

**October 08, 2024**

To,  
Manager (Listing)  
BSE Limited  
25th Floor, PJ Tower,  
Dalal Street, Mumbai – 400001

**Scrip Code – 505725**

**Sub: Notice of 61<sup>st</sup> Annual General Meeting along with Annual Report of the Company for the Financial Year 2023-24**

Sir/Madam,

This is to inform that the 61<sup>st</sup> Annual General Meeting (“AGM”) of the Company will be held on Wednesday, 30<sup>th</sup> October, 2024 at 5.00 P.M. (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OVAM) in accordance with the applicable circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

Pursuant to Regulations 34(1) and 30 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), kindly find the enclosed Annual Report of the Company along with the Notice of AGM for the financial year 2023-24 which is being sent through electronic mode to the Members.

The Annual Report and the Notice is also uploaded on the Company’s website and can be accessed at [www.algoquantfintech.com](http://www.algoquantfintech.com).

Furthermore, the Company has fixed Wednesday, 23<sup>rd</sup> October, 2023 as the cut-off date for ascertaining the names of the members holding shares either in physical form or in dematerialised form, who will be entitled to cast their votes electronically in respect of the businesses to be transacted as per the Notice of the AGM and to attend the AGM. **The remote e-voting period commences on Saturday, 26<sup>th</sup> October, 2024 at 9.00 A.M. (IST) and will end on Tuesday, 29<sup>th</sup> October, 2024 at 05:00 P.M. (IST).** The remote e-voting module shall be disabled by NSDL for voting thereafter.

Kindly take the same on your record.

Thanking You!

For Algoquant Fintech Limited

**BARKHA  
SIPANI**

Digitally signed by BARKHA  
SIPANI  
Date: 2024.10.08 12:57:55  
+06'00'

Barkha Sipani  
Company Secretary & Compliance Officer  
Membership No. A57896

Place: New Delhi

Enclosed: As above

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**Algoquant Fintech Limited**

**Registered Office-** Unit no. 705, 7<sup>th</sup> Floor Iscon Elegance, Prahlad Nagar, Ahmedabad, Gujarat-3800151 CIN- L74110GJ1962PLC136701

**Email ID:** investors@algoquantfintech.com | **Mobile:** +91-9910032394 | **Website:** [www.algoquantfintech.com](http://www.algoquantfintech.com)

**ALGOQUANT FINTECH LIMITED**

(CIN: L74110GJ1962PLC136701)

Registered Office: Unit No. 705, 07th Floor of ISCON Elegance, developed at Plot No. 24,  
Pralhad Nagar Ahmedabad City Gujarat 380015 India

Corporate Office; 4/11, 1st Floor Asaf Ali Road, New Delhi-110002

Email: investors@algoquantfintech.com, Website: www.algoquantfintech.com

Phone: +91-9910032394

**Notice of the 61st Annual General Meeting**

**NOTICE** is hereby given that 61st Annual General Meeting ("AGM") of Members of **ALGOQUANT FINTECH LIMITED** ("the Company") will be held on Wednesday, 30th day of October, 2024 at 05:00 P.M. (IST) through Video Conferencing (VC)/Other Audio-Visual Means (OVAM). The venue of the meeting shall be deemed to be the Registered Office of the Company situated at Unit No. 705, 7th Floor of ISCON Elegance, developed at Plot No. 24, Pralhad Nagar Ahmedabad City Gujarat 380015 to transact the following businesses:

**ORDINARY BUSINESS:**

To consider and, if thought fit, to pass with or without modification (s), the following resolutions as **Ordinary Resolutions**

1. **To receive, consider, and adopt the audited financial statements of the Company for the financial year ended 31st March, 2024 together with the reports of the Board of Directors and Auditors' thereon.**

"**RESOLVED THAT** the audited financial statements of the Company for the financial year ended 31st March, 2024 together with the reports of the Board of Directors and of the Auditors thereon be and are hereby received, considered and adopted."

2. **To appoint a director in place of Mr. Dhruv Gupta (DIN:06920431) who retires by rotation and being eligible, offers himself for re-appointment.**

"**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013 ('Act') read with rules made thereunder (including any statutory modification (s) or re-enactment (s) thereof for the time being in force), **Mr. Dhruv Gupta (DIN: 06920431)**, Non-Executive Director, who retires by rotation at this Annual General Meeting ('AGM') and being eligible for such re-appointment, be and is hereby re-appointed as a director of the Company and whose office is liable to retire by rotation."

**SPECIAL BUSINESS:**

3. **Authorization to seek approval for Loan and Investment for making investment / extending loans and giving guarantees or providing securities in connection with loans to persons / Bodies Corporates**

To consider and if thought fit to pass, with or without modification(s), the following resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 179 and 186 of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the company to (a) give any loan to any person(s) or other body corporate(s); (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and (c) acquire by way of

subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the board of directors as in their absolute discretion, deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 1000 Crores (Rupees One Thousand Crores Only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, any of the director(s) or Company Secretary of the Company, be and is hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with the concerned Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution”.

**4. Approval for increase in limits under section 180 (1) (a) of the Companies Act, 2013 for securitization/ direct assignment and creating charge on the assets of the company:**

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to Section 179 and 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof for the time being in force) the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof for the time being exercising the powers conferred on the Board of Directors by this Resolution) to hypothecate/ mortgage and/or charge in addition to the hypothecations/mortgages and/or charges created by the Company, in such form and manner and with such ranking and at such time(s) and on such terms as the Board may determine, all or any part of the movable and/or immovable properties of the Company wherever situated, both present and future, and/or create a floating charge on all or any part of the immovable properties of the Company and the whole or any part of the undertaking(s) of the Company, together with power to take over the management of the business and concern of the Company, in certain events of default, in favour of the Company’s Bankers/Financial Institutions/other investing agencies and trustees for the holders of Debentures/Bonds/other instruments/securities to secure any Rupee/Foreign Currency Loans, Guarantee assistance, Standby Letter of Credit/Letter of Credit and/or any issue of Non – Convertible Debentures, and/or Compulsorily or Optionally, Fully or Partly Convertible Debentures and/or Bonds, and/or any other Non – Convertible and/or other Partly/Fully Convertible instruments/securities, within the overall ceiling of Rs. 1000 Crores (Rupees One Thousand Crores Only) prescribed by the members of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to finalize with the Lending Agencies / trustees, the documents for creating the aforesaid security interests and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, any of the director(s) or Company Secretary of the Company, be and is hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with the concerned Registrar of Companies, that may be required, on

behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

**5. Approval for increase in overall borrowing limits of the company as per section 180 (1) (c) of the Companies Act, 2013:**

To consider, and if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to Section 179 and 180(1)(c) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) the consent of the members of the Company be and is hereby accorded to the Board of Director(s) (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board of Directors by this Resolution), to borrow any sum or sums of monies, from time to time, in any form including but not limited to by way of loans, financial facility, from any Bank and/or other Financial Institution and/or foreign lender and/or any body corporate/ entity/entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, through the issuance of debentures, commercial paper or such other form, upon such terms and conditions as to interest, repayment, or otherwise and with or without security, as the Board may think fit for the purposes of the Company’s business notwithstanding that the money or monies to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves, provided however, the total amount so borrowed (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business) shall not exceed at any point in time a sum equivalent to Rs. 1000 Crores (Rupees One Thousand Crores Only) over and above the aggregate, of the paid-up share capital and free reserves of the Company.”

**RESOLVED FURTHER THAT** the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required.”

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, any of the director(s) or Company Secretary of the Company, be and is hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with the concerned Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

**6. Approval for the re-appointment of Mr. Devansh Gupta (DIN: 06920376) as Managing Director of the Company.**

To consider and if thought fit to pass, with or without modification, the following resolution as a **Special Resolution**:

**“RESOLVED THAT** in pursuance of Sections 196, 197, 198 and 203 of the Companies Act, 2013 and the Rules made thereunder, read with Schedule V of the Companies Act, 2013 and the Articles of Association of the Company and other applicable provisions of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable provisions, rules if any, of the Companies Act, 2013, and applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and any other laws, regulations prevailing for the time being

in force, and upon the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, the consent of the members be and is hereby accorded to re-appoint Mr. Devansh Gupta (holding DIN: 06920376) as the Managing Director of the Company for a period of 3 (three) years w.e.f. April 1, 2025 to March 31, 2028, at a remuneration of Rs. 6,00,000 (Rupees Six Lakh Only) per month, plus bonus, if any which may further be increased up to an overall limit of Rs. 10,00,000/- (Rupees Ten Lakh Only) per month, plus bonus if any on such terms and conditions as determined by the Nomination and Remuneration Committee; in the event of absence or inadequacy of profits in any financial year, the Managing Director shall be entitled to the remuneration as mentioned herein above except for any commission, with liberty and authority to the Board of Directors (hereinafter referred the "Board" and shall include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment from time to time within the scope of Schedule V of the Companies Act, 2013, or any amendments thereto or any re-enactment thereof.

**RESOLVED FURTHER THAT** in accordance with provisions of Section 197 read with Schedule V and the applicable provisions of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable provisions, rules if any, of the Companies Act, 2013 and any other laws, regulations prevailing for the time being in force and other statutory approvals, as may be required, the Company do hereby approves the revision/ variation in the remuneration of Mr. Devansh Gupta with effect from April 1, 2025 till his tenure as the Managing Director of the Company, as recommended by the Nomination & Remuneration Committee and the Board i.e. Rs. Rs. 6,00,000 (Rupees Six Lakh Only) per month, plus bonus, if any which may further be increased up to an overall limit of Rs. 10,00,000/- (Rupees Ten Lakh Only) per month, plus bonus if any.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to alter or vary the above terms and conditions so as not to exceed the limits specified above and in accordance with Schedule V to the Companies Act, 2013, in case the Company has inadequate profits or within the limits approved by the Central Government, if required, as the case may be.

**RESOLVED FURTHER THAT** any Director(s), or Company Secretary of the Company, be and is hereby severally authorized to do all such acts, deeds and things as may be necessary and incidental including filing of e-forms with the Concerned Registrar of Companies, signing and/or execution of any deeds or documents or undertakings or agreements or papers and writings for giving effect to this Resolution."

#### **7. Authorization to seek approval for material related party transactions**

To consider and if thought fit to pass, with or without modification, the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time and Section 2(76), 188 and other applicable provisions of the Companies Act, 2013 ('Act') read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws / statutory provisions, if any, the Company's Policy on Material Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, the consent of the members of the Company be and is hereby accorded to authorise the Board of directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) /



Contract(s) /Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise) for the aggregate sum not exceeding Rs. 1,000 Crores (Rupees One Thousand Crores Only) as mentioned in detail in the explanatory statement annexed to the notice, the copy of which is laid before the meeting

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, as they may in their absolute discretion deem fit.”

**By Order of the Board of Directors  
For Algoquant Fintech Limited**

**Sd/-  
Barkha Sipani  
Company Secretary & Compliance Officer  
Membership No. A57896**

**Place: New Delhi**

**Date: 8th October, 2024**

**NOTES:**

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item Nos. 3 to 7 of the accompanying Notice, is annexed hereto.
2. The Government of India, Ministry of Corporate Affairs has allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020 and Circular No. 20/2020 dated 5th May, 2020 and Circular No. 02/2021 dated 13th January, 2021 and Circular No. 21/2021 dated December 14, 2021 and 02/2022 dated 5th May 2022 and latest being 10/2022 dated December 28, 2022, General Circular No. 09/2023 dated 25th September, 2023 (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/DDHS/P/CIR/2022/0063 dated 13th May, 2022 and SEBI/HO/CRD/PoD- 2/P/CIR/2023/4 dated 5th January, 2023 issued by the Securities Exchange Board of India (“SEBI Circular”) prescribing the procedures and manner of conducting the Annual General Meeting through VC/OVAM. In terms of the said circulars, 61st Annual General Meeting (“AGM”) of the Members will be held through VC/OAVM which does not require physical presence of members at a common venue. The deemed venue for 61st AGM shall be the Registered Office of the Company. Hence, Members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/ OAVM is as specified below and available at the Company’s website [www.algoquantfintech.com](http://www.algoquantfintech.com)
3. Brief profile and other information about the Director(s) proposed to be appointed as required under Regulation 36(3) of Listing Regulations and Secretarial Standard on General Meetings (‘SS-2’) are forming part of the explanatory statement of this Notice.
4. Since, the AGM is being conducted through VC/OAVM pursuant to MCA General Circulars 14/2020 dated April 08, 2020 & Others, physical attendance of Members, route map has been

dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there and cast their votes through e-voting.

5. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report and Annual Accounts 2023-24 is being sent only through electronic mode (i.e., through e-mail) to those Members whose email addresses are registered with the Company/RTA/ Depositories. Members may note that the Notice and Annual Report and Annual Accounts 2023-24 will also be available on the Company's website [www.algoquantfintech.com](http://www.algoquantfintech.com), relevant section of the websites of the Stock Exchange i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com), and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
6. The Register of Directors and Key Managerial Personnel and their shareholding and Register of Contracts or Arrangements in which the Directors are interested and all other documents referred to in this Notice, shall be available for online inspection by the Members of the Company, without payment of fees up to and including the date of AGM. Members desirous of inspecting the same may send their requests at [investors@algoquantfintech.com](mailto:investors@algoquantfintech.com) from their registered e-mail addresses mentioning their names and folio numbers / DP ID and Client ID.
7. Shareholders, who are holding shares in identical order of name in more than one folio, are requested to write to the Company enclosing their share certificates to enable the Company to consolidate their holding in one folio. In terms of SEBI notification, the shares of the Company are subject to compulsory trading only in dematerialized form on the stock exchange hence members are requested to convert their physical share certificates into electronic form.
8. The Board of Directors has appointed M/s. S. Khurana & Associates, Company Secretaries, Delhi, represented by CS Sachin Khurana, holding Membership No.: F10098, FRNI2014DE1158200 as a Scrutinizer, for conducting the voting/remote e-voting process in a fair and transparent manner.
9. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.algoquantfintech.com](http://www.algoquantfintech.com). The Notice can also be accessed from the website of the Stock Exchange i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e., [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
10. Members seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
11. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R&T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
12. In terms of Section 72 of the Act, nomination facility is available to individual Members holding shares in the physical form. The shareholders who are desirous of availing this facility, may kindly write to Company's R&T Agent for nomination form by quoting their folio number.

**General instructions for accessing and participating in the 61st AGM through VC/OAVM Facility and voting through electronic means including remote E-Voting:**

1. 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 for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

2. Institutional Investors, who are Members of the Company, are encouraged to attend the 61st AGM through VC/ OAVM mode and vote electronically. Pursuant to the provisions of the Act, the Institutional/Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer at sachinkhuranacs@gmail.com or to investors@alogoquantfintech.com and evoting@nsdl.com.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. In case of joint holders, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the Meeting.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:**

1. 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 SEBI Listing Regulations (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021, 14th December, 2021, 5th May 2022 and 28th December, 2022, the Company is providing 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 National Securities Depository Limited (NSDL, as the Authorised e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by NSDL.
2. The remote e-voting period begins on Saturday, 26th October, 2024 at 09:00 A.M. and ends on Tuesday, 29th October, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.
3. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., Wednesday, 23rd October, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, 23rd October, 2024. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only
4. A person who has acquired the shares and has become a Member after the dispatch of the Notice of the AGM and prior to the Cut- off date i.e. Wednesday, 23rd October, 2024, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or venue voting system on the date of the AGM by following the procedure mentioned in this notice.

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

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







**Step 1: Access to NSDL e-Voting system**

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="810 634 1437 1239">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https:// eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li data-bbox="810 1251 1437 1417">2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https:// eservices.nsd.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li data-bbox="810 1429 1437 1900">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company</li> </ol>

	<p>name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> App Store     Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</li> </ol>

<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

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

Login type	Helpdesk Details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30 or 022-24994360 or 022-24994545 or 022 - 48867000 / 022 - 24997000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43</p>

<p>B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode</p> <p><b>How to Log-in to NSDL e-Voting website?</b></p> <ol style="list-style-type: none"> <li>1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile.</li> <li>2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.</li> <li>3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.</li> <li>4. Your User ID details are given below:</li> </ol>
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Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
  
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

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

**General Guidelines for shareholders**

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sachinkhuranacs@gmail.com with a copy marked to evoting@nsdl.com. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password. In case of any queries/ grievances, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com, or approach Company Secretary of the Company at investors@algoquantfintech.com.

