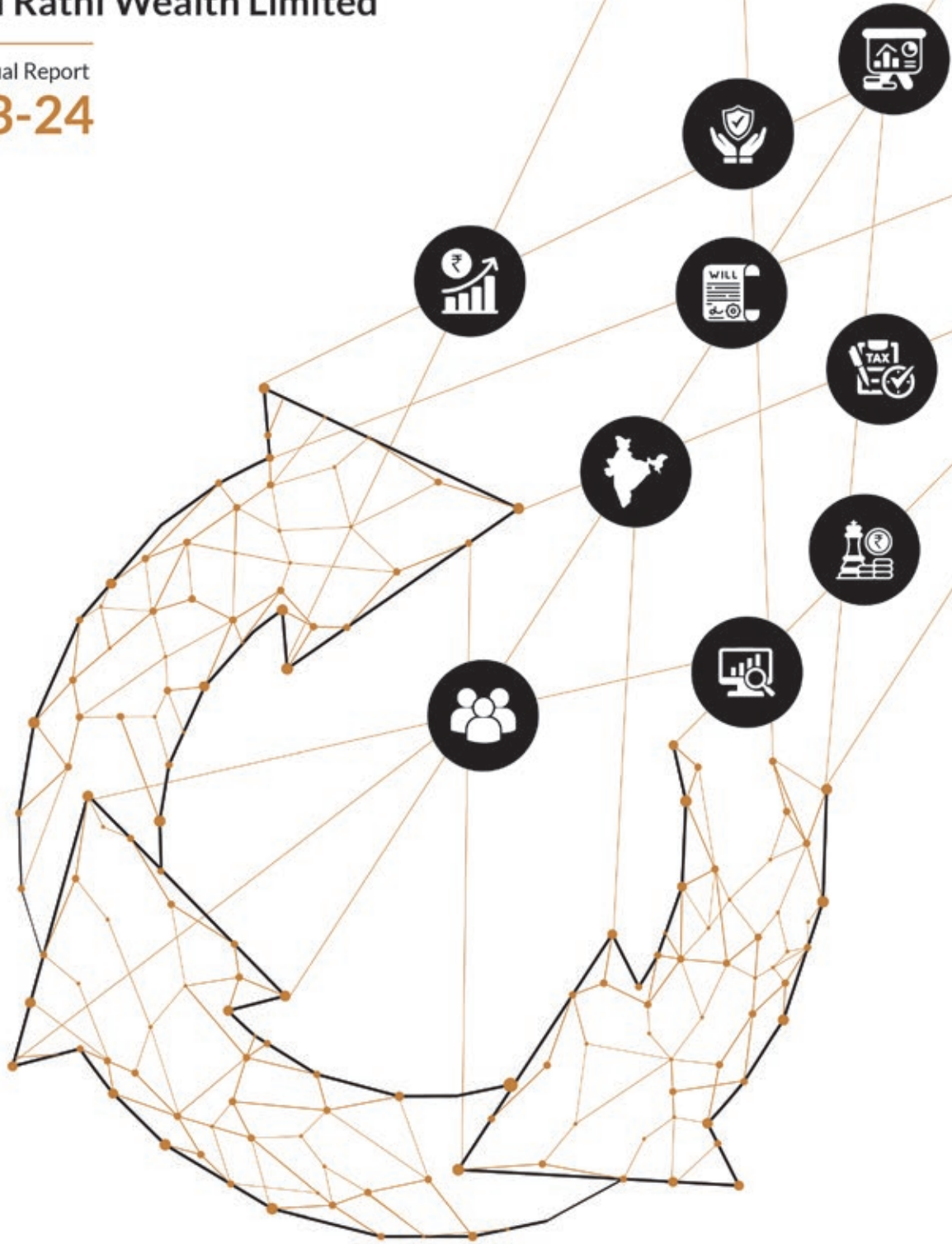


Anand Rathi Wealth Limited

29th Annual Report

2023-24



Holistic Wealth Solutions
CREATION. PROTECTION. TRANSMISSION.

ANANDRATHI
Private Wealth. uncomplicated

ACROSS THE INDEX

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INVESTOR INFORMATION

Market Capitalisation as on March 31, 2024	: ₹ 15,440 Crores
CIN	: L67120MH1995PLC086696
ISIN	: INE463V01026
BSE Code	: 543415
NSE Symbol	: ANANDRATHI
Bloomberg Code	: 1945848D:IN
Dividend	: ₹ 14 per equity share (Including ₹ 5 interim dividend)
AGM Date	: June 15, 2024
AGM Venue	: Virtual (Please refer Sr. No. 8a on Page No. 92)

An electronic version of this report is available online at:
<https://www.anandrathiwealth.in/Investor-relations.php>



Scan this QR code to navigate investor-related information

Disclaimer:

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

Holistic Wealth Solutions

CREATION. PROTECTION. TRANSMISSION.

At Anand Rathi Wealth, we have an objective-driven approach, crafting strategic roadmaps grounded in mathematical logic and exhaustive research to assist our clients in building long-term wealth.

Our primary focus is to uncomplicate the entire process of managing wealth for our clients. We empower them to make informed investment decisions by providing clear, data-driven insights. Our business is built on fostering long-term relationships, with core values of fearlessness, transparency, and a commitment to delivering precise financial data in an uncomplicated manner.

We equip our clients with the necessary financial information to understand the likelihood of achieving their wealth goals. Our clients value our additional services, such as creating a safety net to protect against unforeseen circumstances and assisting in the development of an estate plan to ensure seamless wealth transfer to the next generation with minimal loss.

At Anand Rathi Wealth, we are dedicated to our clients attaining their financial goals by providing individualised attention, strategic direction and uncomplicated investment avenues.



ANANDRATHI

Private Wealth. uncomplicated

CIN : L67120MH1995PLC086696



INTRODUCING ANAND RATHI WEALTH

Established in 2002, Anand Rathi Wealth Limited (ARWL or 'We' or 'Our Company') has evolved into one of India's premier wealth solution firms. ARWL focuses on High-Net-Worth Individuals (HNIs) and families, offering straightforward solutions aimed at optimising and enhancing their wealth.

With a presence in 17 cities across India, ARWL ensures ultimate accessibility and convenience for our clients. Additionally, our representative office in Dubai caters to the needs of our international clientele. Our extensive network of Relationship Managers, located in major cities, is dedicated to providing purpose-driven and standardised solutions to meet our clients' financial objectives.

As a leading wealth solutions provider, ARWL prioritises delivering financial success to our clients. Our team of over 135 research and specialist members work tirelessly, dedicating over 1,800 workforce hours annually, to refine our processes and offer uncomplicated wealth solutions. This rigorous approach enables our clients to build their wealth seamlessly.

Over the past decade, ARWL has consistently delivered exceptional results for clients who have entrusted us with their investments. As of March 2024, 155 clients with an AUM exceeding ₹ 10 Crores, following our strategy for 10 years, achieved a 14.6% annual return with 46% lower risk compared to the NIFTY 50 Index.

In addition to wealth building, ARWL is committed to fostering long-term relationships with our clients. In 2023-24, our AUM attrition rate was a mere 1.02%, highlighting the trust and confidence our clients placed in us.





Key Performance Indicators of 2023-24*

₹ 752 Crores

Revenue

↑ 35% Y-o-Y

₹ 306 Crores

PBT

↑ 34% Y-o-Y

₹ 226 Crores

PAT

↑ 34% Y-o-Y

₹ 59,351 Crores

AUM

↑ 52% Y-o-Y

*on consolidated basis

MESSAGE FROM CHAIRMAN'S DESK



With great pleasure, I share that fiscal year 2023-24 has been a landmark year with total revenue soaring by 35% year-on-year to ₹ 752 Crores. Our profits, too, have seen a substantial increase of 34% year-on-year to ₹ 226 Crores. □

ANAND RATHI

Chairman & Non-Executive Director



Dear Shareholders,

With great pleasure, I share that the fiscal year 2023-24 has been a landmark year for us, with total revenue soaring by 35% year-on-year to ₹ 752 Crores. Our profits have also seen a substantial increase of 34% year-on-year, reaching ₹ 226 Crores. These impressive results demonstrate the strong leadership and exceptional human capital within our organisation. Our Assets Under Management (AUM) have grown significantly from ₹ 38,993 Crores to ₹ 59,351 Crores, marking a 52% increase over the previous year.

In line with our policy of rewarding shareholders, we have declared a final dividend of ₹ 9 per share, in addition to the interim dividend of ₹ 5 per share. Furthermore, we have announced a buyback of 3,70,000 shares at a price of ₹ 4,450 per share. We trust that our shareholders will appreciate these decisions.

Our financial success is deeply intertwined with the broader narrative of India's economic resurgence, characterised by an impressive GDP growth rate of 7.6% during the year, up from 7% the previous fiscal year. India's economy has not only held its ground but has thrived amid global instability and economic unpredictability, exhibiting resilience and adaptability that many other nations aspire to emulate.

At Anand Rathi Wealth Limited, our performance mirrors this broader economic strength, achieving significant milestones in both revenue and profitability.

India's growth trajectory is supported by several key factors: a surge in manufacturing and construction activities, a doubling of foreign direct investments over the past decade, and significant reforms that have enhanced the business environment. The country's

The resilience of the Indian economy is particularly noteworthy amidst global economic pressures. Despite geopolitical tensions affecting many regions, India's stability and continued growth offer a beacon of hope and a wealth of opportunities for businesses and investors alike. This favourable economic environment supports the growth of sectors like wealth management, where there is an increasing demand for sophisticated financial services and trusted advisors with time-tested track records.

market capitalisation has reached new heights, making it the fifth-largest globally and establishing India as a formidable player on the international stage.

At Anand Rathi Wealth Limited, we are committed to leveraging these opportunities to further our growth and enhance shareholder value. Our strategic initiatives are aligned with national economic goals, focusing on inclusivity and sustainability to ensure that our growth is not only profitable but also responsible. The strength of the Indian economy gives us confidence in our strategic direction and our ability to navigate future challenges with agility and foresight.

As we continue this journey, our focus remains on positioning ourselves to take full advantage of the dynamic economic landscape. Our commitment to excellence and ethical business practices, coupled with our robust market understanding, will drive our efforts to achieve sustained growth and continue delivering value to our stakeholders.

I wish you all the best!

With Regards,

Anand Rathi
Chairman & Non-Executive Director

MESSAGE FROM **CHIEF EXECUTIVE OFFICER**



Our client-centric approach, focuses on delivering uncomplicated services that address the unique financial goals of each customer in a holistic way. ”

RAKESH RAWAL
Whole-time Director & CEO



Dear Shareholders,

Reflecting on 2023-24, Anand Rathi Wealth Limited has achieved significant milestones that set a strong foundation for our promising future. As we look ahead, India's wealth management industry is well-positioned to benefit from an evolving demographic profile, a rapid increase in affluence, rising aspirations, and a growing appetite for well-thought-out financial strategies. The growth in the number of high and ultra-high net-worth individuals is creating a substantial market for professional financial services. Our client base is becoming more knowledgeable, informed, and data-driven, seeking solutions to help them navigate the complexities of investing in today's volatile market in a strategic and objective yet simplified manner, with high levels of predictability in risk and return.

At Anand Rathi Wealth Limited, we are strategically enhancing our capabilities to meet the demands of our clients. We are delighted to declare our foray into Lucknow and Jabalpur in 2023-24, which will signify noteworthy turning points in our trajectory. By incorporating these additional cities, our presence in India has been extended to 17 strategic areas, demonstrating our dedication to broadening our customer base and extending our services throughout Bharat. Our client-centric approach focuses on delivering uncomplicated

services that address the unique financial goals of each customer in a holistic way. We leverage the latest technologies to provide insightful analysis and real-time solutions, ensuring that our clients can make informed decisions with confidence.

Our business outlook is firmly rooted in the belief that the wealth management industry in India will continue to expand significantly. This belief is supported by broader economic indicators and the increasing financialisation of savings in the country. As more individuals turn to formal financial channels for their savings and investment needs, the role of wealth management services becomes increasingly critical.

We are fully dedicated to spearheading this paradigm shift through substantial investments in technology, processes, and talent. Our aim is not only to keep pace with the industry's evolution but

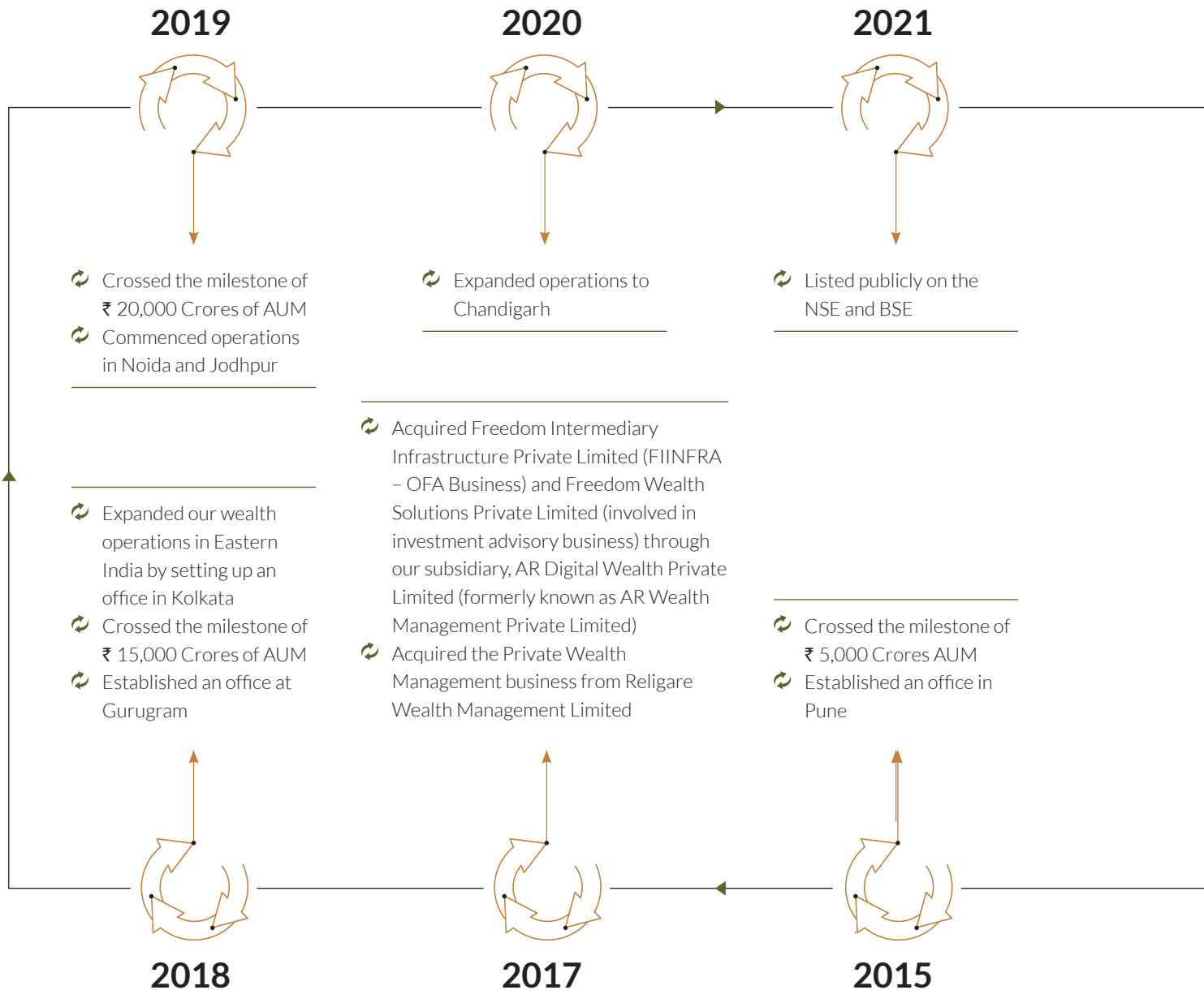
also to set new standards for excellence. Beyond traditional wealth management, we are expanding our offerings to include specialised services such as ring-fencing portfolios against exigencies and estate planning for low-cost intergenerational wealth transmission, catering to the nuanced needs of our clients.

In conclusion, the future of wealth management in India is vibrant and promising. At Anand Rathi Wealth Limited, we are enthusiastic about our role in shaping this future. We are committed to driving growth and delivering value to all our stakeholders by continuously adapting to the evolving landscape. As we move forward, our focus will remain on empowering our clients to achieve their long-term goals of wealth creation and transmission.

Sincerely,
Rakesh Rawal
Whole-time Director & CEO

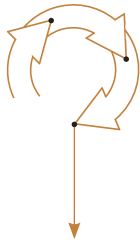
ACHIEVEMENTS AND MILESTONES

Certified as an AMFI-registered Mutual Fund Distributor in 2002, we have continuously expanded our operations and achieved significant milestones in the wealth management industry. In 2023-24, our Company’s market capitalisation crossed ₹ 15,000 Crores. Our commitment to growth and excellence is evident through the establishment of offices in strategic Indian cities, including recent additions in Lucknow and Jabalpur. This expansion allows us to deliver comprehensive financial solutions to our valued clients.



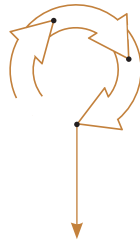


2022



- Expanded presence into 4 new cities: Ahmedabad, Vishakhapatnam, Coimbatore and Nagpur

2023



- Crossed the milestone of ₹ 55,000 Crores AUM

2024

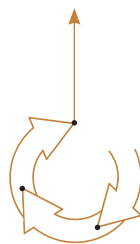


- Market Capitalisation crossed ₹ 15,000 Crores
- Expanded presence in to Lucknow and Jabalpur

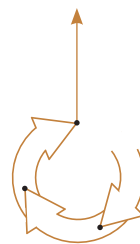
- Started Operations in Chennai

- Established an office in Delhi to broaden our wealth operations in India
- Launched international operations in Dubai

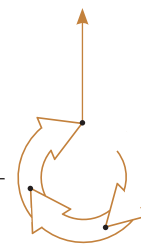
Certified as an AMFI-registered Mutual Fund Distributor



2011



2008



2002

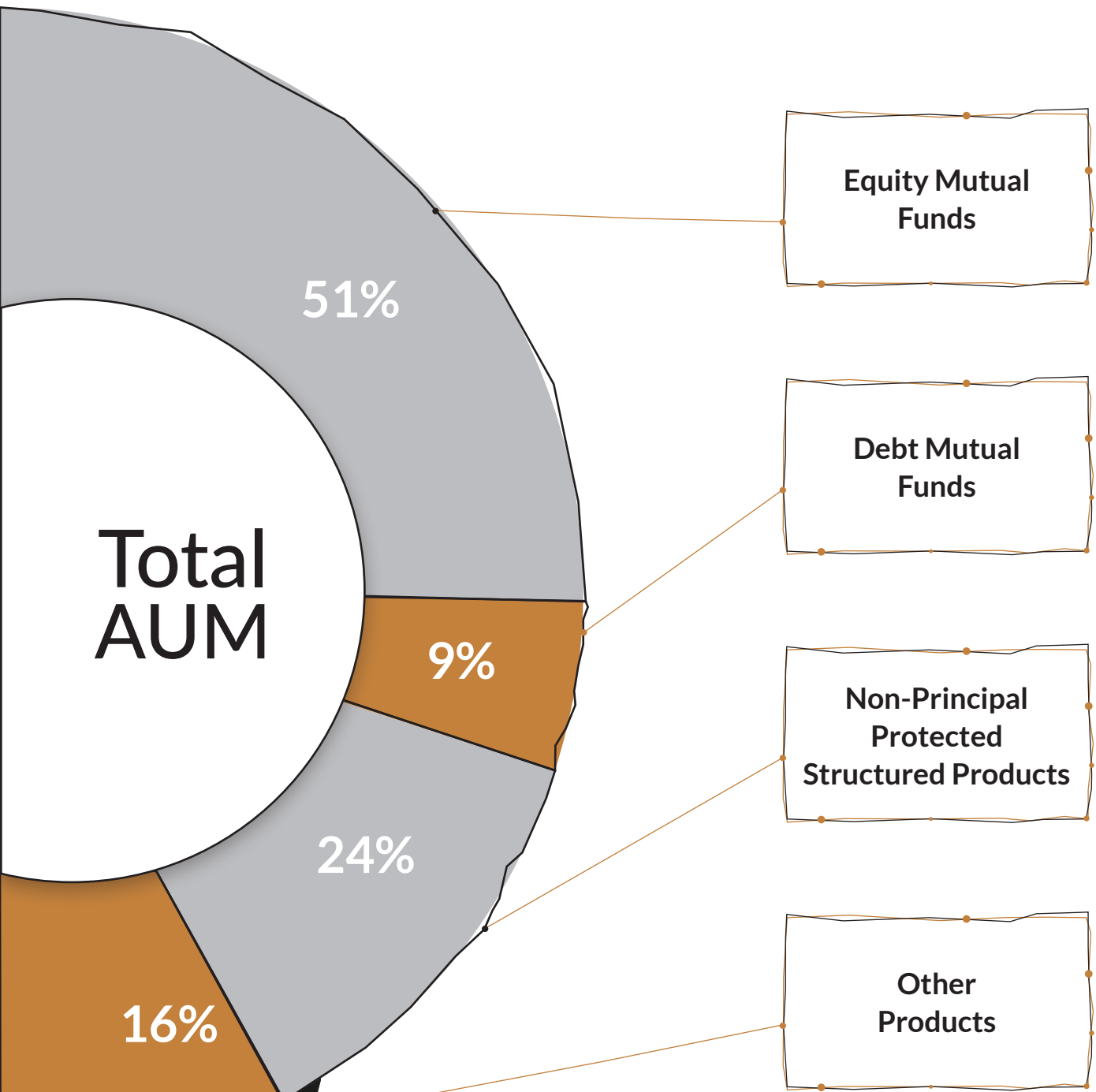
OUR PRIVATE WEALTH OFFERINGS

The number of High Net-Worth Individuals (HNIs) and Ultra High Net-Worth Individuals (UHNIs) has increased in tandem with India's growth trajectory. This noteworthy development has resulted in the surge in the need for private wealth and financial services. Our organisation is strategically positioned to access this market segment by offering clients comprehensive wealth solution that are uncomplicated, extensively researched, goal oriented and exhaustive.

Starting as an AMFI-registered mutual fund distributor, Anand Rathi Wealth Limited (ARWL) has gained prominence as a holistic private wealth solution provider. Our data-driven decision-making framework forms the basis for delivering high-performance solutions for effective wealth generation.

The Indian HNI population, with an asset value of US\$1 Million and more, was recorded at 797,714 individuals in 2022. Over the next five years, this number is expected to rise to 1.65 Million, registering a growth of 107%. This marked increase is driven by economic growth and entrepreneurship. We believe there is substantial potential in this segment due to the increasing financial assets.

With operations in 17 of India's top cities, each with a concentrated HNI population, our Company is well-positioned to serve this expanding market. We focus on building long-term relationships with our clients, guiding them through every step of their wealth journey. In addition to our core services, we also provide efficient tax management solutions and effective estate planning and wealth transfer strategies.

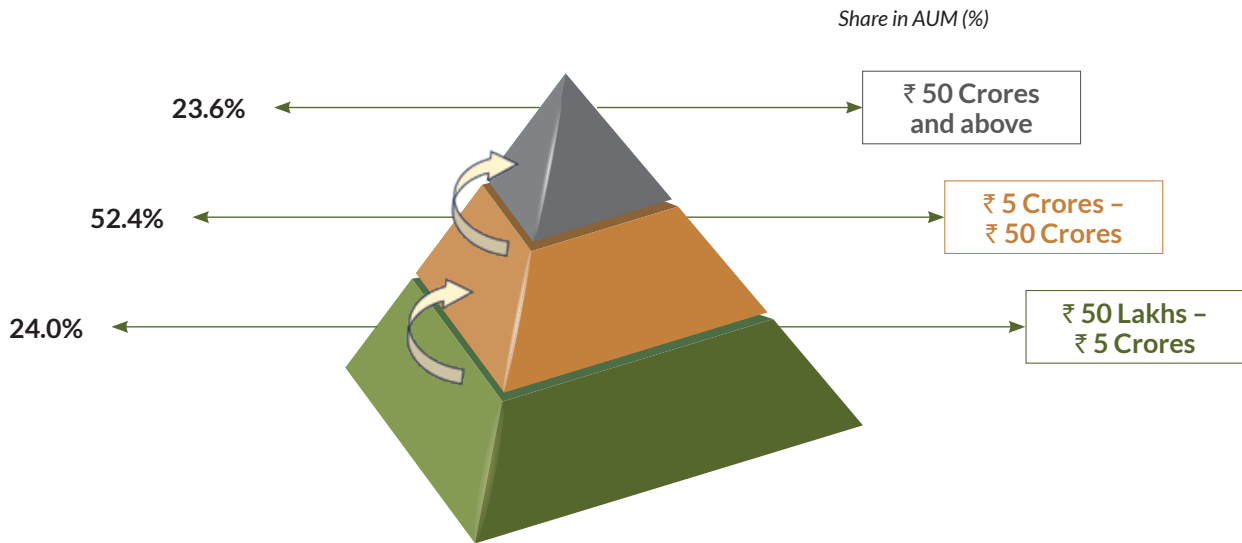


The findings of Knight Frank's 'The Wealth Report 2023' reveal that India's Ultra High Net-Worth Individual (UHNWI) population, with a net worth of over US\$30 Million, is estimated to rise by 58.4% in the next five years, increasing from 12,069 individuals in 2022 to 19,119 in 2027. Furthermore, India's billionaire population is expected to grow from 161 individuals in 2022 to 195 in 2027.

Additionally, the Indian High Net-Worth Individual (HNI) population, with an asset value of US\$1 Million and more, was recorded at 797,714 persons in 2022. This number is projected to rise to 1.65 Million in the next five years, marking a 107% growth during this period.

Our Company crafts bespoke private family trusts tailored to shield our clients' assets from unforeseen eventualities that could jeopardise their wealth. Additionally, our estate planning services are meticulously designed to facilitate seamless wealth transfer across generations, thereby minimising the risk of asset erosion.

Our Approach to Client Segmentation



- Around 52.4% of our clients have investible assets ranging from ₹ 5 Crores to ₹ 50 Crores. At the time of onboarding, these clients were included in the ₹ 5 Crores - ₹ 50 Crores category.
- However, over the course of their journey with our Company, their wealth has transitioned beyond ₹ 50 Crores. Over 23.6% of our current AUM comes from clients who are categorised above ₹ 50 Crores.
- Nearly 24.0% of our Company's clients are categorised under ₹ 5 Crores. Many of these clients are yet to allocate their entire portfolio to our Company.



Value Proposition

At ARWL, we believe creating wealth involves a continuous process, from understanding the financial goals to ensuring that the money invested moves in the right direction. Our holistic wealth approach integrates various aspects of financial planning to provide a comprehensive and tailored experience that evolves with our client's needs over time.

Objectives are the starting point of any financial journey. As per our Company's belief system, the objectives that HNIs aspire for their wealth creation include:



Risk & Return Objective

Our Company strives to target a corpus of 2x in about six years, and further multiply it 4x in about 12 years. This roughly translates to a 14% p.a. return that comfortably exceeds the HNWI inflation of 7.5%. Furthermore, we aim to create portfolios that can help achieve the above goal by keeping risk levels significantly lower than the benchmark index.



Wealth Protection






We establish Private Family Trusts to create a liability-free asset to safeguard our clients and their family members against external risks.

- Discussing options for achieving the desired financial objectives defined by the client
- Implementing the desired asset and product allocation
- Monitoring the portfolio periodically



Financial Data Document

The Financial Data Document demonstrates our Company's investment philosophy, which is presented to our clients. Following are the conclusions that our Company helps our clients to understand through the Financial Data Document:

-  Allocation of Assets: This is the most critical decision that clients need to make
-  Selection of Products: Out of the 17 instruments available in the market place, Equity Mutual Funds and Non-Principal Protected Structured Products are chosen by our clients based on the Returns, Risks and Cost to simplify their portfolio and still get the desired returns
-  Selection of Equity Mutual Funds: 14 Equity Mutual funds are selected from a universe of 584 in order to target an alpha of 2-3% p.a. over and above NIFTY 50
-  Keeping Non-PP SPs as a Plan B: To bring down the risks to the portfolio significantly
-  Formulation of a Trust and Creation of Will: To fulfill our clients' needs and enhance our services, we offer additional value through these ancillary services

The following are some of the data-driven parameters that go into ARWL's financial data documents:



Beta – We use a relative measure of the risk to quantify the portfolio's risk vis-a-vis the Nifty 50 Index.



Standard Deviation – We use this common parameter to quantify the deviation of returns from the average or expected rate of return.



Product Selection Model – We use a mathematical model consisting of 5 parameters that aid the clients in identifying which products to add to their portfolio.



Efficient Frontier – We arrive at the most optimal allocation towards Equity Mutual Funds, Debt Mutual Funds, and Non-PP Structured Products. To that end, we use an efficient frontier model, which optimises risk for a defined expected rate of return.



Sensitivity Calculator – We use the sensitivity calculator to project the performance of our portfolios after a period of 3 years against different market scenarios.

Our Diverse Product Range

ARWL's unique product mix, combining Mutual Funds with Non-PP SPs, strategically positions us to cater effectively to our target clientele and achieve optimal portfolio construction for superior results.



Mutual Funds

Mutual Funds are selected based on both quantitative and qualitative parameters:



Sources of Alpha – Our Company tries to understand the sources of alpha generation and builds models to arrive at a model portfolio of optimum equity mutual funds.



Underlying Market Cap of the Portfolio – We seek to identify a suitable market capitalisation mix of different portfolios. To that end, we consider the return potential and risks associated with different market capitalisation samples.



Category Selection – We explore categories that can potentially deliver higher Alpha over the Nifty 50 index.



Scheme Selection – Our Company identifies the right set of schemes that high future potential to deliver alpha is the key for our Company.



Regression Model – Our Company uses regression models to understand the correlation between different parameters and the returns over the next year. This approach helps us identify parameters better suited for fund valuation than for looking at past returns.



Non-Principal Protected Structured Products (Non-PP SPs)

Non-PP SPs work to reduce the risk and increase predictability of returns on the overall portfolio. The following are the parameters that determine the selection of Non-PP SPs for our clients:



Historical Back-Testing Probability – Our Company back-tests the product offered to our clients to check historical performance, in case the product had been available in the past. We then select the product with a historical back-test probability of 80-90% to maximise the probability of a client making returns in the product.



Black Scholes Model – The issuer uses the Black Scholes model to fix the price of Non-PP SPs. With this model, issuer arrives at fair value which is then fed into model to compute the final return of the product.



External Software & Aggregators – The issuer takes inputs based on implied vols and forwards, which are then used in pricing Non-PP SPs.

In the past 11 years, our Company has distributed 3,200+ products, out of which 1,400+ have matured.

➤ 100% of all the products matured have given the principal back

➤ 98% of the products matured delivered 6% per annum

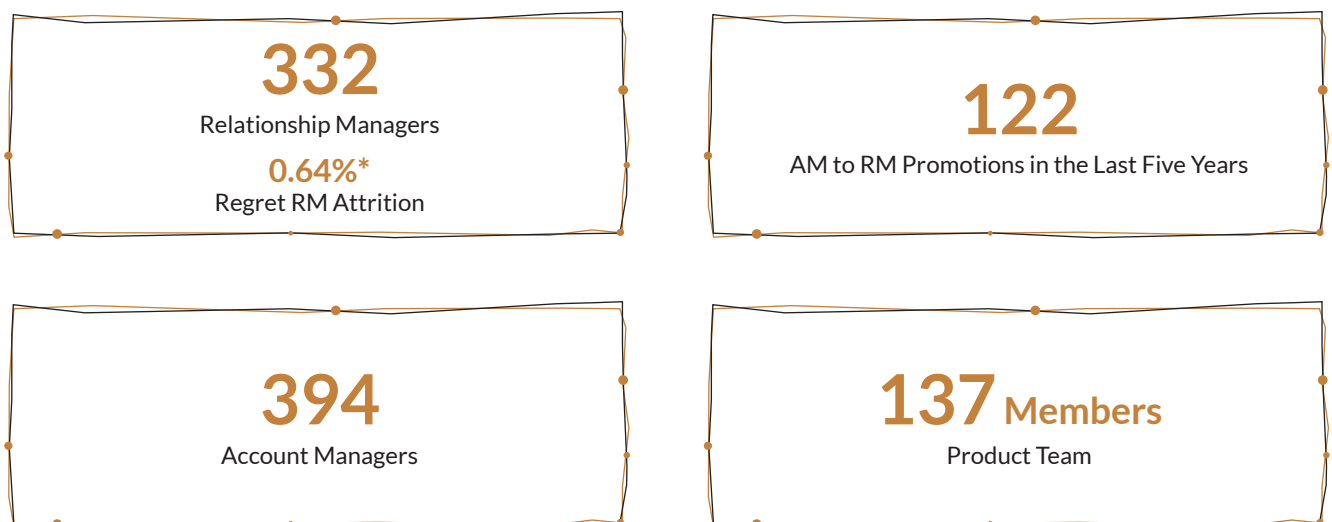
➤ 94% of the products matured have delivered desired or maximum coupon

People

At Anand Rathi Wealth Limited (ARWL), we believe in fostering strong and enduring relationships with our employees. Our Account Managers (AMs) and Relationship Managers (RMs) serve as crucial conduits, embodying our Company’s fundamental values and beliefs to our clients. Embracing the Bharat Story, we recruit RMs from smaller towns, provide rigorous training over several years, and ultimately relocate them back to their hometowns. Their regional roots enable us to tap into underpenetrated markets, unlocking substantial opportunities in wealth management.

Our Account Managers (AMs) are recruited from esteemed business schools such as IIMs, XIMB, and JBIMS, and we also onboard highly skilled CAs directly from campus. Our recruitment process ensures the acquisition of top talent. Furthermore, our AMs receive intensive training and guidance to ensure a smooth transition into the RM role.

In 2023-24, our Company conducted comprehensive training sessions totalling more than 1,800 workforce-hours. This initiative not only upheld our Company’s legacy but also equipped employees with the skills to deliver products clearly and accessibly. In the process, it helped foster a well-defined career path and nurture an effective leadership pipeline.



*For the 2023-24

Four Engines of Growth



PRIVATE WEALTH PERFORMANCE FOR 2023-24

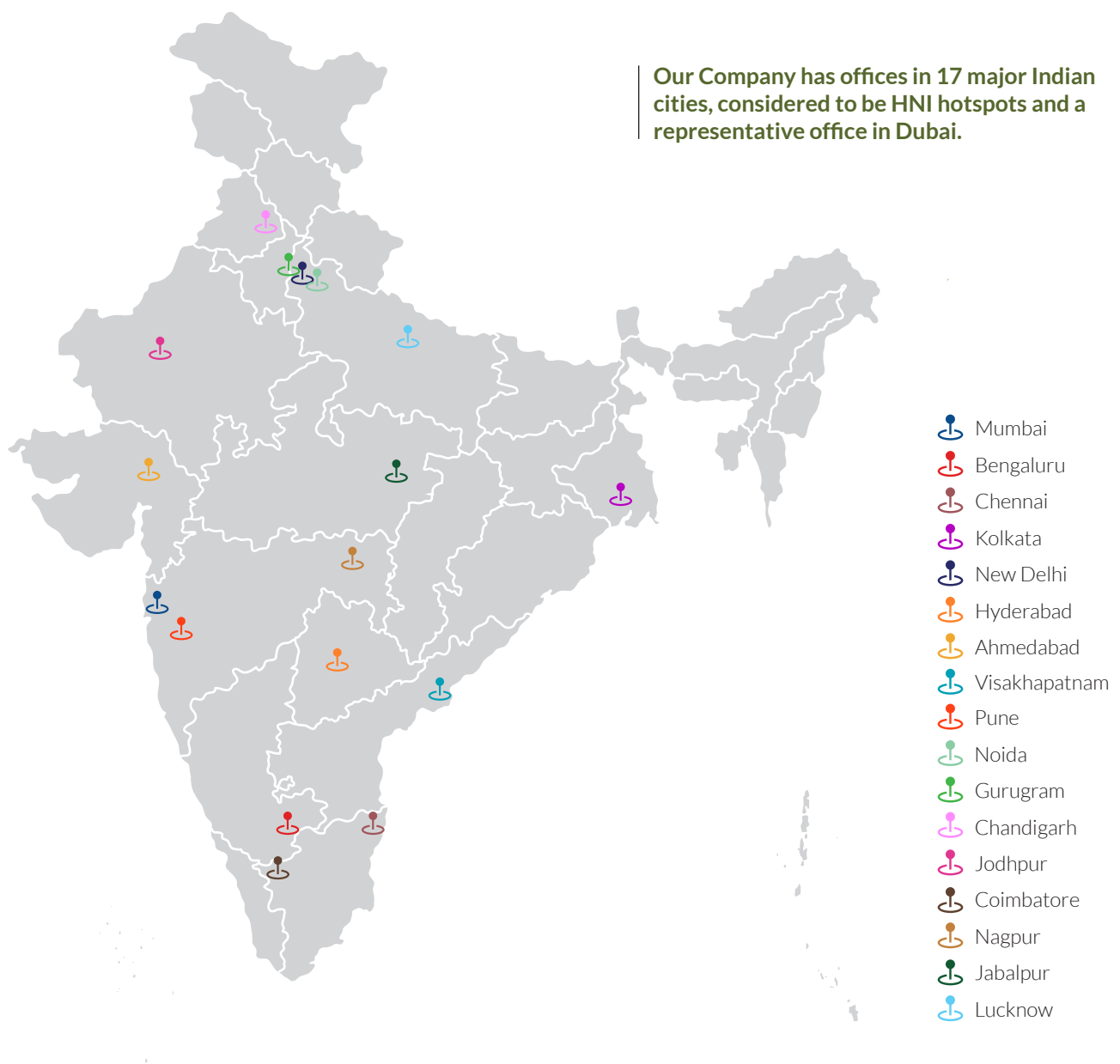
Our Company's private wealth division has delivered exceptional performance, demonstrating robust growth in client assets under management (AUM) and consistently exceeding revenue targets. Furthermore, our personalised approach to managing wealth continues to strengthen our client relationships and drive positive outcomes in financial planning and investment strategies.



TRACING OUR FOOTPRINT ACROSS INDIA

Over the years, we have expanded our presence with a focus on delivering holistic wealth solutions. While ensuring a nationwide reach for our services, we have tailored them to meet diverse regional needs. These services encompass comprehensive financial planning, investment strategies, and a deep understanding of our clients' aspirations and values.

Our Company has offices in 17 major Indian cities, considered to be HNI hotspots and a representative office in Dubai.



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

REVOLUTIONISING DIGITAL WEALTH

We seamlessly integrate our wealth solutions with cutting-edge technology. Our Digital Wealth business reflects the natural evolution of our extensive experience in the Private Wealth sector. In today’s fintech space, automation and AI have emerged as the cornerstones of digital wealth solutions. At Anand Rathi Wealth Limited (ARWL), we distinguish our operational framework by effectively merging the best of these technologies to empower our clients.

Our Company has embraced an innovative phyigital model, combining human expertise with technological advancements. This approach has allowed us to successfully tap into the burgeoning mass affluent segment of the economy. Through this model, we deliver inventive solutions and superior outcomes for our clients, ensuring proper scalability and flexibility to navigate the rapidly expanding market for digital wealth solutions.

Our significant market presence owes much to our renowned partner-led distribution model. By enabling Independent Financial Advisors (IFAs) and AMFI-registered Mutual Fund Distributors to leverage our brand’s expertise and technological prowess, we expand our footprint in the market while delivering value to our clients.



₹ 1,545 Crores
AUM



4,862
Clients



422
No. of Client Engagement Partners

Omni Financial Advisor (OFA)

Powered by our vast expertise in the mutual fund domain, we have introduced the Omni Financial Advisor (OFA) vertical, tailored specifically for Mutual Fund Distributors (MFDs). We focus on maintaining security, accuracy, reliability, and authenticity in all our endeavours, upholding our reputation as a trusted financial service provider. Furthermore, we ensure the highest standards of integrity throughout our offerings. MFDs utilising our Company's OFA technological platform can deliver an enhanced experience to their clientele.

In the domain of digital financial services, a multi-channel presence and accessibility are pivotal to driving success. We adopt a dynamic strategy, leveraging advanced technology and a data-centric approach to cater to the retail segment through the B2B2C model. Through strategic acquisitions, we have seamlessly integrated our various services to include reporting and transaction capabilities, providing a holistic customer experience. Our range of services is adaptable and responsive to the evolving needs of our clientele, positioning our Company as a premier tech platform for Mutual Fund Distributors (MFDs) in India with a substantial subscriber base.

Why MFDs Prefer OFA

- ▶ MFD Account Set up within a Week After on Boarding
- ▶ Competitive Pricing
- ▶ Additional Product Capability and Dedicated Post Sales Service
- ▶ Offers Help to Grow Customer's Business

OFA's Attractive Features for Customers



Client Reporting



Online Mutual Fund Transactions



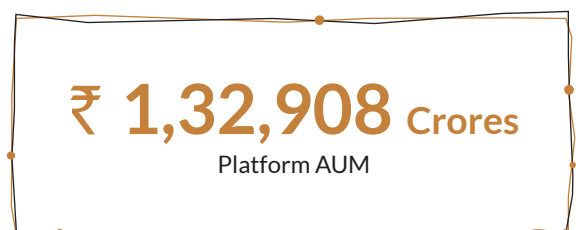
Business Dashboard



Goal Planning



Client Engagement

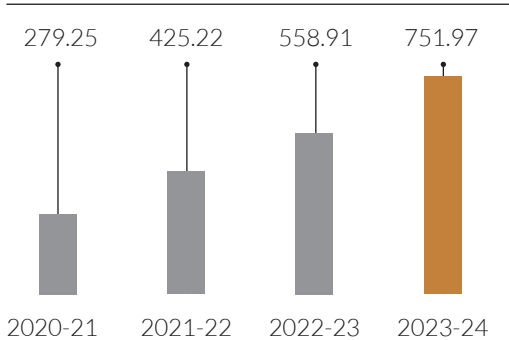


HIGHLIGHTS OF FINANCIAL SUCCESS

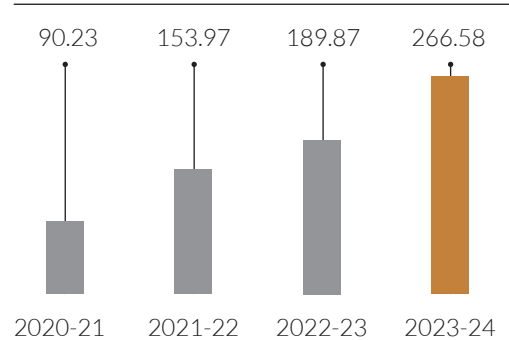
Our commitment to holistic wealth solutions has played a pivotal role in driving our financial success at Anand Rathi Wealth Limited (ARWL). We have cultivated strong and enduring client relationships by integrating personalised financial planning, tailored investment strategies, and a profound understanding of client values. This approach has resulted in robust growth in our assets under management (AUM), revenue, and profitability.

Furthermore, the overwhelming satisfaction of our clients has been a significant contributor to our financial growth. Their immense trust and positive experiences reinforce our dedication to delivering exceptional services, further strengthening our position in the wealth management industry.

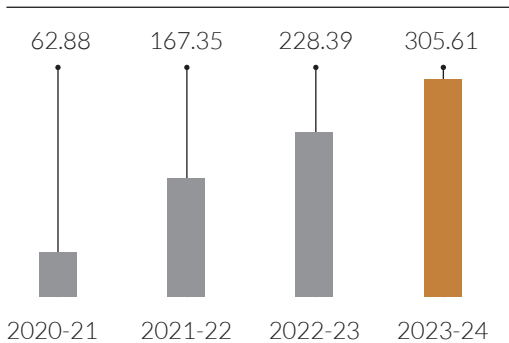
Total Revenue (₹ in Crores)



Trail Revenue (₹ in Crores)



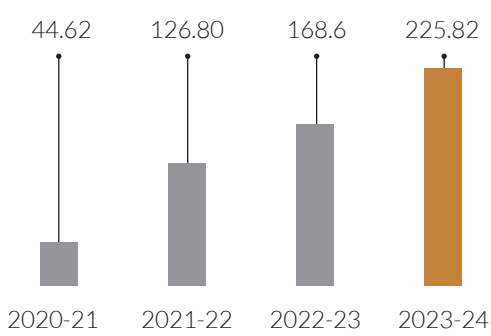
Profit Before Tax (₹ in Crores)



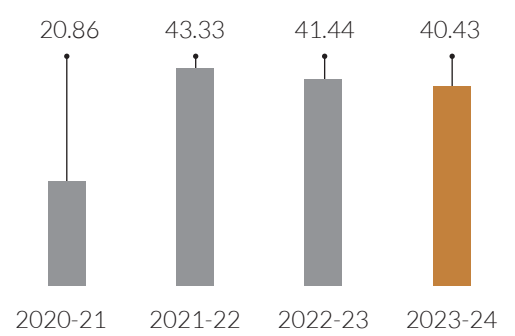
Note: All the above charts are on Consolidate basis.



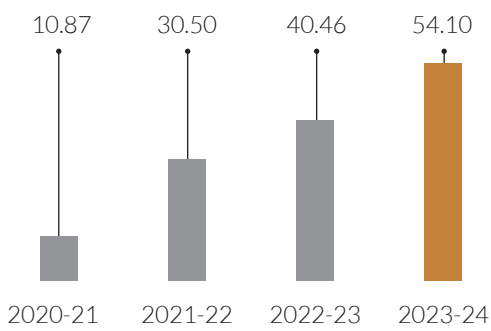
Profit After Tax (₹ in Crores)



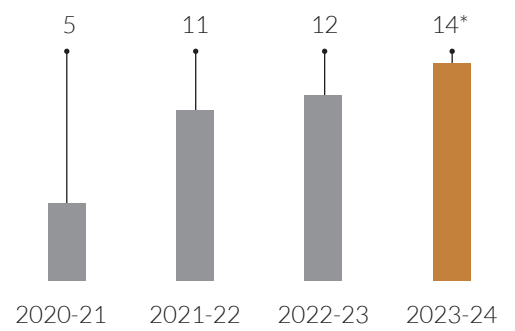
Return on Equity (in %)



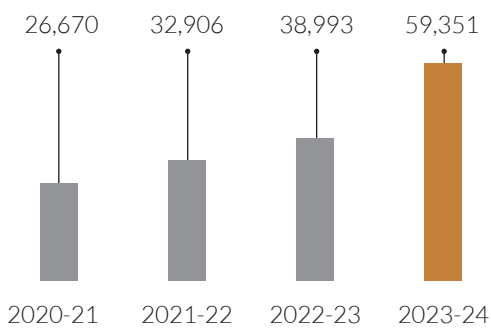
Earnings Per Share (in ₹)



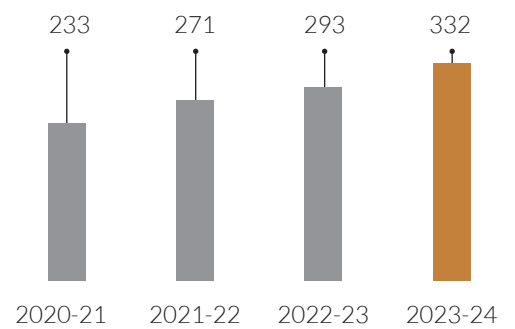
Dividend Per Share (in ₹)



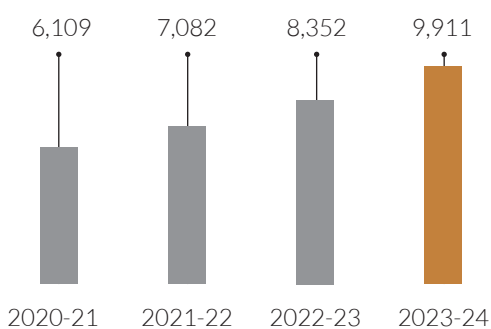
AUM (₹ in Crores)



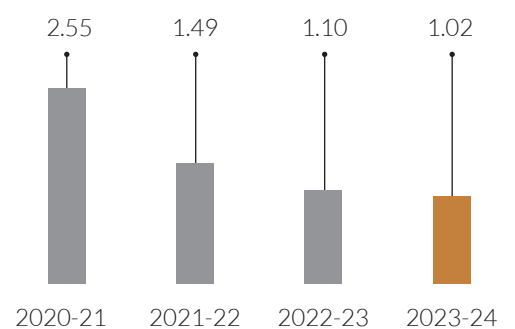
Relationship Managers (in Nos.)



Active Client Families (in Nos.)



Client Attrition (% of AUM Lost)



*Including final dividend of ₹ 9 Per share, subject to shareholders approval

Note: All the above charts are on Consolidate basis except active client families, Relationship Managers and Client Attrition.

BOARD OF DIRECTORS

The Board of Directors at Anand Rathi Wealth Limited (ARWL) comprises professionals with extensive experience across finance, business, and strategic leadership. They bring diverse perspectives and industry insights to the table, guiding ARWL's vision and strategic direction. Our Board upholds its commitment to maintaining the highest corporate governance standards, ensuring sustained growth and value creation for our stakeholders.

Mr Anand Rathi

Chairman & Non-Executive Director,
Founder of the Anand Rathi Group



- Estimated Member of the Institute of Chartered Accountants of India (ICAI) with an experience of 57 years across sectors and a Gold Medallist Chartered Accountant.
- Recognised as a leading financial and investment expert in India and the broader South-East Asian region.
- Founded the Anand Rathi Group after an illustrious and fruitful career with the Aditya Birla Group and DCM Limited
- Spearheaded the Aditya Birla Group's entry into cement and financial services sector.
- President of BSE (Bombay Stock Exchange) for 2 years i.e. 1999 to 2001.
- Aided in the setting up and rapid expansion of BOLT (the BSE Online Trading System), a testimony to his farsightedness.
- Played a vital role in setting up the Central Depository Services (CDSL)
- Board member of IMC Chamber of Commerce and Industry.
- Member of Central Council of ICAI during 1985 to 1991.

Mr Pradeep Navratan Gupta

Non-Executive Director &
Co-Founder of the Anand Rathi Group



- Stepped into the financial world with Navratan Capital and Securities Pvt Ltd after an initial beginning with a family-owned textile business
- Mastered a unique industry insight with over a rich three-decades-long experience and entrusted advisor for many
- Played an instrumental role in the success of the Institutional Broking and Investment Services arms of the Group
- Helped the Group receive several prestigious awards under his leadership
- Elected the Honorary Secretary of The Rotary Club of Bombay
- Completed the 61st session of the Owner/President Management Program from Harvard Business School, Boston, Massachusetts in April 2024.

Mr Rakesh Rawal

Whole-Time Director &
Chief Executive Officer



- Graduated from the Indian Institute of Technology, Kanpur, with a Bachelor's Degree in Mechanical Engineering and a Master's in management studies from the Jamnalal Bajaj Institute of Management Studies
- Joined as the CEO of Anand Rathi Group's Wealth division
- Focused on business growth and client acquisition for the Group's Private Wealth division
- Worked for Deutsche Bank and Hindustan Lever Limited before joining Anand Rathi Group
- Posses an experience of over 44 years, 17 of which are with Anand Rathi Wealth Limited

**Mr Mohan Vasant Tanksale**

Independent Director



- Completed bachelor of science from the Bhopal University, master of arts (English) from Awadhesh Pratap Singh University and acquired a diploma in Russian language from Bhopal University.
- Certified Associate of the Indian Institute of Bankers and a fellow member of the Institute of Cost Accountants of India (ICAI).
- Worked for three major public sector banks – Union Bank of India, Punjab National Bank as Executive Director and the Central Bank of India – as the Chairman and Managing Director.
- Served as a Board members of the Punjab National Bank, Central Bank of India, the Life Insurance Corporation of India, the International Banking Federation and as the Chief Executive of the Indian Banks Association.
- Awarded 'Person of the Year' by the SKOCH Foundation in 2012
- Worked as a consultant in SWIFT India Domestic Services Private Limited
- Possesses an experience of over 50 years in the Financial Sector
- Currently Serving as Board member in various companies of financial arena which includes Fintech, Insurance, NBFC Companies.

Mr Ramesh Chandak

Independent Director



- A Chartered Accountant & Advanced management Program Harvard Business School.
- As In his advisory practice he helps companies to achieve significant and sustained performance improvement. Prior to starting advisory practice in 2015 he was MD & CEO of KEC international Ltd a two billion USD diversified engineering company. His career over four decades spans across working in USA, Malaysia, and India. He has been associated with various industries such as textiles, edible oil, NBFC and engineering.
- Recipient of CA Business Leader Award by The Institute of Chartered Accountants of India.
- Former President of Indian Electrical & Electronics Manufacturers Association of India (IEEMA) and Maheshwari Vidya Pracharak Mandal, Pune (MVPMM)
- He is Trustee and Vice Chairman of Victoria Memorial School for Blind, Mumbai.
- He is on the Boards of various listed companies.

Mr Kishan Gopal Somani

Independent Director



- Qualified as a Chartered Accountant with the Institute of Chartered Accountants of India (ICAI)
- Served as the President of The Institute of Chartered Accountants of India
- Member the Institute of Company Secretaries of India
- A Member of the Institution of Valuers
- Qualified the IBBI's Limited Insolvency Examinations under the IBC code 2016.
- Served as a Director in the Delhi Stock Exchange Association Limited
- Partner at M/s K.G. Somani & CoLLP, Chartered Accountants, New Delhi
- Possesses 60 years of Professional experience

Ms Sudha Pravin Navandar

Independent Director



- Qualified as a Chartered Accountant from the Institute of Chartered Accountants of India (ICAI) and also cleared her Certified Public Accountancy (USA)
- Qualified as Insolvency professional with India's Insolvency and Bankruptcy Board of India (IBBI) and is engaged in corporate insolvency resolution processes and voluntary liquidation of companies.
- A Partner at M/s. Pravin R. Navandar & Co., Chartered Accountants – has experience in internal and statutory corporate audits, bank audits, company law matters and is engaged in corporate consultancy services.
- A Partner at Saksham Insolvency Resolution LLP

LEADERSHIP PERSONNEL

Mr Rakesh Rawal

Chief Executive Officer



- Holds a Master's Degree in Management Studies from the Jamnalal Bajaj Institute of Management Studies and a Bachelor's in Mechanical Engineering from the Indian Institute of Technology, Kanpur
- Worked in Hindustan Unilever Limited and Deutsche Bank
- Joined Anand Rathi Wealth Limited in 2007

Mr Feroze Azeez

Deputy Chief Executive Officer



- Holds a Post-graduate Diploma in Management, with a major in Derivative and Finance from the SDM Institute for Management Development and Bachelor's in Mechanical Engineering from the University of Mysore
- Worked in ABN AMRO Bank NV and Religare Macquarie Private Wealth
- Joined Anand Rathi Wealth Limited in 2012

Mr Jugal Mantri

Group Chief Financial Officer



- Rank-holding Chartered Accountant and SMP from IIM Ahmedabad
- Was one of the first employees of the Anand Rathi Group when it was founded in 1994

KEY PERSONNEL - FUNCTIONAL HEADS



Mr Chethan Shenoy

Head - Product and Research



Mr Chirag Muni

Head - Business Process Design & Implementation



Mr Rajesh Bhutara

Chief Financial Officer



Mr Niranjana Babu Ramayanam

Chief Operating Officer



Mr Sushil Goswami

Chief Marketing Officer



Ms Tejal Shah

Chief Human Resource Officer

KEY PERSONNEL - BUSIENSS HEADS



Mr Arjun Guha
Mumbai



Mr Amitabh Lara
Mumbai



Mr Bharath Rathore
Bengaluru



Mr Suraj Sinha
Bengaluru



Ms Protima Dhawan
Hyderabad



Mr Adil Chacko
Delhi



Mr Manish Srivastava
Delhi



Mr Swapan Chakraborty
Pune



Mr Subhendu Harichandan
Pune



Mr Raj Vijeta Sharma
Dubai



Mr Ashish Bhandia
Kolkata



Mr Rajan Sarkar
Kolkata



Mr Krishanu Chaudhary
Chennai



Mr Mukesh Kumawat
Gurugram



Mr Farooq Nabi
Noida



Mr Harpreet Punj
Chandigarh



Mr Sudhir Hiran
Rajasthan

CORPORATE INFORMATION

Mr Anand Rathi

Chairman & Non-Executive Director

Mr Pradeep Navratan Gupta

Non-Executive Director

Mr Rakesh Rawal

Whole-time Director & Chief Executive Officer

Mr Mohan Vasant Tanksale

Independent Director

Mr Ramesh Chandak

Independent Director

Mr Kishan Gopal Somani

Independent Director

Mrs Sudha Pravin Navandar

Independent Director

Chief Financial Officer

Mr Rajesh Bhutara

Company Secretary & Compliance Officer

Mr Nitesh Tanwar

Company Secretary & Compliance Officer (Till
March 11, 2024)

Ms. Jaee Sarwankar

Company Secretary & Compliance Officer
(Since April 12, 2024)

Statutory Auditor

M/s KKC & Associates LLP

Secretarial Auditor

M/s Rathi & Associates

Internal Auditor

AGP Advisors Private Limited

Bankers

ICICI Bank Limited,
HDFC Bank Limited,
Bank of India

Corporate Identity Number

L67120MH1995PLC086696

Registered Office

Express Zone, A Wing, 10th Floor,
Western Express Highway, Goregaon (E),
Mumbai - 400063, Maharashtra, India
Telephone: 022 6281 7000
Email: csarwsl@rathi.com
Website: <https://anandrathiwealth.in/>

Corporate Office

Trade Link, 2nd and 3rd Floor,
E Wing, B and C Block, Kamla Mill Compound,
Senapati Bapat Marg, Lower Parel (W),
Mumbai - 400013, Maharashtra, India
Telephone: 022 6981 5400

Registrar & Share Transfer Agent

Link Intime India Private Limited
C-101, 1st Floor,
247 Park, L B S Marg, Vikhroli (W),
Mumbai - 400083, Maharashtra, India
Telephone: 022 4918 6000
Email: rnt.helpdesk@linkintime.co.in
Website: www.linkintime.co.in

BOARD'S REPORT

To,
The Members of
Anand Rathi Wealth Limited

The Board of Directors is delighted to present the 29th annual report along with audited financial statements for the fiscal year ending March 31, 2024. This covers our financial performance and outlines our strategic initiatives and corporate governance practices that have shaped the trajectory of the Company over the past year. Our report further delves into the broader economic conditions and industry trends, providing members with a detailed understanding of our positioning and prospects in the evolving industry landscape.

1. FINANCIAL PERFORMANCE

Standalone Financial Performance

Particulars	₹ in Crores	
	2023-24	2022-23
Total Revenue	720.25	537.64
Total Operating Expenses	399.87	295.93
Profit before Interest, Depreciation, Taxation	320.38	241.71
Interest	6.44	3.90
Depreciation	14.27	11.55
Profit before Taxation	299.67	226.26
Tax Expenses	78.24	58.08
Net Profit for the Year	221.44	168.18
PBT Margin	41.61%	42.08%
Net profit Margin	30.74%	31.28%

Consolidated Financial Performance

Particulars	₹ in Crores	
	2023-24	2022-23
Total Revenue	751.97	558.91
Total Operating Expenses	420.53	309.98
Profit before Interest, Depreciation, Taxation	331.43	248.93
Interest	6.47	3.93
Depreciation	19.36	16.61
Profit before taxation	305.61	228.39
Tax Expenses	79.79	59.79
Net Profit for the Year	225.82	168.60
Earnings per Share on Equity Shares of ₹ 5 Each		
Basic (in ₹)	54.10	40.46
Diluted (in ₹)	54.03	40.28
PBT Margin	40.64%	40.86 %
Net profit Margin	30.03%	30.17%

Key Ratios – Consolidated

	2023-24	2022-23
Return on Equity	40.43%	41.44%
Debt/Equity Ratio	0.01	0.04

Board's Report (Contd.)

STATE OF THE COMPANY'S AFFAIRS

During the fiscal year under review, our Company reported a consolidated revenue of ₹ 751.97 Crores, up from ₹ 558.91 Crores recorded for the previous year. This translates to an increase of 35% year-on-year. Furthermore, our Company earned a net profit after tax (PAT) of ₹ 225.82 Crores in 2023-24, compared to ₹ 168.60 Crores in 2022-23, marking a year-on-year growth of 34%. These numbers reflect our adeptness at navigating the market dynamics and capitalising on strategic opportunities to enhance shareholder value. The financial performance is reflective of our continued focus on our commitment to sustainable growth amid fluctuating economic conditions.

In a global economy marked by turbulence, the Indian economic landscape has emerged as a stabilising beacon of growth. The resilience of the Indian equity capital markets amid heightened geopolitical tensions has been notably striking. It has bolstered the nation's wealth management sector, which has seen vigorous expansion in recent times. This positive trend is reflected in our financial milestones, with our consolidated Assets under Management (AUM) reaching at all-time high of ₹ 59,351 Crores as of March 31, 2024, marking a significant year-on-year increase of 52%. This growth can be attributed to a robust expansion in our client base and the net-inflows. Evident from a 19% increase in active client families to 9,911 as on March 31, 2024. Furthermore, there was a substantial 41% rise in consolidated net-inflows amounting to ₹ 7,182 Crores in 2023-24 over the last fiscal year.

Our Company continues to hold a commanding position in the industry, ranking first amongst the non-bank sponsored and non aggregators mutual fund distributors and thus maintaining a lead in direct client delivery.

The fiscal year 2023-24 has been marked by record-breaking achievements for our Company:

- The highest ever net-inflows
- Highest ever AUM
- The highest annual revenue and profit in our history
- The highest dividend ever issued by our firm

2. DIVIDEND

Over the course of the past financial year, the Company has actively rewarded its shareholders, declaring and disbursing an interim dividend of ₹ 5 per equity share,

representing a 100% of the face value, alongside a final dividend of ₹ 7 per share for the fiscal year 2022-23. The Board has now recommended a final dividend of ₹ 9.00 per Equity Share (180% of face value) of ₹ 5 each for the financial year ended March 31, 2024, for the approval of the Shareholders at the ensuing Annual General meeting. Total dividend for the year would be ₹ 14 per equity shares, constituting 280% of the face value of ₹ 5 per shares. The dividend pay-out ratio for the year ended March 31, 2024 is 25.9% (year dividend/EPS) in line with our dividend distribution policy.

In compliance with Regulation 43A of the Securities and Exchange Board of India's Listing Obligations and Disclosure Requirements Regulations 2015, our dividend practices are meticulously crafted according to our Dividend Distribution Policy. The Dividend Distribution Policy is available on the website (<https://anandrathiwealth.in/Investor-relations.php>)

Unclaimed Dividend

Regarding unclaimed dividends, as of March 31, 2024, a negligible ₹ 0.10 Crores remains uncollected in our Unpaid Dividend Accounts. In an effort to ensure transparency and facilitate the claim process, we have published a detailed statement on our website (<https://anandrathiwealth.in/Investor-relations.php>) listing names, depository participant IDs, client IDs, shareholdings, and unclaimed amounts for affected shareholders.

3. BUY-BACK

The Board of Directors, in accordance to our policy to reward shareholder has also approved a proposal to Buy-back up to 3,70,000 Equity Shares of the Company at ₹ 4,450 per Equity Share for an aggregate amount not exceeding ₹ 164.65 Crores, representing 0.88% of the total paid up equity share of the Company, subject to shareholders approval.

4. AWARDS

Our is certified as a 'Great Place to Work', five times in a row, which endorses the culture at our organisation.

5. SHARE CAPITAL

As of the close of the fiscal year on March 31, 2024, the Company's paid-up share capital reached ₹ 209,141,485 distributed across 41,828,297 equity shares, each with a face value of ₹ 5. This marks a modest increase from the previous year's total of ₹ 208,441,235 divided into 41,688,247 shares, on account of issuance of 140,050 new equity shares

Board's Report (Contd.)

in the exercise of employee stock options during the last year.

6. EMPLOYEE STOCK OPTION SCHEMES

The Company had earlier implemented three Employee Stock Option Plans (ESOPs): the 'Employee Stock Option Plan 2017' (ESOP 2017), 'Employee Stock Option Plan 2018' (ESOP 2018), and the 'Employee Stock Option Plan 2022' (ESOP 2022). These schemes have been instrumental in fostering a sense of ownership among employees, thereby enhancing retention and aligning employee interests with long-term company's goals. During the recently concluded financial year, these schemes remained unchanged, with no options granted that amounted to or exceeded 1% of the Company's issued share capital.

All the aforesaid Schemes are in compliance with applicable ESOP Regulations. The Company has obtained annual secretarial compliance report from the M/s Rathi and Associates, Secretarial Auditor, to the effect that the Schemes have been implemented in accordance with the applicable ESOP Regulations, and the same shall be available on the Company's website at <https://anandrathiwealth.in/Investor-relations.php> and for inspection without any fee by the members of the Company, on all working days at the registered office of the Company upto the date of the Annual General Meeting ("AGM") and would also be placed at the ensuing AGM for inspection by members through electronic means.

7. TRANSFER TO RESERVES

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

8. INDUSTRY OVERVIEW

The Indian economy has demonstrated robust resilience amid global instability marked by adverse geopolitical tensions. With a GDP growth rate of 7.6% for 2023-24, which increased from 7% in the previous fiscal year, India's economy has consistently exceeded expectations. The third quarter of 2023-24 was particularly noteworthy, as economic expansion reached 8.4%, significantly outpacing the Reserve Bank of India's (RBI) and market analysts' predictions of 6.6%. This unexpected surge, driven largely by substantial performances in manufacturing and construction, prompted analysts to revise the forecast for the full-year GDP growth upward from 7.3% to 7.6%, reinforcing the narrative of an economy on the rise.

The decade spanning from 2014 to 2023 has been described as golden era for foreign direct investment in India, with the country attracting US\$ 596 Billion in FDI, a figure that is double that recorded for the previous decade. This influx has been a catalyst for economic transformation, diversifying the industrial landscape and bolstering economic depth.

Simultaneously, the Indian equity markets have demonstrated exceptional performance, with major indices like the Nifty and Sensex reaching an all-time high, propelling India's market capitalization to US\$ 4.5 Trillion and making it the fifth-largest globally. This milestone has been supported by record-high Systematic Investment Plan (SIP) inflows, indicating strong participation from retail investors.

Despite this achievement, India continues to have one of the lowest worldwide mutual fund penetration rates, a mere 14% AUM to GDP ratio, strikingly lower as compared to the global average of 60% and over 100% in the United States. This disparity highlights the tremendous growth potential within the Indian mutual fund sector, especially as traditional investments like real estate and gold lose their sheen in the post-demonetization era.

The rapid formalisation of the Indian economy has been another transformative force, redirecting household savings from traditional assets to more productive financial instruments and fuelling demand for professional wealth management services. As a result, the number of high-net-worth individuals (HNIs) in India is projected to record a compound annual growth rate (CAGR) of 16% from 2022 to 2027, potentially doubling to 16.57 Lakhs. This growth is likely to be driven substantially by the burgeoning affluence of India's young entrepreneurs. Notably, these entrepreneurs are increasingly benefiting from a favourable business environment and Government policies conducive to innovation and risk-taking.

9. BUSINESS OVERVIEW

Anand Rathi Wealth Limited (ARWL / We) began its operations as a mutual fund distributor registered with AMFI. Over the years, we have carved a niche as a wealth solutions provider for high and ultra-high-net-worth individuals (HNIs and UHNIs) in India. We have also extended our services to the non-resident Indian (NRI) community from our representative office in Dubai. Our firm's extensive network of Relationship Managers covers all major Indian cities, ensuring

Board's Report (Contd.)

objective-based and standardised solutions to meet our clients' financial aspirations. As of March 31, 2024, our flagship Private Wealth (PW) business manages assets under management (AUM) totaling ₹ 57,807 Crores.

Our transparent and data-driven processes offer clients the best solutions to meet their financial goals.

At ARWL, we set ourselves apart with a thorough understanding of client needs supported by meticulous research. This approach empowers us to make informed decisions that benefit our clients. This meticulous approach not only highlights potential risks but also informs strategic decisions that enhance client portfolios returns.

We don't only assist our clients in wealth creation; but also provide comprehensive wealth management solutions that encompass efficient tax planning and a comprehensive approach to safeguarding their wealth against unforeseen liabilities. We assist clients in estate planning, ensuring the seamless transfer of wealth to subsequent generations with minimal loss. Through these strategies, we are strengthening our position as a holistic wealth solutions provider.

As of March 31, 2024, our Private Wealth (PW) business about 10,000 active families, supported by a dedicated team of 332 Relationship Managers (RMs). Out of these 60% of our clients are with us for over three years and accounted for 79% of our AUM. This enduring relationship not only underscores the trust placed in our services but also illustrates the depth and stability of our client engagements.

We have presence across 17 cities in India namely Mumbai, Bengaluru, Delhi, Gurugram, Hyderabad, Kolkata, Chennai, Pune, Chandigarh, Jodhpur, Noida, Ahmedabad, Visakhapatnam, Nagpur, Coimbatore, Jabalpur and Lucknow. Additionally, our international footprint includes a representative office in Dubai, enhancing our accessibility to the global Indian diaspora.

Our research about the market has enabled us to identify underserved yet highly promising HNI segment with a net-worth ranging from ₹ 5 Crores to ₹ 50 Crores. These clients prioritise quality and substantive value over mere cost savings. Our approach—characterised by uncomplicated, standardisation and thorough research—enables us to consistently deliver superior value and scale assets effectively. In the fiscal year 2023-24 alone, our client base expanded by a net

addition of 1,559 families, indicating robust growth and a strong endorsement of our wealth management capabilities.

Outlook

According to a report by the Centre for Economics and Business Research (CEBR), India is projected to reach US\$ 10 Trillion economy by 2035, distinguishing itself as the fastest-growing emerging market economy in 2025. This trajectory positions India as a magnet for global investors and fuels a surge in the population of high and ultra-high-net-worth individuals (HNIs and UHNIs), amplifying the demand for premium private wealth management services.

Our Private Wealth business is optimally positioned to capitalise on this burgeoning demand.

The investment landscape has evolved significantly, with HNIs increasingly diversifying away from traditional financial instruments. The availability of complex investment products offers a broad array of options, yet also presents the risk of unsystematic allocation which could undermine portfolio risk adjusted returns. Recognising this, we have created disciplined approach to portfolio construction. We consider each client's return expectations and risk profile to formulate an ideal portfolio allocation strategy.

Our long-term perspective on wealth management has consistently delivered results, especially in navigating volatile markets. As India's economic prominence grows, and with it the sophistication and needs of its wealthiest citizens, we are committed to evolving strategies to meet and exceed the financial objectives of our clients. We are confident that our strategies will continue to help our clients achieve their objectives.

The roadmap to provide strong long term growth visibility by the Company can be placed as follows:

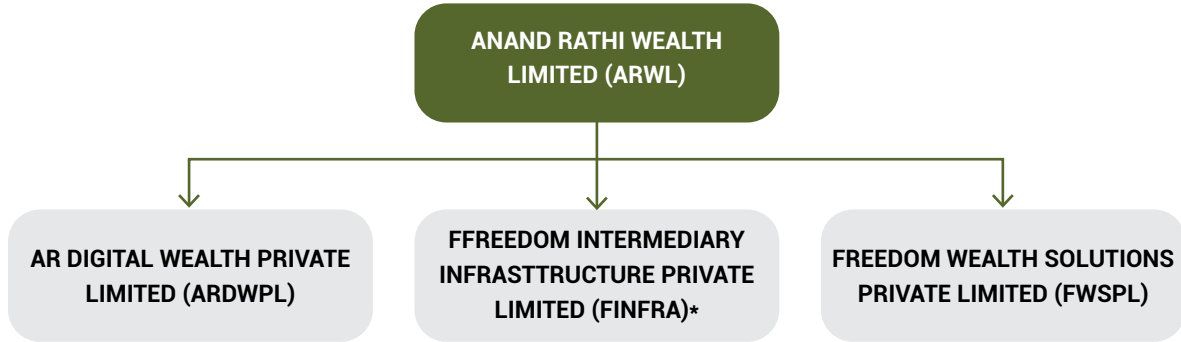
1. Penetration in the existing 9,900+ client's families. There is massive scope of increasing our wallet share.
2. Addition of new clients.
3. Addition of new relationship managers.
4. Return on investments get added to AUM

These four pillars of growth that we believe should propel our AUM by 20% or more annually. This ambitious yet attainable target is grounded in our proven track record and strategic insights, positioning us as a one of the leader in India's wealth management sector.

Board’s Report (Contd.)

10. DETAILS OF SUBSIDIARIES

As at date of this Report, the Company has following Subsidiaries:



*Wholly owned subsidiary

1. AR Digital Wealth Private Limited (ARDWPL) - Digital Wealth (DW) Vertical

ARDWPL is the fintech arm of our enterprise, embodying a wealth of knowledge accumulated from our extensive experience in the private wealth solutions domain. This subsidiary has been strategically positioned to serve the substantial mass affluent market segment through a ‘phygital’ channel – a synergistic blend of physical and digital mediums. By integrating human expertise with cutting-edge technology, ARDWPL aims to deliver scalable and profitable wealth management solutions through an online and mobile platform, supported by our dedicated employees and partners.

During the review period, ARDWPL demonstrated robust growth. The subsidiary’s Assets Under Management (AUM) surged by 47% year-over-year, climbing from ₹ 1,051 Crores as of March 31, 2023, to ₹ 1,545 Crores as of March 31, 2024. The client base expanded from 4,249 to 4,862 over the same period, reflecting a growth rate of 14% year-over-year.

Financial performance mirrored this growth trajectory, with total revenue escalating from ₹ 14.92 Crores in 2022-23 to ₹ 24.51 Crores in 2023-24. Furthermore, due to the benefits of operating leverage, net profit experienced a remarkable increase of 373.87%, rising from ₹ 0.72 Crores in 2022-23 to ₹ 3.41 Crores in 2023-24.

2. FFreedom Intermediary Infrastructure Private Limited (FIINFRA) - Omni Financial Advisors (OFA) Vertical

Ffreedom Intermediary Infrastructure Private Limited (FIINFRA) distinguished itself by developing a cutting-edge digital Platform-as-a-Service (PAAS) model, known as “Omni Financial Advisor” (OFA). As of March 31, 2024, OFA stands as one of India’s leading technology platforms for mutual fund distributors (MFDs), boasting 5,994 subscribers.

The OFA vertical is designed to empower MFDs to better serve their clients and expand their businesses through a comprehensive B2B2C business model. The platform offers several innovative features to enhance the effectiveness and reach of MFDs, including:

1. Client Reporting: Streamlining the process of generating detailed and actionable client reports.
2. Business Dashboard: Providing MFDs with a comprehensive view of their business metrics and performance.
3. Client Engagement: Facilitating better communication and interaction with clients.
4. Online Mutual Fund Transactions: Enabling efficient and secure online transaction capabilities.
5. Goal Planning: Assisting in the development of tailored financial goals and strategies for clients.