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors@algoquantfintech.com.



2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to ([www.everesttools.com](http://www.everesttools.com)). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

#### **THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL E-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [investors@algoquantfintech.com](mailto:investors@algoquantfintech.com). The same will be replied by the company suitably.

6. Shareholders who would like to register as speaker can contact to Company Secretary at E-mail id: investors@algoquantfintech.com. The same will be replied by the company suitably.

#### **EXPLANATORY STATEMENT IN PURSUANT TO PROVISIONS OF THE SECTION 102(1) OF THE COMPANIES ACT, 2013**

##### **Item No. 3**

Section 186 of the Companies Act, 2013 permits the Company to invest the surplus funds of the Company in shares and securities of any other body corporates in excess of the 60% of the aggregate of the paid-up share capital and free reserves and securities premium account of the Company or 100% of its free reserves and securities premium account of the Company, whichever is more, if the same is approved by the members of the Company by Special Resolution.

As a measure of achieving greater financial flexibility and to enable optimal financing structure it is proposed to give powers to the Board of Directors to make investments, providing loans or give guarantee or provide security in connection with loans for an amount not exceeding Rs. 1000 Crores (Rupees One Thousand Crores Only).

Hence, members of the Company are requested to give their approval to invest the surplus funds of the Company in excess of 100% of its free reserves and securities premium account of the Company i.e. up to Rs. 1000 Crores (Rupees One Thousand Crores Only).

None of the Directors, Key Managerial Personnel, parties belonging to the promoter group or their respective relatives are concerned or interested in the Resolution except to the extent of their shareholding, if any, in the Company.

##### **Item No. 4 & 5**

Section 180 (1) (c) and Section 180 (1) (a) of the Companies Act, 2013 permits the Company to borrow money along with the money already borrowed by the Company, except the temporary loans obtained from the Companies banker in ordinary course of business, beyond the paid –up capital and free reserve of the Company, only if the same is approved by the Members of the Company.

In view of the Company's business requirements and growth plans, it is proposed to:

- a. Increase in the limit for creating charge on the assets of the Company for securing borrowings up to Rs. 1000 Crores (Rupees One Thousand Crores Only) u/s 180 (1) (a) of the Companies Act, 2013; and
- b. increase the borrowing limits to a sum not exceeding Rs. 1000 Crores (Rupees One Thousand Crores Only) under the provisions of Section 180(1)(c) of the Companies Act, 2013 (the "Act")

Hence, members of the Company are requested to give their approval to borrow the money along with the money already borrowed by the Company in excess of its paid –up capital and free reserve and to create charge in the assets of the company for securing borrowing.

None of the Directors, Key Managerial Personnel, parties belonging to the promoter group or their respective relatives are concerned or interested in the Resolution except to the extent of their shareholding, if any, in the Company.

##### **Item No. 6**

Mr. Devansh Gupta, promoter(s) of the Company having 8 years' experience in managing business and trading operations and at the firm have been serving as Directors of the Company since 2021. Under his leadership and guidance, the performance of the Company has grown exponentially over the past years. The Company has also witnessed significant improvement in its Financial Services in recent years which

has played a major role in the growth of the Company. The Company has expanded its customer base and gained credibility among the various stakeholders in the market and consequently company has obtained reputable market position.

In view of the above, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors at their meeting, approved the re-appointment, including the revised remuneration' if any, of Mr. Devansh Gupta as the Managing Director of the Company for another term of 3 years with effect from April 1, 2025 pursuant to the provisions of Section 196, 197 and other applicable provisions, if any, of the Act read with Schedule V of the Act and the Rules made thereunder on the terms and conditions as indicated in the resolution. The reappointment of Mr. Devansh Gupta as the Managing Director of the Company and his revised remuneration are subject to the approval of shareholders of the Company and such other approvals if any.

In order to strengthen the Corporate Governance framework of the Company and in compliance with the provisions of Section 196, 197 and other applicable provisions, if any read with Schedule V to the Act and the Articles of Association of the Company and subject to such other approvals, as may be required, the re-appointment and terms of remuneration of Mr. Devansh Gupta as the Managing Director is now being placed before the Members for their approval.

The Special Resolutions at Item No. 6 is recommended by the Board of Directors for approval by the Members.

Mr. Devansh Gupta (Managing Director) is concerned or interested in the Resolution mentioned in Item No. 6 of the Notice relating to re-appointment. Other than him, none of the other Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned in Item No. 6 of the Notice. A brief resume of Mr. Devansh Gupta is given in the Annexure-A to the Notice.

#### Item No. 7

Pursuant to Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, approval of the Members is required by way of Special Resolution for entering into any contract or arrangement with related party if such transactions are not entered in the ordinary course of business and/or are not at arm's length basis.

Sl. No.	Name of the related party	Nature of Relationship
1.	Algoquant Financials LLP	Ultimate Holding Entity
2.	Algoquant Investments Private Limited	Holding Company
3.	Dhruv Devansh Investment & Finance LLP	Entities Under control of Key Managerial Personnel
4.	Vardan Securities Private Limited	Entities Under control of Key Managerial Personnel
5.	Growth Securities Private limited	Entities Under control of Key Managerial Personnel
6.	Algoquant LLP	Entities Under control of Key Managerial Personnel
7.	Ogha Research LLP	Entities Under control of Key Managerial Personnel

The Company requires shareholders' approval through special resolution for all material related party transactions pertaining to sale, purchase or supply of any goods or materials, appointment of any agent for the said purposes and leasing of properties of any kind. Transactions to be considered as material if such transactions entered/to be entered during the year taken together exceed 10% of annual turnover or Net worth of the Company, as the case may be. The materiality nature of related party transactions being entered by the Company mandates it to seek member's approval for such transactions.

The Board recommends the Special Resolution set out at Item No. 7 for approval by the shareholders.

None of the Directors of the company and parties belonging to the promoter & promoter group are interested in the Item No. 7 of the accompanying notice except to the extent of their directorships and shareholding in the Company (if any).

## Annexure-A"

**BRIEF PROFILE OF DIRECTOR(S) FOR SEEKING APPOINTMENT OR RE-APPOINTMENT AT FORTHCOMING ANNUAL GENERAL MEETING (PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

<b>Name &amp; DIN</b>	Mr. Devansh Gupta DIN: 06920376
<b>Date of Birth &amp; Age</b>	20.06.1996 Age: 28 years
<b>Date of first appointment in board</b>	09.02.2021
<b>Qualification</b>	B.com (Hons)
<b>Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid</b>	Being appointed as Managing Director of the Company for a period of 3 years w.e.f. 01.04.2022 to 31.03.2025, now being eligible for re-appointment for further period of 3 years starting from 01.04.2025 to 31.03.2028
<b>Last Drawn Remuneration</b>	Rs. 600,000/- p.m.
<b>No. of Board Meeting attended during the year 2023-2024</b>	06
<b>Brief resume of the Director</b>	Mr. Devansh Gupta is a Managing Director in Algoquant Fintech Ltd and having a bachelor's degree in Commerce.
<b>Nature of expertise in specific functional areas</b>	He has 8 years' experience in managing business and trading operations, risk management in the company.
<b>Disclosure of relationships between directors inter-se;</b>	Mr. Dhruv Gupta, one of the Director of the company is a relative to Mr. Devansh Gupta.
<b>Names of other listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years.</b>	Nil
<b>Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner</b>	No. Equity shares held: 61,125, amounting to 0.76% of the total holding of the company
<b>In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements</b>	Not Applicable
<b>Remuneration</b>	Rs. 600,000/- p.m.

By Order of the Board of Directors  
For Algoquant Fintech Limited

Sd/-

Barkha Sipani

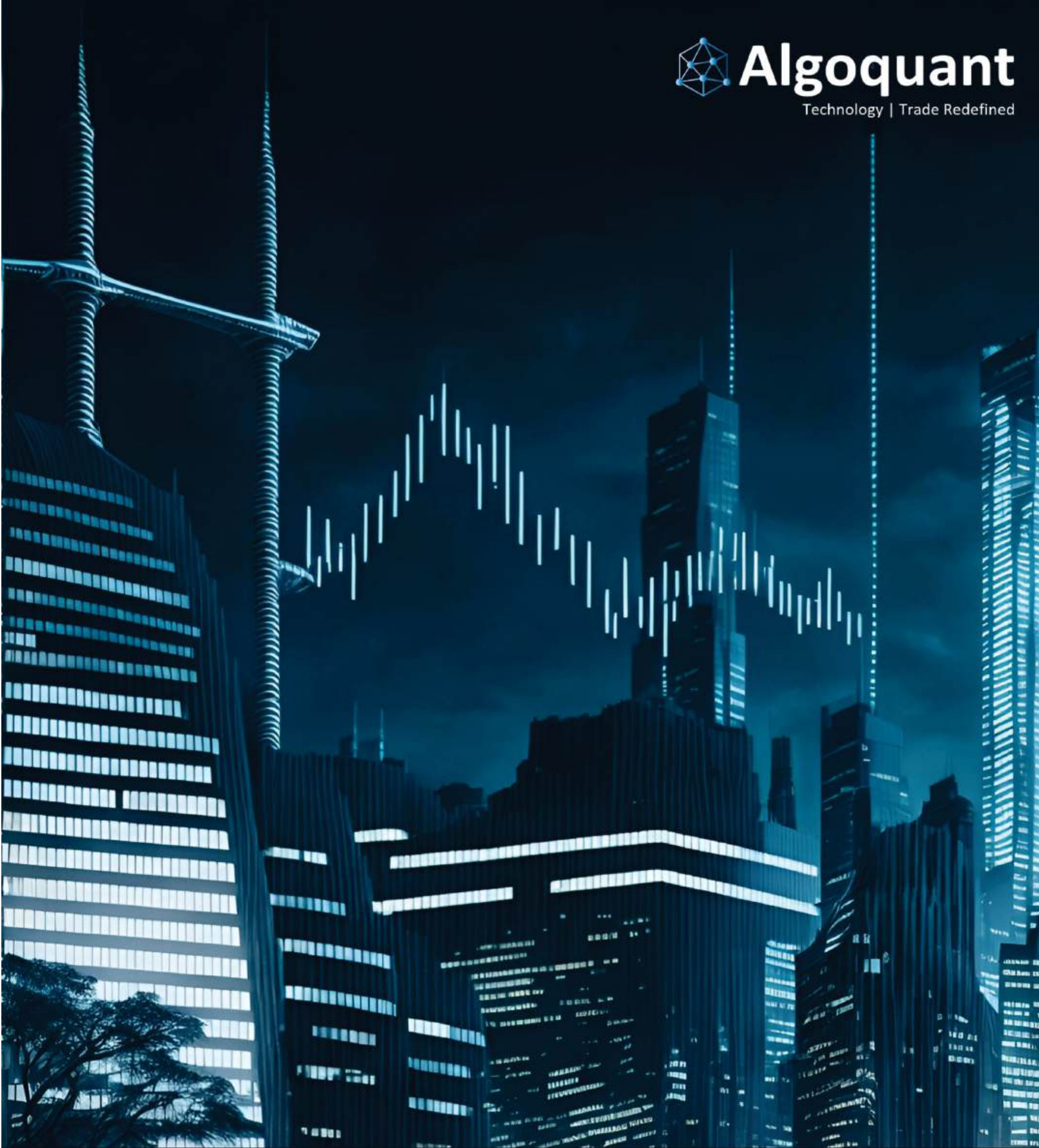
Company Secretary & Compliance Officer

Membership No. A57896

Place: New Delhi

Date: 8th October, 2024





# Algoquant Fintech Ltd.

Annual Report - 2023-24

CORPORATE INFORMATION

**BOARD OF DIRECTORS**

Mr. Devansh Gupta	Managing Director
Mr. Dhruv Gupta	Director
Mr. Himanjal Jagdishchandra Brahmbhatt	Director
Mr. Gyaneshwar Sahai	Independent Director
Mr. Amit Gupta	Independent Director
Ms. Shubhangi Agarwal	Independent Director

**KEY MANAGERIAL PERSONNEL**

Ms. Barkha Sipani	Company Secretary & Compliance officer
(Appointed w.e.f. 7th November, 2023)	
(Mr. Atul Kaushal resigned w.e.f. 30th September, 2023)	
Mr. Yogesh Gusain	Chief Financial officer
Mr. Devansh Gupta	Managing Director

**SECRETARIAL AUDITOR**

M/s Parth P. Shah,  
Practicing Company Secretaries  
Membership No: F11871; COP NO: 18640

**STATUTORY AUDITOR**

M/s OP Bagla & Co LLP, Chartered Accountants  
FRN: 000018N/N500091  
B-225, Okhla Industrial Area, Phase-1,  
New Delhi-110020

**INTERNAL AUDITOR**

M/s V B R G & Associates  
04, Rainbow Complex, Bazarlia, Ghaziabad,  
Uttar Pradesh – 201001

**REGISTERED OFFICE**

Unit No. 705, 07th Floor of ISCON Elegance,  
developed at Plot No. 24,  
Pralhad Nagar Ahmedabad City  
Gujarat 380015 India  
Phone No.: +91-9910032394  
Email id: Investors@algoquantfintech.com  
Website:www.algoquantfintech.com

**REGISTRAR & SHARE TRANSFER AGENT**

Link Intime India (P) Ltd  
Noble Heights,1st Floor, C-1 Block,  
Janakpuri, New Delhi – 110058  
Phone: +011-41410592  
Email: delhi@linkintime.co.in

**BANKERS**

Axis Bank Limited  
Canara Bank Limited  
Yes Bank Limited

**SHARES LISTED AT**

BSE Limited  
Floor 25, P J Tower  
Dalal Street, Mumbai - 400001  
Script Code : 505725

COMPOSITION OF THE COMMITTEES

**AUDIT COMMITTEE MEMBERS**

Name of Director	Designation	Position
Amit Gupta	Independent Director	Chairperson
Gyaneshwar Sahai	Independent Director	Member
Himanjal Jagdishchandra Brahmbhatt	Non-Executive Director	Member

**STAKEHOLDERS RELATIONSHIP COMMITTEE MEMBERS**

Name of Director	Designation	Position
Gyaneshwar Sahai	Independent Director	Chairperson
Amit Gupta	Independent Director	Member
Shubhangi Agarwal	Independent Director	Member

**NOMINATION & REMUNERATION COMMITTEE MEMBERS**

Name of Director	Designation	Position
Amit Gupta	Independent Director	Chairperson
Gyaneshwar Sahai	Independent Director	Member
Shubhangi Agarwal	Independent Director	Member

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## BOARD'S REPORT

Dear Members,

It gives me immense pleasure to share with you the performance of your company along with audited financial statements for the financial year ended March 31, 2024.