Board's Report (Contd.)

Over the review period, the number of MFD subscribers on the OFA platform increased from 5,677 to 5,994. Likewise, the platform's client base grew from 19.12 Lakhs to 20.62 Lakhs.

Total revenue for the fiscal year 2023-24 rose by 17.07% year-over-year, reaching ₹ 6.75 Crores up from ₹ 5.76 Crores in the previous year and the Company shifted from a net loss of ₹ 66.95 Lakhs in 2022-23 to a profit after tax (PAT) of ₹ 72.99 Lakhs in 2023-24.

3. Freedom Wealth Solutions Private Limited (FWSPL)

Freedom Wealth Solutions Private Limited (FWSPL), primarily engaged in fund deployments, reports that it does not have active business operations distinct from its investment activities. The Company's revenue primarily stems from interest income. For the fiscal year 2023-24, total revenue declined to ₹ 0.46 Crores from ₹ 0.58 Crores in the previous year. Profit after Tax (PAT) also decreased, standing at ₹ 0.24 Crores for 2023-24, compared to ₹ 0.37 Crores in 2022-23.

Approval of Financial Statements for the year Ending March 31, 2024

In compliance with the applicable provisions of the Companies Act, 2013, read alongside the SEBI Listing Regulations, 2015, and relevant Indian Accounting Standards ("Ind AS"), the Board of Directors approved the audited standalone financial statements for the financial year ending March 31, 2024, during their meeting on April 12, 2024. Concurrently, the audited consolidated financial statements of the Company and its subsidiaries for the fiscal year were also approved. These audited financial statements are included in the Annual Report as mandated by Section 129 of the Act.

The separate statement containing the salient features of the financial statements of the subsidiaries of the Company in the prescribed format **AOC-1**, is annexed as **Annexure - I**. The statement also provides highlights of the performance and financial position of each of the subsidiaries and their contribution to the overall performance of the Company.

Further, in alignment with the stipulations of Section 136 of the Act, the Annual Report, audited financial statements, and other related documents have been made available on the Company's website. Shareholders may access these documents at [Anand Rathi Wealth Investor Relations] <https://anandrathiwealth.in/Investor-relations.php>. Those interested can either download these documents from the website or request physical copies by contacting the Company directly. Additionally, these documents are available for inspection both at the Company's registered office and electronically. Shareholders may arrange an inspection by emailing csarwsl@rathi.com.

The Company's Policy for Determining Material Subsidiary is also accessible on the same website. During the year under review, the Company does not have any material subsidiary.

It is noted that the Company does not have any associate, joint venture, or holding company relationships.

11. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

In accordance with Regulation 34 of the SEBI Listing Regulations, the Management Discussion and Analysis Report for the year under review is presented in a dedicated section of this report. This analysis is integral to understanding the context of our financial results and the strategic initiatives undertaken by the Company during the period.

12. CORPORATE SOCIAL RESPONSIBILITY

In line with Section 135 of the Companies Act, 2013, Anand Rathi Wealth Limited has established a Corporate Social Responsibility (CSR) Committee. The primary role of this committee is to approve the CSR activities to be undertaken, allocate the necessary expenditure, and oversee the execution and effectiveness of these initiatives.

The CSR Committee is chaired by Mr Anand Rathi and includes Mr Pradeep Navratan Gupta and Ms Sudha Pravin Navandar as members. The Company Secretary serves as the secretary to the committee, ensuring proper documentation and compliance with regulatory requirements.

The Board of Directors, along with the CSR Committee, actively reviews and monitors the CSR activities

Board's Report (Contd.)

implemented by the Company. During the year under review, our CSR initiatives were executed in accordance with the annual action plan previously approved by the Board. These activities, which are distinctly separate from our normal business operations, focus on pivotal and relevant areas such as livelihood and financial inclusion, animal welfare, agriculture, community development, education, and healthcare. Our aim is to continue focusing on these areas to achieve meaningful and positive outcomes that contribute to the Sustainable Development Goals.

Our approach to CSR goes beyond mere financial contributions; as experts in the financial sector, we are committed to leveraging our core competencies and expertise to make a significant social impact. This commitment is detailed in the Annual Report on CSR activities, which is annexed to this report as **Annexure - II**.

Furthermore, our CSR policy outlines the guidelines and processes for undertaking CSR activities. This policy is accessible to all stakeholders on the Company's website at <https://www.anandrathiwealth.in/Investor-relations.php>, ensuring transparency and accessibility in how we approach our social responsibilities.

13. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

Pursuant to Regulation 34(2)(f) of the SEBI Listing Regulations 2015, the Business Responsibility and Sustainability Report (BRSR) detailing the initiatives undertaken by the Company is included as a part of this Annual Report. Consistent with the mandates of the SEBI Listing Regulations, 2015, this report is also available on the Company's website for broader access. Stakeholders interested in understanding our commitment to sustainable business practices and corporate responsibility can view the BRSR at <https://www.anandrathiwealth.in/Investor-relations.php>. This accessibility ensures transparency and provides insights into how our operations align with broader environmental and social goals.

14. CORPORATE GOVERNANCE

Anand Rathi Wealth Limited is dedicated to maintaining the highest standards of corporate governance, as mandated by the Securities and Exchange Board of India (SEBI) and the Companies Act, 2013. Our commitment to these standards underpins our corporate integrity and accountability to all stakeholders.

In accordance with Regulation 34 read with Schedule V of the SEBI Listing Regulations 2015, we have included a comprehensive Report on Corporate Governance within this annual report. This section details our adherence to the governance practices prescribed by SEBI and showcases our dedication to transparency and ethical management.

Further demonstrating our compliance, a certificate from M/s. Rathi and Associates, Company Secretaries based in Mumbai, has been obtained. This certificate confirms our adherence to the conditions of corporate governance stipulated under the SEBI Listing Regulations. For detailed verification and reference, this certificate is attached as **Annexure - III** to this report.

15. DIRECTORS' RESPONSIBILITY STATEMENT

In compliance with Section 134(3)(c) and 134(5) of the Companies Act, 2013, the directors of Anand Rathi Wealth Limited affirm the following in relation to the fiscal year just concluded:

- **Adherence to Accounting Standards:** The preparation of the annual accounts was in strict conformity with the applicable accounting standards. Any material departures have been duly explained, ensuring transparency and clarity.
- **Selection and Application of Accounting Policies:** The directors selected and applied accounting policies consistently. Judgments and estimates made were both reasonable and prudent, aimed at presenting a true and fair view of the Company's state of affairs as of the fiscal year-end, and of the profit for the year.
- **Maintenance of Adequate Accounting Records:** Adequate accounting records have been maintained in accordance with the provisions of the Companies Act, 2013. This diligence assists in safeguarding the assets of the Company and aids in the prevention and detection of fraud and other irregularities.
- **Preparation of Accounts on a Going Concern Basis:** The annual accounts were prepared on a going concern basis, reflecting the directors' confidence in the Company's ability to continue its operations in the foreseeable future.
- **Internal Financial Controls:** The directors have established and maintained robust internal financial controls that the Company follows.

Board's Report (Contd.)

These controls are deemed adequate and have been assessed to be operating effectively.

- Compliance Systems: Proper systems have been devised to ensure compliance with the provisions of all applicable laws, and these systems have been evaluated to be adequate and effective.

These confirmations reflect the directors' commitment to high standards of governance and integrity in the management of the Company's affairs.

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

In compliance with Section 134(3)(m) of the Companies Act, as elaborated by Rule 8 of the Companies (Accounts) Rules, 2014, we provide an annual disclosure on key operational aspects, namely energy conservation, technology absorption, and foreign exchange earnings and outgo.

Energy Conservation

Our firm, along with its subsidiaries, primarily offers financial services—a sector not traditionally associated with high energy consumption. Despite this, we continuously explore avenues to reduce our operational carbon footprint, although the direct impact remains minimal due to the nature of our business activities.

Technology Absorption and Innovation

We operate on a technology-driven model, encompassing an in-house team dedicated to innovation and digital infrastructure. Our commitment to technology underpins our strategy to enhance wealth management services and elevate client servicing through superior engagement platforms. Each segment of our operation, from back office processes to client-facing interfaces, is supported by proprietary technology developed internally using advanced, scalable frameworks.

The introduction of 'Workstation', a comprehensive web and mobile platform for our Relationship Managers (RMs), exemplifies our innovative approach. This tool not only facilitates seamless access to client data and transaction capabilities but also integrates daily internal workflows, such as RM and specialist collaborations, into a singular digital environment.

Moreover, our investment in a fully cloud-based infrastructure allows us to scale operations efficiently while maintaining robust security measures against

cyber threats. Current development efforts are focused on enhancing user autonomy through advanced self-service options, such as chatbots and analytical tools, which enable our product teams to refine advisory services and further enrich client interactions.

Research and Development (R&D)

The Company's R&D endeavors are concentrated on the continuous evaluation of financial products, economic trends, and industry developments. Our dedicated team, comprising over 80 research analysts, works closely with RMs to ensure that insights are effectively translated into actionable strategies for our clients.

Foreign Exchange Earnings and Outgo

The financial year witnessed minimal foreign exchange earnings, maintaining the previous year's figure at nil. However, our foreign exchange expenditure saw a significant increase to ₹ 25.66 Crores from ₹ 12.98 Crores in the preceding year, underscoring a heightened activity in global financial engagements that align with our expanding market strategy.

17. DISCLOSURE OF EMPLOYEES UNDER RULE 5(2) AND 5(3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

In adherence to Section 197(12) of the Companies Act 2013, complemented by Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, detailed information regarding remuneration and other relevant details of managerial personnel is encapsulated in **Annexure-IV**, which is an integral component of this annual report.

Moreover, the report encompasses a comprehensive statement detailing the names and other pertinent particulars of employees, as mandated by Rules 5(2) and 5(3) of the aforementioned regulations. However, in accordance with Section 136 of the Act and the stated rules, the annual report and financial statements dispatched to shareholders and other stakeholders do not include this specific employee statement. Shareholders who wish to review this information may request a copy by contacting the Company Secretary at csarwsl@rathi.com.

18. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

As stipulated in our corporate governance protocols, the particulars of investments made, as well

Board's Report (Contd.)

as loans issued and guarantees provided, are meticulously documented within the Standalone Financial Statements. These details are organised under relevant headings to ensure clarity and ease of access for stakeholders. This comprehensive documentation forms a crucial part of our Annual Report, reflecting our commitment to transparency and regulatory compliance. Each entry is detailed to afford shareholders a clear understanding of the Company's financial allocations and risk management strategies.

19. ANNUAL RETURN

In accordance with Section 92(3) and Section 134(3) (a) of the Companies Act 2013, together with Rule 12 of the Companies (Management and Administration) Rules, 2014, we are pleased to announce that the Annual Return (MGT-7) of the Company as of March 31, 2024, is now accessible on our website (<https://www.anandrathiwealth.in/Investor-relations.php>). Stakeholders are invited to review the document at Anand Rathi Wealth's Investor Relations page. This initiative is part of our ongoing commitment to ensure transparency and ease of access to our corporate disclosures.

20. VIGIL MECHANISM/ WHISTLE BLOWER POLICY

In strict compliance with Section 177(9) and (10) of the Companies Act, 2013, Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, and the SEBI Listing Regulations 2015, our Company has instituted a comprehensive Vigil Mechanism and Whistleblower Policy. This framework is designed to empower our directors, employees, and other stakeholders to confidentially report any unethical behavior, fraud, violations of our code of conduct, or other misdemeanors within the organisation, thereby safeguarding against victimization and promoting an ethical workplace.

Our commitment to fostering a transparent and trustworthy environment encourages open communication. Employees are assured they can express concerns without fear of reprisal, ensuring a secure and supportive atmosphere for voicing grievances.

While the past fiscal year did not witness any whistleblower complaints, the accessibility of our Audit Committee continues unabated, prepared to address any future concerns that may arise.

For further information, the details of the Whistleblower Policy are publicly available on our corporate website at <https://www.anandrathiwealth.in/Investor-relations.php>.

21. DISCLOSURES PERTAINING TO THE SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company steadfastly commits to fostering a work environment where every female employee is treated with dignity and respect, ensuring equitable treatment across all levels. Recognising the critical importance of inclusivity, we are dedicated to creating a workplace that not only supports the professional growth of women but also promotes equality of opportunity, thereby cultivating a more diverse and inclusive environment.

In line with this commitment, the Directors are pleased to report the robust implementation of the Policy for Prevention, Prohibition, and Redressal of Sexual Harassment of Women at the Workplace. This policy, supported by an Internal Complaint Committee, is structured in accordance with Section 4 of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. It underscores our proactive stance in addressing and mitigating issues of sexual harassment, ensuring a safe and supportive atmosphere for all employees.

Reflective of the efficacy of these measures, it is noteworthy that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace Act, 2013. This underscores our ongoing commitment to maintaining a respectful and secure work environment.

22. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The Company has established a comprehensive Policy on Related Party Transactions (RPT Policy), which has received approval from the Board of Directors. This policy meticulously outlines the procedures for identifying related party transactions, securing necessary approvals from the Audit Committee, the Board, or Shareholders, and fulfilling reporting and disclosure requirements. These measures are in strict compliance with the provisions of the Companies Act, 2013, and the SEBI Listing Regulations, 2015.

Board's Report (Contd.)

During the year under review, all contracts, arrangements, or transactions with related parties were conducted in the ordinary course of business and on an arm's length basis. These transactions were fully compliant with the relevant provisions of the Companies Act, 2013, and its accompanying rules.

The Audit Committee has reviewed all Related Party Transactions. An omnibus approval was secured in advance for transactions that were either unforeseen or repetitive in nature, ensuring a streamlined process and adherence to regulatory requirements.

Details of material contracts or arrangements or transactions conducted on an arm's length basis are disclosed in the prescribed form AOC-2, annexed as **Annexure-V**, and form an integral part of this report.

Additionally, comprehensive disclosures on related party transactions as required under IND AS-24 and Schedule V of the SEBI Listing Regulations, including the names of the related parties and specifics of the transactions, are provided in the financial statements. Members seeking further details are encouraged to refer to the notes accompanying the Standalone Financial Statements.

23. INTERNAL FINANCIAL CONTROL

The Company maintains robust internal financial control systems that are both proper and adequate, tailored to match the nature of our business, the scale of our operations, and their inherent complexities. These systems are pivotal in bolstering the reliability of our financial reporting and ensuring stringent compliance with pertinent laws and regulations.

Our internal controls comprise a comprehensive set of policies and procedures designed to safeguard assets and enhance the accuracy and reliability of our financial statements. These measures are critical in mitigating risks and preventing errors and fraud within financial processes.

The implemented policies and procedures ensure the economical acquisition and efficient use of resources, while also providing adequate protection of the Company's assets. This strategic approach not only optimises resource utilization but also shields the organisation from potential risks, thereby strengthening corporate governance and operational efficiency.

The effectiveness of these internal controls is regularly reviewed by the Audit Committee to ensure they meet

our strategic objectives and adapt to any changes in operational scope or regulatory requirements.

24. RISK MANAGEMENT POLICY AND ADEQUACY OF INTERNAL CONTROLS

Risk management is intricately woven into the operational framework of the Company to identify, assess, and mitigate potential threats, thereby ensuring seamless business operations. We recognise that effective risk management is pivotal in maximising returns by enabling informed and strategic decision-making.

The Company's proactive risk management strategy is characterised by periodic reviews, robust mitigation controls, and a structured reporting mechanism, all of which serve to enhance the effectiveness of our overall risk management efforts. Key business risks and their mitigation strategies are routinely incorporated into our annual and strategic business planning processes as well as during periodic management reviews.

In compliance with the provisions of the SEBI Listing Regulations, our Board of Directors has established a dedicated Risk Management Committee. This committee is tasked with overseeing the management and mitigation of risks to safeguard stakeholder interests and to ensure the achievement of our business objectives. The Risk Management Committee actively monitors and reviews the Company's risk management plans and performs other related functions, maintaining a dynamic approach to adapting and evolving these strategies in response to new challenges and opportunities.

25. RISK MANAGEMENT REPORT

In accordance with the provisions of Section 134 of the Companies Act 2013, the detailed risk management report is incorporated within the Management Discussion and Analysis Report. This section elucidates our strategic approach to risk assessment and mitigation, reflecting our commitment to transparency and proactive management in safeguarding against potential challenges.

26. BOARD, COMMITTEES, KEY MANAGERIAL PERSONNEL AND MEETINGS**Board of Directors**

The Board of Directors ("Board") of the Company is carefully structured to achieve an optimal balance, consisting of executive and non-executive directors, including an Independent Woman Director. This composition adheres strictly to the current provisions

Board's Report (Contd.)

of the Companies Act and the SEBI Listing Regulations, 2015, ensuring compliance with governance standards.

The Board epitomises a blend of professionalism, knowledge, and experience, contributing significantly to the strategic direction of the Company. Our Independent Directors are particularly noted for their professional integrity, as well as their extensive expertise and experience, which are invaluable to our leadership framework.

The Board is proactive in providing strategic guidance and fulfills its fiduciary responsibilities with a steadfast commitment to safeguarding the interests of the Company and its stakeholders.

The current members of the Board include:

Sl. No.	Name of the Director	Designation	Date of Appointment
1	Mr Anand Rathi	Chairman & Non-Executive Director	March 18, 2005
2	Mr Pradeep Navratan Gupta	Non-Executive Director	March 18, 2005
3	Mr Rakesh Rawal	Whole-time Director & CEO	April 01, 2017
4	Mr Mohan Vasant Tanksale	Independent Director	February 06, 2018
5	Mr Kishan Gopal Somani	Independent Director	March 15, 2018
6	Mr Ramesh Chandak	Independent Director	March 15, 2018
7	Ms Sudha Pravin Navandar	Independent Director	March 15, 2018

Board Committees

In compliance with the applicable provisions of the Companies Act, 2013, the Board has established the following committees to ensure rigorous governance and effective oversight of the Company's operations:

Sl. No.	Name of Committee	Name of Member	Category	Date of Appointment	Date of Cessation
1	Audit Committee	Mr Mohan Vasant Tanksale	Non-Executive - Independent Director, Chairperson	March 15, 2018	-
		Mr Anand Rathi	Non-Executive - Non Independent Director, Member	October 12, 2021	-
		Ms Sudha Pravin Navandar	Non-Executive - Independent Director, Member	March 15, 2018	-
		Mr Ramesh Chandak	Non-Executive - Independent Director, Member	October 12, 2021	-
		Mr Kishan Gopal Somani	Non-Executive - Independent Director, Member	October 12, 2021	-
2	Nomination and Remuneration Committee	Mr Kishan Gopal Somani	Non-Executive - Independent Director, Chairperson	March 15, 2018	-
		Mr Anand Rathi	Non-Executive - Non Independent Director, Member	March 15, 2018	-
		Mr Ramesh Chandak	Non-Executive - Independent Director, Member	March 15, 2018	-
		Ms Sudha Pravin Navandar	Non-Executive - Independent Director, Member	October 13, 2022	-
3	Stakeholders Relationship Committee	Mr Ramesh Chandak	Non-Executive - Independent Director, Chairperson	March 15, 2018	-
		Mr Anand Rathi	Non-Executive - Non Independent Director, Member	October 13, 2022	-
		Mr Pradeep Navratan Gupta	Non-Executive - Non Independent Director, Member	March 15, 2018	-

Board's Report (Contd.)

Sl. No.	Name of Committee	Name of Member	Category	Date of Appointment	Date of Cessation
4	Risk Management Committee	Mr Anand Rathi	Non-Executive - Non Independent Director, Chairperson	July 16, 2021	-
		Mr Pradeep Navratan Gupta	Non-Executive - Non Independent Director, Member	July 16, 2021	-
		Ms Sudha Pravin Navandar	Non-Executive - Independent Director, Member	July 16, 2021	-
		Mr Mohan Vasant Tanksale	Non-Executive - Independent Director, Member	July 16, 2021	-
		Mr Ramesh Chandak	Non-Executive - Independent Director, Member	July 16, 2021	-
		Mr Rajesh Bhutara	Chief Financial Officer, Member	July 16, 2021	-
5	Corporate Social Responsibility Committee	Mr Anand Rathi	Non-Executive - Non-Independent Director, Chairperson	March 15, 2018	-
		Mr Pradeep Navratan Gupta	Non-Executive - Non Independent Director, Member	March 15, 2018	-
		Ms Sudha Pravin Navandar	Non-Executive - Independent Director, Member	March 15, 2018	-

The Board is proactive in providing strategic guidance and fulfills its fiduciary responsibilities with a steadfast commitment to safeguarding the interests of the Company and its stakeholders.

The composition, role, terms of reference, and powers of the aforementioned committees are meticulously aligned with the requirements of the Companies Act, 2013, and the SEBI Listing Regulations, 2015. This ensures that all committees function within the stipulated legal framework, reinforcing our commitment to rigorous corporate governance.

Additionally, to streamline the management of day-to-day administrative and routine matters, the Board has established various management-level committees. These committees are composed of senior executives from the Company and its group entities, enabling efficient decision-making and operational agility.

Key Managerial Personnel (KMP)

As of the date of this report, the Key Managerial Personnel of the Company, in accordance with the provisions of Section 2(51) and Section 203 of the Companies Act 2013, include Mr Rakesh Rawal, serving as Whole-time Director & Chief Executive Officer, Mr Rajesh Bhutara as Chief Financial Officer and Ms Jae Sarwankar as Company Secretary & Compliance Officer.

Appointment/ Re-appointment and cessation of Directors and Key Managerial Personnel

The Company witnessed the following changes in its key managerial personnel over the past year:

- Mr Rakesh Rawal (DIN: 02839168), re-appointment as Whole-time Director and Chief Executive Officer of the Company w.e.f. April 01, 2023.
- Mr Nitesh Tanwar resigned from his role as Company Secretary & Compliance Officer w.e.f. March 11, 2024. Mr Tanwar had initially joined the Company in this capacity on October 13, 2022.
- Ms Jae Sarwankar has been appointed as Company Secretary & Compliance Officer w.e.f. April 12, 2024

Directors Retiring by Rotation

In line with Section 152 of the Companies Act 2013, the Companies (Management & Administration) Rules, 2014, and the Articles of Association of the Company, Mr Anand Rathi (DIN: 00112853), a Non-Executive Director, is due to retire by rotation at the upcoming Annual General Meeting. Mr Rathi, being eligible, has offered himself for re-appointment. The Board of Directors recommends his re-appointment, acknowledging his invaluable contributions to the board and the Company at large.

Board's Report (Contd.)

It may be noted that Shareholders of the Company approved continuation of Mr Anand Rathi as Non – Executive Director of the Company after attaining the age of 75 years in their meeting dated Thursday, July 15 , 2021 pursuant to Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 and other applicable provisions.

Board and Committee Meetings Overview

Throughout the reviewed fiscal year, the Board, its Committees, and the Independent Directors convened on multiple occasions. These meetings focused on strategic discussions, decision-making, and directives regarding various aspects of the Company's business operations and related matters, ensuring robust governance and adherence to our strategic objectives.

S. No.	Body	Numbers of times met during the year	Dates
1	Board	4	April 12, 2023, July 12, 2023, October 12, 2023, January 12, 2024
2	Audit Committee	4	April 12, 2023, July 12, 2023, October 12, 2023, January 12, 2024
3	CSR Committee	2	April 12, 2023, January 12, 2024
4	Nomination and Remuneration Committee	3	April 12, 2023, July 12, 2023, January 12, 2024
5	Stakeholders Relationship Committee	1	January 12, 2024
6	Risk Management Committee	2	July 11, 2023, January 06, 2024

The frequency and number of the aforementioned Board and committee meetings are in strict compliance with the applicable provisions of the Companies Act, 2013. A comprehensive disclosure regarding the Board, its committees, their composition, and terms of reference, along with the number of board and committee meetings held and the attendance of directors at each meeting, is meticulously detailed in the Report on Corporate Governance. This report is an integral part of the main document, underscoring our commitment to transparency and governance.

Annual General Meeting/Extra-Ordinary General Meetings

Last year, the Company conducted its Annual General Meeting on June 5, 2023.

Annual Performance Evaluation

In compliance with Section 178 and Schedule IV of the Companies Act, 2013, as well as the SEBI Listing Regulations, 2015, a thorough annual performance evaluation has been conducted for the Board, its various committees, and individual directors, including the Chairman, Whole Time Director, Executive Directors, Non-Executive Director, and Independent Directors. This evaluation was meticulously executed by the Nomination and Remuneration Committee.

Independent Directors' Review Meeting

A separate meeting of the Independent Directors was convened to assess the performance of Non-Independent Directors and the effectiveness of the Board and its committees collectively. During this session, a comprehensive questionnaire designed to probe various aspects of Board operations was distributed among the Directors. The evaluation criteria for Independent Directors encompassed their level of engagement in meetings, interpersonal skills, understanding of the business and its subsidiaries, capacity for independent judgment, expertise, and adherence to the compliance framework.

Evaluation Outcomes and Board Feedback

The responses to the questionnaire were carefully analyzed, and a consolidated report was prepared and presented to the Nomination and Remuneration Committee and the Board. This report aims to enhance the Board's effectiveness based on the feedback received. The Directors have expressed their satisfaction with the thoroughness of the evaluation process, affirming its role in reinforcing the Board's overall governance and operational efficiency.

Declaration by Independent Directors under Sub-Section (6) Of Section 149

All independent directors of the Company have submitted the requisite declarations confirming their

Board's Report (Contd.)

ongoing compliance with the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations, 2015. Furthermore, they have affirmed their adherence to the Code of Conduct outlined in Schedule IV of the Act.

These declarations include confirmations that they are not barred from holding the office of director by any SEBI order or any other authoritative body and have maintained their registration with the database of the Indian Institute of Corporate Affairs (IICA). The Board, based on thorough evaluation, is of the opinion that all independent directors consistently demonstrate integrity, expertise, and experience, significantly contributing to the governance of the Company.

Additionally, all directors of the Company have confirmed that there are no disqualifications against them for appointment as directors, in accordance with Section 164 of the Companies Act, 2013.

27. STATUTORY AUDITOR

Pursuant to Section 139 of the Companies Act 2013, M/s KKC & Associates LLP, Chartered Accountants, Mumbai (formerly "Khimji Kunverji & Co. LLP"), with Registration No. 105146W/W100621, were re-appointed as the Statutory Auditors of the Company for a second term of five years. This re-appointment occurred at the 27th Annual General Meeting of the members held on August 12, 2022. The remuneration for the auditors has been mutually agreed upon by the Board of Directors and the Statutory Auditors. They will continue to serve in this capacity until the conclusion of the 32nd Annual General Meeting, scheduled for 2027.

M/s KKC & Associates LLP have also confirmed their ongoing compliance with the criteria set out in Section 141 of the Act, affirming that their appointment is within the limits prescribed under Section 141(3) (g) of the Act. This ensures that they maintain the required independence and eligibility to continue as the Company's auditors without any statutory disqualifications.

28. STATUTORY AUDITORS' REPORT

The Statutory Auditors' Report for the fiscal year, conducted by M/s KKC & Associates LLP, Chartered Accountants, Mumbai (formerly "Khimji Kunverji & Co. LLP"), on both the standalone and consolidated

financial statements of the Company, is included in the Annual Report. Notably, the report is free from any qualifications, reservations, or adverse remarks, underscoring the robustness of our financial practices.

The notes to the accounts, as referenced in the Auditors' Report, are comprehensive and self-explanatory, negating the need for additional clarifications under Section 134(3)(f) of the Companies Act, 2013. Furthermore, in accordance with Section 143(12) of the Act, the Statutory Auditors have not identified or reported any instances of fraud committed within the Company by its officers or employees, affirming the integrity of our operational procedures.

29. SECRETARIAL AUDITOR AND THEIR REPORT

The notes to the accounts, as referenced in the Auditors' Report, are comprehensive and self-explanatory, negating the need for additional clarifications under Section 134(3)(f) of the Companies Act, 2013. Furthermore, in accordance with Section 143(12) of the Act, the Statutory Auditors have not identified or reported any instances of fraud committed within the Company by its officers or employees, affirming the integrity of our operational procedures.

In compliance with Section 204 of the Companies Act, 2013 and its corresponding rules, M/s. Rathi and Associates, Company Secretaries, were appointed to perform the Secretarial Audit of the Company for the fiscal year under review. The findings of the audit are detailed in the Secretarial Audit Report, which is attached herewith as **Annexure –VI**. This report is a crucial component of this Annual Report and confirms that there were no qualifications noted.

30. COMPLIANCE WITH SECRETARIAL STANDARDS

The Board of Directors confirms that Anand Rathi Wealth Limited has adhered to all applicable mandatory Secretarial Standards issued by the Institute of Company Secretaries of India. This affirmation reflects the Company's commitment to maintaining the highest standards of corporate governance.

31. PUBLIC DEPOSITS

Throughout the fiscal year under review, Anand Rathi Wealth Limited has neither invited nor accepted any deposits from the public, in accordance with Section 73 of the Companies Act, 2013, and the Companies (Acceptance of Deposits) Rules, 2014.

Board's Report (Contd.)

32. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

As detailed in the financial statements of Anand Rathi Wealth Limited, there have been no material changes or commitments that would affect the financial position of the Company from the end of the fiscal year in question to the date of this report, except as disclosed therein. This statement attests to the stability and continuity of our financial operations.

33. MATERIAL ORDERS OF JUDICIAL BODIES / REGULATORS

Throughout the fiscal year under review, there have been no significant or material orders passed by any regulators, courts, or tribunals that could impact the going concern status or future operations of Anand Rathi Wealth Limited.

34. MATERIAL DEVELOPMENT

During the fiscal year under review, the shareholders approved a special resolution via postal ballot to amend the Memorandum of Association. This amendment introduces a new clause, enabling Anand Rathi Wealth Limited to expand its business scope. The Company is now authorised to engage in activities as investment bankers, portfolio managers, wealth managers, and financial consultants. Additionally, it can provide management consulting, advisory services, and financial facilities of various descriptions. This strategic enhancement is designed to diversify our offerings and strengthen our market position.

35. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION INCLUDING CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES, INDEPENDENCE OF A DIRECTOR

The Board of Directors has established comprehensive criteria for the appointment of Directors and their remuneration. These criteria encompass qualifications, positive attributes, and the independence of directors, as mandated under sub-section (3) of Section 178 of the Companies Act, 2013. This forms a critical part of the Nomination and Remuneration Policy (NRC Policy) of Anand Rathi Wealth Limited.

The NRC Policy is designed to foster a compensation structure that balances fixed and variable pay, aligning with both short-term and long-term performance objectives that support the strategic direction and operational execution of the Company. This policy not only aims to attract and retain top talent but also ensures that remuneration practices are aligned with the Company's objectives and shareholder interests.

The full text of the NRC Policy is available as **Annexure – VII** in this report and can also be accessed on the Company's website at Anand Rathi Wealth Investor Relations.

36. MAINTENANCE OF BOOKS OF ACCOUNTS OF COMPANY AT A PLACE OTHER THAN REGISTERED OFFICE OF THE COMPANY

In the fiscal year 2023-2024, Anand Rathi Wealth Limited has relocated the maintenance of its books of accounts from the registered office to a new location. Effective from January 12, 2024, the Company's books of accounts will be kept at CYB-2 Cyber Park, Heavy Industrial Area, Jodhpur, Rajasthan – 342001. This strategic move is aimed at optimising our accounting and administrative operations.

37. OTHER DISCLOSURES

Throughout the fiscal year under review, we maintained operational and financial stability, marked by several key continuities and compliances:

- There were no changes in the nature of the business, ensuring consistency in our operations and strategic focus.
- The financial statements of the Company remained unaltered, reflecting our commitment to transparency and accuracy in financial reporting.
- The requirements for maintaining cost records and undergoing cost audits, as prescribed under Section 148(1) of the Companies Act, 2013, were not applicable to our business activities, aligning with our regulatory obligations.
- There were no applications made or proceedings pending under the Insolvency and Bankruptcy Code, 2016, underscoring our financial resilience.
- The Company did not enter into any one-time settlements with banks or financial institutions regarding any loans, demonstrating prudent financial management and stable creditor relations.

Board's Report (Contd.)

38. ACKNOWLEDGEMENT

The Board of Directors extends its sincere gratitude to the Securities and Exchange Board of India, BSE Limited, National Stock Exchange Limited, and the Ministry of Corporate Affairs, along with other government and regulatory authorities, for their continued support throughout the year. We also deeply appreciate the trust and confidence placed in us by our stakeholders, which is essential to our success.

Further, the Board acknowledges with great appreciation the efforts and dedication of all our employees across the Company and its subsidiaries. Their commitment has been crucial in driving profitable growth during the fiscal year under review.

We look forward to your continued support and cooperation as we advance towards our future objectives.

For and on behalf of the Board
Anand Rathi Wealth Limited

Anand Rathi
Chairman & Non-Executive Director
(DIN: 00112853)

Place : Jodhpur
Date : April 12, 2024

Annexure – I

Form No. AOC-1

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

Part "A": Subsidiaries

(₹ in Lakhs)

Sr. No	Particulars	AR DIGITAL WEALTH PRIVATE LIMITED	FREEDOM WEALTH SOLUTIONS PRIVATE LIMITED	FFREEDOM INTERMEDIARY INFRASTRUCTURE PRIVATE LIMITED
1	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	March 31, 2024	March 31, 2024	March 31, 2024
2	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.	N.A.
3	Share Capital	537.30	249.64	82.93
4	Reserves & Surplus	4,534.15	310.58	1568.32
5	Total Assets	5488.52	562.45	2,023.60
6	Total Liabilities *	417.07	2.23	372.35
7	Investments	-	-	-
8	Turnover [§]	2451.01	46.16	674.90
9	Profit before taxation	458.75	36.2	98.80
10	Taxation	117.49	11.95	25.81
11	Profit after taxation	341.26	24.25	72.99
12	Proposed Dividend	Nil	Nil	Nil
13	% of shareholding	75.51%	95.00%	100.00%

* Excluding Share Capital and Reserves & Surplus

§ It includes other Incomes

For and on behalf of the Board
Anand Rathi Wealth Limited

Anand Rathi
Chairman & Non-Executive Director
(DIN: 00112853)

Place : Jodhpur
Date : April 12, 2024

Annexure – II

Annual Report on CSR Activities

For Financial Year 2023-2024

Sl No.	Particulars	Updates																				
1.	Brief outline on CSR Policy of the Company:	<p>As a responsible organisation, Anand Rathi Group has always strived to make positive change in the society.</p> <p>In order to further this objectives, the Company has adopted a Policy on Corporate Social Responsibility (CSR Policy).</p> <p>The Policy inter alia covers numbers of social driven areas in which the company wishes to direct its resources as part its ongoing CSR program.</p> <p>The scope of the Policy inter alia includes, promoting gender equality, empowerment of women, promoting health care including preventive health care, education, environmental sustainability, rural developments, eradicating hunger, poverty & malnutrition, promoting rural sports, making contribution to various government sponsored funds, as notified from time to time including the registered organisation, established for above purpose etc.</p> <p>The Policy, among other things, provides for identification of CSR projects/programs by CSR Committee and the process for its implementations and monitoring.</p> <p>For detailed policy, please refer to https://rathi.com/Wealth/Investorrelations.php</p>																				
2.	Composition of CSR Committee:																					
	<table border="1"> <thead> <tr> <th>Sl. No.</th> <th>Name of Director</th> <th>Designation/Nature of Directorship</th> <th>Number of meetings of CSR Committee held during the year</th> <th>Number of meetings of CSR Committee attended during the year</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Mr Anand Rathi</td> <td>Chairman, Non-Executive Director</td> <td>2</td> <td>2</td> </tr> <tr> <td>2</td> <td>Ms Sudha Pravin Navandar</td> <td>Member, Independent Director</td> <td>2</td> <td>2</td> </tr> <tr> <td>3</td> <td>Mr Pradeep Navratan Gupta</td> <td>Member, Non-Executive Director</td> <td>2</td> <td>2</td> </tr> </tbody> </table>	Sl. No.	Name of Director	Designation/Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year	1	Mr Anand Rathi	Chairman, Non-Executive Director	2	2	2	Ms Sudha Pravin Navandar	Member, Independent Director	2	2	3	Mr Pradeep Navratan Gupta	Member, Non-Executive Director	2	2	
Sl. No.	Name of Director	Designation/Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year																		
1	Mr Anand Rathi	Chairman, Non-Executive Director	2	2																		
2	Ms Sudha Pravin Navandar	Member, Independent Director	2	2																		
3	Mr Pradeep Navratan Gupta	Member, Non-Executive Director	2	2																		
3	Provide the web-link where Composition of CSR Committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.	https://anandrathiwealth.in/Investor-relations.php																				
4	Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report).	Not applicable																				
5	Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any																					
	<table border="1"> <thead> <tr> <th>Sl. No.</th> <th>Financial Year</th> <th>Amount available for set-off from preceding financial years (₹ In Lakhs)</th> <th>Amount required to be set-off for the financial year, if any (₹ In Lakhs)</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>2021-2022</td> <td>0.10</td> <td>-</td> </tr> <tr> <td>2</td> <td>2022-2023</td> <td>13.80</td> <td>13.80</td> </tr> <tr> <td>3</td> <td>2023-2024</td> <td>-</td> <td>-</td> </tr> <tr> <td></td> <td>Total</td> <td>13.90</td> <td>13.80</td> </tr> </tbody> </table>	Sl. No.	Financial Year	Amount available for set-off from preceding financial years (₹ In Lakhs)	Amount required to be set-off for the financial year, if any (₹ In Lakhs)	1	2021-2022	0.10	-	2	2022-2023	13.80	13.80	3	2023-2024	-	-		Total	13.90	13.80	
Sl. No.	Financial Year	Amount available for set-off from preceding financial years (₹ In Lakhs)	Amount required to be set-off for the financial year, if any (₹ In Lakhs)																			
1	2021-2022	0.10	-																			
2	2022-2023	13.80	13.80																			
3	2023-2024	-	-																			
	Total	13.90	13.80																			

Annexure II (Contd.)

Sl No.	Particulars	Updates
6	Average net profit of the company as per section 135(5).	₹ 15,366.43 Lakhs
7	(a) Two percent of average net profit of the company as per section 135(5)	₹ 307.33 Lakhs
	(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years.	Nil
	(c) Amount required to be set off for the financial year, if any	₹ 13.80 Lakhs
	(d) Total CSR obligation for the financial year (7a+7b-7c).	₹ 293.53 Lakhs

8 (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in ₹)	Amount Spent (₹ In Lakhs)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount.	Date of Transfer	Name of the Fund	Amount.	Date of Transfer
₹ 293.53 Lakhs	Nil	Nil	Nil	Nil	Nil

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

1	2	3	4	5		6	7	8	9	10	11	
Sl. No.	Name of the Projects	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No)	Location of the project		Project duration	Amount allocated for the project (in ₹)	Amount transferred to Unspent CSR Account for the project as per section 135(6) (in ₹)	Amount transferred to Unspent CSR Account for the project as per section 135(6) (in ₹)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District						Name	CSR Registration Number
1	Not Applicable											
2	Not Applicable											
3	Not Applicable											

Annexure II (Contd.)

(c) Details of CSR amount spent against other than ongoing projects for the financial year: Applicable

1 Sl. No.	2 Name of the Projects	3 Item from the list of activities in Schedule VII to the Act.	4 Local area (Yes/No)	5 Location of the project.		6 Amount spent for the project (₹ In Lakhs)	7 Mode of Implementation - Direct (Yes/No)	8 Mode of Implementation - Through Implementing Agency	
				State	District			Name	CSR Registration Number
1	Contribution towards Corpus	Clause no - ii	Yes	Maharashtra	Mumbai	0.44	No	Rotary Club Ghatkopar	CSR00011194
2	Contribution towards Corpus	Clause no - iv	Yes	Maharashtra	Jalna	25.00	No	Global Vikas Trust	CSR00004400
3	Contribution towards Corpus	Clause no - i	Yes	Maharashtra	Mumbai	11.00	No	Iskcon	CSR00005241
4	Contribution towards Corpus	Clause no - iii	No	Odisha	Udala	6.00	No	Mauna Dhvani Foundation	CSR00007025
5	Contribution towards Corpus	Clause no - i	No	Karnataka	Bangalore	2.00	No	Rotary Club Of Bangalore	CSR00022753
6	Contribution towards Corpus	Clause no - iii	No	Karnataka	Bangalore	2.00	No	Catholic Club Orphans Trust	CSR00058325
7	Contribution towards Corpus	Clause no - ii	No	Madhya Pradesh	Dewas	25.00	No	Parivaar Education Society	CSR00000052
8	Contribution towards Corpus	Clause no - ii	Yes	Maharashtra	Mumbai	20.00	No	Rotary Club Bombay	CSR00012029
9	Contribution towards Corpus	Clause no - i	No	Rajasthan	Jodhpur	30.00	No	Jodhpur Manav Seva Trust	CSR00016658
10	Contribution towards Corpus	Clause no - ii	No	Karnataka	Bangalore	11.00	No	Dharmchakra Trust	CSR00004631
11	Contribution towards Corpus	Clause no - iii	No	Maharashtra	Mumbai	5.00	No	Dr L Subramaniam Foundation	CSR00015167
12	Contribution towards Corpus	Clause no - iv	No	West Bengal	Kolkata	0.50	No	Birdwatchers Society	CSR00047381
13	Contribution towards Corpus	Clause no - i	Yes	Maharashtra	Mumbai	3.00	No	Global Cancer Mission Via Anand Rathi Foundation	CSR00056833
14	Contribution towards Corpus	Clause no - ii	No	Rajasthan	Ajmer	10.00	No	Brahma Savitri Ved Vidhya Peeth Pushkar	CSR00013676
15	Contribution towards Corpus	Clause no - ii	No	Rajasthan	Jaipur	21.00	No	Jan Kalyan Sansthan	CSR00012019
16	Contribution towards Corpus	Clause no - ii	Yes	Maharashtra	Pune	51.00	No	Maharshi Vedvyas Pratishthan	CSR00002814
17	Contribution towards Corpus	Clause no - i	No	Tamilnadu	Madurai	5.00	No	Ms Chellamuthu Trust & Research Foundation	CSR00004708
18	Contribution towards Corpus	Clause no - ii	No	Rajasthan	Jodhpur	50.00	No	Prabandh Samiti Adarsh Vidya Mandi	CSR00003913
19	Contribution towards Corpus	Clause no - ii	No	Madhya Pradesh	Jabalpur	3.00	No	Pratibhashali Nyas	CSR00021318
20	Contribution towards Corpus	Clause no - ii	No	Karnataka	Bangalore	5.00	No	Panchjanya Foundation	CSR00009289
21	Contribution towards Corpus	Clause no - i	No	Rajasthan	Jaipur	6.67	No	Shree Bhagwan Mahaveer Viklang Sahayata Samiti (Bmvss)	CSR00001480
22	Contribution towards Corpus	Clause no - i	Yes	Maharashtra	Mumbai	1.21	No	Epilepsy Foundation	CSR00021283

Annexure II (Contd.)

Sl No.	Particulars	Updates
(d)	Amount spent in Administrative overheads:	Nil
(e)	Amount spent on Impact Assessment, if applicable:	Nil
(f)	Total amount spent for the Financial Year (8b+8c+8d+8e):	₹ 293.82 Lakhs
(g)	Excess amount for set off, if any.	

Sr. No.	Particulars	Amount (in ₹)
1	Two percent of average net profit of the company as per section 135(5)	₹ 307.33 Lakhs
2	Total amount required to be spent after set off (if any)	₹ 293.53 Lakhs
3	Total amount spent for the Financial Year	₹ 293.82 Lakhs
4	Excess amount spent for the financial year [(III)-(II)]	0.29 Lakhs
5	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
6	Amount available for set off in succeeding financial years [(V)-(IV)]	0.29 Lakhs

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

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹)	Amount spent in the reporting Financial Year (in ₹).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years (in ₹)
				Name of the Fund	Amount (in ₹)	Date of transfer	
1.							
	Total						

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

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

10	In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details). (a) Date of creation or acquisition of the capital (b) Amount of CSR spent for creation or (c) Details of the entity or public authority or (d) Provide details of the capital asset(s) created	Nil
11	Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5).	Not Applicable

Anand Rathi
(Chairman CSR Committee)
DIN: 00112853

Rakesh Rawal
(Whole-time Director and CEO)
DIN: 02839168

Annexure – III

Certificate on Compliance of Conditions of Corporate Governance

To,
The Members of
Anand Rathi Wealth Limited

We have examined the compliance of conditions of Corporate Governance by Anand Rathi Wealth Limited having its Registered Office situated Express Zone, A Wing, 10th Floor, Western Express Highway, Goregaon (E), Mumbai-400063 ('**the Company**'), for the financial year ended March 31, 2024, as stipulated in Chapter IV of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**Listing Regulations**').

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examinations have been limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance as stipulated in the Listing Regulations. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management of the Company, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Chapter IV of the Listing Regulations.

We further state that such compliance 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 And On Behalf Of
Rathi & Associates
Company Secretaries

Himanshu S. Kamdar
Partner

M. No.: FCS 5171

COP. No.: 3030

UDIN: F005171F000159435

Place: Mumbai

Date: April 12, 2024

Annexure – IV

A. Details pertaining to remuneration as required under section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- i) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year 2023-24 and the percentage increase in remuneration of each director, Chief Financial Officer and Company Secretary during the financial year 2023-24:

Name	Designation	Ratio to median remuneration	% increase in remuneration in 2023-24
Mr Anand Rathi	Chairman and Non-Executive Director	Not Applicable	Not Applicable
Mr Pradeep Navratan Gupta	Non-Executive Director	Not Applicable	Not Applicable
Mr Rakesh Rawal	Executive Director and Chief Executive Officer	34.05	19.50%
Mr Mohan Tanksale	Independent Director	Not Applicable	Not Applicable
Mr Ramesh Chandak	Independent Director	Not Applicable	Not Applicable
Mr Kishan Gopal Somani	Independent Director	Not Applicable	Not Applicable
Ms Sudha Pravin Navandar	Independent Director	Not Applicable	Not Applicable
Mr Rajesh Bhutara	Chief Financial Officer	6.81	20.89%
Mr Nitesh Tanwar ^s	Company Secretary	Not Applicable as resigned during the year under review	

^sResigned with effect from March 11, 2024.

- All the calculations in this annexure are excluding performance related bonus and ESOP.

Notes:

- Fees payable to independent directors is based on the number of meetings of the Board and/or Committees attended by them during the year. The same has not been covered in the above table.

ii) **The percentage increase in the median remuneration of employees in the financial year:**

For employees who were in employment for the whole of FY 2022-23 and 2023-24, increase in median remuneration is 30.74%.

iii) **Number of permanent employees on the rolls of the Company as on March 31, 2024:** 1,012.

- iv) For the 2023-24, the average annual increase in the remuneration of employees (excluding the remuneration of managerial personnel and who were in employment for the whole of FY 2022-23 and 2023-24) was 17.74% and for the managerial remuneration (who were in employment for the whole of FY 2022-23 and 2023-24) there was an increase of 19.73%.

- v) It is affirmed that the remuneration is as per the Nomination and Remuneration Policy of the Company.

For and on behalf of the Board
Anand Rathi Wealth Limited

Anand Rathi
Chairman & Non-Executive Director
(DIN: 00112853)

Place: Jodhpur
Date: April 12, 2024

Annexure – V

Form No. AOC 2

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

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

Details of material contracts or arrangement or transactions at arm's length basis:

(₹ In Lakhs)

Maximum Value of Contract / Transaction (per annum) w.e.f. April 01, 2023							
Transaction defined u/s 188(1) of Companies Act, 2013							
Availing Or rendering Of any services-							
Name of the Entity	Interest Paid	Support Services Taken	Interest Income	Support Services Given	Rent Paid	Brand Charges	DEMAT Charges
Anand Rathi Financial Services Limited	-	539.27	-	-	14.40	347.79	-
Anand Rathi Global Finance Limited	-	-	-	-	2.40	-	-
Sapphire Human Solutions Private Limited	-	2.50	-	-	-	-	-
Anand Rathi Shares & Stock Brokers Limited	-	158.04	-	-	-	-	0.34
Anand Rathi IT Private Limited	-	860.41	-	-	8.25	-	-

For and on behalf of the Board
Anand Rathi Wealth Limited

Anand Rathi
Chairman & Non-Executive Director
(DIN: 00112853)

Place: Jodhpur

Date: April 12, 2024

Annexure – VI

SECRETARIAL AUDIT REPORT

[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]

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

To,

The Members

ANAND RATHI WEALTH LIMITED

Express Zone, A Wing,

10th Floor, Western Express Highway,

Goregaon (E), Mumbai- 400063.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practices by **Anand Rathi Wealth Limited** (hereinafter called “the Company”) for the Financial year ended March 31, 2024. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company’s books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in our 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 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, however subject to verification of the audited financial statements for the Financial year ended March 31, 2024 and documents related thereto.

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company as given in **Annexure I**, for the Financial year ended on March 31, 2024, according to the provisions of:
 - (i) The Companies Act, 2013 (“the Act”) and the rules made there under to the extent applicable;
 - (ii) The Depositories Act, 1996 and the Regulations and Bye - laws framed thereunder; and
 - (iii) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment.

- (iv) 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 (Prohibition of Insider Trading) Regulations, 2015;
 - b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - c. The Securities Contracts (Regulation) Act, 1956 (**‘SCRA’**) and the rules made there under;
 - d. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - e. Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; and
 - f. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

2. Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) were **not applicable** to the Company during the audit period under report viz.:
 - i. The Securities and Exchange Board of India (Issue and Listing of Non Convertible Securities) Regulations, 2021;
 - ii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - iii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
 - iv. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; and
 - v. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client.

Annexure VI (Contd.)

3. We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, there were no laws specifically applicable to the Company. We have also examined compliance with the applicable clauses of the Secretarial Standards including the amended Secretarial Standards applicable with effect from October 01, 2017 issued by The Institute of Company Secretaries of India under the provisions of the Act.

During the period under report, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We 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. The changes in the composition of the Board of Directors that took place during the year 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 decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

None of the members have communicated dissenting views, in the matters/agenda proposed from time to time for consideration of the Board and its Committees thereof, during the year under the report, hence were not required to be captured and recorded as part of the minutes.

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

For And On Behalf Of
Rathi & Associates
Company Secretaries

Himanshu S. Kamdar
Partner

M. No.: FCS 5171

COP No.: 3030

UDIN: F005171F000159435

Place: Mumbai

Date: April 12, 2024

Note: This report should be read with our letter which is annexed as **Annexure II** and forms an integral part of this report.

Annexure VI (Contd.)

ANNEXURE - I

List of documents verified

1. Memorandum and Articles of Association of the Company.
2. Annual Report for the financial year ended March 31, 2024.
3. Minutes of the meetings of the Board of Directors, Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee, and Corporate Social Responsibility Committee held during the financial year under report.
4. Minutes of Annual General Meeting held during the financial year under report;
5. Proof of circulation & Delivery of notice for Board meetings and Committee Meetings.
6. Proof of circulation of draft Board and Committee meetings minutes as per Secretarial Standards.
7. Various Policies made under the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
8. Statutory Registers maintained under the Companies Act, 2013;
9. Copies of Notice, Agenda and Notes to Agenda submitted to all the directors/ members for the Board Meetings and Committee Meetings as well as resolutions passed by circulation;
10. Declarations received from the Directors of the Company pursuant to the provisions of Section 184(1), Section 164(2) and Section 149(7) of the Companies Act, 2013.
11. Intimations/disclosers received from Directors, Key Managerial Persons, Senior Managerial Persons, etc. under the Code of Prohibition of Insider Trading.
12. E-Forms filed by the Company, from time to time, under applicable provisions of the Companies Act, 2013 and attachments thereof during the financial year under report.
13. Intimations/documents/reports/returns filed with the Stock Exchanges pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the financial year under report;
14. Confirmation related to payments of dividend made to its shareholders during the financial year under report;
15. E-mails evidencing dissemination of information related to closure of Trading window;
16. Internal Code of Conduct for prevention of Insider Trading by Employees / Directors / Designated Persons of the Company;
17. Statement of Related Party Transactions entered into by the Company during the financial year under report;
18. Compliance Certificate placed before the Board of Directors from time to time; and
19. Details of Sitting Fees paid to all Non - Executive Directors for attending the Board Meetings and Committees

ANANDRATHI

Private Wealth. uncomplicated

CIN : L67120MH1995PLC086696

Annexure VI (Contd.)

ANNEXURE - II

To,
The Members
Anand Rathi Wealth Limited Mumbai

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

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

For And On Behalf Of
Rathi & Associates
Company Secretaries

Himanshu S. Kamdar
Partner

M. No.: FCS 5171

COP No.: 3030

UDIN: F005171F000159435

Place: Mumbai

Date: April 12, 2024

Annexure – VII

YOUR COMPANY HAS FORMULATED AND ADOPTED THE FOLLOWING NOMINATION AND REMUNERATION POLICY.

1. PREAMBLE

The Nomination and Remuneration Policy of Anand Rathi Wealth Limited, (the “Company”) is designed to attract, motivate, improve productivity and retain manpower, by creating a congenial work environment, encouraging initiatives, personal growth and teamwork, and inculcating a sense of belonging and involvement, besides offering appropriate remuneration packages and superannuation benefits. The policy reflects the Company’s objectives for good corporate governance as well as sustained long term value creation for shareholders.

This Policy applies to Directors, Senior Management including its Key Managerial Personnel (KMP) and other employees of the Company.

2. OBJECTIVE

The Nomination and Remuneration Committee and this Policy is in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

The Key Objectives of the Committee are:

- a. To guide the Board in relation to the appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- b. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation.
- c. To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.

3. DEFINITION

- a. **Act:** The Companies Act, 2013 and Rules framed thereunder, as amended from time to time.
- b. **Board:** Board of Directors of the Company.
- c. **Directors:** Directors of the Company.
- d. **Independent Director:** Independent Director of the Company appointed in pursuance of the Companies Act and Listing Regulations.

e. Key Managerial Personnel:

- i. Managing Director;
- ii. Whole-time Director;
- iii. Chief Executive Officer;
- iv. Chief Financial Officer;
- v. Company Secretary; and
- vii. Such other officer as may be prescribed from time to time.

f. **Senior Management:** Senior Management means officers/personnel of the company who are members of its core management team excluding the Board of Directors and shall comprise of all members of management one level below the chief executive officer/managing director/whole time director/manager and shall specifically include company secretary and chief financial officer.

g. **Nomination & Remuneration Committee:** Committee of the Board, constituted, in accordance with provisions of Section 178 of the Act and Listing Regulations.

h. **Employees Stock Option:** The option given to the Directors, officers or employees of a company or of its holding company or subsidiary company or companies, if any, which gives such Directors, officers or employees, the benefit or right to purchase, or to subscribe for, the shares of the company at a future date at a pre-determined price.

i. **Rules:** Rules framed under the Act

j. **Remuneration:** Any money or its equivalent given or passed on to any person for services rendered which included perquisites and other benefits.

4. ROLE OF COMMITTEE

The role of the Committee are following:

- a. To formulate a criteria for determining qualifications, positive attributes and independence of a Director.
- b. To recommend to the Board, the appointment and removal of Senior Management.

Annexure VII (Contd.)

- c. To carry out evaluation of Director's performance and recommend to the Board appointment/removal based on his/ her performance.
- d. To recommend to the Board on (i) policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management; (ii) Executive Directors' remuneration and incentive; and (iii) all remuneration, in whatever form, payable to senior management.
- e. To make recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract;
- f. Ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks,
- g. To devise a policy on Board diversity;
- h. To consider and approve the ESOP policies and address issues relating to the same including for ESOP 2017, ESOP 2018 and ESOP 2022;

5. MEMBERSHIP

- a. The Committee consists of a minimum 3 Directors, with all directors being non-executive directors and majority of them being independent.
- b. Either two (2) members or one third of the members of the committee, whichever is greater, including at least one independent director in attendance, constitutes a quorum for the Committee meeting.
- c. Membership of the Committee is disclosed in the Annual Report.
- d. Term of the Committee is continued unless terminated by the Board of Directors.

6. TERMS/ TENURE

a. Managing Director/Whole-time Director.

The Company appoints or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment is made earlier than one year before the expiry of term.

b. Independent Director:

An Independent Director holds the office for a term up to five consecutive years on the Board of the Company and is eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report. No Independent Director holds office for more than two consecutive terms, but such Independent Director is eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director is not, during the said period of three years, appointed in or associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it is ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director/Managing Director of a listed company or such other number as may be prescribed under the Act or Listing Regulations.

7. CHAIRPERSON

- a. Chairman of the Committee is an Independent Director.
- b. Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.
- c. In the absence of the Chairman, the members of the Committee present at the meeting, choose another independent Director amongst them to act as Chairman.
- d. Chairman of the Nomination and Remuneration Committee meeting is entitled to be present at the Annual General Meeting, but if not, may nominate some other member to answer the shareholders' queries.

8. FREQUENCY OF MEETING

The meeting of the Committee shall be held at least once in a year.

9. COMMITTEE MEMBER INTEREST

- a. A member of the Committee is not entitled to be present when his or her own remuneration

Annexure VII (Contd.)

is discussed at a meeting or when his or her performance is being evaluated.

- b. The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

10. SECRETARY

The Company Secretary of the Company acts as Secretary of the Committee.

11. VOTING

Matters arising for determination at Committee meetings are decided by a majority of votes of members present and voting and any such decision shall for all purposes be deemed a decision of the Committee. In the case of equality of votes, the Chairman of the meeting has a casting vote.

12. NOMINATION DUTIES

The duties of the Committee in relation to nomination matters include:

- a. Ensuring that there is an appropriate induction & training program in place for new Directors and members of Senior Management and reviewing its effectiveness;
- b. Ensuring that on appointment to the Board, Independent Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Companies Act, 2013;
- c. Determining the appropriate size, diversity and composition of the Board;
- d. Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;
- e. Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective through independent party. Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.
- f. Delegating any of its powers to one or more of its members or the Secretary of the Committee;

- g. Recommend any necessary changes to the Board.
- h. Considering any other matters as may be requested by the Board;

13. REMUNERATION STRUCTURE AND COMPONENTS

Managing Director and whole time Director

Fixed and variable components of remuneration are paid to Managing Director and whole time Director, subject to provisions of the Act, rules and regulations and Listing Regulations.

Non- executive Directors

Non-executive Directors are paid sitting fees for the meetings of the Board and Committees thereof, subject to adequacy of profits and with approval of shareholders, the Company may pay commission to non- executive Directors, provided it is approved by Nomination and Remuneration Committee.

Other Key Management Personnel/ Senior Management and Employees

Remuneration components are combined to ensure an appropriate and balanced remuneration package depending upon level of employee, job profile, performance, future potential, etc.

14. REMUNERATION DUTIES

The duties of the Committee in relation to remuneration matters include:

- (a) To consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.
- (b) To approve the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.
- (c) To delegate any of its powers to one or more of its members or the Secretary of the Committee to consider any other matters as may be requested by the Board;
- (d) Professional indemnity and liability insurance for Directors and senior management.

Annexure VII (Contd.)

15. MINUTES OF THE COMMITTEE MEETINGS

Proceedings of all meetings are recorded in the minutes and are signed by the Chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings are tabled at the following Board and Committee meeting.

16. AMENDMENT

Any change in the Policy shall be approved by the Board of Directors/Nomination and Remuneration

Committee. The Board / Nomination and Remuneration Committee shall have the right to withdraw and / or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision in this respect shall be final and binding. Any subsequent amendment / modification in the Listing Regulations and / or any other laws in this regard shall automatically apply to this Policy.

Management Discussion and Analysis

GLOBAL ECONOMY

The global economy demonstrated robust growth over the last year, defying widespread recession fears that loomed over developed nations in 2023. Throughout the past seven quarters, systemically important G20 nations have maintained an average growth rate of approximately 2.5%. This performance aligns closely with the pre-Covid-19 pandemic growth levels, underscoring a resilient global economic landscape.

However, the growth narrative was not uniform across the board. While some European countries like Germany and the United Kingdom faced economic contractions, emerging markets exhibited a more dynamic trajectory. Notably, countries such as Russia, China, and Indonesia reported

significantly higher growth rates. India, in particular, emerged as a frontrunner, leading the growth charge among its peers.

Even the United States, where a recession was widely anticipated, managed to outperform expectations, further contributing to a positive global economic outlook. This diverse economic performance across various regions highlights the complex interplay of regional policies, market dynamics, and consumer behaviours influencing the global economy.

As we navigate the evolving economic conditions, it is imperative for businesses and investors to consider these disparities and their potential implications on global markets and investment strategies.

Global Real GDP Growth and Growth Expectation (%)

Group of Countries/Country	2023	2024 (E)	2025 (E)
World	3.1	3.1	3.2
Advanced Economies	1.6	1.5	1.8
Emerging Markets' Economies	4.1	4.1	4.2
India	6.7	6.5	6.5
China	5.2	4.6	4.1
Mexico	3.4	2.7	1.5
Brazil	3.1	1.7	1.9
United States	2.5	2.1	1.7
Japan	1.9	0.9	0.8
France	0.8	1.0	1.7
United Kingdom	0.5	0.6	1.6
Germany	(0.3)	0.5	1.6

Note: (E): IMF Estimates.

(Source: World Economic Outlook, International Monetary Fund, January 2024)

Global Industrial and Trade Dynamics Overview

The global industrial landscape has exhibited a slight uptick in production among the major economies, albeit with significant regional disparities. Notably, some of the world's most industrialised nations such as Germany and Japan, have experienced a decline in their industrial output. In contrast, several emerging market countries, including Russia, China, and Brazil, have shown notable increases in their industrial production capacities.

The consumer demand scenario, as mirrored by retail sales data, presents a mixed picture. Major European economies like Germany, France, and the United Kingdom have continued to experience contractionary demand trends. Conversely, consumer demand has remained robust in countries such as Russia, China, the United

States, and Japan. This suggests a divergent impact of economic policies and consumer confidence across different regions.

In terms of international trade, the year 2023 started with subdued activity, maintaining a contractionary mode for the majority of the year. However, recent months have marked a positive shift, with major economies reporting an uptick in both exports and imports. This resurgence in trade activity indicates a potential stabilisation and recovery in global market dynamics, driven by improved economic conditions and restored consumer and business confidence.

As we advance, monitoring these trends will be crucial for businesses to strategically align their operations and investment decisions to capitalise on emerging opportunities in the evolving global economic environment.

Management Discussion and Analysis (Contd.)

Global Inflation Trends and Monetary Policy Responses

Throughout 2023, a notable decline in inflation was observed across many of the world's major economies, continuing a trend from the previous year. However, recent data suggest a resurgence of inflationary pressures in certain regions, signalling potential shifts in economic stability.

The response from central banks has been mixed, influenced by a variety of economic factors. The general reduction in central bank hawkishness can be attributed to the significant slowdown in global economic growth, the delayed effects of previous aggressive rate hikes on demand, and mounting recession fears in several advanced economies. Despite these conditions, the majority of central banks have hesitated to begin reducing policy rates. This caution stems from concerns that premature monetary easing might reignite inflationary pressures, especially given the persistent strength in labour markets.

Monetary policy currently remains dynamic and varied across regions:

- In Japan, policy tightening is proceeding gradually.
- European central banks have initiated a phase of monetary easing.
- China's central bank maintains an accommodative stance.
- The U.S. Federal Reserve is taking a cautious approach, delaying the commencement of interest rate reductions.

This complex global monetary landscape underscores the delicate balance central banks are attempting to maintain between curbing inflation and supporting economic growth, with policies tailored to the unique challenges of their respective economies.

Trends in Global Banking and Currency Market

Following a period of contraction from the end of 2022 through 2023, there are emerging signs of recovery in bank credit across major economies. This revival, preceded by a prolonged downturn, is also accompanied by an acceleration in bank deposits, suggesting a strengthening of the financial systems of these countries.

In the currency markets, the U.S. dollar, which had appreciated against most major currencies until early 2023, saw a slight depreciation towards the end of the year. However, this trend has reversed in recent months, with the dollar experiencing notable gains. Over the past year, the dollar has significantly appreciated relative to most of the world's major currencies,

with Mexico and the United Kingdom being exceptions to this trend.

Looking ahead, we anticipate the U.S. dollar will continue to strengthen. This forecast is based on current economic indicators and market trends, which suggest ongoing investor confidence in the stability and resilience of the US economy relative to its global counterparts.

Global Equity and Debt Market Dynamics

Over the past twelve months, the global equity markets have experienced a broad rally across most major countries, with notable exceptions like China. In advanced economies such as Italy, Japan, the United States, and Germany, the impact of this rally has been particularly pronounced, reflecting a significant uptick in market valuations despite mixed macroeconomic performances. Conversely, the equity returns in most emerging market countries have been less remarkable compared to their advanced counterparts, except for Brazil and India, where returns have been more robust. This occurs even as the macroeconomic performance of these emerging markets generally surpasses that of advanced economies, highlighting a disconnect between economic fundamentals and market performance.

The debt markets present a more complex scenario. In the United States, benchmark yields have risen substantially over the last year, signifying increasing rates and potentially higher borrowing costs. In contrast, Japan has experienced a more modest increase in yields. Meanwhile, major emerging markets like India have seen a decrease in yields, suggesting a different trajectory in investor expectations and government bond markets. European yields have remained relatively stable, reflecting ongoing economic policy measures and market sentiments in the region.

This divergence between equity and debt market trends underscores the varied investor sentiments and economic outlooks across different global markets. Such dynamics emphasise the importance of nuanced understanding and strategic analysis for investors navigating these international financial landscapes.

THE GLOBAL OUTLOOK

Sectoral and Economic Outlook

Despite a somewhat bleak outlook for the manufacturing sector across many major European countries, the Purchasing Managers' Index (PMI) for manufacturing in other key global markets has shown encouraging signs of recovery. Notably, countries such as India, Indonesia, Brazil, Mexico, the United States, and China have demonstrated significant improvements in recent months. This trend

Management Discussion and Analysis (Contd.)

suggests a potential rebound in manufacturing activities, driven by robust domestic demand and improved business confidence.

In the services sector, the PMI indicators are more uniformly positive, portraying an optimistic scenario for near-term economic activities across the major economies, with the exception of France. This expansion in service activities indicates resilience and adaptability in consumer demand and business services, which continue to support overall economic momentum.

Looking ahead to 2024, the global economic outlook appears more subdued compared to 2023, although it is not without positive signs. Current projections suggest that while no major economy is expected to slip into a severe recession, a cautious approach remains prevalent. Observers, particularly in the United States, anticipate a 'soft landing' scenario. This expectation is grounded in the belief that a moderate slowdown in growth, supported by accommodative fiscal policies and timely adjustments by central banks, will help avert a full-blown recession. This cautious optimism underscores the importance of continued vigilance and strategic policy interventions to sustain economic stability and growth.

Global Equity Market Outlook

The outlook for global equity markets in 2024 is tentatively subdued, particularly within advanced economies. Several factors are expected to confine the markets largely to a consolidation phase for much of the year. Key among these are a slowdown in economic growth and inflation rates that are softening more than initially anticipated, which could delay the anticipated reductions in policy interest rates. Additionally, concerns about a slowdown in corporate earnings growth and perceptions of overstretched equity valuations are contributing to cautious investor sentiment.

The prevailing view among financial analysts suggests that a combination of slowing economic growth and significant yet measured reductions in policy rates might facilitate a 'perfect landing.' This scenario would ideally prevent any major corrections in the global equity markets. However, this outlook is contingent on several risk factors. Potential delays in initiating rate cuts, along with a stronger-than-expected deceleration in GDP growth and corporate earnings, could negatively influence market dynamics.

Further complicating the landscape are recent rises in bond yields within the U.S. market and escalating oil prices globally. Both factors are poised to exert additional downward pressure on equity markets worldwide, reflecting

the interconnected nature of global financial systems and the sensitivity of equity markets to broader economic signals.

THE INDIAN ECONOMY

Growth Trajectory

Since 2015, India has consistently emerged as one of the fastest-growing major economies. Despite a significant contraction due to the global pandemic, India has reclaimed its position as a leader in global growth rates. According to projections by the International Monetary Fund (IMF), India is expected to remain the fastest-growing major economy over the next five years, with an anticipated real growth rate of 6-7%.

Key Economic Indicators

	2019-20	2020-21	2021-22	2022-23	2023-24
GDP	3.9	(5.8)	9.8	7.0	7.6
Private Consumption	5.2	(5.2)	11.6	6.8	3.0
Government Consumption	3.9	(0.9)	0.1	9.0	3.0
Investments	(6.0)	(11.6)	14.6	11.4	10.3
Exports	16.1	(38.8)	(51.5)	(52.7)	517.8
Imports	(3.4)	(9.1)	32.7	13.4	1.5

(Source: National Stock Exchange and Acuite Ratings and Research)

External Sector Performance

Over the past year, India's export of goods has faced challenges, largely due to slow growth in key trading partners, rising protectionism, and geopolitical tensions. However, recent months have indicated a tentative recovery. In contrast, India's service exports have performed robustly, particularly in sectors like information technology and IT-enabled services, as well as consultancy. Furthermore, substantial private remittances from the Indian diaspora and the strength of the services sector have helped mitigate the impact of the goods trade deficit on the current account. Simultaneously, these factors have enabled the Reserve Bank of India to bolster its foreign exchange reserves, enhancing economic stability.

Inflation Dynamics

India has witnessed a substantial decline in inflation rates, particularly in core inflation, which covers non-food and non-fuel items. Core inflation has fallen below the target set by the Reserve Bank of India (RBI), marking a significant easing of price pressures in these categories. However, overall retail inflation remains around 5%, still above the RBI's target. This persistently higher rate is largely driven by elevated food

Management Discussion and Analysis (Contd.)

prices, which continue to exert upward pressure on the overall inflation figures.

Despite these challenges, there is optimism that the trend in retail inflation will continue to decline. Projections suggest that by the second half of 2024, retail inflation could approach the RBI's monetary policy target of 4%. This anticipated alignment with the target reflects expected improvements in food price stability and ongoing economic adjustments.

Monetary Policy Stance

The RBI has maintained the policy rate at its current level despite robust economic growth and relatively high retail inflation. This decision underscores the central bank's cautious approach, balancing growth considerations with the need to manage inflation expectations. Given the current economic indicators, it appears unlikely that the RBI will initiate rate cuts in the near future. This stance is in contrast to trends in several European countries, where policy rate cuts have already commenced. Additionally, there is speculation that both the European Central Bank and the Federal Reserve might start reducing their rates soon.

However, the RBI's reluctance to lower the policy rate reflects a strategic focus on ensuring sustained economic stability rather than reacting to transient fluctuations in inflation. This approach suggests that the RBI is prepared to maintain tighter monetary conditions to anchor inflation expectations, even as other major central banks may begin easing their policies.

India's Equity Market Performance

Since the year 2000, India has consistently outshined other major global equity markets across all investment horizons, ranging from one to twenty years. Indian equities have offered the highest dollar returns for nearly all these periods, establishing India as a standout performer in the global equity landscape.

Equity Returns in Major Markets (%)

Country	2021	2022	2023
India	22.0	4.4	9.5
United States	18.2	(11.5)	8.8
Canada	21.7	(8.7)	8.2
France	28.9	(9.5)	7.8
Germany	15.8	(12.3)	7.0
China	(5.2)	(21.6)	6.5
Japan	4.9	(9.4)	6.0

(Source: Committee on Electronic Information and Communication (CEIC).)

THE INDIAN ECONOMIC & MARKET OUTLOOK**Continued Strong Growth**

India has continued its trajectory of robust economic performance, having achieved an impressive growth rate of 7.6% in the fiscal year 2023-24. For the current fiscal year, projections remain optimistic, with an anticipated GDP growth rate close to 7%. This forecast positions India as one of the fastest-growing major economies globally, reflecting strong fundamental economic health.

Leading Performance Indicators

India's economic outlook is bolstered by consistently high near-term indicators relative to other major countries. The Purchasing Managers' Index (PMI) for both manufacturing and services sectors indicates sustained economic activity. These indices serve as key indicators of the overall economic health, with high readings suggesting expansion and underscoring India's dynamic economic environment.

Investment and Consumption Trends

Despite expectations of a moderate slowdown in investment activities from their current elevated levels, there is optimism regarding a resurgence in private consumption, which could drive further economic growth. This anticipated shift may balance the slight deceleration in investment, supporting overall economic stability.

Post-Pandemic Recovery and Equity Market Valuation

The Indian equity market has undergone a significant recovery in earnings since the Covid-19 pandemic, with current valuation levels approaching what is considered fair value. Despite a vigorous market rally, this recovery in earnings justifies the current price levels, offering a balanced perspective for potential investors. The coherence between market performance and earnings growth not only boosts investor confidence but also underscores the market's resilience and potential for sustained growth.

Prospective Foreign Portfolio Investment

Despite a less favourable global outlook for equities in the next twelve months, the Indian equity market is poised to continue attracting positive foreign portfolio flows. This optimism is underpinned by several key factors:

- **Strong Economic Outlook:** India's economic projections remain robust compared to global peers.
- **Fair Valuation:** Market valuations are deemed reasonable, avoiding the extremes of undervaluation or overvaluation.

Management Discussion and Analysis (Contd.)

- **Healthy Corporate Earnings:** Corporate India continues to show strong earnings growth, enhancing its attractiveness to investors.

Domestic Investment Climate

In addition to foreign inflows, strong participation is expected from domestic retail and institutional investors, who are likely to continue their substantial contributions to the market. This domestic investment, coupled with favourable economic conditions, augments the positive outlook for the Indian equity market.

Bond Market Dynamics

The Indian bond market is poised for a favourable trajectory, underscored by a decline in the risk-free rate which directly impacts the discount rates applied to equities. This downward trend in bond yields, driven by robust fiscal management and monetary policy measures, bodes well for reducing the cost of borrowing and enhancing the attractiveness of debt instruments.

Implications for the Equity Market

A decrease in bond yields generally leads to a lower discount rate for valuing equities, which can enhance the present value of future cash flows forecasted from equity investments. Consequently, as bond yields decrease, equity markets often benefit from the recalibrated expectations of risk and return, making equities more appealing to investors.

Given these financial dynamics, the outlook for the Indian equity market appears promising over the medium to long term. The supportive conditions in the bond market, combined with a healthy economic backdrop and solid corporate earnings growth, suggest a sustained period of robust performance for Indian equities. This scenario presents potential opportunities for investors looking to capitalise on the growth prospects within India's financial markets.

THE GLOBAL WEALTH MANAGEMENT INDUSTRY

Asset Valuation Trends

According to BCG, global financial assets were valued at approximately US\$ 255 Trillion in 2022, with physical assets slightly surpassing this figure. By the end of 2023, financial assets are projected to reach US\$ 280 Trillion, potentially exceeding the value of physical assets. This expected increase is largely attributed to exceptional performance in the equity markets throughout 2023, contributing significantly to asset value growth.

Geographic Disparities in Financial Wealth

The Organisation for Economic Co-operation and Development (OECD) reports that financial portfolios per capita are substantially larger in developed countries compared to developing nations. The United States leads with the highest market value of financial portfolios per person, followed by Canada, Australia, Japan, and the United Kingdom. Conversely, India registers the lowest per capita financial portfolio value among systemically important countries, a category that also includes Turkey, Brazil, Mexico, and Russia.