### 1. State of Company Affairs

- i) Our revenues primarily consist of revenue from trading of securities/financial instruments, income from interest and dividend etc. Main object of the Company is inter alia to carry on Business activities of trading in securities/financial instruments.
- ii) In order to make the combined financial strength, consolidation of funds and resources, faster expansion of the business operations, resource optimization, consolidation of the complementing strengths, optimization of working capital utilization and stronger financial leverage, improved balance sheet, streamline the group holding structure, stock broking business undertaking under the ambit of listed entity, consolidation of cross location talent pool and an extensive pan India network for deeper market penetration, among others, the Board of directors of the Company in last Financial Year 2022-23, at the board meeting held on March 10, 2023 have inter alia considered and approved the draft Scheme of Arrangement amongst Growth Securities Private Limited ("Demerged Company/GSPL"), Algoquant Investments Private Limited ("Amalgamating Company/AIPL") and Algoquant Fintech Limited ("Resulting Company" / "Amalgamated Company/AFL") (together referred to as "Companies") and their respective shareholders and creditors ("Scheme"), which entails (i) Demerger of Stock Broking Business Undertaking (as more explicitly defined in the Scheme) of the Demerged Company into the Resulting Company and (ii) Amalgamation of Amalgamating Company into and with the Amalgamated Company and (iii) Reorganization of Equity Share Capital of the Resulting Company / Amalgamated Company, in the manner set out in the Scheme; pursuant to the provisions of Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 ("Act") and the rules made thereunder including but not limited to the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, read with Section 2(19AA), Section 2(1B) and other applicable provisions of the Income Tax Act, 1961.
- iii) Financial Results/Summary

The operating results of the Company for the year under review are as follows:

*(Rs. in Lakhs except per share data)*

Particulars	Year ended 31.03.2024	Year ended 31.03.2023
<b>(A)Continuing Operations</b>		
Revenue	6417.23	1284.17
Other Income	65.46	86.84
<b>Total income from Continuing Operations</b>	<b>6482.69</b>	<b>1371.01</b>
<b>Total Expenses from Continuing Operations</b>	<b>5457.30</b>	<b>2019.90</b>
Profit before Taxation	1025.39	(648.89)
Less: Provision for Taxation		
Current Tax	154.97	-
Deferred Tax	(109.97)	(355.80)
Profit After Taxation	980.39	(293.08)

Particulars	Year ended 31.03.2024	Year ended 31.03.2023
<b>(B) Discontinuing Operations</b>		
Profit Before Tax from Discontinuing Operations	15.00	(134.26)
Tax Expenses	-	85.47
Profit/Loss for the year	995.39	(341.88)
Total other Comprehensive Income	1.39	416.43
Total Comprehensive Income for the period	996.78	74.55
Earnings Per Share		
From Continuing Operation	12.20	(3.65)
From Discontinuing Operations	0.19	(1.67)
From Continuing and Discontinuing Operations	12.39	(5.32)

## 2. Operations Review

In order to strengthen its market share, the Company has taken steps to improve the business, operation, personnels, technology and growth strategy. Besides, efficiency improvement and resource optimization have been followed vigorously across all the functions of the organization, across the country during the year. It is one of the fastest growing financial service-oriented company in India.

During the year under review, the Company continued to focus on enhancing the capability of the organization, investment in personnel & technology, improve the size of Balance Sheet and towards the achievement of goals, the Company has been taking 'a number of initiatives.

Considering the scenario, the performance of the Company during the year under consideration was reasonable. During the year under review, the Company has earned a total revenue of Rs. 6482.69 Lakh.

## 3. Dividend

Implementation of landmark reforms and immense growth opportunity for the organized service industry in India, your directors intend to retain previous internal accrual for business growth of the Company.

In view of the planned business growth for the Company, your directors deem it proper to preserve the resources of the Company for its activities and therefore, do not propose any dividend for the financial year ended March 31, 2024.

## 4. Transfer to Reserve

Your directors do not propose to transfer any amount to the General Reserve.

## 5. Material changes and commitments

No material changes and commitments have occurred from the date of close of the financial year till the date of this Report, which might affect the financial position of the Company.

However, in the Financial Year 2022-23, the Board of the Company during Board meeting held on March 10, 2023 has inter alia approved the scheme of arrangement amongst Growth Securities Private Limited ("Demerged Company/GSPL"), Algoquant Investments Private Limited ("Amalgamating Company/AIPL") and Algoquant Fintech Limited ("Resulting Company" / "Amalgamated Company/



AFL”) (together referred to as “Companies”) and their respective shareholders and creditors (“Scheme”), which entails (i) Demerger of Stock Broking Business Undertaking (as more explicitly defined in the Scheme) of the Demerged Company into the Resulting Company and (ii) Amalgamation of Amalgamating Company into and with the Amalgamated Company and (iii) Reorganization of Equity Share Capital of the Resulting Company / Amalgamated Company, in the manner set out in the Scheme.

A joint First Motion Application for seeking directions under Section 230- 232 of the Companies Act, 2013 for the proposed Composite Scheme of Arrangement filled with Hon’ble National Company Law Tribunal- Ahmadabad. The said joint application has been e-filled on December 18, 2023 and physically filed on December 19, 2023. The Hon’ble NCLT in its order dated April 04, 2024, gives further instruction under section 230- 232 regarding Meetings of Shareholders and Creditors of all participating companies.

Thereafter, A joint Second Motion Application is filled with Hon’ble National Company Law Tribunal- Ahmadabad. The said joint application has been filled on May 27, 2024 and the Hon’ble National Company Law Tribunal-Ahmedabad reserved the order by approving the scheme dated 22nd August, 2024 and the same has been pronounced the order dated 3rd October, 2024.

## 6. Capital Structure

As on 31st March 2024, the authorized Share Capital of the company is Rs. 2,50,00,000/- (Rupees Two Crore Fifty Lakh Only) comprising of 1,15,00,000 Equity Shares of Rs. 2/- (Two) each and 20,000 Preference Shares of Rs. 100/- (One hundred only) each out of which the total issued, subscribed and paid- up equity share capital of the Company is Rs 1,60,72,000 (Rupees One Crore Sixty Lakh Seventy-Two Thousand only) divided into 80,36,000 Equity Shares at a face value of Rs. 2 (Two) each.

Your Company has not issued equity shares with differential voting rights or otherwise, it has neither issued any share under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (‘ESOP Regulations’) nor sweat equity shares and doesn’t have any scheme to fund its employees to purchase its shares of the Company. During the year the Company has not made any allotment of shares.

## 7. Transfer to Investor Education and Protection Fund

The Company has not transferred any amount during the year 2023-24 to the Investor Education and Protection Fund under section 125 of the Companies Act, 2013.

## 8. Employee Stock Option Scheme

During the year, the Company has not implemented any Employee Stock Option Scheme under ESOP Regulations.

Therefore, the information is not required to be disclosed under SEBI (Share Based Employee Benefits) Regulations, 2014 as on March 31, 2024.

## 9. Bonus issue

The Company has not allotted/transferred or issued any bonus shares during the year.

## 10. Change in the nature of the Business, if any

There was no change in the nature of business of the Company during the financial year ended March 31, 2024. However, the Company is in the process of a Scheme of Arrangement as stated in aforesaid point 1 and 5 which will be result in some addition to the nature of business of the

company details are provided in the Scheme of Arrangement.

#### **11. Indian Accounting Standards (Ind-As)**

Financial Statements of your Company for the financial year ended March 31, 2024, are prepared in accordance with provisions of Indian Accounting Standards (Ind-AS), as notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time.

#### **12. Secretarial Standards of ICSI**

The Company has complied with the applicable Secretarial Standards prescribed under Section 118(10) of the Companies Act, 2013 and also complying the other optional Secretarial Standards as applicable.

#### **13. Internal Financial Controls**

The Company has in place adequate financial control commensurate with its size, scale and complexity of its operations. The Company has in place policies and procedures required to properly and efficiently conduct its business, safeguard its assets, detect frauds and errors, maintain accuracy and completeness of accounting records and prepare financial records/statements in a timely and reliable manner.

The details of the internal control system are also given in the Management Discussion and Analysis Report which is part of Annual Report.

#### **14. Segment Reporting**

The Board informs that Segment Reporting is not applicable to the Company.

#### **15. Subsidiary Companies, Joint Ventures and Associate companies**

The Company had no subsidiary and joint venture during the financial year 2023-24. Further, there is no associate company within the meaning of Section 2(6) of the Companies Act, 2013 ("Act"). Algoquant Investments Private Limited is the holding Company of Algoquant Fintech Limited.

#### **16. Deposits**

The Company has not accepted any deposits covered under Chapter V of the Companies Act, 2013 read with The Companies (Acceptance of Deposits) Rules, 2014.

#### **17. Auditors and Auditors' Report**

##### **Statutory Audit**

M/s OP Bagla & Co. LLP, (Regn. No. 000018N/N500091), Chartered Accountants, was appointed as the Statutory Auditor of the Company from the conclusion of 59th Annual General Meeting till the conclusion of the 64th Annual General Meeting of the Company to be held in the year 2027.

M/s OP Bagla & Co. LLP, Chartered Accountants, have submitted their Report on the Financial Statements of the Company for the FY 2023-24, which forms part of this Annual Report 2023- 24. There are no observations (including any qualification, reservation, adverse remark or disclaimer) of the Auditors in the Audit Reports issued by them which call for any explanation/comment from the Board of Directors. Further, there are no instances of any fraud reported by the Auditors of the Company in pursuance of section 143(12) of the Companies Act, 2013.

The notes on financial statements referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditor Report does not contain any qualification, reservation,

adverse remark or disclaimer

### Secretarial Audit

Pursuant to the provisions of Section 204 of the Companies Act 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s Parth P Shah & Associates, Practicing Company Secretaries, as its Secretarial Auditor to undertake the secretarial audit for FY 2023-24. The secretarial audit report in Form MR-3 is annexed herewith and forms part of this report and enclosed as **Annexure- I**. The secretarial audit report does not contain any qualifications, reservations or adverse remarks

### 18. Conservation energy, Technology absorption, foreign exchange Earnings and Outgo

- A) Conservation of energy: Information on Conservation of energy as required under Section 134(3)(m) of the Act read with the Rules made thereunder is not applicable to the Company and hence, no annexure forms part of the Report.
- B) Technology Absorption: The management keeps itself abreast of the technological advancements in the industry and has adopted best in class technology across business, operations and functions.
- C) Foreign Exchange Earnings and Outgo: The Company is not indulged into export of goods/ services. No activities relating to exports have been undertaken by the Company during the financial year 2023-2024.

### 19. Annual Return

In accordance with Section 92(3) and section 134(3)(a) of the Companies Act, 2013, the Annual Return (Form MGT-7) for the financial year ended March 31, 2024, is available on the Company's website i.e. [www.algoquantfintech.com](http://www.algoquantfintech.com)

### 20. Corporate Social Responsibility

Corporate social responsibility forms an integral part of your Company's business activities. Your Company is a responsible corporate citizen, supporting activities which benefit the society as a whole. The Provision of the Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 is not applicable to the Company.

The disclosures as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014 is not applicable to the Company.

### 21. Directors and Key Managerial Personnel

The changes in Directors and Key Managerial Personnel (KMP) during the financial year March 31, 2024, were as under:

1. Your Board of Directors has recommended the re-appointment of Mr. Devansh Gupta (DIN: 06920376) as Managing Director for three years from April 01, 2025 to March 31, 2028 (he has been appointed for three years from April 01, 2022 to March 31, 2025, his tenure will be expired on March 31, 2025. Therefore, He will be re- appointed from April 01, 2025 to March 31, 2028 in the ensuing Annual General Meeting of the Company dated October 30, 2024).
2. In accordance with provisions of Section 152 of the Act read with Rules made thereunder, Mr. Dhruv Gupta (DIN: 06920431), Non- Executive Director is liable to retire by rotation at the 61st Annual General Meeting "AGM" and being eligible and offers himself for reappointment.
3. Mr. Atul Kaushal (A67692) Company Secretary and Compliance Officer resigned w.e.f.

September 30, 2023 and

4. Ms. Barkha Sipani (A57896) appointed as the Company Secretary and Compliance Officer w.e.f. November 07, 2023.

All the Independent Directors have submitted their declaration to the Board confirming that they meet the criteria of independence as stipulated in Section 149(6) of the Companies Act, 2013 read with Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (to the extent as applicable).

None of the Directors of the Company is disqualified for being appointed as Director, as specified in Section 164(2) of the Companies Act, 2013 and Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the board, independent directors possess requisite integrity, expertise, experience and proficiency and are independent of the management of the company.

Key Managerial Personnel in the Company as per Section 2(51) and 203 of the Companies Act, 2013 as on March 31, 2024 are as follows:

1. Mr. Devansh Gupta: Managing Director
2. Ms. Barkha Sipani: Company Secretary & Compliance Officer
3. Mr. Yogesh Gusain: Chief Financial Officer

## **22. Board Induction, Training and Familiarization programme for Independent Directors**

In accordance with the provisions of Regulation 25(7) and 46(2) of SEBI regulations, The Company Prior to the appointment of an Independent Director, sends a formal invitation along with a detailed note on the profile of the Company, the Board structure and other relevant information. At the time of appointment of the Director, a formal letter of appointment which inter alia explains the role, functions, and responsibilities expected of him/her as a Director of the Company is given. The Director is also explained in detail about the various compliances required from him/ her as a director under the various provisions of the Companies Act 2013, SEBI Listing Regulations, 2015, SEBI (Prohibition of Insider Trading) Regulations, 2015, the Code of Conduct of the Company and other relevant regulations.

A Director, upon appointment, is formally inducted to the Board. In order to familiarise the Independent Directors about the various business drivers, they are updated through presentations at Board Meetings about the performance and Financials of the Company. They are also provided presentations/booklets about the business and operations of the Company.

The Directors are also updated on the changes in relevant corporate laws relating to their roles and responsibilities as Directors. The details of the Board familiarization programme for the Independent Directors can be accessed at [www.algoquantfintech.com](http://www.algoquantfintech.com).

All the Independent Directors have submitted their declaration to the Board confirming that they meet the criteria of independence as stipulated in Section 149(6) of the Companies Act, 2013 read with Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (to the extent as applicable).

None of the Directors of the Company is disqualified for being appointed as Director, as specified in Section 164(2) of the Companies Act, 2013 and Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014

## 23. Performance Evaluation

Pursuant to the provisions of Section 178 of the Companies Act, 2013, LODR Regulations and Guidance note on Board evaluation issued by SEBI vide its circular dated January 5, 2017. The Nomination and Remuneration Committee of the Company has laid down parameters for performance evaluation in the policy, they include:

- Attendance
- Preparedness for the meeting
- Staying updated on developments
- Active participation in meetings
- Constructive contributions/positive attributes
- Engaging with and challenging management team without being confrontational or obstructive
- Protection of stakeholder interests Contribution to strategic planning Carrying out responsibilities as per the code of conduct

The annual evaluation of performance of the Board of Directors, its committees, chairman and individual directors for the reporting year was conducted in accordance with the provisions of the Act and the Listing Regulations, 2015.

## 24. Number of Meetings of Board

The Board of Directors held 6 meetings during the year on the following dates: April 24, 2023, May 30, 2023, August 10, 2023, September 01, 2023, November 07, 2023 and February 12, 2024. The maximum time gap between any two meetings was less than 120 days.

The details of Board Meetings held and attendance of Directors are provided in the Report on Corporate Governance forming part of this report.

## 25. Committees of the Board

The Company has various Board level committees in accordance with the requirements of Companies Act 2013, as given below:

- I. Audit Committee
- II. Nomination and Remuneration Committee
- III. Stakeholders Relationship Committee

Details of all the above Committees along with composition and meetings held during the year under review are provided in the Report on Corporate Governance forming part of this report.

## 26. Whistleblower policy

The Company has established an effective whistle blower policy (vigil mechanism) and procedures for its directors and employees, details of which are provided in the Report on Corporate Governance which forms part of this report. The policy on vigil mechanism may be accessed on the Company's website at: [www.algoquantfintech.com](http://www.algoquantfintech.com).



## 27. Remuneration policy

In pursuance of the provisions of Section 178 of the Companies Act, 2013 and Listing Regulations, the Company has formulated a Remuneration Policy. The Remuneration Policy, inter-alia, includes the appointment criteria & qualification requirements, process for appointment & removal, retirement policy, remuneration structure, etc. of the Directors including Managing Director and Whole Time Director(s), Key Managerial Personnel and other senior management personnel of the Company

The remuneration policy of the Company aims to attract, retain and motivate qualified people at the executive and at the board levels. The remuneration policy seeks to employ people who not only fulfil the eligibility criteria but also have the attributes needed to fit into the corporate culture of the Company. The remuneration policy also seeks to provide well-balanced and performance related compensation packages, taking into account shareholder interests, industry standards and relevant regulations.

The salient features of the policy have been detailed in the Corporate Governance Report, which forms part of this Annual Report.

The policy is available on the company's website [www.algoquantfintech.com](http://www.algoquantfintech.com)

## 28. Related party transactions

All related party transactions entered during the Financial Year 2023-24, were on arm's length basis. During the year the Audit Committee had granted an omnibus approval for transactions which were repetitive in nature for one financial year and all such omnibus approvals were reviewed by the Audit Committee on a periodic basis. All related party transactions were placed in the meetings of Audit Committee and the Board of Directors for the necessary review and approval. Your Company's policy on related party transactions, approved by the Board, can be accessed at: [www.algoquantfintech.com](http://www.algoquantfintech.com). Accordingly, the disclosure of Related Party Transactions as required under Section 134(3)(h) of the Companies Act, 2013, in Form AOC-2 is appended as **Annexure II** to this report.