Savings and Investment Dynamics

The accumulated value of savings represents both the return on investments and reinvested earnings, reflecting the overall value of a person's financial portfolio. The annual savings rate, indicative of new additions to the portfolio, does not consistently correlate with per capita income levels across countries. Typically, emerging markets like China, Indonesia, Russia, and India exhibit higher average savings rates compared to developed countries such as USA, the UK, and Italy. However, recent trends show a rise in savings rates in developed countries like Australia, Italy, and Japan, while some emerging markets, including South Africa, Mexico, India, and China have seen their savings rates either stagnate or decline.

Implications for Global Economic Strategies

These trends underline significant variances in financial asset accumulation and savings behaviour across different global regions. Understanding these differences is crucial for policymakers and financial institutions aiming to foster economic stability and growth. For emerging markets, enhancing financial literacy and investment opportunities could help leverage high savings rates for better economic outcomes. Meanwhile, developed nations may need to consider policies that encourage sustainable savings and investment behaviours amid varying economic challenges.

Currency and Bank Deposits

In 2022, the allocation of financial assets towards currency and bank deposits displayed significant regional variance. In Asia, countries like Japan and South Korea, along with some European nations such as Russia and Germany, reported high proportions, with these assets constituting 40% to 50% of total financial assets. By contrast, major European countries like France, Italy, and the United Kingdom saw a slightly lower proportion, around 30%. In the Americas, including Brazil, Mexico, and the United States, the share of currency and bank deposits was markedly lower, ranging from 10 to 20%.

Management Discussion and Analysis (Contd.)

Equity Assets

Conversely, the proportion of equity assets was substantially higher in North and South America, with countries like USA, Brazil, and Mexico allocating 35% to 40% of their financial assets to equities. European countries such as France and Italy also maintained a significant share, around 30%, while the UK, Japan, and Germany had much lower proportions, about 10%.

Market-Based Securities and Mutual Funds

Market-based securities other than equities constituted less than 10% of total financial assets across all surveyed countries, with slightly higher allocations observed in North and South America. Mutual funds, meanwhile, accounted for 10% to 20% of financial assets in nations like USA, Canada, Brazil, Germany, and Italy, indicating a robust preference for pooled investment vehicles in these regions.

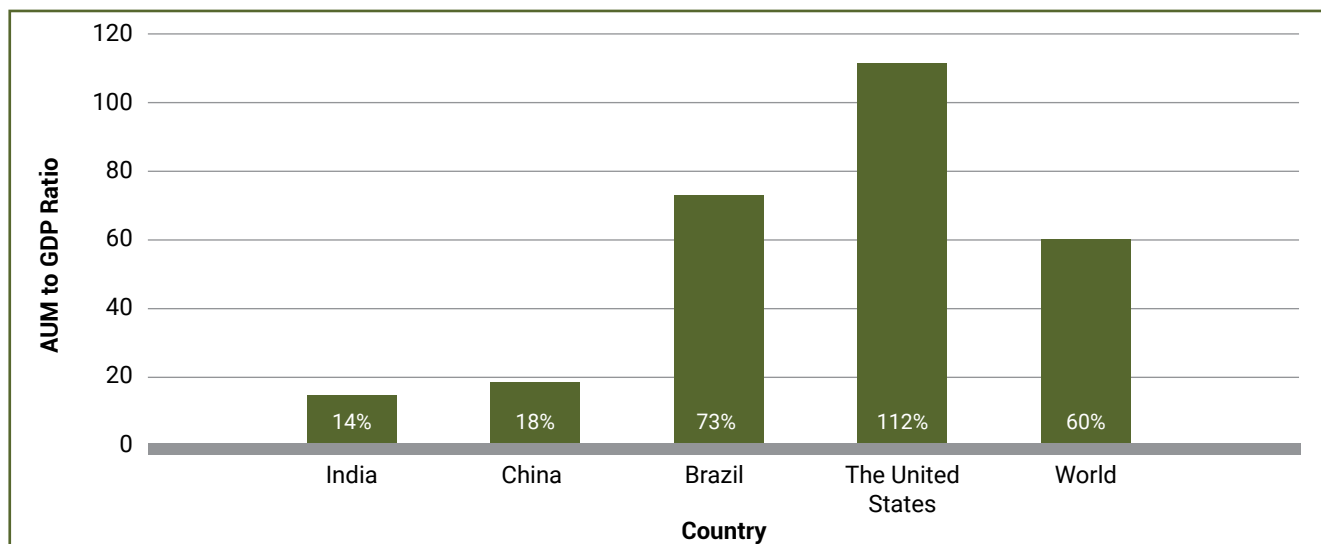
Financial Portfolio of Indian Households

Year	Financial Assets Total	Currency	Deposits	Equity	Mutual Funds	Govt. Securities	Small Savings	Insurance	PF and Pension
₹ Lakh Crores									
2012	128.5	11.5	44.8	4.4	8.8	1.2	21.7	17.9	18.2
2023	370.8	31.2	129.3	23.6	23.7	2.0	42.6	60.4	58.0
Share %									
2012	100.0	8.9	34.9	3.4	6.9	1.0	16.9	13.9	14.1
2023	100.0	8.4	34.9	6.4	6.4	0.5	11.5	16.3	15.6

(Source: Estimated on the basis of financial savings data released by the Government of India and the Reserve Bank of India)

Between 2012 and 2023, direct equities and mutual funds consistently accounted for only 10-13% of the financial portfolios, underscoring a cautious approach to more volatile investment options despite potentially higher returns.

Penetration of MF Industry (AUM to GDP Ratio - India vs Other Economies)



(Source: Industry Reports)

THE INDIAN WEALTH MANAGEMENT INDUSTRY

The robust savings culture in India supports a dynamic financial sector, with substantial funds available for investment in various financial instruments. This has important implications for wealth management, as there is a continuous need for services that can offer effective asset growth, management, and diversification strategies.

Growth Drivers for Indian Wealth Management Industry

A) Low Penetration of Financial Assets

According to the OECD, the total financial portfolio of Indian households in 2022 was estimated to be around US\$ 10 Trillion, accounting for less than 4% of the global total. This proportion mirrors India's share of global GDP, illustrating a balanced representation in both economic output and financial asset accumulation. Beyond financial assets, the value of physical assets held by Indian households is at least equivalent, potentially doubling the total asset base to an estimated US\$ 20 Trillion.

Management Discussion and Analysis (Contd.)

This extensive pool of assets indicates a substantial market for wealth management services in India, estimated to be about five times larger than the nation's GDP. The size of the market, combined with India's economic dynamics, presents significant opportunities for growth in the wealth management sector. Factors enhancing this potential include:

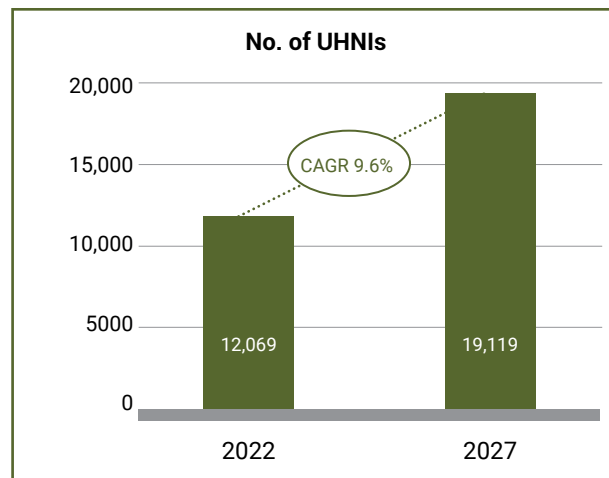
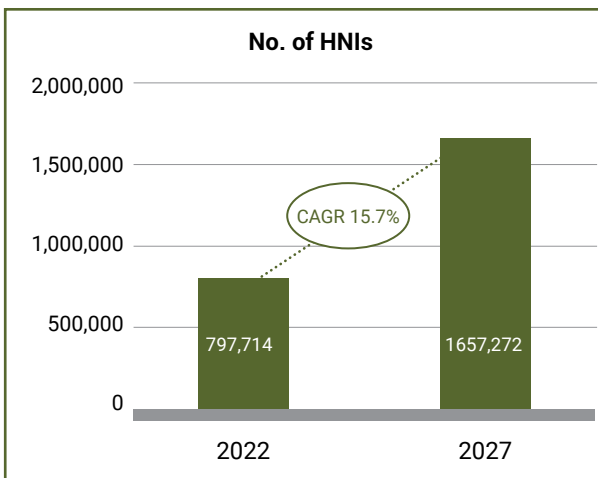
- **Economic Growth:** India remains the fastest-growing major economy, a factor that continuously injects vitality into its financial markets and asset management industry.
- **Rising Per Capita Income:** Despite a population growth rate below 1%, India's per capita income growth rate is among the fastest globally, increasing the wealth accumulation rate among its citizens.

- **High Savings Rate:** Indian households traditionally exhibit a high savings rate, contributing to significant annual net increases in financial assets. Although there has been a moderation in the savings rate over the past decade, it remains substantial by global standards, fuelling the capital available for investment.

B) Rapid Growth in Wealthy Populations

India is witnessing a significant expansion in its population of High-Net-Worth Individuals (HNIs) and Ultra-High-Net-Worth Individuals (UHNIs). This surge is reflective of the broader economic prosperity and robust growth the country has experienced in recent years. Projections indicate that the HNI population will nearly double, exhibiting a Compound Annual Growth Rate (CAGR) of 15.7%, escalating from 7.98 Lakhs in 2022 to 16.57 Lakhs by 2027.

Growth High-and Ultra-High-Net-Worth Individuals in India



(Source: The Wealth Report by Knight Frank)

The burgeoning number of HNIs and UHNIs presents substantial opportunities for value creation in various sectors of the economy. The financial services sector, in particular, stands to gain as the demand for wealth management, investment advice, and financial planning services is expected to grow in tandem with increasing wealth.

C) Demographic Advantage

Supportive Business Environment: India's economic landscape is increasingly favourable for business, bolstered by governmental policies that encourage entrepreneurship and innovation.

- **Skilled and Cost-Effective Labour:** Access to a large pool of skilled yet cost-effective labour

enhances India's appeal as a hub for both startups and established businesses, driving wealth creation.

- **Youthful Demographic:** With one of the youngest populations in the world, India benefits from dynamic, enterprising youths who are increasingly venturing into entrepreneurship, further boosting the country's wealth spectrum.

D) Digital Advancements and Market Potential

The range of financial products available in India is relatively limited compared to the offerings in more developed markets. This limitation can be attributed to several factors that influence the investment behaviours and preferences of Indian consumers,

Management Discussion and Analysis (Contd.)

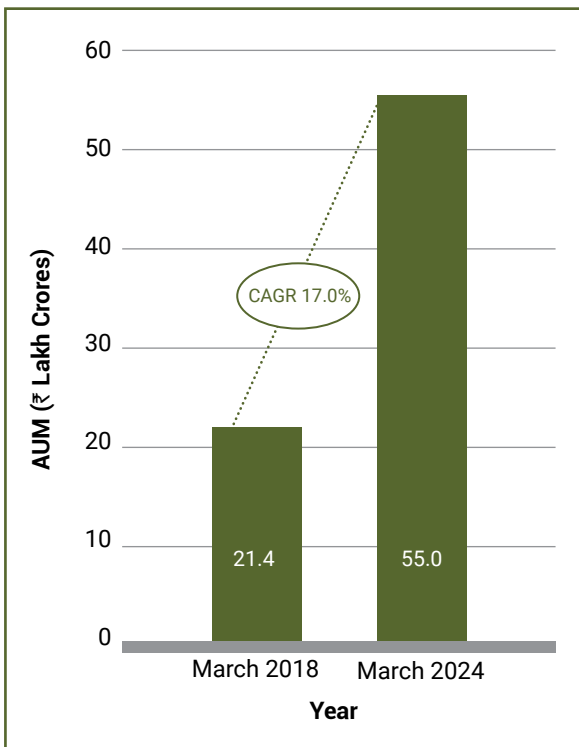
particularly those residing outside the major urban centres.

Despite these challenges, India presents substantial growth potential for the financial sector, driven by rapid digital advancements. The increasing accessibility of financial services through digital platforms is democratising finance, breaking down traditional barriers to entry for new investors. This shift is gradually altering perceptions and increasing the adoption of various financial products across different demographics.

E) Expanding Assets Under Management

As of March 2024, the Indian mutual fund industry has seen significant growth, with Assets Under Management (AUM) exceeding ₹ 55 Lakh Crores. This expansion reflects a notable shift in investment preferences among Indian investors, moving away from traditional bank deposits to more dynamic investment avenues.

Average Assets Managed (AUM) by the Indian Mutual Fund Industry



(Source: AMFI)

There has also been a significant increase in investor inflows into high-value capital market instruments. Alternative Investment Funds (AIFs) and Portfolio Management Services (PMS), which require minimum

investments of ₹ 1 Crore and ₹ 50 Lakhs, respectively, have become increasingly popular. This trend indicates a growing sophistication and diversification in the investment strategies of Indian investors.

F) Role of Robo-Advisors

The rise of digitalisation has facilitated the emergence of robo-advisors—automated platforms that use algorithms to provide wealth management guidance without human intervention. These systems democratise the investment process by making it accessible and cost-effective for a wider audience. Robo-advisors integrate scientific analytics with traditional investment wisdom, offering a balanced approach to personal finance and asset management. Advancements in financial technology are playing a crucial role in facilitating this shift. Tools that incorporate data analytics and machine learning can help wealth managers gain deeper insights into client behaviour, enhance risk assessment, and provide more accurate financial advice tailored to individual needs. Moreover, these technologies can automate routine tasks, allowing advisors to focus more on strategic aspects of client relationships.

While technology has significantly transformed wealth management through the advent of robo-advisors, offering efficient and algorithm-based advice, it still lacks the personal touch that human advisors provide. Robo-advisors can process vast amounts of data to generate investment suggestions, but they may not fully grasp the subtleties of client emotions, preferences, and complex financial situations that require a personalised approach.

G) The Emergence of the Phyigital Model

Human advisors bring a nuanced understanding that is crucial for tailoring financial advice to individual needs. Their ability to interpret non-verbal cues, empathise with clients' life situations, and provide bespoke solutions cultivates deep trust and loyalty—elements that are yet to be fully replicated by machines. Trust, in particular, remains a cornerstone of effective wealth management, built on personal interactions and the advisor's consistent delivery of superior service and well-researched financial strategies.

In response to the ongoing demand for personalised service coupled with the efficiency of digital solutions, the 'phyigital' model has emerged as a compelling innovation in wealth management. This model

Management Discussion and Analysis (Contd.)

combines the best of physical (human) and digital (technology) interactions to create a seamless client experience. By integrating human expertise with digital tools, this approach aims to enhance service delivery while maintaining the personal touch that clients value.

The phygital model offers several advantages:

- **Enhanced Efficiency:** It utilises technology to handle routine tasks and data analysis, allowing human advisors more time to focus on complex client needs and relationship building.
- **Scalability:** Digital tools can help manage a larger number of clients without compromising the quality of advice, thus scaling the business effectively.
- **Cost-Effectiveness:** Automating certain aspects of the service reduces operational costs, which can potentially be passed on to clients in the form of lower fees.
- **Personalised Experience:** Maintaining human interaction ensures that the personalised nuances of wealth management are preserved, providing clients with tailored advice that technology alone cannot offer.

As the wealth management industry continues to evolve, the successful integration of digital capabilities with human insight will likely become more critical. Firms that can effectively implement a phygital strategy may not only enhance their service offerings but also differentiate themselves in a competitive market, striking the right balance between technological efficiency and the irreplaceable human touch.

OUTLOOK OF THE INDIAN WEALTH MANAGEMENT INDUSTRY

As India continues to register the fastest economic growth among major economies, its prospects for transitioning from a lower-middle-income to a high-income country by 2047 look increasingly feasible. This economic trajectory presents lucrative opportunities in wealth management, especially for families with high incomes. The sector is poised to expand significantly, offering sophisticated financial services tailored to the needs of affluent clients.

The wealth management sector in India is on the brink of a transformative phase. As more households increase their disposable incomes and become more investment-savvy, the demand for diverse financial products and wealth management services is likely to surge. This will

create exciting opportunities for financial advisors, wealth management firms, and fintech companies to develop innovative solutions that cater to a more affluent and financially literate client base.

As investor preferences continue to evolve, wealth managers who adapt by offering goal-oriented and personalised financial planning are likely to thrive. The future of wealth management will increasingly rely on a combination of advanced technology and personalised service delivery to meet the growing demand for customised financial guidance. This alignment ensures that every investment decision supports the broader context of the clients' life goals, enhancing both client satisfaction and loyalty.

A) Adaptation of Holistic Wealth Management Practices

Wealth managers are now tasked with crafting personalised financial plans that not only seek to optimise returns but also ensure that these returns support the clients' specific life goals. This approach involves integrating various financial planning elements, including savings, investments, insurance, and tax strategies, to create a cohesive plan that supports achieving personal objectives efficiently.

In response to these changing investor preferences, wealth managers are rethinking their strategies. The focus is expanding from merely growing financial assets to providing holistic financial planning services that cater to individual goals. This shift requires a more detailed understanding of the clients' personal aspirations, risk tolerance, and life stages.

Modern investors are increasingly adopting a targeted approach to financial planning, which aligns investment strategies with specific personal and financial objectives. This trend marks a shift from traditional investment goals that primarily focussed on wealth maximisation. Today's investors have a broad spectrum of short-term and long-term goals, ranging from immediate purchases like the latest smartphone or a holiday trip, to significant life events such as funding a child's education or planning for retirement.

B) Rising Financial Literacy and Investment in Financial Assets

Recent years have witnessed a significant evolution in the Indian financial sector, driven by increased financial literacy and inclusive initiatives aimed at broadening financial awareness among the populace. These efforts have been bolstered by the rapid digitisation of

Management Discussion and Analysis (Contd.)

financial services and supportive changes in regulatory frameworks that encourage digital transactions. Consequently, there has been a notable shift in asset allocation preferences among Indian investors, particularly towards equity-related assets.

C) Growth in Equity Investment Vehicles

The robust performance of the Indian equity market, especially post-pandemic, has catalysed a substantial increase in equity investments. This is evidenced by the dramatic rise in the number of Demat accounts—from 2.5 Crores in 2015 to 14.4 Crores in 2023—and a significant increase in equity mutual fund folios, which doubled from 2019 to 2024 to reach 12 Crores. These figures underscore a growing enthusiasm for equity investments among Indian investors. Despite these positive trends, the proportion of equity assets in the portfolios of Indian households remains relatively low—accounting for 12-13% of financial assets and 6% of total assets. This suggests that there is substantial room for growth in equity investment, particularly as Indian institutions such as pension funds and insurance companies begin to increase their equity exposure. This shift is expected not only to align with global standards but also to enhance the overall returns of Indian household portfolios. To truly capitalise on the potential of the mutual fund industry in India, concerted efforts are needed to enhance market penetration. This includes targeting untapped markets with tailored financial products and leveraging digital platforms to reach a wider audience efficiently.

D) Shift in Investment Preferences in Emerging Markets

As of December 2023, the top five cities—Mumbai, Delhi, Bengaluru, Pune, and Kolkata—accounted for about 53% of the Assets Under Management (AUM) of mutual funds in India. Notably, Mumbai and Delhi alone made up approximately 40% of the total AUM. This concentration highlights the significant role these urban centres play in the country's investment landscape.

However, there is a shifting trend in investment preferences among retail investors, particularly noted in the B30 cities—towns and cities that are classified beyond the top 30 urban areas by market potential. With rising income levels and the growth of an affluent middle class, there is a noticeable shift from the traditional preference for physical assets like real estate and gold to equities and other financial securities. This shift indicates a maturation of the market and presents

a significant opportunity for the expansion of the mutual fund industry into these previously untapped areas.

E) Development of Distributor Networks

Developing a robust distributor segment is critical for expanding market reach, especially in underserved regions. Distributors play a crucial role in bridging the gap between mutual fund products and potential investors. Providing incentives to intermediaries to expand their networks will not only enhance market penetration but also improve financial literacy across the country. Despite the broader availability of services from large institutions, the mass affluent segment—individuals who possess a significant amount of capital but do not reach the highest echelons of wealth—still predominantly rely on Independent Financial Advisors (IFAs) for mutual fund advice. IFAs continue to play a crucial role due to their personalised service and deep understanding of individual client needs, especially in a diverse market like India.

F) Enhancing Value through Technology

Digital wealth management involves leveraging cutting-edge technology to deliver superior value and professional service, enhancing the overall investment experience while ensuring objectivity. This approach includes sophisticated tools for portfolio management, financial planning, and client reporting, all designed to provide a more comprehensive and customised service offering.

Big data and advanced analytics are transforming the wealth management industry by enabling more personalised client engagement, enhancing relationship management, and improving risk assessment capabilities. These technologies allow firms to analyse large volumes of data to uncover insights about client preferences, investment behaviour, and market trends, leading to more informed decision-making.

For traditional wealth advisory firms, partnering with wealth tech providers represents a strategic opportunity to enhance their technological capabilities and accelerate digital transformation. These partnerships can help traditional firms adopt advanced technologies in a cost-effective manner, ensuring they remain competitive and relevant in a rapidly evolving industry. By integrating innovative tech solutions, wealth management firms can offer enriched client experiences and more efficient service delivery.

Management Discussion and Analysis (Contd.)

The affordability of data and the disruptive impact of technology have revolutionised the wealth management landscape. Today's investors demand platforms that not only provide user-friendly interfaces but also streamline complex investment processes into simple, intuitive interactions. This shift underscores the growing importance of digitalisation in wealth management, extending beyond basic digital transaction channels.

The combination of a growing economy, increasing wealth, and a high rate of savings places India in a strong position to expand its financial services sector, particularly in wealth management. As the population becomes increasingly affluent, there will be a greater need for sophisticated financial advisory services, portfolio management, retirement planning, and other related services that can help individuals and families optimise their wealth. The evolving landscape suggests a potential shift as newer generations may seek to diversify their investment strategies beyond traditional avenues. The wealth management sector is well-positioned to capitalise on this shift by educating clients about the benefits of diversified portfolios and by offering innovative products that align with a broader range of risk appetites. This could help enhance the overall returns of Indian households and better align them with inflation and growth objectives.

CORPORATE OVERVIEW OF ANAND RATHI WEALTH LIMITED

Company at a Glance

Established in 2002, Anand Rathi Wealth Limited (ARWL) began its operations as an AMFI-registered Mutual Fund Distributor. Over the years, we have evolved into a leading non-bank sponsored wealth solutions provider, catering predominantly to High-and Ultra-High-Net-Worth individuals (HNIs and UHNIs) in India. We extend our services internationally through a representative office in Dubai, addressing the unique needs of NRI clients. Our extensive network of Relationship Managers across all major Indian cities ensures personalised and objective-based financial solutions that align with our clients' diverse financial goals.

Private Wealth Expertise

Our flagship Private Wealth (PW) vertical is pivotal in our service offering, managing assets worth ₹ 57,807 Crores as of March 31, 2024. This segment demonstrates our commitment to transparency and data-driven processes

that deliver optimal financial solutions to clients. Our team's profound understanding of client needs, combined with rigorous research, enables us to appropriately assess risks and devise strategies that foster informed investment decisions.

Holistic Wealth Solutions

At ARWL, we do more than assist in wealth creation; we provide comprehensive wealth management services. This includes strategic tax planning and robust mechanisms to protect wealth against potential liabilities. We also offer estate planning services to ensure seamless wealth transfer with minimal transmission loss, thereby securing our clients' legacies.

Client Relationships and Reach

As of the end of the fiscal year 2023-24, our PW vertical supports 9,911 active client families, managed by 332 dedicated Relationship Managers. Notably, 60% of our clients have been with us for over three years, comprising 79% of our total PW AUM. This statistic underscores the enduring trust and satisfaction of our clients with our services.

Geographical Footprint

ARWL boasts a strong presence in 17 strategic locations across India, including major cities such as Mumbai, Delhi, Bengaluru, and Hyderabad, among others. Additionally, our international outreach through the Dubai office caters to the global aspirations of our clients.

Market Insight and Client Acquisition

Our in-depth market research has identified an underserved yet lucrative segment within the HNI category—individuals with a net worth between ₹ 5 Crores and ₹ 50 Crores. These clients prioritise quality and value over cost. Our expertise and standardised yet flexible approach allow us to effectively scale value over time. In the fiscal year 2023-24 alone, we welcomed 1,559 net new family additions to our client base, reflecting our ongoing growth and commitment to excellence in wealth management.

ARWL VALUE PROPOSITION

Wealth Creation as a Continuous Process

At ARWL, we understand that true wealth creation is a continuous process that requires meticulous planning and execution. Our approach is built around a comprehensive understanding of our clients' financial goals and ensuring that investments are consistently aligned with these objectives.

Management Discussion and Analysis (Contd.)

Core Objectives for HNIs

We cater to the unique aspirations of High-Net-Worth Individuals (HNIs) with a clear focus on:

- **Risk and Return Objectives:** Balancing risk and returns to meet specific financial goals.
- **Wealth Protection:** Safeguarding wealth against market volatility and other financial risks.
- **Wealth Transmission:** Ensuring efficient wealth transfer and legacy planning through trusts and will creation.

Strategic Financial Journey

- **Initial Consultation:** Discussing various options to achieve the defined financial objectives.
- **Asset and Product Allocation:** Implementing strategies that reflect the client's desired asset distribution and product choices.
- **Ongoing Oversight:** Periodic monitoring and adjustment of the portfolio to ensure alignment with dynamic financial goals and market conditions.

Investment Strategy

- **Asset Allocation:** Recognising asset allocation as a crucial decision that significantly impacts portfolio performance.
- **Product Selection:** Simplifying choices by selecting optimal financial instruments—currently focussing on Equity Mutual Funds, Debt Mutual Funds, and Non-Principal Protected Structured Products (Non-PP SPs) to achieve uncomplicated yet effective returns.
- **Equity Mutual Fund Selection:** Choosing 14 equity mutual funds from a pool of 584 to target an alpha of 2-3% per annum over the NIFTY 50.
- **Risk Management:** Incorporating Non-PP SPs as a strategic element to mitigate risk.
- **Additional Services:** Offering trust formation and will creation to enhance value and address comprehensive wealth management needs.

Expanded Business Verticals

In addition to the Private Wealth (PW) segment, ARWL has broadened its service offerings through two additional verticals:

- **Digital Wealth (DW):** This segment focusses on integrating fintech innovations to provide wealth solutions to the mass affluent sector, employing a 'phygital' approach that combines the efficiency of

digital tools with the personalised touch of human advisors.

- **Omni Financial Advisor (OFA):** OFA supports Mutual Fund Distributors (MFDs) with a robust technology platform that enables them to serve their clients more effectively and expand their operational capabilities.

COMPETITIVE STRENGTHS OF ANAND RATHI WEALTH LIMITED

Targeted Focus on the Fast-Growing HNI Segment

ARWL has strategically positioned itself within the affluent market segment, catering specifically to individuals with net worth ranging from ₹ 5 Crores to ₹ 50 Crores. Recognising that these clients demand high-quality, premium services, ARWL has refined its value proposition to meet these expectations through a standardised, research-driven approach. This focus allows ARWL to continually enhance its service offerings and maintain a competitive edge in the high-net-worth market.

Objective-Driven Investment Strategy

Our firm adopts a data-driven approach that simplifies investment decision-making for our clients. By focussing on a select mix of Mutual Funds and Non-PP Structured Products (SPs), we design investment solutions that are easy to understand and effective in achieving client goals. This strategy not only ensures liquidity but also minimises capital risk, thereby fostering long-term value creation for our clients.

Holistic Value-Added Services

Beyond traditional wealth management, ARWL offers comprehensive services that include estate planning, succession planning, and will creation. These value-added services are integral to protecting our clients' wealth and ensuring smooth asset transitions, which solidifies our long-term client relationships and enhances trust.

Experienced Leadership and Skilled Team

Guided by a leadership team with extensive expertise in the private wealth sector, ARWL emphasises a logical, data-driven approach to decision-making. Our Relationship Managers (RMs) and Account Managers (AMs) are distinguished by their academic and professional backgrounds and equipped to perform detailed financial analyses that cater to individual client needs.

Robust Network of Relationship Managers

ARWL places great emphasises on attracting and retaining top-tier Relationship Managers. With various initiatives

Management Discussion and Analysis (Contd.)

designed to nurture and grow RM talents, ARWL has successfully maintained a high retention rate. Our RMs are seasoned professionals skilled in crafting tailored financial strategies that align with client risk profiles and financial goals.

Entrepreneurial Work Culture

ARWL promotes an entrepreneurial environment that encourages RMs to develop their own business strategies and collaborate without geographical limitations. This culture is supported by an uncapped incentive policy that motivates and rewards performance, fostering a dynamic and client-centric work atmosphere.

Innovative Hiring Practices

Our unique hiring strategy focusses on recruiting highly qualified Account Managers from top business schools who are either rank holders or cleared Chartered Accountancy in their first attempt. This practice ensures that our team is competent and well-prepared to transition into Relationship Manager roles, providing continuous growth and development opportunities.

Advanced Digital Capabilities

Recognising the crucial role of technology in wealth management, ARWL has heavily invested in digital infrastructure. Our Digital Wealth (DW) solutions and the Omni Financial Advisor (OFA) platform offer state-of-the-art, mobile-first technologies that enhance the capabilities of Independent Financial Advisors (IFAs) and improve client engagement across the retail sector.

RISK MANAGEMENT AT ANAND RATHI WEALTH LIMITED

Overview of Risk Landscape

As a prominent financial services firm, Anand Rathi Wealth Limited (ARWL) navigates a complex array of risks characteristic of the wealth management industry. These risks range from market and credit risks to operational and reputational challenges. Effective risk management is thus crucial not only for safeguarding client assets but also for ensuring the firm's long-term operational integrity and success.

ARWL is committed to a proactive risk management approach that encompasses the following key components:

Risk Identification

- **Systematic Identification:** Regularly identifying potential risks that could affect the firm's operations and client investments.

- **Dynamic Assessment:** Keeping abreast of new regulatory changes, market developments, and macroeconomic factors that might pose risks.

Risk Evaluation

- **Impact Analysis:** Evaluating the potential impact of identified risks on ARWL's operations, reputation, and clients' assets.
- **Probability Assessment:** Determining the likelihood of various risk scenarios to prioritise management efforts.

Risk Mitigation

- **Strategic Controls:** Implementing strategic controls and measures to mitigate identified risks. This includes diversifying investments, employing stringent compliance checks, and enhancing cybersecurity measures.
- **Continuous Monitoring:** Regular monitoring of risk factors and the effectiveness of implemented controls to make necessary adjustments.

Client Asset Safeguarding

- **Robust Safeguards:** Establishing robust safeguards such as insurance and contingency funds to protect clients' assets against unforeseen events.
- **Transparency:** Maintaining transparency with clients about potential risks and the steps being taken to mitigate them enhances trust and confidence.

Reputation Preservation

- **Proactive Communication:** Actively managing communications to handle reputational risks effectively. This involves clear, consistent, and honest communication with clients, stakeholders, and the public.
- **Ethical Practices:** Upholding high ethical standards and practices to prevent any reputational damage related to non-compliance or ethical breaches.

Opportunity Seizure

- **Risk-Based Opportunities:** Leveraging risk assessments to seize market opportunities that align with the firm's risk appetite and strategic objectives.
- **Innovation in Risk Management:** Innovating in risk management processes to enhance efficiency and effectiveness, providing ARWL a competitive edge in the wealth management sector.

Management Discussion and Analysis (Contd.)

Stylised Facets of Risk Management at ARWL

Risk	Impact	Mitigation
Operational Risk	Operational breakdowns or breaches have the potential to detrimentally affect our Company's reputation and financial standing, potentially resulting in legal or regulatory sanctions.	Our Company enforces stringent internal controls, performs routine risk evaluations, and allocates resources towards enhancing cybersecurity measures to mitigate fraud and cyber threats.
Regulatory Risk	Failure to adhere to regulations can lead to legal or regulatory penalties, tarnishing our Company's reputation and potentially causing the loss of clients or business opportunities.	Our Company remains updated with the latest regulatory modifications, ensuring adherence to all relevant compliances and fostering strong ties with regulatory bodies.
Human Capital Risk	The scarcity of qualified talent can hinder our Company's capacity to provide high-quality services to clients and have adverse effects on our business performance.	Our Company dedicates resources to employee development through training programmes, offers competitive compensation and benefits, and nurtures a positive work environment.
Technology Risk	Technological malfunctions or security breaches have the potential to disrupt our Company's service delivery to clients, leading to financial losses and reputational damage.	Our Company prioritises investments in technology and cybersecurity measures, conducts frequent risk assessments, and upholds business continuity plans.
Counterparty Risk	Our Company faces counterparty risk when engaging in transactions with other entities, including financial institutions or clients.	Our Company performs due diligence on counterparties, diversifies exposure, and employs collateral and risk mitigation strategies.
Liquidity Risk	Insufficient liquidity may prevent our Company from fulfilling its obligations or seizing business opportunities.	Our Company sustains sufficient liquidity reserves, diversifies funding channels, and closely monitors cash flow.

OTHER INITIATIVES AND ARRANGEMENTS AT ANAND RATHI WEALTH LIMITED

Robust Internal Management Controls

ARWL has established an independent internal management control department tailored to our Company's scale and scope. This department is dedicated to evaluating the effectiveness of all internal controls and procedures, ensuring adherence to regulatory and legal standards, and reviewing findings from internal audits. By incorporating domain experts, ARWL has significantly enhanced the capabilities of its internal audit function. The Audit Committee of the Board of Directors consistently assesses the adequacy and effectiveness of internal controls and reviews audit outcomes, ensuring rigorous compliance and operational integrity.

Comprehensive ESG Framework

Recognising the critical importance of ESG considerations, ARWL has developed a robust framework to select companies aligned with its clients' ethical standards and investment goals. This integration of ESG criteria into investment evaluations helps clients build diversified and sustainable portfolios, aiming for financial returns alongside positive societal and environmental impacts.

- Environment:** ARWL prioritises investments in companies committed to sustainable practices such as reducing carbon emissions, enhancing energy efficiency, and preserving natural resources. Such companies are better positioned to comply with environmental regulations and mitigate associated risks.

Management Discussion and Analysis (Contd.)

- **Social:** The firm focusses on companies with strong social practices, including promoting diversity and inclusion, maintaining fair labour practices, and engaging in community development. These companies are often viewed as more ethical and responsible, enhancing their attractiveness to like-minded stakeholders.
- **Governance:** ARWL values firms with exemplary governance practices, including board independence, transparent executive compensation, and robust risk management. These firms are deemed more reliable and less likely to engage in controversial activities, supporting stable financial performance.

Employee-Centric Practices

ARWL places immense value on its human resources, recognising employees as central to its success. The firm is committed to fostering an enriching work environment that promotes growth and development. Continuous efforts to enhance the workplace atmosphere have earned ARWL the 'Great Place to Work' accolade, highlighting its commitment to a positive and productive culture.

Learning and Development

ARWL invests in regular training for its Relationship Managers and Account Managers, with around three hours of training sessions each week. This commitment to professional development ensures that employees are well-equipped to excel in their roles and progress within our Company. The successful transition of 100 AMs to RMs over the past three years exemplifies the effectiveness of this approach.

Entrepreneurial and Incentive-Driven Environment

The firm encourages an entrepreneurial spirit among employees, offering uncapped incentives and empowering Relationship Managers to innovate and expand client engagements without geographical boundaries. This policy nurtures ownership and drives engagement across all levels of the organisation.

Cautionary Statements Regarding Forward-Looking Information

The Management Discussion and Analysis section contains forward-looking statements that involve risks and uncertainties. These include predictions about ARWL's objectives, strategies, and expected performance. It is important to note that actual results may differ from these projections due to various factors such as increased competition, economic conditions affecting market dynamics, changes in government regulations, tax laws, and other unforeseen challenges that could impact ARWL's operational and financial performance. As a prominent financial services firm, Anand Rathi Wealth Limited (ARWL) navigates a complex array of risks characteristic of the wealth management industry. These risks range from market and credit risks to operational and reputational challenges. Effective risk management is thus crucial not only for safeguarding client assets but also for ensuring the firm's long-term operational integrity and success. ARWL is committed to a proactive risk management approach that encompasses the following key components.

Corporate Governance Report

In accordance with the provisions of Regulation 34(3) read with Schedule V and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), the Directors of Anand Rathi Wealth Limited (“ARWL” or “the Company”) have pleasure in presenting the Company’s Report on Corporate Governance for the Financial Year 2023-24.

1. A BRIEF STATEMENT ON LISTED ENTITY’S PHILOSOPHY ON CODE OF GOVERNANCE.

The foundation of a successful enterprise is built on excellent corporate governance practices. The Company’s approach to corporate governance is based on legacy of fair, ethical and transparent practices. The philosophy on Corporate Governance ensures transparency in its affairs and the functioning of the Management and the Board. The Company constantly endeavours to create and sustain long-term value for all its stakeholders, customers, business partners and the communities that it operates. The Company’s policy prioritise the augmentation of long-term shareholder value while maintaining integrity.

The Board accountability to the Company and members, protection of minority interest and rights, of all members and transparency and timely disclosures. The Company continuously strives to achieve excellence in Corporate Governance through its values and Commitments. “Anand Rathi Wealth Limited” works optimally, protecting the best interests of the stakeholders and withholding the reputation and status of the Company.

2. BOARD OF DIRECTORS:

(a) Composition of the Board of Directors

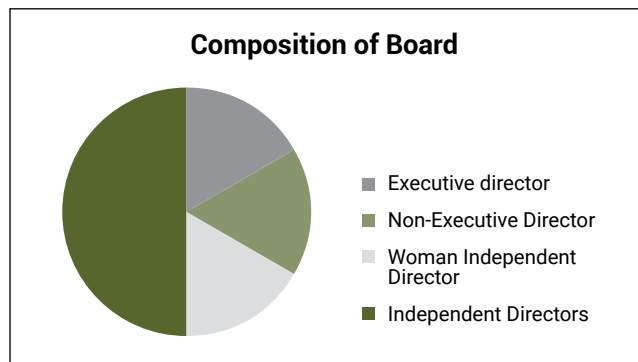
The Board of Directors plays a crucial role in making strategic decisions for the Company on behalf of shareholders. The Board approves the strategy and oversees the actions and results of management to ensure that the long-term objectives of enhancing stakeholder’s values are met.

As on March 31, 2024, the Board of Directors of the Company comprises of **7 (“Seven”)** Directors, including four Independent Directors, two Non-Executive Directors and one Whole – Time Director. Further, Independent Directors including one Women Director constitute 57.14%

of the Board, Non-Executive Directors constitute 28.57% and rest is Whole time Director. The composition of the Board is in conformity with the requirements of SEBI Listing Regulations as well as the Companies Act, 2013. There was no change in the composition of the Board during the Financial Year under review. The Company’s Board comprises highly experienced and competent individuals of notable integrity. They possess strong financial acumen, strategic astuteness, leadership qualities, and are committed to the Company, devoting sufficient time to meetings and preparation.

The composition of the Board of Directors is summarised below:-

Category	Number of Directors
Chairman & Non-Executive Director - Promoter	1
Non-Executive Director - Promoter	1
Executive Director	1
Independent Woman Director	1
Independent Directors	3



Detailed profile of the Directors is provided herein below:

- **Mr Anand Rathi** is an Esteemed Member of the Institute of Chartered Accountants of India (ICAI) with an experience of 57 years across sectors and a Gold Medallist Chartered Accountant. He is Recognised as a leading financial and investment expert in India and the broader SouthEast Asian region. Founded the Anand Rathi Group after an illustrious and fruitful career with the Aditya Birla Group and DCM Limited. Spearheaded the Aditya Birla Group’s entry into cement and financial services sector. He was the President of BSE (Bombay Stock

Corporate Governance Report (Contd.)

Exchange) for 2 years i.e. 1999 to 2001. He also aided in the setting up and rapid expansion of BOLT (the BSE Online Trading System), a testimony to his farsightedness. He also Established the Trade Guarantee Fund and played a vital role in setting up the Central Depository Services (CDSL). Board member of IMC Chamber of Commerce and Industry and Member of Central Council of ICAI during 1985 to 1991.

In 1999, Mr Rathi became the president of BSE (Bombay Stock Exchange). He was the driving force behind the expansion of BOLT - the BSE Online Trading System. He also set up the Trade Guarantee Fund and played a vital role in setting up the Central Depository Services (CDS) and currently he is serving as a Board Member of IMC Chamber of Commerce & Industry.

- **Mr Pradeep Navratan Gupta** is a Non-Executive Director of our Company. He has been with our Company since March 18, 2005. He holds a Bachelor of Commerce degree from University of Rajasthan and he started his professional journey as a stock broker at Jaipur in 1992, besides being associated with textiles business at Daman Ganga Textiles Private Limited. He has promoted Anand Rathi Share and Stock Brokers Limited (formerly known as Navratan Capital and Securities Private Limited) and thereafter he joined Anand Rathi Financial Services Limited (ARFSL) (formerly known as Anand Rathi Securities Private Limited) with Mr Anand Rathi in the year 1998. He has over 30 years of experience in capital markets. He has been selected as a member of Who's Who Historical Society, International Who's Who of Professionals in 2009.

With over three decades of rich experience in financial markets, he has played a pivotal role in laying the foundation of the Institutional Broking and Investment Services arm of the group. His ground-breaking spirit has driven the firm's rapid growth – successful expansion into a strong network of franchisees and branches across India. Under his dynamic leadership the group

has bagged several prestigious awards and accolades.

An avid investor and trusted advisor, Mr Pradeep Gupta is often seen sharing his views and insights in the media on macroeconomic aspects, domestic and international markets. He is also an active member of Rotary Club of Bombay.

- **Mr Rakesh Rawal** is a Whole – Time Director and the Chief Executive Officer of our Company. He has been associated with the wealth management business of Anand Rathi Group since April 2, 2007. He holds a Bachelor of Technology degree in Mechanical Engineering from the Indian Institute of Technology, Kanpur and a Masters' in Management Studies degree from Jamnalal Bajaj Institute of Management Studies. Prior to joining our Company, he worked with Deutsche Bank and Hindustan Lever Limited. He currently focusses on the business development and client acquisition for the private wealth management business of our Company.
- **Mr Mohan Tanksale** is an Independent Director of our Company. He has been associated with our Company since February 6, 2018. He has a Bachelor's degree in Science from Bhopal University and Master's degree in Arts (English) from Awadhesh Pratap Singh University and Diploma in Russian language from Bhopal University. He is a Fellow Member of Institute of Cost Accountants of India and a Certified Associate of the Indian Institute of Bankers. He has more than 50 years of experience having served three major public sector banks being, Union Bank of India, Punjab National Bank as Executive Director and Central Bank of India in the capacity of Chairman and Managing Director. He has also served on the board of various subsidiaries of Punjab National Bank and Central Bank of India and Life Insurance Corporation of India. He has also served as chief executive of Indian Banks Association and has been on the board of International Banking Federation. He has also been engaged as a Consultant to SWIFT India

Corporate Governance Report (Contd.)

Domestic Services Private Limited. He was awarded as 'Person of the year' by SKOCH Foundation in year 2012.

- **Mr Ramesh Chandak** is an Independent Director of our Company. He is a qualified Chartered Accountant and done advanced management program from Harvard Business School. In his advisory practice he helps companies to achieve significant and sustained performance improvement. Prior to starting advisory practice in 2015 he was MD & CEO of KEC international Ltd, a \$ 2 billion diversified engineering company. His career over four decades spans across working in USA, Malaysia, and India. He has been associated with various industries such as textiles, edible oil, NBFC and engineering. He is a recipient of CA Business leader Award by the Institute of Chartered Accountants of India. He was a former President of Indian Electrical & Electronics Manufacturers Association of India (IEEMA) and Maheshwari Vidya Pracharak Mandal, Pune (MVPM). He is also Trustee and Vice Chairman of Victoria Memorial School for Blind, Mumbai.
- **Mr Kishan Gopal Somani** is an Independent Director of our Company. He has been associated with our Company since

March 15, 2018. He is a qualified Chartered Accountant. He is also an associate member of the Institute of Company Secretaries of India. Additionally, he is also a fellow member of the Institution of Valuers and has qualified the Limited Insolvency Exams of IBBI under IBC, 2016. He has around 50 years of experience. Prior to joining our Company, he was a president of ICAI. He had previously served as a director on the board of Delhi Stock Exchange Association Limited. Currently he is partner at M/s K.G. Somani & Co., Chartered Accountants, Delhi.

- **Ms Sudha Pravin Navandar** is an Independent Director of our Company. She has been associated with our Company since March 15, 2018. She is a qualified Chartered Accountant from the ICAI and a certified Public Accountant, USA. She is also an insolvency professional registered with the Insolvency and Bankruptcy Board of India. She is currently a partner in M/s. Pravin R. Navandar & Co., Chartered Accountants, with main focuses on corporate audits (internal and statutory), bank audits, Company law cases, income leakage and corporate leakage and corporate advisory services. She is also a designated partner at Saksham Insolvency Resolution LLP.

Corporate Governance Report (Contd.)

(b) Attendance of Directors at Board meetings, last annual general meeting ("AGM") and number of other Directorship(s) and chairmanship(s) / Membership (s) of Committees of each director in various Companies:

Name of the Director (DIN)	Category of Directorship	Date of Appointment	No. of shares held by the Director	Attendance at Board meetings during the year		Attendance at Last AGM	No. of Directorship (including the Company)	No. of Membership(s) in Committee(s) of Company (ies) (including the Company)	No. of Chairmanship(s) in Committee(s) of Company (ies) (including the Company)
				No of Meetings held	No of Meetings attended				
Mr Anand Rathi (00112853)	Promoter, Chairman and Non-Executive Director	March 18, 2005	6,266,390	4	4	Yes	17	4	1
Mr Pradeep Navratan Gupta (00040117)	Promoter and Non-Executive Director	March 18, 2005	1,852,012	4	4	Yes	19	5	1
Mr Rakesh Rawal (02839168)	Whole-time Director & Chief Executive Officer	April 01, 2017	-	4	4	Yes	1	0	0
Mr Mohan Vasant Tanksale (02971181)	Independent Director	February 06, 2018	-	4	4	Yes	15	5	4
Mr Ramesh Chandak (00026581)	Independent Director	March 18, 2005	1,500	4	4	Yes	7	8	4
Mr Kishan Gopal Somani (00014648)	Independent Director	March 18, 2005	-	4	4	Yes	5	2	0
Ms Sudha Pravin Navandar (02804964)	Independent Women Director	March 18, 2005	1,500	4	4	Yes	11	9	4

[§]In accordance with Regulation 26 of SEBI Listing Regulation, 2015, Membership of only Audit Committee and Stakeholders' Relationship Committee in all public limited Companies are considered.

[#]Chairmanship includes committee membership and in accordance with Regulation 26 of SEBI Listing Regulation, 2015, Chairmanship of only Audit Committee and Stakeholders' Relationship Committee in all public limited Companies are considered.

Additional Information related to directorship in other listed entities as on March 31, 2024 as required under SEBI Listing Regulations.

Sr. No.	Name of the Director	Name of other Listed entities	Category of Directorship
1	Mr Anand Rathi	Emami Limited	Independent Director
2	Mr Pradeep Navratan Gupta	Nil	N.A
3	Mr Rakesh Rawal	Nil	N.A
4	Mr Kishan Gopal Somani	KEI Industries Limited	Independent Director
5	Mr Ramesh Chandak	1. Tribhovandas Bhimji Zaveri Limited 2. R R Kabel Limited 3. Summit Securities Limited 4. KEC International Limited 5. Ram Ratna Wires Limited	Independent Director
6	Mr Mohan Tanksale	1. Ladderup Finance Limited 2. India Pesticides Limited 3. Raja Bahadur International Limited	Independent Director
7	Ms Sudha Pravin Navandar	1. Route Mobile Limited 2. Kolte-Patil Developers Limited 3. Tribhovandas Bhimji Zaveri Limited 4. Yasho Indutries Limited	Independent Director

Corporate Governance Report (Contd.)

(c) Information to the Board

The Company provides information as set out in Regulation 17 read with Part A of Schedule II of the SEBI Listing Regulations to the Board and the Board Committees to the extent applicable.

A detailed agenda folder is sent to each Director seven days in advance of the Board Meetings. All the agenda items are appended with necessary supporting information and documents (except for price sensitive information, which are circulated separately before the meeting) to enable the Board to take informed decisions.

Further, the Board also reviews the financial statements of the Subsidiary Companies. Pursuant to Regulation 24 of the SEBI Listing Regulations, the Minutes of the Board Meetings of the Company's Unlisted Subsidiary Companies are also placed before the Board.

(d) Number of meetings of the board of directors held and dates on which held;

During the period the Board of directors meet 4 ("Four") times viz. April 12, 2023, July 12, 2023, October 12, 2023 and January 12, 2024.

(e) Disclosure of relationships between directors inter-se;

Except for Mr Pradeep Navratan Gupta who is Son-in Law of Mr Anand Rathi, none of the directors are relatives of any other director.

(f) Number of Shares held by Non-Executive Directors at March 31, 2024

The direct shareholding of non-executive:

Sr. No.	Name	No. of shares held
1	Mr Anand Rathi	6,266,390
2	Mr Pradeep Navratan Gupta	1,852,012
3	Mr Ramesh Chandak	1,500
4	Ms Sudha Pravin Navandar	1,500
5	Mr Mohan Vasant Tanksale	Nil
6	Mr Kishan Gopal Somani	Nil

(g) Meeting of Independent Directors:

Section 149(8) read with Schedule IV of the Act requires the Independent Directors of the Company to hold at least one meeting in a Financial Year, without the attendance of non-independent directors and members of management. The Independent Directors of the Company met once i.e. on January 12, 2024 during the year under review, pursuant to the provisions of the Act and the Listing Regulations. The leading Independent Director of aforesaid Meeting of Independent Directors was Mr Mohan Vasant Tanksale.

(h) Familiarisation Programme for Independent Directors

The Company has familiarisation program for the Independent Directors with regard to their roles, rights and responsibilities in the Company, nature of the industry in which the Company operates, the business models of the Company etc. It aims to provide insight to the Independent Directors to understand the business of the Company. The Independent Directors are familiarised with their roles, rights and responsibilities.

The Board members are provided with necessary documents, reports and internal policies to enable them to familiarise with the Company's procedures and practices. Periodic presentations are made at the Board and committee meetings on business and performance updates of the Company, overview of business operations of subsidiaries, business strategy etc.

Updates on relevant statutory/regulatory changes are periodically informed to the Directors. The details of familiarisation programme of independent directors is available under the investor section on the Company's website <https://www.anandrathiwealth.in/Investor-relations.php>

Corporate Governance Report (Contd.)

(i) Board Skill Matrix :

Sr. No.	Name of Directors	Skills/Expertise/Competency
1.	Mr Anand Rathi	Leadership/Operational Experience Strategic Planning Global Economics Finance and Accounts, Regulatory/Legal & Risk Management Industrial & Stakeholders Relations Corporate Governance
2.	Mr Pradeep Navratan Gupta	Leadership/Operational Experience Strategic Planning Global Economics Finance and Accounts, Regulatory/Legal & Risk Management Industrial & Stakeholders Relations Corporate Governance
3.	Mr Rakesh Rawal	Leadership/Operational Experience Strategic Planning Finance and Accounts, Regulatory/Legal & Risk Management Industrial & Stakeholders Relations Corporate Governance
4.	Mr Mohan Vasant Tanksale	Strategic Planning Finance and Accounts Regulatory Risk Management Corporate Governance
5.	Mr Ramesh Chandak	Strategic Planning Finance and Accounts Regulatory Risk Management Corporate Governance
6.	Mr Kishan Gopal Somani	Strategic Planning Finance and Accounts Regulatory Risk Management Corporate Governance
7.	Ms Sudha Pravin Navandar	Strategic Planning Finance and Accounts Regulatory Risk Management Corporate Governance

(j) Confirmation of the Board for Independent Directors:

Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and that they are independent of the management.

The Independent Directors have also registered their names in the Data Bank maintained by the Indian Institute of Corporate Affairs as mandated in the Companies (Appointment and Qualification of Directors), Rules, 2014 as amended. Further, none of the Independent Directors have any other material pecuniary relationship or transaction with the Company, its Promoters, or Directors, or Senior Management which, in their judgment, would affect their independence.

3. BOARD COMMITTEES

The Board has five committees i.e. Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee, Risk Management Committee and Management Committee. The committees operate under the direct supervision of the Board. Generally, the committee meetings are held

prior to the board meeting and the chairperson of the respective committee reports to the Board about the deliberations and decisions taken by the committees.

Details of the role and composition of these Committees, including the number of meetings held during the financial year and attendance at meetings, are provided below.

(a) Audit Committee

As on March 31, 2024, the Audit Committee comprises of Four Independent Directors and One Non-Executive Directors as under:

Sr. No.	Name	Category	Designation
1	Mr Mohan Vasant Tanksale	Non-Executive - Independent Director	Chairman
2	Mr Anand Rathi	Non-Executive - Non Independent Director	Member
3	Ms Sudha Pravin Navandar	Non-Executive - Independent Director	Member
4	Mr Kishan Gopal Somani	Non-Executive - Independent Director	Member
5	Mr Ramesh Chandak	Non-Executive - Independent Director	Member

Corporate Governance Report (Contd.)

All Members of the Audit Committee possess accounting and financial management knowledge. The Company Secretary is the Secretary to the Committee.

The scope of the Audit Committee includes the references made under Regulation 18 read with Part C of Schedule II of SEBI Listing Regulations, 2015, read with Section 177 and other applicable provisions of the Companies Act, 2013, besides the other terms that may be referred by the Board of Directors.

The power and brief description of terms of reference of the Audit Committee are:

A. Powers of the Audit Committee

The Audit Committee shall have powers, including the following:

1. to investigate any activity within its terms of reference;
2. to seek information from any employee;
3. to obtain outside legal or other professional advice; and
4. to secure attendance of outsiders with relevant expertise, if it considers necessary.

B. Terms of reference

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. Reviewing the financial statements with respect to its subsidiaries, in particular investments made by the unlisted subsidiaries;
4. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
5. 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; and
 - g. modified opinion(s) in the draft audit report.
6. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
 7. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
 8. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
 9. Approval of any subsequent modification of transactions of the company with related parties;

Corporate Governance Report (Contd.)

10. Scrutiny of inter-corporate loans and investments;
11. Valuation of undertakings or assets of the company, wherever it is necessary;
12. Evaluation of internal financial controls and risk management systems;
13. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
14. 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;
15. Discussion with internal auditors of any significant findings and follow up there on;
16. 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;
17. 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;
18. Looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
19. Reviewing the functioning of the whistle blower mechanism;
20. Overseeing the vigil mechanism established by the Company, with the Chairman;
21. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
22. Review of utilization of loans and / or advances from investment by the holding company in the subsidiary exceeding ₹ 100 Crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments;
23. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders; and
24. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee and any other terms of reference as may be decided by the board of directors of the Company or specified/ provided under the Companies Act, 2013 or by the SEBI Listing Regulations or by any other regulatory authority.

During the year under review, the Audit Committee met four times on April 12, 2023, July 12, 2023, October 12, 2023 and January 12 2024. The necessary quorum was present at respective and the gap between two Audit Committee Meetings was not more than 120 days.

The attendance of each member of the Audit Committee at its Meeting(s) held during financial year 2023-24 is given below:

Name of the Member	Designation	Non-Executive / Executive / Independent Director	No. of meetings held	Committee meeting(s) attended
Mr Mohan Vasant Tanksale	Chairman	Independent Director	4	4
Mr Anand Rathi	Member	Non-Executive Director	4	4
Ms Sudha Pravin Navandar	Member	Independent Director	4	4
Mr Kishan Gopal Somani	Member	Independent Director	4	4
Mr Ramesh Chandak	Member	Independent Director	4	4

The Chairperson of the Audit Committee was present at the last Annual General Meeting of the Company held on June 05, 2023.

Corporate Governance Report (Contd.)

(b) Nomination and Remuneration Committee

As on March 31, 2024, the Nomination and Remuneration Committee comprises of three Independent Directors and One Non-Executive Directors as under:

Sr. No.	Name	Category	Designation
1	Mr Kishan Gopal Somani	Non-Executive - Independent Director	Chairman
2	Mr Anand Rathi	Non-Executive - Non Independent Director	Member
3	Ms Sudha Pravin Navandar	Non-Executive - Independent Director	Member
4	Mr Ramesh Chandak	Non-Executive - Independent Director	Member

The composition of the Nomination and Remuneration Committee is in conformity with the applicable provisions of Companies Act, 2013 and SEBI Listing Regulations, 2015, as amended from time to time.

The scope of the Nomination and remuneration Committee is as set out in regulation 19 of SEBI Listing Regulations, 2015, read with Section 178 and other applicable provisions of the Companies Act, 2013, and other applicable provisions of SEBI (Share Based Employees Benefits and Sweat Equity), regulation, 2021 and the nomination and remuneration policy of the Company, besides the other terms that may be referred by the Board of Directors.

The brief description of terms of reference of the Nomination and remuneration Committee are:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key management personnel, Senior Management and other employees;
2. The Nomination and Remuneration Committee, while formulating the above policy, should ensure that –

- i. the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
 - ii. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - iii. remuneration to directors, key management personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.
3. Formulation of criteria for evaluation of independent directors and the Board;
 4. Devising a policy on Board diversity;
 5. 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 their appointment and removal and shall carry out evaluation of every director's performance (including independent director);
 6. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of directors;
 7. Recommend to the Board all remuneration, in whatever form, payable to senior management;
 8. Frame suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:
 - i. the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - ii. the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, by the trust, the Company and its employees, as applicable. And

Corporate Governance Report (Contd.)

- iii. perform such other activities as may be delegated by the Board or specified/ provided under the Companies Act, 2013 to the extent notified and effective, or by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in each case as amended, or by any other applicable laws or regulatory authority.

During the year under review, the Nomination and remuneration Committee met three (3) times on April 12, 2023, July 12, 2023 and January 12, 2024. The necessary quorum was present at respective meetings.

The attendance of each member of the Nomination and remuneration Committee at its Meeting(s) held during financial year 2023-24 is given below:

Name of the Member	Designation	Non-Executive / Executive / Independent Director	No. of meetings held	Committee meeting(s) attended
Mr Kishan Gopal Somani	Chairman	Independent Director	3	3
Mr Anand Rathi	Member	Non-Executive Director	3	3
Mr Ramesh Chandak	Member	Independent Director	3	3
Ms Sudha Pravin Navandar	Member	Independent Director	3	3

The Chairperson of the Nomination and Remuneration was not present at the last Annual General Meeting of the Company held on June 05, 2023.

Performance Evaluation criteria for Board Directors

In terms of provisions of the Act read with Rules made there under and Regulations 17 and 19 of the Listing Regulations, the Board, on recommendation of the Nomination and Remuneration Committee, have evaluated the effectiveness of the Board. Accordingly, the performance evaluation of the Board, each Director and the Committees was carried out for the Financial Year ended March 31, 2024. The evaluation of the Directors was based on various aspects which, inter alia, included the level of participation in the Board Meetings, inputs provided to executive management on matters of strategic importance, familiarization with the business of the Company and its subsidiaries, etc.

The Nomination and Remuneration Committee has devised a criteria for evaluation of the performance of the Directors including the Independent Directors. The said criteria provides certain parameters like attendance, acquaintance with business, communication inter se between board members, effective participation, domain knowledge, compliance with code of conduct, vision and strategy, etc., which is in compliance with applicable laws, regulations and guidelines.

Nomination and Remuneration Policy

The success of the organisation in achieving good performance and good governing practice depends on its ability to attract and retain individuals with requisite knowledge and excellence as Executive and Non-Executive Directors. With this objective, the Board and the Nomination and Remuneration Committee decides on the appointment and remuneration to be paid to the Non-Executive Directors.

The Nomination and Remuneration Policy of the Company including the criteria for making payments to Directors including Non-executive Directors, Key Managerial Personnel ("KMP") and Senior Management is uploaded on the Website of the Company at <https://www.anandrathiwealth.in/wealthpdf/13dec/7NominationandRemunerationPolicy.pdf>

The Independent Directors are paid sitting fees for attending the Meetings of the Board of Directors and the Board Committees, which are within the limits laid down by the Companies Act, 2013 read with relevant Rules thereunder. The Company pays sitting fees of ₹ 1,00,000/- to each Independent Director for their attendance at every Board meeting, ₹ 50,000/- for the Board constituted Audit Committee Meetings and ₹ 30,000/- for the Board constituted other Committee meetings.

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(C) Stakeholders Relationship Committee

As on March 31, 2024, the Stakeholders Relationship Committee comprises of One Independent Directors and Two Non-Executive Directors as under:

Sr. No.	Name	Category	Designation
1	Mr Ramesh Chandak	Non-Executive - Independent Director	Chairman
2	Mr Anand Rathi	Non-Executive - Non Independent Director	Member
3	Mr Pradeep Navratan Gupta	Non-Executive - Non Independent Director	Member

The composition of the Committee is in conformity with the applicable provisions of Companies Act, 2013 and SEBI Listing Regulations, 2015, as amended from time to time. The Company Secretary is the Secretary to the Committee.

The scope of the Stakeholders Relationship Committee includes the reference made under regulation 20 read with para B of Part C of Schedule II of SEBI Listing Regulations, 2015, read with Section 178 and other applicable provisions of the Companies Act, 2013, besides the other terms that may be referred by the Board of Directors.

The brief description of terms of reference of the Stakeholders Relationship Committee are:

1. considering and resolving grievances of shareholders', debenture holders and other security holders;
2. redressal of grievances of the security holders of the Company, including complaints in respect of, allotment of Equity Shares, transfer/transmission of Shares, non-receipt of declared dividends, annual reports, balance sheets of the Company, general meetings, etc.;
3. approval of transfer or transmission of Equity Shares, debentures or any other securities;
4. 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-

5. receipt of declared dividends, issue of new/ duplicate certificates, general meetings, etc.;
6. review of measures taken for effective exercise of voting rights by shareholders;
7. review of adherence to the service standards adopted in respect of various services being rendered by the registrar and share transfer agent;
8. review of the various measures and initiatives taken for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company;
9. issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.; and
10. carrying out any other functions required to be undertaken by the Stakeholders Relationship Committee under applicable laws. All other matters related to shares/ debentures.

SEBI Complaints Redress System (SCORES)

Securities and Exchange Board of India ("SEBI") administers a centralised web based complaints redress system ("SCORES"). It enables investors to lodge and follow up complaints and track the status of redressal online on the website at www.scores.gov.in. It also enables the market intermediaries and listed companies to receive the complaints from investors against them, redress such complaints and report redressal of such complaints. All the activities starting from lodging of a complaint till its disposal are carried online in an automated environment and the status of every complaint can be viewed online at any time. The Company has registered itself on SCORES and endeavours to resolve all investor complaints received through SCORES.

During the financial year 2023-24, No queries/ complaints were received by the Company from members/investors/ authorities.

During the year under review, the Stakeholders Relationship Committee met one time on January 12 2024. The necessary quorum was present at the meeting.

Corporate Governance Report (Contd.)

The attendance of each member of the Stakeholders Relationship Committee at its Meeting(s) held during financial year 2023-24 is given below:

Name of the Member	Designation	Non-Executive / Executive / Independent Director	No. of meetings held	Committee meeting(s) attended
Mr Ramesh Chandak	Chairman	Independent Director	1	1
Mr Anand Rathi	Member	Non-Executive Director	1	1
Mr Pradeep Navratan Gupta	Member	Non-Executive Director	1	1

The Chairperson of the Stakeholders Relationship Committee was present at the last Annual General Meeting of the Company held on June 05, 2023.

SMART ODR

The Securities and Exchange Board of India (SEBI) has released a significant master circular on July 31, 2023, aimed at enhancing the resolution of disputes within the Indian securities market. This circular introduces a comprehensive framework for Online Dispute Resolution (ODR) to streamline the resolution process and protect the interests of investors, companies and intermediaries.

The framework encompasses various stakeholders, including Recognised Stock Exchanges, Clearing Corporations, Depositories, Stock Brokers, Depository Participants, Listed Companies, and SEBI Registered Intermediaries. The circular emphasises the usage of online conciliation and arbitration mechanisms, offering investors and market participants an efficient way to resolve disputes. The Company has registered itself on ODR portal and endeavours to resolve all complaints.

During the financial year 2023-24, No queries/complaints were received by the Company from investors/clients.

(D) Risk Management Committee:

As on March 31, 2024, the Risk Management Committee comprises of three Independent Directors, two non-executive directors and one key managerial personnel as under:

Sr. No.	Name	Category	Designation
1	Mr Anand Rathi	Non-Executive - Non Independent Director	Chairman
2	Mr Pradeep Navratan Gupta	Non-Executive - Non Independent Director	Member
3	Ms Sudha Pravin Navandar	Non-Executive - Independent Director	Member
4	Mr Ramesh Chandak	Non-Executive - Independent Director	Member
5	Mr Mohan Vasant Tanksale	Non-Executive - Independent Director	Member
6	Mr Rajesh Bhutara	Chief Financial Officer	Member

During the period under review, there was no change in the composition of the Risk Management committee. The composition of the Risk Management Committee is in conformity with the applicable provisions of SEBI Listing regulation, 2015, as amended from time to time.

The Scope of the Risk Management committee includes the references made under regulation 21 read with para C of part D of Schedule II of SEBI Listing regulation, 2015, beside the other terms that may be referred by the Board of Directors.

The brief description of the Terms of Reference of the Committee is as under:

- (1) To formulate a detailed risk management policy which shall include but is not limited to:
 - (a) Framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, cyber security risks or any other risk as may be determined by the Committee;
 - (b) Measures for risk mitigation including systems and processes for internal control of identified risks.

Corporate Governance Report (Contd.)

- (2) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- (3) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- (4) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- (5) The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee;
- (6) To Coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the Board. Monitoring and reviewing of the risk management plan of the Company;
- (8) Review the Company's risk governance structure, risk assessment and risk management practices and guidelines, policies and procedures for risk assessment and risk management, including the risk management plan;
- (9) Review and approve the Enterprise-wide Risk Management (ERM) framework;
- (10) Review the alignment of the ERM framework with the strategy of the Company;
- (11) Monitor the Company's risk appetite and strategy relating to key risks, including credit risk, liquidity and funding risk, market risk, cybersecurity risk, forex risk, commodity risk, product risk and reputational risk, as well as the guidelines, policies, and processes for monitoring and mitigating such risks;
- (12) Oversee Company's process and policies for determining risk tolerance, and review management's measurement and comparison of overall risk tolerance to established levels;
- (13) Review compliance with risk policies, monitor breaches / trigger trips of risk tolerance limits and direct action.
- (14) Nurture a healthy and independent risk management function in the Company;
- (15) Update Audit Committee regarding top risks identified by the Management / Risk Management Committee and mitigation measures for each of the identified risks including way forward to prioritise and re-consider risk treatment strategy already defined;
- (16) Carry out any other function as is referred by the Board from time to time or enforced by any statutory notification / amendment or modification as may be applicable.

During the year under review, the Risk Management committee of the Company met Two times on July 11, 2023 and January 06, 2024. The necessary quorum was present at the meetings.

The attendance of each member of the Risk Management committee at its Meeting(s) held during financial year 2023-24 is given below:

Name of the Member	Designation	Non-Executive / Executive / Independent Director	No. of meetings held	Committee meeting(s) attended
Mr Anand Rathi	Chairman	Non-Executive Director	2	2
Mr Pradeep Navratan Gupta	Member	Non-Executive Director	2	1
Ms Sudha Pravin Navandar	Member	Independent Director	2	2
Mr Mohan Tanksale	Member	Independent Director	2	0
Mr Ramesh Chandak	Member	Independent Director	2	2
Mr Rajesh Bhutara	Member	Chief Financial Officer	2	2

The Chairperson of the Risk Management was present at the last Annual General Meeting of the Company held on June 05, 2023.

Corporate Governance Report (Contd.)

(E) Corporate Social Responsibility Committee

As on March 31, 2024, the Corporate Social Responsibility Committee comprises of three Independent Directors and One Non-Executive Directors as under:

Sr. No.	Name	Category	Designation
1	Mr Anand Rathi	Non-Executive - Non Independent Director	Chairman
2	Mr Pradeep Navratan Gupta	Non-Executive - Non Independent Director	Member
3	Ms Sudha Pravin Navandar	Non-Executive - Independent Director	Member

During the period under review, there was no change in the composition of the CSR Committee. The composition of the CSR Committee is in conformity with the applicable provisions of Companies Act, 2013, as amended from time to time.

The Scope of the CSR Committee includes the references made under section 135 and other applicable provisions of the Companies Act, 2013, and Corporate Social Responsibility policy of the Company, beside the other terms that may be referred by the Board of Directors.

The brief description of terms of reference of the CSR Committee are:

- 1) To formulate and recommend to the board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013 and make any revisions therein as and when decided by the Board;
- 2) To recommend the amount of expenditure to be incurred on the activities referred to in clause (a);
- 3) To monitor the Corporate Social Responsibility Policy of the Company from time to time;
- 4) To do such other acts, deeds and things as may be required to comply with the applicable laws; and
- 5) To perform such other activities as may be delegated by the Board or specified/ provided under the Companies Act, 2013 or by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, or statutorily prescribed under any other law or by any other regulatory authority.

During the year under review, the CSR Committee of the Company met two times on 12th April, 2023 and January 12, 2024. The necessary quorum was present at the meetings.

The attendance of each member of the CSR Committee at its Meeting(s) held during financial year 2023-24 is given below:

Name of the Member	Designation	Non-Executive / Executive / Independent Director	No. of meetings held	Committee meeting(s) attended
Mr Anand Rathi	Chairman	Non-Executive Director	2	2
Mr Pradeep Navratan Gupta	Member	Non-Executive Director	2	2
Ms Sudha Pravin Navandar	Member	Independent Director	2	2

The Chairperson of the CSR Committee was present at the last Annual General Meeting of the Company held on June 05, 2023.

Corporate Governance Report (Contd.)

(F) Management Committee of Board

As on March 31, 2024, the Management Committee comprises of three non-independent Directors, Deputy Chief Executive officer and Chief financial officer as under:

Sr. No.	Name	Category	Designation
1	Mr Anand Rathi	Non-Executive - Non Independent Director	Chairman
2	Mr Pradeep Navratan Gupta	Non-Executive - Non Independent Director	Member
3	Mr Rakesh Rawal	Whole-time Director & CEO	Member
4	Mr Feroze Azeez	Deputy Chief Executive Officer	Member
5	Mr Rajesh Bhutara	Chief Financial Officer	Member

The brief description of terms of reference of the Management Committee are:

- To borrow monies;
- To invest the funds of the Company;
- To grant loans or give guarantee or provide security in respect of loans;
- To apply/avail any kind of loans, facilities from any Bank/Financial Institutions/Body Corporate and provide security for such loans;
- To open, operate, close, change in authorisation / signatory for any current / deposit / cash credit account(s), safe deposit vault(s), electronic bank account(s), internet bank account(s) / facility, dematerialisation / depository account(s) and any other account(s) with any nationalised bank(s), scheduled bank(s), cooperative bank(s) in any part of the country including foreign bank(s) authorised by Reserve Bank of India to do banking business in India and in any country outside India with bank(s) authorised to do banking business in that country;
- To grant approval for setting up, administration and closure of branch office of the Company and nominate managers for such office;
- To approve, finalise and authorise the execution of any deed, document, letter or writing in connection with any of the aforesaid activities, including borrowing / credit facilities, creation of charge, etc;
- To authorise officials in various legal cases to attend and represent Company in front of various authorities;
- To grant 'no objection certificate' for using the name of Company;
- To provide authorization for attending and voting at various general meetings/court convened meetings on behalf of Company to it's authorised person;
- To grant authority for furnishing/submitted applications for telephone / internet or other utility connections for various offices/branch offices;
- To Obtain / renew / surrender license / Letter of Permission or such other registration of the Company with any regulatory / statutory authorities and execute legal undertaking / legal agreement or any document required for this purpose;
- To grant/give Power of Attorney in favour of its employees/officials for the various business purposes and applying license and approval on behalf of the Company;
- To purchase, sell, enter into/sign lease and license/rent agreement or otherwise deal with any movable / immovable assets or property for and on behalf of Company;
- Empanelment with any other companies/associations/body corporate for development of business operation of Company;
- To buy/ sell/ invest from time to time by way of subscription, purchase, conversion or otherwise Equity Shares, Preference Shares, Debentures (whether convertible or non-convertible), mutual fund or any

Corporate Governance Report (Contd.)

- other financial instruments of one or more bodies corporate, whether in India or outside, including into subsidiary(ies) of the Company as the Committee may think fit.
17. To provide loan/ Advances/ Security / Corporate Guarantee to/ for its Subsidiary/ Associate/ Group Companies.
 18. To make applications for becoming member at various institutions/organisations.
 19. To constitute, reconstitute, modify, dissolve any trust or association for Company / business related matters and to appoint, reappoint, remove, replace the trustees or representatives.
 20. To authorise affixing the common seal of the Company and re-locate / move the common seal to any place other than the registered office of the Company.
 21. To grant/revoke general and specific power of attorney / letter of authorisation in favour of employees of the Company as and when required for business purposes.
 22. To register/de-register the Company with any Central/State Government authorities, Semi Government authorities, regulatory authorities, statutory authorities, quasi-judicial authorities, local authorities, tax authorities, administrative authorities, business associations and any other bodies as required for business operations of the Company.
 23. To authorise and submit various documents, details and e-forms with Ministry of Corporate Affairs.
 24. To do all such acts, deeds and things as may be required for the smooth conduct of the operations of the Company and which does not require specific approval of the Board of Directors of the Company or which has not been delegated by the Board specifically to any other Committee of the Board.
 25. To delegate any of the terms mentioned hereinabove to any officer / employee of the Company or to any other person."

During the year under review, the Management Committee of the Company met 8 ("Eight") times on April 17, 2023, August 02, 2023, August 30, 2023, October 16, 2023, November 21, 2023, January 19, 2024, January 30, 2024 and March 19, 2024. The necessary quorum was present at the meetings.

The attendance of each member of the Management Committee at its Meeting(s) held during financial year 2023-24 is given below:

Name of the Member	Designation	Non-Executive / Executive / Independent Director	No. of meetings held	Committee meeting(s) attended
Mr Anand Rathi	Chairman	Non-Executive Director	8	7
Mr Pradeep Navratan Gupta	Member	Non-Executive Director	8	8
Mr Rakesh Rawal	Member	Whole-time Director & CEO	8	8
Mr Feroze Azeez	Member	Deputy Chief Executive Officer	8	8
Mr Rajesh Bhutara	Member	Chief Financial Officer	8	8

4. APPOINTMENT/RESIGNATION/CHANGE IN DESIGNATION OF KEY MANAGERIAL PERSONNEL/SENIOR MANAGEMENT DURING THE YEAR.

Sr. No.	Name	Appointment/Resignation/ Change in Designation during the year
1	Mr Rakesh Rawal	Re-appointed as Executive Director of the Company designated as "Whole – Time Director & Chief Executive Officer" for a further period of 03 years w.e.f April 01, 2023
2.	Mr Agraj Gupta	Resigned from the post of Chief Human Resource Officer of the Company w.e.f November 06, 2023.
3.	Ms Tejal Shah	Appointed as Chief Human Resource Officer of the Company w.e.f November 20, 2023
4.	Mr Nitesh Tanwar	Resigned from the post of Company Secretary and Compliance officer of the Company w.e.f March 11, 2024

Corporate Governance Report (Contd.)

Sr. No.	Name	Appointment/Resignation/ Change in Designation during the year
5.	Mr Sushil Goswami	Appointment of Mr Sushil Goswami as Chief Marketing officer of the Company, with effect from January 31, 2024.
6.	Mr Chirag Ramesh Muni	Change in Designation as " Head – Business Process Design & Implementation" with effect from February 03, 2024
7.	Ms Jaeel Sarwankar	Appointed as Company Secretary and Compliance officer of the Company w.e.f April 12, 2024

5. REMUNERATION OF DIRECTORS

There were no pecuniary relationships or transactions of Non-Executive Directors with the Company during the year under review. The Company has not granted any stock options to its Directors.

The Non-Executive Independent Directors are paid ₹ 1,00,000/- towards sitting fees for attending each of the Board Meeting and ₹ 50,000/- towards sitting fees for attending each of the Board constituted Audit Committee Meetings and ₹ 30,000/- towards sitting fees for attending each of the of the Board constituted other Committee Meetings.

Following table gives the details of remuneration paid to Directors for the year ended March 31, 2024. The Company did not advance loans to any of its Directors during 2023-24.

Remuneration paid / payable to Directors during the financial year ended March 31, 2024

Name of the Director	Salary and Bonus	Contribution to PF and other funds	Sitting fees	(Amount in ₹)
				Total
Mr Rakesh Rawal (Whole-time Director & CEO)	77,598,400	21,600	-	77,620,000
Mr Anand Rathi	-	-	-	-
Mr Pradeep Navratan Gupta	-	-	-	-
Mr Mohan Vasant Tanksale (Independent Director)	-	-	555,000	555,000
Mr Kishan Gopal Somani (Independent Director)	-	-	610,000	610,000
Mr Ramesh Chandak (Independent Director)	-	-	700,000	700,000
Ms Sudha Pravin Navandar (Independent Director)	-	-	725,000	725,000

Service Contract, Notice Period and severance Fee

The Contract of the Executive Directors of the Company is for a period of three years and can be terminated by giving notice of 90 days from either side. The term of the Executive Director is subject to retirement, in accordance with the provisions of the Act.

Subsidiary Companies

In accordance with Regulation 24 of the SEBI Listing Regulations, during this financial year none of the companies fall under the category of material non-listed Indian subsidiaries.

The financial statements of the unlisted subsidiary companies, are reviewed by the Audit Committee and the Board of Directors of the Company.

The Minutes of the Board Meetings of the subsidiary companies are placed before the Board of Directors of the Company.

Details of all significant transactions and arrangements entered into by the unlisted subsidiary companies are periodically placed before the Board of Directors of the Company.

Policy for determining "Material Subsidiaries" is available on the website of the Company at <https://www.anandrathiwealth.in/Investor-relations.php>.

Corporate Governance Report (Contd.)

6. GENERAL BODY MEETINGS

Given below are the details of Annual General Meetings for the previous three financial years:

Financial Year	Day, Date & Time	Venue of meeting	Particulars of special resolution passed
2022-23	Monday, June 05, 2023 at 2:30 p. m.	Held through V.C and deemed venue is Express Zone, A - Wing, 10 th floor, Western Express Highway, Goregaon East, Mumbai – 400 063	NIL
2021-22	Friday, August 12, 2022 at 2:30 p. m.	Held through V.C and deemed venue is Express Zone, A - Wing, 10 th floor, Western Express Highway, Goregaon East, Mumbai – 400 063	Approve 'ANAND RATHI - Employees Stock Option Plan 2022' Extend approval of 'ANAND RATHI - Employees Stock Option Plan 2022' to the present and future employees of Holding Company, Associate Companies, Group Companies and its Subsidiary Companies.
2020 – 2021	Thursday, July 15, 2021 at 11.30 am	Express Zone, A - Wing, 8 th floor, Western Express Highway, Goregaon East, Mumbai – 400 063	Continuation of Mr Anand Rathi, Non-Executive Director, after attaining the age of 75 years, pursuant to Regulation 17 of SEBI Listing Regulations. Continuation of Mr Ramesh D. Chandak, Independent Director, after attaining the age of 75 years, pursuant to Regulation 17 of SEBI Listing Regulations. Increase in Authorised Share Capital of the Company from ₹ 20 Crores to ₹ 25 Crores and amendment to the Capital Clause in the Memorandum of Association.

Extraordinary General Meeting:

No Extraordinary General Meeting of shareholders was held during the financial year 2023-24.

Postal Ballot:

During the year, the Company had vide resolution passed by its Board of Directors at their meeting held on July 12, 2023, appointed Himanshu S. Kamdar as the Scrutiniser, to ensure that the process of voting by Postal Ballot vide Notice of Postal Ballot dated July 12, 2023 for Alteration of Object Clause of Memorandum of Association of Company .

As required under Section 110 read with Rule 22 of the Rules of Chapter VII of the Act, a Notice of Postal Ballot dated July 12, 2023 along with the Explanatory Statement under Section 102 of the Act, were circulated to the shareholders through electronic means to vote through the mechanism of remote e-voting in accordance with the provisions of the Act and Rules made thereunder on the Special Resolution for Alteration in the Objects Clause of the Memorandum of Association of the Company.

The Company had availed the electronic voting platform of Link In time India Private Limited, the Company's Registrar and Share Transfer Agent, for providing remote e-voting facility to the shareholders of the Company to vote on the resolution proposed vide Postal Ballot Notice dated July 12, 2023. The e-voting process commenced on Saturday, July 29, 2023 at 09:00 a.m. IST and concluded on Sunday, August 27, 2023 at 05:00 p.m. IST.

Further details are as follows :

Financial Year	Voting Day, Date & Time	Mode of meeting	Particulars of special resolution passed
2023-24	Saturday, July 29, 2023 at 9:00 a. m. to Sunday, August 27, 2023 at 5:00 p.m.	Held through Remote e-Voting.	Alteration of Object Clause of Memorandum of Association of Company

Corporate Governance Report (Contd.)

7. MEANS OF COMMUNICATION

Quarterly results: The Company's quarterly / half-yearly / annual financial results are sent to the Stock Exchanges and published in 'The Economic Times' (English) and 'Maharashtra Times' (Marathi) and Navbharat Times (Hindi). They are simultaneously, they are also displayed on the Company's website : <https://anandrathiwealth.in/Investor-relations.php>.

News releases, presentations: Official news releases and official media releases are generally sent to the Stock Exchanges and are also available on the website of the Company: <https://anandrathiwealth.in/Investor-relations.php>

Presentations to institutional investors / analysts: Presentations made to institutional investors and analysts are sent to the Stock Exchanges and are also uploaded on the website of the Company : <https://anandrathiwealth.in/Investor-relations.php> No unpublished price sensitive information is discussed in meeting with institutional investors and analysts.

Website: The Company's website <https://www.anandrathiwealth.in/index.php> contains a separate dedicated section 'Investor Relations' where shareholders' information is available

Annual Report: The Annual Report containing, inter alia, Audited Financial Statement, Audited Consolidated Financial Statement, Board's Report, Auditors' Report and other important information is circulated to the members and others entitled thereto. The Management Discussion and Analysis Report forms part of the Annual Report. The Annual Report is also available in downloadable form on the website of the Company.

BSE Corporate Compliance & Listing Centre ("Listing Centre"): BSE's Listing Centre is a web-based application designed by BSE for corporates. All periodic compliance filings like shareholding pattern, corporate governance report, media releases, statement of investor complaints, among others are filed electronically on the Listing Centre

NSE Electronic Application Processing System (NEAPS): The NEAPS is a web-based application designed by NSE for corporates. All periodic compliance filings like shareholding pattern, corporate governance report, media releases, statement of investor complaints, among others are filed electronically on NEAPS.

SEBI Complaints Redress Systems (SCORES): The investor complaints are processed in a centralised web-based complaints redress system. The salient features of the system are: centralised database of all complaints, online upload of Action Taken Report (ATR's) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

Designated exclusive e-mail-IDs:

The Company has designated the following email-IDs exclusively for investor servicing:

- For Investor Contacts: rajeshbhutra@rathi.com; vishalsanghavi@rathi.com
- For queries in respect of shares: csarwsl@rathi.com

Disclosures:

The Company informs BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") about all price sensitive matters or such other matters which in its opinion are material and of relevance to the members and the same are also displayed on the Company's website. Further, in compliance to the provisions of Regulation 30 of the Listing Regulations, the Company has disclosed on its website, a duly approved Policy on Determination of Materiality of Events. NSE Electronic Application Processing System ("NEAPS"), NSE Digital Portal and BSE Corporate Compliance & Listing Centre ("Listing Centre") are a web-based application designed by NSE and BSE for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, among others are filed electronically on NEAPS and the Listing Centre.

8. GENERAL SHAREHOLDER INFORMATION:**a. Annual General Meeting**

Date	: June 15, 2024
Day	: Saturday
Time	: 02:30 P.M.
Venue	: Meeting is being conducted through VC / OAVM pursuant to MCA Circular dated May 05, 2020, General Circular No. 02/2022 dated May 05, 2022 General Circular No. 10 dated December 28, 2022 and General Circular No 09/ 2023 dated September 25, 2023 . The registered office of the Company shall be deemed to be the venue for the AGM.

Corporate Governance Report (Contd.)

b. Corporate Identification Number:

Corporate Identity Number (CIN) of the Company is L67120MH1995PLC086696.

c. Financial Year

The financial year of the Company covers the financial period from April 1, 2023 to March 31, 2024.

During the financial year under review, the Board Meetings for approval of quarterly and annual financial results were held on the following dates:

1 st Quarter Results	: July 12, 2023
2 nd Quarter Results	: October 12, 2023
3 rd Quarter Results	: January 12, 2024
4 th Quarter & Annual Results	: April 12, 2024

d. Dividend

During the year under review, the Board of Directors have declared dividend as follows:

Dividend	Date of Declaration	Date of Payment
Final Dividend of 2022-23	June 05, 2023	June 08, 2023
Interim Dividend of 2023-24	October 12, 2023	October 27, 2023

e. Listing on Stock Exchanges

Name of Stock Exchange	Address of Stock Exchange
BSE Limited	Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001
National Stock Exchange of India Limited	Exchange Plaza Bldg., 5 th Floor, Plot No. C- 1, 'G' Block, Bandra - Kurla Complex, Mumbai - 400 051

The requisite Annual listing fees for financial year 2024-25 have been paid in full to BSE and NSE.

None of the securities of the Company have been suspended for trading at any point of time during the year.

f. Stock Code Equity

ISIN (Equity Shares) in NSDL & CDSL	INE463V01026
BSE Code	543415
NSE Code	ANANDRATHI

g. price data- high, low during each month in last financial year;

Stock Market Price Data

Month	BSE Limited			National Stock Exchange of India Limited (NSE)		
	High Price	Low Price	Number of Equity Shares Traded	High Price	Low Price	Number of Equity Shares Traded
April 2023	884.00	804.50	108,840	884.55	795.20	1,947,720
May 2023	899.95	836.00	103,439	900.95	835.75	902,526
June 2023	888.00	848.05	113,182	888.50	845.10	526,778
July 2023	1,185.95	851.15	378,200	1,179.95	864.00	4,405,227
August 2023	1,532.80	1,167.75	178,168	1,532.10	1,168.95	2,626,831
September 2023	1,728.50	1,350.45	161,079	1,729.95	1,351.00	2,233,632
October 2023	1,971.95	1,651.80	189,265	1,972.00	1,652.00	2,288,070
November 2023	2,650.00	1,905.30	117,577	2,644.70	1,909.10	1,477,838
December 2023	2,716.75	2,379.10	101,689	2,712.00	2,390.00	1,261,379
January 2024	3,100.00	2,515.00	151,308	3,100.00	2,510.05	1,948,783
February 2024	3,772.20	3,055.55	76,633	3,745.00	3,070.00	1,377,710
March 2024	4,199.80	3,437.05	70,995	4,050.00	3,440.00	1,949,832

Corporate Governance Report (Contd.)

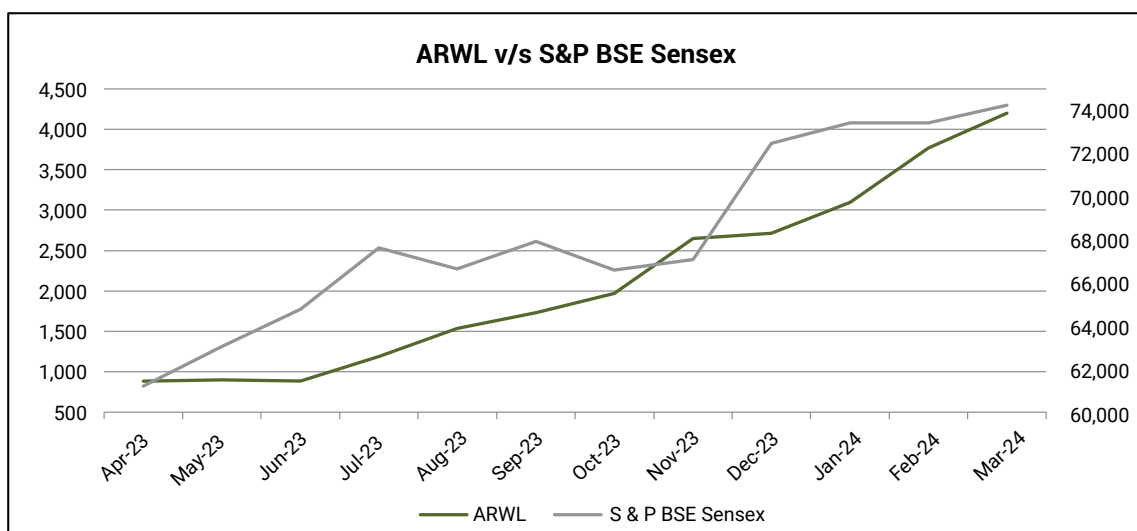
Share Price Performance as compared with Performance index of National Stock Exchange of India Limited and BSE Limited:

Month	BSE Limited (S&P BSE Sensex)		National Stock Exchange of India Limited (Nifty)	
	High Price	Low Price	High Price	Low Price
April 2023	61,209.46	58,793.08	18,089.15	17,312.75
May 2023	63,036.12	61,002.17	18,662.45	18,042.40
June 2023	64,768.58	62,359.14	19,201.70	18,464.55
July 2023	67,619.17	64,836.16	19,991.85	19,234.40
August 2023	66,658.12	64,723.63	19,795.60	19,223.65
September 2023	67,927.23	64,818.37	20,222.45	19,255.70
October 2023	66,592.16	63,092.98	19,849.75	18,837.85
November 2023	67,069.89	63,550.46	20,158.70	18,973.70
December 2023	72,484.34	67,149.07	21,801.45	20,183.70
January 2024	73,427.59	70,001.60	22,124.15	21,137.20
February 2024	73,413.93	70,809.84	22,297.50	21,530.20
March 2024	74,245.17	71,674.42	22,526.60	21,710.20

STOCK PERFORMANCE vs S&P BSE Sensex AND NSE NIFTY 50

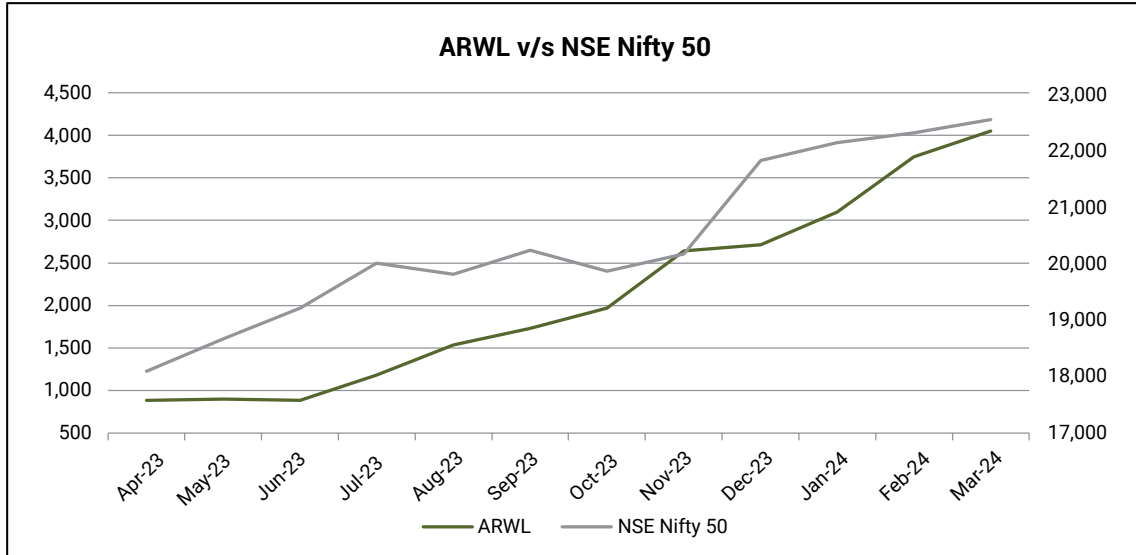
The Chart below plots the monthly high price of the equity shares of the Company versus the S&P BSE-Sensex and NSE Nifty 50 for the financial year ended March 31, 2024

- a. The performance of your company's shares relative to the BSE –Sensex index is given in the chart below:



Corporate Governance Report (Contd.)

b. The performance of your Company's shares relative to the NSE – Nifty 50 index is given in the chart below:



h. Registrars and Share Transfer Agents

Link Intime India Private Limited

C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400083

Telephone: 91 22 4918 6000

Email: rnt.helpdesk@linkintime.com Website: www.linkintime.co.in

i. Share Transfer System

Share Transfer and related operations for the Company are processed by the Company's RTA viz. Link Intime India Private Limited.

The Registrars and Share Transfer Agent have put in place an appropriate Share Transfer system to ensure timely share transfers. Share transfers are registered and returned in the normal course within an average period of 30 days from the date of receipt, if the documents are clear in all respects. Requests for dematerialisation of shares are processed and confirmation is given to the respective depositories i.e. NSDL and CDSL within 21 days.

j. Distribution of shareholding;

a) Distribution of shareholding by Size as on March 31, 2024

Distribution of shareholding as on March 31, 2024 No. of Shares	No. of Holders	% of Total	No. of Shares	Percentage to Total Holder
1 – 500	45,604	95.92	1,550,233	3.7062
501 – 1000	654	1.37	478,662	1.14
1001 – 2000	483	1.01	704,186	1.68
2001 – 3000	175	0.37	440,283	1.05
3001 – 4000	122	0.26	428,224	1.02
4001 – 5000	73	0.15	331,184	0.79
5001 – 10000	171	0.36	1,238,065	2.96
10001 – 9999999	261	0.55	36,657,460	87.63
Total	47,543	100	41,828,297	100

Corporate Governance Report (Contd.)

b) Shareholding pattern by Ownership as on March 31, 2024:

Sr. no.	Ownership	No. of Shares held	Percentage of Holding
A.	Promoter and Promoter Group Shareholders		
1.	Promoter	16,449,525	39.33
2.	Promoters Group	3,639,456	8.70
	Total A	20,088,981	48.03
B.	Public Shareholders		
1.	Mutual Funds	3,642,349	8.71
2.	Alternate Investment Funds	28,825	0.07
3.	Insurance Companies	595	0.00
4.	NBFC registered with RBI	56	0
5.	Foreign Portfolio Investors – Category I	192,5209	4.60
6.	Foreign Portfolio Investors Category II	107,077	0.26
7.	Directors and their relatives (excluding independent directors and nominee directors)	1,120,000	2.68
8.	Key Managerial Personnel	9,378	0.02
9.	Resident Individuals holding nominal shares capital up to ₹ 2 Lakhs	6,581,809	15.74
10.	Resident Individuals holding nominal shares capital in excess of ₹ 2 Lakhs	4,386,066	10.49
11.	Non Resident Indians (NRI)	358,959	0.86
12.	Bodies Corporate	1,434,212	3.43
13.	Independent Directors	3,000	0.01
14.	Clearing Members	5,301	0.01
15.	HUF	153,840	0.37
16.	LLP	16,233	0.04
17.	Trusts	1,966,407	4.70
	Total B	21,739,316	51.97
	Grand Total	41,828,297	100.00

c) Shareholding – Top 10 Shareholders as on March 31, 2024:

Sr. No	Name	No of Shares held	Percentage of Holding
1	Anand Rathi Financial Services Limited	8,331,123	19.91
2	Anand Rathi	6,266,390	14.98
3	Pradeep Navratan Gupta	1,852,012	4.43
4	Priti Pradeep Gupta	1,112,500	2.66
5	Supriya Rathi	1,105,000	2.64
6	Azeez Family Trust	1,010,347	2.41
7	Feroze Azeez	911,280	2.18
8	Quant Mutual Fund - Quant Small Cap Fund	904,197	2.16
9	SBI SMALL CAP FUND	753,385	1.80
10	Pradeep Kumar Gupta HUF	750,000	1.79

Corporate Governance Report (Contd.)

k. dematerialization of shares and liquidity;

Break-up of shares held in physical and dematerialised form as on March 31, 2024 is as follows:

Shareholding	2023-24	
	No. of Shares	% of Total
Physical	1	0.00
Demat Segment :		
NSDL	10,061,977	24.05
CDSL	31,766,319	75.95
Total	41,828,297	100.00

The equity shares of the Company are liquid and traded on BSE Limited and National Stock Exchange of India Limited. The Company has executed agreements with both NSDL and CDSL for dematerialisation of its shares.

ISIN numbers in NSDL and CDSL for equity shares	INE463V01026
---	--------------

l. Outstanding global depository receipts or american depository receipts or warrants or any convertible instruments, conversion date and likely impact on equity;

The Company has not issued any ADRs/GDRs/ Warrants or any Convertible instruments.

m. Foreign Exchange Risk and Hedging activities: Nil

n. Plant Location:

The Company is in the business of Mutual Fund and other financial products distribution, therefore, it does not have any manufacturing plants.

o. Address for members' correspondence

Members are requested to correspond with the Registrars and Share Transfer Agents at the below given address on all matters relating to transfer/ dematerialisation of shares, payment of dividend and any other query relating to Equity Shares of the Company.

Compliance Officer:

Ms Jae Sarwankar, Company Secretary
Anand Rathi Wealth Limited
Express Zone, A Wing, 10th Floor, Western Express Highway, Goregaon (E), Mumbai 400063.
Tel: +91-22-6281 7000
Website: <https://anandrathiwealth.in>
Email: csarwsl@rathi.com

Investor Relations Officer:

Mr Rajesh Bhutara
Anand Rathi Wealth Limited
Express Zone, A Wing, 10th Floor, Western Express Highway, Goregaon (E), Mumbai 400063.
Tel: +91-22-6281 7000
Website: <https://anandrathiwealth.in>
Email:- rajeshbhutara@rathi.com

Mr Vishal Sanghavi
Anand Rathi Wealth Limited
Express Zone, A Wing, 10th Floor, Western Express Highway, Goregaon (E), Mumbai 400063.
Tel: +91-22-6281 7000
Website: <https://anandrathiwealth.in>
Email:- vishalsanghavi@rathi.com

p. List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad. : N.A.

9. OTHER DISCLOSURES:

a) Disclosure on materially significant related party transactions that may have potential conflict with the interest of the Company at large:

The Company's related party transactions are mainly with its subsidiaries and associate Company and group companies. All the contracts/ arrangements/ transactions entered by the Company during the current financial year with related parties were in the ordinary course of business and at an arms' length basis. None of the transactions entered with the related parties during the financial year were in conflict with Company's interest.

The Board has approved a policy for related party transactions which has been uploaded on the Company's website. The web-link as required under the SEBI Listing Regulations is as under: <https://www.anandrathiwealth.in/Investor-relations.php>

Corporate Governance Report (Contd.)

b) Details of non-compliance by the Company, penalties, strictures imposed on the Company by the Stock Exchange or SEBI or any other statutory authority on any matter related to capital markets, during the last three years:

There have been no instances of non-compliance by the Company, imposition of penalties and strictures on the Company by the stock exchange, SEBI or any statutory authority, on any other matter related to the capital markets, during last three years.

c) Vigil Mechanism and Whistle Blower Policy:

Pursuant to Section 177(9) of the Companies Act, 2013 and Regulation 22 of the SEBI Listing Regulations, the Company has formulated the Vigil Mechanism & Whistle Blower Policy for Directors and employees to report to management about the unethical behavior, fraud or violation of the Company's Code of Conduct. The mechanism provides ethical code of conduct of the highest degree of transparency, integrity, accountability and responsibility. Any actual or potential violation of the Code would be a matter of serious concern for the Company. The Directors, Employees or any person dealing with the Company can play an important role in pointing out such violations of the code.

Accordingly, this policy has been formulated with a view:

- i) To safeguard the confidentiality and interest of such employees / other persons dealing with the Company against victimisation, who notice and report any unethical or improper practices; and
- ii) To appropriately communicate the existence of such mechanism, within the organisation and to outsiders.

The Policy has been posted on the website of the Company viz., <https://anandrathiwealth.in/Investor-relations.php>

None of the personnel of the Company has been denied access to the Audit Committee.

d) Details of compliance with mandatory requirements

All the mandatory requirements of Regulations 17 to 27 and Regulation 34 of the SEBI Listing Regulations have been complied with by the Company.

e) Policy on Subsidiary Companies

The Company has three subsidiaries viz. Ffreedom Intermediary Infrastructure Private Limited, AR Digital Wealth Private Limited (formerly known as AR Wealth Management Private Limited) and Freedom Wealth Solutions Private Limited.

The Policy for determining the material subsidiaries is available at <https://anandrathiwealth.in/Investor-relations.php>

f) Policy on Related Party Transactions:

In terms of Section 188 of the Companies Act, 2013 read with the Regulation 23 of SEBI Listing Regulations, the Company had formulated a policy on related party transactions.

The Policy is intended to ensure that there is proper approval and reporting of transactions between the Company and its related parties. The Policy, after carrying out the necessary modifications in line with the amendments made from time to time, is placed on the website of the Company at <https://anandrathiwealth.in/Investor-relations.php>

g) Commodity Price risks and Hedging Activities:

Company is not dealing in Commodity Trading, so Price risks and hedging activities are not applicable to Company.

h) Details of Utilization of funds:

The Company has not raised any funds through preferential allotment or Qualified Institutional Placement as specified under Regulation 32 (7A).

i) Certificate from a Practicing Company Secretary on non-disqualification of Directors:

The Company has obtained a Certificate from M/s. Rathi & Associates, Company Secretaries, Mumbai to the effect that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI / Ministry of Corporate Affairs or any such statutory authority.

j) Recommendations of the Committees:

All recommendations of the committees have been considered by the Board of Directors, from time to time, while arriving at any decision, and there has been no instance during the year under

Corporate Governance Report (Contd.)

review, where any such recommendation which is mandatory in nature has not been abide with.

k) Total Fees to Statutory Auditors for 2023-24

The total fees for 2023-24, payable by the Company and its subsidiary companies to the Statutory Auditors i.e. M/s. Kkc & associates LLP and Company and all the entities in the network firm of which the statutory auditor is a part, is ₹ 52,00,160/-

l) Disclosure in relation to The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has constituted Internal Complaints Committee (ICC) to consider and resolve all sexual harassment complaints. The Constitution of ICC is as per Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The details of number of complaints filed and resolved during the Financial Year is as follows:

Number of complaints filed during the FY	Nil
Number of complaints disposed of during the FY	Nil
Number of complaints pending as on the end of the FY	Nil

m) Loans and advances by the Company and Its Subsidiaries

Loans and advances forms part of the related party disclosures in the notes to the financial statements for the financial year ended March 31, 2024.

n) 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.

Not Applicable, since AR Digital Wealth Private Limited ceases as material subsidiary of the company as on March 31, 2024.

10. NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT OF SUB-PARAS (2) TO (10) ABOVE, WITH REASONS THEREOF SHALL BE DISCLOSED.

There have been no instances of non-compliance of any requirements of the Corporate Governance as prescribed by SEBI Listing Regulations.

11. THE DISCLOSURES OF THE COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND CLAUSES (B) TO (I) OF SUB-REGULATION (2) OF REGULATION 46 SHALL BE MADE IN THE SECTION ON CORPORATE GOVERNANCE OF THE ANNUAL REPORT.

The Company has complied with the Corporate Governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI Listing Regulations and paras (2) to (10) mentioned in part 'C' of Schedule V of the Listing Regulations during the year under review.

CODE OF CONDUCT

The Board of Directors has laid down a Code of Conduct, which is applicable to all Directors and Senior Management personnel of the Company. The Code has also been posted on the website of the Company.

All Board Members and Senior Management Executives have affirmed compliance with the Code of Conduct for the Financial Year 2023-24. An annual declaration signed by the Executive Director & Chief Executive Officer of the Company affirming compliance to the Code by the Board of Directors and the Senior Management forms part of the report. The Code of Conduct is placed on the website of the Company <https://anandrathiwealth.in/Investor-relations.php>

CEO/ CFO CERTIFICATION

In compliance with Regulation 17(8) of the SEBI Listing Regulations, a certificate from Chief Executive Officer and Chief Financial Officer of the Company to the Board of Directors as specified in Part B of Schedule II of the said regulations forms part of the report (Refer Annexure – 2).

For and on behalf of Board of Directors

Anand Rathi

Place: Jodhpur

Chairman & Non-Executive Director

Date: April 12, 2024

DIN: 00112853

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CIN : L67120MH1995PLC086696

Corporate Governance Report (Contd.)

**DECLARATION BY THE EXECUTIVE DIRECTOR & CEO UNDER REGULATION 34(3) READ WITH PART D OF
SCHEDULE V THE SEBI LISTING REGULATIONS**

To,
The Members of
Anand Rathi Wealth Limited

I hereby declare that all the Board Members and the Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the year ended March 31, 2024.

For **Anand Rathi Wealth Limited**

Rakesh Rawal
Whole Time Director & CEO

Place: Jodhpur
Date: April 12, 2024

Annexure – 1

Certificate on 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 (“SEBI Listing Regulations”)

To,
The Members of
Anand Rathi Wealth Limited
Express Zone, A Wing, 10th Floor,
Western Express Highway,
Goregaon (East), Mumbai – 400063,
Maharashtra (India)

Sub: Certificate pursuant to Clause 10(i) of Part C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Anand Rathi Wealth Limited (CIN: L67120MH1995PLC086696) (hereinafter referred to as ‘the Company’) having its Registered Office situated at Express Zone, A Wing, 10th Floor, Western Express Highway, Goregaon (East), Mumbai – 400063, Maharashtra (India), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V, Para C, sub-clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our knowledge, information and based on the individual confirmations received from the Board of Directors of the Company and the verification (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & KMP; its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended 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:

Sl. No.	Name of the Director	DIN
1.	Mr Anand Nandkishore Rathi	00112853
2.	Mr Kishan Gopal Somani	00014648
3.	Ms Sudha Pravin Navandar	02804964
4.	Mr Ramesh Chandak	00026581
5.	Mr Mohan Vasant Tanksale	02971181
6.	Mr Rakesh Rawal*	02839168
7.	Mr Pradeep Navratan Gupta	00040117

* Mr Rakesh Rawal (DIN: 02839168), re-appointment as Whole-time Director and Chief Executive Officer of the Company w.e.f. 1st April, 2023.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification.

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

For **RATHI AND ASSOCIATES**
Company Secretaries

HIMANSHU S. KAMDAR
PARTNER

M. NO. FCS 5171

COP NO. 3030

UDIN: F005171F000159371

Place: Mumbai
Date: April 12, 2024

Annexure – 2

Certification by CEO and CFO under Regulation 17(8) of SEBI Listing Regulations

To,
The Board of Directors,
Anand Rathi Wealth Limited

We have reviewed the financial statements and the cash flow statement of Anand Rathi Wealth Limited for the year ended March 31, 2024 and that to the best of our knowledge and belief:

- (a) (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and 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.
- (d) We have indicated to the Auditors and the Audit Committee that during the year under reference:
 - (i) There have not been any significant changes in internal control over financial reporting;
 - (ii) There have not been any significant changes in accounting policies made during the year except that mandated under the Companies Act 2013 read with Rule 3 of the Companies (Indian Accounting Standard) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016; and
 - (iii) There have not been any instances of significant fraud of which we have become aware of 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 Anand Rathi Wealth Ltd

Rakesh Rawal

Whole Time Director & Chief Executive Officer

Date: April 12, 2024

For Anand Rathi Wealth Ltd

Rajesh Bhutara

Chief Financial Officer

B R S R

Business Responsibility & Sustainability Report



INTRODUCTION

Since its establishment in 2002, Anand Rathi Wealth Limited (ARWL) has specialised in private wealth solutions, primarily catering to High-Net-Worth Individuals (HNIs) and Ultra-High-Net-Worth Individuals (UHNIs). Being a recently listed company, ARWL has solidified its presence in the wealth management sector. Registered with the Association of Mutual Funds in India (AMFI) as a Mutual Fund Distributor, ARWL currently manages Assets Under Management (AUM) of ₹ 57,807 Crores, serving 9,911 client families both domestically and internationally.

Global and Local Reach

ARWL operates with a dedicated team of 332 relationship managers across 17 locations in India, including Ahmedabad, Bengaluru, Chandigarh, Chennai, Coimbatore, Delhi, Gurugram, Hyderabad, Kolkata, Mumbai, Nashik, Noida, Pune, Rajasthan, Visakhapatnam, Jabalpur, and Lucknow. Moreover, the Company extends its global footprint through a representative office in Dubai, thereby enhancing its capacity to cater to a diverse international clientele.

Vision and Mission

Vision: ARWL is committed to being a client-centric company, focussed on delivering long-term value to its clients while upholding the highest standards of excellence, ethics, and professionalism.

Mission: The Company aims to lead in investment advisory by offering innovative financial solutions. ARWL strives to be the first choice for clients and employees by continuously adapting and responding to their evolving needs.

Regulatory Compliance and Sustainability Reporting

Through its Gazette Notification dated June 14, 2021, and Circular dated May 10, 2021, the Securities and Exchange Board of India (SEBI) has mandated the top 1,000 listed entities to disclose their performance against the nine principles of the 'National Guidelines on Responsible Business Conduct' (NGBRCs) in their 'Business Responsibility and Sustainability Report' (BRSR). Adhering to the same, ARWL has prepared and published the Business Responsibility and Sustainability Report for 2023-24, thereby ensuring compliance with top governance standards, and reaffirming its commitment to responsible business practices and sustainability.

Commitment to Sustainability and Responsible Business Conduct

The integration of NGBRCs into its business operations underscores ARWL's dedication to sustainability and ethical practices. The Company's endeavours are not solely focussed on achieving financial success but also on making positive contributions to society and the environment.

SECTION A ▶ **GENERAL DISCLOSURES****I. Details of the listed entity**

Sr. no.	Particulars	Details
1.	Corporate identity number (CIN)	L67120MH1995PLC086696
2.	Name of the listed entity	Anand Rathi Wealth Limited (ARWL)
3.	Year of incorporation	1995
4.	Registered office address	Express Zone, A Wing, 10 th Floor, Western Express Highway, Goregaon (E), Mumbai - 400 063
5.	Corporate address	Floor No. 2 & 3, Block B & C, E-wing, Trade Link, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013
6.	E-mail	csarwsl@rathi.com
7.	Telephone	022-62817000
8.	Website	https://anandrathiwealth.in
9.	Financial year (FY) for which reporting is being done	2023-24
10.	Name of the Stock Exchange(s) where shares are listed	a. National Stock Exchange of India Limited (NSE Ltd.) b. BSE Limited (BSE Ltd.)
11.	Paid-up capital	₹ 20,91,41,485/- comprising 4,18,28,297 equity shares of ₹ 5/- each (As of March 31, 2024)
12.	Name and contact details (telephone, e-mail address) of the person who may be contacted in case of any queries on the BRSR report	Ms Jaeer Sarwankar Company Secretary & Compliance Officer E-mail: csarwsl@rathi.com Telephone: 022 62813214
13.	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e., only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together)	Disclosures made in this report are on a standalone basis and pertain to the Company only.
14.	Name of assurance provider	Not Applicable
15.	Type of assurance obtained	Not Applicable

II. Products/services

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

Description of main activity	Description of business activity	% of turnover of the entity
Financial and insurance services	Other financial activities	100%

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

Product/service	NIC code*	% of total turnover contributed
Other financial service activities, except insurance and pension funding activities, n.e.c.: financial advisory, brokerage and consultancy services.	64990	100%

*Source: National Industrial Classification for India 2008 (NIC-2008)

III. Operations

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

	Number of plants*	Number of offices	Total
National**	-	17	17
International	-	1 [^]	1



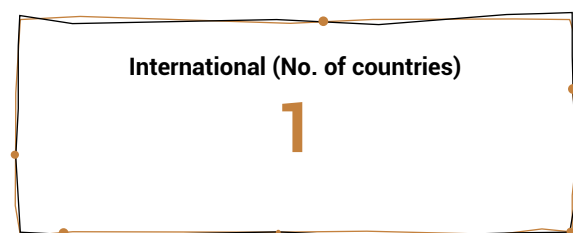
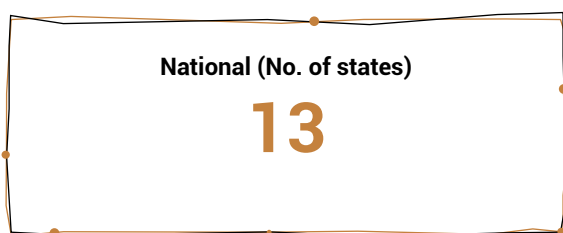
*The Company is engaged in the business of providing wealth solutions and, hence, does not undertake any manufacturing activity.

**The details related to the Company's distribution network are provided in the Management Discussion and Analysis Report, which forms part of the Annual Report.

[^]The Company has one representative office in Dubai.

19. Markets served by the entity:

a. Number of locations



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

Nil

c. A brief on types of customers:

The Company provides wealth solutions designed specifically for High-Net-Worth Individuals (HNIs) and Ultra-High Net-Worth Individuals (UHNIs).

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CIN : L67120MH1995PLC086696

IV. Employees

20. Details as at the end of financial year:

a. Employees and workers (including differently abled):

Sr. no.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
Employees						
1.	Permanent (D)	1,012	661	65%	351	35%
2.	Other than permanent (E)	-	-	-	-	-
3.	Total employees (D + E)	1,012	661	65%	351	35%
Workers						
4.	Permanent (F)					
5.	Other than permanent (G)					
6.	Total workers (F + G)					

b. Differently abled employees and workers:

Sr. no.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
Employees						
1.	Permanent (D)					
2.	Other than permanent (E)					
3.	Total employees (D + E)					
Workers						
4.	Permanent (F)					
5.	Other than permanent (G)					
6.	Total workers (F + G)					

* The Company does not have any differently abled employees or workers.

21. Participation/inclusion/representation of women:

	Total (A)	No. and percentage of females	
		No. (B)	% (B/A)
Board of Directors [§]	7	1	14.29%
Key Management Personnel*	3	1	33.33%

[§] It includes Whole-Time Director & CEO (KMP).

* Key Managerial Personnel are defined as per Section 2(51) of the Companies Act, 2013.

22. Turnover rate for permanent employees and workers:

	2023-24 (Turnover rate in current FY)			2022-23 (Turnover rate in previous FY)			2021-22 (Turnover rate in the year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent employees	13.66%	16.81%	14.75%	17.6%	30.24%	22.15%	28.09%	38.5%	31.9%
Permanent workers	Not Applicable								

V. Holding, subsidiary and associate companies (including joint ventures)

23.

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

Sr. no.	Name of the holding/subsidiary/associate companies/joint ventures (A)	Indicate whether holding/subsidiary/associate/joint venture	% of shares held by listed entity	Does the entity, indicated at column A, participate in the business responsibility initiatives of the listed entity? (Yes/No)
1	AR Digital Wealth Private Limited	Subsidiary	75.51	No
2	Ffreedom Intermediary Infrastructure Private Limited	Subsidiary	100	No
3	Freedom Wealth Solutions Private Limited	Subsidiary	95	No

VI. CSR details







24.

(i) Whether CSR is applicable as per Section 135 of the Companies Act, 2013:	Yes. For more information on this, please refer to Annexure II of the Board's Report.
(ii) Turnover	₹ 69,467.63 Lakhs (represents total revenue from the operations of the Company on a standalone basis.)
(iii) Net worth	₹ 68,214.61 Lakhs

*Turnover and net worth amount as of March 31, 2024.

VII. Transparency and disclosures compliances

25. Complaints/grievances on any of the principles (Principles 1 to 9) under the National Guidelines on responsible business conduct:

Stakeholder group from whom the complaint is received	Grievance redressal mechanism in place (Yes/No) (If yes, then provide web-link for grievance redress policy)
 ▶ Communities	No
 ▶ Investors (other than shareholders)	Yes rnt.helpdesk@linkintime.co.in
 ▶ Shareholders	Yes, the Company provides a channel to address any issues or complaints raised by its shareholders. Link Intime India Private Limited serves as the appointed Share Transfer Registrars Agent, responsible for handling shareholder inquiries, requests, and grievances. For more information: www.scores.gov.in/admin
 ▶ Employees and workers	Yes, the Company's whistle-blower mechanism is readily accessible to all employees, offering multiple communication channels for expressing concerns such as utilising an e-mail address or submitting written complaints. These diverse channels effectively address any grievances raised through the whistle-blower mechanism. https://www.anandrathiwealth.in/wealthpdf/13dec/13VigilMechanismWhistleBlowerPolicy.pdf
 ▶ Customers	Yes, customers have various avenues to voice their complaints, including sending an e-mail or using courier services. For complaints, please e-mail at: clientredressal@rathi.com enquiry@rathi.com support.wm@rathi.com
 ▶ Value chain partners	No

2023-24 (Current financial year)			2022-23 (Previous financial year)		
Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Nil	Nil	NA	Nil	Nil	NA
Nil	Nil	NA	Nil	Nil	NA
Nil	Nil	NA	3	Nil	NA
Nil	Nil	NA	Nil	Nil	NA
Nil	Nil	NA	Nil	Nil	NA
Nil	Nil	NA	Nil	Nil	NA

26. Overview of the entity’s material responsible business conduct issues:

The responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to the business, the rationale for identifying the same, and the approach to adapt or mitigate the risk, along with its financial implications, are indicated below:

Material issue identified*	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity
 Increasing financial literacy		Indians traditionally lean towards saving money and investing in secure instruments. However, increasing financial literacy can broaden horizons and provide new investment perspectives
 Digitisation		The demand for digital transactions is steadily increasing, driven by low-cost internet data, widespread smartphone penetration, and India's biometric identity card system
 Data security and customer privacy		The Company's technology infrastructure is expanding, heightening the risk of privacy breaches and data security vulnerabilities
 Corporate governance		The Company prioritises growth, while ensuring compliance, maintains asset quality through ethical and transparent practices, and provides necessary disclosures to regulators and stakeholders. This commitment upholds their trust and enhances the Company's reputation and goodwill
 Customer satisfaction		The Company serves a broad client base with financial products and services. Any undesirable customer experience could lead to customer attrition or reputational damage
 Human capital development		<p>Managing the skills, capabilities and power of employees within an organisation is crucial</p> <p>Everything from recruitment, development, retention, and rewards to enhancing performance contributes to the Company's talent management strategy</p> <p>A well-directed talent management system, elevate the organisation to new heights and lay the groundwork for fostering leadership</p> <p>The main objective of the talent management process is to hire the most talented individuals for the organisation</p>
 Climate change	 	<p>The emergence of climate change has created new material risks and heightened reputational risks for businesses</p> <p>There is a significant untapped opportunity as the country strengthens its resilience to climate risks</p> <p>Shareholder activism regarding governance practices is on the rise</p>



In case of risk, approach to adapt or mitigate

**Financial implications of the risk or opportunity
(Indicate positive or negative implications)**

- The Company aims to encourage financial savings and invest more in non-conventional/other instruments

Positive

- Enabling wealth creation for Indian investors
- Facilitating businesses to connect with wider audiences
- Fostering the potential for cross-selling different products to clients, aiming to increase the Company's business revenue

- The Company consistently invests in technology and has implemented a robust digital environment within the organisation to minimise reliance on paper-based transactions and communications

Positive

- Cost efficient
- Better service to customers

- The Company has implemented an extensive Information Security Management System to safeguard its systems and protect information. This helps mitigate potential material financial impacts

Negative

- Data breaches pose a threat to the Company's reputation and can result in litigation and financial risks

- The Company diligently complies with reviews by regulators and the Board, among others, ensuring compliance, succession plans and necessary discussions/notes are presented at periodic intervals

Positive

- A distinguished Board and transparent operations will increase confidence among investors and other stakeholders

- The Company has established a robust platform for promptly identifying and prioritising the resolution of customer grievances
- The Company addresses customer needs by conducting satisfaction surveys, aiming to retain the customer base and deliver timely solutions

Positive

- The more satisfied a customer is, the lower the churn rate and the higher the brand loyalty. The Company aims to provide a hassle-free, smooth wealth management experience to its customers

- The Company prioritises robust people practices aimed at fostering overall employee growth. This includes health and well-being initiatives, adherence to fair pay norms, equal opportunity for all and extensive training programmes

Positive

By focussing on human capital development, the Company can enhance operational efficiency and drive innovation

Negative

Neglecting human capital management can lead to higher turnover rates, increased recruitment costs, and elevated training expenses

- The Company investment team monitors ESG-related factors of investee companies
- The Company aligns with the regulatory requirements by adopting a stewardship code
- The Company remains committed to identifying and pursuing opportunities to minimise its environmental impact. Moreover, the Company continues to identify and act on opportunities to reduce its impact on the environment

Positive

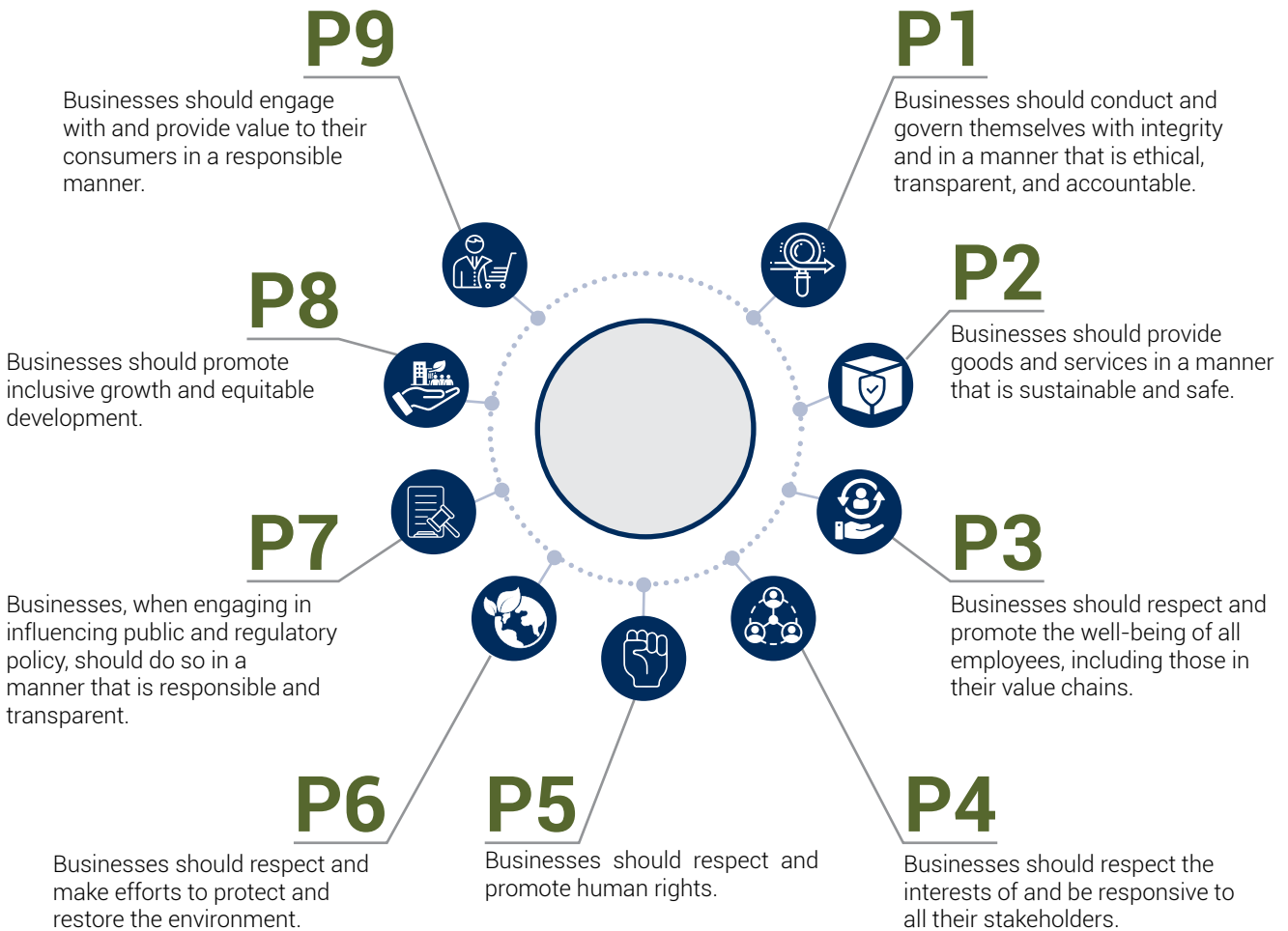
Drives better risk management and value creation

Negative

Physical and transition risks

SECTION B ► **MANAGEMENT AND PROCESS DISCLOSURES**

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



Disclosure questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and management processes									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
b. Has the policy been approved by the Board? (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
c. Web link of the policies, if available	1, 2, 3, 4, 5, 6	-	7	7, 8, 9	7, 8	-	-	9	-
1. Code of Conduct for Board Members and Senior Management									
2. Policy on Prevention of Money Laundering Act									
3. Policy on Related Party Transaction									
4. Insider Trading Policy									
5. Familiarisation Policy									
6. Nomination and Remuneration Policy									
7. Vigil Mechanism and Whistle-Blower									
8. Anti-Sexual Harassment (ASH) Policy									
9. CSR Policy									
2. Whether the entity has translated the policy into procedures. (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
4. Name of the national and international codes/certifications/labels/standards (e.g., Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	N	N	N	N	N	N	N	N	N
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	N	N	N	N	N	N	N	N	N
<p>Although the Company has not set any specific targets or goals, its commitment lies in creating a positive impact on communities through focussed CSR activities and investor awareness programmes. The Company prioritises a healthy workplace environment, advocating equality and merit-based hiring. Upskilling the workforce is key to navigating evolving business landscapes. Additionally, the Company is dedicated to inclusive development and reducing its carbon footprint, emphasising sustainable material sourcing and engaging stakeholders to strengthen its ESG proposition.</p>									
6. Performance of the entity against the specific commitments, goals and targets along with reasons in case the same are not met.	<ul style="list-style-type: none"> The Company acknowledges its responsibility to make a positive impact on communities by identifying key focus areas and fulfilling these commitments through investor education initiatives and corporate social responsibility endeavours The Company fosters an inclusive workplace devoid of discrimination against individuals based on gender, race/caste, religion/belief, disability, marital status, or any other category. Additionally, the organisation prioritises hiring based on merit and qualifications The Company is dedicated to reducing its carbon footprint 								

Disclosure questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
Governance, leadership and oversight									
7. Statement by the Director responsible for the Business Responsibility Report, highlighting ESG-related challenges, targets and achievements.	The Company recognises the crucial link between sustainability and financial goals, thereby seamlessly integrating ESG factors into its business and operations. The Company is committed to implementing a robust ESG strategy in collaboration with all stakeholders.								
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Mr Rakesh Rawal – (Whole-Time Director & CEO) Telephone: 022-62817003 E-mail: rakeshrawal@rathi.com								
9. Does the entity have a specified Committee of the Board/Director responsible for decision-making on sustainability related issues? (Yes/No). If yes, provide details.	1. Mr Rakesh Rawal – (Whole-Time Director & CEO) 022-62817003, rakeshrawal@rathi.com 2. Mr Rajesh Bhutara – Chief Financial Officer Telephone: 022-62817003 E-mail: rajeshbhutra@rathi.com								

10. Details of Review of NGRBCs by the Company:

Subject for review	Indicate whether review was undertaken by Director/Committee of the Board/Any other Committee									Frequency (Annually/half yearly/quarterly/any other)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow-up action	The Board of Directors and its Committees meet periodically to evaluate the Company's performance across various aspects, including adherence to NGRBC Principles where relevant.																	
Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances	The Company complies with relevant statutory requirements aligned with its principles, proactively rectifying any instances of non-compliance.									Quarterly								

11. Has the entity carried out independent assessment/evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	P1	P2	P3	P4	P5	P6	P7	P8	P9
	Assessment is an ongoing process, with the senior management of the Company regularly reviewing the policy.								

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

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the Principles material to its business (Yes/No)	Not Applicable								
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									





SECTION C PRINCIPLE-WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorised as 'Essential' and 'Leadership'. While the essential indicators are expected to be disclosed by every entity mandated to file this report, the Leadership indicators may be voluntarily disclosed by entities that aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

PRINCIPLE 1 Businesses should conduct and govern themselves with integrity and in a manner that is Ethical, Transparent and Accountable.

Essential Indicators

1. PERCENTAGE COVERAGE BY TRAINING AND AWARENESS PROGRAMS ON ANY OF THE PRINCIPLES DURING THE FINANCIAL YEAR:

Segment	Total number of training and awareness programs held	Topics/principles covered under the training and its impact	% age of persons in respective category covered by the awareness programs
 Board of Directors (BoD)	Throughout the year, the Independent Directors at the Company spent an average of 10 workforce hours participating in various familiarisation programmes.	Familiarisation programmes * For more details, please refer to the link below: https://www.anandrathiwealth.in/wealthpdf/05april24/NoteonfamiliarizationofProgrammee.pdf	100%
 Key Managerial Personnel (KMP)	1	Insider Trading	100%
 Employee other than BoD and KMPs	1	Awareness of POSH Act	100%
 Workers		Not Applicable	

* Note:

- When a new Independent Director is appointed, the Company holds a session with senior management, including the CEO and Deputy CEO, to discuss the business of the Company.
- Presentations are conducted during Board and Committee meetings to familiarise Independent and Non-Executive Directors with the Company's strategy, financial performance, business operations, regulatory compliance, and industry dynamics.

2. DETAILS OF FINES/PENALTIES/PUNISHMENT/AWARD/COMPOUNDING FEES/SETTLEMENT AMOUNT PAID IN PROCEEDINGS (BY THE ENTITY OR BY DIRECTORS/KMPS) WITH REGULATORS/LAW ENFORCEMENT AGENCIES/ JUDICIAL INSTITUTIONS, IN THE FINANCIAL YEAR, IN THE FOLLOWING FORMAT (NOTE: THE ENTITY SHALL MAKE DISCLOSURES BASED ON MATERIALITY AS SPECIFIED IN REGULATION 30 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE OBLIGATIONS) REGULATIONS, 2015 AND AS DISCLOSED ON THE ENTITY'S WEBSITE):

Monetary					
	NGRBC principle	Name of the regulatory/enforcement agencies/judicial institutions	Amount (in ₹)	Brief of the case	Has an appeal been preferred? (Yes/No)
Penalty/fine					
Settlement			Nil		
Compounding fee					

Non-monetary				
	NGRBC Principle	Name of the regulatory/enforcement agencies/judicial institutions	Brief of the case	Has an appeal been preferred? (Yes/No)
Imprisonment				
Punishment			Nil	

*No fines/penalties/punishments/awards/compounding fees/settlement amounts were levied in 2023-24.

3. OF THE INSTANCES DISCLOSED IN QUESTION 2 ABOVE, DETAILS OF THE APPEAL/REVISION PREFERRED IN CASES WHERE MONETARY OR NON-MONETARY ACTION HAS BEEN APPEALED.

Case details		
<table border="0"> <tr> <td style="border-right: 1px solid black; padding-right: 10px;">Name of the regulatory/enforcement agencies/judicial institutions</td> <td style="padding-left: 10px;">Not Applicable</td> </tr> </table>	Name of the regulatory/enforcement agencies/judicial institutions	Not Applicable
Name of the regulatory/enforcement agencies/judicial institutions	Not Applicable	

4. DOES THE ENTITY HAVE AN ANTI-CORRUPTION OR ANTI-BRIBERY POLICY? IF YES, PROVIDE DETAILS IN BRIEF AND IF AVAILABLE, PROVIDE A WEB LINK TO THE POLICY.

The Company's Anti-Bribery and Anti-Corruption Policy is presently undergoing review and will be put into effect upon approval from the Management. Although not publicly disclosed, the Company has established a comprehensive policy to guide Directors and employees at all levels. Emphasising ethical practices and compliance with laws and regulations, the Company has implemented control systems aligned with these principles to uphold the highest standards of integrity. Additionally, these measures are put in place to promote professionalism across the organisation.



5. NUMBER OF DIRECTORS/KMPs/EMPLOYEES/WORKERS AGAINST WHOM DISCIPLINARY ACTION WAS TAKEN BY ANY LAW ENFORCEMENT AGENCY FOR THE CHARGES OF BRIBERY/CORRUPTION:

	2023-24 (Current financial year)		2022-23 (Previous financial year)	
	Number	Remarks	Number	Remarks
Directors	Nil	NA	Nil	NA
KMPs	Nil	NA	Nil	NA
Employees	Nil	NA	Nil	NA
Workers	Nil	NA	Nil	NA

6. DETAILS OF COMPLAINTS WITH REGARD TO CONFLICT OF INTEREST:

	2023-24 (Current financial year)		2022-23 (Previous financial year)	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of conflict of interest of the Directors	Nil	NA	Nil	NA
Number of complaints received in relation to issues of conflict of interest of the KMPs	Nil	NA	Nil	NA

7. PROVIDE DETAILS OF ANY CORRECTIVE ACTION TAKEN OR UNDERWAY ON ISSUES RELATED TO FINES/PENALTIES/ ACTION TAKEN BY REGULATORS/LAW ENFORCEMENT AGENCIES/JUDICIAL INSTITUTIONS, ON CASES OF CORRUPTION AND CONFLICTS OF INTEREST.

Not Applicable

8. NUMBER OF DAYS OF ACCOUNTS PAYABLES ((ACCOUNTS PAYABLE *365)/COST OF GOODS/SERVICES PROCURED) IN THE FOLLOWING FORMAT:

	2023-24 (Current financial year)	2022-23 (Previous financial year)
No. of days of accounts payable	Nil	Nil

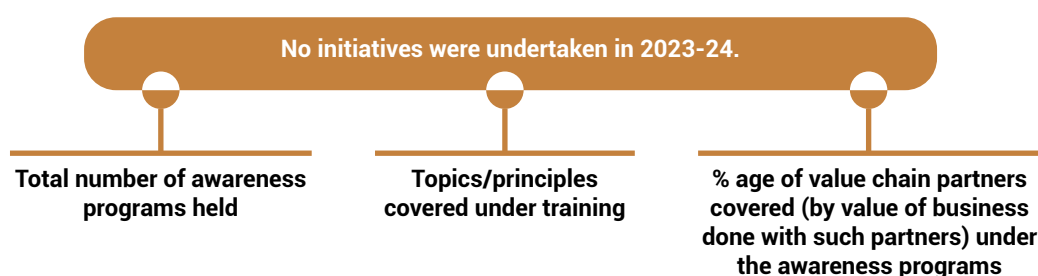
9. OPEN-NESS OF BUSINESS.

PROVIDE DETAILS OF CONCENTRATION OF PURCHASES AND SALES WITH TRADING HOUSES, DEALERS, AND RELATED PARTIES ALONG-WITH LOANS AND ADVANCES & INVESTMENTS, WITH RELATED PARTIES, IN THE FOLLOWING FORMAT:

Parameter	Metrics	2023-24 (Current financial year)	2022-23 (Previous financial year)
Concentration of purchases	a. Purchases from trading houses as % of total purchases	Nil	Nil
	b. Number of trading houses where purchases are made from	Nil	Nil
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	Nil	Nil
Concentration of sales	a. Sales to dealers/distributors as % of total sales	Nil	Nil
	b. Number of dealers/distributors to whom sales are made	Nil	Nil
	c. Sales to top 10 dealers/distributors as % of total sales to dealers/distributors	Nil	Nil
Share of RPTs in	a. Purchases (Purchases with related parties/total purchases)	0.44	0.39
	b. Sales (Sales to related parties/total sales)	0.02	0.007
	c. Loans & advances (Loans & advances given to related parties/total loans & advances)	Nil	Nil
	d. Investments (Investments in related parties/total investments made)	Nil	Nil

Leadership Indicators

1. AWARENESS PROGRAMS CONDUCTED FOR VALUE CHAIN PARTNERS ON ANY OF THE PRINCIPLES DURING THE FINANCIAL YEAR:



2. DOES THE ENTITY HAVE PROCESSES IN PLACE TO AVOID/MANAGE CONFLICT OF INTERESTS INVOLVING MEMBERS OF THE BOARD? (YES/NO) IF YES, PROVIDE DETAILS OF THE SAME.: YES

The Company demonstrates its commitment to integrity and transparency through its Code of Conduct for the Board of Directors and Senior Management Personnel. This code mandates that Directors and Senior Management uphold a stringent avoidance of any engagements in business, relationships, or activities that could potentially lead to a conflict of interest conflicting with the Company's interests.

To uphold this principle, the Company diligently gathers disclosures from its Directors in accordance with Sections 149 and 184 of the Companies Act, 2013. These disclosures encompass details about any entities in which the Director has an interest or concern, including their shareholding, if applicable.

In accordance with the Company Policy on the materiality of related party transactions and their handling, entities in which a Director holds an interest or concern are categorised as related parties of the Company. Prior to engaging in transactions with such related parties, the Company Committee/Board ensures the necessary approvals are obtained.

Links to the policies:

- [Code of Conduct for Board Members and Senior Management](#)
- [Policy on Related Party Transactions](#)





PRINCIPLE 2

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

Essential Indicators

- PERCENTAGE OF R&D AND CAPITAL EXPENDITURE (CAPEX) INVESTMENTS IN SPECIFIC TECHNOLOGIES TO IMPROVE THE ENVIRONMENTAL AND SOCIAL IMPACTS OF PRODUCTS AND PROCESSES TO TOTAL R&D AND CAPEX INVESTMENTS MADE BY THE ENTITY, RESPECTIVELY.**

Current financial year	Previous financial year	Details of improvements in environmental and social impacts
 R&D	Refer to note below.	 Capex

*Given that the Company's core business revolves around providing financial services, capital investments in information technology take precedence. During the year, the Company invested ₹ 151.14 Lakhs towards enhancing its technological infrastructure, constituting 39.73% of its IT CAPEX. With a commitment to sustainability, the Company remains proactive in identifying and capitalising on opportunities to minimise its environmental footprint. Additionally, the Company consistently channels investments into technology, fostering a resilient digital ecosystem within the organisation.

- Does the entity have procedures in place for sustainable sourcing? (Yes/No):**

No.

The Company's primary focus is to provide financial solutions to its customers. Though sustainable sourcing may not be directly pertinent to its business operations, the Company remains dedicated to energy conservation and resource consumption reduction through the implementation of advanced technologies.

Through extensive utilisation of technology, the Company actively minimises its paper and fuel consumption. This strategic approach not only enhances efficiency but also demonstrates a commitment to minimising environmental impact.

Some initiatives that exemplify the Company's efforts towards sustainable sourcing include:

- Transitioning from plastic pens to eco-friendly paper pens, thus reducing plastic usage and lessening the demand for plastic production, consequently leading to lower carbon dioxide emissions.
- Shifting from conventional notepads to recycled paper versions, to reduce the impact of tree depletion, decrease water usage, and reduce solid waste accumulation in landfills.

Moreover, these initiatives showcase the Company's commitment to sustainable practices and environmental stewardship. Additionally, sustainable sourcing may not align directly with its primary business focus.

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

Not Applicable

3. DESCRIBE THE PROCESSES IN PLACE TO SAFELY RECLAIM YOUR PRODUCTS FOR REUSING, RECYCLING AND DISPOSING AT THE END OF LIFE FOR (A) PLASTICS (INCLUDING PACKAGING) (B) E-WASTE (C) HAZARDOUS WASTE AND (D) OTHER WASTE.

Due to the specific nature of the Company's operations, opportunities for reclaiming, reusing, recycling, and disposing of products are somewhat constrained. However, the Company has established partnerships with renowned vendors to handle specific waste streams in a responsible manner.

For instance, e-waste generated by the data centre undergoes collection by an authorised vendor, which subsequently processes it at their recycling and recovery unit. Furthermore, the Company has partnered with an authorised vendor to oversee the management waste originating from its air conditioning systems. Through collaboration with an HVAC waste management company, regular visits are conducted to collect all types of HVAC waste. Moreover, this waste undergoes disposal via a designated channel aimed at minimising carbon emissions.

By working closely with these vendors, the Company ensures that the waste is handled in an environmentally conscious manner, aligning with its commitment to sustainable practices.

4. WHETHER EXTENDED PRODUCER RESPONSIBILITY (EPR) IS APPLICABLE TO THE ENTITY'S ACTIVITIES (YES/NO). IF YES, WHETHER THE WASTE COLLECTION PLAN IS IN LINE WITH THE EXTENDED PRODUCER RESPONSIBILITY (EPR) PLAN SUBMITTED TO POLLUTION CONTROL BOARDS? IF NOT, PROVIDE STEPS TAKEN TO ADDRESS THE SAME.

Given the nature of the Company's business, the above is not applicable.

Leadership Indicators

1. HAS THE ENTITY CONDUCTED LIFE CYCLE PERSPECTIVE/ASSESSMENTS (LCA) FOR ANY OF ITS PRODUCTS (FOR MANUFACTURING INDUSTRY) OR FOR ITS SERVICES (FOR SERVICE INDUSTRY)? IF YES, PROVIDE DETAILS IN THE FOLLOWING FORMAT?

Since the Company operates in the financial services sector, this does not apply.

2. IF THERE ARE ANY SIGNIFICANT SOCIAL OR ENVIRONMENTAL CONCERNS AND/OR RISKS ARISING FROM PRODUCTION OR DISPOSAL OF YOUR PRODUCTS/SERVICES, AS IDENTIFIED IN THE LIFE CYCLE PERSPECTIVE/ASSESSMENTS (LCA) OR THROUGH ANY OTHER MEANS, BRIEFLY DESCRIBE THE SAME ALONG-WITH ACTION TAKEN TO MITIGATE THE SAME.

Name of product/service	Description of the risk/concern	Action taken
Not Applicable		

3. PERCENTAGE OF RECYCLED OR REUSED INPUT MATERIAL TO TOTAL MATERIAL (BY VALUE) USED IN PRODUCTION (FOR MANUFACTURING INDUSTRY) OR PROVIDING SERVICES (FOR SERVICE INDUSTRY).

Indicate input material	Recycled or re-used input material to total material	
	2023-24 (Current financial year)	2022-23 (Previous financial year)
Not Applicable		

4. OF THE PRODUCTS AND PACKAGING RECLAIMED AT END OF LIFE OF PRODUCTS, AMOUNT (IN METRIC TONNES) REUSED, RECYCLED, AND SAFELY DISPOSED, AS PER THE FOLLOWING FORMAT:

	2023-24 (Current financial year)			2022-23 (Previous financial year)		
	Re-used	Recycled	Safely disposed	Re-used	Recycled	Safely disposed
Plastics (including packaging)						
E-waste						
Hazardous waste						
Other waste						

Due to the nature of the Company's business, this does not apply.

5. RECLAIMED PRODUCTS AND THEIR PACKAGING MATERIALS (AS PERCENTAGE OF PRODUCTS SOLD) FOR EACH PRODUCT CATEGORY.

Indicate product category	Reclaimed products and their packaging materials as % of total products sold in respective category
	Not Applicable



PRINCIPLE 3

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

Essential Indicators

1.

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

% of employees covered by											
Category	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity benefits		Day care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent employees											
Male	661	661	100%	661	100%	NA	NA	Nil	Nil	Nil	Nil
Female	351	351	100%	351	100%	351	100%	Nil	Nil	Nil	Nil
Total	1,012	1,012	100%	1,012	100%	351	35%	Nil	Nil	Nil	Nil
Other than permanent employees											
Male	Not Applicable										
Female	Not Applicable										
Total	Not Applicable										

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

Not Applicable

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

	2023-24 (Current financial year)	2022-23 (Previous financial year)
Cost incurred on well-being measures as a % of total revenue of the Company	0.24%	0.20%

2. DETAILS OF RETIREMENT BENEFITS FOR THE CURRENT FINANCIAL YEAR AND PREVIOUS FINANCIAL YEAR.

Benefits	2023-24 (Current financial year)			2022-23 (Previous financial year)		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/NA)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/NA)
PF*	91%	NA	Yes	88%	NA	Yes
Gratuity	100%	NA	NA	100%	NA	NA
ESI	5%	NA	Yes	7%	NA	NA
NPS*	7%	NA	Yes	6%	NA	Yes

* All employees have the option to opt for PF and NPS. However, the table above reflects the % of employees who have opted for the same.

3. ACCESSIBILITY OF WORKPLACES - ARE THE PREMISES/OFFICES OF THE ENTITY ACCESSIBLE TO DIFFERENTLY ABLED EMPLOYEES AND WORKERS, AS PER THE REQUIREMENTS OF THE RIGHTS OF PERSONS WITH DISABILITIES ACT, 2016? IF NOT, WHETHER ANY STEPS ARE BEING TAKEN BY THE ENTITY IN THIS REGARD.

The Company holds a profound dedication to promoting equal opportunity and human rights, striving to create a workplace that is safe, inclusive, and supportive for everyone. In its commitment to accessibility for individuals with disabilities, the Company has implemented initiatives such as ensuring easy access to elevators and ramps. These efforts mirror the Company's dedication to respecting and accommodating the needs of its employees, fostering an environment where everyone can feel comfortable and empowered. Additionally, the Company firmly believes in nurturing a workplace culture that celebrates diversity and offers equal opportunities for all to thrive.

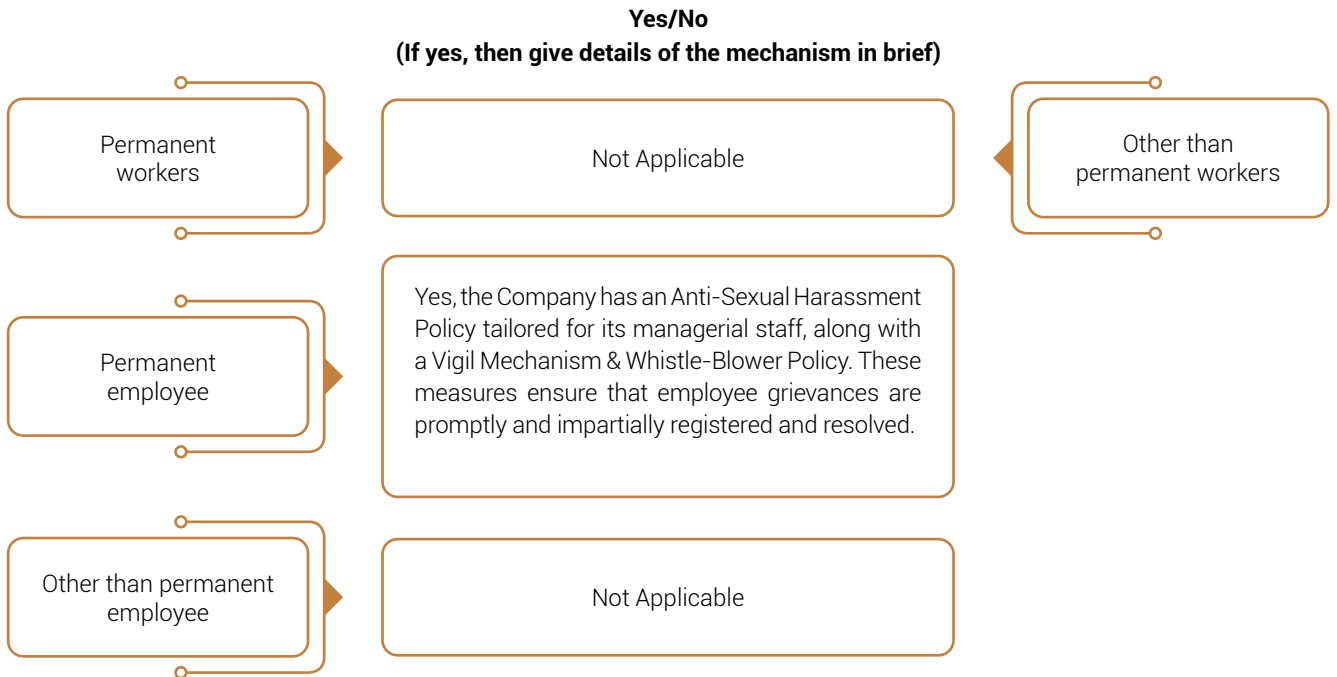
4. DOES THE ENTITY HAVE AN EQUAL OPPORTUNITY POLICY AS PER THE RIGHTS OF PERSONS WITH DISABILITIES ACT, 2016? IF SO, PROVIDE A WEB-LINK TO THE POLICY.

The Company is dedicated to inclusivity, ensuring that candidates with disabilities have equal access to opportunities. In the Company's workplace, every employee is empowered to contribute to its achievements with their diverse skills, experiences, and perspectives. Furthermore, the Company believes in fostering an environment where each individual is acknowledged and respected for their unique contributions.

5. RETURN TO WORK AND RETENTION RATES OF PERMANENT EMPLOYEES AND WORKERS THAT TOOK PARENTAL LEAVE.

Gender	Permanent employee		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	Not Applicable	Not Applicable		
Female	3	100%	Not Applicable	
Total	3	100%		

6. IS THERE A MECHANISM AVAILABLE TO RECEIVE AND REDRESS GRIEVANCES FOR THE FOLLOWING CATEGORIES OF EMPLOYEES AND WORKER? IF YES, GIVE DETAILS OF THE MECHANISM IN BRIEF.



Note:

Anti-Sexual Harassment Policy: The Company has established a comprehensive policy for the Prevention and Redressal of Sexual Harassment in the workplace. A dedicated Internal Complaints Committee has been set up to address such issues, and employees can lodge complaints via a designated email address (ic-pwm@rathi.com). Additionally, as part of the Company employee induction process, specialised training sessions on Prevention of Sexual Harassment (POSH) are conducted, reaffirming its commitment to fostering a secure environment for all staff members.