## 29. Particulars of Loans, Guarantees and Investments

During the year ended March 31, 2024, the Company has made an investment and granted loan in accordance with section 186 of the Companies Act 2013 and details thereof are given in the notes to financial statements for the year ended March 31, 2024.

## 30. Particulars of Employees and Managerial Remuneration

The information of employees and managerial remuneration, as required under Section 197(2) read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, and other details are annexed herewith and forms part of this report as **Annexure III**.

## 31. Management Discussion and Analysis

As per Regulation 34(2) read with schedule V of the SEBI Listing Regulations 2015, as applicable, Management Discussion Analysis Report is an integral part of this report and annexed herewith as **Annexure IV**.

## 32. Corporate Governance Report

Your Company has made serious efforts to comply with the provisions of the Corporate Governance in order to secure the interest of all the stakeholders of the Company. The Corporate Governance Report for the Financial Year 2023-24 is attached as **Annexure V** to this Report.

### 33. Risk Management System

The Company has developed and implemented a risk management policy which is periodically reviewed by the management. The risk management process encompasses practices relating to identification, assessment, monitoring and mitigation of various risks to key business objectives. Besides exploiting the business opportunities, the risk management process seeks to minimize adverse impacts of risk to key business objectives.

### 34. Prevention of Sexual Harassment at work place

No complaint was filed with the Company under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 during the Financial Year 2023- 24. Further, no complaint was pending with the Company as at the beginning and end of the Financial Year 2023-24 under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

### 35. Listing on Stock Exchange

Shares of the company are listed on at BSE Limited (BSE). The company has paid annual listing fees to the exchange for the financial year 2024-25.

BSE Limited (BSE)

Phiroze Jeejeebhoy Towers,

25th Floor, Dalai Street,

Mumbai — 400001

Scrip Code: 505725

Demat ISIN Number: INE598D01027

### 36. Dividend Distribution Policy

The Company has formulated a Dividend Distribution Policy and the same is also displayed on the Website of the Company i.e. [www.algoquantfintech.com](http://www.algoquantfintech.com).

### 37. Directors Responsibility Statement

Pursuant to the requirement under Section 134(5) of the Companies Act, 2013 with respect to Directors' Responsibility statement, the Directors confirm that:

- a) in the preparation of the annual accounts for the year ended March 31, 2024, the applicable accounting standards have been followed and no material departures have been made there from.
- b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2024 and of the profit and loss of the Company for the year ended March 31, 2024
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) the annual accounts were prepared on a going concern basis.

- e) the Directors have laid down effective internal financial controls to consistently monitor the affairs of the Company and that such internal financial controls were adequate and operating effectively.
- f) the Directors have devised a proper system to ensure compliance with the provisions of all applicable laws and the same are adequate and operating effectively.

### 38. Other Disclosures

- (i) There is no significant and material orders passed by the regulators or courts or tribunals that may have an impact for the Company as a going concern and/or company's operations.
- (ii) There are no proceedings initiated/ pending against your Company under the Insolvency and Bankruptcy Code, 2016 which materially impact the business of the Company.
- (iii) As per the provisions of the Section 148(1) of the Companies Act, 2013 the Company is not required to maintain cost Records. Accordingly, such accounts and records are not made and maintained.
- (iv) During the Year ended March 31, 2024, the Company has not made any one-time settlement with any Bank or Financial Institutions
- (v) There are no such frauds reported by auditor under section 143 (12) which are committed against the Company by directors, officers or employees of the Company.
- (vi) A compliance certificate under Regulation 17 (8) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 by Managing Director and Chief Financial Officer is attached as **Annexure VI**.

### 39. Acknowledgements

Your directors would like to acknowledge and place on record their sincere appreciation of all stakeholders', bankers, dealers, vendors and other business partners for the excellent support and co- operation received during the year under review. The Board of Directors also conveys its appreciation of efforts and hard work of all the employees of the Company and their continued contribution to its progress.

**By the order of the Board of Directors  
for Algoquant Fintech Limited**

**Place: New Delhi  
Date: 08.10.2024**

**sd/-  
Devansh Gupta  
Managing Director  
DIN: 06920376**

**sd/-  
Dhruv Gupta  
Director  
DIN: 06920431**

## FORM NO. MR-3

**SECRETARIAL AUDIT REPORT**  
FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2024

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

To,  
The Members,  
**Algoquant Fintech Limited**  
**CIN: - L74110GJ1962PLC136701**  
Unit No. 705,07th Floor of ISCON Elegance, developed at Plot No. 24,  
Pralhadnagar Ahmadabad GJ-380015.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Algoquant Fintech Limited** (hereinafter called the Company). 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.

We have verified the soft copies of records maintained by the Company. Based on our verification of the records of **Algoquant Fintech Limited**, books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorized 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 31st March 2024** complied with the statutory provisions listed hereunder and also that the company has proper Board-processes and compliances mechanism in place to the extent , in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and record maintained by **Algoquant Fintech Limited 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;
- (ii) The Securities Contracts (Regulations) Act,1956 ('SCRA') and the rules made there under
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act,1999 and the rules and regulation made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings:(**NOT APPLICABLE FOR THE YEAR UNDER REVIEW**)
- (v) The following Regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992('SEBI Act'):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Training) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

- d. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(during the year the said Regulations were not applicable.)**
  - e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Debt Securities) Regulations, 2021; **(during the year the said Regulations were not applicable.)**
  - f. The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(during the year the said Regulations were not applicable.)**
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(during the year the said Regulations were not applicable.)**
- (vi) During the year under review, the Company was involved in a Scheme of Arrangement amongst Growth Securities Private Limited ("Demerged Company"), Algoquant Investments Private Limited ("Amalgamating Company"), and Algoquant Fintech Limited ("Resulting Company" / "Amalgamated Company").

The Scheme was undertaken in terms of the provisions of Section(s) 230 to 232, read in conjunction with Section 66 and other applicable sections and provisions of the Companies Act, 2013, along with the relevant rules made thereunder.

Pursuant to the above, The Hon'ble Court of National Company Law Tribunal, Ahmedabad has reserved the order dated August 22, 2024, approving the said Scheme.

Apart from above, no other major corporate events occurred during the year and various compliances made by the Company with applicable Laws, Rules, Regulations, and Listing Regulations etc.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India and applicable w.e.f July 01, 2015 or any amendment, substation, if any, are adopted by the Company and are complied with.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

During the period under review the Company has complied with the provision 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 -executives directors, independent directors and woman director. The changes in the composition of the board of directors that took place during the period under review were carried out in compliance with the provisions of the act and with intimation to stock exchanges.

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 or with consent of directors at a shorter notice, and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views, if any, are 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 compliances with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, the company has not incurred any specific event / action that can have a bearing on the company's compliance responsibilities in pursuance of the above referred laws, rules, regulations, guideline, standards, etc. Referred to above.

**FOR PARTH P SHAH & ASSOCIATES,  
PRACTICING COMPANY SECRETARIES**

**Parth P Shah  
(Proprietor)**

FCS: 11871, COP: 18640

Peer Review Cert. No.: 1949/2022

UDIN: F011871F001194756

**Place: Ahmedabad**

**Date: 11th September, 2024**



To

**The Members,**

**Algoquant Fintech Limited**

**CIN:- L74110GJ1962PLC136701**

Unit No. 705,07th Floor of ISCON Elegance, developed at Plot No. 24,  
Prahladnagar Ahmadabad GJ-380015.

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 basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, 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.
7. We have relied on Management Representation Letter provided by the Company before issuing this Report to the Company.

**FOR PARTH P SHAH & ASSOCIATES,  
PRACTICING COMPANY SECRETARIES**

**Parth P Shah  
(Proprietor)**

FCS: 11871, COP: 18640  
Peer Review Cert. No.: 1949/2022  
UDIN: F011871F001194756

**Place: Ahmedabad  
Date: 11th September, 2024**

## Form No. AOC-2

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

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 arm's length transactions under third proviso thereto:

## 1. Details of contracts or arrangements or transactions not at arm's length basis

There were no contracts or arrangements, or transactions entered into during the year ended 31st March, 2024, which were not at arm's length basis.

## 2. Details of material contracts or arrangements or transactions at arm's length basis

Name of related party	Nature of relationship	Nature of contracts / arrangements / transactions	Duration of contract / arrangement / transaction	Salient terms of the contracts or arrangements or transactions including the value, if any	Date of approval of Board, if any	Amount paid as advances, if any
Algoquant Financials LLP	Promoter & Promoter Group	Availing or rendering of services	As per agreement	3,00,000/- Rent paid	08/07/2022	NA
Dhruv Devansh Investments & Finance LLP	Entities under control of Key managerial personnel (except CS & CFO)	Availing or rendering of services	As per agreement	30,00,000/- Rent paid	08/07/2022	NA
Growth Securities Private Limited	Entities under control of Key managerial personnel (except CS & CFO)	Availing or rendering of services	As per agreement	11,81,35,000/- Brokerage	08/07/2022	NA

By Order of the Board of Directors  
For Algoquant Fintech Limited

sd/-  
Mr. Devansh Gupta  
Managing Director  
DIN: 06920376

sd/-  
Mr. Dhruv Gupta  
Director  
DIN: 06920431

## Annexure- III

**Statement of Disclosure of Remuneration under Section 197 (12) of the Companies Act, 2013 and Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014****I. Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 2023-24**

S. No.	Name	Designation	Ratio of Median Remuneration
1.	Mr. Devansh Gupta	Managing Director (Promoter)	13.91:1
2.	Mr. Dhruv Gupta	Non-Executive Director (Promoter)	0
3.	Mr. Himanjal Jagdishchandra Brahmbhatt	Non-Executive Director	0
4.	Mr. Amit Gupta	Independent Director	0.24:1
5.	Ms. Shubhangi Agarwal	Independent Director	0.24:1
6.	Ms. Gyaneshwar Sahai	Independent Director	0.24:1
7.	Mr. Yogesh Gusain	Chief Financial Officer	2.01:1
8.	Ms. Barkha Sipani (from November 07, 2023)	Company Secretary & Compliance Officer	0.48:1
9.	Mr. Atul Kaushal (till September 30, 2023)	Company Secretary & Compliance Officer	0.57:1

**II. Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary in Financial Year 2023-24**

S. No.	Name	Designation	% Increase in Remuneration
1.	Mr. Devansh Gupta	Managing Director (Promoter)	20%
2.	Mr Dhruv Gupta	Non-Executive Director (Promoter)	0%
3.	Mr. Himanjal Jagdishchandra Brahmbhatt	Non-Executive Director	0%
4.	Mr Amit Gupta	Independent Director	0%
5.	Ms. Shubhangi Agarwal	Independent Director	0%
6.	Ms. Gyaneshwar Sahai	Independent Director	0%
7.	Mr. Yogesh Gusain	Chief Financial Officer	23.07%
8.	Ms. Barkha Sipani (from November 07, 2023)	Company Secretary & Compliance Officer	5.49%
9.	Mr. Atul Kaushal (till September 30, 2023)	Company Secretary & Compliance Officer	0%

III. Percentage increase in the median remuneration of employees in the financial year: 48%

IV. Number of permanent employees on the rolls of Company as on March 31, 2024: 283

V. Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

- The average increase in salaries of employees other than managerial personnel in Financial Year 2023-24 was Nil. Percentage increase in the KMP, other than Directors, managerial remuneration for the year was 208%.

VI. It is hereby affirmed that the remuneration paid during the year is as per the Remuneration Policy of the Company.

VII. Details of Top 10 Employees of the Company in terms of Remuneration Drawn for the Financial Year 2023-24

S. No.	Employee Name	Designation	Gross Remuneration paid	Nature of employment whether contractual or otherwise	Education Qualification	Experience (in years)	Date of joining	Previous Employment	% of equity shares held by employee within the meaning of clause (iii) of sub-rule (2)	whether any such employee is relative of any director or manager of the company and if so, name of such Director or Manager
1	Devansh Gupta	Managing Director	72,00,000	Permanent	Graduate	8	30-Jun-21	-	0.76	Yes
2	Aditya Nittur	MTS	31,95,000	Permanent	Graduate	18	1-Apr-23	Sigmaquant Technologies Private Limited	-	No
3	Piyush Bhardwaj	IT Technical	28,00,000	Permanent	Graduate	13	2-Jan-23	Thinkbot Technologies LLP	-	No
4	Mohit Gupta	IT Technical	24,00,000	Permanent	Graduate	13	2-Jan-23	Thinkbot Technologies LLP	-	No
5	Dhruv Shandilya	Chief Strategy Officer	9,82,500	Permanent	Post Graduate	10	1-Nov-23	ZS	-	No
6	Yogesh Gusain	Chief Financial Officer	9,60,000	Permanent	ICWA	10	30-Jun-21	-	-	No
7	R S Shashi Rekha	Office Manager	7,93,025	Permanent	Graduate	20	1-Nov-23	Ogha Research LLP	-	No
8	Sonal Kumar	HR Manager	6,71,175	Permanent	MBA	10	1-Jul-23	RK Financial Services (RKFS)	-	No
9	Mohd Asif	AVP- Finance and Accounts	6,09,250	Permanent	CA	11	11-Sep-23	-	-	No
10	Manish Gaur	IT Manager	6,49,127	Permanent	Graduate	20	1-Jan-23	Growth Securities Private Limited	-	No

Note: We have not considered the remuneration paid to traders during FY 2023-24.

## MANAGEMENT DISCUSSION AND ANALYSIS

### 1. Economy Overview

#### Global Economy Overview

Global economic growth declined from 3.5% in 2022 to an estimated 3.1% in 2023. A disproportionate share of global growth in 2023-24 is expected to come from Asia, despite the weaker-than-expected recovery in China, sustained weakness in USA, higher energy costs in Europe, weak global consumer sentiment on account of the Ukraine-Russia war, and the Red Sea crisis resulting in higher logistics costs. A tightening monetary policy translated into increased policy rates and interest rates for new loans.

Growth in advanced economies is expected to slow from 2.6 percent in 2022 to 1.5 percent in 2023 and 1.4 percent in 2024 as policy tightening takes effect. Emerging market and developing economies are projected to report a modest growth decline from 4.1 percent in 2022 to 4.0 percent in 2023 and 2024. Global inflation is expected to decline steadily from 8.7 percent in 2022 to 6.9 percent in 2023 and 5.8 percent in 2024, due to a tighter monetary policy aided by relatively lower international commodity prices. Core inflation decline is expected to be more gradual; inflation is not expected to return to target until 2025 in most cases. The US Federal Reserve approved a much-anticipated interest rate hike that took the benchmark borrowing costs to their highest in more than 22 years.

Global trade in goods was expected to have declined nearly US\$2 trillion in 2023; trade in services was expected to have expanded US\$500 billion. The cost of Brent crude oil averaged \$83 per barrel in 2023, down from \$101 per barrel in 2022, with crude oil from Russia finding destinations outside the European Union and global crude oil demand falling short of expectations. Global equity markets ended 2023 on a high note, with major global equity benchmarks delivering double-digit returns. This outperformance was led by a decline in global inflation, slide in the dollar index, declining crude and higher expectations of rate cuts by the US Fed and other Central banks.

#### Indian Economy Overview

The Indian economy was estimated to grow 7.8 per cent in the 2023-24 fiscal against 7.2 per cent in 2022-23 mainly on account of the improved performance in the mining and quarrying, manufacturing and certain segments of the services sector. India retained its position as the fifth largest economy. The Indian rupee displayed relative resilience compared to the previous year; the rupee opened at H82.66 against the US dollar on the first trading day of 2023 and on 27 December was H83.35 versus the greenback, a depreciation of 0.8%.

In FY 2023-24, the CPI inflation averaged 5.4 percent with rural inflation exceeding urban inflation. Lower production and erratic weather led to a spike in food inflation. In contrast, core inflation averaged at 4.5 percent, a sharp decline from 6.2 percent in FY 23. The softening of global commodity prices led to a moderation in core inflation.