Vigil Mechanism & Whistle-Blower Policy: In addition, the Company has implemented a robust Vigil Mechanism & Whistle-Blower Policy, empowering stakeholders—including contractors, suppliers, service providers, Directors, and employees—with the authority to voice genuine concerns or grievances. This mechanism encompasses the reporting of significant deviations from management policies, instances of unethical conduct, fraud, or legal violations. By ensuring transparent communication channels and a fair process for addressing grievances, the Company underscores its dedication to upholding integrity and accountability across all levels of operation.

7. MEMBERSHIP OF EMPLOYEES AND WORKER IN ASSOCIATION(S) OR UNIONS RECOGNISED BY THE LISTED ENTITY:

Category	2023-24 (Current financial year)			2022-23 (Previous financial year)		
	Total employees/ workers in respective category (C)	No. of employees/ workers in respective category, who are part of association(s) or Union (D)	% (D/C)	Total employees/ workers in respective category (C)	No. of employees/ workers in respective category, who are part of association(s) or Union (D)	% (D/C)
Total permanent employees	Nil	Nil	NA	Nil	Nil	NA
Male	Nil	Nil	NA	Nil	Nil	NA
Female	Nil	Nil	NA	Nil	Nil	NA
Total permanent workers	Nil	Nil	NA	Nil	Nil	NA
Male	Nil	Nil	NA	Nil	Nil	NA
Female	Nil	Nil	NA	Nil	Nil	NA

Although the Company does not have a labour union, it highly regards the employees' right to peaceful association and collective bargaining. Moreover, the Company actively encourages open dialogue and direct interaction between management and employees, nurturing a supportive and collaborative workplace atmosphere.



8. DETAILS OF TRAINING GIVEN TO EMPLOYEES AND WORKERS:

The Company training requirements are specifically designed to align skills with its goals. The organisation emphasises tailored programmes, fosters a culture of continuous learning, and harnesses technology to deliver training effectively.

The Company induction programmes offer new hires comprehensive insights into the organisation's history, culture, products, processes, and team dynamics. Training covers essential topics, including the Employee Code of Conduct and workplace harassment prevention. Additionally, employees receive continuous training in areas such as personality development, computer proficiency, interpersonal skills, corporate etiquette, emotional intelligence, negotiation skills, networking skills, problem solving and decision-making, time management, and domain-specific expertise.

Category	2023-24 (Current financial year)					2022-23 (Previous financial year)				
	Total (A)	On health and safety measures		On skill upgradation		Total (D)	On health and safety measures		On skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Male	661	Nil	NA	359	54%	545	Nil	NA	297	54%
Female	351	Nil	NA	254	72%	289	Nil	NA	193	67%
Total	1012	Nil	NA	613	61%	834	Nil	NA	490	59%
Workers										
Male										
Female	Not Applicable									
Total										

9. DETAILS OF PERFORMANCE AND CAREER DEVELOPMENT REVIEWS OF EMPLOYEES AND WORKER:

Category	2023-24 (Current financial year)			2022-23 (Previous financial year)		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
Employees						
Male	661	345	52%	545	291	53%
Female	351	236	67%	289	179	62%
Total	1,012	581	57%	834	470	56%
Workers						
Male						
Female	Not Applicable					
Total						

10. HEALTH AND SAFETY MANAGEMENT SYSTEM:

- a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/No). If yes, what is the coverage of this system?**

The Company has carefully crafted a robust framework to oversee occupational health and safety. This reflects the Company's commitment to fostering a safe and healthy work environment conducive to fulfilling its responsibilities with the utmost effectiveness. This comprehensive framework encompasses all aspects under the organisation's sphere of influence that could potentially impact the performance of occupational health and safety. Key elements of this framework include adherence to legal and regulatory requirements, thorough risk assessment and mitigation strategies. Additionally, it involves the provision of comprehensive orientation and job-specific training for all staff, along with specialised training tailored for employees in pivotal roles. Moreover, the Company crafts an annual execution plan involving consultation, active employee participation, and stakeholder engagement to establish objectives and ensure continuous improvement in its health and safety practices.

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

Given the nature of the Company's operations, direct applicability is limited. Nonetheless, hazard identification remains a continuous process, diligently conducted by designated employees within the Company.

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

Not Applicable

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

Yes. Every employee at the Company is covered by health insurance a personal accident policy.

11. DETAILS OF SAFETY-RELATED INCIDENTS:

Safety incident/number	Category	2023-24	2022-23
		(Current financial year)	(Previous financial year)
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	Nil	
	Workers		Not Applicable
Total recordable work-related injuries	Employees	Nil	
	Workers		Not Applicable
No. of fatalities	Employees	Nil	
	Workers		Not Applicable
High-consequence work-related injury or ill-health (excluding fatalities)	Employees	Nil	
	Workers		Not Applicable

12. DESCRIBE THE MEASURES TAKEN BY THE ENTITY TO ENSURE A SAFE AND HEALTHY WORKPLACE.

Recognising the significant impact of a healthy work environment on employee motivation, productivity, and overall well-being, the Company has implemented substantial measures to secure and promote good health within its offices. These measures encompass various aspects:

- o Maintenance of fire safety equipment through an annual contract, including regular testing for effectiveness.
- o Placement of first aid kits at multiple locations within the office premises, accompanied by comprehensive employee training in first aid protocols, to enhance workplace safety and reduce accidents.
- o Monthly pest audits and periodic pest control treatments to maintain optimal hygiene levels and ensure a safe and healthy workspace.
- o Provision of oxygen concentrators on each floor, coupled with staff training for efficient operation during emergencies.
- o Collaboration with authorised vendors for the annual maintenance of all fire equipment.
- o Monthly checks by a tech-secure vendor on fire-fighting equipment and alarm systems, along with bi-monthly testing of fire alarms and extinguishers.
- o Regular inspection of emergency evacuation passages to ensure they are free from obstructions.
- o Availability of wheelchairs and stretchers for emergency situations.
- o Prioritisation of emotional and mental health through partnerships with external agencies for Employee Assistance Programs (EAP) services, offering counselling via various mediums and discreet provision of self-help resources to ensure confidentiality and anonymity

13. NUMBER OF COMPLAINTS ON THE FOLLOWING MADE BY EMPLOYEES AND WORKERS:

	2023-24 (Current financial year)			2022-23 (Previous financial year)		
	Filed during the year	Pending resolutions at the end of year	Remarks	Filed during the year	Pending resolutions at the end of year	Remarks
Working conditions	Nil	NA	NA	Nil	NA	NA
Health & safety	Nil	NA	NA	Nil	NA	NA



14. ASSESSMENTS FOR THE YEAR:

	% of your plants and offices that were assessed (by the entity or statutory authorities or third parties)
Health and safety practices	Not Applicable
Working conditions	

15. PROVIDE DETAILS OF ANY CORRECTIVE ACTION TAKEN OR UNDERWAY TO ADDRESS SAFETY-RELATED INCIDENTS (IF ANY) AND ON SIGNIFICANT RISKS/CONCERNS ARISING FROM ASSESSMENTS OF HEALTH & SAFETY PRACTICES AND WORKING CONDITIONS.

The Company has addressed safety concerns within its office premises. By collaborating with its pest control vendor, the Company devised a strategic plan that effectively eradicated pest infestations, significantly enhancing the workplace environment. Furthermore, the Company is currently in the process of establishing an Emergency Response Team (ERT) to proficiently manage any office emergencies, with completion anticipated by June 2024. Moreover, these initiatives demonstrate the Company commitment to guaranteeing the safety and well-being of its employees.

Leadership Indicators

1. DOES THE ENTITY EXTEND ANY LIFE INSURANCE OR ANY COMPENSATORY PACKAGE IN THE EVENT OF THE DEATH OF (A) EMPLOYEES (Y/N) (B) WORKERS (Y/N).

The Company offers employment opportunities to the spouse or dependents of a deceased employee. Furthermore, priority is given to settling benefits, including term life insurance, accidental insurance, provident fund, gratuity, and superannuation. Additionally, comprehensive group medical insurance coverage is provided for all employees and their families, including spouses and up to two children.

2. PROVIDE THE MEASURES UNDERTAKEN BY THE ENTITY TO ENSURE THAT STATUTORY DUES HAVE BEEN DEDUCTED AND DEPOSITED BY THE VALUE CHAIN PARTNERS.

The Company diligently deducts and remits taxes in accordance with regulatory framework governing transactions within its jurisdiction. This process is subjected to thorough review through both internal and statutory audits to uphold compliance and accuracy.

3. PROVIDE THE NUMBER OF EMPLOYEES/WORKERS HAVING SUFFERED HIGH CONSEQUENCE WORK- RELATED INJURY/ILL-HEALTH/FATALITIES (AS REPORTED IN Q11 OF ESSENTIAL INDICATORS ABOVE), WHO HAVE BEEN REHABILITATED AND PLACED IN SUITABLE EMPLOYMENT OR WHOSE FAMILY MEMBERS HAVE BEEN PLACED IN SUITABLE EMPLOYMENT:

	Total no. of affected employees/workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	2023-24 (Current financial year)	2022-23 (Previous financial year)	2023-24 (Current financial year)	2022-23 (Previous financial year)
Employees	Nil		Nil	
Workers	Not Applicable		Not Applicable	

4. DOES THE ENTITY PROVIDE TRANSITION ASSISTANCE PROGRAMS TO FACILITATE CONTINUED EMPLOYABILITY AND THE MANAGEMENT OF CAREER ENDINGS RESULTING FROM RETIREMENT OR TERMINATION OF EMPLOYMENT?

No

5. DETAILS ON ASSESSMENT OF VALUE CHAIN PARTNERS:



6. PROVIDE DETAILS OF ANY CORRECTIVE ACTIONS TAKEN OR UNDERWAY TO ADDRESS SIGNIFICANT RISKS/ CONCERNS ARISING FROM ASSESSMENTS OF HEALTH AND SAFETY PRACTICES AND WORKING CONDITIONS OF VALUE CHAIN PARTNERS.

Not Applicable.

PRINCIPLE 4

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

Essential Indicators

1. DESCRIBE THE PROCESSES FOR IDENTIFYING KEY STAKEHOLDER GROUPS OF THE ENTITY.

The Company is dedicated to delivering top-tier services in mutual fund distribution. The Company's stakeholders comprise a rich tapestry of groups, encompassing clients, employees, banking institutions, custodial partners, business associates, shareholders, regulatory bodies, and communities.

With a firm commitment to nurturing strong alliances across all stakeholder categories, the Company carefully identifies and prioritises these groups based on their potential to strengthen its business endeavours.

The key stakeholders recognised by the Company include:

- a. Employees
- b. Clients/customers
- c. Shareholders
- d. Beneficiaries of CSR projects
- e. Regulatory bodies



2. LIST STAKEHOLDER GROUPS IDENTIFIED AS KEY FOR YOUR ENTITY AND THE FREQUENCY OF ENGAGEMENT WITH EACH STAKEHOLDER GROUP.

Stakeholder Group	Whether identified as Vulnerable & Marginalised Group (Yes/No)	Channels of communication (e-mail, SMS, newspaper, pamphlets, advertisement, community meetings, notice board, website), other	Frequency of engagement (annually/half yearly/quarterly/ others)	Purpose and scope of engagement, including key topics and concerns raised during such engagement
Employees	No	One-on-one interactions, e-mail, senior management meetings, internal communication platforms	Quarterly, annually, need-based	Facilitate career development, ensure fair compensation and benefits, reinforce work ethics and policies, and foster effective communication and team building among employees
Clients/ customers		Branch assistance, e-mails, website, advertisements, newspapers and other digital platforms, customer helplines and toll-free numbers, customer satisfaction surveys	Ongoing and need-based	Provide superior customer service throughout the life cycle, address client needs and concerns, and gather feedback to improve services.
Shareholders		Quarterly earnings calls, e-mails, SMS, newspapers, advertisement, notices, website, Annual General meeting, intimation to stock exchanges, quarter financials and investor meetings/ conferences, investor presentations, press releases, annual reports, audio recording of the earnings call, and transcripts	At least quarterly and need-based	Keep shareholders informed about Company developments, performance, and industry trends, address shareholder concerns and grievances, provide transparency and accountability in corporate operations
Regulatory bodies		E-mails, one-on-one meetings, conference calls, video conferencing, websites	Need-based	Engage in discussions regarding approvals, circulars, guidelines, suggestions, amendments, and other regulatory matters, and ensure compliance with applicable laws and regulations
Beneficiaries of CSR projects		Yes	Partnership with local charities, community visits	Quarterly and need-based



Leadership Indicators

- 1. PROVIDE THE PROCESSES FOR CONSULTATION BETWEEN STAKEHOLDERS AND THE BOARD ON ECONOMIC, ENVIRONMENTAL AND SOCIAL TOPICS OR IF CONSULTATION IS DELEGATED, HOW IS FEEDBACK FROM SUCH CONSULTATIONS PROVIDED TO THE BOARD.**

In its effort to enhance communication about its performance and strategies, the Company places strong emphasis on continuous and proactive engagement with its stakeholders. The Board receives regular updates on various developments, with Directors encouraged to provide feedback on these updates.

- 2. WHETHER STAKEHOLDER CONSULTATION IS USED TO SUPPORT THE IDENTIFICATION AND MANAGEMENT OF ENVIRONMENTAL AND SOCIAL TOPICS (YES/NO). IF SO, PROVIDE DETAILS OF INSTANCES AS TO HOW THE INPUTS RECEIVED FROM STAKEHOLDERS ON THESE TOPICS WERE INCORPORATED INTO POLICIES AND ACTIVITIES OF THE ENTITY.**

Taking a proactive stance, the Company conducts root-cause analyses of customer complaints and grievances, leveraging them as valuable opportunities to elevate service delivery. Furthermore, the Company dedicated CSR team identifies needy and underserved areas, spearheading health and educational aid initiatives that actively engage stakeholders to foster a positive community impact.

- 3. PROVIDE DETAILS OF INSTANCES OF ENGAGEMENT WITH, AND ACTIONS TAKEN TO, ADDRESS THE CONCERNS OF VULNERABLE/MARGINALISED STAKEHOLDER GROUPS.**

The Company has made significant strides in fulfilling its commitment to uplifting communities through its core aspect of Corporate Social Responsibility (CSR). With a dedicated focus on empowerment, the Company proactively involves itself with marginalised and vulnerable segments of society, particularly in domains, such as education, healthcare, and rural development. This commitment transcends mere philanthropy, aiming for holistic change that addresses root causes and fosters sustainable development. Additionally, the Company flagship CSR initiatives epitomise this approach, utilising a blended finance approach to maximise impact and ensure enduring sustainability in its community initiatives.

PRINCIPLE 5

Businesses should respect and promote human rights.

Essential Indicators

1. EMPLOYEES AND WORKERS WHO HAVE BEEN PROVIDED TRAINING ON HUMAN RIGHTS ISSUES AND POLICY(IES) OF THE ENTITY:

Category	2023-24 (Current financial year)			2022-23 (Previous financial year)		
	Total (A)	No. of employees/ workers covered (B)	% (B / A)	Total (C)	No. of employees/ workers covered (D)	% (D / C)
Employees						
Permanent	1,012	1,012	100%	834	525	63%
Other than permanent	NA	NA	NA	NA	NA	NA
Total employees	1,012	1,012	100%	NA	NA	NA
Workers						
Permanent						
Other than permanent						Not Applicable
Total employees						

2. DETAILS OF MINIMUM WAGES PAID TO EMPLOYEES AND WORKERS:

Category	2023-24 (Current financial year)					2022-23 (Previous financial year)				
	Total (A)	Equal to minimum wage		More than minimum wage		Total (D)	Equal to minimum wage		More than minimum wage	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
Employees										
Permanent										
Male	661	44	6.65%	617	93.34%	545	46	8.44%	499	91.56%
Female	351	11	3.13%	340	96.86%	289	7	2.42%	282	97.57%
Other than Permanent										
Male	-	-	-	-	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-
Workers										
Permanent										
Male										
Female										Not Applicable
Other than Permanent										
Male										
Female										

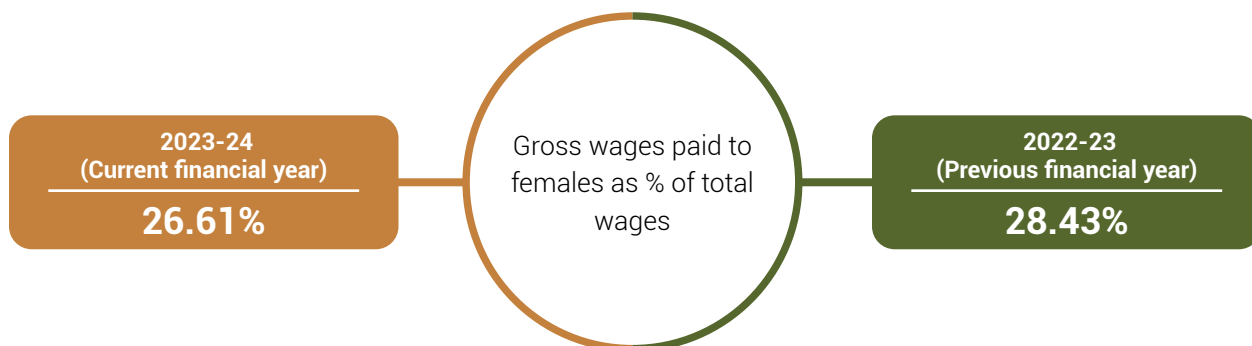
3. DETAILS OF REMUNERATION / SALARY / WAGES:

Category	Male		Female	
	Number	Median remuneration/ salary/wages of respective category	Number	Median remuneration/ salary/wages of respective category
Board of Directors (BoD) (in ₹)				
Executive Director*	1	77,620,000	-	NA
Non-Executive Director	2	NA	-	NA
Independent Director**	3	NA	1	NA
Key Managerial Personnel	3	12,420,000	-	NA
Employees other than BoD and KMP	661	992,000	351	792,000
Workers				N.A

* Only one Executive Director receives remuneration.

** The Independent Directors are compensated solely through sitting fees for their attendance at Board or Committee meetings, whether in person or via VC/OAVM.

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



4. DO YOU HAVE A FOCAL POINT (INDIVIDUAL/COMMITTEE) RESPONSIBLE FOR ADDRESSING HUMAN RIGHTS IMPACTS OR ISSUES CAUSED OR CONTRIBUTED TO BY THE BUSINESS? (YES/NO)

Yes.

The Company is committed to fortifying its stance on human rights and has implemented crucial policies like the Anti-Sexual Harassment Policy and Whistle-blower Policy to uphold these values. The Human Resources team acts as the primary point of contact for human rights issues. They diligently ensure that all members of the organisation receive consistent briefings and education on these policies, fostering heightened awareness and compliance.

5. DESCRIBE THE INTERNAL MECHANISMS IN PLACE TO REDRESS GRIEVANCES RELATED TO HUMAN RIGHTS ISSUES.

The Company demonstrates a firm commitment to upholding human rights, fostering a culture of non-discrimination within its workforce, and providing avenues for addressing grievances from its key stakeholders. The Company's Code of Conduct is developed to uphold and promote human rights principles, ensuring full compliance with the Constitution of India, national laws, and policies governing human rights. Central to the Company ethos is the preservation of dignity and respect of all stakeholders and customers, a principle held in the highest regard.

With established policies on Whistle-blower protection and Prevention of Sexual Harassment of Women at the workplace, the Company addresses human rights issues comprehensively, striving to promote the fundamental rights and freedoms of individuals. Moreover, rigorous measures are in place to prevent common human rights violations, such as discrimination, violence, forced labour, and privacy infringements, ensuring a workplace environment aligned with ethical standards and legal requirements.

6. NUMBER OF COMPLAINTS ON THE FOLLOWING MADE BY EMPLOYEES AND WORKERS:

2023-24 Current Financial Year			2022-23 Previous Financial Year		
Filed during the year	Pending resolutions at the end of year	Remarks	Filed during the year	Pending resolutions at the end of year	Remarks
Nil	NA	NA	Nil	NA	NA
<div style="border: 1px solid black; padding: 10px; width: fit-content; margin: 0 auto;"> <ul style="list-style-type: none"> Sexual Harassment Discrimination at Workplace Child Labour Forced Labour / Involuntary Labour Wages Other Human Rights Related Issues </div>					

7. COMPLAINTS FILED UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013, IN THE FOLLOWING FORMAT:

	2023-24 (Current financial year)	2022-23 (Previous financial year)
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	Nil	Nil
Complaints on POSH as a % of female employees/workers	Nil	Nil
Complaints on POSH upheld	NA	NA

8. MECHANISMS TO PREVENT ADVERSE CONSEQUENCES TO THE COMPLAINANT IN DISCRIMINATION AND HARASSMENT CASES.

The Company places a high priority on safeguarding confidentiality and ensuring the well-being of complainants throughout the investigation process. This includes regular follow-ups to mitigate any potential negative consequences and uphold their safety. Additionally, the Company is committed to providing equitable opportunities to all employees, contractors, and visitors, and strictly prohibits any form of discriminatory behaviour. Under the organisation’s Policy on Prevention of Sexual Harassment of Women at Workplace, the Company has established an internal Complaints Committee to protect complainants from adverse repercussions, while maintaining their anonymity. As an equal-opportunity employer, the Company nurtures a welcoming and just atmosphere, where all employees are valued for their skills, experiences, and perspectives, irrespective of race, colour, ancestry, gender identity, sexual orientation, marital status, religion, age, or disability.

9. DO HUMAN RIGHTS REQUIREMENTS FORM PART OF YOUR BUSINESS AGREEMENTS AND CONTRACTS? (YES/NO) :

No

10. ASSESSMENTS FOR THE YEAR:



11. PROVIDE DETAILS OF ANY CORRECTIVE ACTIONS TAKEN OR UNDERWAY TO ADDRESS SIGNIFICANT RISKS/ CONCERNS ARISING FROM THE ASSESSMENTS AT QUESTION 9 ABOVE.

Not Applicable.

Leadership Indicators

1. DETAILS OF A BUSINESS PROCESS BEING MODIFIED/INTRODUCED AS A RESULT OF ADDRESSING HUMAN RIGHTS GRIEVANCES/COMPLAINTS.

Not Applicable.

2. DETAILS OF THE SCOPE AND COVERAGE OF ANY HUMAN RIGHTS DUE-DILIGENCE CONDUCTED.

During the year, no human rights due-diligence was conducted by the Company.

3. IS THE PREMISE/OFFICE OF THE ENTITY ACCESSIBLE TO DIFFERENTLY ABLED VISITORS, AS PER THE REQUIREMENTS OF THE RIGHTS OF PERSONS WITH DISABILITIES ACT, 2016?

Yes. Please refer to question no. 3 under the essential indicators of Principle 3 of this report.

The Company places utmost importance on human rights, striving to establish a safe and inclusive environment for all individuals. Several initiatives like installing elevators and ramps for enhanced accessibility, have been introduced to assist individuals with disabilities. Furthermore, these endeavours reflect the Company commitment to ensuring that every employee feels appreciated and can navigate the workplace with convenience and confidence.

4. DETAILS ON ASSESSMENT OF VALUE CHAIN PARTNERS:



5. PROVIDE DETAILS OF ANY CORRECTIVE ACTIONS TAKEN OR UNDERWAY TO ADDRESS SIGNIFICANT RISKS/ CONCERNS ARISING FROM THE ASSESSMENTS AT QUESTION 4 ABOVE.

Not Applicable

PRINCIPLE 6

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

Essential Indicators

1. DETAILS OF TOTAL ENERGY CONSUMPTION (IN JOULES OR MULTIPLES) AND ENERGY INTENSITY IN THE FOLLOWING FORMAT:

Parameter	2023-24 (Current financial year) (in GJ)	2022-23 (Previous financial year) (in GJ)
From renewable sources		
Total electricity consumption (A)	-	-
Total fuel consumption (B)	-	-
Energy consumption through other sources (C)	-	-
Total energy consumed from renewable sources (A+B+C)	-	-
From non-renewable sources		
Total electricity consumption (D)	3,217.30	2,560.23
Total fuel consumption (E)	69.41	51.39
Energy consumption through other sources (F)	-	-
Total energy consumed from non-renewable sources (D+E+F)	3,286.71	2,611.62
Total energy consumed (A+B+C+D+E+F)	3,286.71	2,611.62
Energy intensity per rupee of turnover (Total energy consumption in GJ/turnover in ₹ Crore)	4.57	4.85
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed/revenue from operations adjusted for PPP)	1.24	3.13
Energy intensity in terms of physical output (Total energy consumed in GJ/employee)	3.25	3.13
Energy intensity (optional) – the relevant metric may be selected by the entity	-	-

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

2. DOES THE ENTITY HAVE ANY SITES/FACILITIES IDENTIFIED AS DESIGNATED CONSUMERS (DCS) UNDER THE PERFORMANCE, ACHIEVE AND TRADE (PAT) SCHEME OF THE GOVERNMENT OF INDIA? (Y/N) IF YES, DISCLOSE WHETHER TARGETS SET UNDER THE PAT SCHEME HAVE BEEN ACHIEVED. IN CASE TARGETS HAVE NOT BEEN ACHIEVED, PROVIDE THE REMEDIAL ACTION TAKEN, IF ANY.

PAT scheme is not applicable for the Company.

3. DETAILS OF THE FOLLOWING DISCLOSURES RELATED TO WATER:

Parameter	2023-24 (Current financial year) (in GJ)	2022-23 (Previous financial year) (in GJ)
Water withdrawal by source (in kiloliters)		
(i) Surface water	Not Applicable	Not Applicable
(ii) Groundwater	Not Applicable	Not Applicable
(iii) Third party water {Brihanmumbai Municipal Corporation (BMC) supply}	404.08	1,058.08
(iv) Seawater/desalinated water	NA	NA
(v) Others	NA	NA
Total volume of water withdrawal (in kiloliters) (i + ii + iii + iv + v)	404.08	1,058.08
Total volume of water consumption (in kiloliters)	404.08	1,058.08
Water intensity per rupee of turnover (Water consumed in KL/turnover in ₹ Crore)	0.56	1.97
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption/revenue from operations adjusted for PPP)	0.15	0.54
Water intensity in terms of physical output (Total water consumption in KL/employee)	0.40	1.27
Water intensity (optional) – the relevant metric may be selected by the entity	-	-

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

4. DETAILS RELATED TO WATER DISCHARGED:

Not Applicable

Parameter	2023-24 (Current financial year)	2022-23 (Previous financial year)
Water discharge by destination and level of treatment (in kiloliters)		
(i) To surface water		
- No treatment		
- With treatment – level of treatment		
(ii) To groundwater		
- No treatment		
- With treatment – level of treatment		
(iii) To seawater		
- No treatment	NA	NA
- With treatment – level of treatment		
(iv) Sent to third-parties		
- No treatment		
- With treatment – level of treatment		
(v) Others		
- No treatment		
- With treatment – level of treatment		
Total water discharged (in kilolitres)		

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

5. HAS THE ENTITY IMPLEMENTED A MECHANISM FOR ZERO LIQUID DISCHARGE? IF YES, PROVIDE DETAILS OF ITS COVERAGE AND IMPLEMENTATION.

Not Applicable

6. DETAILS OF AIR EMISSIONS (OTHER THAN GHG EMISSIONS) BY THE ENTITY:

Parameter	Please specify unit	2023-24 (Current financial year)	2022-23 (Previous financial year)
NOx			
Sox			
Particulate matter (PM)			
Persistent organic pollutants (POP)		Not Applicable	
Volatile organic compounds (VOC)			
Hazardous air pollutants (HAP)			
Others			

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

7. DETAILS OF GREENHOUSE GAS EMISSIONS (SCOPE 1 AND SCOPE 2 EMISSIONS) & ITS INTENSITY:

Parameter	Unit	2023-24 (Current financial year)	2022-23 (Previous financial year)
Total Scope 1 emissions	tCO ₂ e	4.79	3.23
Total Scope 2 emissions	tCO ₂ e	723.89	576.05
Total Scope 1 & 2 emissions	tCO ₂ e	728.67	579.28
Total Scope 1 and Scope 2 emissions per rupee of turnover (Emissions in tCO ₂ e/turnover in ₹ Crore)	tCO ₂ e/₹ Crore	1.01	1.07
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions/Revenue from operations adjusted for PPP)		0.27	0.30
Total Scope 1 and Scope 2 emission intensity in terms of physical output (Total emissions in tCO ₂ e/employee)		0.72	0.69
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity			

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

8. DOES THE ENTITY HAVE ANY PROJECT RELATED TO REDUCING GREEN HOUSE GAS EMISSION? IF YES, THEN PROVIDE DETAILS.

The Company has undertaken several initiatives towards becoming environmentally sustainable and reducing their GHG emissions:

- i. Reducing plastic usage:** The Company has transitioned from plastic pens to eco-friendly paper pens in its office stationery, thereby reducing plastic consumption and demand for plastic production. This shift contributes to a decrease in harmful carbon dioxide emissions, benefitting the environment.
- ii. Usage of recycled paper:** Currently, the Company uses recycled paper notepads instead of fresh paper ones, conserving trees, reducing water usage, and minimising solid waste in landfills, and lowering carbon dioxide emissions.
- iii. Provision of Company transport facility:** The Company offers bus transportation to employees, reducing private vehicle usage and carbon dioxide emissions, thus promoting cleaner air quality.
- iv. Energy Efficiency:** Through the installation of motion sensors for office lighting and the utilisation of HVAC equipment with high energy ratings, the Company significantly saves power. This reduction in power consumption lessens the need for energy generation, subsequently lowering carbon dioxide emissions associated with fossil fuel combustion.

9. DETAILS RELATED TO WASTE MANAGEMENT BY THE ENTITY:

Not Applicable

Parameter	2023-24 (Current financial year)	2022-23 (Previous financial year)
Total waste generated (in metric tonnes)		
Plastic waste (A)		
E-waste (B)		
Bio-medical waste (C)		
Construction and demolition waste (D)		
Battery waste (E)		
Radioactive waste (F)		
Other hazardous waste (G)		
Other non-hazardous waste generated (H) (Break-up by composition i.e. by materials relevant to the sector)		Please refer the note below
Waste intensity per rupee of turnover (Total waste generated/Revenue from operations)		
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated/Revenue from operations adjusted for PPP)		
Waste intensity in terms of physical output		
Waste intensity (optional) – the relevant metric may be selected by the entity		
Total (A + B + C + D + E + F + G + H)		

Parameter	2023-24 (Current financial year)	2022-23 (Previous financial year)
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
(i) Recycled		
(ii) Re-used	NA	NA
(iii) Other recovery operations		
Total		
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration		
(ii) Landfilling	NA	NA
(iii) Other disposal operations		
Total		

*Note: Battery and E-waste is dumped through recognised vendors

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

10. BRIEFLY DESCRIBE THE WASTE MANAGEMENT PRACTICES ADOPTED IN YOUR ESTABLISHMENTS. DESCRIBE THE STRATEGY ADOPTED BY YOUR COMPANY TO REDUCE USAGE OF HAZARDOUS AND TOXIC CHEMICALS IN YOUR PRODUCTS AND PROCESSES AND THE PRACTICES ADOPTED TO MANAGE SUCH WASTES.

Considering the nature of the Company business, it does not generate any hazardous or toxic chemical waste as a part of its operations. However, the Company exhibits proactive environmental stewardship by actively exploring sustainable alternatives to minimise plastic usage across its office and branch locations. Waste generated is handled in a systematic manner, as described below:

- Paper and dustbin bags are responsibly handled and sent to the state municipal authorities.
- E-waste disposal is meticulously managed through accredited vendors, ensuring adherence to environmental standards and regulations.

11. IF THE ENTITY HAS OPERATIONS/OFFICES IN/AROUND ECOLOGICALLY SENSITIVE AREAS (SUCH AS NATIONAL PARKS, WILDLIFE SANCTUARIES, BIOSPHERE RESERVES, WETLANDS, BIODIVERSITY HOTSPOTS, FORESTS, COASTAL REGULATION ZONES ETC.) WHERE ENVIRONMENTAL APPROVALS/CLEARANCES ARE REQUIRED:

Location of operations/offices	Type of operations	Whether the conditions of environmental approval/clearance are being complied with? (Yes/No) If no, the reasons thereof and corrective action taken, if any.
Not Applicable		

12. DETAILS OF ENVIRONMENTAL IMPACT ASSESSMENTS OF PROJECTS UNDERTAKEN BY THE ENTITY BASED ON APPLICABLE LAWS, IN THE CURRENT FINANCIAL YEAR:

Name and brief details of project	EIA notification no.	Date	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No)	Relevant web link
Not Applicable					

13. IS THE ENTITY COMPLIANT WITH THE APPLICABLE ENVIRONMENTAL LAW/REGULATIONS/GUIDELINES IN INDIA; SUCH AS THE WATER (PREVENTION AND CONTROL OF POLLUTION) ACT, AIR (PREVENTION AND CONTROL OF POLLUTION) ACT, ENVIRONMENT PROTECTION ACT AND RULES THEREUNDER (YES/NO). IF NOT, PROVIDE DETAILS OF ALL SUCH NON-COMPLIANCES:

Specify the law/regulation/guidelines which was not complied with	Provide details of the non-compliance	Any fines/penalties/action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
Not Applicable			

Leadership Indicators

1. WATER WITHDRAWAL, CONSUMPTION AND DISCHARGE IN AREAS OF WATER STRESS (IN KILOLITRES):

Not Applicable

For each facility/plant located in areas of water stress, provide the following information:

- (i) Name of the area: Not Applicable
- (ii) Nature of operations
- (iii) Water withdrawal, consumption and discharge:

Parameter	2023-24 (Current financial year)	2022-23 (Previous financial year)
Water withdrawal by source (in kilolitres)		
(i) Surface water		
(ii) Groundwater		
(iii) Third-party water		
(iv) Seawater/desalinated water		
(v) Others		
Total volume of water withdrawal (in kilolitres)		
Total volume of water consumption (in kilolitres)		
Water intensity per rupee of turnover (Water consumed/turnover)		
Water intensity (optional) – the relevant metric may be selected by the entity		

Parameter	2023-24 (Current financial year)	2022-23 (Previous financial year)
Water discharge by destination and level of treatment (in kiloliters)		
(i) Into surface water		
- No treatment		
- With treatment – level of treatment		
(ii) Into groundwater		
- No treatment		
- With treatment – level of treatment		
(iii) Into seawater		
- No treatment		
- With treatment – level of treatment		
(iv) Sent to third-parties		
- No treatment		
- With treatment – level of treatment		
(v) Others		
- No treatment		
- With treatment – level of treatment		
Total water discharged (in kilolitres)		

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Yes/No) – Not Applicable

2. DETAILS OF TOTAL SCOPE 3 EMISSIONS & ITS INTENSITY:

Parameter	Unit	2023-24 (Current financial year)	2022-23 (Previous financial year)
Total Scope 3 emissions	NA	NA	NA
Total Scope 3 emissions per rupee of turnover*	NA	NA	NA
Total Scope 3 emission intensity (optional) – the entity may select the relevant metric	NA	NA	NA

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

3. WITH RESPECT TO THE ECOLOGICALLY SENSITIVE AREAS REPORTED AT QUESTION 10 OF ESSENTIAL INDICATORS ABOVE, PROVIDE DETAILS OF SIGNIFICANT DIRECT & INDIRECT IMPACT OF THE ENTITY ON BIODIVERSITY IN SUCH AREAS ALONG-WITH PREVENTION AND REMEDIATION ACTIVITIES.

Not Applicable

4. IF THE ENTITY HAS UNDERTAKEN ANY SPECIFIC INITIATIVES OR USED INNOVATIVE TECHNOLOGY OR SOLUTIONS TO IMPROVE RESOURCE EFFICIENCY, OR REDUCE IMPACT DUE TO EMISSIONS/EFFLUENT DISCHARGE/WASTE GENERATED, PLEASE PROVIDE DETAILS OF THE SAME AS WELL AS OUTCOME OF SUCH INITIATIVES:

Sr. no.	Initiative undertaken	Details of the initiative (web-link, if any, may be provided along-with summary)	Outcome of the initiative
1	Installation of sensor taps	Sensor taps are installed in washrooms and pantry areas to reduce water consumption and prevent waste.	Reduction in water consumption, leading to conservation.
2	Regular plumbing checks	Authorised plumbers conduct periodic checks on all plumbing equipment to detect and repair any water leakages.	Prevention of water loss due to timely maintenance.
3	Employee bus transport facility	Providing bus transport for employees reduces reliance on private vehicles, resulting in cleaner air and reduced traffic congestion.	Mitigation of environmental impact through reduced vehicular emissions.
4	Paper consumption reduction	Implementation of strategies to minimise overall paper usage, advocating for printing only when necessary.	Reduction in paper waste and conservation of resources.
5	Energy consumption reduction	Measures include using radiant cooling, replacing CFLs with LED lights, and installing sensor lights to minimise energy usage.	Decreased energy consumption, contributing to sustainability efforts.

5. DOES THE ENTITY HAVE A BUSINESS CONTINUITY AND DISASTER MANAGEMENT PLAN?

Yes, the Company has an Emergency Preparedness and Response Plan.

The plan was crafted to establish a structured framework and procedures for effectively addressing a range of emergencies, including fire, earthquake, and bomb threats. Clear roles and responsibilities have been assigned to staff members to ensure a seamlessly coordinated response during crisis situations. This protocol prioritises human safety, minimises property damage, and swiftly restores normal Company operations, while facilitating responsive communication with all relevant parties.

Moreover, the procedure includes specific measures to familiarise employees with essential protocols. This include 'Action in the event of fire' and 'Action on hearing the alarm,' as well as identifying designated 'Assembly Points' for each work premises. This ensures that all staff are well-prepared and equipped to respond effectively to emergencies, fostering a culture of safety and awareness in the workplace.

Additionally, the Company is currently in the process of establishing an Emergency Response Team (ERT). This dedicated team will play a vital role in proactively managing emergency preparedness by conducting regular safety drills, maintaining emergency equipment, and staying informed about best practices. Furthermore, by maintaining a constant state of readiness, the Company aims to ensure that its workplace is well-prepared to handle a wide range of potential emergencies, safeguarding the well-being of its employees and the continuity of its operations.

6. DISCLOSE ANY SIGNIFICANT ADVERSE IMPACT TO THE ENVIRONMENT, ARISING FROM THE VALUE CHAIN OF THE ENTITY. WHAT MITIGATION OR ADAPTATION MEASURES HAVE BEEN TAKEN BY THE ENTITY IN THIS REGARDS.

Not Applicable

7. PERCENTAGE OF VALUE CHAIN PARTNERS (BY VALUE OF BUSINESS DONE WITH SUCH PARTNERS) THAT WERE ASSESSED FOR ENVIRONMENTAL IMPACTS.

Not Applicable

PRINCIPLE 7 Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.

Essential Indicators

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

1 (One)

b. List the top 10 trade and industry chambers/associations (determined based on the total members of such body) the entity is a member of/affiliated to

Name of the trade and industry chambers/associations
 Association of Mutual Funds in India (AMFI)

Reach of trade and industry chambers/associations (State/National)
 India

2. PROVIDE DETAILS OF CORRECTIVE ACTION TAKEN OR UNDERWAY ON ANY ISSUES RELATED TO ANTI-COMPETITIVE CONDUCT BY THE ENTITY, BASED ON ADVERSE ORDERS FROM REGULATORY AUTHORITIES.

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

Leadership Indicators

1. DETAILS OF PUBLIC POLICY POSITIONS ADVOCATED BY THE ENTITY:

Sr. No.	Public policy advocated	Method resorted for such advocacy	Whether information available in public domain? (Yes/No)	Frequency of Review by Board (annually/half yearly/quarterly/others)	Web link, if available
The Company showcases its commitment to upholding AMFI guidelines by engaging in educational initiatives aimed at informing investors about mutual funds and financial products.					



PRINCIPLE 8

Businesses should promote inclusive growth and equitable development.

Essential Indicators

1. DETAILS OF SOCIAL IMPACT ASSESSMENTS (SIA) OF PROJECTS UNDERTAKEN BY THE ENTITY BASED ON APPLICABLE LAWS, IN THE CURRENT FINANCIAL YEAR.

The Company is not required to conduct any social impact assessments of its CSR projects.

However, in the Company's CSR operations, it emphasises collaboration with implementing partners to maximise social impact. This collaborative effort aims at monitoring impact to ensure appropriate utilisation of funds. It spans the programs strategy, design, implementation, governance, and impact reporting. Additionally, programs analysis and evaluation against key performance indicators drive effective monitoring and reporting to the CSR Committee and Board.

2. INFORMATION ON PROJECT(S) FOR WHICH ONGOING REHABILITATION AND RESETTLEMENT (R&R) IS BEING UNDERTAKEN BY THE COMPANY:

Sr. No.	Name of project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (in ₹)
Not Applicable						

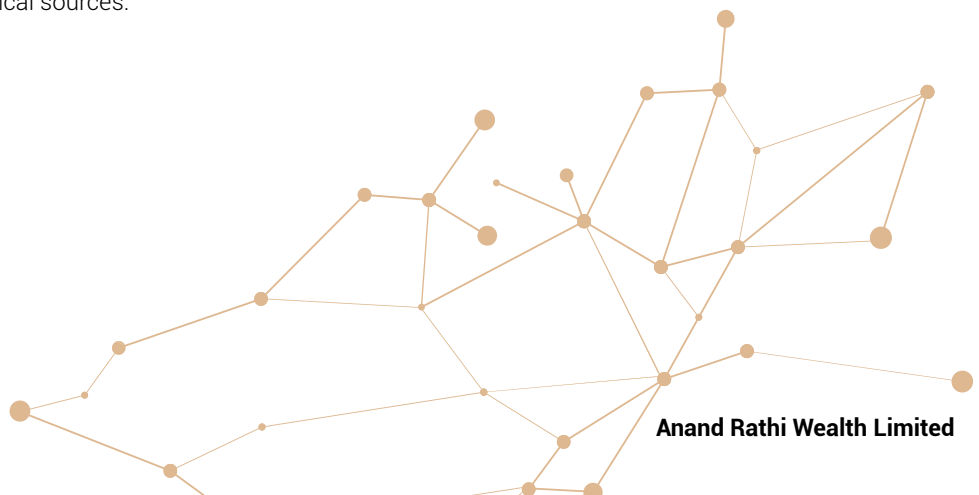
3. DESCRIBE THE MECHANISMS TO RECEIVE AND REDRESS GRIEVANCES OF THE COMMUNITY.

As the Company does not engage in operations directly impacting the community, this is not applicable to the Company. Additionally, the Company's CSR activities are conducted in collaboration with various NGOs and agencies.

4. PERCENTAGE OF INPUT MATERIAL (INPUTS TO TOTAL INPUTS BY VALUE) SOURCED FROM SUPPLIERS:

Parameter	2023-24 (Current financial year)	2022-23 (Previous financial year)
Directly sourced from MSMEs/small producers	Not Applicable	
Sourced directly from within the district and neighboring districts		

* Given the nature of the business, this does not apply to the Company. However, the Company prioritises sourcing office materials from sustainable and ethical sources.



5. JOB CREATION IN SMALLER TOWNS – DISCLOSE WAGES PAID TO PERSONS EMPLOYED (INCLUDING EMPLOYEES OR WORKERS EMPLOYED ON A PERMANENT OR NON-PERMANENT / ON CONTRACT BASIS) IN THE FOLLOWING LOCATIONS, AS % OF TOTAL WAGE COST

2023-24 (Current financial year)	Location	2022-23 (Previous financial year)
NA	Rural	NA
NA	Semi-Urban	NA
35.88%	Urban	28.60%
64.12%	Metropolitan	71.40%

Leadership Indicators

1. PROVIDE DETAILS OF ACTIONS TAKEN TO MITIGATE ANY NEGATIVE SOCIAL IMPACTS IDENTIFIED IN THE SOCIAL IMPACT ASSESSMENTS (REFERENCE: QUESTION 1 OF ESSENTIAL INDICATORS ABOVE):

Details of negative social impact identified	Corrective action taken
Not Applicable	



2. PROVIDE THE FOLLOWING INFORMATION ON CSR PROJECTS UNDERTAKEN BY YOUR ENTITY IN DESIGNATED ASPIRATIONAL DISTRICTS AS IDENTIFIED BY GOVERNMENT BODIES:

The Company has conducted CSR initiatives in various locations across the states of Maharashtra, Madhya Pradesh, Rajasthan, Karnataka, Tamil Nadu, West Bengal, and Odisha. However, none of these initiatives are undertaken in designated aspirational districts as identified by government bodies.

3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalised/vulnerable groups?

The Company actively encourages procurement from small business units seeking social upliftment. However, owing to the nature of the business, the Company does not currently have a specific preferential procurement policy in place.

(b) From which marginalised/vulnerable groups do you procure?

Not Applicable.

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

Not Applicable.

4. DETAILS OF THE BENEFITS DERIVED AND SHARED FROM THE INTELLECTUAL PROPERTIES OWNED OR ACQUIRED BY YOUR ENTITY (IN THE CURRENT FINANCIAL YEAR), BASED ON TRADITIONAL KNOWLEDGE:

Sr. No.	Intellectual property based on traditional knowledge	Owned/acquired (Yes/No)	Benefit shared (Yes/No)	Basis of calculating benefit share
Not Applicable				

5. DETAILS OF CORRECTIVE ACTIONS TAKEN OR UNDERWAY, BASED ON ANY ADVERSE ORDER IN INTELLECTUAL PROPERTY RELATED DISPUTES WHEREIN USAGE OF TRADITIONAL KNOWLEDGE IS INVOLVED.

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

6. DETAILS OF BENEFICIARIES OF CSR PROJECTS:

Sr. no.	CSR project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalised groups
1	Maharshi Vedvyas Pratishthan	800	100.00%
2	Prabandh Samiti Adarsh Vidya Mandir	4,462	100.00%
3	Global Vikas Trust	88	100.00%
4	Parivaar Education Society	561	100.00%
5	Brahma Savitri Ved Vidhya Peeth Pushkar	105	100.00%
6	Shree Bhagwan Mahaveer Viklang Sahayata Samiti	115	100.00%

PRINCIPLE 9

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

Essential Indicators

1. DESCRIBE THE MECHANISMS IN PLACE TO RECEIVE AND RESPOND TO CONSUMER COMPLAINTS AND FEEDBACK.

The policy implements a centralised system to manage complaints, aiming for prompt resolution and equitable treatment for clients. Complaints undergo thorough analysis to identify root causes, enabling efficient handling and timely responses within designated timelines. Moreover, clients are informed of their rights and provided with alternative remedies as part of the Company commitment to transparency and client satisfaction. Furthermore, clients are encouraged to lodge their complaints or provide feedback via the Company designated email address: clientredressal@rathi.com.

2. TURNOVER OF PRODUCTS AND/OR SERVICES AS A PERCENTAGE OF TURNOVER FROM ALL PRODUCTS/SERVICE THAT CARRY INFORMATION ABOUT:

	As a percentage to total turnover
Environmental and social parameters relevant to the product	
Safe and responsible usage	Not Applicable*
Recycling and/or safe disposal	

* The Company is engaged in the business of providing mutual fund distribution services and receives distribution commissions on a trial basis from asset management firms.

3. NUMBER OF CONSUMER COMPLAINTS IN RESPECT OF THE FOLLOWING:

	2023-24 (Current financial year)		Remarks	2022-23 (Previous financial year)		Remarks
	Received during the year	Pending resolutions at end of year		Received during the year	Pending resolutions at end of year	
Data privacy	Nil	NA	NA	Nil	NA	NA
Advertising	Nil	NA	NA	Nil	NA	NA
Cyber-security	Nil	NA	NA	Nil	NA	NA
Delivery of essential services	Nil	NA	NA	Nil	NA	NA
Restrictive trade practices	Nil	NA	NA	Nil	NA	NA
Unfair trade practices	Nil	NA	NA	Nil	NA	NA
Other	Nil	NA	NA	Nil	NA	NA

4. DETAILS OF INSTANCES OF PRODUCT RECALLS ON ACCOUNT OF SAFETY ISSUES:

	Number	Reasons for recall
Voluntary recalls		
Forced recalls		Not Applicable

5. DOES THE ENTITY HAVE A FRAMEWORK/POLICY ON CYBER SECURITY AND RISKS RELATED TO DATA PRIVACY? (YES/NO) IF AVAILABLE, PROVIDE A WEB-LINK OF THE POLICY.

Yes, the Company has implemented policies for Information Security (IS) as well as Cyber Security and Cyber Resilience (CSRP). These policies are readily accessible to all employees via the Company's intranet platform. However, as it is an internal resource, a web-link to the policy is unavailable.

6. PROVIDE DETAILS OF ANY CORRECTIVE ACTIONS TAKEN OR UNDERWAY ON ISSUES RELATING TO ADVERTISING AND DELIVERY OF ESSENTIAL SERVICES; CYBER SECURITY AND DATA PRIVACY OF CUSTOMERS; RE-OCCURRENCE OF INSTANCES OF PRODUCT RECALLS; PENALTY/ACTION TAKEN BY REGULATORY AUTHORITIES ON SAFETY OF PRODUCTS/SERVICES.

Not Applicable

7. PROVIDE THE FOLLOWING INFORMATION RELATING TO DATA BREACHES:

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

There were no reported instances of data breaches during 2023-24.

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

Not Applicable

Leadership Indicators

1. CHANNELS/PLATFORMS WHERE INFORMATION ON PRODUCTS AND SERVICES OF THE ENTITY CAN BE ACCESSED (PROVIDE WEB LINK, IF AVAILABLE).

Information regarding products and other services is available on the Company website at: <https://anandrathiwealth.in/pwm.php>.

2. STEPS TAKEN TO INFORM AND EDUCATE CONSUMERS ABOUT SAFE AND RESPONSIBLE USAGE OF PRODUCTS AND/OR SERVICES.

The Company ensures compliance with all disclosure requirements pertaining to its products and services. This commitment involves strict adherence to the product labelling guidelines outlined by AMFI/SEBI within risk and disclosure categories.

3. MECHANISMS IN PLACE TO INFORM CONSUMERS OF ANY RISK OF DISRUPTION/DISCONTINUATION OF ESSENTIAL SERVICES.

In the event of any planned or unplanned disruption of services related to its digital platforms (e.g., website), the Company promptly informs its clients of the cause of the unavailability and provides an estimated time for resolution. Additionally, the Company proactively notifies customers of the availability of alternative channels for continued service.

4. DOES THE ENTITY DISPLAY PRODUCT INFORMATION ON THE PRODUCT OVER AND ABOVE WHAT IS MANDATED AS PER LOCAL LAWS? (YES/NO/NOT APPLICABLE) IF YES, PROVIDE DETAILS IN BRIEF. DID YOUR ENTITY CARRY OUT ANY SURVEY WITH REGARD TO CONSUMER SATISFACTION RELATING TO THE MAJOR PRODUCTS/SERVICES OF THE ENTITY, SIGNIFICANT LOCATIONS OF OPERATION OF THE ENTITY OR THE ENTITY AS A WHOLE? (YES/NO)

Yes, the Company upholds transparency and ensures customers can access all relevant information. Product communication is conducted through various channels like SMS, emails, and other platforms. Additionally, detailed product information is accessible on the Company website at: <https://anandrathiwealth.in/index.php>

As for conducting surveys regarding consumer satisfaction, the Company has not carried out any such survey during 2023-24.

STANDALONE FINANCIAL STATEMENTS

Independent Auditor's Report

To
The Members of
Anand Rathi Wealth Limited

Report on the audit of the Standalone Financial Statements

OPINION

1. We have audited the accompanying Standalone Financial Statements of **Anand Rathi Wealth Limited** ('the Company'), which comprise the Standalone Balance Sheet as at 31 March 2024, and the Standalone Statement of Profit And Loss (including Other Comprehensive Income), Standalone Statement of Changes in Equity and Standalone Statement of Cash Flows for the year ended on that date, and notes to the Standalone Financial Statements, including a summary of material accounting policy information and other explanatory information ('the Standalone Financial Statements').
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ('Ind AS') and other accounting principles generally accepted in India, of the State of Affairs of the Company as at 31 March 2024, and its Profit and Other Comprehensive Income/loss, Changes in Equity and its Cash Flows for the year ended on that date.

BASIS FOR OPINION

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

KEY AUDIT MATTERS

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements of the current year. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

OTHER INFORMATION

5. The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report but does not include the Standalone Financial Statements and our auditors' report thereon. The Other Information is expected to be made available to us after the date of this auditor's report.
6. Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.
7. In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information is materially inconsistent with the Standalone Financial Statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated. 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.

RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE STANDALONE FINANCIAL STATEMENTS

8. 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 State of Affairs, profit and Other Comprehensive Income/loss, Changes in Equity and Cash Flows of the Company in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds

Independent Auditor's Report (Contd.)

and other irregularities; selection of the appropriate accounting software for ensuring compliance with applicable laws and regulations including those related to retention of audit logs; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

9. In preparing the Standalone Financial Statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
10. 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

11. Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.
12. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - 12.1 Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement

resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- 12.2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to Standalone Financial Statements in place and the operating effectiveness of such controls.
- 12.3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management.
- 12.4. Conclude on the appropriateness of the 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 Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- 12.5. Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
13. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
14. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to

Independent Auditor's Report (Contd.)

communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

16. As required by the Companies (Auditor's Report) Order, 2020 ('the Order'), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the 'Annexure A' a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
17. As required by Section 143(3) of the Act, we report that:
- 17.1. 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.
- 17.2. 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.
- 17.3. The standalone balance sheet, the standalone statement of profit and loss including Other Comprehensive Income, the Statement of Changes in Equity and the Standalone Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- 17.4. In our opinion, the aforesaid Standalone Financial Statements comply with the Ind AS specified under Section 133 of the Act read with the relevant rules thereunder.
- 17.5. On the basis of the written representations received from the directors as on 31 March 2024 taken on record by the Board of Directors, none of

the directors is disqualified as on 31 March 2024 from being appointed as a director in terms of Section 164(2) of the Act.

- 17.6. With respect to the adequacy of the internal financial controls with reference to Standalone Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B'.
- 17.7. 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. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act.
18. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
- 18.1. The Company does not have any pending litigations which would impact its financial position- Refer note 35(a).
- 18.2. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses Refer note 35(b).
- 18.3. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- 18.4. The Management has represented, to best of their knowledge and belief, that 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

Independent Auditor's Report (Contd.)

Company ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

18.5. The Management has represented, to best of their knowledge and belief, that 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.

18.6. Based on such audit procedures, that have been considered reasonable and appropriate in the circumstances, performed by us, nothing has come to our notice that has caused us to believe that the representation under para 18.4 and 18.5 contain any material misstatement.

18.7. In our opinion and according to the information and explanations given to us,

- a) The final dividend paid by the Company during the year, in respect of the same declared for the previous year, is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.
- b) The interim dividend declared and paid by the Company during the year and until the date of this report is in compliance with Section 123 of the Act.

c) As stated in Note 40 to the standalone financial statements, the Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend is declared in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.

18.8. Based on our examination which included test checks, the Company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility, and the same has operated throughout the period from 06 April 2023 for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

For **KKC & Associates LLP**

Chartered Accountants

(formerly Khimji Kunverji & Co LLP)

Firm Registration Number: 105146W/W100621

Devang Doshi

Partner

ICAI Membership No: 140056

UDIN: 24140056BKFFNZ8555

Place: Jodhpur

Date: 12 April 2024

Annexure 'A' to the Independent Auditor's Report on the Standalone Financial Statements of Anand Rathi Wealth Limited for the year ended 31 March 2024

(Referred to in paragraph 16 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- i. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment ('PPE').

The Company is maintaining proper records showing full particulars of intangible assets.

- (b) The Company has a regular programme of physical verification of its PPE by which all PPE are verified in a phased manner over a period of three years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, certain PPE were physically verified by the Management during the year. In our opinion, and according to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company except for the following which are not held in the name of the Company.
- (d) In our opinion and according to the information and explanations given to us, the Company has not revalued its PPE (including Right of Use assets) or intangible assets or both during the year.
- (e) In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of the Company, no proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

- ii. (a) In our opinion and according to the information and explanations given to us, the physical verification of inventories has been conducted at reasonable intervals by the Management and, the

coverage and procedure of such verification by the Management is appropriate. The discrepancies noticed on verification between the physical stocks and the book records have been properly dealt with in the books of account.

- (b) In our opinion and according to the information and explanations given to us, the Company has been sanctioned working capital limits in excess of rupees five crore, in aggregate, from banks or financial institutions which are secured on the basis of security of current assets. As informed to us, the Company is not required to file any quarterly returns or statements.
- iii. (a) In our opinion and according to the information and explanations given to us, the Company has made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties, and the details are mentioned in the following table

Particulars	Advances in the nature of loans (in lakhs)
Aggregate amount granted/ provided during the year	
Others (Employees)	4,892.45
Balance outstanding as at balance sheet date in respect of above cases	
Others (Employees)	2,506.38

- (b) In our opinion and according to the information and explanations given to us, the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the Company's interest.
- (c) In our opinion and according to the information and explanations given to us, in respect of loans and advances in the nature of loans, the schedule of repayment of principal and payment of interest has been stipulated and the repayments or receipts are regular during the year.
- (d) No amount is overdue in respect of loans and advances in the nature of loans.

Annexure 'A' (Contd.)

- (e) In our opinion and according to the information and explanations given to us, neither loans or advances in nature of loans have been renewed or extended nor any fresh loans have been granted to settle the overdue of existing loans.
- (f) The Company has not granted any loans or advances in the nature of loans to Promoters/ Related Parties (as defined in section 2(76) of the Act which are either repayable on demand or without specifying any terms or period of repayment.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of sections 185 and 186 of the Act with respect to the loans given, investments made, guarantees given and security provided.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits from the public during the year in terms of directives issued by the Reserve Bank of India or the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.
- vi. To the best of our knowledge and according to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act in respect of services rendered by the Company.
- vii. (a) In our opinion and according to the information and explanations given to us, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, value added tax, cess and any other statutory dues have been regularly deposited by the Company with the appropriate authorities. The duty of customs and duty of excise is not applicable to the Company.
- According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, Goods and Services Tax, duty of customs, cess and other material statutory dues were in arrears as at 31 March 2024 for a period of more than six months from the date they became payable.
- (b) In our opinion and according to the information and explanations given to us, we confirm that there are no dues of Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, value added tax, cess and any other statutory dues, which have not been deposited to/with the appropriate authority on account of any dispute. The duty of customs and duty of excise is not applicable to the Company.
- viii. In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of the Company, we confirm that we have not come across any transactions not recorded in the books of account which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- ix. (a) In our opinion, the Company has not defaulted in repayment of loans or other borrowings to financial institutions, banks, government and dues to debenture holders 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 audit procedures, we report that the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority or any other lender.
- In our opinion and according to the information and explanations given to us, the Company has utilised the money obtained by way of term loans for the purposes for which they were obtained,
- (c) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (d) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its Subsidiaries.

Annexure 'A' (Contd.)

- (e) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its Subsidiaries.
- x. (a) The Company did not raise money by way of initial public offer or further public offer (including debt instruments) during the year.
- (b) The Company has not made any preferential allotment / private placement of shares / fully / partly / optionally convertible debentures during the year.
- xi. (a) In our opinion and according to the information and explanations given to us, there has been no fraud by the Company or any fraud on the Company that has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As represented to us by the Management, there are no whistle blower complaints received by the Company during the year.
- xii. (a) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable to the Company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. (a) In our opinion and based on our examination, 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.
- xv. According to the information and explanations given to us, in our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors. Accordingly, paragraph 3(xv) of the Order is not applicable to the Company and hence provisions of 192 of the Act are not applicable to the Company.
- xvi. (a) In our opinion, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, paragraph 3(xvi) of the Order is not applicable to the Company.
- (b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without obtaining a valid CoR from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
- (c) The Company is not a CIC as defined in the regulations made by Reserve Bank of India.
- (d) The Group has no CIC as part of the Group.
- xvii. The Company has not incurred any cash losses in the financial year and in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year and accordingly this clause is not applicable / paragraph 3(xviii) of the Order is not applicable.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

Annexure 'A' (Contd.)

- xx. There are no amount unspent on the Corporate Social Responsibilities activities and hence this clause 3(xx) (a) and (b) of the Order are not applicable.

For KKC & Associates LLP
Chartered Accountants
(formerly Khimji Kunverji & Co LLP)
Firm Registration Number: 105146W/W100621

Devang Doshi
Partner
ICAI Membership No: 140056
UDIN: 24140056BKFFNZ8555

Place: Jodhpur
Date: 12 April 2024

Annexure 'B' to the Independent Auditors' report on the Standalone Financial Statements of Anand Rathi Wealth Limited for the year ended 31 March 2024

(Referred to in paragraph '17.6' under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls with reference to the aforesaid Standalone Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act').**OPINION**

1. We have audited the internal financial controls with reference to the Standalone Financial Statements of Anand Rathi Wealth Limited ('the Company') as at 31 March 2024 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.
2. In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to the Standalone Financial Statements and such internal financial controls were operating effectively as at 31 March 2024, based on the internal controls over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ('the Guidance Note').

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

3. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal controls over financial reporting criteria established by the Company considering the essential components of internal control stated in 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 the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

AUDITOR'S RESPONSIBILITY

4. Our responsibility is to express an opinion on the Company's internal financial controls with reference to the Standalone Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing ('SA'), prescribed under section 143(10) of the Act, to

the extent applicable to an audit of internal financial controls with reference to the Standalone Financial Statements. Those SAs and the Guidance Note require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to the Standalone Financial Statements were established and maintained and whether such controls operated effectively in all material respects.

5. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to the Standalone Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to the Standalone Financial Statements included obtaining an understanding of internal financial controls with reference to the Standalone Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error.
6. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to the Standalone Financial Statements.

MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE STANDALONE FINANCIAL STATEMENTS

7. A company's internal financial controls with reference to the Standalone Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to the Standalone Financial Statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit

Annexure 'B' (Contd.)

preparation of Standalone Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the Standalone Financial Statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE STANDALONE FINANCIAL STATEMENTS

8. Because of the inherent limitations of internal financial controls with reference to the Standalone Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to the Standalone Financial Statements to future periods are

subject to the risk that the internal financial controls with reference to the Standalone Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For **KKC & Associates LLP**
Chartered Accountants
(formerly Khimji Kunverji & Co LLP)
Firm Registration Number: 105146W/W100621

Devang Doshi
Partner
ICAI Membership No: 140056
UDIN: 24140056BKFFNZ8555

Place: Jodhpur
Date: 12 April 2024

ANANDRATHI

Private Wealth. uncomplicated

CIN : L67120MH1995PLC086696

Ind AS Standalone Balance Sheet

As at March 31, 2024

Particulars	Notes	(₹ in Lakhs)	
		As at March 31, 2024	As at March 31, 2023
I ASSETS			
Non-Current Assets			
Property, Plant and Equipment	3	8,991.05	9,189.64
Right-of-use Asset	3	4,150.68	1,823.75
Capital Work in Progress	4	81.63	-
Other Intangible Assets	5	-	5.04
Financial Assets			
- Investments	6(i)	20,098.39	19,533.42
- Other Financial Assets	7(i)	514.98	356.51
Other Non Current Assets	8	-	3,045.42
Total Non-Current Assets		33,836.73	33,953.78
Current Assets			
Financial Assets			
- Investments	6(ii)	114.25	-
- Trade Receivables	9	2,706.54	1,631.54
- Cash and Cash Equivalents	10	2,003.84	5,750.57
- Other Financial Assets	7(ii)	50,086.38	22,430.41
Other Current Assets	11	620.87	600.16
Total Current Assets		55,531.88	30,412.68
TOTAL ASSETS		89,368.61	64,366.46
II EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	12	2,091.41	2,084.41
Other Equity	13	66,123.20	48,417.97
Total Equity		68,214.61	50,502.38
Liabilities			
Non-Current Liabilities			
Financial Liabilities			
- Borrowings	14(i)	-	831.53
- Lease Liability	15(i)	3,468.62	1,401.31
Deferred Tax Liabilities (Net)	16	225.04	7.69
Provisions	20(i)	304.98	347.74
Total Non-Current Liabilities		3,998.64	2,588.27
Current Liabilities			
Financial liabilities			
- Borrowings	14(ii)	831.53	829.18
- Lease Liability	15(ii)	841.37	564.86
- Trade Payables	17	-	-
Total Outstanding dues of micro enterprises and small enterprises		-	-
Total Outstanding dues of creditors other than micro enterprises and small enterprises		2.06	31.49
- Other Financial Liabilities	18	3,288.89	966.26
Other Current Liabilities	19	1,331.59	925.21
Provisions	20(ii)	10,859.92	7,958.81
Total Current Liabilities		17,155.36	11,275.81
TOTAL EQUITY AND LIABILITIES		89,368.61	64,366.46
Notes Forming Part of IND AS Standalone Financial Statements	1-44		

As per our attached report of even date.

For and on Behalf of
KKC & Associates LLP
Chartered Accountants
(formerly Khimji Kunverji & Co LLP)
Registration No.:105146W/W100621

Devang Doshi
Partner
Membership No: 140056
Jodhpur
Date: April 12, 2024

For and on Behalf of Board of Directors

Anand Rathi
Chairman and Non-Executive Director
DIN : 00112853

Jaee Sarwankar
Company Secretary

Rakesh Rawal
Whole-time Director and CEO
DIN : 02839168

Rajesh Bhutara
Chief Financial Officer

Ind AS Standalone Statement of Profit & Loss

For the year ended March 31, 2024

(₹ in Lakhs)

Particulars	Notes	For the year ended March 31, 2024	For the year ended March 31, 2023
I Revenue From Operations	21	69,467.63	52,997.04
II Other Income	22	2,556.93	767.12
Total Income		72,024.56	53,764.16
III Expenses:			
Employee Benefit Expenses	23	31,379.20	23,533.03
Finance Cost	24	643.54	389.86
Depreciation and Amortisation Expenses	3 & 5	1,426.94	1,155.18
Other Expenses	25	8,607.67	6,059.77
Total Expenses		42,057.35	31,137.84
IV Profit Before Tax		29,967.21	22,626.32
V Tax Expenses:	26		
1. Current Tax		7,601.12	5,597.34
2. Prior Year Taxes		5.02	31.97
3. Deferred Tax		217.36	178.65
Total Tax Expenses		7,823.50	5,807.96
VI Profit for the year		22,143.71	16,818.36
VII Other Comprehensive Income/(loss)			
(A) (i) Items that will be reclassified subsequently to profit or loss Exchange difference on translation from functional currency to presentation currency		(7.51)	(17.80)
(ii) Income tax relating to items that will be reclassified to profit or loss		1.89	4.48
(B) (i) Items that will not be reclassified to Profit or Loss Remeasurements of the defined employee benefit plans		3.71	(82.28)
(ii) Income tax relating to items that will not be reclassified to profit or loss		(0.93)	20.71
Total Other Comprehensive Income/(Loss)		(2.84)	(74.89)
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		22,140.87	16,743.47
VIII Earnings Per Equity Share of Face Value of ₹ 5 each (Refer Note 30)	30		
Basic		53.05	40.36
Diluted		52.98	40.18
Notes Forming Part of IND AS Standalone Financial Statements	1-44		

As per our attached report of even date.

For and on Behalf of Board of Directors

**For and on Behalf of
KKC & Associates LLP**

Chartered Accountants
(formerly Khimji Kunverji & Co LLP)
Registration No.:105146W/W100621

Anand Rathi
Chairman and Non-Executive Director
DIN : 00112853

Rakesh Rawal
Whole-time Director and CEO
DIN : 02839168

Devang Doshi
Partner
Membership No: 140056
Jodhpur
Date: April 12, 2024

Jaee Sarwankar
Company Secretary

Rajesh Bhutara
Chief Financial Officer

Ind AS Standalone Cash Flow Statement

For the year ended on March 31, 2024

Particulars	(₹ in Lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
A. CASH FLOW FROM OPERATING ACTIVITIES		
NET PROFIT BEFORE TAX	29,967.21	22,626.32
Add / (Less) :		
Depreciation & Amortisation	1,426.94	1,155.18
Interest Income	(1,913.11)	(540.65)
Finance Costs	643.54	389.86
Gain on Sale of Investments	(64.08)	(17.92)
Net Fair Value (Gain)/Loss on Financial instruments	(300.40)	(372.27)
Stock Compensation Expenses	569.56	282.21
(Gain) or Loss on Sale of Fixed Assets/Asset written off	27.22	-
(Gain) or Loss on Derecognition of lease liability	(12.96)	-
	376.71	896.41
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	30,343.92	23,522.73
Adjustment for :		
Decrease/(Increase) in Other Financial Assets	(3,406.25)	(9,602.04)
Decrease/(Increase) in Trade Receivables	(1,075.00)	(212.45)
Decrease/(Increase) in Other Current Assets	(20.71)	92.65
(Decrease)/Increase in Trade Payables	(29.43)	31.49
(Decrease)/Increase in Other Financial Liabilities	2,180.16	(1,082.86)
(Decrease)/Increase in Provisions	2,553.07	2,478.90
(Decrease)/Increase in Other Current Liabilities	406.38	302.70
Gratuity	196.83	167.19
Leave	106.54	62.36
	911.59	(7,762.06)
CASH GENERATED FROM OPERATIONS	31,255.51	15,760.67
Add / (Less) :		
Direct Taxes Paid (Net)	(4,561.65)	(4,882.73)
NET CASH (USED IN) FROM OPERATING ACTIVITIES	26,693.86	10,877.94
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Property Plant and Equipment	(456.99)	(1,660.99)
Proceeds from Sale of Property Plant and Equipment	6.20	-
Interest Received	1,618.07	522.02
Security Deposit (Given)/Received	184.43	(9.75)
Payments to Acquire Investments	(128,586.45)	(389,000.00)
Proceeds on Sale of Investments	128,550.52	389,017.92
Capital Advance	-	455.32
Bank Deposits Placed	(24,576.42)	(3,758.17)
NET CASH (USED IN)/ FROM INVESTING ACTIVITIES	(23,260.64)	(4,433.65)

Ind AS Standalone Cash Flow Statement

For the year ended on March 31, 2024 (Contd.)

(₹ in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
C. CASH FLOW FROM FINANCING ACTIVITIES		
Repayment of Borrowings	(829.18)	(834.43)
Interest Paid	(348.07)	(221.95)
Issue of Shares	7.00	3.59
Dividends Paid	(5,005.19)	(4,585.71)
Repayment of Lease liabilities	(1,004.51)	(779.69)
NET CASH (USED IN) / FROM FINANCING ACTIVITIES	(7,179.95)	(6,418.19)
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS	(3,746.73)	26.10
CASH AND CASH EQUIVALENTS - Opening Balance	5,750.57	5,724.47
CASH AND CASH EQUIVALENTS - Closing Balance	2,003.84	5,750.57

Details of Cash and Cash equivalents at the end of the year

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
- Cash in Hand	16.75	4.08
- Balance in Current Account	1,987.09	5,746.49
- Balance in Deposit Account (Maturity less than 3 Months)	-	-
Total	2,003.84	5,750.57

Cash Flow Statement has been prepared under the Indirect Method as set out in Ind AS-7 Statement of Cash flows.

As per our attached report of even date.

For and on Behalf of
KKC & Associates LLP

Chartered Accountants
(formerly Khimji Kunverji & Co LLP)
Registration No.:105146W/W100621

Devang Doshi
Partner
Membership No: 140056

Jodhpur
Date: April 12, 2024

For and on Behalf of Board of Directors

Anand Rathi
Chairman and Non-Executive Director
DIN : 00112853

Jaee Sarwankar
Company Secretary

Rakesh Rawal
Whole-time Director and CEO
DIN : 02839168

Rajesh Bhutara
Chief Financial Officer

Ind AS Standalone Statement of Changes in Equity

For the year ended March 31, 2024

A. EQUITY SHARE CAPITAL

Particulars	Nos.	₹ in Lakhs
Equity shares of ₹ 5 each issued, subscribed and fully paid as at March 31, 2022	41,616,227	2,080.81
Shares issued for consideration of ₹ 5 each	72,020	3.60
Shares issued as bonus	-	-
Equity shares of ₹ 5 each issued, subscribed and fully paid as at March 31, 2023	41,688,247	2,084.41
Shares issued for consideration of ₹ 5 each	140,050	7.00
Equity shares of ₹ 5 each issued, subscribed and fully paid as at March 31, 2024	41,828,297	2,091.41

B. OTHER EQUITY

Particulars	Reserves and Surplus			Other Comprehensive Income	Total Other Equity
	Securities Premium	Retained Earnings	Share Options Outstanding		
Balance as at April 01, 2022	4,001.48	31,577.11	518.21	(118.81)	35,977.99
Profit for the year	-	-	-	-	-
Remeasurement of the net defined benefit liability/asset	-	-	-	-	-
Total	4,001.48	31,577.11	518.21	(118.81)	35,977.99
Addition in during the year	286.84	16,818.36	-	(74.89)	17,030.31
Total	4,288.32	48,395.47	518.21	(193.70)	53,008.31
Addition in Share Options during the year	-	-	282.21	-	282.21
Less : Utilisation during the year	-	-	(286.84)	-	(286.84)
Less : Dividend Paid	-	(4,585.71)	-	-	(4,585.71)
Balance as at March 31, 2023	4,288.32	43,809.76	513.58	(193.70)	48,417.97
Balance as at April 01, 2023	4,288.32	43,809.76	513.58	(193.70)	48,417.97
Addition in during the year	867.33	22,143.71	-	(2.84)	23,008.20
Total	5,155.65	65,953.47	513.58	(196.54)	71,426.16
Addition in Share Options during the year	-	-	569.56	-	569.56
Less : Utilisation during the year	-	-	(867.33)	-	(867.33)
Less : Utilisation during the period for issue of Bonus	-	-	-	-	-
Transfer on account of options not exercised	-	-	-	-	-
Less : Dividend Paid	-	(5,005.19)	-	-	(5,005.19)
Balance as at March 31, 2024	5,155.65	60,948.28	215.81	(196.54)	66,123.20

As per our attached report of even date.

For and on Behalf of

KKC & Associates LLP

Chartered Accountants

(formerly Khimji Kunverji & Co LLP)

Registration No.:105146W/W100621

Devang Doshi

Partner

Membership No: 140056

Jodhpur

Date: April 12, 2024

For and on Behalf of Board of Directors

Anand Rathi

Chairman and Non-Executive Director

DIN : 00112853

Jaee Sarwankar

Company Secretary

Rakesh Rawal

Whole-time Director and CEO

DIN : 02839168

Rajesh Bhutara

Chief Financial Officer

Notes to Ind AS Standalone Financial Statements

For the year ended March 31, 2024 (Contd.)

1 CORPORATE INFORMATION

Anand Rathi Wealth Limited (“the Company”) having CIN L67120MH1995PLC086696 was incorporated on March 22, 1995. On March 8, 2017, the Company was converted from Private Company to Public Company. Its registered office is at Express Zone, A Wing, 10th Floor, Western Express Highway, Goregaon (E), Mumbai - 400 063, Maharashtra.

2 MATERIAL ACCOUNTING POLICY INFORMATION

(a) Statement of Compliance

These Ind AS Standalone Financial Statements for the year ended March 31, 2024 have been prepared in accordance with the Indian Accounting Standards (“Ind AS”) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Companies Act, 2013 (“the Act”), amendments thereto and other relevant provisions of the Act. The Ind AS Standalone Financial Statements were approved for issue by the Board of Directors of the Company at their meeting held on April 12, 2024.

(b) Basis of preparation of Ind AS Standalone Financial Statements

These Ind AS Standalone Financial Statements have been prepared on historical cost basis, except for certain financial instruments, which are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

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, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these Ind AS standalone financial statements is determined on such a basis, except for share based payment transactions that are within the scope of Ind AS 102 and leasing transactions that are within the scope of Ind AS 116.

The accounting policies adopted in the preparation of the Ind AS Financial Statements are consistent with those followed in the previous year by the Company.

Fair Value Measurement

In addition, for financial reporting purpose, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurements in its entirety, which are described as follows:

- Level 1 inputs are quoted prices in active markets for identical assets or liabilities that the entity can access at the measurement date
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the assets or liability.

Presentation of financial statements

The Balance Sheet and the Statement of Profit and Loss are prepared and presented in the format prescribed in the Schedule III to the Act, as amended. The statement of cash flows has been prepared and presented as per the requirements of Ind AS 7 “Statement of Cash flows”. The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit and Loss, as prescribed in the Schedule III to the Act as amended, are presented by way of notes forming part of the financial statements along with the other notes required to be disclosed under the notified Accounting Standards. Amounts in the financial statements are presented in Indian Rupees in Lakh [1 Lakh = 100,000] rounded off to two decimal places as permitted by Schedule III to the Act as amended. Per share data are presented in Indian Rupees to two decimals places.

Functional and presentation of currency

The financial statements are presented in Indian Rupees, which is the Company’s functional and presentation currency and all amounts are rounded to the nearest rupees in thousand; except when otherwise stated.

**Notes to Ind AS Standalone Financial Statements
For the year ended March 31, 2024 (Contd.)****Foreign Currency Translation**

The financial statements are presented in Indian currency (₹), which is the Company's presentation currency. It is necessary for the results and financial position of each individual entity included in the reporting entity to be translated into the currency in which the reporting entity presents its financial statements. As the reporting entity presents its financial statement in ₹, the financial statements of foreign representative office in Dubai are also translated into ₹.

Foreign currency transactions are translated into presentation currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the year end exchange rates are recognised in other comprehensive income.

Non-monetary items that are measured at fair value in the foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example translation differences on non-monetary assets and liabilities such as equity instruments held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss and translation differences or non-monetary assets such as equity investments classified as FVTOCI are recognised in other comprehensive income.

The financial statements are translated from functional currency to presentation currency by using the following procedures:

- (a) assets and liabilities for each balance sheet presented (i.e. including comparatives) shall be translated at the closing rate at the date of that balance sheet;
- (b) income and expenses for each statement of profit and loss presented (i.e. including comparatives) shall be translated at average exchange rates during the year; and
- (c) all resulting exchange differences shall be recognised in other comprehensive income

(c) Critical Accounting Judgments and Key Sources of Estimation Uncertainty

The preparation of the Company's Ind AS Standalone Financial Statements requires management to make judgement, estimates and assumptions that affect the reported amount of revenue, expenses, assets and liabilities and the accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in next financial years.

Estimates and underlying assumptions are reviewed on an on going basis. Revisions to accounting estimates are recognised in the year in which the estimates are revised and future periods are affected.

- (i) Depreciation / Amortisation and useful lives of property, plant and equipment: Company depreciates its tangible assets over the useful life of an Asset as prescribed under Part C of Schedule II of the Act. Company remeasures remaining useful life of an asset at the end of each reporting date.
- (ii) Fair value measurement: Fair Value is a price of orderly transaction between market participants at the measurement date under current market conditions. Company determines Fair Value of Quoted Investment from available market price. When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using appropriate valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility.
- (iii) Provisions: Provisions are recognised when there is a present obligation (legal or constructive) as a result of past event; and it is probable that an outflow of resources will be required to settle the obligation. Management estimates it by using its best judgement of future cash outflow.

Notes to Ind AS Standalone Financial Statements For the year ended March 31, 2024 (Contd.)

- (iv) Taxes: The Company periodically assesses its liabilities and contingencies related to income taxes for all years open to scrutiny based on latest information available. For matters where it is probable that an adjustment will be made, the Company records its best estimates of the tax liability in the current tax provision. The Management believes that it has adequately provided for the probable outcome of these matters.

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits.

- (v) Recognition and measurement of defined benefit obligations

The obligation arising from defined benefit plan is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, trends in salary escalation and attrition rate. The discount rate is determined by reference to market yields at the end of the reporting period on government securities.

- (vi) Leases: The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate. The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an

option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease. The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

- vii) Impairment of Goodwill: Goodwill is tested for impairment on an annual basis and whenever there is an indication that the recoverable amount of a cash generating unit (CGUs) is less than its carrying amount. For the impairment test, goodwill is allocated to the CGU or groups of CGUs which benefit from the synergies of the acquisition and which represent the lowest level at which goodwill is monitored for internal management purposes. The recoverable amount of CGUs is determined based on higher of value-in-use and fair value less cost to sell. Key assumptions in the cash flow projections are prepared based on current economic conditions and comprises estimated long term growth rates, weighted average cost of capital and estimated operating margins.

(d) Current and Non-Current Classification

An asset shall be classified as current when it satisfies any of the following criteria:—

- (a) it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;
- (b) it is held primarily for the purpose of being traded;
- (c) it is expected to be realised within twelve months after the reporting date; or
- (d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

All other assets shall be classified as non-current.

Notes to Ind AS Standalone Financial Statements
For the year ended March 31, 2024 (Contd.)

A liability shall be classified as current when it satisfies any of the following criteria:-

- (a) it is expected to be settled in the Company's normal operating cycle;
- (b) it is held primarily for the purpose of being traded;
- (c) it is due to be settled within twelve months after the reporting date; or
- (d) the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities shall be classified as non-current.

(e) Property, Plant and Equipment & Intangible Assets and Depreciation & Amortisation**Property, Plant and Equipment**

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment, if any. Direct costs in relation to the fixed assets are capitalised until such assets are ready for use.

- (i) **Tangible Assets:** Depreciation on tangible assets is provided on the straight-line method over the useful lives of assets estimated by the Management. Depreciation for assets purchased during a period is proportionately charged. The Management estimates the useful lives and residual values of the fixed assets as prescribed under Part C of Schedule II of the Act as follows.

Fixed Assets	Useful Life
Office Equipments	5 years
Computer Equipments	
a. Server	6 years
b. Other Computer Equipments	3 years
Motor Car	8 years
Furniture and Fixtures	10 years
Building	60 years

- (ii) Improvements on leased premises are depreciated over the lease period or useful life of the fixtures, whichever is lower.

- (iii) Capital work-in-progress comprises cost of property, plant and equipment that are not yet ready for their intended use as at the year end.

(f) Financial Instruments

Financial assets and financial liabilities are recognised when a Company becomes a party to the contractual provisions of the instruments.

Initial Recognition :

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss and ancillary costs related to borrowings) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in Statement of Profit and Loss. Trade receivables that do not contain a significant financing component are measured at transaction price.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

(i) Classification & Measurement of Financial Assets

Financial assets are classified as 'Amortised Cost', 'Fair Value through Profit and Loss' (FVTPL) and 'Fair Value through Other Comprehensive Income' (FVTOCI) in the following categories:

Debt Instruments at amortised cost: Debt instruments that meet the following conditions are subsequently measured at amortised cost (except for those designated at FVTPL on initial recognition)

- the asset is held within a business model whose objective is to hold asset to collect contractual cash flows; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of

Notes to Ind AS Standalone Financial Statements For the year ended March 31, 2024 (Contd.)

principal and interest on the principal amount outstanding

Debt Instruments at FVTOCI: Debt instruments that meet the following conditions are subsequently measured at FVTOCI (except for those designated at FVTPL on initial recognition)

- the asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

Debt Instruments at FVTPL: Any debt instrument which is either initially designated at FVTPL or which does not meet the criteria for Amortised cost or FVTOCI is measured at FVTPL.

Effective Interest Rate Method: Interest income from security deposits and debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

Equity Instruments at FVTOCI: 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 instrument is held for trading. The cumulative gain or loss is not reclassified to the Statement of Profit and Loss on disposal of the investment.

Equity Instruments at amortised cost: The Company's investment in its subsidiaries are carried at cost net of accumulated impairment loss, if any. On disposal of the Investment, the difference between the net disposal proceeds and the carrying amount is charged or credited to the Statement of Profit and Loss.

Financial Assets at FVTPL: Investments in equity instruments are classified at FVTPL, unless they were irrevocably elected on initial recognition as FVOCI. Financial Assets at FVTPL are measured at Fair Value at the end of each reporting period, with any gains or losses arising on remeasurement recognised in the Statement of Profit and Loss.

Dividends are recognised in statement of profit and loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

(ii) Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost, FVOCI debt instruments, and other financial assets. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 39 details how the Company determines whether there has been a significant increase in credit risk.

For trade receivables, the Company applies the simplified approach permitted by Ind AS 109 "Financial Instruments" which requires expected lifetime losses to be recognised from initial recognition of the receivables.

(iii) Derecognition of financial assets

A financial asset is derecognised only when:

- The Company has transferred the rights to receive cash flows from the financial asset or

Notes to Ind AS Standalone Financial Statements
For the year ended March 31, 2024 (Contd.)

- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

(iv) Financial Liabilities:

Financial liabilities which are held for trading or are designated at FVTPL are measured at fair value with changes being recognised in the Statement of Profit and Loss.

Financial liabilities that are not held for trading and are not designated as at FVTPL, are measured at amortised cost. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method.

(v) Derecognition of financial liabilities

Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. A substantial modification in the terms of an existing financial liability is accounted as a discharge of original financial liability and recognition of new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised as profit or loss.

(vi) Offsetting financial assets and liabilities

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company has a legal right and ability to offset the amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

(g) Impairment of non-financial assets

Property, plant or equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amount may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value in use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent to those from other assets.

The Carrying Amount of Assets is reviewed at each Balance Sheet date if there is any indication of impairment based on internal/external factors. An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss, if any, is charged to Statement of Profit and Loss in the year in which an asset is identified as impaired. Reversal of impairment losses recognised in prior years is recorded when there is an indication that the impairment losses recognised for the assets no longer exists or have decreased.

(h) Cash and cash equivalents

- (i) Cash and cash equivalents in the balance sheet comprise cash at bank and on hand and short-term deposit with original maturity upto three months, which are subject to insignificant risk of changes in value.
- (ii) For the purpose of presentation in the statement of cash flows, cash and cash equivalents consists of cash and short-term deposit, as defined above, as they are considered as an integral part of Company's cash management.

(i) Borrowing Cost and Finance Charges

Borrowing cost attributable to acquisition and construction of qualifying assets are capitalised

Notes to Ind AS Standalone Financial Statements For the year ended March 31, 2024 (Contd.)

as a part of the cost of such assets up to the date when such assets are ready for its intended use. Other borrowing cost are charged to the statement of profit and loss in the year in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds and is measured with reference to the effective interest rate applicable to the respective borrowings.

(j) Leases

The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognises a right-of-use asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated on a straight-line basis over the lease term. Right of use assets are evaluated for recoverability whenever events

or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets.

The lease liability is initially measured at amortised cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

(k) Employee Benefits

Defined Contribution Plan – Retirement benefit in the form of Provident Fund is a defined contribution scheme. The Company is statutorily required to contribute a specified portion of the basic salary of an employee to a provident fund as a part of retirement benefits to its employees. The contributions during the year are charged to Statement of Profit and Loss. The Company recognises contribution payable to the Provident Fund scheme as an expenditure when an employee renders related service.

Defined Benefit Plan – Gratuity, which is in the nature of Defined Benefit Schemes, are payable only to employees and accounted for on accrual basis. The cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprising actuarial gains and losses are recognised in other comprehensive income in the period in which they occur and are not reclassified to the Statement of Profit and Loss. The Company has funded its Gratuity liability under group scheme with an Insurer. The retirement benefit obligation recognised in the

**Notes to Ind AS Standalone Financial Statements
For the year ended March 31, 2024 (Contd.)**

balance sheet represents the present value of the defined benefit obligations reduced by the fair value of the scheme assets. Any asset resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the scheme.

Short Term Employee Benefits - The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include Incentive and Annual Leave which are expected to occur within twelve months after the end of the year in which the employee renders the related service.

(l) Revenue Recognition

Revenue is recognised to the extent that is probable that the economic benefits will flow to the Company and the amount based on performance obligation can be reliably measured. Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation

The Company assesses the nature, timing and extent of revenue based on performance obligations in its contracts/understanding/trade customs with customers & clients.

Income from Distribution and Sale of Financial Product includes Distribution Income on Mutual Fund, Referral fees, Consultancy income, Gain/Loss on sale of Investment (Structured Product), Commission income and Marketing Support Charges.

1. Income related with Distribution income on Mutual Fund, PMS, Referral fees, Consultancy, commission Income and Marketing Support charges is accounted on accrual basis.
2. Dividend income is accounted for when the right to receive the payment is established.
3. Difference between the sale price and the carrying value of investment is recognised as profit or loss on sale/ redemption on investment on trade date of transaction. Carrying value of

investments is determined based on first in first out value of investments sold.

4. Interest income is recognised using the effective interest method.

(m) Taxes on Income

Current Tax: Provision for Income Tax is determined in accordance with the provisions of the Income Tax Act, 1961.

Deferred Tax: Deferred tax is provided, on all temporary differences at the reporting date between the tax base of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred tax assets and liabilities are measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted at the reporting date. Tax relating to items recognised directly in equity or OCI is recognised in equity or OCI and not in the Statement of Profit and Loss.

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

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

(n) Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when there is a present obligation (legal or constructive) as a result of past event; and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made.

Provisions (excluding retirement benefits) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the Balance Sheet date,

Notes to Ind AS Standalone Financial Statements For the year ended March 31, 2024 (Contd.)

taking into account the risks and uncertainties surrounding the obligation.

Contingent Liabilities are possible but not probable obligations as on the Balance Sheet date, based on the available evidence. Contingent Liabilities are not recognised in the Ind AS Standalone Financial Statements.

Contingent Assets are neither recognised nor disclosed.

(o) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the year.

The Weighted average number of equity shares outstanding during the year is adjusted for events such as issue of shares, bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares), without a corresponding change in resources.

Diluted earnings per share are computed using the weighted average number of equity shares and dilutive potential equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

(p) Cash Flow Statement

Cash flows statement is prepared using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a

non-cash nature item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

(q) Share Based Payment Arrangements

Equity settled share based payments to employees and others are measured at the fair value of equity instruments at the grant date. The fair value determined at the grant date of the equity settled share based payments is expensed on a straight line basis over the vesting period, based on the Company's estimate of equity instrument that will eventually vest, with a corresponding increase in equity.

(r) Segment Reporting:

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the Company's Chief Operating Decision Maker ("CODM") to make decisions for which discrete financial information is available. Based on the management approach as defined in Ind AS 108, the CODM evaluates the Company's performance based on only one segment i.e. Services for distributions and sale of financial products within India. The CODM has been identified as CEO/CFO of the Company.

(s) Rounding of amounts

All amounts disclosed in the Ind AS Standalone Financial Statements and notes have been rounded off to the nearest thousand as per the requirement of Schedule III to the Act, unless otherwise stated.

Notes to Ind AS Standalone Financial Statements
For the year ended March 31, 2024 (Contd.)

3. PROPERTY, PLANT AND EQUIPMENT

Description	(₹ in Lakhs)							
	Building	Right-of-Use Asset	Leasehold Improvements	Computer equipment	Vehicles	Office equipments	Furniture and Fixtures	Total
Gross Block April 01, 2023	7,625.46	5,083.73	52.36	904.76	298.63	678.62	808.41	15,451.97
Additions	-	3,261.02	31.38	151.14	121.85	34.57	41.46	3,641.42
Disposals/Written off	-	1,037.09	-	309.87	54.70	-	0.51	1,402.17
Gross Block March 31, 2024	7,625.46	7,307.66	83.74	746.04	365.77	713.19	849.36	17,691.22
Accumulated depreciation April 01, 2023	129.05	3,259.98	49.69	571.63	105.07	153.75	169.40	4,438.57
Depreciation for the year	120.98	881.36	9.47	169.46	39.49	125.08	81.10	1,426.94
Less : Disposals/Written off	-	984.36	-	294.53	36.87	-	0.26	1,316.02
Accumulated depreciation March 31, 2024	250.03	3,156.98	59.16	446.56	107.69	278.83	250.24	4,549.49
Net Carrying Amount March 31, 2024	7,375.43	4,150.68	24.58	299.48	258.08	434.36	599.12	13,141.73

Description	(₹ in Lakhs)							
	Building	Right-of-Use Asset	Leasehold Improvements	Computer equipment	Vehicles	Office equipments	Furniture and Fixtures	Total
Gross Block as at April 01, 2022	7,144.47	3,900.08	52.36	720.30	262.48	84.58	443.06	12,607.33
Additions	480.99	1,183.65	-	184.46	36.15	594.04	365.35	2,844.64
Disposals/Written off	-	-	-	-	-	-	-	-
Gross Block March 31, 2023	7,625.46	5,083.73	52.36	904.76	298.63	678.62	808.41	15,451.97
Accumulated depreciation as at April 01, 2022	9.30	2,621.67	16.24	419.81	71.70	46.96	104.58	3,290.25
Depreciation for the year	119.75	638.31	33.45	151.82	33.37	106.79	64.82	1,148.33
Less : Disposals/Written off	-	-	-	-	-	-	-	-
Accumulated depreciation March 31, 2023	129.05	3,259.98	49.69	571.63	105.07	153.75	169.40	4,438.58
Net Carrying Amount March 31, 2023	7,496.41	1,823.75	2.67	333.13	193.56	524.87	639.01	11,013.39

Notes to Ind AS Standalone Financial Statements
For the year ended March 31, 2024 (Contd.)

4. CAPITAL WORK IN PROGRESS

(₹ in Lakhs)

Description	Office equipments	Furniture & Fixtures	Total
As at April 01, 2023	-	-	-
Additions	-	81.63	81.63
Disposals / Transfer	-	-	-
As at March 31, 2024	-	81.63	81.63

(₹ in Lakhs)

Description	Office equipments	Furniture & Fixtures	Total
As at April 01, 2022	-	-	-
Additions	40.71	77.76	118.47
Disposals	40.71	77.76	118.47
As at March 31, 2023	-	-	-

5. OTHER INTANGIBLE ASSETS

(₹ in Lakhs)

Description	Software	Total
Gross Block April 01, 2023	101.06	101.06
Additions	-	-
Disposals/Written off	101.06	101.06
Gross Block March 31, 2024	-	-
Accumulated depreciation April 01, 2023	96.02	96.02
Depreciation for the year	-	-
Less : Disposals/Written off	96.02	96.02
Accumulated depreciation March 31, 2024	-	-
Net Carrying Amount March 31, 2024	-	-

(₹ in Lakhs)

Description	Software	Total
Opening Gross Block as at April 01, 2022	101.06	101.06
Additions	-	-
Disposals	-	-
Gross Block March 31, 2023	101.06	101.06
Accumulated amortisation as at April 01, 2022	89.17	89.17
Amortisation for the year	6.85	6.85
Disposals	-	-
Accumulated amortisation March 31, 2023	96.02	96.02
Net Carrying Amount March 31, 2023	5.04	5.04

Notes to Ind AS Standalone Financial Statements
For the year ended March 31, 2024 (Contd.)

6. INVESTMENTS

(₹ in Lakhs)				
Description	As at	As at	As at	As at
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
	Qty. in Nos.	Qty. in Nos.	Amount	Amount
(i) Investments - Non current				
Un-Quoted - Fully Paid				
Investment in Equity Shares of Subsidiaries at Cost				
AR Digital Wealth Private Limited	4,057,059	4,057,059	5,147.06	5,147.06
Freedom Wealth Solutions Private Limited	2,371,625	2,371,625	237.16	237.16
Ffreedom Intermediary Infrastructure Private Limited*	829,251	829,252	3,598.95	3,598.95
Investment in Equity Shares of Other Companies at Fair Value through Profit and Loss				
Anand Rathi Global Finance Limited**	6,750,000	6,750,000	11,115.22	10,550.25
			20,098.39	19,533.42
Aggregate amount of Un quoted Investment			20,098.39	19,533.42
Aggregate provision made for unquoted Investment			-	-
* During 2019-20, Company had purchased 829,252 shares of Ffreedom Intermediary Infrastructure Private Limited for consideration of ₹ 3,598.95 Lakhs.				
**During 2019-20, Company has purchased 2,250,000 shares of Anand Rathi Global Finance Limited for consideration of ₹ 10,125.00 Lakhs and during 2022-23, Anand Rathi Global Finance Limited has issued bonus shares in the ratio of 1 share for every 2 shares held and the face value has been split to ₹ 5 each from ₹ 10/- each.				
(ii) Investments - Current				
Quoted				
Investment in PMS at Fair Value through Profit and Loss*			114.25	-
			114.25	-
* The amount represents Investment in Portfolio which is managed by Anand Rathi Advisors Limited - PMS and includes Mutual Fund Units				
Aggregate amount of Quoted Investment and market value thereof			114.25	-
Aggregate amount of impairment in value of investments.			-	-

7. OTHER FINANCIAL ASSETS

(₹ in Lakhs)		
Particulars	As at	As at
	March 31, 2024	March 31, 2023
(i) Other Financial Assets - Non current		
Fixed Deposit with Bank (Lien against Bank Overdraft)	-	200.00
Security Deposit	514.98	156.51
	514.98	356.51

Notes to Ind AS Standalone Financial Statements
For the year ended March 31, 2024 (Contd.)

Particulars	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
(ii) Other Financial Assets - Current		
Accrued Interest	375.08	80.04
Fixed Deposit with Bank (Lien against Bank Overdraft and Bank Guarantee)	34,791.31	10,014.89
Un-Quoted - Fully Paid up		
Non-Principal Protected Structure Product at Fair Value through Profit and Loss		
- In Anand Rathi Global Finance Limited	7,894.03	9,590.29
- In Anand Rathi Financial Services Limited	4,210.79	-
- In Nuvama Wealth Finance Limited	-	65.28
Staff Advances	2,506.38	1,828.22
Security Deposit	308.79	851.69
	50,086.38	22,430.41
Aggregate amount of Non-Principal Protected Structure Product	12,104.82	9,655.57
Aggregate provision made for unquoted Securities	-	-

8. OTHER NON CURRENT ASSETS

Particulars	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
Advance Tax (Net of Provision)	-	3,045.42
	-	3,045.42

9. TRADE RECEIVABLES

Particulars	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
(Unsecured, Considered good)		
Trade Receivables*	2,706.54	1,631.54
Refer Note No.39(i)		
	2,706.54	1,631.54

Notes to Ind AS Standalone Financial Statements
For the year ended March 31, 2024 (Contd.)

Trade Receivables ageing schedule

As at March 31, 2024

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment						
	Unbilled	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	2,703.31	3.23	-	-	-	-	2,706.54
(ii) Undisputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables credit impaired	-	-	-	-	-	-	-
Total	2,703.31	3.23	-	-	-	-	2,706.54

As at March 31, 2023

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment						
	Unbilled	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	1,626.23	5.31	-	-	-	-	1,631.54
(ii) Undisputed Trade receivables - which have significant increase in Credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables credit impaired	-	-	-	-	-	-	-
Total	1,626.23	5.31	-	-	-	-	1,631.54

10. CASH AND CASH EQUIVALENTS

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Balances with Banks		
- in Current Accounts	1,987.09	5,746.49
- in Deposit Accounts (Maturity less than 3 Months)	-	-
Cash in Hand	16.75	4.08
	2,003.84	5,750.57

Notes to Ind AS Standalone Financial Statements
For the year ended March 31, 2024 (Contd.)

11. OTHER CURRENT ASSETS

Particulars	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
(Unsecured, Considered good)		
Prepaid Expenses	140.12	221.95
Input Tax Credit Receivable	391.61	264.61
TCS Recoverable	47.59	30.38
Other Receivables	-	68.75
Advance to Others	41.55	14.47
	620.87	600.16

12. EQUITY SHARE CAPITAL

Particulars	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
Authorised		
50,000,000 (Previous Year - 50,000,000 Equity Shares of ₹ 5/- each) Equity Shares of ₹ 5/- each	2,500.00	2,500.00
	2,500.00	2,500.00
Issued, Subscribed and Paid Up		
41,828,297 (Previous Year - 41,688,247 Equity Shares of ₹ 5/- each) Equity Shares of ₹ 5/-each Fully Paid Up	2,091.41	2,084.41
	2,091.41	2,084.41

(i) Reconciliation for No. of shares outstanding as on reporting date

Equity Shares	April 2023 to March 2024		April 2022 to March 2023	
	No. of Shares	(₹ in Lakhs)	No. of Shares	(₹ in Lakhs)
Shares outstanding at the beginning of the year	41,688,247	2,084.41	41,616,227	2,080.81
Shares Issued during the year for consideration of ₹ 5 each	140,050	7.00	72,020	3.60
Subdivision of shares				
Shares Issued during the year as bonus	-	-		
Shares outstanding as on year end	41,828,297	2,091.41	41,688,247	2,084.41

The face value of equity shares of the Company has been subdivided from ₹ 10 per equity share to ₹ 5 per equity share vide approval of shareholders in extraordinary general meeting held on August 14, 2018.

(ii) Terms/Rights attached to the Equity Shares

Equity Shares

The Company has only one class of shares referred to as Equity Shares having a face value of ₹ 5 per share. Each holder of equity share is entitled to one vote per share.

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

Notes to Ind AS Standalone Financial Statements
For the year ended March 31, 2024 (Contd.)

(iii) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company:

Name of Shareholders	As at March 31, 2024		As at March 31, 2023	
	No. of shares held	% of Holdings	No. of shares held	% of Holdings
Anand Rathi Financial Services Limited	8,331,123	19.92	8,331,123	19.98
Anand Rathi	6,266,390	14.98	6,396,390	15.34

(iv) Aggregate number of bonus shares issued, share issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:

	Bonus shares issued by the Company	Issue of shares for consideration other than cash	Shares bought back
March 31, 2024	-	-	-
March 31, 2023	-	-	-
March 31, 2022	13,872,087	-	-
March 31, 2021	-	-	-
March 31, 2020	-	-	-
March 31, 2019	-	-	-

(v) Shares held by promoters

As at March 31, 2024

Name of the Promoter	No. of Shares	% of Total Shares	% Change during the year*
Anand Rathi Financial Services Limited	8,331,123	19.92	(0.06)
Anand Rathi	6,266,390	14.98	(0.36)
Pradeep Kumar Gupta	1,852,012	4.43	(0.13)

As at March 31, 2023

Name of the Promoter	No. of Shares	% of Total Shares	% Change during the year*
Anand Rathi Financial Services Limited	8,331,123	19.98	(0.83)
Anand Rathi	6,396,390	15.34	3.40
Pradeep Kumar Gupta	1,902,012	4.56	(0.01)

(vi) Share reserved for issue under options

For details of shares reserved for issue under the employee stock option (ESOP) plan of the Company, please refer Note No. 31.

(vii) Ordinary shares

Ordinary shares are classified as equity share capital. Incremental costs directly attributable to the issuance of new ordinary shares, share options and buyback are recognised as a deduction from equity, net of any tax effects.

Notes to Ind AS Standalone Financial Statements
For the year ended March 31, 2024 (Contd.)

13. OTHER EQUITY

Particulars	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
(a) Securities Premium		
Opening balance	4,288.32	4,001.48
Add: Addition during the year	867.33	286.84
Balance as at year end	5,155.65	4,288.32
(b) Share Options Outstanding Account		
Opening Balance	513.58	518.21
Add: Addition during the year	569.56	282.21
Less : Transferred to Securities Premium	(867.33)	(286.84)
Balance as at year end	215.81	513.58
(c) Retained Earnings		
Opening Balance	43,809.76	31,577.11
Add: Profit during the year	22,143.71	16,818.36
Less: Dividend Paid	(5,005.19)	(4,585.71)
Balance as at year end	60,948.28	43,809.76
(d) Other Comprehensive Income		
Opening Balance	(193.70)	(118.81)
Remeasurement of defined employee benefit plan & Translation gain/(loss)	(2.84)	(74.89)
Balance as at year end	(196.54)	(193.70)
TOTAL OTHER EQUITY	66,123.20	48,417.97

Nature & Purpose of Reserves :

Securities Premium

Balance of Securities premium consist of issue of share over its face value. The balance will be utilised as per provisions of Section 52 of the Companies Act, 2013.

Share Option Outstanding Account

The share option outstanding account is used to record the value of equity-settled share based payment transactions with employees.

Retained earnings

Retained earnings comprises of the amounts that can be distributed by the Company as dividends to its equity share holders.

Other Comprehensive Income (OCI)

OCI includes remeasurement of defined employee benefit plan on account of actuarial gains and losses as per Ind AS 19 Employee Benefits and Translation gain / loss.

Notes to Ind AS Standalone Financial Statements
For the year ended March 31, 2024 (Contd.)

14. BORROWINGS

(₹ in Lakhs)		
Particulars	As at March 31, 2024	As at March 31, 2023
(i) Borrowings - Non current		
Term Loan - Loan against Property (Secured against 8 th & 9 th Floor (2 nd & 3 rd Office Floor), Block 'B' & 'C' of Wing E, Trade Link, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai)	-	831.53
Terms of repayment - Repayable in 5 Years (20 quarters), last instalment falling due on March 18, 2025		
The rate of interest will be I-MCLR 1 Year + Spread, determined at the date of disbursement and reset at end of every 12 months from the date of disbursement.		
The Company has made regular repayment of principal & interest due over the year		
	-	831.53

(₹ in Lakhs)		
Particulars	As at March 31, 2024	As at March 31, 2023
(ii) Borrowings - Current		
Current Maturity of Secured Loan from Banks		
Term Loan - Loan against Property	831.53	829.18
	831.53	829.18

15. LEASE LIABILITIES

(₹ in Lakhs)		
Particulars	As at March 31, 2024	As at March 31, 2023
(i) Non Current		
Lease Liability	3,468.62	1,401.31
	3,468.62	1,401.31
(ii) Current		
Lease Liability	841.37	564.86
	841.37	564.86

16. DEFERRED TAX ASSETS/(LIABILITIES)

(₹ in Lakhs)		
Particulars	As at March 31, 2024	As at March 31, 2023
Depreciation on Property Plant & Equipments	(258.16)	(145.37)
Long Term Capital Loss	9.86	9.86
Employee Benefit Expenses	178.37	145.42
Fair Valuation of Financial Instruments	(229.60)	(93.69)
Impact on recognition of Right-of-Use Asset and Lease Liability	74.49	76.09
	(225.04)	(7.69)

Notes to Ind AS Standalone Financial Statements
For the year ended March 31, 2024 (Contd.)

17. TRADE PAYABLES

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Total outstanding dues of micro, small and medium enterprises*	-	-
Total outstanding dues to other than micro, small and medium enterprises	2.06	31.49
	2.06	31.49

*The above disclosure is based on the responses received by the Company to its inquiries with suppliers with regard to applicability under the Micro, Small and Medium Enterprise Development Act, 2006 (Refer Note - 36)

Trade Payables Ageing Schedule:

As at March 31, 2024

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	2.06	-	-	-	2.06
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total	2.06	-	-	-	2.06

As at March 31, 2023

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	31.49	-	-	-	31.49
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total	31.49	-	-	-	31.49

18. OTHER FINANCIAL LIABILITIES

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Other Financial Liabilities - Current		
Accrued Salaries and Benefits	59.76	63.16
Provision for Expenses	311.59	202.13
Advance from Customers	2,917.54	700.97
	3,288.89	966.26

19. OTHER CURRENT LIABILITIES

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Statutory Dues	1,331.59	925.21
	1,331.59	925.21

Notes to Ind AS Standalone Financial Statements
For the year ended March 31, 2024 (Contd.)

20. PROVISIONS

Particulars	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
(i) Employee Benefit Liabilities - Non Current		
Gratuity Provision (Refer Note 23)	304.98	347.74
	304.98	347.74
(ii) Provision - Current		
Leave Provision	582.09	464.98
Incentive Provision	10,261.51	7,493.83
Provision for Income Tax	16.32	-
	10,859.92	7,958.81

21. REVENUE FROM OPERATIONS

Particulars	(₹ in Lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Mutual Fund Distribution Income	25,498.89	18,202.57
Income from Distribution & Sale of Financial Product	43,968.74	34,794.47
	69,467.63	52,997.04

22. OTHER INCOME

Particulars	(₹ in Lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest Income	1,900.15	540.65
Gain on sale of Investments		
Realised	64.08	17.92
Unrealised	579.23	200.25
Miscellaneous and Other Income	13.47	8.30
	2,556.93	767.12

23. EMPLOYEE BENEFIT EXPENSES

Particulars	(₹ in Lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Salaries, Incentive & Allowances	29,163.02	21,933.95
Contribution to Provident and Other Funds	1,239.46	989.51
Share based Payments to Employees	569.56	282.21
Staff Welfare Expenses	407.16	327.36
	31,379.20	23,533.03

The Company is recognising and accruing the retirement benefits as per Indian Accounting Standard (Ind AS) 19 on "Employee Benefits". The details are as enunciated below as certified by an Independent Actuary.

A. Defined Benefit Plans

Gratuity:

The gratuity payable to employees is based on the employee's service and last drawn salary at the time of leaving the services of the Group and is in accordance with the Rules of the Company for payment of gratuity.

Notes to Ind AS Standalone Financial Statements For the year ended March 31, 2024 (Contd.)

Inherent Risk

The plan is defined benefit in nature which is sponsored by the Company and hence it underwrites all the risks pertaining to the plan. In particular, this exposes the Company to actuarial risk such as adverse salary growth, change in demographic experience, inadequate return on underlying plan assets. This may result in an increase in cost of providing these benefits to employee in future. Since the benefits are lump sum in nature the plan is not subject to any longevity risks.

(₹ in Lakhs)		
Amounts recognised in the Balance Sheet in respect of gratuity:	As at March 31, 2024	As at March 31, 2023
Present value of the funded defined benefit obligation at the end of the year	1,236.79	952.13
Less: Fair value of plan assets	1,058.41	717.19
Net Liability/(Asset)	178.38	234.94

(₹ in Lakhs)		
Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Amounts recognised in Salary, Wages and Employee Benefits in the Statement of Profit and Loss in respect of gratuity:		
Current Service cost	133.68	121.95
Interest on Defined Benefit Obligations	66.40	54.57
Expected return on plan assets	(51.64)	(50.22)
Past Service Cost – Vested Benefit recognised during the year	-	-
Net Gratuity Cost	148.44	126.30
Amount recognised in Other Comprehensive Income (OCI)		
Amount recognised in OCI in beginning of the year	215.13	106.49
Remeasurement due to:		
Effect of Change in financial assumptions	34.43	5.39
Effect of Change in demographic assumptions	-	-
Effect of experience adjustments	80.01	77.61
Actuarial (Gains)/Losses	114.43	83.00
Less : Return on plan assets (excluding interest)	84.50	(25.64)
Total remeasurements recognised in OCI	29.93	108.64
Amount recognised in OCI, End of year	245.07	215.13
Actual Return on Plan Assets :		
Expected Return on Plan Assets	51.64	50.22
Actuarial gain/(loss) on Plan Assets	84.50	(25.64)
Actual Return on Plan Assets	136.14	24.58
Reconciliation of present value of the obligation and the fair value of the plan assets:		
Change in present value of obligation:		
Opening Defined Benefit Obligation	952.13	788.38

Notes to Ind AS Standalone Financial Statements
For the year ended March 31, 2024 (Contd.)

Particulars	(₹ in Lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Current Service Cost	133.68	121.95
Interest Cost	66.40	54.57
Liability Transferred out	-	-
Actuarial (Gain)/loss	114.43	83.00
Benefits Paid	(29.85)	(95.77)
Past Service Cost	-	-
Closing Defined Benefit Obligation	1,236.79	952.13
Change in fair value plan assets:		
Opening Fair Value of the plan assets	717.19	692.66
Expected return on plan assets	51.64	50.22
Actual Enterprise's Contribution	234.94	95.72
Actual Benefits Paid	(29.85)	(95.77)
Actuarial Gain/(loss)	84.50	(25.64)
Closing Fair value of the plan assets	1,058.41	717.19
Investment details of plan assets		
Government of India Securities	-	-
Corporate Bonds	-	-
Special Deposit Scheme	-	-
Insurer Managed Fund	100%	100%
Others	-	-
Total	100%	100%
Experience Adjustment		
Defined Benefit Obligation	1,236.79	952.13
Plan Assets	1,058.41	717.19
(Surplus)/deficit	178.38	234.94
Actuarial (Gains)/Losses on Obligations - Due to Experience	114.43	83.00
Actuarial Gains/(Losses) on Plan Assets - Due to Experience	84.50	(25.64)
Weighted average duration of Define benefit obligation	13.64 Yrs	13.73 Yrs
Maturity profile of defined benefit obligation		
Within next 12 months	74.39	59.83
Between 1 and 5 Years	243.96	195.60
Between 5 and 10 Years	407.23	291.93

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

Notes to Ind AS Standalone Financial Statements For the year ended March 31, 2024 (Contd.)

There are no amounts included in the fair value of plan assets for:

- i) Company's own financial instrument
- ii) Property occupied by or other assets used by the Company

Discount Rate:

Discount Rate for this valuation is based on Yield to Maturity (YTM) available on Government bonds having similar term to decrement-adjusted estimated term of liabilities.

For valuation as at March 31, 2024 the estimated term of liabilities is 12.22 years, corresponding to which YTM on government bonds is 6.95%, after rounding to nearest 0.05%

Expected rate of return on assets:

It is the average long term rate of return expected on investments of the Trust Fund.

Salary Escalation Rate:

Salary escalation assumption has been set in discussions with the enterprise based on their estimates of overall long-term salary growth rates after taking into consideration expected earnings inflation as well as performance and seniority related increases.

Withdrawal Rate:

Assumptions regarding withdrawal rates is based on the estimates of expected long term employee turnover within the organisation.

Mortality Rate

It is based on Indian Assured Lives Mortality (2012-14) Ult. as issued by Institute of Actuaries of India for the actuarial valuation.

General Description fair value of the plan:

The Company has insurer Managed Fund.

Principal Actuarial Assumptions:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Discount rate	6.95%	7.20%
Salary Escalation Rate	5.00%	5.00%
Attrition Rate	For Service 4 yrs. & Below 20.00 % p.a. & service 5 yrs. and above 2.00 % p.a.	For Service 4 yrs. & Below 20.00 % p.a. & service 5 yrs. and above 2.00 % p.a.
Mortality Table	Indian Assured Lives Mortality (2012-14) Ult.	Indian Assured Lives Mortality (2012-14) Ult.
Retirement Age	60 years	60 years

Sensitivity Analysis

The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the year and may not be representative of the actual change. It is based on a change in the key assumption while holding all other assumptions constant. When calculating the sensitivity to the assumption, the same method used to calculate the liability recognised in the Balance Sheet has been applied. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared with the previous year.

Notes to Ind AS Standalone Financial Statements
For the year ended March 31, 2024 (Contd.)

Particulars	(₹ in Lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Defined Benefit Obligation (Base)	1236.79	952.13
Discount Rate		
Increase by 50 bps	1169.33	900.21
Impact of increase by 50 bps in Percentage	(5.45%)	(5.45%)
Decrease by 50 bps	1310.13	1008.57
Impact of decrease by 50 bps in Percentage	5.93%	5.93%
Salary Growth Rate		
Increase by 50 bps	1256.61	970.80
Impact of increase by 50 bps in Percentage	1.60%	1.96%
Decrease by 50 bps	1217.16	935.22
Impact of decrease by 50 bps in Percentage	(1.59%)	(1.78%)
Expected contribution for the next financial year	74.39	59.83
Weighted Average duration	13.64	13.73
Asset Liability Matching Strategy		

The money contributed by the Company to the Gratuity fund to finance the liabilities of the plan has to be invested.

The trustees of the plan have outsourced the investment management of the fund to an Insurance Company. The Insurance Company in turn manages these funds as per the mandate provided to them by the trustees and the asset allocation which is within the permissible limits prescribed in the insurance regulations. Due to the restrictions in the type of investments that can be held by the fund, it is not possible to explicitly follow an asset liability matching strategy.

There is no compulsion on the part of the Company to fully prefund the liability of the Plan. The Company's philosophy is to fund these benefits based on its own liquidity and the level of underfunding of the plan.

For Representative Office at Dubai

Defined Benefit Plans

Gratuity:

The gratuity payable to employees is based on the employee's service and last drawn salary at the time of leaving the services of the Company and is in accordance with the Rules of the Company for payment of gratuity.

Inherent Risk

The plan is defined benefit in nature which is sponsored by the Company and hence it underwrites all the risks pertaining to the plan. In particular, this exposes the Company to actuarial risk such as adverse salary growth, change in demographic experience, inadequate return on underlying plan assets. This may result in an increase in cost of providing these benefits to employee in future. Since the benefits are lump sum in nature the plan is not subject to any longevity risks.

Notes to Ind AS Standalone Financial Statements
For the year ended March 31, 2024 (Contd.)

(AED in Lakhs)		
Amounts recognised in the Balance Sheet in respect of gratuity (funded by the Company):	As at March 31, 2024	As at March 31, 2023
Present value of the funded defined benefit obligation at the end of the year	5.58	5.05
Less: Fair value of plan assets	0.00	0.00
Net Liability/(Asset)	5.58	5.05

(AED in Lakhs)		
Amounts recognised in Salary, Wages and Employee Benefits in the Profit and Loss Account in respect of gratuity (funded by the Company):	For the year ended March 31, 2024	For the year ended March 31, 2023
Current Service cost	1.85	1.71
Interest on Defined Benefit Obligations	0.30	0.16
Expected return on plan assets	-	-
Past Service Cost – Vested Benefit recognised during the year	-	-
Net Gratuity Cost	2.15	1.87

Amount recognised in Other Comprehensive Income (OCI)		
Amount recognised in OCI in beginning of the year	(1.17)	-
Remeasurement due to:		
Effect of Change in financial assumptions	(0.63)	(2.18)
Effect of Change in demographic assumptions	-	-
Effect of experience adjustments	(0.83)	1.01
Actuarial (Gains)/Losses	(1.46)	(1.17)
Less : Return on plan assets (excluding interest)	-	-
Total remeasurements recognised in OCI	(1.46)	(1.17)
Amount recognised in OCI, End of year	(2.63)	(1.17)
Reconciliation of present value of the obligation and the fair value of the plan assets:		
Change in present value of obligation:		
Opening Defined Benefit Obligation	5.04	4.35
Current Service Cost	1.85	1.71
Interest Cost	0.30	0.16
Liability Transferred out	-	-
Actuarial (Gain)/loss	(1.46)	(1.18)
Benefits Paid	(0.15)	-
Past Service Cost	-	-
Closing Defined Benefit Obligation	5.58	5.04
Experience Adjustment		
Defined Benefit Obligation	5.58	5.05
Plan Assets	-	-
(Surplus)/deficit	5.58	5.05
Actuarial (Gains)/Losses on Obligations - Due to Experience	-	-
Actuarial Gains/(Losses) on Plan Assets - Due to Experience	-	-
Weighted average duration of Define benefit obligation	13.04 Yrs	14.02 Yrs
Maturity profile of defined benefit obligation		
Within next 12 months	0.31	0.21
Between 1 and 5 Years	1.03	0.75
Between 5 and 10 Years	1.31	0.98

Notes to Ind AS Standalone Financial Statements For the year ended March 31, 2024 (Contd.)

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

There are no amounts included in the fair value of plan assets for:

- i) Company's own financial instrument
- ii) Property occupied by or other assets used by the Company

Discount Rate:

The discount rate is determined by reference to market yields at the end of the reporting period on high quality corporate bonds (or, in countries where there is no deep market in such bonds, government bonds) of a currency and term consistent with the currency and term of the post-employment benefit obligations.

The discount rate of 6.80% has been used based on Dubai bond yields as per the advice of the Enterprise.

Expected rate of return on assets:

It is the average long term rate of return expected on investments of the Trust Fund.

Salary Escalation Rate:

Salary escalation assumption is based on estimates of over all long-term salary growth rates after taking in to consideration expected earnings inflation as well as performance and seniority related increases.

Withdrawal Rate:

Assumptions regarding withdrawal rates is based on the estimates of expected long term employee turnover within the organisation.

Mortality Rate

It is based on Indian Assured Lives Mortality (2012-14) Ult. as issued by Institute of Actuaries of India for the actuarial valuation.

General Description fair value of the plan:

The Company has insurer Managed Fund.

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Discount rate	6.80%	6.00%
Salary Escalation Rate	5.00%	5.00%
Attrition Rate	For Service 4 yrs. & Below 20.00 % p.a. & service 4 yrs. and above 2.00 % p.a.	For Service 4 yrs. & Below 20.00 % p.a. & service 4 yrs. and above 2.00 % p.a.
Mortality Table	Indian Assured Lives Mortality (2012-14) Ult.	Indian Assured Lives Mortality (2012-14) Ult.
Retirement Age	60 years	60 years

Sensitivity Analysis

The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the year and may not be representative of the actual change. It is based on a change in the key

Notes to Ind AS Standalone Financial Statements For the year ended March 31, 2024 (Contd.)

assumption while holding all other assumptions constant. When calculating the sensitivity to the assumption, the same method used to calculate the liability recognised in the Balance Sheet has been applied. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared with the previous year.

Particulars	(AED in Lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Defined Benefit Obligation (Base)	5.58	5.05
Discount Rate		
Increase by 50 bps DBO	5.23	4.69
Impact of increase by 50 bps in Percentage	(6.26%)	(7.04%)
Decrease by 50 bps DBO	5.96	5.43
Impact of decrease by 50 bps in Percentage	6.87%	7.77%
Salary Growth Rate		
Increase by 50 bps DBO	5.96	5.43
Impact of increase by 50 bps in Percentage	6.96%	7.81%
Decrease by 50 bps DBO	5.22	4.68
Impact of decrease by 50 bps in Percentage	(6.39%)	(7.13%)
Expected contribution for the next financial year	0.31	0.21
Weighted Average duration	13.04	14.02

B Total amount recognised in balance sheet in respect of gratuity

Amounts recognised in the Balance Sheet in respect of gratuity:	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
Net Liability / (Asset) in India	178.38	234.94
Net Liability / (Asset) in Dubai	126.60	112.80
Total	304.98	347.74

C Defined Contribution Plans

Amount recognised as an expense under the head "Contribution to Provident and other Funds in Note 23 "Employee Benefit Expenses" of Statement of Profit and Loss towards Company's Contribution to Provident Fund is ₹ 1,039.61 Lakhs (2022-23 ₹ 819.34 Lakhs).

- D The Code on Social Security, 2020 ('Code'), relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

ANANDRATHI

Private Wealth. uncomplicated

CIN : L67120MH1995PLC086696

Notes to Ind AS Standalone Financial Statements For the year ended March 31, 2024 (Contd.)

24. FINANCE COST

(₹ in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest Expense	643.54	389.86
	643.54	389.86

25. OTHER EXPENSES

(₹ in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Business Support Charges (Refer Note No.42)	531.18	47.46
Data Processing and IT enabled services	857.26	608.89
Legal & Professional Charges	223.97	277.87
Director Sitting Fees	25.90	16.50
Electricity Expenses	136.96	110.77
Communication Expenses	229.46	194.86
Printing and Stationery	245.05	238.31
Postage and Telegram	98.09	61.53
Rent, Rates and Taxes	665.76	735.61
Repairs and Maintenance	134.59	96.51
Recruitment & Training	84.31	89.96
Marketing and Referral Expenses	357.53	213.50
Business Promotion Expenses	2,205.75	1,379.50
Computer & Software Maintenance Charges	165.38	112.40
Client Claim	92.87	71.12
Travelling & Conveyance Expenses	760.60	382.51
Insurance Charges	8.99	5.41
Office Expenses	253.60	218.35
Brand Charges	347.79	263.86
Payment to Auditors		
Audit Fees	50.25	50.00
Reimbursement	1.75	0.82
Tax Audit fees	1.00	1.25
Donation	417.00	214.48
CSR Expenses	293.82	237.88
Miscellaneous & General Expenses	418.81	430.42
	8,607.67	6,059.77

26. INCOME TAX EXPENSES

(₹ in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Current Tax		
Current tax on profit for the year	7,601.12	5,597.34
Adjustments for current tax of prior years	5.02	31.97
Total Current Tax Expenses	7,606.14	5,629.31

Notes to Ind AS Standalone Financial Statements
For the year ended March 31, 2024 (Contd.)

(₹ in Lakhs)		
Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Deferred Tax		
Decrease / (Increase) in deferred tax assets	217.36	178.65
(Decrease) / Increase in deferred tax liabilities	-	-
Total deferred tax expenses / benefit	217.36	178.65
Total Income Tax Expenses	7,823.50	5,807.96

Effective Tax Rate Reconciliation

(₹ in Lakhs)		
Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Applicable Tax Rate (%)	25.17	25.17
Profit before tax	29,967.21	22,626.32
Tax Expenses as per above rate	7,542.15	5,694.59
Tax Impact Due to:		
Expenses Disallowed	179.06	121.96
Exempt Income	58.85	(33.82)
On Account of Previous Year Adjustments	5.02	31.97
Others	38.42	(6.73)
Total Tax Expenses	7,823.50	5,807.96
Effective Tax Rate %	26.11	25.67

For the current financial year and previous financial year tax is charged @ 25.17% (i.e. 22% Basic Tax, 10% Surcharge on Basic Tax and 4% Cess on Basic Tax and Surcharge).

27. OPERATING SEGMENTS

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") of the Company. The CODM, who is responsible for allocating resources and assessing performance of operating segments, has been identified as CEO/CFO of the Company. The Company operates only in one business segment i.e. Services for distribution and sale of financial products within India, hence does not have any reportable segment as per Indian Accounting Standard 108 "Operating Segments"

28. LEASES - IND AS 116

The incremental borrowing rate applied to lease liabilities as at as at April 01, 2022 is 8.40% and as at April 01, 2023 is 9.35%.

Following is the information pertaining to leases :

(₹ in Lakhs)		
Particulars	March 31, 2024	March 31, 2023
(a) Depreciation Charge for Right-of-Use Asset	881.36	638.31
(b) Interest Expense on Lease Liability	295.47	167.29
(c) Expense relating to short term leases accounted in profit & loss	547.99	567.11
(d) Total Cash Outflow for Leases for the year (includes expense relating to short term lease and rent expense recognised)	1,004.51	779.69
(e) Additions to Right-of-Use Asset	3,261.02	1,183.65
(f) Deletions from Right-of-Use Asset (Gross Block)	1,037.09	-

Notes to Ind AS Standalone Financial Statements
For the year ended March 31, 2024 (Contd.)

(₹ in Lakhs)

Particulars	March 31, 2024	March 31, 2023
(g) Deletions from Right-of-Use Asset (Provision for Depreciation)	984.36	-
(h) Carrying Amount of Right-of-Use Asset	4,150.68	1,823.75

Maturity Analysis of Lease Liabilities (on Undiscounted basis):

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Not later than 1 year	1,193.65	702.24
Later than 1 year and not later than 5 years	3,915.18	1,462.19
Later than 5 years	116.55	203.96
Total	5,225.38	2,368.39

29. RELATED PARTY DISCLOSURE**(a) List of Related Parties****(i) Subsidiary Companies**

AR Digital Wealth Private Limited
Freedom Wealth Solutions Private Limited
Freedom Intermediary Infrastructure Private Limited

(ii) Entity of which the Company was an Associate

Anand Rathi Financial Services Limited (upto March 22, 2023)

(iii) Key Managerial Persons (KMP)

Amit Rathi, Director (upto October 12, 2022)
Rakesh Rawal, Whole-Time Director
Rajesh Bhutara, CFO
Nitesh Tanwar, Company Secretary (upto March 11, 2024)
Ashish Chauhan, Company Secretary (upto May 31, 2022)

(iv) Other Related Parties with whom there were transactions

Anand Rathi Global Finance Limited
Anand Rathi Financial Services Limited (w.e.f. March 23, 2023)
Anand Rathi Share and Stock Brokers Limited
Anand Rathi IT Private Limited
Sapphire Human Solution Private Limited
Anand Rathi Insurance Brokers Limited
Anand Rathi Advisors Limited (Subsidiary of Anand Rathi Global Finance Limited)
Asha Leasing and Finance Private Limited

(v) Transactions with Promoter and Entity forming part of our Promoter Group

Pradeep Kumar Gupta
Priti Pradeep Gupta
Aqua Proof Wall Plast Private Limited
Supriya Rathi

Notes to Ind AS Standalone Financial Statements
For the year ended March 31, 2024 (Contd.)

(b) The following transactions were carried out with the related parties in the ordinary course of business:

Particulars	(₹ in Lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
(i) Purchase of Non-Principal Protected Structure Product		
Entity of which the Company was an Associate	-	10,255.88
Subsidiary	2,076.90	1,721.22
Other Related Parties	424,854.32	305,552.45
Transactions with Promoter and Entity forming part of our Promoter Group	799.44	-
(ii) Sale of Non-Principal Protected Structure Product		
Entity of which the Company was an Associate	-	791.38
Subsidiary	2,327.64	4,332.17
Other Related Parties	18,074.76	2,092.47
Transactions with Promoter and Entity forming part of our Promoter Group	250.00	998.45
(iii) Support Services Taken		
Entity of which the Company was an Associate	-	43.39
Other Related Parties	1,560.22	735.02
(iv) Rent Expense		
Entity of which the Company was an Associate	-	13.20
Other Related Parties	424.65	9.60
(v) Brand Charges		
Entity of which the Company was an Associate	-	196.25
Other Related Parties	347.79	67.61
(vi) Demat Charges		
Other Related Parties	0.34	0.43
(vii) Remuneration paid to KMP		
Short Term Employee Benefits	914.25	751.62

* The value of post employment benefit for all the employees is determined collectively by the appointed actuary and therefore not separately identifiable.

Note 1: Related party relationships have been identified by the Management and relied upon by the Auditors.

30. EARNING PER SHARE

Particulars	(₹ in Lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Net Profit after tax	22,143.71	16,818.36
Number of equity shares	41,828,297	41,688,247
Face Value Per Share (in ₹)	5	5
Weighted Average number of equity shares	41,744,783	41,668,066

Notes to Ind AS Standalone Financial Statements For the year ended March 31, 2024 (Contd.)

Particulars	(₹ in Lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Diluted Weighted Average number of equity shares	41,796,177	41,858,297
Earnings Per Share (in ₹)		
- Basic	53.05	40.36
- Diluted	52.98	40.18

31. SHARE BASED PAYMENTS

Employees Share Option Plans

The Employee Stock Option Scheme ("the Scheme") provides for grant of share options to the eligible employees and/or directors ("the Employees") of the Holding Company. The Share Options are granted at an exercise price, which is either equal to the fair market price, or at a premium, or at a discount to market price as may be determined by the Board.

ESOP Scheme 2018

During the financial year 2018-19, the Board had approved the Policy and the no. of options to be granted to the Employees that will vest in a graded manner and which can be exercised within a specified period. The Board has approved 260,100 options at an exercise price of ₹ 5/- per option to the employees. During the meeting held on June 14, 2021, the Board has approved 20,000 options at an exercise price of ₹ 5/- per option.

The details of options are as under:

Particulars	For the year ended March 31, 2024 (Nos.)	For the year ended March 31, 2023 (Nos.)
Outstanding at the beginning of the year	104,040	176,060
Add: Granted during the year	-	-
Less: Exercised and shares allotted during the year	52,020	72,020
Less: Exercised but pending allotment	-	-
Less: Forfeited/cancelled during the year	-	-
Less: Lapsed during the year	-	-
Outstanding as at the end of the year	52,020	104,040
Exercisable at the end of the year	-	-

Fair Value of Options granted

The estimated fair value of each stock option granted is ₹ 407 as on March 11, 2019. The fair value has been calculated by applying Black-Scholes-Merton model. The model inputs the share price at respective grant dates, exercise price of ₹ 5/- per option, Standard Deviation of 51.15%, life of option being 3 months from the date of grant, and a risk-free interest rate of 7.35%.

The options were approved by the Board on March 11, 2019 under ESOP 2018 and were communicated to employees on April 01, 2020. 20,000 options approved by the Board on June 14, 2021 under ESOP 2018 were communicated to the employees on June 14, 2021. ESOP 2018 has an exercise price of ₹ 5 per option, and would vest over the period as under:

Options Granted (in Nos.)	Vesting Date
52,020	April 01, 2020
52,020	April 01, 2021
72,020	April 01, 2022
52,020	April 01, 2023
52,020	April 01, 2024

Notes to Ind AS Standalone Financial Statements For the year ended March 31, 2024 (Contd.)

ESOP Scheme 2022

During the financial year 2022-23, the Board had approved the Policy and the no. of options to be granted to the Employees that will vest in a graded manner and which can be exercised within a specified period. The Board has approved 88,030 options at an exercise price of ₹ 5/- per option to the employees during the meeting held on January 12, 2023.

The details of options are as under:

Particulars	For the year ended March 31, 2024 (Nos.)	For the year ended March 31, 2023 (Nos.)
Outstanding at the beginning of the year	88,030	-
Add: Granted during the year	-	88,030
Less: Exercised and shares allotted during the year	88,030	-
Less: Exercised but pending allotment	-	-
Less: Forfeited/cancelled during the year	-	-
Less: Lapsed during the year	-	-
Outstanding as at the end of the year	-	88,030
Exercisable at the end of the year	-	-

Fair Value of Options granted

The estimated fair value of each stock option granted is ₹ 749.91 as on January 12, 2023. The fair value has been calculated by applying Black-Scholes-Merton model. The model inputs the share price at respective grant dates, exercise price of ₹ 5/- per option, Standard Deviation of 40.76%, life of option being 3 months from the date of grant, and a risk-free interest rate of 7.44%.

Options Granted (in Nos.)	Vesting Date
88,030	January 12, 2024

Details of the commitments arising from the Share based payments were as follows:

Particulars	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
Total Carrying Amount of ESOP Outstanding	215.81	513.58
Amount debited to Statement of Profit & Loss	569.56	282.21

The following is the summary of allotment made during year ended March 31, 2024 and March 31, 2023:

Particulars	Allotted to	For the year ended March 31, 2024 (Nos.)	For the year ended March 31, 2023 (Nos.)
ESOP Scheme 2018	KMP	-	-
	Other than KMP	52,020	72,020
ESOP Scheme 2022	KMP	-	-
	Other than KMP	88,030	-

32. CORPORATE SOCIAL RESPONSIBILITY (CSR)

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities.

Notes to Ind AS Standalone Financial Statements For the year ended March 31, 2024 (Contd.)

A CSR committee has been formed by the Company as per the Act. The funds were primarily allocated to a corpus and utilised through the year on the activities which are specified in Schedule VII of the Companies Act, 2013:

Particulars	(₹ in Lakhs)	
	For the year ended March 31, 2024 (Nos.)	For the year ended March 31, 2023 (Nos.)
Details of corporate social responsibility expenditure		-
(a) amount required to be spent by the Company during the year	307.33	224.71
(b) amount of expenditure incurred		
(i) Construction/ acquisition of any asset	-	-
(ii) On purposes other than (i) above	293.82	237.88
(c) Surplus/ (shortfall) at the end of the year	(13.51)	13.16
(d) total of previous years surplus / (shortfall)	13.80	0.64
(e) surplus carried forward as per proviso to section 135 (5)	0.29	13.80
(f) reason for shortfall during the year ended :	NA	NA

Nature of CSR activities :

The Company has primarily spent the CSR expenditure for the purpose:

Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects.

Training to promote rural sports, nationally recognised sports, paralympic sports and olympic sports

Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare.

The expenditure incurred during the year has been recommended by the CSR Committee and approved by the board of directors.

33. CAPITAL MANAGEMENT

For the purpose of Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to equity holders of company. The Company manages its capital to ensure that it continues as going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The Company monitors capital using a gearing ratio. Capital gearing ratio of company is as follows :

Particulars	(₹ in Lakhs)	
	March 31, 2024	March 31, 2023
Equity	2,091.41	2,084.41
Other Equity	66,123.20	48,417.97
Total Equity (A)	68,214.61	50,502.38
Borrowings	831.53	1,660.71
Total Debt (B)	831.53	1,660.71
Total Debt and Equity (C=A+B)	69,046.14	52,163.09
Capital Gearing Ratio (B/C)	0.012	0.032

Notes to Ind AS Standalone Financial Statements For the year ended March 31, 2024 (Contd.)

34. BUSINESS COMBINATIONS

The Company had acquired following equity shares at fair value during earlier year(s). Purchase consideration for acquisition of shares in below mentioned entities was paid by mode of cash only. The acquisitions were made to enhance the presence in Wealth Management space. The other disclosures with respect to acquisition are as under.

AR Digital Wealth Private Limited (ARDWPL) is engaged in the business of Digital Wealth Management. The consideration paid for shares of ARDWPL in Aug 2016 was ₹ 252.00 Lakhs, in March 2018 was ₹ 690.25 Lakhs and in Financial Year 2018-2019 was ₹ 4204.81 Lakhs. The fair value per share for the aforesaid acquisitions was ₹ 10, ₹ 256 and ₹ 332 (Average price of 3 lots purchased during the year) respectively.

Freedom Wealth Solutions Private Limited (FWSPL) is engaged in the business of Wealth Management. The consideration paid for shares of FWSPL in September 2017 was ₹ 237.16 Lakhs. The fair value per share for the aforesaid acquisitions was ₹ 10.

Ffreedom Intermediary Infrastructure Private Limited (FIINFRA) is engaged in the business of providing IT enabled services. The consideration paid for shares of FIINFRA in 2019-20 was ₹ 3,598.95 Lakhs. The fair value per share for the aforesaid acquisitions was ₹ 434.

299,419 shares purchased on February 13, 2020 and 299418 shares purchased on March 31, 2020 were acquired from AR Digital Wealth Private Limited and 230,415 shares purchased on March 31, 2020 were acquired in a Right issue by Ffreedom Intermediary Infrastructure Private Limited.

Details of Share acquired/(sold) is tabulated as below-

Name of Company	No. of Shares	% of Shares Acquired
AR Digital Wealth Private Limited		
August 13, 2016	2,520,000	60.30%
March 14, 2018	5,574	0.13%
March 16, 2018	170,246	4.07%
March 16, 2018	51,074	1.22%
March 16, 2018	39,157	0.94%
March 22, 2018	5,574	0.13%
May 03, 2018	58,361	1.40%
February 05, 2019	1,194,029	7.07%
March 27, 2019	13,044	0.24%
Freedom Wealth Solutions Private Limited		
September 25, 2017	2,371,625	95.01%
Ffreedom Intermediary Infrastructure Private Limited		
February 13, 2020	299,419	50.00%
March 31, 2020	299,418	36.11%
March 31, 2020	230,415	13.89%

35. (a) The Company does not have any pending litigation which would impact its financial position.
- (b) The Company, as a process, reviews and ensures to make adequate provisions for material foreseeable loss, if any, on all long-term contracts. As on the reporting date there is no material foreseeable loss on any long-term contract. The Company does not have any open derivative contracts at the reporting date.

Notes to Ind AS Standalone Financial Statements
For the year ended March 31, 2024 (Contd.)

36. DUES TO MICRO, SMALL AND MEDIUM ENTERPRISES

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
The principal amount remaining unpaid to any supplier at the end of each accounting year;	-	-
The interest due thereon remaining unpaid to any supplier at the end of each accounting year;	-	-
The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
The amount of interest due and payable for the year of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

37. FINANCIAL RATIOS

Particulars	March 31, 2024	March 31, 2023	Variation
1. Current Ratio ⁽¹⁾	3.24	2.70	20%
2. Debt Equity Ratio ⁽²⁾	0.01	0.03	(63%)
3. Debt Service Coverage Ratio ⁽³⁾	11.10	10.19	9%
4. Return on Equity Ratio	37.31%	37.98%	(2%)
5. Net capital turnover ratio ⁽⁴⁾	1.81	2.77	(35%)
6. Profit ratio	31.88%	31.73%	0%
7. Return on Capital Employed	44.33%	44.13%	0%

(1) Current ratio increased due to increase in fixed deposits.

(2) Debt equity ratio decreased due to repayment of debt during 2023-24 of ₹ 833 Lakhs

(3) Profit for 2023-24 increased hence debt service ratio has increased

(4) Working capital increased due to increase in Non-Principal Protected Structure Product stock and consequently net working capital to turnover has reduced.

Explanations to items included in computing the above ratios

1. Current Ratio: Current Asset (excluding assets held for sales) over Current Liabilities

2. Debt-Equity Ratio: Debt (includes Current & Non-Current Borrowings excluding lease liabilities) over total share holders equity (Includes average of opening and closing equity capital and other equity).

3. Debt Service Coverage Ratio: Earnings available for debt service (includes profit after tax, depreciation and finance cost) over debt service (includes interest on borrowings - car loan and property loan, principal repayment made and lease payments).

Notes to Ind AS Standalone Financial Statements For the year ended March 31, 2024 (Contd.)

4. Return on Equity Ratio: Profit After Tax over Equity (includes average of opening and closing equity capital and other equity).
5. Net capital turnover ratio: Revenue from operations over average working capital (current assets net of current liabilities).
6. Net profit ratio: Profit After Tax over Revenue from operations
7. Return on Capital employed: Earnings Before Interest & Tax over Capital Employed (which includes tangible net worth and total debt).

Note:

- a. Considering the nature of business activities, only ratios applicable to the Company are provided.

38. FINANCIAL INSTRUMENT - FAIR VALUES

Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy.

(₹ in Lakhs)

March 31, 2024	Valuation Method	Carrying Amount	Fair value			
			Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total Fair Value
Financial assets						
FVTPL						
(i) Non-Principal Protected Structure Product	Market Approach	7,894.03	-	-	7,894.03	7,894.03
		(9,655.57)	-	-	(9,655.57)	(9,655.57)
(ii) Equity Shares of Other Companies	Market Approach	11,229.47	114.25	-	11,115.22	11,229.47
		(10,550.25)	-	-	(10,550.25)	(10,550.25)

(₹ in Lakhs)

March 31, 2024	Amortised Cost	Fair Value through Profit or loss	Fair Value through OCI	Total carrying value	Total fair value
Financial assets					
(i) Security Deposit	823.77	-	-	823.77	823.77
	(1,008.20)	-	-	(1,008.20)	(1,008.20)
(ii) Trade receivables	2,706.54	-	-	2,706.54	2,706.54
	(1,631.54)	-	-	(1,631.54)	(1,631.54)
(iii) Cash and cash equivalents	2,003.84	-	-	2,003.84	2,003.84
	(5,750.57)	-	-	(5,750.57)	(5,750.57)
(iv) Other Financial Assets	37,672.77	7,894.03	-	45,566.80	45,566.80
	(12,123.15)	(9,655.57)	-	(21,778.72)	(21,778.72)
(v) Investments in equity instruments	8,983.17	11,115.22	-	20,098.39	20,098.39
	(8,983.17)	(10,550.25)	-	(19,533.42)	(19,533.42)
Total	52,190.09	19,009.25	-	71,199.34	71,199.34
Total	(29,496.63)	(20,205.82)	-	(49,702.45)	(49,702.45)

Notes to Ind AS Standalone Financial Statements
For the year ended March 31, 2024 (Contd.)

(₹ in Lakhs)

March 31, 2024	Amortised Cost	Fair Value through Profit or loss	Fair Value through OCI	Total carrying value	Total fair value
Financial liabilities					
(i) Borrowings	831.53	-	-	831.53	831.53
	(1,660.71)	-	-	(1,660.71)	(1,660.71)
(ii) Trade payables	2.06	-	-	2.06	2.06
	(31.49)	-	-	(31.49)	(31.49)
(iii) Other Financial Liabilities	3,288.89	-	-	3,288.89	3,288.89
	(966.26)	-	-	(966.26)	(966.26)
(iv) Lease Liabilities	-	4,309.99	-	4,309.99	4,309.99
	-	(1,966.17)	-	(1,966.17)	(1,966.17)
Total	4,122.48	4,309.99	-	8,432.47	8,432.47
Total	(2,658.46)	(1,966.17)	-	(4,624.63)	(4,624.63)

Note 1 - Figures in brackets in the above table represent previous year numbers.

Note 2 - Valuation techniques used to determine the fair values:

- Market approach method has been used to determine the fair value of unquoted equity shares of the other companies.
- The Company has made necessary adjustments to the observable and unobservable inputs used for the purpose of valuation

Fair value measurements using significant unobservable inputs (level 3)

The following table presents the changes in level 3 items for the year ended March 31, 2024 and year ended March 31, 2023.

(₹ in Lakhs)

Particulars	Non-Principal Protected Structure Product	PMS	Equity Shares in Other Companies	Mutual Fund
Opening Balance as on April 01, 2023	9,655.57	-	10,550.25	-
Acquisitions	964,011.23	100.00	-	128,472.20
Realised/unrealised Gains / (Losses) recognised	43,756.45	14.25	564.97	96.05
Realisations	1,005,318.43	-	-	128,568.25
Closing Balance as on March 31, 2024	12,104.82	114.25	11,115.22	-

Particulars	Non-Principal Protected Structure Product	PMS	Equity Shares in Other Companies	Mutual Fund
Opening Balance as on April 01, 2022	716.69	-	10,350.00	-
Acquisitions	807,357.54	-	-	389,000.00
Realised/unrealised Gains / (Losses) recognised	34,627.12	-	200.25	17.92
Realisations	833,045.78	-	-	389,017.92
Closing Balance as on March 31, 2023	9,655.57	-	10,550.25	-

Notes to Ind AS Standalone Financial Statements
For the year ended March 31, 2024 (Contd.)

Sensitivity analysis of Level 3 instruments

(₹ in Lakhs)

Nature of instrument	Fair Value as at March 31, 2024	Significant unobservable inputs	Increase/decrease in the unobservable input	Sensitivity Impact for year ended March 31, 2024 for FV increase	Sensitivity Impact for year ended March 31, 2024 for FV decrease
(i) Non-Principal Protected Structure Product	7,894.03	Impact estimated by the management.	5%	394.70	(394.70)
(ii) Equity Shares of Other Companies	11,115.22		5%	555.76	(555.76)

Investment in Equity Shares of Subsidiaries of ₹ 8,983.17 Lakhs (PY ₹ 8,983.17 Lakhs) have been measured at cost.

- (i) The fair value of the financial assets and liabilities are included at the amount at which the instrument can be exchanged in the current transaction between willing parties, other than in a forced or liquidation sale.
- (ii) Financial instruments carried at amortised cost such as cash and margin money deposits, trade and other receivables, trade payables, borrowings and other current financial instruments approximate at their fair values largely due to short term maturities of these instruments.

39. FINANCIAL INSTRUMENTS – RISK MANAGEMENT

Risk management framework

The Company's activities expose it to a variety of financial risks, including market risk, credit risk, liquidity risk and currency risk. The Company's primary risk management focus is to minimise potential adverse effects on revenue. The Company's risk management assessment and policies and processes are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same. Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the Company's activities. The Board of Directors and the Audit Committee is responsible for overseeing the Company's risk assessment and management policies and processes.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages liquidity risk by maintaining sufficient cash and marketable securities. The cash flows, funding requirements and liquidity of Company is regularly monitored by Management of the Company. The objective is to optimise the efficiency and effectiveness of Company's capital resources.

Exposure to liquidity risk

The table below analyses the Company's financial liabilities into relevant maturity groupings based on their contractual maturities for all financial liabilities

March 31, 2024	Contractual cash flows (₹ in Lakhs)					
	Carrying amount	Total	On Demand	Less than 3 months	3-12 months	1-5 years
Borrowings	831.53	831.53	-	207.09	624.44	-
Lease Liabilities	4,309.99	4,309.99	-	199.17	642.20	3,468.62
Trade Payables	2.06	2.06	-	2.06	-	-
Other Financial Liabilities	3,288.89	3,288.89	-	3,288.89	-	-

March 31, 2023	Contractual cash flows (₹ in Lakhs)					
	Carrying amount	Total	On Demand	Less than 3 months	3-12 months	1-5 years
Borrowings	1,660.71	1,660.71	-	207.09	622.09	831.53
Lease liabilities	1,966.17	1,966.17	-	180.41	384.45	1,401.31
Trade Payables	31.49	31.49	-	31.49	-	-
Other Financial Liabilities	966.26	966.26	-	966.26	-	-

Notes to Ind AS Standalone Financial Statements For the year ended March 31, 2024 (Contd.)

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers, security deposits and investment securities.

Customer credit risk is managed by company as per its policy, procedures and control relating to customer credit risk. Credit quality of a customer credit risk is assessed based on an extensive credit rating scoreboard and individual credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored and all possible steps taken to timely realise them.

The credit risk on Fixed Deposits with Banks, Bank Balances, Investments in Mutual Fund is limited because the counterparties are Banks, Exchanges and Mutual Fund houses who are structured market players.

As on reporting date credit risk exposure are as on following:

Particulars	(₹ in Lakhs)	
	March 31, 2024	March 31, 2023
Security Deposit	823.77	1,008.20
Trade Receivables	2,706.54	1,631.54
Investment in Non-Principal Protected Structure Product	7,894.03	9,655.57
Fixed Deposits with Banks	34,791.31	10,214.89
Bank Balances in Current Account	1,987.09	5,746.49
Staff Advances	2,506.38	1,828.22
Other Receivables	375.08	80.04

(i) AGE OF TRADE RECEIVABLES

Particulars	(₹ in Lakhs)	
	March 31, 2024	March 31, 2023
Within the credit period	2,703.31	1,626.23
1-30 days Past Dues	3.23	2.48
31-60 days Past Dues	-	-
61-90 days Past Dues	-	2.83
91-180 days Past Dues	-	-
More than 180 days Past Dues	-	-
	2,706.54	1,631.54

(ii) MOVEMENT IN THE EXPECTED CREDIT LOSS ALLOWANCE

Particulars	(₹ in Lakhs)	
	March 31, 2024	March 31, 2023
Balance at end of the year	-	-
Movement in the expected credit loss allowance on trade receivables calculated at lifetime expected credit loss	-	-
Balance at end of the year	-	-

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: a) Interest Rate Risk b) Currency Risk and c) Other Price Risk such as equity price risk etc.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to changes in interest rates relates primarily to the Company's outstanding floating rate debt included in borrowings.

Notes to Ind AS Standalone Financial Statements For the year ended March 31, 2024 (Contd.)