The nation's foreign exchange reserves achieved a historic milestone, reaching \$645.6 billion. The credit quality of Indian companies remained strong between October 2023 and March 2024 following deleveraged Balance Sheets, sustained domestic demand and government-led capital expenditure. Rating upgrades continued to surpass rating downgrades in H2 FY24. UPI transactions in India posted a record 56 per cent rise in volume and a 43 per cent rise in value in FY24.

**Growth of the Indian economy**

	FY 21	FY 22	FY23	FY24
Real GDP growth (%)	-6.6	8.7	7.2	7.8

**Growth of the Indian economy quarter by quarter, FY 2023-24**

	Q1FY24	Q2FY24	Q3FY24	Q4FY24
Real GDP growth (%)	8.2	8.1	8.4	8.2

**Stock/Equity Market**

The Indian stock market has achieved the position as the fifth biggest stock market in the world joining the ranks of stock market superpowers behind only the United States, China, Japan and Hong Kong. This ascent is the result of robust economic growth, growing investor confidence, and the successful integration of Indian equity markets with the global financial system. Being among the markets across major EM economies, which have consistently given greater than 10% annualized returns over the last 5-year/10-year/15-year/20-year periods, India remains the favorite of many emerging market investors globally. The Indian equity market has consistently outperformed other asset classes on a long-term basis.

Steady rise in retail investors' participation in the Indian equities market is a reflection of the growing interest and confidence in the equity market. This surge is evident through the significant rise in demat accounts and robust inflows into mutual funds. The total demat accounts at the end of FY 2023-24 stood at 15.14 crore up from 11.45 crore at the end of FY 2022-23, growing 32% YoY. In terms of the volumes for FY 2023-24, NSE's average daily turnover (ADT) in cash equity segments stood at ₹ 82,198 crore, which grew at a robust 53% over the same period last year. NSE saw participation from over 3 crore individual investors in the entire year as compared to 2.5 crore active investors in the preceding year. The strong performance of the Indian markets was a result of strong economic growth, robust corporate results, boosted investor optimism and strong inflows from both domestic and foreign institutional investors. The inflow from both domestic institutional investors and foreign institutional investors was ₹ 4.2 lakh crore in FY 2023-24.

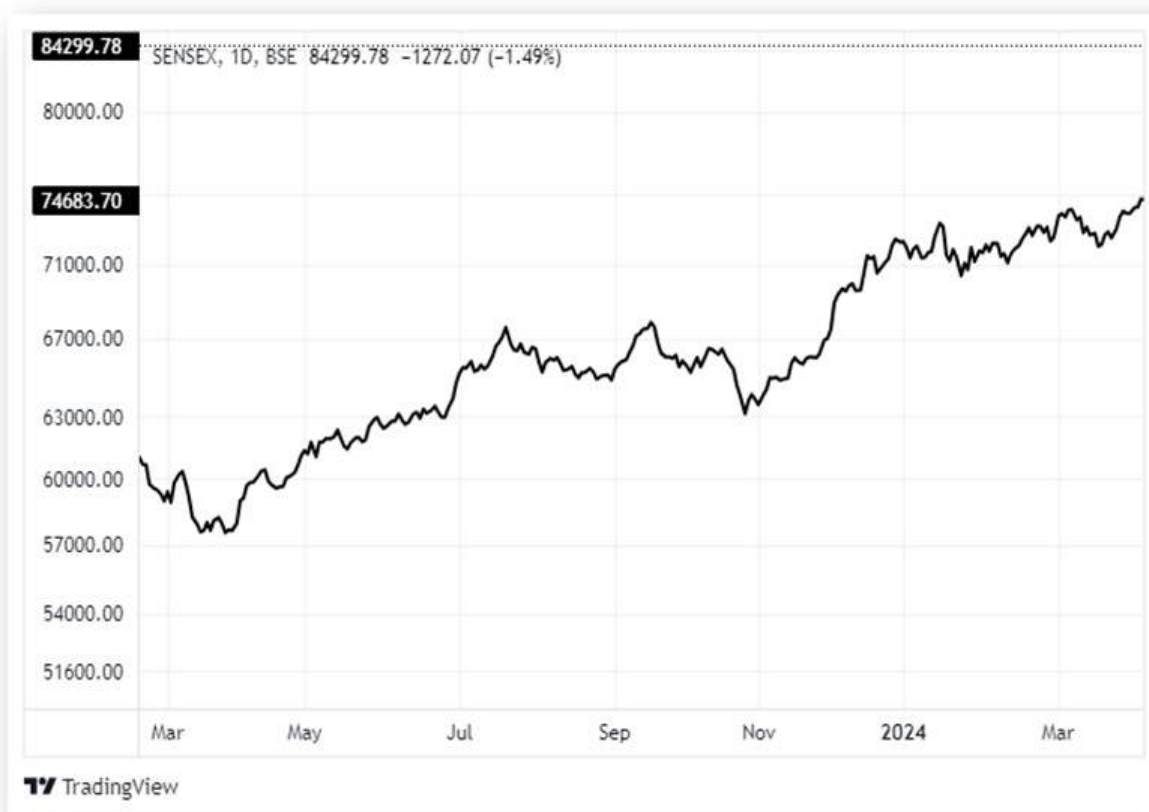
FY 2023-24 witnessed the highest ever FII inflow in the Indian equities market. During the year, FIIs were net sellers in just 3 months and buyers in the remaining 9 months investing 2 lakh crores in the Indian equities after outflows worth 37,632 crore in FY 2022-23. FY 2023-24 also witnessed positive FPI inflows in the Indian debt market worth 1.19 lakh crore after an outflow of 8,937 crore in FY 2022-23. This was the highest inflow in the debt segment since FY 2017-18. The net inflow in the debt market was mainly the result of declining US bond yields which is expected to continue in FY 2024-25. The flows from foreign investors were largely driven by factors such as inflation and interest rate scenarios in developed markets such as the US and UK, currency movement, the trajectory of crude oil prices, and geopolitical scenario despite which the Indian economy continued to be the fastest-growing major economy in the world. Despite the soaring valuations, most market experts remain optimistic about the long-term growth prospects of Indian equities led by progressive policy reforms, economic stability, and attractive investment avenues.



**India fourth largest global equity market**

World	Market capitalization (US\$ trillion)
US	56.49
China	8.84
Japan	6.30
India	5.20
Hong Kong	5.17

**Sensex surged to record highs in FY23-24**



Source: Moneycontrol

**Company Overview**

Algoquant Fintech Limited (hereafter referred to as 'Our Company') has emerged as the torchbearer in the field of algo trading. We offer a variety of financial services, specializing in high-frequency and strategy-based trading across all Indian exchanges, including those for equities, commodities, and currencies. We provide automation in financial transactions across a wide range of asset classes led by different specific technology solutions. We have established ourselves as a true financial giant and are the frontrunners in providing algo trading solutions to clients both in India and abroad. We aim to cater to the new age retail and institutional customers grow and multiply their investments.

## 2. Opportunities and Threats

### Opportunities

- Trading in Financial Instruments services will have more opportunities if the long-term economic outlook is favorable.
- Growing percentage of discretionary income going to the financial services industry. This places us in a sweet spot to leverage the growth opportunity the sector presents.
- Regulatory changes would encourage increased engagement from investors of all types.
- Strong Tech Expertise- We are providing hi-tech solutions to our esteemed client. we implement RMS and ensure adoption of automated solutions and digitalized processes. Our algo trading strategy platform is based on algorithmic and quantitative trading solutions. and risk monitoring tools Making use of technology to support best practices and procedures.

### Threats

- Short-term economic slowdown impacting investor sentiments and business activities.
- Other assets are becoming more appealing as investment opportunities due to market changes.

## 3. Segment- Wise or Product- Wise Performance

The Company is a technology driven trading entity. Involved in Business activities of trading in securities/financial instruments. We are one of the leaders in Low-risk arbitrage and high frequency trading in the Indian Capital Markets.

There is no Segment distribution of business of our company.

## 4. Future Outlook and Prospects

As per the records available on the website of the BSE Limited ('BSE'), the Company entered and occupied the position of top 2000 Companies based on the market capitalization calculated as on the last day of the financial year.

Our focus remained to continuously invest in personnel, technology and improve the size of balance sheet. We are on track to achieve several milestones as per our internal forecasts. The roadmap appears equally encouraging and we are ready to march to the next leg of growth that will demonstrate our growing capabilities at scale as well as expertise in several complex trading strategy. The industry is supportive, and the demand scenario continues to be favorable. Our objective is to continue on this profitable growth journey and deliver sustained value for our stakeholders.

\*(<https://www.bseindia.com/static/about/downloads.aspx>)

## 5. Risk Management & Concerns

The Company has laid down procedures to inform Board Members about the risk assessment and minimization procedures.

## 6. Human Resource Development and Industrial Relations including number of people employed

The Company considers human capital to be a key pillar of growth. Its skilled and professional management team is a strong driving force. The Company ensures a safe, conducive, and productive work environment. The HR policies continually strive towards attracting, retaining, and developing the best talent required for the business to grow.

To provide a constant and consistent connection as well as uninterrupted services, the Company has used technology to promote regular communication in its staff personnel's.

## 7. Internal Control System

The Company has adequate internal control procedures commensurate with the size of the Company and the nature of its business. These systems are designed to ensure that all the assets of the Company are safeguarded and protected against any loss and that all the transactions are properly authorized recorded and reported.

The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of internal control systems and suggests improvements to strengthen the same. The Board of Directors has framed a policy which ensures the orderly and efficient conduct of its business, safeguarding of its assets, to provide greater assurance regarding prevention and detection of frauds and accuracy and completeness of the accounting records of the company.

Further, your Company has adequate internal financial control with reference to its financial statements.

## 8. Financial Review and Analysis

The financial performance of the Company for the financial year ended March 31, 2024 is given as under: -

Performance	Year ended 31-03-2024	Year ended 31-03-2023
Total Revenue from continuing operations	6,482.69	1371.01
Total Expenditure from continuing operations	5457.30	2019.90
Profit before tax from continuing operations	1025.39	(648.89)
Tax expense	45	(355.80)
Profit for the year from continuing operations	980.39	(293.09)
Profit for the year from discontinued operations	15	(48.79)
<b>Profit/(Loss) for the year</b>	<b>995.39</b>	<b>(341.88)</b>
<b>Other comprehensive income</b>	<b>1.39</b>	<b>416.43</b>
<b>Total comprehensive income for the year</b>	<b>996.78</b>	<b>74.55</b>

*\*Profit before tax from continuing operations includes amount from exceptional gain.*

(c) Details of Significant Changes (i.e., change of 25% or more as compared to the immediately previous financial year) in key financial ratios along with detailed explanations thereof: -

S. No.	Particulars	FY 2023-24	FY 2022-23	Detailed explanation for changes thereof
i.	Interest Coverage Ratio	3.33 Times	3.08 Times	Due to company's improved profitability this year we have seen an increase compared to previous year.
ii.	Current Ratio	2.18 times	1.61 Times	Increase in current ratio is primarily due to increase in other financial assets and there is decrease in short-term borrowings as compared to previous financial year.
iii.	Net Profit Margin (%)	15.51%	-26.62%	Due to company's improved profitability this year we have seen an increase compared to previous year.
iv.	Debtors Turnover	NA	NA	-
v.	Inventory Turnover	NA	NA	-
vi.	Debt Equity Ratio	.44 times	0.8	The ratio has improved owing to reduction in overall debt of the Company in comparison to previous year.
vii.	Operating Profit Margin (%)	21.83%	36.25%	Decrease due to increase in operational expense as a result of increase in revenue as compare to previous year.

**9. Details of any change in Return on Net worth as compared to the immediately previous Financial Year along with a detailed explanation thereof**

The Return on Net Worth for the financial year 2023-24 is 22.49% as compared to previous financial year 2022-23 which was loss of 9.97% (return calculated profit/loss after tax). This change in return on net worth is because the new management has commenced operations in the Company and the results of the continuing operations are positive.

**10. Cautionary Statement**

Certain Statements in the "Management Discussion and Analysis" describing the Company's objectives, expectations or predictions may be "forward looking Actual results could differ materially from those expressed or implied due to various risk & uncertainties. Important factors that could make a difference to the Company's operations include changes in Govt. regulations,

tax regimes, economic developments and other factors such as litigation. The company does not undertake to update these statements.

**By order of Board of Directors  
For Algoquant Fintech Limited**

**sd/-  
Devansh Gupta  
Managing Director  
DIN:06920376**

**sd/-  
Dhruv Gupta  
Director  
DIN:06920431**

**Place: New Delhi  
Dated: October 08, 2024**

## CORPORATE GOVERNANCE REPORT

In accordance with Regulation 34(3) read with Part C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI (LODR) Regulations" including any amendment thereto for the time being in force and any other applicable provisions, if any (including any statutory modifications or re-enactments thereof for the time being in force) the following is the report on Corporate Governance Systems and processes as followed detailing Algoquant Fintech Limited (hereafter referred to as "Company").

### 1) Company's Philosophy on code of Governance

Corporate Governance is a process that aims to allocate corporate resources in a manner that maximizes value for all Stakeholders – shareholders, investors, employees, customers, suppliers, environment and the community at large and holds those at the helms to account by evaluating their decisions on transparency, inclusivity, equity and responsibility.

The Company believe in adopting and adhering to the best recognized corporate governance practices and also believe that the best corporate governance practices are necessary to promote corporate fairness, transparency and accountability in the best interest of various Stakeholders of the Company.

Corporate Governance is an integral part of values and ethics followed by the Company. The foundation of Corporate Governance envisages most efficient utilization of resources for enhancing the values of the enterprise by effectively monitoring executive performance and supporting the entrepreneurship spirit as well as ensuring the enterprise's ethical behavior in honoring and protecting the rights of all stakeholders, including discharge of social responsibility, through highest level of transparency and accountability in all aspects of its operations. The core values of the Company are:

- \* Caring for people.
- \* Integrity including intellectual honesty, openness, fairness & trust.
- \* Commitment to excellence and customer satisfaction.

The Company has a Code of Conduct for directors & senior management in place, which reaffirms its commitment to stakeholders and clearly lays out the basic principles and corporate ethics that must be followed by its whole management team. The Company attempts to create and meet excellent corporate governance standards. The very essential characteristics of the Company are transparent functioning, social responsiveness and accountability towards shareholders.

The Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V and clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as applicable, with regard to corporate governance.

The details of Company's board structure and the various committees that constitute the governance structure of the organization are covered in detail in this report.

### 2) Board of Directors

The Board of Directors are constituted by shareholders for overseeing the Company's overall functioning. The Board provides strategic direction and leadership and oversees the management policies and their effectiveness looking at long-term interests of shareholders and other



stakeholders. The Board of Directors of the Company is the focal point of corporate governance for the Company as it recognizes the benefit of governance. The Board exercises independent judgement in overseeing the affairs of the Company. The Board comprises of directors that bring a wide range of skills, expertise and experience and enhances the overall Board effectiveness. Brief profiles of the directors are set out in this annual report. The Board along with its committees provides leadership and guidance to the management and enhances shareholder's value.

**(a) Composition and Category of Directors:**

The composition of the Board represents an optimum mix of Executives and Non- Executives directors including women director having requisite skills and expertise and is in compliance with the provisions of Section 149, 150,152 of the Companies Act, 2013 ("the Act") and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As on 31 March 2024, the Board comprised of Six (6) Directors, one (1) of them is Executive Director namely Mr. Devansh Gupta (DIN: 06920376), two (2) being Non-Executive Directors namely Mr. Dhruv Gupta (DIN: 06920431) and Mr. Himanjal Jagdishchandra Brahmbhatt (DIN: 00049679) and three (3) being Non-Executive Independent Directors namely Mr. Gyaneshwar Sahai (DIN: 00657315), Mr. Amit Gupta (DIN: 07085538) and Ms. Shubhangi Agarwal (DIN: 08135535).

However, none of the Directors on the Board is a member of more than 10 Committees or act as Chairperson of more than 5 Committees as specified under Regulation 26(1) SEBI (LODR) Regulations, 2015 across all the Companies in which they are Directors. Necessary disclosures regarding Committee positions have been made by the Directors. The Independent Directors are fulfilling the criteria of independence of the management and obliges the requirements as stipulated under Section 149(6) of the Companies Act, 2013 and Regulation 16(b) of the SEBI (LODR) Regulations 2015.

The Composition of the Board and category of Directors are as under:

Category of Director	Name of Director	Designation	No. of Directors	% of Total No. of Director
Executive Director	1. Mr. Devansh Gupta	Managing Director	1	16.67%
Non-Executive Non-Independent Director	1. Mr. Dhruv Gupta 2. Mr. Himanjal Jagdishchandra Brahmbhatt	Non-Executive Director Non-Executive Director	2	33.33%
Non-Executive Independent Director	1. Mr. Gyaneshwar Sahai 2. Mr. Amit Gupta 3. Ms. Shubhangi Agarwal	Independent Director Independent Director Independent Director	3	50%
Total			6	100%

**(b) Attendance Record of Directors:**

Name	Category	Total No. of Board meetings held during FY 2023-2024	No. of Board Meetings attended by directors in 2023-2024	Last AGM whether attended
Mr. Devansh Gupta	Managing Director	6	6	Yes
Mr. Dhruv Gupta	Non-Executive Non-Independent Director	6	6	Yes
Mr. Himanjal Brahmhatt Jagdishchandra	Non-Executive Non-Independent Director	6	6	Yes
Mr. Amit Gupta	Non-Executive Independent Director	6	6	Yes
Mr. Gyaneshwar Sahai	Non-Executive Independent Director	6	6	Yes
Ms. Shubhangi Agarwal	Non-Executive Independent Director	6	6	Yes

**(c) Details of Directorship in other listed entity and name of committees in which director is a member or chairperson**

Name of Director & DIN	Category	Name of other listed entity	Name of Committees in which director is a member or chairperson
Mr. Devansh Gupta (DIN :06920376)	Managing Director	NA	NA
Mr. Dhruv Gupta (DIN :06920431)	Non-Executive Non-Independent Directors	NA	NA
Mr. Himanjal Jagdishchandra Brahmhatt (DIN: 00049679)	Non-Executive Non-Independent Directors	NA	NA
Mr. Amit Gupta (DIN: 07085538)	Non-Executive Independent Directors	NA	NA
Mr. Gyaneshwar Sahai (DIN: 00657315)	Non-Executive Independent Directors	Director in following Listed Entity- <b>1. Integrated Capital Services Limited</b> Non-Executive Independent Director	Member/Chairperson in following committees- <b>1. Integrated Capital Services –</b> Audit Committee- <i>Chairman</i> ,  Nomination and Remuneration Committee- <i>Member</i> & Investment Committee- <i>Member</i>

Name of Director & DIN	Category	Name of other listed entity	Name of Committees in which director is a member or chairperson
Ms. Shubhangi Agarwal (DIN: 08135535)	Non-Executive Independent Directors	Director in following Listed Entities- <b>1. Shigan Quantum Technologies Limited-</b> Non-Executive Independent Director  <b>2. Credent Global Finance Limited-</b> Non-Executive Independent Director	Member/Chairperson in following committees-  <b>1. Shigan Quantum Technologies Limited</b>  Audit Committee- <i>Member</i>  Nomination and Remuneration Committee- <i>Member</i>  <b>2. Credent Global Finance Limited (formerly known as Oracle Credit Limited) –</b>  Audit committee- <i>Member</i>  Nomination and Remuneration Committee- <i>Member</i>  Stakeholders Relationship Committee- <i>Member</i>

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

During the financial year 2023-2024, total 6 (Six) meetings of board of directors of the Company were held i.e., 24/04/2023, 30/05/2023, 10/08/2023, 01/09/2023, 07/11/2023, 12/02/2024. The intervening period between two meetings was well within the maximum period mentioned under Section 173 of Companies Act, 2013 and SEBI Listing Regulations. The necessary quorum was present in all the meetings.

During the year under review, the minimum information required to be placed before the Board of Directors as specified in Part A of Schedule II of the SEBI (LODR Regulations), 2015, was periodically placed before the Board for their consideration, to the extent applicable and deemed appropriate by the management. This information was either included in the notes to agenda or tabled prior to the Board Meeting.

The Board periodically reviews the compliance reports of all laws applicable to the Company.

**Separate Meeting of Independent Directors:**

As stipulated by the code of Independent Directors under Schedule IV of the Companies Act, 2013, a separate meeting of the Independent Directors of the Company was held on February 12, 2024 to review the performance of non-Independent Director and the Board as a whole. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the management and the Board and its Committees which is necessary to effectively and reasonably perform and discharge the duties.

**(e) Disclosure of relationship between Directors inter-se**

As on 31st March 2024, the nature of relationship between the Directors inter-se are mentioned below:

Name of Directors	Disclosure of relationship between Directors inter-se
Mr. Dhruv Gupta	He has no interest/relationship with any member of the Board of directors in any manner <b>except with Mr. Devansh Gupta (Relative-Brother)</b>
Mr. Devansh Gupta	He has no interest/ relationship with any member of the Board of directors in any manner <b>except with Mr. Dhruv Gupta (Relative- Brother)</b>
Mr. Himanjal Brahmhatt Jagdishchandra	He has no interest / relationship with any member of the Board of directors in any manner either directly or indirectly
Mr. Gyaneshwar Sahai	He has no interest / relationship with any member of the Board of directors in any manner either directly or indirectly
Mr. Amit Gupta	He has no interest / relationship with any member of the Board of directors in any manner either directly or indirectly
Ms. Shubhangi Agarwal	She has no interest/relationship with any member of the Board of directors in any manner either directly or indirectly

**(f) number of shares and convertible instruments held by non- executive Directors:**

As on 31st March 2024, there were five non-executive directors and details of number of shares and convertible instruments held by these non-executive directors are mentioned below:

Name of Directors	Number of Shares	Convertible instruments
Mr. Dhruv Gupta	54500 Equity Shares 0.68% of the total paid up equity share capital of the Company	NIL
Mr. Himanjal Brahmhatt Jagdishchandra	NIL	NIL
Mr. Gyaneshwar Sahai	NIL	NIL
Mr. Amit Gupta	NIL	NIL
Ms. Shubhangi Agarwal	NIL	NIL

**(g) web link where details of familiarization programmes imparted to independent directors is disclosed.**

As per the provisions of Regulations 25(7) and 46 of SEBI (LODR Regulations) 2015, web link of familiarization programmes imparted to independent director of the company can be accessed at: [www.algoquantfintech.com](http://www.algoquantfintech.com).

**(h) A chart or a Matrix Setting out Skills/Expertise/Competencies of the board of directors:**

The following is the list of core skills/expertise/ competencies identified by the board of directors as required in the context of the Company’s business and that the said skills are available with the Board Members:

- a. Composition of the Board, which is commensurate with the size of the Company, its portfolio and its status as a listed Company.

- b. Knowledge on Company’s Business, policies and business culture major risks/threats and potential opportunities and knowledge of the industry in which the Company operates.
- c. professional qualifications, expertise and experience
- d. in specific area of relevance to the Company;
- e. personal characteristics being in line with the Company’s values, such as integrity, honesty, transparency and pioneering mindset, etc.

Skills/ Expertise /Competencies	Name of Directors					
	Devansh Gupta	Dhruv Gupta	Himanjal Brahmhatt Jagdishchandra	Gyaneshwar Sahai	Amit Gupta	Shubhangi Agarwal
<b>General Management/Governance-</b> Strategic thinking, decision making and protect interest of all stakeholders	✓	✓	✓	✓	✓	✓
<b>Professional Qualification</b> Understanding the financial statements, financial controls, capital allocation, risk management, mergers, and acquisitions, expertise in Finance and Accounting, etc.	✓	✓	✓	✓	✓	✓
<b>Technical Skills-</b> Significant background in technology, resulting in knowledge of how to anticipate technological trends, generate disruptive innovation and extend or create new business models, risk management strategy, etc	✓	✓	✓	✓	✓	✓
<b>Crafting of Business Strategies-</b> Developing long-term strategies to grow business in a sustainable manner in diverse business environments and changing economic conditions	✓	✓	✓	✓	✓	✓
<b>Behavioral</b> Competencies, Integrity and ethical standards, mentoring abilities and inter personal relations	✓	✓	✓	✓	✓	✓

**(i) Confirmation that in the opinion of the Board, the Independent Director fulfill the condition specified in this regulation and are independent of the Management:**

Pursuant to Section 149(6) of the Act along with rules framed thereunder and Regulation 16(1)(b) of the SEBI (LODR Regulations), 2015, the Independent Directors have provided an annual confirmation that they meet the criteria of independence, and in terms of Regulation 25(8) of the SEBI (LODR Regulations), 2015, they also have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. 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 Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (LODR Regulations), 2015 and that they are independent of the management.

Further, declaration on compliance with Rule 6(3) of the Companies (Appointment and Qualifications of Directors) Rules, 2014 as amended by MCA’s Notification dated 22nd October 2019 regarding the requirement relating to the enrolment in the Data Bank created by Ministry

of Corporate Affairs for Independent Directors, has been received from all the Independent Directors.

- (j) **Detailed reason for resignation of an Independent Director who resigns before the expiry of his/her tenure along with the confirmation by such director that there is no other material reason other than those provided:**

No Independent director resigned before the expiry of his/her tenure.

### COMMITTEES OF THE BOARD

The Board Committees are set up as per the applicable provisions of Companies Act, 2013 read with and SEBI (LODR) Regulations, 2015. In Compliance with the said provisions, the Company has the following committees:

- (i) Audit Committee ("AC")
- (ii) Nomination and Remuneration Committee ("NRC")
- (iii) Stakeholder Relationship Committee ("SRC")

Name of Committee	Extract of Terms of Reference	Category & Composition			Other details
		S. No.	Name of the Member	Designation	
Audit Committee	Committee is constituted in line with the provisions of Regulation 18 of SEBI Listing Regulations and Section 177 of the Companies Act, 2013. <ul style="list-style-type: none"> <li>• Oversight of financial reporting process.</li> <li>• Reviewing with the management, the annual financial statements and auditors' report thereon before submission to the Board for approval.</li> <li>• Scrutiny of inter-corporate loans and investments</li> <li>• Evaluation of internal financial controls and risk management systems.</li> <li>• Recommendation for appointment, remuneration and terms of appointment of auditors of the Company.</li> <li>• Approve policies in relation to the implementation of the Insider Trading Code and to supervise implementation of the same.</li> </ul>	1	Mr. Amit Gupta (Chairperson)	Non-Executive Independent Director	<ul style="list-style-type: none"> <li>• The Audit Committee met 6 (Six) times during the year under review.</li> <li>• The Company Secretary is acting as a Secretary to the Audit Committee.</li> <li>• The previous AGM of the Company was held on 27 September, 2023 and was attended by Amit Gupta, Chairperson of the Audit Committee.</li> </ul>
		2	Mr. Gyaneshwar Sahai	Non-Executive Independent Director	
		3	Mr. Himanjal Jagdishchandra Brahmbhatt	Non-Executive Non-Independent Director	



Name of Committee	Extract of Terms of Reference	Category & Composition			Other details
Nomination and Remuneration Committee	Committee is constituted in line with the provisions of Regulation 19 of SEBI Listing Regulations and Section 178 of the Companies Act, 2013.  o Recommend to the Board the setup and composition of the Board and its Committees.  o Recommend to the Board the appointment/re-appointment of Directors and Key Managerial Personnel.  o Support the Board and Independent Directors in evaluation of the performance of the Board, its committees and individual Directors.  o Recommend to the Board the Remuneration Policy for Directors, Key Managerial Personnel as well as the rest of employees.  o Oversee familiarization programs for Directors.	S. No.	Name of the Member	Designation	· The NRC met 2(Two) times during the year under review  · The previous AGM of the Company was held on 27 September ,2023 and was attended by Amit Gupta, Chairperson of the NRC.  · Performance evaluation criteria for independent directors:  For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director.  The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description.  For the purpose of identifying suitable candidates, the Committee may:  a) use the services of an external agencies, if required;  b) consider candidates from a wide range of backgrounds, having due regard to diversity; and  c) consider the time commitments of the candidates.
		1	Mr. Amit Gupta (Chairperson)	Non-Executive Independent Director	
		2	Mr. Gyaneshwar Sahai	Non-Executive Independent Director	
		3	Ms. Shubhangi Agarwal	Non-Executive Independent Director	
Stakeholders' Relationship Committee	Committee is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulations and Section 178 of the Companies Act,2013.  o Consider and resolve the grievances of securityholders.  o Consider and approve issue of share certificates, transfer and transmission of securities, etc.  o Review activities with regard to the Health Safety and Sustainability initiatives of the Company.	S. No.	Name of the Member	Designation	· Three SRC meetings were held during the year under review.  · The previous AGM of the Company was held on 27 September, 2023 and was attended by Gyaneshwar Sahai, Chairperson of the SRC.  · Details of Investor complaints and Compliance Officer of the company:  a) number of shareholders' complaints received during the financial year: 4  b) number of complaints not solved to the satisfaction of shareholders: <b>NIL</b>  c) number of pending complaints: <b>NIL</b>
		1	Mr. Gyaneshwar Sahai (Chairperson)	Non-Executive Independent Director	
		2	Mr. Amit Gupta	Non-Executive Independent Director	
		3	Ms. Shubhangi Agarwal	Non-Executive Independent Director.	

**Number of committee meetings held and attendance records:**

Name of Committee	Audit Committee	Nomination & Remuneration Committee	Stakeholders' Relationship Committee
No. of meetings held	6	2	3
Date of meetings	· 24 April,2023	· 01 September,2023	· 30 May, 2023
	· 30 May,2023	· 07 November, 2023	· 10 August, 2023
	· 10 August 2023		· 07 November, 2023
	· 01 September,2023		
	· 07 November, 2023		
	· 12 February, 2023		
<b>Name of Members of Committees</b>	<b>Number of meetings attended by chairperson/ member</b>		
Mr. Amit Gupta	6	2	3
Mr. Gyaneshwar Sahai	6	2	3
Mr. Himanjal Jagdishchandra Brahmbhatt	6	NA	NA
Ms. Shubhangi Agarwal	NA	2	3

**3. Risk Management Committee**

During the Financial Year ended 31 March 2024, the Company was not required to constitute the Risk Management committee, therefore, details for the same have not been provided hereto.

**4. REMUNERATION OF DIRECTORS:**

**(a) all pecuniary relationship or transactions of the non-executive directors vis-à-vis the listed entity:**

The details of sitting fee paid during the Financial Year are as under:

Particulars	Amit Gupta	Gyaneshwar Sahai	Shubhangi Agarwal
Sitting fees for the Board Meetings and committees	1,25,000	1,25,000	1,25,000
Commission	-	-	-
Others	-	-	-
<b>Total</b>	<b>1,25,000</b>	<b>1,25,000</b>	<b>1,25,000</b>

**(b) criteria of making payments to non-executive directors:**

The criteria for making payments to non-executive directors is disseminated on the website of the Company and the same can be accessed at [www.algoquantfintech.com](http://www.algoquantfintech.com).

(c) disclosures with respect to remuneration: in addition to disclosures required under the Companies Act, 2013, the following disclosures shall be made:

i. *all elements of remuneration package of executive directors summarized under major groups, such as salary, benefits, bonuses, stock options, pension etc*

Name of Director	Salary Benefits (fixed)	Perquisites	Allowance	Commissions	Performance linked incentive	Others (viz Sitting fees)
Mr. Devansh Gupta	Rs. 72,00,000	-	-	-	-	-

ii. *details of fixed component and performance linked incentives, along with the performance criteria:* as mentioned above.

iii. *service contracts, notice period, severance fees:* The Notice Period and Service contract of Directors and KMP's of the Company are in accordance with the Nomination and Remuneration policy of the Company and their respective appointment letters. No severance pay is payable on termination of appointment.

iv. *stock option details, if any and whether issued at a discount as well as the period over which accrued and over which exercisable:* Further, no stock options had been issued by the Company during the financial year 2023-24.