Sensitivity Analysis:

Particulars	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
Floating Rate Liability	833.00	1666.00
A hypothetical 1% shift in underlying benchmark rates will have the below impact:		
Impact on Profit and Loss		
Increase of 1%	(0.30)	(0.30)
Decrease of 1%	0.30	0.30

Price Risk

The Company's Board of Directors reviews and approves all equity investment decisions. Reports on the equity portfolio are submitted to the Company's senior management on a regular basis.

At the reporting date, the exposure to equity securities of other entities is as under.

Particulars	(₹ in Lakhs)	
	March 31, 2024	March 31, 2023
Investment in Other Entities	11,115.22	10,550.25
Impact on Profit and Loss		
Increase by 1%	111.15	105.50
Decrease by 1%	(111.15)	(105.50)

Currency Risk

The Company has a Foreign Representative Office in Dubai since March 07, 2021 vide its approval from UAE Government and renewed till March 06, 2025. The Company has Fixed Assets, Current Assets, Current liabilities and Expenses of Foreign Representative office situated at Dubai (UAE):

The Company is exposed to foreign exchange risk arising from foreign currency transactions with respect to the AED. Foreign Currency Risk is the risk that the Fair Value or Future Cash Flows of an exposure will fluctuate because of changes in foreign currency rates. Exposures can arise on account of the various assets and liabilities which are denominated in currencies other than Indian Rupee.

At the reporting date, the exposure to foreign currency is as under:

Particulars	(AED in Lakhs)	
	March 31, 2024	March 31, 2023
Bank Balances in Current Account	1.49	1.78
Staff Advances	5.15	2.87
Prepaid Expenses	0.81	0.66
	7.45	5.31

At the reporting date, the exposure to foreign currency is as under:

Particulars	(₹ in Lakhs)	
	March 31, 2024	March 31, 2023
Bank Balances in Current Account	33.88	39.88
Staff Advances	116.89	64.16
Prepaid Expenses	18.49	14.70
	169.26	118.74

A reasonably possible strengthening (weakening) against all currencies at March 31 would have affected the measurement of financial instruments denominated in a foreign currency and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant.

Notes to Ind AS Standalone Financial Statements For the year ended March 31, 2024 (Contd.)

(₹ in Lakhs)

Particulars	Profit or loss	
	Strengthening	Weakening
March 31, 2024		
AED (1% movement)	1.69	(1.69)
March 31, 2023		
AED (1% movement)	1.19	(1.19)

40. DIVIDENDS

The final dividends on shares is recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors. Income Tax consequences of dividends on financial instruments classified as equity will be recognised according to where the entity originally recognised those past transactions or events that generated distributable profits.

The Company declares and pay the dividends in Indian rupee. Companies are required to pay/distribute dividend after deducting applicable withholding income taxes. The remittance of dividends outside India is governed by Indian law on foreign exchange and is also subject to withholding tax at applicable rates.

The amount of per share dividend recognised as distribution to equity shareholders in accordance with Companies Act 2013 is as follows:

(₹ in Amount)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Interim Dividend for 2022-23	-	5.00
Final dividend for 2021-22	-	6.00
Final dividend for 2022-23	7.00	-
Interim Dividend for 2023-24	5.00	-

During the year ended March 31, 2024 on account of the final dividend for 2022-23 and interim for 2023-24 the Company has incurred net cash outflow of ₹ 5,005.19 Lakhs.

The Board of Directors in their meeting on April 12, 2024 recommend a final dividend of ₹ 9 per equity share for the financial year ended March 31, 2024. This pay-out is subject to the approval of shareholders in the Annual General Meeting (AGM) of the Company and if approved would result in a net cash outflow of approximately ₹ 3,764.55 Lakhs.

41. EVENT AFTER THE REPORTING PERIOD - (BUY BACK OF SHARES)

On April 12, 2024, the Board of Directors approved the buyback of equity shares, subject to the approval of shareholders, for buyback by the Company of up to 370,000 equity shares of ₹ 5 each (being 0.88% of the total number of equity shares in the paid-up equity capital of the Company) from the shareholders of the Company on a proportionate basis by way of a tender offer at a price of ₹ 4,450 per equity share for an aggregate amount not exceeding ₹ 16,465 Lakhs, in accordance with the provisions contained in the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 and the Companies Act, 2013 and rules made thereunder. Taxes and all other costs due on the buyback of equity shares will be paid separately.

42. COST SHARING

Anand Rathi Financial Services Ltd, Anand Rathi Global Finance Ltd, Anand Rathi Share & Stock Brokers Ltd, Anand Rathi Advisors Ltd and AR Digital Wealth Private Limited incurs expenditure in the nature of Business support costs, etc. which is for the benefit of the Company. The cost so expended is reimbursed by the Company on the basis of number of employees, time spent by employees, actual billings, etc. Accordingly, the expenditure noted under the head 'Business Support charges' in Note No. 25 are inclusive of the reimbursements.

Notes to Ind AS Standalone Financial Statements For the year ended March 31, 2024 (Contd.)

43. ADDITIONAL REGULATORY INFORMATION

- a) 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(entities), 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 like on behalf of the Ultimate Beneficiaries, other than those disclosed in the notes to accounts
- b) No funds have been received by the Company from any person(s) or entity(entities), 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, other than those disclosed in the notes to accounts
- c) The Company does not have any transactions during the year with the struck off companies or balance at the end of year with such companies.
- d) The Company does not have any Benami property and no proceedings have been initiated or pending against the Company for holding any Benami property, under the Benami Transactions (Prohibitions) Act, 1988 (45 of 1988) and the rules made thereunder
- e) The Company has not traded or invested in Crypto currency or Virtual Currency during the current and previous financial year.
- f) The Company has not undertaken any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- g) The Company has not been declared a 'Wilful Defaulter' by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

44. The figures of the previous years have been regrouped / rearranged wherever necessary. There are no significant regrouping / re-classification during the year under report.

As per our attached report of even date.

For and on Behalf of

KKC & Associates LLP

Chartered Accountants

(formerly Khimji Kunverji & Co LLP)

Registration No.:105146W/W100621

Devang Doshi

Partner

Membership No: 140056

Jodhpur

Date: April 12, 2024

For and on Behalf of Board of Directors

Anand Rathi

Chairman and Non-Executive Director

DIN : 00112853

Jaee Sarwankar

Company Secretary

Rakesh Rawal

Whole-time Director and CEO

DIN : 02839168

Rajesh Bhutara

Chief Financial Officer

**CONSOLIDATED
FINANCIAL STATEMENTS**

Independent Auditor's Report

To
The Members of
Anand Rathi Wealth Limited

Report on the audit of the Consolidated Financial Statements

OPINION

1. We have audited the accompanying Consolidated Financial Statements of **Anand Rathi Wealth Limited** ('the Holding Company' or 'the Parent' or 'the Company') and its subsidiaries (the parent and its subsidiaries together referred to as 'the Group'), which comprise the Consolidated Balance Sheet as at 31 March 2024 and the Consolidated Statement of Profit (including Other Comprehensive Income/loss), the Consolidated Statement of Changes in Equity and Consolidated Statement of Cash Flows for the year ended on that date, and notes to the Consolidated Financial Statements, including a summary of material accounting policy information and other explanatory information ('the Consolidated Financial Statements').
2. In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements of such subsidiaries, as were audited by the other auditors, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ('Ind AS') and other accounting principles generally accepted in India, of the Consolidated State of Affairs of the Group, as at 31 March 2024, and its Consolidated Profit And Other Comprehensive Income/loss, Consolidated Changes in Equity and its Consolidated Cash Flows for the year ended on that date.

BASIS FOR OPINION

3. We conducted our audit in accordance with the Standards on Auditing ('SAs') specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group, in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI')

together with the ethical requirements that are relevant to our audit of the Consolidated Financial Statements under the provisions of the Act, and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained along with the consideration of audit reports of the other auditors referred to in the 'Other Matters' paragraph below is sufficient and appropriate to provide a basis for our opinion on the Consolidated Financial Statements.

KEY AUDIT MATTERS

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements of the current year. We have determined that there are no key audit matters to communicate in our report.

OTHER INFORMATION

5. The Holding Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's annual report, but does not include the Consolidated Financial Statements and our auditors' report thereon. The Other Information is expected to be made available to us after the date of this auditor's report.
6. Our opinion on the Consolidated Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.
7. In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information is materially inconsistent with the Consolidated Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed and based on the work done / audit report of other auditors, we conclude that there is a material misstatement of this other information, we are required to report that fact.

RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

8. The Holding Company's Board of Directors are responsible for the preparation and presentation of these Consolidated Financial Statements, that give a true and fair view of the Consolidated State of Affairs, Consolidated Profit and Other Comprehensive

Independent Auditor's Report (Contd.)

Income/loss, Consolidated Changes in Equity and Consolidated Cash Flows of the Group is in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection of the appropriate accounting software for ensuring compliance with applicable laws and regulations including those related to retention of audit logs; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring 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.

9. In preparing the Consolidated Financial Statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.
10. The respective Board of Directors of 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

11. Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will

always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements.

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

- 12.1. 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 for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- 12.2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to the Consolidated Financial Statements and the operating effectiveness of such controls.

- 12.3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management.

- 12.4. 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 up to the date

Independent Auditor's Report (Contd.)

of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- 12.5. 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.
- 12.6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of financial statements of such entities included in the Consolidated Financial Statements of which we are the independent auditors. For the other entities included in the Consolidated Financial Statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.
13. We communicate with those charged with governance of the Holding Company and such other entities included in the Consolidated Financial Statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
14. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
15. 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 year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that

a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

OTHER MATTERS

16. We did not audit the financial statements of three subsidiaries, whose financial statements reflect total assets of Rs. 8,074.57 Lakhs as at 31 March 2024, total revenues of Rs. 3,172.07 lakhs and net cash inflows amounting to Rs. 581.92 lakhs for the year ended on that date, as considered in the Consolidated Financial Statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of section 143(3) of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.
17. Our opinion on the Consolidated Financial Statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

18. As required by section 143(3) of the Act, based on our audit and on the consideration of audit reports of the other auditors on separate financial statements of such subsidiaries, as were audited by other auditors, as noted in the 'Other Matters' paragraph, we report, to the extent applicable, that:
 - 18.1. 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 the aforesaid Consolidated Financial Statements.
 - 18.2. In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

Independent Auditor's Report (Contd.)

- 18.3. The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flow dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements.
- 18.4. In our opinion, the aforesaid Consolidated Financial Statements comply with the Ind AS specified under Section 133 of the Act read with the relevant rules thereunder.
- 18.5. On the basis of the written representations received from the directors of the Holding Company as on 31 March 2024, taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, incorporated in India, none of the directors of the Group companies, incorporated in India are disqualified as on 31 March 2024 from being appointed as a director in terms of Section 164(2) of the Act.
- 18.6. With respect to the adequacy of internal financial controls with reference to the Consolidated Financial Statements of the Holding Company, its subsidiary companies, incorporated in India and the operating effectiveness of such controls, refer to our separate report in 'Annexure A'.
- 18.7. In our opinion and according to the information and explanations given to us and based on the reports of the statutory auditors of such subsidiary companies, incorporated in India which were not audited by us, the remuneration paid during the current year by the Holding Company, its subsidiary companies, incorporated in India to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company, its subsidiary companies, incorporated in India is not in excess of the limit laid down under Section 197 of the Act.
19. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014 as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of audit reports of the other auditors on separate financial statements of such subsidiaries, as noted in the 'Other Matters' paragraph:
- 19.1. The Group does not have any pending litigations which would impact its financial position as at 31 March 2024 – Refer Note 37 to the consolidated financial statements.
- 19.2. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
- 19.3. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary companies, incorporated in India.
- 19.4. The respective managements of the Holding Company, its subsidiaries, incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries, to best of their knowledge and belief, that no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiaries, 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 Holding Company or any of such subsidiaries ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- 19.5. The respective managements of the Holding Company, its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries to best of their knowledge and belief, that no funds have been received by the Holding Company or any of such subsidiaries from any person(s) or entity(ies), including foreign entities ('Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any

Independent Auditor's Report (Contd.)

of such subsidiaries shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

19.6. Based on such audit procedures, that have been considered reasonable and appropriate in the circumstances, performed by us and those performed by auditors of the subsidiaries incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or other auditors to believe that the representation under para 19.4 and 19.5 contain any material misstatement.

19.7. In our opinion and according to the information and explanations given to us,

- a) The final dividend paid by the Holding Company during the year, in respect of the same declared for the previous year, is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.
- b) The interim dividend declared and paid by the Holding Company during the year and until the date of this report is in compliance with Section 123 of the Act.
- c) As stated in Note 44 to consolidated financial statements, the Board of Directors of the Parent have proposed final dividend for the year which is subject to approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.

19.8. Based on our examination which included test checks and that performed by respective auditors of the Subsidiaries, which are the companies incorporated in India whose financial statements have been audited under the Act, the Holding Company and the Subsidiaries has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility, and the same has operated throughout the year for Subsidiaries and for period from 06 April 2023 for the Holding Company, for all relevant transactions recorded in the software. Further, during the course of our audit, we and respective auditors of the above referred subsidiaries did not come across any instance of audit trail feature being tampered with.

20. With respect to the matters specified in paragraphs 3(xi) and 4 of the Companies (Auditor's Report) Order, 2020 ('CARO') issued by Central Government in terms of Section 143(11) of the Act, to be included in Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and based on our consideration of CARO reports issued by respective auditors of the companies included in consolidated financial statements, we report that there are no qualifications or adverse remarks in these CARO reports.

For **KKC & Associates LLP**

Chartered Accountants

(formerly Khimji Kunverji & Co LLP)

Firm Registration Number: 105146W/W100621

Devang Doshi

Partner

ICAI Membership No: 140056

UDIN: 24140056BKFFOA3166

Place: Jodhpur

Date: 12 April 2024

Annexure 'A' to the Independent Auditors' report on the Consolidated Financial Statements of Anand Rathi Wealth Limited for the year ended 31 March 2024

(Referred to in paragraph '18.6' under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls with reference to the aforesaid Consolidated Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')**OPINION**

1. In conjunction with our audit of the Consolidated Financial Statements of Anand Rathi Wealth Limited as of and for the year ended 31 March 2024, we have audited the internal financial controls with reference to the Consolidated Financial Statements of Anand Rathi Wealth Limited ('the Holding Company') and its subsidiary companies, [which are companies incorporated in India, as of that date.
2. In our opinion, the Holding Company and its subsidiaries companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls with reference to the Consolidated Financial Statements and such internal financial controls were operating effectively as at 31 March 2024, based on the internal controls over financial reporting criteria established by the respective companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ('the Guidance Note').

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

3. The respective Board of Directors of the Holding Company and its subsidiaries companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the internal controls over financial reporting criteria established by the respective companies considering the essential components of internal control stated in 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 the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

AUDITOR'S RESPONSIBILITY

4. Our responsibility is to express an opinion on the Holding Company, its subsidiaries, which are companies incorporated in India, internal financial controls with reference to the Consolidated Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing ('SA'), prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to the Consolidated Financial Statements. Those SAs 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 the Consolidated Financial Statements were established and maintained and if such controls operated effectively in all material respects.
5. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to the Consolidated Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to the Consolidated Financial Statements included obtaining an understanding of internal financial controls with reference to the Consolidated Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of the internal controls based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error.
6. We believe that the audit evidence we have obtained, and the audit evidence obtained by the other auditors in terms of their reports referred to in the 'Other Matters' paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to the Consolidated Financial Statements.

MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE CONSOLIDATED FINANCIAL STATEMENTS

7. A company's internal financial controls with reference to the Consolidated Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation

Annexure 'A' (Contd.)

of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to the Consolidated Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE CONSOLIDATED FINANCIAL STATEMENTS

8. Because of the inherent limitations of internal financial controls with reference to the Consolidated Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to the

Consolidated Financial Statements to future periods are subject to the risk that the internal financial controls with reference to the Consolidated Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OTHER MATTERS

9. Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls system with reference to the Consolidated Financial Statements in so far as it relates to three subsidiary companies, which are companies incorporated in India, is based on the corresponding reports of the auditors of such subsidiaries incorporated in India.

For **KKC & Associates LLP**

Chartered Accountants

(Formerly Khimji Kunverji & Co LLP)

Firm Registration Number: 105146W/W100621

Devang Doshi

Partner

ICAI Membership No: 140056

UDIN: 24140056BKFFOA3166

Place: Jodhpur

Date: 12 April 2024

ANANDRATHI

Private Wealth. uncomplicated

CIN : L67120MH1995PLC086696

Ind AS Consolidated Balance Sheet

As at March 31, 2024

Particulars	Notes No.	(₹ in Lakhs)	
		As at March 31, 2024	As at March 31, 2023
I ASSETS			
Non-Current Assets			
Property, Plant and Equipment	3	9,046.77	9,245.87
Right-of-use Asset	3	4,158.32	1,846.67
Capital Work in Progress	4	81.63	-
Goodwill	36	290.11	290.11
Other Intangible Assets	5	1,739.74	2,225.79
Financial Assets			
- Investments	6(i)	11,115.22	10,550.25
- Other Financial Assets	7(i)	518.35	356.51
Deferred Tax Assets (Net)	8	-	47.56
Other Non Current Assets	9	117.14	3,142.99
Total Non-Current Assets		27,067.28	27,705.75
Current Assets			
Financial Assets			
- Investments	6(ii)	114.25	-
- Trade Receivables	10	2,824.83	1,712.80
- Cash and Cash Equivalents	11	3,311.34	6,476.17
- Other Financial Assets	7(ii)	54,011.33	25,859.46
Other Current Assets	12	644.49	657.69
Total Current Assets		60,906.24	34,706.12
TOTAL ASSETS		87,973.52	62,411.87
II EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	13	2,091.41	2,084.41
Other Equity	14	62,794.00	44,738.79
Non Controlling Interest	15	1,270.03	1,186.15
Total Equity		66,155.44	48,009.35
Liabilities			
Non-Current Liabilities			
Financial Liabilities			
- Borrowings	16(i)	12.74	848.53
- Lease Liability	18(i)	3,468.62	1,416.82
Deferred Tax Liabilities (Net)	8	310.36	-
Provisions	20(i)	357.34	388.55
Total Non-Current Liabilities		4,149.06	2,653.90
Current Liabilities			
Financial liabilities			
- Borrowings	16(ii)	835.80	833.13
- Lease Liability	18(ii)	849.63	573.11
- Trade Payables	17	-	-
Total Outstanding dues of micro enterprises and small enterprises		-	-
Total Outstanding dues of creditors other than micro enterprises and small enterprises		2.06	31.49
- Other Financial Liabilities	19	3,407.60	1,079.28
Other Current Liabilities	21	1,660.13	1,203.82
Provisions	20(ii)	10,913.80	8,027.79
Total Current Liabilities		17,669.02	11,748.62
TOTAL EQUITY AND LIABILITIES		87,973.52	62,411.87
Notes Forming Part of IND AS Consolidated Financial Statements	1-48		

As per our attached report of even date.

For and on Behalf of

KKC & Associates LLP

Chartered Accountants

(formerly Khimji Kunverji & Co LLP)

Registration No.:105146W/W100621

Devang Doshi

Partner

Membership No: 140056

Jodhpur

Date: April 12, 2024

For and on Behalf of Board of Directors

Anand Rathi

Chairman and Non-Executive Director

DIN : 00112853

Jaee Sarwankar

Company Secretary

Rakesh Rawal

Whole-time Director and CEO

DIN : 02839168

Rajesh Bhutara

Chief Financial Officer

Ind AS Consolidated Statement of Profit and Loss

For the year ended on March 31, 2024

(₹ in Lakhs)

Particulars	Notes No.	For the year ended March 31, 2024	For the year ended March 31, 2023
I Revenue From Operations	22	72,432.25	54,863.16
II Other Income	23	2,764.39	1,027.74
Total Income		75,196.64	55,890.90
III Expenses:			
Employee Benefit Expenses	24	32,221.92	24,182.45
Finance Cost	25	646.70	393.42
Depreciation and Amortisation Expenses	3 & 5	1,935.75	1,661.22
Other Expenses	26	9,831.29	6,815.15
Total Expenses		44,635.66	33,052.24
IV Profit before tax		30,560.98	22,838.66
V Tax Expenses:	27		
1. Current Tax		7,610.72	5,610.19
2. Prior Year Taxes		8.52	31.97
3. Deferred Tax		359.51	336.39
Total Tax Expenses		7,978.75	5,978.55
VI Profit for the Year after tax		22,582.23	16,860.11
VII Other Comprehensive Income / (Loss)			
(A) (i) Items that will be reclassified to profit or loss Exchange difference on translation from functional currency to presentation currency		(7.51)	(17.80)
(ii) Income tax relating to items that will be reclassified to profit or loss		1.89	4.48
(B) (i) Items that will not be subsequently reclassified to profit or loss Remeasurement of the net defined benefit liability		(2.54)	(95.12)
(ii) Less : Income tax relating to items that will not be reclassified to profit or loss		0.64	23.94
Total Other comprehensive income / (Loss)		(7.52)	(84.50)
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		22,574.71	16,775.61
Profit for the year attributable to :			
Owners of the Company		22,497.44	16,840.67
Non- Controlling Interest		84.79	19.47
Other Comprehensive income for the year attributable to :			
Owners of the Company		(6.60)	(84.25)
Non- Controlling Interest		(0.92)	(0.25)
Total Comprehensive income for the year attributable to :			
Owners of the Company		22,490.84	16,756.42
Non- Controlling Interest		83.87	19.22
VIII Earnings Per Equity Share of Face Value of ₹ 5 each (Refer Note 32)	32		
Basic - (₹)		54.10	40.46
Diluted - (₹)		54.03	40.28
Notes Forming Part of IND AS Consolidated Financial Statements	1-48		

As per our attached report of even date.

For and on Behalf of Board of Directors

For and on Behalf of

KKC & Associates LLP

Chartered Accountants

(formerly Khimji Kunverji & Co LLP)

Registration No.:105146W/W100621

Anand Rathi

Chairman and Non-Executive Director

DIN : 00112853

Rakesh Rawal

Whole-time Director and CEO

DIN : 02839168

Devang Doshi

Partner

Membership No: 140056

Jodhpur

Date: April 12, 2024

Jaee Sarwankar

Company Secretary

Rajesh Bhutara

Chief Financial Officer

Ind AS Consolidated Cash Flow Statement

For the year ended on March 31, 2024

Particulars	(₹ in Lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
A. CASH FLOW FROM OPERATING ACTIVITIES		
NET PROFIT BEFORE TAX	30,560.98	22,838.66
Adjustment for :		
Depreciation & Amortisation	1,935.75	1,661.22
Interest Income	(2,088.09)	(801.23)
Finance Costs	646.70	393.42
Gain on Sale of Investments	(81.37)	(17.92)
Net Fair Value (Gain) / Loss on Financial instruments	(300.40)	(372.27)
Stock Compensation Expenses	569.56	282.21
(Gain) or Loss on Sale of Fixed Assets / Asset written off	27.63	2.18
(Gain) or Loss on Derecognition of lease liability	(12.96)	-
	696.82	1,147.61
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	31,257.80	23,986.27
Adjustment for :		
Decrease / (Increase) in Other Financial Assets	(3,252.37)	(12,636.37)
Decrease / (Increase) in Trade Receivables	(1,112.03)	(222.91)
Decrease / (Increase) in Other Current Assets	13.20	59.73
(Decrease) / Increase in Trade Payables	(29.43)	31.49
(Decrease) / Increase in Other Financial Liabilities	2,171.42	(1,035.81)
(Decrease) / Increase in Provisions	2,519.73	2,518.21
(Decrease) / Increase in Other Current Liabilities	456.31	340.44
Gratuity	205.19	175.01
Leave	108.62	61.06
	1,080.64	(10,709.14)
CASH GENERATED FROM OPERATIONS	32,338.44	13,277.12
Add / (Less) :		
Direct Taxes Paid (Net)	(4,581.22)	(4,888.18)
NET CASH (USED IN) / FROM OPERATING ACTIVITIES	27,757.22	8,388.94
B. CASH FLOW FROM INVESTING ACTIVITIES		
Proceeds from Sale / (Purchase) of Property, Plant and Equipment	(450.25)	(1,692.68)
Interest Income	1,761.75	781.47
Payments to Acquire Investments	(137,541.45)	(389,000.00)
Proceeds on Sale of Investments	137,508.56	389,017.92
Capital Advance	-	455.32
Security Deposit (Given) / Received	213.69	(9.75)
Bank Deposits Placed	(25,213.27)	(3,760.28)
NET CASH (USED IN) / FROM INVESTING ACTIVITIES	(23,720.97)	(4,208.00)

Ind AS Consolidated Cash Flow Statement
For the year ended on March 31, 2024 (Contd.)

Particulars	(₹ in Lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
C. CASH FLOW FROM FINANCING ACTIVITIES		
Borrowings (Repaid) / Taken Net	(833.12)	(813.47)
Interest Paid	(348.46)	(223.60)
Issue of Shares	7.00	3.60
Dividends Paid	(5,005.19)	(4,585.71)
Repayment of Lease liabilities	(1,021.31)	(796.49)
NET CASH (USED IN) / FROM FINANCING ACTIVITIES	(7,201.08)	(6,415.67)
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS	(3,164.83)	(2,234.73)
CASH AND CASH EQUIVALENTS - Opening Balance	6,476.17	8,710.90
CASH AND CASH EQUIVALENTS - Closing Balance	3,311.34	6,476.17

Details of Cash and Cash equivalents at the end of the year

Particulars	(₹ in Lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
- Cash in Hand	18.07	4.56
- Balance in Current Account	3,293.27	6,021.61
- Balance in Deposit Account (Maturity less than 3 Months)	-	450.00
Total	3,311.34	6,476.17

Cash Flow Statement has been prepared under the Indirect Method as set out in Ind AS-7 Statement of Cash flows.

As per our attached report of even date.

**For and on Behalf of
KKC & Associates LLP**

Chartered Accountants
(formerly Khimji Kunverji & Co LLP)
Registration No.:105146W/W100621

Devang Doshi
Partner
Membership No: 140056
Jodhpur
Date: April 12, 2024

For and on Behalf of Board of Directors

Anand Rathi
Chairman and Non-Executive Director
DIN : 00112853

Jaee Sarwankar
Company Secretary

Rakesh Rawal
Whole-time Director and CEO
DIN : 02839168

Rajesh Bhutara
Chief Financial Officer

Ind AS Consolidated Statement of Changes in Equity

For the year ended on March 31, 2024

A. EQUITY SHARE CAPITAL

Particulars	Nos.	₹ in Lakhs
Equity shares of ₹ 5 each issued, subscribed and fully paid as at March 31, 2022	41,616,227	2,080.81
Shares Issued during the year for consideration of ₹ 5 each	72,020	3.60
Shares Issued during the year as bonus	-	-
Equity shares of ₹ 5 each issued, subscribed and fully paid as at March 31, 2023	41,688,247	2,084.41
Shares Issued during the year for consideration of ₹ 5 each	140,050	7.00
Equity shares of ₹ 5 each issued, subscribed and fully paid as at March 31, 2024	41,828,297	2,091.41

B. OTHER EQUITY

Particulars	Reserve and Surplus				Other Comprehensive Income	Movement in Non Controlling Interest due to change in Shareholding	Total Other Equity attributable to Owners of the Company	Attributable to Non Controlling Interest
	Capital Reserve	Securities Premium	Retained Earnings	Share Options Outstanding				
Balance as at April 01, 2022	249.54	4,001.48	29,693.76	518.21	(101.43)	(2,075.68)	32,285.87	1,166.93
Profit for the year	-	-	16,840.64	-	-	-	16,840.64	19.47
Remeasurement of defined employee benefit plan and translation gain / (loss)	-	-	-	-	(84.24)	-	(84.24)	(0.25)
Total	249.54	4,001.48	46,534.40	518.21	(185.67)	(2,075.68)	49,042.28	1,186.15
Issue of shares on premium	-	286.84	-	(286.84)	-	-	-	-
Total	249.54	4,288.32	46,534.40	231.37	(185.67)	(2,075.68)	49,042.28	1,186.15
Addition in Share Options during the year	-	-	-	282.21	-	-	282.21	-
Less : Utilisation during the year	-	-	-	-	-	-	-	-
Less : Dividend Paid	-	-	-	-	-	-	-	-
Transfer on account of options not exercised	-	-	(4,585.71)	-	-	-	(4,585.71)	-
Balance as at March 31, 2023	249.54	4,288.32	41,948.69	513.58	(185.67)	(2,075.68)	44,738.79	1,186.15
Balance as at April 01, 2023	249.54	4,288.32	41,948.69	513.58	(185.67)	(2,075.68)	44,738.79	1,186.15
Profit for the year	-	-	22,497.44	-	-	-	22,497.44	84.79
Remeasurement of defined employee benefit plan and translation gain / (loss)	-	-	-	-	(6.60)	-	(6.60)	(0.92)
Total	249.54	4,288.32	64,446.13	513.58	(192.27)	(2,075.68)	67,229.63	1,270.03
Issue of shares on premium	-	867.33	-	(867.33)	-	-	-	-
Total	249.54	5,155.65	64,446.13	(353.75)	(192.27)	(2,075.68)	67,229.63	1,270.03
Addition in Share Options during the year	-	-	-	569.56	-	-	569.56	-
Less : Dividend Paid	-	-	(5,005.19)	-	-	-	(5,005.19)	-
Balance as at March 31, 2024	249.54	5,155.65	59,440.94	215.81	(192.27)	(2,075.68)	62,794.00	1,270.03

As per our attached report of even date.

For and on Behalf of

KKC & Associates LLP

Chartered Accountants

(formerly Khimji Kunverji & Co LLP)

Registration No.:105146W/W100621

Devang Doshi

Partner

Membership No: 140056

Jodhpur

Date: April 12, 2024

For and on Behalf of Board of Directors

Anand Rathi

Chairman and Non-Executive Director

DIN : 00112853

Jaee Sarwankar

Company Secretary

Rakesh Rawal

Whole-time Director and CEO

DIN : 02839168

Rajesh Bhutara

Chief Financial Officer

Notes to Ind AS Consolidated Financial Statements

For the year ended March 31, 2024

1 CORPORATE INFORMATION

Anand Rathi Wealth Limited (the "Holding Company" or "the Company") (Previously known as Anand Rathi Wealth Services Limited) having CIN L67120MH1995PLC086696 was incorporated on March 22, 1995. On March 08, 2017, the Holding Company was converted from Private Company to Public Company.

The Holding Company and its subsidiaries are engaged in the business of providing Services for Distribution and Sale of Financial Products. The Holding Company and its subsidiaries are together referred to as the "Group" and the Holding Company is referred as Anand Rathi Wealth Limited.

2 MATERIAL ACCOUNTING POLICY INFORMATION

(a) Statement of Compliance

These Ind AS Consolidated Financial Statements (hereinafter referred to as "financial statements") are prepared in accordance with the Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013 ("the Act"), amendments thereto and other relevant provisions of the Act.

The Ind AS consolidated financial statements were approved for issue by the Board of Directors of the Company at their meeting held on April 12, 2024.

(b) Basis of preparation of Ind AS Consolidated Financial Statements

These Ind AS Consolidated Financial Statements have been prepared on historical cost basis, except for certain financial instruments, which are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

The group has considered the amendments to Schedule III of the Act as amended notified by Ministry of Corporate Affairs ("MCA") via notification dated March 24, 2021 in the Ind AS Financial Statement disclosures, wherever applicable.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

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, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and / or disclosure purposes in these Ind AS financial statements is determined on such a basis, except for share based payment transactions that are within the scope of Ind AS 102 and leasing transactions that are within the scope of Ind AS 116.

The accounting policies adopted in the preparation of the Ind AS Consolidated Financial Statements are consistent with those followed in the previous year by the group.

Fair Value Measurement

In addition, for financial reporting purpose, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurements in its entirety, which are described as follows:

- Level 1 inputs are quoted prices in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the assets or liability.

Presentation of financial statements

The Balance Sheet and the Statement of Profit and Loss are prepared and presented in the format prescribed in the Schedule III to the Act as amended. The statement of cash flows has been prepared and presented as per the requirements of Ind AS 7 "Statement of Cash flows". The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit and Loss, as prescribed in the Schedule III to the Act as

**Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2024 (Contd.)**

amended, are presented by way of notes forming part of the financial statements along with the other notes required to be disclosed under the notified Accounting Standards. Amounts in the financial statements are presented in Indian Rupees in Lakhs [1 Lakh= 100,000] rounded off to two decimal places as permitted by Schedule III to the Act as amended. Per share data are presented in Indian Rupees to two decimals places.

Functional and presentation of currency

The financial statements are presented in Indian Rupees, which is the Group's functional and presentation currency and all amounts are rounded to the nearest rupees in thousand; except when otherwise stated.

Foreign Currency Translation

The financial statements are presented in Indian currency (₹), which is the Company's presentation currency. It is necessary for the results and financial position of each individual entity included in the reporting entity to be translated into the currency in which the reporting entity presents its financial statements. As the reporting entity presents its financial statement in ₹, the financial statements of foreign representative office in Dubai are also translated into ₹.

Foreign currency transactions are translated into presentation currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the year end exchange rates are recognised in other comprehensive income.

Non-monetary items that are measured at fair value in the foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example translation differences on non-monetary assets and liabilities such as equity instruments held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss and translation

differences or non-monetary assets such as equity investments classified as FVTOCI are recognised in other comprehensive income.

The financial statements are translated from functional currency to presentation currency by using the following procedures:

- (a) assets and liabilities for each balance sheet presented (i.e. including comparatives) shall be translated at the closing rate at the date of that balance sheet;
- (b) income and expenses for each statement of profit and loss presented (i.e. including comparatives) shall be translated at average exchange rates during the year; and
- (c) all resulting exchange differences shall be recognised in other comprehensive income.

(c) Principles of Consolidation

The Ind AS Consolidated Financial Statements of the Holding Company and its subsidiaries are combined on a line by line basis by adding together like items of assets, liabilities, equity, incomes, expenses and cash flows, after fully eliminating intra-group balances and intra-group transactions. Profits or losses resulting from intra-group transactions that are recognised in assets, such as Property, Plant and Equipment, are eliminated in full. The Ind AS Consolidated Financial Statements have been prepared using uniform accounting policies.

Goodwill represents the difference between the Holding Company's share in the net worth of subsidiaries and the cost of acquisition at each point of time of making the investment in the subsidiaries.

Non-Controlling Interest's share of profit / loss of consolidated subsidiaries for the year is identified and adjusted against the income of the Group in order to arrive at the net income attributable to shareholders of the Holding Company. Non-Controlling Interest's share of net assets of consolidated subsidiaries is identified and presented in the Ind AS Consolidated Balance Sheet.

Notes to Ind AS Consolidated Financial Statements For the year ended March 31, 2024 (Contd.)

(d) Critical Accounting Judgements and key Sources of Estimation Uncertainty

The preparation of the Group's Ind AS Consolidated Financial Statements requires the Group's Management to make judgement, estimates and assumptions that affect the reported amount of revenue, expenses, assets and liabilities and the accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in next financial years.

Estimates and underlying assumptions are reviewed on an on going basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

- (i) Depreciation / Amortisation and useful lives of property, plant and equipment: The Group depreciates its tangible assets over the useful life of an Asset as prescribed under Part C of Schedule II of the Act. The Group remeasures remaining useful life of an asset at the end of each reporting date.
- (ii) Fair value measurement: Fair Value is a price of orderly transaction between market participants at the measurement date under current market conditions. The Group determines Fair Value of Quoted Instruments from available market price. When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using appropriate valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility.
- (iii) Provisions: Provisions are recognised when there is a present obligation (legal or constructive) as a result of past event; and it is probable that an outflow of resources will be required to settle the obligation. The

Management estimates it by using its best judgement of future cash outflow.

- (iv) Taxes: The Group periodically assesses its liabilities and contingencies related to income taxes for all years open to scrutiny based on latest information available. For matters where it is probable that an adjustment will be made, the Group records its best estimates of the tax liability in the current tax provision. The Management believes that it has adequately provided for the probable outcome of these matters.

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits.

- (v) Recognition and measurement of defined benefit obligations: The obligation arising from defined benefit plan is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, trends in salary escalation and attrition rate. The discount rate is determined by reference to market yields at the end of the reporting period on government securities.
- (vi) Leases: The Group evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Group uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate. The Group determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option. In assessing whether the Group is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers

Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2024 (Contd.)

all relevant facts and circumstances that create an economic incentive for the Group to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Group revises the lease term if there is a change in the non-cancellable period of a lease.

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

- (vii) Impairment of Goodwill: Goodwill is tested for impairment on an annual basis and whenever there is an indication that the recoverable amount of a cash generating unit (CGUs) is less than its carrying amount. For the impairment test, goodwill is allocated to the CGU or groups of CGUs which benefit from the synergies of the acquisition and which represent the lowest level at which goodwill is monitored for internal management purposes. The recoverable amount of CGUs is determined based on higher of value-in-use and fair value less cost to sell. Key assumptions in the cash flow projections are prepared based on current economic conditions and comprises estimated long term growth rates, weighted average cost of capital and estimated operating margins

(e) Current and Non-Current Classification

An asset shall be classified as current when it satisfies any of the following criteria:-

- (a) it is expected to be realised in, or is intended for sale or consumption in, the Group's normal operating cycle;
- (b) it is held primarily for the purpose of being traded;
- (c) it is expected to be realised within twelve months after the reporting date; or
- (d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

All other assets shall be classified as non-current.

A liability shall be classified as current when it satisfies any of the following criteria:-

- (a) it is expected to be settled in the Group's normal operating cycle;
- (b) it is held primarily for the purpose of being traded;
- (c) it is due to be settled within twelve months after the reporting date; or
- (d) the Group does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities shall be classified as non-current.

(f) Property, Plant and Equipment & Intangible Assets and Depreciation & Amortisation**Property, Plant and Equipment**

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment, if any. Direct costs in relation to the property, plant and equipment are capitalised until such assets are ready for use.

- (i) **Tangible Assets:** Depreciation on tangible assets is provided on the straight-line method over the useful lives of assets estimated by the Management. Depreciation for assets purchased during the year is proportionately charged. The Management estimates the useful lives and residual values of the property, plant and equipment as prescribed under Part C of Schedule II of the Act as follows.

Fixed Assets	Useful Life
Office Equipments	5 years
Computer Equipments	
a. Server	6 years
b. Other Computer Equipments	3 years
Vehicles	8 years
Furniture and Fixtures	10 years
Building	60 years

Notes to Ind AS Consolidated Financial Statements For the year ended March 31, 2024 (Contd.)

(ii) Improvements on leased premises are depreciated over the lease period or useful life of the fixtures, whichever is lower.

(iii) **Intangible Assets:** Intangible assets are recorded at the consideration paid for the acquisition of such assets and are carried at cost less accumulated amortisation and impairment, if any. Amortisation is recognised in profit & loss on a straight line basis over the estimated useful lives of respective intangible assets, but not exceeding the useful lives given hereunder:

Software of Holding Company is amortised over a period of 3 Years on the straight-line method.

Software (OFA Plus) of a subsidiary i.e. Ffreedom Intermediary Infrastructure Private Limited had been amortised over a period of 5 Years till 2018-19 and 7 years in 2019-20 and in 2020-21 the same has been amortised for the period of 10 years.

Software of a subsidiary A R Digital Wealth Private Limited is amortised over a period of 7 Years on the straight-line method till 2019-20. And in 2020-21 the same has been amortised for the period of 10 years.

Trade mark of one of the subsidiary i.e. Ffreedom Intermediary Infrastructure Private Limited is amortised over a period of 10 Years on the straight-line method.

(iv) Capital work-in-progress comprises cost of property, plant and equipment that are not yet ready for their intended use as at the year end

(g) Financial Instruments

Financial assets and financial liabilities are recognised when a Group becomes a party to the contractual provisions of the instruments.

Initial Recognition :

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss and ancillary costs related to borrowings) are added

to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in Statement of Profit and Loss. Trade receivables that do not contain a significant financing component are measured at transaction price.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

(i) Classification & Subsequent Measurement of Financial Assets

Financial assets are classified as 'Amortised Cost', 'Fair Value through Profit and Loss' (FVTPL) and 'Fair Value through Other Comprehensive Income' (FVTOCI) on the basis of following:

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

Financial assets are classified in the following categories :

Debt Instruments at amortised cost: Debt instruments that meet the following conditions are subsequently measured at amortised cost (except for those designated at FVTPL on initial recognition)

- the asset is held within a business model whose objective is to hold asset to collect contractual cash flows; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

Debt Instruments at FVTOCI: Debt instruments that meet the following conditions are subsequently measured at FVTOCI (except for those designated at FVTPL on initial recognition)

Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2024 (Contd.)

- the asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

Debt Instruments at FVTPL: Any debt instrument which is either initially designated at FVTPL or which does not meet the criteria for amortised cost or FVTOCI is measured at FVTPL.

Effective Interest Rate Method: Interest income from security deposits and debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

Equity Instruments at FVTOCI: 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 instrument is held for trading. The cumulative gain or loss is not reclassified to the Statement of Profit and Loss on disposal of the investment.

Equity Instruments at Amortised Cost: The Company has accounted for its Investment in subsidiaries at cost less impairment loss (if any).

Financial Assets at FVTPL: Investments in equity instruments are classified at FVTPL, unless they were irrevocably elected on

initial recognition as FVOCI. Financial Assets at FVTPL are measured at Fair Value at the end of each reporting period, with any gains or losses arising on remeasurement recognised in the Statement of Profit and Loss.

Dividends are recognised in statement of profit and loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Group, and the amount of the dividend can be measured reliably.

(ii) Impairment of financial assets

The Group assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost, FVOCI debt instruments, and other financial assets. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 43 details how the Group determines whether there has been a significant increase in credit risk.

For trade receivables, the Company applies the simplified approach permitted by Ind AS 109 "Financial Instruments" which requires expected lifetime losses to be recognised from initial recognition of the receivables.

(iii) Derecognition of financial assets

A financial asset is derecognised only when :

- The Group has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the group evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred

Notes to Ind AS Consolidated Financial Statements For the year ended March 31, 2024 (Contd.)

substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Group has not retained control of the financial asset. Where the Group retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

(iv) Financial Liabilities:

Financial liabilities which are held for trading or are designated at FVTPL are measured at fair value with changes being recognised in the Statement of Profit and Loss.

Financial liabilities that are not held for trading and are not designated as at FVTPL, are measured at amortised cost. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method."

(v) Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. A substantial modification in the terms of an existing financial liability is accounted as a discharge of original financial liability and recognition of new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised as profit or loss.

(vi) Offsetting financial assets and liabilities

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group has a legal right and ability to offset the amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

(h) Impairment of Non-Financial Assets

Property, plant or equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amount may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value in use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent to those from other assets.

The Carrying Amount of Assets is reviewed at each Balance Sheet date if there is any indication of impairment based on internal / external factors. An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss, if any, is charged to Statement of Profit and Loss in the year in which an asset is identified as impaired. Reversal of impairment losses recognised in prior years is recorded when there is an indication that the impairment losses recognised for the assets no longer exists or have decreased.

(i) Cash and cash equivalents

(i) Cash and cash equivalents in the balance sheet comprise cash at bank and on hand and short-term deposit with original maturity upto three months, which are subject to insignificant risk of changes in value.

(ii) For the purpose of presentation in the statement of cash flows, cash and cash equivalents consists of cash and short-term deposit, as defined above, as they are considered as an integral part of the Group's cash management.

(j) Borrowing Cost and Finance Charges

Borrowing cost attributable to acquisition and construction of qualifying assets are capitalised as a part of the cost of such assets up to the date when such assets are ready for its intended use. Other borrowing cost are charged to the statement of profit and loss in the year in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds and is measured with reference to the effective interest rate applicable to the respective borrowings.

Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2024 (Contd.)**(k) Leases**

The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether: (i) the contract involves the use of an identified asset (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognises a right-of-use asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated on a straight-line basis over the lease term. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not

generate cash flows that are largely independent of those from other assets.

The lease liability is initially measured at amortised cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Group changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

(l) Goodwill

Goodwill arising out of Consolidation of financial statements of subsidiaries is tested for impairment at each reporting date.

(m) Business Combination:

Anand Rathi Wealth Limited consolidates entities which it owns or controls. The consolidated financial statements comprise the financial statements of the Company, its controlled its subsidiaries. Control exists when the parent has power over the entity, is exposed, or has rights to variable returns from its involvement with the entity and has the ability to affect those returns by using its power over the entity. Power is demonstrated through existing rights that give the ability to direct relevant activities, those which significantly affect the entity's returns. Subsidiaries are consolidated from the date control commences until the date control ceases.

The Holding Company applies the acquisition method in accounting for business combinations under the provision of Ind AS 103 Business Combination. The consideration transferred by the Holding Company to obtain control of a business is calculated as the sum of the fair values of assets transferred, liabilities incurred and the equity interests issued by the Holding Company as

Notes to Ind AS Consolidated Financial Statements For the year ended March 31, 2024 (Contd.)

at the acquisition date i.e. date on which it obtains control of the acquire which includes the fair value of any asset or liability arising from a contingent consideration arrangement. Acquisition-related costs are recognised in the Statement of Profit and Loss as incurred, except to the extent related to the issue of debt or equity securities.

Identifiable assets acquired and liabilities assumed in a business combination are measured initially at their fair values on acquisition-date.

Intangible Assets acquired in a Business Combination and recognised separately from Goodwill are initially recognised at their fair value at the acquisition date (which is regarded as their cost). Subsequent to initial recognition, intangible assets acquired in a Business Combination are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

Goodwill is measured as the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the excess is termed as Gain on Bargain Purchase / Capital reserve.

(n) Employee Benefits

Defined Contribution Plan - Retirement benefit in the form of Provident Fund is a defined contribution scheme. The Group is statutorily required to contribute a specified portion of the basic salary of an employee to a provident fund as a part of retirement benefits to its employees. The contributions during the year are charged to Statement of Profit and Loss. The Group recognises contribution payable to the Provident Fund scheme as an expenditure when an employee renders related service.

Defined Benefit Plan - Gratuity, which is in the nature of Defined Benefit Schemes, are payable only to employees and accounted for on accrual

basis. The cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprising actuarial gains and losses are recognised in other comprehensive income in the year in which they occur and are not reclassified to the Statement of Profit and Loss.

The Holding Company has funded its Gratuity liability under group scheme with an Insurer. The retirement benefit obligation recognised in the balance sheet represents the present value of the defined benefit obligations reduced by the fair value of the scheme assets. Any asset resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the scheme.

Short Term Employee Benefits - The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include Incentive and Annual Leave which are expected to occur within twelve months after the end of the year in which the employee renders the related service.

(o) Revenue Recognition

Revenue is recognised to the extent that is probable that the economic benefits will flow to the Group and the amount can be reliably measured. Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation.

The Group assesses the nature, timing and extent of revenue based on performance obligations in its contracts / understanding / trade customs with customers & clients.

1. Income related with Distribution and Sale of Financial Product including Distribution Income on Mutual Fund, Referral fees, Gain / Loss on sale of Investment (Structured

Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2024 (Contd.)

Product), Consultancy, Commission Income, Software license & Subscription fees and Marketing Support charges is accounted on accrual basis.

2. Dividend income is accounted for when the right to receive the payment is established.
3. Difference between the sale price and the carrying value of investment is recognised as profit or loss on sale / redemption on investment on trade date of transaction. Carrying value of investments is determined based on first in first out value of investments sold.
4. Interest income is recognised using the effective interest method.

(p) Taxes on Income

Current Tax: Provision for Income Tax is determined in accordance with the provisions of the Income Tax Act, 1961.

Deferred Tax: Deferred tax is provided, on all temporary differences at the reporting date between the tax base of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred tax assets and liabilities are measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted at the reporting date. Tax relating to items recognised directly in equity or OCI is recognised in equity or OCI and not in the Statement of Profit and Loss.

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

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the temporary difference

can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable.

(q) Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when there is a present obligation (legal or constructive) as a result of past event; and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made.

Provisions (excluding retirement benefits) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the Balance Sheet date, taking into account the risks and uncertainties surrounding the obligation.

Contingent Liabilities are possible but not probable obligations as on the Balance Sheet date, based on the available evidence. Contingent Liabilities are not recognised in the Ind AS Consolidated Financial Statements.

Contingent Assets are neither recognised nor disclosed.

(r) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders of the Holding Company by the weighted average number of equity shares outstanding during the year.

The Weighted average number of equity shares outstanding during the year is adjusted for events such as issue of shares, bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares), without a corresponding change in resources.

Diluted earnings per share are computed using the weighted average number of equity shares and dilutive potential equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the

Notes to Ind AS Consolidated Financial Statements For the year ended March 31, 2024 (Contd.)

year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

(s) Cash Flow Statement

Cash flow statement is prepared using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated.

(t) Share Based Payment Arrangements

Equity settled share based payments to employees and others are measured at the fair value of equity instruments at the grant date. The fair value determined at the grant date of the equity settled share based payments is expensed on a straight line basis over the vesting period, based on the Holding Company's estimate of equity instrument that will eventually vest, with a corresponding increase in equity.

(u) Segment Reporting:

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the Company's Chief Operating Decision Maker ("CODM") to make decisions for which discrete financial information is available. Based on the management approach as defined in Ind AS 108, the CODM evaluates the Company's performance based on only one segment i.e. Services for distributions and sale of financial products within India. The CODM has been identified as CEO / CFO of the Company.

(v) Rounding of amounts

All amounts disclosed in the Ind AS Consolidated Financial Statements and notes have been rounded off to the nearest thousand as per the requirement of Schedule III to the Act, unless otherwise stated.

Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2024 (Contd.)

3. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment consist of the following:

Description	(₹ in Lakhs)									
	Building	Right-of-Use Asset	Leasehold Improvements	Computer equipment	Vehicles	Office Equipment	Furniture & Fixtures	Total		
Gross Block as at April 01, 2023	7,625.47	5,125.75	52.36	944.44	325.61	689.92	868.59	15,632.14		
Additions	-	3,261.02	31.38	163.45	121.85	34.67	41.46	3,653.83		
Less : Disposals	-	1,037.09	-	309.87	54.70	8.22	0.51	1,410.39		
Gross Block as at March 31 2024	7,625.47	7,349.68	83.74	798.02	392.76	716.37	909.54	17,875.58		
Accumulated depreciation as at April 01, 2023	129.05	3,279.08	49.70	605.77	106.53	161.81	207.66	4,539.60		
Depreciation for the year	120.98	896.64	9.47	172.49	42.70	125.71	86.74	1,454.73		
Less : Disposals	-	984.36	-	294.53	36.87	7.82	0.26	1,323.84		
Accumulated depreciation as at March 31, 2024	250.03	3,191.36	59.17	483.73	112.36	279.70	294.14	4,670.49		
Net carrying amount as at March 31, 2024	7,375.44	4,158.32	24.57	314.29	280.40	436.67	615.40	13,205.09		

Net carrying amount as at March 31, 2023

Description	(₹ in Lakhs)									
	Building	Right-of-Use Asset	Leasehold Improvements	Computer equipment	Vehicles	Office Equipment	Furniture & Fixtures	Total		
Gross Block as at April 01, 2022	7,144.47	3,942.10	52.36	785.89	262.48	112.64	503.24	12,803.18		
Additions	480.99	1,183.65	-	188.59	63.13	594.84	365.35	2,876.56		
Less : Disposals	-	-	-	30.05	-	17.56	-	47.61		
Gross Block as at March 31, 2023	7,625.47	5,125.75	52.36	944.44	325.61	689.92	868.59	15,632.12		
Accumulated depreciation as at April 01, 2022	9.30	2,625.49	16.25	479.15	71.70	71.04	137.20	3,410.13		
Depreciation for the year	119.75	653.59	33.45	155.17	34.82	107.43	70.46	1,174.67		
Less : Disposals	-	-	-	28.55	-	16.66	-	45.21		
Accumulated depreciation as at March 31, 2023	129.05	3,279.08	49.70	605.77	106.53	161.81	207.66	4,539.59		
Net carrying amount as at March 31, 2023	7,496.42	1,846.67	2.66	338.67	219.08	528.11	660.93	11,092.54		

Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2024 (Contd.)

4. CAPITAL WORK IN PROGRESS

(₹ in Lakhs)

Description	Office equipments	Furniture & Fixtures	Total
As at April 01, 2023	-	-	-
Additions	-	81.63	81.63
Less : Disposals	-	-	-
As at March 31, 2024	-	81.63	81.63

(₹ in Lakhs)

Description	Office equipments	Furniture & Fixtures	Total
As at April 01, 2022	-	-	-
Additions	40.71	77.76	118.47
Less : Disposals	40.71	77.76	118.47
As at March 31, 2023	-	-	-

5. OTHER INTANGIBLE ASSETS

(₹ in Lakhs)

Description	OFA Plus*	Software	Trademark	Total
Gross Block as at April 01, 2023	398.17	4,413.69	1.92	4,813.79
Additions	-	-	-	-
Less : Disposals	-	101.06	-	101.06
Gross Block as at March 31, 2024	398.17	4,312.63	1.92	4,712.73
Accumulated depreciation as at April 01, 2023	158.15	2,428.59	1.26	2,588.00
Depreciation for the year	38.53	442.30	0.18	481.01
Less : Disposals	-	96.02	-	96.02
Accumulated depreciation as at March 31, 2024	196.68	2,774.87	1.44	2,972.99
Net carrying amount as at March 31, 2024	201.49	1,537.76	0.48	1,739.74

(₹ in Lakhs)

Description	OFA Plus*	Software	Trademark	Total
Gross Block as at April 01, 2022	398.17	4,413.69	1.92	4,813.79
Additions	-	-	-	-
Less : Disposals	-	-	-	-
Gross Block as at March 31, 2023	398.17	4,413.69	1.92	4,813.79
Accumulated depreciation as at April 01, 2022	119.72	1,980.65	1.08	2,101.45
Depreciation for the year	38.43	447.94	0.18	486.55
Less : Disposals	-	-	-	-
Accumulated depreciation as at March 31, 2023	158.15	2,428.59	1.26	2,588.00
Net carrying amount as at March 31, 2023	240.02	1,985.10	0.66	2,225.79

*OFA Plus- Omni Financial Advisor Plus

Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2024 (Contd.)

6. INVESTMENTS

Description	(₹ in Lakhs)			
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
	Qty. in Nos.	Qty. in Nos.	Amount	Amount
(i) Investment - Non Current				
Un-Quoted - Fully Paid				
Investment in Equity Shares of Other Companies at Fair Value through Profit and Loss				
Anand Rathi Global Finance Limited	6,750,000	6,750,000	11,115.22	10,550.25
(During 2019-20, Company has purchased 2,250,000 shares of Anand Rathi Global Finance Limited for consideration of ₹ 10125.00 Lakhs and during the 2022-23, Anand Rathi Global Finance Limited has issued bonus shares in the ratio of 1 share for every 2 shares held and the face value has been split to ₹ 5 each from ₹ 10/- each.)				
			11,115.22	10,550.25
Aggregate amount of Quoted Investment and market value thereof				
Aggregate amount of Un-quoted Investment			11,115.22	10,550.25
Aggregate provision made for unquoted Investment			-	-

Description	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
(ii) Investments - Current		
Quoted		
Investment in PMS at Fair Value through Profit and Loss*	114.25	-
	114.25	-
* The amount represents Investment in Portfolio which is managed by Anand Rathi Advisors Limited - PMS and includes Mutual Fund Units		
Aggregate amount of Quoted Investment and market value thereof	114.25	-
Aggregate amount of impairment in value of investments.	-	-

7. OTHER FINANCIAL ASSETS

Particulars	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
(i) Other Financial Assets - Non current		
Fixed Deposit with Bank (Lien against Bank Overdraft)	-	200.00
Security Deposits	518.35	156.51
	518.35	356.51

Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2024 (Contd.)

Particulars	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
(ii) Other Financial Assets - Current		
Accrued Interest	378.84	81.99
Fixed Deposit with Bank (Lien against Bank Overdraft and Bank Guarantee)	35,517.31	10,104.04
Securities Held as Stock in trade		
Un-Quoted - Fully Paid up		
Non-Principal Protected Structure Product at Fair Value through Profit and Loss		
- In Anand Rathi Global Finance Limited	9,189.15	12,909.43
- In Anand Rathi Financial Services Limited	6,103.00	-
- In Nuvama Wealth Finance Limited	-	65.28
Staff Advances	2,514.24	1,843.89
Security Deposits	308.79	854.83
	54,011.33	25,859.46
Aggregate amount of Non-Principal Protected Structure Product	15,292.15	12,974.71
Aggregate provision made for unquoted Securities	-	-

8. DEFERRED TAX ASSETS / (LIABILITIES)

Particulars	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
Depreciation on Property Plant & Equipments	(564.73)	(475.78)
Long Term Capital Loss	9.86	9.86
Business Loss	222.71	364.03
Leave Provision	182.11	148.63
Gratuity Provision	13.62	10.79
Fair Valuation of Financial Instruments	(248.43)	(86.06)
Impact on recognition of Right-of-use Asset and Lease Liability	74.49	76.09
	(310.36)	47.56

9. OTHER NON CURRENT ASSETS

Particulars	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
Advance Tax including Tax Deducted at Source	117.14	3,142.99
	117.14	3,142.99

10. TRADE RECEIVABLES

Particulars	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
(Unsecured, Considered good)		
Trade Receivables	2,824.83	1,712.80
Refer Note No.42(i)		
	2,824.83	1,712.80

Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2024 (Contd.)

Trade Receivables ageing schedule

As at March 31, 2024

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment						
	Unbilled	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	2,817.31	7.52	-	-	-	-	2,824.83
(ii) Undisputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables credit impaired	-	-	-	-	-	-	-
Total	2,817.31	7.52	-	-	-	-	2,824.83

As at March 31, 2023

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment						
	Unbilled	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	1,697.95	11.74	3.11	-	-	-	1,712.80
(ii) Undisputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables credit impaired	-	-	-	-	-	-	-
Total	1,697.95	11.74	3.11	-	-	-	1,712.80

11. CASH AND CASH EQUIVALENTS

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Balances with Banks		
- in Current Accounts	3,293.27	6,021.61
- in Deposit Accounts (Maturity less than 3 Months)	-	450.00
Cash on Hand	18.07	4.56
	3,311.34	6,476.17

Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2024 (Contd.)

12. OTHER CURRENT ASSETS

Particulars	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
(Unsecured, Considered good)		
Prepaid Expenses	150.92	233.09
TCS Recoverable	47.59	30.38
Input Tax Credit Receivable	404.43	271.39
Advance to Others	41.55	14.47
Others	-	108.36
	644.49	657.69

13. EQUITY SHARE CAPITAL

Particulars	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
Authorised		
50,000,000 (Previous Year - 50,000,000 Equity Shares of ₹ 5/- each)	2,500.00	2,500.00
Equity Shares of ₹ 5/- each	2,500.00	2,500.00
Issued, Subscribed and Paid Up		
41,828,297 (Previous Year - 41,688,247 Equity Shares of ₹ 5/- each)	2,091.41	2,084.41
Equity Shares of ₹ 5/- each Fully Paid Up	2,091.41	2,084.41

(i) Reconciliation for No. of shares outstanding during the year

Equity Shares	April 2023 to March 2024		April 2022 to March 2023	
	No. of Shares	(₹ in Lakhs)	No. of Shares	(₹ in Lakhs)
Shares outstanding at the beginning of the year	41,688,247	2,084.41	41,616,227	2,080.81
Shares Issued during the year for consideration of ₹ 5 each	140,050	7.00	72,020	3.60
Shares Issued during the year as bonus	-	-	-	-
Shares outstanding at the end of the year	41,828,297	2,091.41	41,688,247	2,084.41

The face value of equity shares of the Holding Company has been subdivided from ₹ 10 per equity share to ₹ 5 per equity share vide approval of shareholders in extraordinary general meeting held on August 14, 2018.

(ii) Terms / Rights attached to the Equity Shares

Equity Shares

The Holding Company has only one class of shares referred to as Equity Shares having a face value of ₹ 5 per share. Each holder of equity share is entitled to one vote per share.

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

(iii) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company:

Name of Shareholders	As at March 31, 2024		As at March 31, 2023	
	No. of shares held (of ₹ 5 each)	% of Holdings	No. of shares held (of ₹ 5 each)	% of Holdings
Anand Rathi Financial Services Limited	8,331,123	19.92	8,331,123	19.98
Anand Rathi	6,266,390	14.98	6,396,390	15.34

Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2024 (Contd.)

- (iv) Aggregate number of bonus shares issued, share issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:

(₹ in Lakhs)

	Bonus shares issued by the Company	Issue of shares for consideration other than cash	Shares bought back
March 31, 2024	-	-	-
March 31, 2023	-	-	-
March 31, 2022	13,872,087	-	-
March 31, 2021	-	-	-
March 31, 2020	-	-	-
March 31, 2019	-	-	-

- (v) Shares held by promoters

As on March 31, 2024

Promoter Name	No. of Shares	% of total shares	% Change during the year*
Anand Rathi Financial Services Limited	8,331,123	19.92	(0.06)
Anand Rathi	6,266,390	14.98	(0.36)
Pradeep Kumar Gupta	1,852,012	4.43	(0.13)

As on March 31, 2023

Promoter Name	No. of Shares	% of total shares	% Change during the year*
Anand Rathi Financial Services Limited	8,331,123	19.98	(0.83)
Anand Rathi	6,396,390	15.34	3.40
Pradeep Kumar Gupta	1,902,012	4.56	(0.01)

*Percentage change has been computed with respect to the number at the beginning of the year

- (vi) Share reserved for issue under options

For details of shares reserved for issue under the employee stock option (ESOP) plan of the Company, please refer Note No. 33

- (vii) Ordinary shares

Ordinary shares are classified as equity share capital. Incremental costs directly attributable to the issuance of new ordinary shares, share options and buyback are recognised as a deduction from equity, net of any tax effects.

14. OTHER EQUITY

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
(a) Capital Reserve		
Opening balance	249.54	249.54
Less: Changes during the year	-	-
Balance as at the end	249.54	249.54
(b) Securities Premium		
Opening balance	4,288.32	4,001.48
Add: Addition during the year	867.33	286.84
Balance as at the end	5,155.65	4,288.32

Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2024 (Contd.)

Particulars	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
(c) Share Options Outstanding Account		
Opening Balance	513.58	518.21
Add : Addition during the year	569.56	282.21
Less : Transferred to Securities Premium	(867.33)	(286.84)
Balance as at the end	215.81	513.58
(d) Retained Earnings		
Opening Balance	41,948.69	29,693.76
Add : Profit during the year	22,497.44	16,840.64
Less : Dividend Paid	(5,005.19)	(4,585.71)
Balance as at the end	59,440.94	41,948.69
(e) Other Comprehensive Income		
Opening Balance	(185.67)	(101.43)
Remeasurement of defined employee benefit plan and translation gain / (loss)	(6.60)	(84.24)
Balance as at the end	(192.27)	(185.67)
(f) Movement in Non Controlling Interest due to change in Shareholding		
Opening balance	(2,075.68)	(2,075.68)
Add : Changes during the year	-	-
Balance as at the end	(2,075.68)	(2,075.68)
Total Other Equity	62,794.00	44,738.79

Nature & Purpose of Reserves :

Capital Reserve

Capital Reserve is created at the time of acquisition of business, on account of net assets acquired in excess of the consideration paid to the acquire.

Securities Premium

Balance of Securities premium consist of issue of share over its face value. The balance will be utilised of as per provisions of Section 52 of the Companies Act, 2013.

Share Option Outstanding Account

The share option outstanding account is used to record the value of equity-settled share based payment transactions with employees.

Notes to Ind AS Consolidated Financial Statements For the year ended March 31, 2024 (Contd.)

Retained earnings

Retained earnings comprises of the amounts that can be distributed by the Company as dividends to its equity share holders.

Other Comprehensive Income (OCI)

OCI includes remeasurement of defined employee benefit plan on account of Actuarial Gains and Losses as per Ind AS 19 Employee Benefits and Translation gain / loss.

15. NON CONTROLLING INTEREST

Particulars	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
Opening Balance	1,186.15	1,166.93
Add: Share in Profit for the year	84.79	19.47
Add: Share in Other Comprehensive Income	(0.92)	(0.25)
	1,270.03	1,186.15

16. BORROWINGS

Particulars	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
(i) Borrowings - Non current		
Term Loan - Loan against Property (Secured against 8 th & 9 th Floor (2 nd & 3 rd Office Floor), Block 'B' & 'C' of Wing E, Trade Link, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai)	-	831.53
Terms of repayment - Repayable in 5 Years (20 quarters), last instalment falling due on March 18, 2025		
The rate of interest will be I-MCLR 1 Year + Spread, determined at the date of disbursement and reset at end of every 12 months from the date of disbursement.		
The Company has made regular repayment of principal & interest due over the year		
Term Loan - Vehicle Loan (Secured against hypothecation of vehicle purchased)	12.73	17.00
Terms of repayment - Repayable in 60 equal monthly instalments, last instalment falling due on October 7, 2027		
The rate of interest ranges between 7% to 8% p.a.		
The Company has not defaulted in repayment of principal & interest due over the reporting period		
	12.74	848.53
(ii) Borrowings - Current		
Current Maturity of Secured Loan from Banks		
Term Loan - Loan against Property	831.53	829.18
Term Loan - Vehicle Loan	4.27	3.95
	835.80	833.13

Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2024 (Contd.)

17. TRADE PAYABLES

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Total outstanding dues of micro, small and medium enterprises *	-	-
Total outstanding dues to other than micro, small and medium enterprises	2.06	31.49
	2.06	31.49

* The above disclosure is based on the responses received by the Company to its inquiries with suppliers with regard to applicability under the Micro, Small and Medium Enterprise Development Act, 2006

Trade Payables Ageing Schedule:

Trade payables as at March 31, 2024

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	2.06	-	-	-	2.06
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total	2.06	-	-	-	2.06

Trade payables as at March 31, 2023

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	31.49	-	-	-	31.49
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total	31.49	-	-	-	31.49

18. LEASE LIABILITIES

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
(i) Non Current		
Lease Liability	3,468.62	1,416.82
	3,468.62	1,416.82
(ii) Current		
Lease Liability	849.63	573.11
	849.63	573.11

Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2024 (Contd.)

19. OTHER FINANCIAL LIABILITIES

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Employee Benefit Payable	70.89	66.42
Provision for Expenses	419.07	311.89
Advance from Customers	2,917.65	700.97
	3,407.60	1,079.28

20. PROVISIONS

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
(i) Provisions - Non Current		
Employee Benefit Liabilities		
Gratuity Provision (Refer Note 24)	357.34	388.55
	357.34	388.55
(ii) Provisions - Current		
Gratuity Provision (Refer Note 24)	1.74	1.37
Leave Provision	596.93	477.72
Incentive Provision	10,297.51	7,544.83
Provision for Income Tax	17.61	3.87
	10,913.80	8,027.79

21. OTHER CURRENT LIABILITIES

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Statutory Dues	1,377.20	961.85
Revenue Received in Advance from Customer	282.93	241.97
	1,660.13	1,203.82

22. REVENUE FROM OPERATIONS

(₹ in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Mutual Fund Distribution Income	26,658.35	18,987.10
Income from Distribution & Sale of Financial Product	45,211.35	35,389.91
IT Enabled Services	562.54	486.15
	72,432.25	54,863.16

Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2024 (Contd.)

23. OTHER INCOME

(₹ in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest Income	2,088.09	801.23
Gain on Sale of Investments		
Realised	82.16	17.92
Unrealised	580.16	200.25
Miscellaneous and Other Income	13.98	8.34
	2,764.39	1,027.74

24. EMPLOYEE BENEFITS EXPENSES

(₹ in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Salaries, Incentive & Allowances	29,950.90	22,542.55
Contribution to Provident and Other Funds	1,278.24	1,025.22
Share Based Payments to Employees	569.56	282.21
Staff Welfare Expenses	423.23	332.47
	32,221.92	24,182.45

The Group is recognising and accruing the retirement benefits as per Indian Accounting Standard (Ind AS) 19 on "Employee Benefits". The details are as enunciated below as certified by an independent actuary.

A Defined Benefit Plans

Gratuity:

The gratuity payable to employees is based on the employee's service and last drawn salary at the time of leaving the services of the Group and is in accordance with the Rules of the Group for payment of gratuity.

Inherent Risk

The plan is defined benefit in nature which is sponsored by the Holding Company and its subsidiary Company AR Digital Wealth Private Limited and Ffreedom Intermediary Infrastructures Private Limited hence it underwrites all the risks pertaining to the plan. In particular, this exposes the Group to actuarial risk such as adverse salary growth, change in demographic experience, inadequate return on underlying plan assets. This may result in an increase in cost of providing these benefits to employee in future. Since the benefits are lump sum in nature the plan is not subject to any longevity risks.

(₹ in Lakhs)

Amounts recognised in the Balance Sheet in respect of gratuity (funded by the group):	As at March 31, 2024	As at March 31, 2023
Present value of the funded defined benefit obligation at the end of the year	1,290.90	994.31
Fair value of plan assets	1,058.41	717.19
Net Liability / (Asset)	232.49	277.12

Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2024 (Contd.)

(₹ in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Amounts recognised in Salary, Wages and Employee Benefits in the Profit and Loss Account in respect of gratuity (funded by the group):		
Current Service cost	140.31	127.83
Interest on Defined Benefit Obligations	69.39	56.51
Expected return on plan assets	(51.64)	(50.22)
Past Service Cost – Vested Benefit recognised during the year	-	-
Net Gratuity Cost	158.06	134.12
Amount recognised in Other Comprehensive Income (OCI)		
Amount recognised in OCI in beginning of the year	213.65	92.18
Remeasurement due to:	-	-
Effect of Change in financial assumptions	35.83	5.61
Effect of Change in demographic assumptions	-	-
Effect of experience adjustments	84.85	90.22
Actuarial (Gains) / Losses	120.69	95.83
Return on plan assets (excluding interest)	84.50	(25.64)
Total remeasurement recognised in OCI	36.19	121.47
Amount recognised in OCI, End of year	249.84	213.65
Actual Return on Plan Assets:		
Expected Return on Plan Assets	51.64	51.60
Actuarial gain / (loss) on Plan Assets	84.50	(22.26)
Actual Return on Plan Assets	136.14	29.33
Reconciliation of present value of the obligation and the fair value of the plan assets:		
Change in present value of obligation:		
Opening Defined Benefit Obligation	994.30	815.44
Current Service Cost	140.31	127.83
Interest Cost	69.39	56.51
Liability Transferred out	-	-
Actuarial (Gain) / loss	120.69	95.83
Benefits Paid / Reversals	(33.80)	(101.31)
Past Service Cost	-	-
Closing Defined Benefit Obligation	1,290.88	994.30
Change in fair value plan assets:		
Opening Fair Value of the plan assets	717.19	692.66
Expected return on plan assets	51.64	50.22
Actuarial (Gain) / loss	234.94	(25.64)
Contributions by the Employer	(29.85)	95.72
Benefits Paid	84.50	(95.77)
Closing Fair value of the plan assets	1,058.41	717.19

Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2024 (Contd.)

Particulars	(₹ in Lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Investment details of plan assets		
Government of India Securities	-	-
Corporate Bonds	-	-
Special Deposit Scheme	-	-
Insurer Managed Fund	100%	100%
Others	-	-
Total	100%	100%
Experience Adjustment		
Defined Benefit Obligation	1,290.88	994.30
Plan Assets	1,058.41	717.19
(Surplus) / deficit	232.49	277.12
Actuarial (Gains) / Losses on Obligations - Due to Experience	120.69	95.83
Actuarial (Gains) / Losses on Plan Assets - Due to Experience	234.94	(25.64)

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

There are no amounts included in the fair value of plan assets for:

- i) Company's own financial instrument
- ii) Property occupied by or other assets used by the Company

Discount Rate:

Discount Rate for this valuation is based on Yield to Maturity(YTM) available on Government bonds having similar term to decrement-adjusted estimated term of liabilities.

For valuation as at March 31, 2024 the estimated term of liabilities is 12.22 years, corresponding to which YTM on government bonds is 6.95%, after rounding to nearest 0.05%

Expected rate of return on assets:

It is the average long term rate of return expected on investments of the Trust Fund.

Salary Escalation Rate:

Salary escalation assumption is based on estimates of over all long-term salary growth rates after taking in to consideration expected earnings inflation as well as performance and seniority related increases.

Withdrawal Rate:

Assumptions regarding withdrawal rates is based on the estimates of expected long term employee turnover within the organisation.

Mortality Rate

It is based on Indian Assured Lives Mortality (2012-14) Ult. as issued by Institute of Actuaries of India for the actuarial valuation.

Notes to Ind AS Consolidated Financial Statements For the year ended March 31, 2024 (Contd.)

General Description fair value of the plan:

The holding Company has Insurer Managed Fund.

Principal Actuarial Assumptions:	For the year ended March 31, 2024	For the year ended March 31, 2023
Discount rate	6.95%	7.20%
Salary Escalation Rate	5.00%	5.00%
Attrition Rate	For Service 4 yrs. & Below 20.00 % p.a. & service 5 yrs. and above 2.00 % p.a.	For Service 4 yrs. & Below 20.00 % p.a. & service 5 yrs. and above 2.00 % p.a.
Retirement Age	Indian Assured Lives Mortality (2012-14) Ult. 60 years	Indian Assured Lives Mortality (2012-14) Ult. 60 years

Sensitivity Analysis

The sensitivity analyses have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the year and may not be representative of the actual change. It is based on a change in the key assumption while holding all other assumptions constant. When calculating the sensitivity to the assumption, the same method used to calculate the liability recognised in the Balance Sheet has been applied. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared with the previous year.

Particulars	(₹ in Lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Defined Benefit Obligation (Base)	1,290.90	994.31
Discount Rate		
Increase by 50 bps	1,220.69	940.22
Impact of increase by 50 bps in Percentage	(5.45%)	(5.45%)
Decrease by 50 bps	1,367.23	1,053.12
Impact of decrease by 50 bps in Percentage	5.93%	5.93%
Salary Growth Rate		
Increase by 50 bps	1,313.29	1,014.52
Impact of increase by 50 bps in Percentage	1.60%	1.96%
Decrease by 50 bps	1,269.45	975.56
Impact of decrease by 50 bps in Percentage	(1.59%)	(1.78%)
Expected contribution of holding Company for the next financial year	74.39	59.83
Weighted Average duration of Holding Company	13.64	13.73
Maturity profile of defined benefit obligation		
Within next 12 months	74.39	61.20
Between 1 and 5 Years	243.96	201.76
Between 6 and 10 Years	407.23	326.39

Notes to Ind AS Consolidated Financial Statements For the year ended March 31, 2024 (Contd.)

Asset Liability Matching Strategy

The Holding Company has funded its gratuity liability. The money contributed by the Holding Company to the Gratuity fund to finance the liabilities of the plan has to be invested.

The trustees of the plan have outsourced the investment management of the fund to an Insurance Company. The Insurance Company in turn manages these funds as per the mandate provided to them by the trustees and the asset allocation which is within the permissible limits prescribed in the insurance regulations. Due to the restrictions in the type of investments that can be held by the fund, it is not possible to explicitly follow an asset liability matching strategy.