## 5. General Body Meetings:

(a) Location and time where last three annual general meetings held including the special resolution passed in previous three (3) annual general meetings:

For the Financial Year	Venue	Day, Date & Time
2020-2021	It was convened through Video Conferencing/Other Audio-Visual Means and the venue of the meeting was the registered office of the Company.	Wednesday, 27 <sup>th</sup> October, 2021 at 04:30 P.M.
2021-2022	It was convened through Video Conferencing/Other Audio-Visual Means and the venue of the meeting was deemed to be the registered office of the Company.	Saturday, 30 <sup>th</sup> July 2022 at 04:00 P.M.
2022-2023	It was convened through Video Conferencing/Other Audio-Visual Means and the venue of the meeting was deemed to be the registered office of the Company.	Wednesday, 27 <sup>th</sup> September 2023 at 11:00 A.M.

**(b) whether any special resolutions passed in the previous three annual general meetings**

For the Financial Year	Details of Special Resolution Passed
2020-2021	<ul style="list-style-type: none"> <li>• Approval for change of name of the Company and consequential amendment to Memorandum of Association and Article of Association of the Company.</li> <li>• To take approval of Material Related Party Transaction held with Mandelia Investments Private Limited, Promoter of the Company.</li> <li>• To take approval of Material Related Party Transaction held with Mr. Devansh Gupta, Managing Director of the Company.</li> <li>• Alteration of Capital Clause of Memorandum of Association of the Company.</li> </ul>
2021-2022	<ul style="list-style-type: none"> <li>• To approve and increase the Managerial remuneration payable to Mr. Devansh Gupta, Managing Director of the Company.</li> <li>• To confirm the appointment of Ms. Shubhangi Agarwal.</li> <li>• To confirm the appointment of Mr. Gyaneshwar Sahai as an Independent Director.</li> <li>• To give Loan, make investment, give guarantee(s), and provide security under section 186 of the companies Act, 2013.</li> <li>• To consider and authorize borrowings &amp; creation of charge/provide security.</li> <li>• To seek approval under section 185 of Companies Act, 2013.</li> <li>• To approve the shifting of Registered Office of the Company from "NCT of Delhi &amp; Haryana" to "State of Gujarat" and consequent amendment in situation clause of Memorandum of Association.</li> </ul>
2022-2023	<ul style="list-style-type: none"> <li>• To increase an overall Managerial remuneration payable to the Directors of the Company.</li> <li>• To approve the Managerial remuneration payable to Mr. Devansh Gupta, Managing Director of the Company.</li> </ul>

**Details of EGM held:** No *Extra-ordinary General Meeting ('EGM')* was held during the previous 3 (three) financial years.

**POSTAL BALLOT**

- a) Shareholder's approval through postal ballot was not sought for any matter during the Financial Year 2023-24.

There is no immediate proposal for passing a resolution through postal ballot. In case a resolution is proposed to be passed through postal ballot, the procedure of postal ballot and other requisite details shall be provided in the postal ballot notice.

**6. Means of Communication****(a) Quarterly Results:**

In compliance with the requirements of the SEBI Listing Regulations, the Company regularly intimates quarterly un-audited and yearly audited financial results to the Stock Exchange in the format within the timelines as prescribed under Regulation 33 of SEBI (LODR) Regulations and the financial results are immediately intimated and reported to the Stock Exchange after they are taken on record by the Board.

The dates on which the financial results of the Company were declared as on the financial year 2023-24 are as follows:

S. No.	For Quarter Ended	Results were announced on-
1	30.06.2023	August 10, 2023
2	30.09.2023	November 07, 2023
3	31.12.2023	February 12, 2024
4	31.03.2024	May 30, 2024

**(b) Newspapers wherein results normally published:**

The quarterly, half-yearly and annual financial results of the Company are published in leading newspaper – Financial Express in English and Gujarati (Ahmedabad Edition) for June 2023, September 2023, December 2023 and March 2024 in India. After the declaration of the quarterly, half-yearly and annual results are submitted to the BSE Limited (BSE).

**(c) Website wherein results normally published:**

The website of the Company [www.algoquantfintech.com](http://www.algoquantfintech.com) provided for a separate dedicated section "Investors Desk" which contains details / information for various stakeholders including Financial Results, Shareholding Pattern, Company Policies, etc. The Shareholders / Investors can view the details of electronic filings done by the Company on the respective websites of BSE Limited. The Company's Annual Report is also available in a user-friendly and downloadable form. A Management Discussion and Analysis Report is a part of the Company's Annual Report.

**(d) Whether it also displays official news releases:**

As a matter of policy, the Company will display the official news release at its website at [www.algoquantfintech.com](http://www.algoquantfintech.com) whenever applicable.

**(e) Presentations made to institutional investors or at the analysts:**

There were no instances during the year, which requires the Company to make any presentation before institutional investor or to the analyst.

**7. General Shareholder Information**

(a) Annual General Meeting Day, Date, Time and Venue	Wednesday, 30th day of October, 2024 at 5:00 P.M through VC/OAVM mode
(b) Financial Year	01 <sup>st</sup> April,2023 - 31 <sup>st</sup> March,2024
(c) Dividend Payment Date	NA
(d) Name and address of stock exchange(s) at which the listed entity's securities are listed and confirmation about the payment of annual listing fees to each stock exchange(s).	BSE Limited Address: Floor No.25 Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001. Annual Listing fees for the financial year 2023-24 has been duly paid to the above Stock Exchange i.e. BSE.
(e) Stock code	BSE - 505725
(f) In case the securities are suspended from trading, the directors' report shall explain the reason thereof	Not Applicable
(g) Registrar to an issue and share transfer agents	Link Intime Private Limited Noble Heights, 1st Floor, C-1 Block, Janakpuri, New Delhi-110058
(h) Share Transfer System	All share transfer and other communications regarding share certificates, change of address, dividends, etc. should be addressed to the RTA. The Company, obtains from a Company Secretary in Practice, half yearly certificate of compliance with the share transfer formalities as required under Regulation 40(9) of the Listing Regulations, and files a copy of the same with the Stock Exchange.

(i) Dematerialization of shares and liquidity	The shares of the Company are compulsorily to be traded on BSE Platform in dematerialized form. To facilitate trading in demat form, in India, there are two depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The Company has entered into agreement with both these depositories.
	As on 31 March 2024, <b>91.27%</b> of the equity shares of the Company are in dematerialized form.
(i) Dematerialization of shares and liquidity	The shares of the Company are compulsorily to be traded on BSE Platform in dematerialized form. To facilitate trading in demat form, in India, there are two depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The Company has entered into agreement with both these depositories.
	As on 31 March 2024, <b>91.27%</b> of the equity shares of the Company are in dematerialized form.
(j) Outstanding global depository receipts or American Depository Receipts ('ADR') or warrants or any convertible instruments, conversion date and likely impact on equity	Not Applicable
(k) Commodity price risk or foreign exchange risk and hedging activity	Not Applicable
(l) Plant Location	Not applicable on the Company, since the business of the Company is in 'trading in financial instruments'
(m) Address for Correspondence	<b>To the Company:</b>
	Ms. Barkha Sipani (Company Secretary and Compliance Officer)
	<b>Registered Office Address:</b> Unit no. 705, 7 <sup>th</sup> Floor of ISCON Elegance, developed at Plot No. 24, Prahalad Nagar Ahmedabad City, Gujarat 380015 India
	<b>Corporate Office Address:</b> 4/11, 1st Floor, Asaf Ali Road, Central Delhi, New Delhi – 110002, India
	<b>To Registrar and Share Transfer Agents:</b>
	Link Intime Private Limited Noble Heights, 1st Floor, C-1 Block, Janakpuri, New Delhi-110058
(n) 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 programmes or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad.	Not Applicable

**Market Price Data - High, Low (based on daily closing prices) and number of equity shares traded during each month in FY 2024 on BSE:**

Month	Algoquant Fintech Limited (BSE)	
	High Price	Low Price
Apr-23	629.75	500.25
May-23	627.5	566.1
Jun-23	627	528.9
Jul-23	685	565.5
Aug-23	759.9	601.6
Sep-23	699.9	573
Oct-23	774.8	612.5
Nov-23	889	724
Dec-23	1299	885.35
Jan-24	1394	972.1
Feb-24	1618.85	1324.05
Mar-24	1619.8	1108.9

*\*Data source from the website of the BSE Limited.*



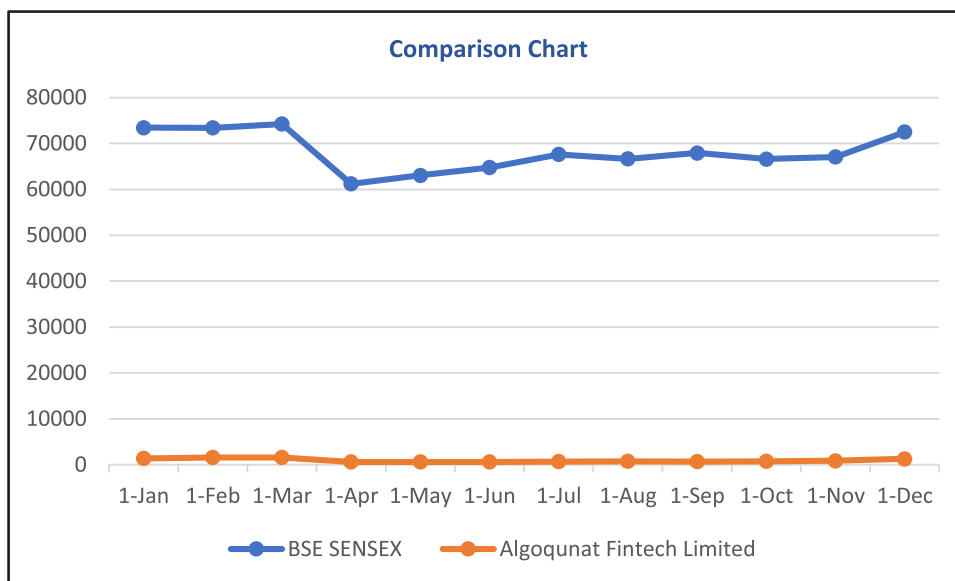
**Performance in comparison to broad-based indices such as BSE Sensex:**

**BSE Sensex**

Month	BSE SENSEX	
	High	Low
Apr-23	61209.46	58793.08
May-23	63036.12	61002.17
Jun-23	64768.58	62359.14
Jul-23	67619.17	64836.16
Aug-23	66658.12	64723.63
Sep-23	67927.23	64818.37
Oct-23	66592.16	63092.98
Nov-23	67069.89	63550.46
Dec-23	72484.34	67149.07
Jan-24	73427.59	70001.6
Feb-24	73413.93	70809.84
Mar-24	74245.17	71674.42

**Performance comparison chart of the share price of the Company in comparison to the BSE Sensex:**

The comparison of performance of Company with BSE SENSEX and is detailed below in the table. The graph is made on the basis of daily close price of Algoquant Fintech Limited share and BSE SENSEX. Accordingly, our reporting period for the below mentioned reporting is from 1st April, 2023 to 31st March, 2024.



**Distribution of Shareholding:**

Category	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
1-500	1907	72.8141	185190	2.3045
501-1000	305	11.6457	238181	2.9639
1001-2000	211	8.0565	312271	3.8859
2001-3000	70	2.6728	172931	2.152
3001-4000	41	1.5655	143317	1.7834
4001-5000	17	0.6491	79945	0.9948
5001-10000	38	1.4509	287626	3.5792
10001 & above	30	1.1455	6616539	82.3362
<b>Total</b>	<b>2619</b>	<b>100</b>	<b>8036000</b>	<b>100</b>

**Dematerialization of Shares**

The number of shares held in dematerialized and physical mode is as under:

Particulars	No. of Shares	% of total Capital issued
Held in Dematerialized form in NSDL	63,45,380	78.96%
Held in Dematerialized form in CDSL	9,89,550	12.31%
Physical	7,01,070	8.73%
<b>Total</b>	<b>80,36,000</b>	<b>100%</b>

*\*Data source form our Registrar and Share Transfer Agent i.e., Link Intime Private Limited.*

**8. Other Disclosures****(a) Disclosures on materially significant related party transactions that may have potential conflict with the interest of listed entity at large**

A detailed note on materiality significant related party transactions has been provided in Note No.27 to the financial statements of the Company which sets out related party disclosures pursuant to Ind-AS.

Also, the Company has not entered any Material Significant Related Party Transaction that may have potential conflict with the interests of listed entity at large during the year.

**(b) Details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years**

There was/were no case of any non-compliance by the said Company during the last three years.

No penalty, strictures had been imposed on the Company by Stock Exchange or any statutory authority, on any matter related to the capital markets during last three years.

- (c) Details of establishment of vigil mechanism/whistle blower policy, and affirmation that no personnel has been denied access to the audit committee.**

The Company has established a Vigil Mechanism/ Whistle Blower Policy to provide a framework to promote responsible and secure whistle blowing.

The Vigil Mechanism/ Whistle Blower Policy is available on the website of the Company at [www.algoquantfintech.com](http://www.algoquantfintech.com)

It is affirmed that no personnel in the Company have been denied access to the Audit Committee during the financial year 2023-24.

- (d) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements;**

The Company has complied with all applicable mandatory requirements of SEBI (LODR Regulations), 2015 during the financial year 2023-2024.

- (e) Web link where policy for determining 'material' subsidiaries is disclosed;**

Not Applicable as the Company did not have any subsidiaries or material subsidiaries

- (f) Web link where policy on dealing with related party transactions;**

The disclosure of related party transactions is available on the website of the Company at [www.algoquantfintech.com](http://www.algoquantfintech.com)

- (g) Disclosure of commodity price risks and commodity hedging activities.**

Not Applicable

- (h) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A).**

No funds were raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) of SEBI Listing Regulations.

- (i) a certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.**

Attached as "Annexure – 1" forms part of this Corporate Governance Report

- (j) where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year, the same to be disclosed along with reasons thereof:**

Provided that the clause shall only apply where recommendation of / submission by the committee is required for the approval of the Board of Directors and shall not apply where prior approval of the relevant committee is required for undertaking any transaction under these Regulations.

Not Applicable

- (k) total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part.**

M/s OP Bagla & Co LLP, Chartered Accountants (Firm Registration Number:000018N/N500091) are the Statutory Auditors of the Company conducted the statutory audit of the Company for the financial year 2023-24. The total fees paid during the financial year 2023-24 is mentioned as under:

In Algoquant Fintech Limited: For Statutory Audit: Rs. 8,77,000/-(Rupees) (excluding GST) for the financial year 2023-2024.

**(l) disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

- a. number of complaints filed during the financial year: NIL
- b. number of complaints disposed of during the financial year: NIL
- c. number of complaints pending as on end of the financial year: NIL

**(m) disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount':**

Provided that this requirement shall be applicable to all listed entities except for listed banks.

The Company has not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to Companies, firms, Limited Liability Partnerships (LLPs) or any other parties during the year. However, the Company has made an investment in quoted securities.

**(n) Details of the 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 as the company does not have any Material Subsidiary

## 9. Discretionary requirements

As per Part E of Schedule II of SEBI (LODR) Regulations, 2015, the discretionary requirements to the extent are as under:

- i. The Company declare the financial results on quarterly basis as well as annually as per Regulation 33 of SEBI (LODR) Regulations, 2015
- ii. The internal auditor may report directly to the audit committee.
- iii. The results of the Company are disseminated to Stock Exchange, published in the newspaper and are also posted on the websites of the Company.
- iv. Your company is providing e-voting facility under Regulation 44 of SEBI (LODR) Regulations, 2015 and Companies Act, 2013. The details regarding e-voting facility is being given with the notice of the Meeting.
- v. In the preparation of the financial statements, the Company has followed the Indian Accounting Standards as notified. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

## 10. 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 is in regular compliance with Corporate Governance requirements specified in regulation 17 to 27 of SEBI Listing Regulations and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI (LODR) Regulations, 2015.