There is no compulsion on the part of the Group to fully prefund the liability of the Plan. The Group's philosophy is to fund these benefits based on its own liquidity and the level of underfunding of the plan.

For Representative Office

Defined Benefit Plans

Gratuity:

The gratuity payable to employees is based on the employee's service and last drawn salary at the time of leaving the services of the Group and is in accordance with the Rules of the Company for payment of gratuity.

Inherent Risk

The plan is defined benefit in nature which is sponsored by the Company and hence it underwrites all the risks pertaining to the plan. In particular, this exposes the Company to actuarial risk such as adverse salary growth, change in demographic experience, inadequate return on underlying plan assets. This may result in an increase in cost of providing these benefits to employee in future. Since the benefits are lump sum in nature the plan is not subject to any longevity risks.

Particulars	(AED in Lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Amounts recognised in the Balance Sheet in respect of gratuity:		
Present value of the funded defined benefit obligation at the end of the year	5.58	5.05
Less: Fair value of plan assets	0.00	0.00
Net Liability / (Asset)	5.58	5.05

Particulars	(AED in Lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Amounts recognised in Salary, Wages and Employee Benefits in the Profit and Loss Account in respect of gratuity:		
Current Service cost	1.85	1.71
Interest on Defined Benefit Obligations	0.30	0.16
Expected return on plan assets	-	-
Past Service Cost – Vested Benefit recognised during the year	-	-
Net Gratuity Cost	2.15	1.87

Amount recognised in Other Comprehensive Income (OCI)	-	(1.18)
Amount recognised in OCI in beginning of the year	(1.17)	-
Remeasurement due to:		
Effect of Change in financial assumptions	(0.63)	(2.18)
Effect of Change in demographic assumptions	-	-
Effect of experience adjustments	(0.83)	1.01
Actuarial (Gains) / Losses	(1.46)	(1.18)
Less : Return on plan assets (excluding interest)	-	-
Total remeasurements recognised in OCI	(1.46)	(1.18)
Amount recognised in OCI, End of year	(2.63)	(1.18)

Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2024 (Contd.)

Particulars	(AED in Lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Reconciliation of present value of the obligation and the fair value of the plan assets:		
Change in present value of obligation:		
Opening Defined Benefit Obligation	5.04	4.35
Current Service Cost	1.85	1.71
Interest Cost	0.30	0.16
Liability Transferred out	-	-
Actuarial (Gain) / Loss	(1.46)	(1.18)
Benefits Paid	(0.15)	-
Past Service Cost	-	-
Closing Defined Benefit Obligation	5.58	5.04
Experience Adjustment		
Defined Benefit Obligation	5.58	5.04
Plan Assets	-	-
(Surplus) / deficit	5.58	5.05
Actuarial (Gains) / Losses on Obligations - Due to Experience	-	-
Actuarial Gains / (Losses) on Plan Assets - Due to Experience	-	-
Weighted average duration of Define benefit obligation	13.04 Yrs	14.02 Yrs
Maturity profile of defined benefit obligation		
Within next 12 months	0.31	0.21
Between 1 and 5 Years	1.03	0.75
Between 5 and 10 Years	1.31	0.98

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

There are no amounts included in the fair value of plan assets for:

- i) Company's own financial instrument
- ii) Property occupied by or other assets used by the Company

Discount Rate:

Discount Rate for this valuation is based on Yield to Maturity (YTM) available on Government bonds having similar term to decrement-adjusted estimated term of liabilities.

For valuation as at March 31, 2024 the estimated term of liabilities is 13.04 years, corresponding to which YTM on Dubai bonds is 6.6%

Expected rate of return on assets:

It is the average long term rate of return expected on investments of the Trust Fund.

Salary Escalation Rate:

Salary escalation assumption is based on estimates of over all long-term salary growth rates after taking in to consideration expected earnings inflation as well as performance and seniority related increases.

Notes to Ind AS Consolidated Financial Statements For the year ended March 31, 2024 (Contd.)

Withdrawal Rate:

Assumptions regarding withdrawal rates is based on the estimates of expected long term employee turnover within the organisation.

Mortality Rate:

It is based on Indian Assured Lives Mortality (2012-14) Ult. as issued by Institute of Actuaries of India for the actuarial valuation.

General Description fair value of the plan:

The Company has insurer Managed Fund.

Principal Actuarial Assumptions:	For the year ended March 31, 2024	For the year ended March 31, 2023
Discount rate	6.80%	6.00%
Salary Escalation Rate	5.00%	5.00%
Attrition Rate	For Service 4 yrs. & Below 20.00 % p.a. & service 5 yrs. and above 2.00 % p.a.	For Service 4 yrs. & Below 20.00 % p.a. & service 5 yrs. and above 2.00 % p.a.
Mortality Table	Indian Assured Lives Mortality (2012-14) Ult.	Indian Assured Lives Mortality (2012-14) Ult.
Retirement Age	60 years	60 years

Sensitivity Analysis

The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the year and may not be representative of the actual change. It is based on a change in the key assumption while holding all other assumptions constant. When calculating the sensitivity to the assumption, the same method used to calculate the liability recognised in the Balance Sheet has been applied. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared with the previous year.

Particulars	(AED in Lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Defined Benefit Obligation (Base)	5.58	5.04
Discount Rate		
Increase by 50 bps DBO	5.23	4.69
Impact of increase by 50 bps in Percentage	(6.26%)	(7.04%)
Decrease by 50 bps DBO	5.96	5.43
Impact of decrease by 50 bps in Percentage	6.87%	7.77%
Salary Growth Rate		
Increase by 50 bps DBO	5.96	5.43
Impact of increase by 50 bps in Percentage	6.96%	7.81%
Decrease by 50 bps DBO	5.22	4.68

Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2024 (Contd.)

(AED in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Impact of decrease by 50 bps in Percentage	(6.39%)	(7.13%)
Expected contribution for the next financial year	0.31	0.00
Weighted Average duration	13.04	14.02

B Total amount recognised in balance sheet in respect of gratuity

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Net Liability / (Asset) in India	232.49	277.12
Net Liability / (Asset) in Dubai	126.60	112.80
Total	359.09	389.92

C Defined Contribution Plans

Amount recognised as an expense under the head Contribution to Provident and other Funds in note 24 Employee Benefit Expenses of Statement of Profit and Loss towards Group's Contribution to Provident Fund is ₹ 1074.63 Lakhs (2022-23 ₹ 843.77 Lakhs).

D The Code on Social Security, 2020 ('Code'), relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

25. FINANCE COSTS

(₹ in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest Expense	646.70	393.42
	646.70	393.42

26. OTHER EXPENSES

(₹ in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Business Support Charges (Refer Note No. 43)	531.18	47.46
Data Processing and IT enabled services	1,100.04	620.84
Legal & Professional Charges	244.74	282.99
Director Sitting Fees	25.90	16.50
Electricity Expenses	144.05	117.26
Communication Expenses	258.39	229.46
Printing and Stationery	250.87	239.15
Postage and Telegram	98.09	61.53
Rent, Rates and Taxes	666.73	735.61
Repairs and Maintenance	138.27	103.05

Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2024 (Contd.)

Particulars	(₹ in Lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Recruitment & Training	84.62	90.52
Marketing and Referral Expenses	1,178.30	603.50
Business Promotion Expenses	2,213.18	1,598.36
Computer & Software Maintenance Charges	177.13	133.92
Client Claim	92.87	72.05
Travelling & Conveyance Expenses	765.03	388.66
Insurance Charges	8.99	11.25
Office Expenses	258.36	218.52
Brand Charges	347.79	263.86
Payment to Auditors		
Audit Fees	57.49	55.60
Reimbursement	1.75	0.82
Tax Audit fees	1.00	1.25
Others Services / Certification	1.18	1.75
Donation	417.00	214.48
CSR Expenses	293.82	237.88
Miscellaneous & General Expenses	474.52	468.88
	9,831.29	6,815.15

27. INCOME TAX EXPENSES

Particulars	(₹ in Lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Current Tax		
Current tax on profit for the year	7,610.72	5,610.19
Prior Year Taxes	10.09	31.97
Total Current Tax Expenses	7,620.81	5,642.16
Deferred Tax		
Decrease / (Increase) in deferred tax assets	381.77	325.15
(Decrease) / Increase in deferred tax liabilities	(23.83)	11.24
MAT credit	-	-
Total deferred tax expenses / benefit	357.94	336.39
Total Income Tax Expenses charged to Profit & Loss	7,978.75	5,978.55

Notes to Ind AS Consolidated Financial Statements For the year ended March 31, 2024 (Contd.)

Effective Tax Rate Reconciliation

(₹ in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Applicable Tax Rate (%)	25.17	25.17
Profit before tax	30,560.98	22,838.66
Tax Expenses as per above rate	7,691.59	5,748.03
Expenses Disallowed	180.20	129.43
Exempt Income	58.85	(33.82)
Deductions u/s 80G & 35AC	-	31.97
On Account of Previous Year Adjustments	7.37	0.39
Others	40.75	102.55
Total Tax Expenses Recognised	7,978.75	5,978.55
Effective Tax Rate %	26.11	26.18

For the current financial year and previous financial year tax is charged @ 25.17% (i.e. 22% Basic Tax, 10% Surcharge on Basic Tax and 4% Cess on Basic Tax and Surcharge).

28. BASIS OF CONSOLIDATION

The Ind AS Consolidated Financial Statements are comprised of the financial statements of the members of the Group as under:

Name of the Subsidiary Companies	Principal place of Business	Effective Percentage Shareholding	
		As at March 31, 2024	As at March 31, 2023
i) AR Digital Wealth Private Limited (ARDWPL)	India	75.51%	75.51%
ii) Freedom Wealth Solutions Private Limited (FWSPL)	India	95.00%	95.00%
iii) Ffreedom Intermediary Infrastructure Private Limited (FIINFRA)	India	100.00%	100.00%

29. OPERATING SEGMENTS

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") of the group. The CODM, who is responsible for allocating resources and assessing performance of operating segments, has been identified as as CEO/CFO of the Group. The Group operates only in one business segment i.e. Services for distribution and sale of financial products within India, hence does not have any reportable segment as per Indian Accounting Standard 108 "Operating Segments"

30. LEASE - IND AS 116

The incremental borrowing rate applied to lease liabilities as at as at April 01, 2022 is 8.40% and as at April 01, 2023 is 9.35%.

Following is the information pertaining to leases for the year ended

(₹ in Lakhs)

Particulars	March 31, 2024	March 31, 2023
(a) Depreciation Charge for Right-of-Use Asset	896.64	653.59
(b) Interest Expense on Lease Liability	296.76	169.83
(c) Expense relating to short term leases accounted in profit & loss	547.99	567.11
(d) Total Cash Outflow for Leases for the year (includes expense relating to short term lease also)	1,004.51	779.69

Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2024 (Contd.)

Particulars	(₹ in Lakhs)	
	March 31, 2024	March 31, 2023
(e) Additions to Right-of-Use Asset	3,261.02	1,183.65
(f) Deletions from Right-of-Use Asset (Gross Block)	1,037.09	-
(g) Deletions from Right-of-Use Asset (Provision for Depreciation)	984.36	-
(h) Carrying Amount of Right-of-Use Asset	4,158.32	1,846.67

Maturity Analysis of Lease Liabilities (on Undiscounted basis) :

Due	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
Not later than 1 year	1,202.05	719.04
Later than 1 year and not later than 5 years	3,915.18	1,470.59
Later than 5 years	116.55	203.96
Total	5,233.78	2,393.59

31. RELATED PARTY DISCLOSURE

(a) List of Related Parties

(i) Entity of which the Holding Company was an Associate

Anand Rathi Financial Services Limited (upto March 22, 2023)

(ii) Key Managerial Persons

Amit Rathi, Director (upto October 12, 2022)

Rakesh Rawal, Whole time Director & CEO

Rajesh Bhutara, CFO

Nitesh Tanwar, Company Secretary (upto March 11, 2024)

Ashish Chauhan, Company Secretary (upto May 31, 2022)

(iii) Other Related Parties :

Asha Leasing and Finance Private Limited

Anand Rathi Global Finance Limited

Anand Rathi Financial Services Limited (w.e.f March 23, 2023)

Anand Rathi Share and Stock Brokers Limited

Anand Rathi IT Private Limited

Sapphire Human Solution Private Limited

Anand Rathi Commodities Limited

Anand Rathi Insurance Brokers Limited

Anand Rathi Advisors Limited

(Subsidiary of Anand Rathi Global Finance Limited)

Anand Rathi International Ventures (IFSC) Private Limited

(Subsidiary of Anand Rathi Share and Stock Brokers Limited)

(iv) Transactions with Promoter and Entity forming part of our Promoter Group :

Pradeep Kumar Gupta

Priti Pradeep Gupta

Aqua Proof Wall Plast Private Limited

Supriya Rathi

Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2024 (Contd.)

(b) The following transactions were carried out with the related parties in the ordinary course of business:

Nature of Transaction / Relationship	(₹ in Lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
(i) Loan Given		
Entity of which the Company is an Associate	-	-
Other Related Parties	11,760.00	17,721.00
(ii) Loan Repayment Received		
Entity of which the Company was an Associate	-	-
Other Related Parties	11,760.00	17,721.00
(iii) Purchase of Non-Principal Protected Structure Product		
Entity of which the Company was an Associate	-	10,255.88
Other Related Parties	435,310.12	312,704.37
Transactions with Promoter and Entity forming part of our Promoter Group	799.44	-
(iv) Sale of Non-Principal Protected Structure Product		
Entity of which the Company was an Associate	-	791.38
Other Related Parties	18,074.76	2,092.47
Transactions with Promoter and Entity forming part of our Promoter Group	250.00	998.45
(v) Support Service Given		
Other Related Parties	-	13.18
(vi) Support Service Taken		
Entity of which the Company is an Associate	-	43.98
Other Related Parties	1,810.44	739.78
(vii) Interest Income		
Other Related Parties	131.13	230.20
(viii) Rent Expense		
Entity of which the Company was an Associate	-	13.20
Other Related Parties	425.74	10.23
(ix) Brand Charges		
Entity of which the Company was an Associate	-	196.25
Other Related Parties	347.79	67.61
(x) Remuneration paid to KMP		
Short Term Employee Benefits	993.99	793.38
(xi) Demat Charges		
Other Related Parties	0.34	-

Note 1: Terms of Loan Given to related parties

Loan given to related parties at the interest rate is in the range of 10% to 12% and it is receivable on demand.

Note 2: Related party relationships have been identified by the Management and relied upon by the Auditors.

Notes to Ind AS Consolidated Financial Statements For the year ended March 31, 2024 (Contd.)

32. EARNINGS PER SHARE

Particulars	(₹ in Lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Net Profit after tax from Continuing Operations	22,582.23	16,860.11
Number of equity shares	41,828,297	41,688,247
Face Value Per Share (in ₹)	5	5
Weighted Average number of equity shares	41,744,783	41,668,066
Diluted Weighted Average number of equity shares	41,796,177	41,858,297
Earnings Per Share (in ₹)*		
Basic - Continuing Operations (₹)	54.10	40.46
Diluted - Continuing Operations (₹)	54.03	40.28

33. SHARE BASED PAYMENTS

Employees Share Option Plans

The Employee Stock Option Scheme ('the Scheme') provides for grant of share options to the eligible employees and/or directors ('the Employees') of the Company and/or its subsidiaries. The Share Options are granted at an exercise price, which is either equal to the fair market price, or at a premium, or at a discount to market price as may be determined by the Board.

ESOP Scheme 2018

During the financial year 2018-19, the Board had approved the Policy and the no. of options to be granted to the Employees that will vest in a graded manner and which can be exercised within a specified period. The Board has approved 260,100 options at an exercise price of ₹ 5/- per option to the employees. During the meeting held on June 14, 2021, the Board has approved 20,000 options at an exercise price of ₹ 5/- per option.

The details of options are as under:

Particulars	For the year ended March 31, 2024 (Nos.)	For the year ended March 31, 2023 (Nos.)
Outstanding at the beginning of the year	104,040	176,060
Add: Granted during the year	-	-
Less: Exercised and shares allotted during the year	52,020	72,020
Less: Exercised but pending allotment	-	-
Less: Forfeited / cancelled during the year	-	-
Less: Lapsed during the year	-	-
Outstanding at the end of the year	52,020	104,040
Exercisable at the end of the year	-	-

Fair Value of Options granted

The estimated fair value of each stock option granted is ₹ 407 as on March 11, 2019. The fair value has been calculated by applying Black-Scholes-Merton model. The model inputs the share price at respective grant dates, exercise price of ₹ 5/- per option, Standard Deviation of 51.15%, life of option being 3 months from the date of grant, and a risk-free interest rate of 7.35%.

Notes to Ind AS Consolidated Financial Statements For the year ended March 31, 2024 (Contd.)

The options were approved by the Board on March 11, 2019 under ESOP 2018 and were communicated to employees on April 01, 2020. 20,000 options approved by the Board on June 14, 2021 under ESOP 2018 were communicated to the employees on June 14, 2021. ESOP 2018 has an exercise price of ₹ 5 per option, and would vest over the period as under:

Options Granted (in Nos.)	Vesting Date
52,020	April 01, 2020
52,020	April 01, 2021
72,020	April 01, 2022
52,020	April 01, 2023
52,020	April 01, 2024

ESOP Scheme 2022

During the financial year 2022-23, the Board had approved the Policy and the no. of options to be granted to the Employees that will vest in a graded manner and which can be exercised within a specified period. The Board has approved 88,030 options at an exercise price of ₹ 5/- per option to the employees during the meeting held on January 12, 2023.

The details of options are as under:

Particulars	For the year ended March 31, 2024 (Nos.)	For the year ended March 31, 2023 (Nos.)
Outstanding at the beginning of the year	88,030	-
Add: Granted during the year	-	88,030
Less: Exercised and shares allotted during the year	88,030	-
Less: Exercised but pending allotment	-	-
Less: Forfeited/cancelled during the year	-	-
Less: Lapsed during the year	-	-
Outstanding as at the end of the year	-	88,030
Exercisable at the end of the year	-	-

Fair Value of Options granted

The estimated fair value of each stock option granted is ₹ 749.91 as on January 12, 2023. The fair value has been calculated by applying Black-Scholes-Merton model. The model inputs the share price at respective grant dates, exercise price of ₹ 5/- per option, Standard Deviation of 40.76%, life of option being 3 months from the date of grant, and a risk-free interest rate of 7.44%.

Options Granted (in Nos.)	Vesting Date
88,030	12.01.2024

Details of the commitments arising from the Share based payments were as follows:

Particulars	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
Total Carrying Amount	215.81	513.58
Amount debited to Statement of Profit & Loss	569.56	282.21

Notes to Ind AS Consolidated Financial Statements For the year ended March 31, 2024 (Contd.)

The following is the summary of allotment made during year ended March 31, 2024 and March 31, 2023:

Particulars	Allotted to	For the year ended March 31, 2024 (Nos.)	For the year ended March 31, 2023 (Nos.)
ESOP Scheme 2018	KMP	-	-
	Other than KMP	52,020	72,020
ESOP Scheme 2022	KMP	-	-
	Other than KMP	88,030	-

34. CORPORATE SOCIAL RESPONSIBILITY (CSR)

As per Section 135 of the Companies Act, 2013, a Company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities.

A CSR committee has been formed by the Company as per the Act. The funds were primarily allocated to a corpus and utilised through the year on the activities which are specified in Schedule VII of the Companies Act, 2013:

Particulars	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
Details of corporate social responsibility expenditure		
(a) amount required to be spent by the Company during the year	307.33	224.71
(b) amount of expenditure incurred		
(i) Construction / acquisition of any asset	-	-
(ii) On purposes other than (i) above	293.82	237.88
(c) Surplus / (shortfall) at the end of the year	(13.51)	13.16
(d) total of previous years surplus / (shortfall)	13.80	0.64
(e) surplus carried forward as per proviso to section 135 (5)	0.29	13.80
(f) reason for shortfall during the year ended :	NA	NA

Nature of CSR activities :

The Holding Company has primarily spent the CSR expenditure for the purpose:

Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects.

Training to promote rural sports, nationally recognised sports, paralympic sports and olympic sports.

Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare.

The expenditure incurred during the year has been recommended by the CSR Committee and approved by the board of directors.

35. CAPITAL MANAGEMENT

For the purpose of the Group's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to equity holders of the Group. The Group manages its capital to ensure that it continues as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance.

Notes to Ind AS Consolidated Financial Statements For the year ended March 31, 2024 (Contd.)

The Group monitors capital using a gearing ratio. Capital gearing ratio of the Group is as follows :

Particulars	For the year ended March 31, 2024 (Nos.)	For the year ended March 31, 2023 (Nos.)
Equity	2,091.41	2,084.41
Other Equity	62,794.00	44,738.79
Non Controlling Interest	1,270.03	1,186.15
Total Equity (A)	66,155.44	48,009.35
Borrowings	848.54	1,681.66
Total Debt (B)	848.54	1,681.66
Total Debt and Equity (C=A+B)	67,003.98	49,691.01
Capital Gearing Ratio (B/C)	0.013	0.034

36. BUSINESS COMBINATIONS

The Holding Company had acquired following equity shares at fair value in earlier year(s). Purchase consideration for acquisition of shares in below mentioned entities was paid by mode of cash only. The acquisitions were made to enhance the presence in Wealth Management space. The other disclosures with respect to acquisition are as under.

AR Digital Wealth Private Limited (ARDWPL) is engaged in the business of Digital Wealth Management. The consideration paid for shares of ARDWPL in July 2016 was ₹ 252.00 Lakhs, in March 2018 was ₹ 690.25 Lakhs and in Financial Year 2018-19 was ₹ 4204.81 Lakhs. The fair value per share for the aforesaid acquisitions was ₹ 10, ₹ 256 and ₹ 332 (Average price of 3 lots purchased during the year) respectively.

Freedom Wealth Solutions Private Limited (FWSPL) is engaged in the business of Wealth Management. The consideration paid for shares of FWSPL in September 2017 was ₹ 237.16 Lakhs. The fair value per share for the aforesaid acquisitions was ₹ 10.

Ffreedom Intermediary Infrastructure Private Limited (FIINFRA) is engaged in the business of providing IT enabled services. The consideration paid for shares of FIINFRA in 2019-20 was ₹ 3598.95 Lakhs. The fair value per share for the aforesaid acquisitions was ₹ 434. 299,419 shares purchased on February 13, 2020 and 299,418 shares purchased on March 31, 2020 were acquired from AR Digital Wealth Private Limited and 230,415 shares purchased on March 31, 2020 were acquired in a Right issue by Ffreedom Intermediary Infrastructure Private Limited.

Details of Share acquired / (sold) is tabulated as below-

Name of Company	No. of Shares	% of Shares Acquired
Name of Company		
AR Digital Wealth Private Limited		
July 13, 2016	2,520,000	60.30%
March 14, 2018	5,574	0.13%
March 16, 2018	170,246	4.07%
March 16, 2018	51,074	1.22%
March 16, 2018	39,157	0.94%
March 22, 2018	5,574	0.13%
May 3, 2018	58,361	1.40%
February 5, 2019	1,194,029	7.07%
March 27, 2019	13,044	0.24%

Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2024 (Contd.)

Name of Company	No. of Shares	% of Shares Acquired
Freedom Wealth Solutions Private Limited		
September 25, 2017	2,371,625	95.01%
Ffreedom Intermediary Infrastructure Private Limited		
February 13, 2020	299,419	50.00%
March 31, 2020	299,418	36.11%
March 31, 2020	230,415	13.89%

At the time of acquisition of business, investment made in equity shares of acquiree over and above net assets of acquiree Company is treated as Goodwill and net assets acquired in excess of the consideration paid to the acquiree is treated as Capital Reserve. Details of Goodwill and Capital Reserve is as below :

(₹ in Lakhs)			
	ARDWPL	FIINFRA	Total
Consideration Paid	252.00	25.00	277.00
Less: Net Assets Acquired	249.51	(262.62)	(13.11)
Goodwill	2.49	287.62	290.11

(₹ in Lakhs)	
	FWSPPL
Net Assets Acquired	330.29
Less : Consideration Paid	80.75
Capital Reserve	249.54

Total Profit / (Loss) After Tax in Consolidated Financial Statements is ₹ 22582.23 Lakhs (P.Y. ₹ 16860.11 Lakhs) which includes profit/(loss) of subsidiaries also, i.e. ₹ 341.26 Lakhs (P.Y. ₹ 72.02 Lakhs) of AR Digital Wealth Private Limited, ₹ 24.25 Lakhs (P.Y. 36.66 Lakhs) of Freedom Wealth Solutions Private Limited and ₹ 72.99 Lakhs (P.Y. Loss ₹ 66.95 Lakhs) of Ffreedom Intermediary Infrastructure Private Limited for year ended March 31, 2024.

37. Contingent liability in respect of Income Tax Demand of one of the subsidiary - Freedom Wealth Solutions Private Limited is as under:

(₹ in Lakhs)		
Particulars	As at March 31, 2024	As at March 31, 2023
Liabilities disputed - appeals filed with respect to:		
Income Tax demand for Assessment Year 2013-14 (Penalty order under sec 271(1)(c))	46.24	46.24
Total	46.24	46.24

* Addition on account of difference in consideration which is received more in comparison to fair market value of shares issued u/s 56(2)(vii)(b).

Appeal decided in favour of the Company, effect of the same is given by the assessing officer, however the penalty order has not been withdrawn.

Since disputed matter was decided by ITAT in favour of the Company, the penalty provision will be withdrawn

38. (a) The Group does not have any other pending litigation which would impact its financial position.
(b) The Group does not have any open derivative contracts at the reporting date.

Notes to Ind AS Consolidated Financial Statements For the year ended March 31, 2024 (Contd.)

39. DUES TO MICRO, SMALL AND MEDIUM ENTERPRISES

Particulars	(₹ in Lakhs)	
	March 31, 2024	March 31, 2023
The principal amount remaining unpaid to any supplier at the end of each accounting year;	-	-
The interest due thereon remaining unpaid to any supplier at the end of each accounting year;	-	-
The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
The amount of interest due and payable for the year of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

40. FINANCIAL RATIOS

Particulars	March 31, 2024	March 31, 2023	Variation
1. Current Ratio ⁽¹⁾	3.45	2.92	18%
2. Debt Equity Ratio ⁽²⁾	0.01	0.04	(64%)
3. Debt Service Coverage Ratio ⁽³⁾	13.68	10.48	31%
4. Return on Equity Ratio	40.43%	41.44%	(2%)
5. Net capital turnover ratio ⁽⁴⁾	1.68	2.44	(31%)
6. Profit ratio	31.18%	30.66%	2%
7. Return on Capital Employed	48.99%	50.41%	(3%)

(1) Current ratio increased due to increase in stock of Non-Principal Protected Structure Product.

(2) Debt equity ratio decreased due to repayment of debt during 2023-24 of ₹ 833 Lakhs

(3) Profit for 2023-24 increased hence debt service ratio has increased

(4) Working capital increased due to increase in Non-Principal Protected Structure Product stock and consequently net working capital to turnover has reduced.

Explanations to items included in computing the above ratios

- Current Ratio: Current Asset over Current Liabilities (excluding assets and liabilities directly associated with disposal group classified as held for sales)
- Debt-Equity Ratio: Debt (includes Current & Non-Current Borrowings excluding lease liabilities) over total share holders equity (Includes average of opening and closing equity capital and other equity).
- Debt Service Coverage Ratio: Earnings available for debt service (includes profit after tax, depreciation and finance cost) over debt service (includes interest on borrowings - car loan and property loan, principal repayment made and lease payments).

Notes to Ind AS Consolidated Financial Statements For the year ended March 31, 2024 (Contd.)

4. Return on Equity Ratio: Profit After Tax over Equity (includes average of opening and closing equity capital and other equity).
5. Net capital turnover ratio: Revenue from operations over average working capital (current assets net of current liabilities).
6. Net profit ratio: Profit After Tax over Revenue from operations
7. Return on Capital employed: Earnings Before Interest & Tax over Capital Employed (which includes tangible net worth and total debt).

41. FINANCIAL INSTRUMENT - FAIR VALUES

Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy.

(₹ in Lakhs)

March 31, 2024	Valuation Method	Carrying Amount	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total Fair Value
Financial assets						
FVTPL						
(i) Non-Principal Protected Structure Product	Market Approach	9,189.15	-	-	9,189.15	9,189.15
		(12,974.71)	-	-	(12,974.71)	(12,974.71)
(ii) Equity Shares of Other Companies	Market Approach	11,229.47	114.25	-	11,115.22	11,229.47
		(10,550.25)	-	-	(10,550.25)	(10,550.25)

(₹ in Lakhs)

March 31, 2024	Amortised Cost	Fair Value through Profit or loss	Fair Value through OCI	Total carrying value	Total fair value
Financial assets					
(i) Security Deposit	827.14	-	-	827.14	827.14
	(1,011.34)	-	-	(1,011.34)	(1,011.34)
(ii) Trade receivables	2,824.83	-	-	2,824.83	2,824.83
	(1,712.80)	-	-	(1,712.80)	(1,712.80)
(iii) Cash and cash equivalents	3,311.34	-	-	3,311.34	3,311.34
	(6,476.17)	-	-	(6,476.17)	(6,476.17)
(iv) Investments in equity instruments	-	11,229.47	-	11,229.47	11,229.47
	-	(10,550.25)	-	(10,550.25)	(10,550.25)
(v) Other Financial Assets	44,513.39	9,189.15	-	53,702.54	53,702.54
	(7,708.33)	(12,974.71)	-	(20,683.04)	(20,683.04)
Total	51,476.70	20,418.62	-	71,895.32	71,895.32
Total	(16,908.64)	(23,524.96)	-	(40,433.60)	(40,433.60)

Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2024 (Contd.)

(₹ in Lakhs)

March 31, 2024	Amortised Cost	Fair Value through Profit or loss	Fair Value through OCI	Total carrying value	Total fair value
Financial liabilities					
FVTPL					
Amortised Cost					
(i) Borrowings	848.54	-	-	848.54	848.54
	(1,681.66)	-	-	(1,681.66)	(1,681.66)
(ii) Trade payables	2.06	-	-	2.06	2.06
	(31.49)	-	-	(31.49)	(31.49)
(iii) Lease Liability	-	4,318.25	-	4,318.25	4,318.25
	-	(1,989.93)	-	(1,989.93)	(1,989.93)
(iii) Other Financial Liabilities	3,407.61	-	-	3,407.61	3,407.61
	(1,079.28)	-	-	(1,079.28)	(1,079.28)
Total	4,258.21	4,318.25	-	8,576.46	8,576.46
Total	(2,792.44)	(1,989.93)	-	(4,782.37)	(4,782.37)

Note 1 - Figures in brackets in the above table represent previous year numbers.

Note 2 - Valuation techniques used to determine the fair values:

- Market approach method has been used to determine the fair value of unquoted equity shares of the other companies. The Valuation guideline is based on public companies data.
- The Company has made necessary adjustments to the observable and unobservable inputs used for the purpose of valuation

Fair value measurements using significant unobservable inputs (level 3)

The following table presents the changes in level 3 items for the year ended March 31, 2024 and March 31, 2023.

(₹ in Lakhs)

Particulars	Non-Principal Protected Structure Product	PMS	Equity Shares in Other Companies	Mutual Fund
Opening Balance as on April 01, 2023	12,974.71	-	10,550.25	-
Acquisitions	983,058.71	100.00	-	128,472.20
Gains / (Losses) recognised	44,968.74	14.25	564.97	96.05
Realisation	1,025,710.01	-	-	128,568.25
Closing Balance as on March 31, 2024	15,292.15	114.25	11,115.22	-

(₹ in Lakhs)

Particulars	Non-Principal Protected Structure Product	PMS	Equity Shares in Other Companies	Mutual Fund
Opening Balance as on April 01, 2022	940.09	-	10,350.00	-
Acquisitions	824,705.20	-	-	389,000.00
Gains / (Losses) recognised	35,219.04	-	200.25	17.92
Realisation	847,889.62	-	-	389,017.92
Closing Balance as on March 31, 2023	12,974.71	-	10,550.25	-

Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2024 (Contd.)

Sensitivity analysis of Level 3 instruments

(₹ in Lakhs)

Nature of instrument	Fair Value as at March 31, 2024	Significant unobservable inputs	Increase/decrease in the unobservable input	Sensitivity Impact for period ended March 31, 2024 for FV increase	Sensitivity Impact for year ended March 31, 2024 for FV decrease
(i) Non-Principal Protected Structure Product	15,292.15	Impact estimated by the management.	5%	764.61	(764.61)
(ii) Equity Shares of Other Companies	11,115.22		5%	555.76	(555.76)

- (i) The fair value of the financial assets and liabilities are included at the amount at which the instrument can be exchanged in the current transaction between willing parties, other than in a forced or liquidation sale.
- (ii) Financial instruments carried at amortised cost such as cash and margin money deposits, trade and other receivables, trade payables, borrowings and other current financial instruments approximate their fair values largely due to short term maturities of these instruments.

42. FINANCIAL INSTRUMENT – RISK MANAGEMENT

Risk management framework

The Group's activities expose it to a variety of financial risks, including market risk, credit risk, liquidity risk and currency risk. The Group's primary risk management focus is to minimise potential adverse effects on revenue. The Group's risk management assessment and policies and processes are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same. Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the Group's activities. The Board of Directors and the Audit Committee of the Holding Company is responsible for overseeing the Group's risk assessment and management policies and processes.

Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they become due. The Group manages liquidity risk by maintaining sufficient cash and marketable securities. The cash flows, funding requirements and liquidity of Group is regularly monitored by Management of the Group. The objective is to optimise the efficiency and effectiveness of Group's capital resources.

Exposure to liquidity risk

The table below analyses the Group's financial liabilities into relevant maturity groupings based on their contractual maturities for all financial liabilities

March 31, 2024	Contractual Cash Flows (₹ in Lakhs)					
	Carrying amount	Total	On Demand	Less than 3 months	3-12 months	1-5 years
Borrowings	848.54	848.54	-	208.14	627.67	12.73
Lease Liabilities	4,318.25	4,318.25	-	202.92	646.71	3,468.62
Trade Payables	2.06	2.06	-	2.06	-	-
Other Financial Liabilities	3,407.60	3,407.60	-	3,407.60	-	-

Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2024 (Contd.)

March 31, 2023	Contractual Cash Flows (₹ in Lakhs)					
	Carrying amount	Total	On Demand	Less than 3 months	3-12 months	1-5 years
Borrowings	1,681.66	1,681.65	-	208.13	625.00	848.52
Lease Liabilities	1,989.93	1,989.93	-	184.17	395.26	1,410.50
Trade Payables	31.49	31.49	-	31.49	-	-
Other Financial Liabilities	1,079.28	1,079.28	-	1,079.28	-	-

Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers, security deposits, capital advances and investment securities.

Customer credit risk is managed by the Group as per its policy, procedures and control relating to customer credit risk. Credit quality of a customer credit risk is assessed based on an extensive credit rating scoreboard and individual credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored and all possible steps taken to timely realise them.

The credit risk on Fixed Deposits with Banks, Bank Balances, Investments in Mutual Fund is limited because the counterparties are Banks, Exchanges and Mutual Fund houses who are structured market players.

As on reporting date credit risk exposure are as on following:

Particulars	(₹ in Lakhs)	
	March 31, 2024	March 31, 2023
Security Deposit	827.14	1,011.34
Trade Receivables	2,824.83	1,712.80
Investment in Non-Principal Protected Structure Product	9,189.15	12,974.71
Fixed Deposits with Banks	35,517.31	10,754.04
Bank Balances in Current Account	3,293.27	6,021.61
Other Financial Assets	2,514.24	1,843.89
Accrued Interest	378.84	81.99

(i) AGE OF TRADE RECEIVABLES

Particulars	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
Within the credit period	2,821.60	1,697.95
1-30 days Past Dues	3.23	11.74
31-60 days Past Dues	-	3.11
61-90 days Past Dues	-	-
More than 90 days Past Dues	-	-
	2,824.83	1,712.80

Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2024 (Contd.)

(ii) MOVEMENT IN THE EXPECTED CREDIT LOSS ALLOWANCE

Particulars	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
Balance at end of the year	-	-
Movement in the expected credit loss allowance on trade receivables calculated at lifetime expected credit loss	-	-
Balance at end of the year	-	-

There is no expected credit loss as per past trend and hence no ageing in terms of percentage loss is available.

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: a) Interest Rate Risk, b) Currency Risk and c) Other Price Risk such as equity price risk etc.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Holding Company's exposure to changes in interest rates relates primarily to the Company's outstanding floating rate debt included in borrowings.

Sensitivity Analysis

Particulars	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
Floating Rate Liability	850.00	1666.00
A hypothetical 1% shift in underlying benchmark rates will have the below impact :		
Impact on Profit and Loss		
Increase of 1%	(0.39)	(0.39)
Decrease of 1%	0.39	0.39

Price Risk

The Group's Board of Directors reviews and approves all equity investment decisions. Reports on the equity portfolio are submitted to the Group's senior management on a regular basis.

At the reporting date, the exposure to equity securities is as under:

Particulars	(₹ in Lakhs)	
	March 31, 2024	March 31, 2023
Investment in Other Entities	11,115.22	10,550.25
Impact on Profit and Loss		
Increase by 1%	111.15	105.50
Decrease by 1%	(111.15)	(105.50)

Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2024 (Contd.)**Currency Risk**

The Holding Company has a Foreign Representative Office in Dubai since March 7, 2021 vide its approval from UAE Government and renewed till March 6, 2025. The Holding Company has Fixed Assets, Current Assets, Current Liabilities and Expenses of Foreign Representative office situated at Dubai (UAE):

The Holding Company is exposed to foreign exchange risk arising from foreign currency transactions with respect to the AED. Foreign Currency Risk is the risk that the Fair Value or Future Cash Flows of an exposure will fluctuate because of changes in foreign currency rates. Exposures can arise on account of the various assets and liabilities which are denominated in currencies other than Indian Rupee.

At the reporting date, the exposure to foreign currency is as under:

Particulars	(AED in Lakhs)	
	March 31, 2024	March 31, 2023
Bank Balances in Current Account	1.49	1.78
Staff Advances	5.15	2.87
Prepaid Expenses	0.81	0.66
	7.45	5.31

At the reporting date, the exposure to foreign currency is as under:

Particulars	(` in Lakhs)	
	March 31, 2024	March 31, 2023
Bank Balances in Current Account	33.88	39.88
Staff Advances	116.89	64.16
Prepaid Expenses	18.49	14.70
	169.26	118.74

Sensitivity analysis

A reasonably possible strengthening (weakening) against all currencies at March 31, would have affected the measurement of financial instruments denominated in a foreign currency and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant.

Particulars	(` in Lakhs)	
	Profit or loss	
	Strengthening	Weakening
March 31, 2024		
AED (1% movement)	1.69	(1.69)
March 31, 2023		
AED (1% movement)	1.19	(1.19)

43. COST SHARING

Anand Rathi Financial Services Ltd, Anand Rathi Global Finance Ltd, Anand Rathi Share & Stock Brokers Ltd and Anand Rathi Advisors Ltd incurs expenditure in the nature of Business support costs, etc. which is for the benefit of the group. The cost so expended is reimbursed by the group on the basis of number of employees, time spent by employees, actual billings, etc. Accordingly, the expenditure noted under the head 'Business Support charges' in note 26 are inclusive of the reimbursements.

Notes to Ind AS Consolidated Financial Statements For the year ended March 31, 2024 (Contd.)

44. DIVIDENDS

The final dividends on shares of holding Company is recorded as a liability on the date of approval by the shareholders of the holding Company and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors. Income Tax consequences of dividends on financial instruments classified as equity will be recognised according to where the entity originally recognised those past transactions or events that generated distributable profits.

The Holding Company declares and pay the dividends in Indian rupee. Companies are required to pay / distribute dividend after deducting applicable withholding income taxes. The remittance of dividends outside India is governed by Indian law on foreign exchange and is also subject to withholding tax at applicable rates.

The amount of per share dividend recognised as distribution to equity shareholders in accordance with Companies Act 2013 is as follows:

Particulars	(₹ in Amount)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Interim Dividend for 2022-23	-	5.00
Final dividend for 2021-22	-	6.00
Final dividend for 2022-23	7.00	-
Interim Dividend for 2023-24	5.00	-

During the year ended March 31, 2024 on account of the final dividend for 2022-23, and interim for 2023-24 the Company has incurred net cash outflow of ₹ 5,005.19 Lakhs.

The Board of Directors in their meeting on April 12, 2024 recommend a final dividend of ₹ 9 per equity share for the financial year ended March 31, 2024. This pay-out is subject to the approval of shareholders in the Annual General Meeting (AGM) of the Company and if approved would result in a net cash outflow of approximately ₹ 3,764.55 Lakhs.

45. EVENT AFTER THE REPORTING PERIOD - (BUY BACK OF SHARES)

On April 12, 2024, the Board of Directors approved the buyback of equity shares, subject to the approval of shareholders, for buyback by the Company of up to 370,000 equity shares of ₹ 5 each (being 0.88% of the total number of equity shares in the paid-up equity capital of the Company) from the shareholders of the Company on a proportionate basis by way of a tender offer at a price of ₹ 4,450 per equity share for an aggregate amount not exceeding ₹ 16,465 Lakhs, in accordance with the provisions contained in the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 and the Companies Act, 2013 and rules made thereunder. Taxes and all other costs due on the buyback of equity shares will be paid separately.

46. ADDITIONAL REGULATORY INFORMATION

- a) 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(entities), 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 like on behalf of the Ultimate Beneficiaries, other than those disclosed in the notes to accounts
- b) No funds have been received by the group from any person(s) or entity(entities), 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, other than those disclosed in the notes to accounts

Notes to Ind AS Consolidated Financial Statements For the year ended March 31, 2024 (Contd.)

- c) The group does not have any transactions during the year with the struck off companies or balance at the end of year with such companies.
- d) The group does not have any Benami property and no proceedings have been initiated or pending against the group for holding any Benami property, under the Benami Transactions (Prohibitions) Act, 1988 (45 of 1988) and the rules made thereunder
- e) The group has not traded or invested in Crypto currency or Virtual Currency during the current and previous financial year.
- f) The group has not undertaken any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- g) The group has not been declared a 'Wilful Defaulter' by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.
47. The figures of the previous years have been regrouped / rearranged wherever necessary. There are no significant regrouping / re-classification during the year under report.

48. ADDITIONAL NOTES FOR IND AS CONSOLIDATED FINANCIAL STATEMENTS :

Sr. No.	Name of the entity in the group	As at March 31, 2024 (2023-24)							
		Net Assets i.e. total assets minus total liabilities		Share in profit or loss		Share in Other Comprehensive Income (OCI)		Share in Total Comprehensive Income (TCI)	
		As % of consolidated net assets	Amount (₹ in Lakhs)	As % of consolidated profit / loss	Amount (₹ in Lakhs)	As % of consolidated OCI	Amount (₹ in Lakhs)	As % of consolidated TCI	Amount (₹ in Lakhs)
(i) Parent									
	Anand Rathi Wealth Limited	88.99%	58,872.52	98.06%	22,143.73	37.77%	(2.84)	98.08%	22,140.89
(ii) Subsidiaries									
(a)	AR Digital Wealth Private Limited	5.79%	3,829.44	1.14%	257.68	37.75%	(2.84)	1.13%	254.84
(b)	Freedom Wealth Solutions Private Limited	0.80%	532.21	0.10%	23.04	0.00%	-	0.10%	23.04
(c)	Ffreedom Intermediary Infrastructure Private Limited	2.50%	1,651.25	0.32%	72.99	12.23%	(0.92)	0.32%	72.07
(iii) Non Controlling Interest in Subsidiaries									
(a)	AR Digital Wealth Private Limited	1.88%	1,242.02	0.37%	83.58	12.25%	(0.92)	0.37%	82.66
(b)	Freedom Wealth Solutions Private Limited	0.04%	28.01	0.01%	1.21	0.00%	-	0.01%	1.21
(c)	Ffreedom Intermediary Infrastructure Private Limited	0.00%	0.00	0.00%	-	0.00%	-	0.00%	-
	Total	100.00%	66,155.44	100.00%	22,582.23	100.00%	(7.52)	100.00%	22,574.71

Notes to Ind AS Consolidated Financial Statements
For the year ended March 31, 2024 (Contd.)

Sr. No.	Name of the entity in the group	As at March 31, 2023 (2022-23)							
		Net Assets i.e. total assets minus total liabilities		Share in profit or loss		Share in Other Comprehensive Income (OCI)		Share in Total Comprehensive Income (TCI)	
		As % of consolidated net assets	Amount (₹ in Lakhs)	As % of consolidated profit / loss	Amount (₹ in Lakhs)	As % of consolidated OCI	Amount (₹ in Lakhs)	As % of consolidated TCI	Amount (₹ in Lakhs)
(i) Parent									
	Anand Rathi Wealth Limited	85.73%	41,160.26	99.68%	16,818.36	88.65%	(74.90)	99.73%	16,743.46
(ii) Subsidiaries									
(a)	AR Digital Wealth Private Limited	7.45%	3,574.60	0.32%	54.37	0.92%	(0.78)	0.32%	53.58
(b)	Freedom Wealth Solutions Private Limited	1.06%	508.53	0.28%	34.25	0.00%	-	0.28%	34.25
(c)	Ffreedom Intermediary Infrastructure Private Limited	3.29%	1,579.17	(0.40%)	(66.98)	10.13%	(8.56)	(0.45%)	(75.54)
(iii) Non Controlling Interest in Subsidiaries									
(a)	AR Digital Wealth Private Limited	2.41%	1,159.35	0.10%	17.64	0.30%	(0.25)	0.10%	17.38
(b)	Freedom Wealth Solutions Private Limited	0.06%	27.44	0.01%	2.48	0.00%	-	0.01%	2.48
(c)	Ffreedom Intermediary Infrastructure Private Limited	0.00%	0.00	0.00%	-	0.00%	-	0.00%	-
	Total	100.00%	48,009.35	100.00%	16,860.11	100.00%	(84.50)	100.00%	16,775.61

As per our attached report of even date.

**For and on Behalf of
KKC & Associates LLP**

Chartered Accountants
(formerly Khimji Kunverji & Co LLP)
Registration No.:105146W/W100621

Devang Doshi

Partner
Membership No: 140056
Jodhpur
Date: April 12, 2024

For and on Behalf of Board of Directors

Anand Rathi

Chairman and Non-Executive Director
DIN : 00112853

Jaee Sarwankar

Company Secretary

Rakesh Rawal

Whole-time Director and CEO
DIN : 02839168

Rajesh Bhutara

Chief Financial Officer

ANAND RATHI WEALTH LIMITED

"AMFI-Registered Mutual Fund Distributor"

(CIN No: L67120MH1995PLC086696)

Regd. Office: Express Zone, A Wing, 10th Floor, Western Express Highway, Goregaon East, Mumbai – 400063

Tel. No: 022-62817000 | Email:csarwsl@rathi.com | URL: <https://anandrathiwealth.in/>

NOTICE IS HEREBY GIVEN THAT THE TWENTY-NINTH 29TH ANNUAL GENERAL MEETING OF THE MEMBERS OF ANAND RATHI WEALTH LIMITED ("The Company"), WILL BE HELD ON SATURDAY, JUNE 15, 2024 AT 2.30 P.M. (IST) THROUGH VIDEO CONFERENCING (VC) / OTHER AUDIO VISUAL MEANS (OAVM) TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

To consider, and if thought fit, to pass resolution nos. 1 to 2 as **Ordinary resolutions**:

- 1. To receive, consider and adopt Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 together with the reports of the Board of Directors and auditors thereon.**

"RESOLVED THAT the Audited standalone and consolidated financial statements of the Company comprising of the Balance Sheet as at March 31, 2024, Statement of Profit and Loss, Cash Flow Statement and Statement of change in equity for the year ended on that date along with schedules and notes thereon and the Board's Report and Auditors' Reports thereon, as circulated to the members with the Notice of Annual General Meeting and submitted to this meeting, be and are hereby received, considered and adopted."

- 2. To approve payment of final dividend and to confirm interim dividend paid during 2023-24.**

"RESOLVED THAT the final dividend of ₹ 9/- (Rupees Nine Only) per equity share of the face value of ₹ 5/- (Rupees Five only) each i.e. @ 180% for the financial year 2023- 24 be and is hereby approved and the same be paid to those shareholders whose names appear in the register of members of the Company as on June 03, 2024, being the record date for the purpose of final dividend.

RESOLVED FURTHER THAT the interim dividend of ₹ 5 (Rupees Five Only) per equity share of the face value of ₹ 5/- (Rupees Five only) each i.e. @ 100% paid during the financial year 2023-24, be and is hereby noted and confirmed."

- 3. To re-appoint Mr Anand Rathi (DIN: 00112853), a Director, liable to retire by rotation at this meeting, who being eligible, has offered himself for re- appointment.**

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **Special resolution**:

"RESOLVED THAT Mr Anand Rathi (DIN: 00112853), a Director of the Company, who has attained the age of 75 years and is retiring by rotation at this meeting and who being eligible, has offered himself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation."

[Shareholders of the Company approved continuation of Mr Anand Rathi as Non – Executive Director of the Company after attaining the age of 75 years in their meeting dated Thursday, July 15, 2021 pursuant to Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 and other applicable provisions.]

SPECIAL BUSINESS

- 4. To approve Material Related Party Transaction(s) with Anand Rathi Global Finance Limited.**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (the 'Act') and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, to the extent applicable, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the SEBI Listing Regulations'), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company's Policy on Related Party Transactions ('RPT Policy') and subject to such approval(s)/consent(s)/permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Board of Directors ('the Board', which term shall include any Committee) or Key Managerial Personnel of the Company to enter into Related Party Transactions ('RPT') with Anand Rathi Global Finance Limited ('ARGFL'), a Group Company and a 'Related Party' under

Notice (Contd.)

Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, for the Financial Year 2024-25, up to a maximum value of ₹ 5,000 Crores (Rupees Five Thousand Crores Only), in the ordinary course of business of the Company and on arm's length basis, in the nature of:

"Purchase of Debentures or securities on such terms and conditions as detailed in the explanatory note to this Resolution and as may be mutually agreed to between Anand Rathi Global Finance Limited and the Company."

RESOLVED FURTHER THAT the Board or Key Managerial Personnel of the Company, be and are hereby authorised to sign, execute, alter and/or negotiate all such deeds, agreements, contracts, transactions, applications, documents, papers, forms and writings that may be required, for and on behalf of the Company and to do all such acts, deeds, matters and things as they may deem fit at their absolute discretion, to give effect to this resolution and for resolving all such issues, questions, difficulties or doubts whatsoever that may arise in this regard."

5. To approve Material Related Party Transaction(s) with Anand Rathi Financial Services Limited.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (the 'Act') and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, to the extent applicable, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the SEBI Listing Regulations'), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company's Policy on Related Party Transactions ('RPT' Policy) and subject to such approval(s)/consent(s)/ permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Board of Directors ('the Board', which term shall

include any Committee) or Key Managerial Personnel of the Company to enter into Related Party Transactions ('RPT') with Anand Rathi Financial Services Limited ('ARFSL'), the promoter of the Company and a 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, for the Financial Year 2024- 25 for purchase and/or sale of debentures/securities upto maximum value of ₹ 2,500 Crores (Rupees Two Thousand Five Hundred Crores Only) in the ordinary course of business of the Company and on arm's length basis, in the nature of:

"Purchase and/or sale of Debentures or securities on such terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed to between Anand Rathi Financial Services Limited and the Company."

RESOLVED FURTHER THAT the Board or Key Managerial Personnel of the Company, be and are hereby authorised to sign, execute, alter and/or negotiate all such deeds, agreements, contracts, transactions, applications, documents, papers, forms and writings that may be required, for and on behalf of the Company and to do all such acts, deeds, matters and things as they may deem fit at their absolute discretion, to give effect to this resolution and for resolving all such issues, questions, difficulties or doubts whatsoever that may arise in this regard."

BY ORDER OF THE BOARD OF DIRECTORS
FOR ANAND RATHI WEALTH LIMITED

Anand Rathi

Chairman & Non-Executive Director
(DIN: 00112853)

Date: April 12, 2024

Place: Jodhpur

Registered Office:

Express Zone, A-Wing, 10th Floor,
Western Express Highway, Goregaon (East),
Mumbai-400 063

CIN: L67120MH1995PLC086696

Tel. No: 022-62817000

Email: csarwsl@rathi.com

Website: <https://anandrathiwealth.in/>

Notes

1. Pursuant to the Circular Nos. 14/2020, 17/2020, 20/2020 and 02/2021 dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021, respectively, and all other relevant circulars issued from time to time by the Ministry of Corporate Affairs (“the MCA Circulars”) read with the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020; SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021; Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022; SEBI/HO/CFD/ PoD-2/P/CIR/2023/4 dated January 05, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 (the SEBI Circulars) and in terms of the General Circular No. 10/2022 dated December 28, 2022 General Circular No. 11/2022 dated December 28, 2022 & recent General Circular No 09/ 2023 dated September 25 , 2023, the Ministry of Corporate Affairs has extended the time period for holding of AGM / EGM or passing of Ordinary/ Special Resolution through Video Conferencing(VC) / other audio visual means (OAVM) till September 30, 2024.

Accordingly, the AGM of the Company is being held through VC/ OAVM. The deemed venue for AGM shall be the registered office of the Company, i.e. Express Zone, A Wing, 10th Floor, Western Express Highway, Goregaon (E), Mumbai – 400 063

2. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
3. Since this AGM is being held pursuant through VC/ OAVM, physical attendance of members has been dispensed with, accordingly, the facility for appointment of proxies by the members will not be available for the AGM.
4. 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.
5. Pursuant to Section 113 of the Act, representatives of Corporate Members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the Meeting to be conducted through VC/ OAVM.

Corporate Members intending to attend the Meeting through their authorised representatives are requested to send a Certified True Copy of the Board Resolution /Authorisation or Power of Attorney (PDF/ JPG Format), if any, authorising its representative to attend and vote on their behalf at the Meeting. The said Resolution/Authorisation or Power of Attorney (PDF/JPG Format), if any, shall be sent to the Company by email through its registered email address to csarwsl@rathi.com with a copy marked to the Company at associates.rathi8@gmail.com.

6. Institutional investors, who are Members of the Company, are encouraged to attend and vote at the Meeting of the Company.
7. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (‘the Act’), relating to the business set out under Item Nos. 4 to 5 of the accompanying Notice are annexed hereto. Further, additional information with respect to Item No. 3 also forms part of the explanatory statement as required under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (‘the Listing Regulations’) and as per the provisions of Secretarial Standards -2 on General Meetings as issued by the Institute of Company Secretaries of India (ICSI).
8. Members will be provided with a facility of electronic voting (e-voting) and for attending the AGM through VC/OAVM by the Link Intime India Private Limited (Link Intime) e-Voting system.
9. Members may please note that the AGM notice, annual reports as mentioned in the annual report are available on the Company’s website at <https://anandrathiwealth.in> on websites of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
10. In compliance with the MCA Circulars, the notice of the AGM along with the Annual Report 2023-24 is being sent through electronic mode to those member whose email addresses are registered with the Company/ Depositories and through courier for those Members whose e-mail addresses are not registered with the Company/ RTA. Members who have not registered their e-mail addresses and are holding shares in physical form are requested to contact the Share Transfer Agents of the Company and register their email-id.

Notice (Contd.)

Members holding shares in dematerialised form are requested to contact their Depository Participant for updation of their email id.

11. Final Dividend of ₹ 9/- per equity share as recommended by the Board of Directors for the year ended March 31, 2024, if approved at the AGM, will be payable, to those Members of the Company who hold shares:
 - i) In dematerialised ('demat') mode, based on the beneficial ownership details to be received from National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as at the close of business hours on June 03, 2024.
 - ii) In physical mode, if their names appear in the Company's Register of Members as on June 03, 2024
12. Pursuant to the Income Tax Act, 1961 as amended, dividend income is taxable in the hands of the shareholders and the Company is required to deduct tax at source on dividend paid to the Members at the prescribed rates. The Members of the Company are requested to kindly go through the important communication of the Company with respect to deduction of tax at source on dividend.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Further, as per SEBI Circular dated April 20, 2018 all security holders holding securities in physical form should submit their PAN and Bank account details to the RTA.
14. The Members may kindly note that as per the amended Regulation 40 of the Listing Regulations w.e.f. April 01, 2019, transfer of the securities would be carried out in dematerialised form only. Members may also note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialised form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation

of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website i.e. <https://www.anandrathiwealth.in/Investor-relations.php>. It may be noted that any service request can be processed only after the folio is KYC Compliant. Accordingly, members holding shares in physical mode are advised to demat their physical share holdings at the earliest.

15. SEBI vide Circular no. SEBI/HO/OIAE/ OIAE_IAD-1/P/ CIR/2023/131 dated 31 July 2023 (updated as on August 04, 2023) has specified that a shareholder shall first take up his/her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the shareholder may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the shareholder is not satisfied with the outcome, he/she/they can initiate dispute resolution through the Online Dispute Resolution ("ODR") Portal. Shareholders are requested to take note of the same. The aforesaid SEBI Circular can be viewed on the following link https://www.sebi.gov.in/legal/circulars/aug-2023/corrigendum-cum-amendment-to-circular-dated-july-31-2023-on-online-resolution-of-disputes-in-the-indian-securities-market_74976.html:
16. SEBI, vide its circular dated November 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023) mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any dividend payment in respect of such folios, only through electronic mode with effect from April 01, 2024, only upon furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature. Further, relevant FAQs published by SEBI on its website can be viewed at the following link : https://www.sebi.gov.in/legal/circulars/nov-2023/simplified-norms-for-processing-investor-s-service-requests-by-rtas-and-norms-for-furnishing-pan-kyc-details-and-nomination_79167.html:

Notice (Contd.)

17. Members holding shares in physical form and desirous of making a nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Act read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, may fill Form SH-13 or in case member desires to opt out or cancel the earlier nomination, he/ she may do so by filing Form ISR-3 or SH-14 as the case may be and send the same to the office of the Company and/or its RTA. In case of shares held in dematerialised form, the nomination/change in nomination should be lodged with their respective DPs.
18. Members holding shares in dematerialised form may please note that, in accordance with the direction of the stock exchanges, bank details as furnished by the respective depositories will be used for the purpose of distribution of dividend. For members who have not updated their bank account details, dividend warrants / demand drafts / cheques will be sent out to their registered addresses. To avoid delay in receiving dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialised mode) and with the Company's Registrar and Transfer Agent ("RTA") (where shares are held in physical mode) to receive dividend directly into their bank account on the pay-out date. The Company or the Share Transfer Agent will not act on any direct request from such members for change/deletion in bank details.
19. The Register of Members and the Share Transfer Books of the Company will remain closed from June 10, 2024 to June 15, 2024, both days inclusive for the purpose of AGM and determining the names of members eligible for dividend on equity shares for the Financial Year 2023-24, if approved.
20. The requisite Statutory Registers such as Register of Directors and Key Managerial Personnel, the Register of contracts or arrangements in which the Directors are interested and relevant documents referred to in the accompanying notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturday and Sunday between 11.00 A.M. and 5.00 P.M. from the date hereof up to the date of the AGM.
21. Members are requested to send all communications relating to shares and unclaimed dividends, change of address, bank details, e-mail address etc. to the RTA at the following address:

Link Intime India Private Limited

C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai 400 083.

Telephone: +91 22 4918 6000

Email - rnt.helpdesk@linkintime.co.in

Website - www.linkintime.co.in

If the shares are held in electronic form, then change of address and change in the bank accounts etc. should be furnished to their respective Depository Participants.

22. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to send their queries at csarwsl@rathi.com an early date so as to enable the Management to keep the information ready at the Meeting.
23. Members are requested to send their queries, if any, at least 7 days in advance of the meeting so that the information can be made available at the meeting.
24. 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 not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
25. **VOTING THROUGH ELECTRONIC MEANS:**
 - a) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations and the aforementioned Circulars, the Company is providing the facility of remote e-voting to its members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Link Intime India Private Limited for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using remote e-voting system as well as voting on the date of the AGM will be provided by Link Intime.
 - b) The Board of Directors of the Company has appointed Mr Himanshu S Kamdar, a Partner of

Notice (Contd.)

- M/s. Rathi & Associates, Practicing Company Secretaries, as the Scrutiniser to scrutinise the remote e-voting process and e-voting in a fair and transparent manner.
- c) The members, whose names appear in the Register of Members/ Beneficial Owners as on June 03, 2024, are entitled to vote on the resolutions set forth in this notice. A person who is not a member as on the cut-off date should treat this notice of AGM for information purpose only.
 - d) The remote e-voting period begins at 9:00 AM on Monday, June 10, 2024 and ends at 5:00 P.M. on Friday, June 14, 2024. The remote e-voting module shall be disabled by Link Intime for voting thereafter. Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. June 03, 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.
 - e) In addition, the facility for voting through electronic voting system will also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting will be eligible to cast their vote through e- voting during the AGM. Members who have voted through remote e-voting will be eligible to attend the AGM, however, they will not be eligible to vote at the meeting. Members holding shares in physical form are requested to access the remote e-voting facility provided by the Company through Link Intime e-voting system.
 - f) Members who are holding shares in physical form or non-individual Members who acquire shares of the Company and becomes a Member of the Company after the Notice has been sent electronically by the Company, and holds shares as on the cut-off date i.e. June 03, 2024 may obtain the User ID and Password by sending a request at rnt.helpdesk@linkintime.co.in.
- g) In case of individual Member holding securities in demat mode and who acquires shares of the Company after the Notice has been sent electronically by the Company, and holds shares as on the cut-off date i.e. June 03, 2024 may follow steps mentioned in the Notice of the AGM under "Information and other instructions relating to remote e-voting."
- h) In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the Meeting.
- i) The Scrutiniser, after scrutinising the votes, within two (2) working days from the conclusion of the Meeting; make a consolidated scrutiniser's report which shall be placed on the website of the Company i.e. <https://anandrathiwealth.in>. The results shall simultaneously be communicated to the Stock Exchanges.
- j) Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting i.e. Saturday June 15, 2024

26. Information and other instructions relating to remote e-voting are as under:

As per the SEBI circular dated December 09, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

1. Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter user id and password. Post successful authentication, click on "Access to e-voting".

Notice (Contd.)

- c) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsd.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsd.com/>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

2. Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 – If registered with CDSL Easi/Easiest facility

Users who have registered for CDSL Easi/Easiest facility.

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/home/login> or www.cdslindia.com.
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users who have not registered for CDSL Easi/Easiest facility.

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on "LINKINTIME" or "evoting link

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displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

3. 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. After Successful login, you will be able to see e-Voting option. Once you 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 the Company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e- Voting period.

b. Login method for Individual shareholders holding securities in physical form/ Non- Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the Company, holding shares in physical form / Non- Individual Shareholders holding securities in demat mode as on the cut-off date for e- voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on "**Sign Up**" under '**SHARE HOLDER**' tab and register with your following details:

A. User ID: Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the

Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

*Shareholders holding shares in NSDL form, shall provide 'D' above

- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- Click "confirm" (Your password is now generated).

3. Click on 'Login' under '**SHARE HOLDER**' tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
4. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders:

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>

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- b) Click on Sign up under “Corporate Body/ Custodian/Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organisation ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr.No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.

While first login, entity will be directed to change the password and login process is completed

STEP 2 – Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
 - a. ‘Investor ID’ -
 - i. Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - b. ‘Investor’s Name’ - Enter full name of the entity.
 - c. ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department.
 - d. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.

- d) Click on Submit button and investor will be mapped now.

The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on ‘Votes Entry’ tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter ‘16-digit Demat Account No.’ for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- f) After selecting the desired option i.e., Favour / Against, click on ‘Submit’.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select ‘View’ icon for ‘Company’s Name / Event number’. E-voting page will appear.
- d) Download sample vote file from ‘Download Sample Vote File’ option.

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- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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.co.in 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

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID.

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund") has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

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- Click on 'Login' under 'Corporate Body/ Custodian/Mutual Fund' tab and further Click 'forgot password?'
- Enter User ID, Organisation ID and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Process and manner for attending the Annual General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on "Login".

► Select the "Company" and 'Event Date' and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

► Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request with the Company for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutiniser during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote".
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.

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5. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet 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 facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting

through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

EXPLANATORY STATEMENT**(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)****1. ITEM NOS. 4 AND 5: ORDINARY RESOLUTIONS****To approve Material Related Party Transaction with Anand Rathi Global Finance Limited and Anand Rathi Financial Services Limited.**

In accordance with Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with amendment thereof ("SEBI Listing Regulations"), "Material Related Party Transaction" means any transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand Crores or ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower ("Threshold Limit").

Further, pursuant to the applicable provisions of the Companies Act, 2013 ("Act") read with the applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23 of the SEBI Listing Regulations, the Material Related Party Transactions to be entered by the Company with related party requires prior approval of the members of the Company through the ordinary resolution. All material related party transactions shall require prior approval of the members and no related party shall vote to approve such resolutions whether such entity is a related party to the particular transaction or not. Members' approval is not required for the related party transactions which do not exceed the limits specified as per SEBI Listing Regulations with regard to the material related party transactions and can be undertaken with the approval of the Audit Committee.

Furthermore, for entering into above mentioned transactions with Related Parties for an amount as stated above are proposed for the financial year 2024-25. The annual consolidated turn-over for the financial year 2023-24 is amounting to ₹ 751.97 Crores and since, the Material Related Party Transactions may exceed the limits so specified in the SEBI Listing Regulations, member's approval will be required.

Anand Rathi Global Finance Limited ("ARGFL") is a group Company of Anand Rathi Wealth Limited ("ARWL") and is also the part of the Promoter Group of ARWL.

ARGFL is a registered Non-Banking Finance Company – Non Deposit taking – Systematically Important (NBFC-ND-SI). Its main objects are to act as financial consultants, provide advice, services, consultancy in various fields, to carry on the business of financing, investing funds in various financial instruments, to provide all kinds of loans excluding banking business, subject to compliance with law in this regard.

Anand Rathi Financial Services Limited ("ARFSL") is the Promoter of Anand Rathi Wealth Limited ("ARWL"). ARFSL carries on the business of financial services, investment in securities of Group Companies and other companies and distribution of financial products.

The Company has entered into various Related Party Transactions ("RPTs") with ARGFL and ARFSL from time to time which are pre-approved by the Audit Committee pursuant to Section 188 of the Act and Regulation 23 of the Listing Regulations.

ARWL's RPTs with ARGFL pertain to purchase of debentures/Securities from time to time. For F.Y. 2024-25, the Audit Committee at its meeting held on April 12, 2024, has approved the RPTs for purchase of debentures/Securities by ARWL from ARGFL for an aggregate amount not exceeding ₹ 5,000 Crores subject to approval of shareholders. Similarly, ARWL's RPTs with ARFSL pertain to purchase/sale of debentures/ Securities from time to time. For F.Y. 2024-25, the Audit Committee at its meeting held on April 12, 2024, has approved the RPTs for purchase/sale of debentures/Securities by ARWL from ARFSL for an aggregate amount not exceeding ₹ 2,500 Crores subject to approval of shareholders.

Pursuant to the provisions of Regulation 23 of the Listing Regulations, Material Related Party Transaction ("Material RPT") is defined as a transaction entered/to be entered into with a related party, for an aggregate value, individually or taken together with previous transactions, during a financial year, exceeding ₹ 1,000 Crores or 10% of the consolidated turnover of ARWL, whichever is lower. The Material RPTs require prior approval of Members of the Company. Since the aggregate value of the proposed RPTs of ARWL with ARGFL and ARFSL respectively for the purchase/sale of debentures/securities is expected to exceed the threshold of 10% of the consolidated turnover of ARWL, the Company is approaching the Members of the Company for their approval of the said Material RPTs with ARGFL and ARFSL for the F.Y. 2024-25.

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The Company will ensure that the value of the said RPTs of ARWL with ARGFL and ARFSL does not exceed the materiality threshold up to the date of this 29th Annual General Meeting of the Company.

The said RPTs with ARGFL and ARFSL will be in the best interest and also commercially beneficial to the Company. The Company has benefitted from such transactions with ARGFL and ARFSL in the past. The quantum of the benefits realised are subject to multiple variables and hence may vary based on time, market conditions and opportunities. Accordingly, the said Material RPTs is recommended for approval of the Members.

The material RPTs carried out with ARGFL and ARFSL will be reported and reviewed on a quarterly basis by the Audit Committee.

As per Regulation 23 of the Listing Regulations, all Related Parties, irrespective of the fact that they are a party to the proposed Material RPTs or not, shall not vote to approve the proposed resolutions.

The relevant information pertaining to Material RPTs with ARGFL and ARFSL as required under Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended and SEBI circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 are given below:

Sr. No	Particulars	Information	
		ARGFL	ARFSL
1	Type, material terms and particulars of the proposed transactions	As detailed above. The transaction is at arm's length.	
2	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Anand Rathi Global Finance Limited, Group Company. The Company holds 7.97% in ARGFL	Anand Rathi Financial Services Limited, Promoter of the Company. The ARFSL holds 19.98% Shares in the Company.
3	Tenure of the proposed transactions	FY 2024-25 i.e., upto March 31, 2025	
4	Value of the proposed transactions	Purchase of Debentures/ Securities Upto ₹ 5,000 Crores with estimated revenue of around ₹ 425 Crores (Approx.)	Purchase/sale of Debentures/Securities Upto ₹ 2,500 Crores with estimated revenue of around ₹ 170 Crores (Approx.)
5	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	45.98% (approx.)	18.39% (approx.)
6.	If the transactions relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary i) details of the source of funds in connection with the proposed transactions ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness - cost of funds – tenure iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security iv) the purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPTs	Not Applicable	

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Sr. No	Particulars	Information	
		ARGFL	ARFSL
7	Justification as to why the RPTs are in the interest of the listed entity	Transactions are commercially beneficial to the Company.	
8	A copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable	
9	Any advance paid or received for the contract or arrangement, if any	No	
10	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	At arm's length basis	
11	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors	Yes	
12	Any other information relevant or important for the Board to take a decision on the proposed transaction.	No	
13	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transactions will be made available through the registered e-mail address of the shareholders	Not Applicable	

The proposed Material RPTs to be entered with ARGFL and ARFSL are in the ordinary course of business and on arm's length basis. The Directors, Key Managerial Personnel or their relatives holding shares of the Company may be deemed to be concerned or otherwise interested in the said Ordinary Resolutions to the extent of their shareholding in the respective companies.

The Board recommends the Ordinary Resolutions as set out under Item Nos. 4 and 5 in this AGM Notice for the approval by the Members.

By order of the Board of Directors
For **Anand Rathi Wealth Limited**

Anand Rathi
Chairman & Non-Executive Director
(DIN: 00112853)

Date: April 12, 2024

Place: Jodhpur

Registered Office:

Express Zone, A-Wing, 10th Floor,
Western Express Highway, Goregaon (East),
Mumbai - 400 063

CIN: L67120MH1995PLC086696

Tel. No: 022-62817000

Email: csarwsl@rathi.com

Website: <https://anandrathiwealth.in/>

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Details of Directors seeking appointment / re-appointment pursuant to Regulation 36(3) of the SEBI Listing Regulations, and as required under Secretarial Standard – 2 on general meetings:

Name of Director	Mr Anand Rathi
DIN	00112853
Date of Birth	June 25, 1946
Age	78 years
Qualifications	Mr Anand Rathi is a Gold medalist Chartered Accountant
Date of first appointment on the Board	March 18, 2005
A Brief Resume of the Director & Nature of his Expertise in Specific Functional Areas	<p>Mr Anand Rathi is an esteemed member of the Institute of Chartered Accountants of India (ICAI) with an experience of 57 years across sectors and a Gold Medallist Chartered Accountant.</p> <p>He is recognised as a leading financial and investment expert in India and the broader South-East Asian region.</p> <p>Mr Anand Rathi Spearheaded the Aditya Birla Group's entry into cement and financial services sector. He founded the Anand Rathi Group after an illustrious and fruitful career with the Aditya Birla Group and DCM Limited</p> <p>Mr Anand Rathi was President of BSE (Bombay Stock Exchange) for 2 years i.e. 1999 to 2001. He aided in the setting up and rapid expansion of BOLT (the BSE Online Trading System), a testimony to his farsightedness.</p> <p>Mr Anand Rathi Played a vital role a vital role in setting up the Central Depository Services (CDSL)</p> <p>Currently, Mr Anand Rathi is Board member of IMC Chamber of Commerce and Industry.</p> <p>He was a member of Central Council of ICAI during 1985 to 1991.</p>
Relationship with other Directors and KMP	Mr Anand Rathi is Father in Law of Mr Pradeep Navratan Gupta – Non Executive Director of the Company.
Terms and Conditions of Appointment	As per the resolution set out at Item No. 3 of the Notice read with explanatory statement pursuant to Section 102 of the Act.
Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements	Not Applicable
Directorship in listed entities as of the date of this Notice	Independent Director in Emami Limited

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Name of Director	Mr Anand Rathi		
Directorship held in other Companies as of the date of this Notice	<ol style="list-style-type: none">1. Anand Rathi Global Intermediaries Limited2. Asha Leasing And Finance Private Limited3. Anand Rathi Asset Management Limited4. Twelfth Tier Property Limited5. AR Digital Wealth Private Limited6. Anand Rathi Financial Services Limited7. Anand Rathi Global Finance Limited8. Anand Rathi It Private Limited9. Sapphire Human Solutions Private Limited10. IMC Chamber Of Commerce And Industry11. AR Trustee Company Private Limited12. Maa Gou Products Private Limited13. Pushpalata Rathi Foundation14. Anand Rathi Home Finance Limited15. Shree Gou Shakti Udyog Private Limited16. Emami Limited		
Chairman/Member in the committees of the other public companies [includes only audit committee and stakeholders relationship committee] as on the date of this notice	Anand Rathi Financial Services Limited	Chairman & Non –Executive Director	
		Audit Committee	Member
		Corporate and Social Responsibility Committee	Chairman
	Anand Rathi Global Finance Limited	Chairman & Managing Director	
	Corporate and Social Responsibility Committee	Chairman	
	Emami Limited	Audit Committee	Chairman
Remuneration last drawn / sought to be paid (including sitting fees)	NIL		
No. of Shares held in the Company as on March 31, 2024	62,66,390 Equity shares.		
No. of Board meetings attended during last Financial Year	Attended all 4(Four) Board Meetings		
Any Other	Shareholders of the Company approved continuation of Mr Anand Rathi as Non – Executive Director of the Company after attaining the age of 75 years in their meeting dated Thursday, July 15, 2021 pursuant to regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements, 2015) and other applicable provisions.		

ANANDRATHI

Private Wealth. uncomplicated

Registered Office:

Express Zone, A Wing, 10th Floor, Western Express Highway,
Goregaon (E), Mumbai 400 063,
Maharashtra, India

Corporate Office:

Trade Link, 2nd and 3rd Floor, E Wing, B and C Block,
Kamla Mill Compound, Senapati Bapat Marg,
Lower Parel (W), Mumbai - 400013,
Maharashtra, India

<http://anandrathiwealth.in/>