- 11. Declaration signed by the Managing Director stating that the members of board of directors and senior management personnel have affirmed compliance with the code of conduct of board of directors and senior management.**

Forms part of this Corporate Governance report as attached and annexed as "Annexure -2"

- 12. Compliance certificate from either the auditors or practicing company secretaries regarding compliance of conditions of corporate governance shall be annexed with the directors' report.**

Attached as an "Annexure-3" forms part of this Corporate Governance report.

- 13. Disclosures with respect to demat suspense account/ unclaimed suspense account**

There are no instances with respect to Demat suspense account/unclaimed suspense account.

**For and on behalf of the Board of Directors  
Algoquant Fintech Limited**

**Sd/-  
Devansh Gupta  
Managing Director  
DIN: 06920376**

**Sd/-  
Dhruv Gupta  
Director  
DIN:06920431**

**Place: New Delhi  
Dated: 08-10-2024**

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**  
(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Members,  
Algoquant Fintech Limited  
CIN: - L74110GJ1962PLC136701  
Unit No. 705,07th Floor of ISCON Elegance, developed at  
Plot No. 24 Prahaladnagar Ahmadabad-380015.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Algoquant Fintech Limited having CIN: L74110GJ1962PLC136701 and having registered office at Unit No. 705,07th Floor of ISCON Elegance, developed at Plot No. 24 Prahaladnagar Ahmadabad-380015 (hereinafter referred to as 'the Company'), 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 information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	HIMANJAL JAGDISHCHANDRA BRAHMBHATT	00049679	30/07/2022
2	GYANESHWAR SAHAI	00657315	30/07/2022
3	DEVANSH GUPTA	06920376	09/02/2021
4	DHRUV GUPTA	06920431	09/02/2021
5	AMIT GUPTA	07085538	09/02/2021
6	SHUBHANGI AGARWAL	08135535	30/07/2022

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 PARTH P SHAH & ASSOCIATES,  
PRACTICING COMPANY SECRETARIES

\_\_\_\_\_  
Parth P Shah  
(Proprietor)  
FCS: 11871, COP: 18640  
Peer Review Cert. No.: 1949/2022  
UDIN: F011871F001270722

Place: Ahmedabad  
Date: 20th September, 2024



To,  
Members of Algoquant Fintech Limited

Sub: Declaration under Schedule V (Part D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

I, Devansh Gupta, Managing Director of Algoquant Fintech Limited, hereby declare that all the members of the Board of Directors and Senior Management have affirmed compliance with the Code of Conduct of Board of Directors and Senior Management of the Company for the Year ended 31st March, 2024.

sd/-  
Devansh Gupta  
Managing Director  
DIN: 06920376

Date:  
Place: New Delhi

**COMPLIANCE CERTIFICATE REGARDING COMPLIANCE OF  
CONDITIONS OF CORPORATE GOVERNANCE**

[As Per Provisions of Securities and Exchange Board of India (Listing  
Obligations and Disclosure Requirements) Regulations, 2015]

To  
The Members of  
**Algoquant Fintech Limited**  
**CIN: - L74110GJ1962PLC136701**  
**Unit No. 705,07th Floor of ISCON Elegance, developed at**  
**Plot No. 24 Prahaladnagar Ahmadabad-380015.**

1. We have examined the compliance of conditions of Corporate Governance by M/s. Algoquant Fintech Limited (CIN- L74110GJ1962PLC136701), for the year ended on March 31, 2024, as stipulated under the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as referred to in the Listing Regulations for the period April 01, 2023 to March 31, 2024, with the relevant records and documents maintained by the Company and furnished to us and the Report on Corporate Governance as approved by the Board of Directors.
2. The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of corporate governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. Based on the aforesaid examination and according to the information and explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations.
4. We further state that, such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**FOR PARTH P SHAH & ASSOCIATES,  
PRACTICING COMPANY SECRETARIES**

\_\_\_\_\_  
**Parth P Shah**  
**(Proprietor)**  
**FCS: 11871, COP: 18640**  
**Peer Review Cert. No.: 1949/2022**  
**UDIN: F011871F001270722**

**Place: Ahmedabad**  
**Date: 20th September, 2024**

**Compliance Certificate under Regulation 17(8) read with Regulation 33(2)(a) of SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015**

To,  
The Board of Directors  
Algoquant Fintech Limited  
New Delhi

We, Devansh Gupta (Managing Director) and Yogesh Gusain (Chief Financial Officer) of Algoquant Fintech Limited, to the best of our knowledge and belief certify that:

- A. We have reviewed financial statements and the cash flow statement of the company for the year ended 31st March, 2024 and that to the best of our knowledge and belief:
- 1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - 2) 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 internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit Committee;
- 1) There is no Significant changes in internal control over financial reporting during the year;
  - 2) There is no Significant changes in accounting policies during the year; and
  - 3) There is no instances fraud of which we have become aware.

**Managing Director  
(Devansh Gupta)  
DIN 06920376**

**Chief Financial Officer  
(Yogesh Gusain)  
PAN BGGPG8044R**

## Independent Auditor's Report

### To the Members of Algoquant Fintech Limited

### Report on the Audit of the Financial Statements

#### Opinion

We have audited the accompanying financial statements of Algoquant Fintech Limited ("the Company"), which comprise the Balance Sheet as at 31-March-2024, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Cash Flow Statement for the year then ended, and notes to the financial statements, and a summary of the material accounting policies and other explanatory information ("here in after referred to as the financial statements").

In our opinion and to the best of our information and according to the explanations given to us the aforesaid financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view, in conformity with the Indian Accounting Standards (Ind As) specified under section 133 of the Act, read with (the Companies (Indian Accounting Standards) Rules, 2015) and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31-March-2024, its profit (including other comprehensive income), the changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the 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 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 financial statements.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the financial year ended 31-March-2024. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial statements.

Key audit matter	How our audit addressed the key audit matter
<p><b>Revenue recognition</b></p> <p>The Company has majority of its income from trading in financial instruments through brokers, custodian, and stock exchanges.</p>	<p>Our audit approach was a combination of test of internal controls and substantive procedures which included the following:</p> <ul style="list-style-type: none"> <li>• Obtained an understanding of internal controls put in place to execute, record, measure, present and disclose revenue transactions in accordance with the underlying contract notes and accounting standards.</li> <li>• Tested the operating effectiveness of those controls.</li> <li>• Obtained an understanding of the Company's IT environment and conducted risk assessment and identified IT applications, databases and operating systems that are relevant to our audit.</li> <li>• Tested the design and operating effectiveness of the Company's IT controls over IT applications as identified above.</li> <li>• Tested the access and application controls pertaining to recording which prevents unauthorized changes to recording of transactions incurred.</li> <li>• Selected a sample of contracts and through inspection of evidence of performance of these controls, tested the substantive occurrence of revenue transactions during the year.</li> <li>• Performed analytical procedures and test of details for reasonableness.</li> </ul>

We have determined that there are no other key audit matters to communicate in our report.

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

The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report but does not include the financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

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

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

When we read the Annual Report, if we conclude that there's a material misstatement therein, we are required to communicate the matter to those charged with governance and to comply with the relevant

applicable requirements of the standard on auditing for auditor's responsibility in relation to other information in documents containing audited financial statements. We have nothing to report in this regard.

### **Responsibilities of Management and Those Charged with Governance for the Financial Statements**

The accompanying financial statements have been approved by the Company's Board of Directors. The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the Indian Accounting Standards specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors are 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 intend to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

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

As part of an audit in accordance with Standards on Auditing specified under section 143(10) of the Act, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

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

- Conclude on the appropriateness of Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the 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;
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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.

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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements for the year ended 31-March-2024 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

1. As required by section 197(16) of the Act, based on our audit, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.
2. As required by the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
3. As required by section 143(3) of the Act, based on our audit, we report, to the extent applicable, that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the accompanying financial statements;
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books, except for not complying with the requirement of audit trail as stated in 3(h)(vi) below;



- c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
- d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015;
- e) On the basis of the written representations received from the directors and 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;
- f) With respect to the maintenance of accounts and other matters connected therewith refer to our comments are in paragraph (b) above on reporting under Section 143(3)(b) and paragraph 3(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended);
- g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company as on 31-March-2024 and operating effectiveness of such controls, refer to our separate Report in "Annexure 2" wherein we have expressed an unmodified opinion; and
- h) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company does not have any pending litigation(s) which would impact its financial position as at 31-March-2024;
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31-March-2024;
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31-March-2024;
  - iv.
    - a) The management has represented that, to the best of its knowledge and belief, on the date of this audit report, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any person(s) or entity(ies), including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;
    - b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
    - c) Based on such audit procedures performed as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe

that the management representations under sub-clauses (a) and (b) above contain any material misstatement.

- v. The Company has not declared or paid any dividend during the year ended 31-March-2024.
- vi. The reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is applicable from 1 April 2023. Based on our examination which included test checks, we report that:
  - (1) the Company, has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility. The audit trail feature in the accounting software used for maintenance of books of account of the Company did not operate throughout the year. Consequently, we are unable to comment on the effectiveness of the audit trail feature of the said software.
  - (2) with respect to above, the question of audit trail feature being tampered does not arise since audit trail facility was not enabled.

For O P Bagla & Co. LLP  
Chartered Accountants  
Firm's Registration No.: 000018N/N500091

sd/-  
Deepanshu Saini  
Partner  
Membership No.: 510573  
UDIN: 24510573BKHHS1022

Place: New Delhi  
Date: 30-May-2024

Annexure 1 referred to in Paragraph 2 under Report on Other legal and regulatory requirements of the Independent Auditor's Report of even date to the members of Algoquant Fintech Limited ("the Company") on the financial statements of the Company for the year ended 31-March-2024.

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

- i. a) A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
  - B) The Company has maintained proper records showing full particulars of intangible assets.
- b) The Company has a regular program of physical verification of its property, plant and equipment under which the assets are physically verified in a phased manner over a period of 3 years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this program, certain property, plant and equipment were verified during the year and no material discrepancies were noticed on such verification.
- c) The Company does not own any immovable property (including investment properties) (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee). Accordingly, reporting under clause 3(i)(c) of the Order is not applicable to the Company.
- d) The Company has not revalued its Property, Plant and Equipment (including right of use assets) or intangible assets during the year.
- e) 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. Accordingly, reporting under clause 3(i)(e) of the Order is not applicable to the Company.
- ii. a) The Company does not hold any inventory. Accordingly, reporting under clause 3(ii)(a) of the Order is not applicable to the Company.
- b) The Company has not been sanctioned working capital limits by banks or financial institutions on the basis of security of current assets during any point of time of the year. Accordingly, reporting under clause 3(ii)(b) of the Order is not applicable to the Company.
- iii. a) The Company has not provided any guarantee or given security to companies, firms, Limited Liability Partnerships (LLPs) or any other parties during the year. However, the Company has given unsecured loans as per the details given below:

Particulars	Loans
<b>Aggregate amount given during the year</b>	
Limited Liability Partnership (one) [where directors are partners]	4,792.48 lakh
Companies (two)	931.00 lakh
<b>Balance outstanding as at the year end</b>	
Limited Liability Partnership (one) [where directors are partners]	-
Companies (two)	-

- b) The terms and conditions of the loans given and investments made by the Company are, prima facie, not prejudicial to the interest of the Company. The Company has not, provided any guarantee or given security to companies, firms, Limited Liability Partnerships (LLPs) or any other parties during the year and hence, not commented upon.
- c) In respect of unsecured loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated. The repayment of principal and interest was regular during the year.
- d) There is no overdue amount in respect of unsecured loan granted by the Company.
- e) The Company has granted loan(s) or advance(s) in the nature of loan(s) which had fallen due during the year and was/were repaid on or before the due date. Further, no fresh loans were granted to any party to settle the overdue loans/advances in nature of loan.
- f) The Company has not granted any loan which is 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 in respect of unsecured loans granted by it.
- v. In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits or there is no amount which has been considered as deemed deposit within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.
- vi. The Central Government has not specified maintenance of cost records under sub-section (1) of section 148 of the Act, in respect of Company's business activity. Accordingly, reporting under clause 3(vi) of the Order is not applicable.
- vii. a) In our opinion, and according to the information and explanations given to us, undisputed statutory dues including goods and services tax, provident fund, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, have generally been regularly deposited with the appropriate authorities, though advance income-tax has not generally been regularly deposited with the appropriate authorities and there have been significant delays. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable except as disclosed below:

Statement of arrears of statutory dues outstanding for more than six months:

Name of the statute	Nature of the due	Amount (₹ in lakh)	Period to which the amount relates	Due Date	Date of Payment
Income Tax Act, 1961	Advance tax	17.03	Financial year 2023-24	15-June-2023	Not paid
		34.06		15-September-2023	Not paid

- b) According to the information and explanations given to us, there are no statutory dues referred in sub-clause (a) which have not been deposited with the appropriate authorities on account of any dispute.

- viii. According to the information and explanations given to us, no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been recorded in the books of account.
- ix. a) According to the information and explanations given to us, the Company has not defaulted in repayment of its loans or borrowings or in the payment of interest thereon to any lender.
- b) According to the information and explanations given to us including confirmations received from other lenders and representation received from the Management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a wilful defaulter by any bank or financial institution or other lenders.
- c) In our opinion and according to the information and explanations given to us, money raised by way of term loans were applied for the purposes for which these were obtained.
- d) In our opinion and according to the information and explanations given to us, and on an overall examination of the financial statements of the Company, funds raised by the Company on short-term basis have not been utilised for long-term purposes.
- e) According to the information and explanations given to us, the Company does not have any subsidiaries, associates or joint ventures. Accordingly, reporting under clause 3(ix)(e) and clause 3(ix)(f) of the Order is not applicable to the Company.
- x. a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments), during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- b) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or (fully, partially or optionally) convertible debentures during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- xi. a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the period covered by our audit.
- b) According to the information and explanations given to us, 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) According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the year.
- xii. The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us, all transactions entered into by the Company with the related parties are in compliance with sections 177 and 188 of the Act, where applicable. Further, the details of such related party transactions have been disclosed in the financial statements, as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified in Companies (Indian Accounting Standards) Rules 2015 as prescribed under section 133 of the Act.
- xiv. a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system as required under section 138 of the Act which is commensurate with the size and nature of its business.

- b) We have considered the reports issued by the Internal Auditors of the Company till date for the period under audit.
- xv. According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with them. Accordingly, provisions of section 192 of the Act are not applicable to the Company.
- xvi. a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clause 3(xvi)(a) to (c) of the Order is not applicable to the Company.
- b) Based on the information and explanations given to us and as represented by the management of the Company, the Company (as defined in Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CIC.
- xvii. The Company has not incurred cash losses in the current year but had incurred cash losses of Rs. 446.67 lakh in the immediately preceding financial year.
- xviii. There has been no resignation of Statutory Auditors during the year and accordingly, requirement to report on clause 3(xviii) of the order is not applicable to the Company.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the plans of the Board of Directors and the Management, we are of the opinion that no material uncertainty exists as on the date of the audit report that Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. According to the information and explanations given to us, the Company does not fulfil the criteria as specified under section 135(1) of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.
- xxi. The reporting under clause 3(xxi) is not applicable in respect of audit of financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For O P Bagla & Co. LLP  
Chartered Accountants  
Firm's Registration No.: 000018N/N500091

sd/-  
Deepanshu Saini  
Partner  
Membership No.: 510573  
UDIN: 24510573BKHHSL1022

Place: New Delhi  
Date: 30-May-2024



**Annexure 2****Independent Auditor's Report on the internal financial controls with reference to the financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')**

1. In conjunction with our audit of the financial statements of Algoquant Fintech Limited ('the Company') as at and for the year ended 31-March-2024, we have audited the internal financial controls with reference to financial statements of the Company as at that date.

**Responsibilities of Management and Those Charged with Governance for Internal Financial Controls**

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

**Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Financial Statements**

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing (SAs) issued by the Institute of Chartered Accountants of India ('ICAI') prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

**Meaning of Internal Financial Controls with Reference to Financial Statements**

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include



those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls with Reference to Financial Statements**

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

#### **Opinion**

8. In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31-March-2024, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For O P Bagla & Co. LLP  
Chartered Accountants  
Firm's Registration No.: 000018N/N500091

sd/-  
Deepanshu Saini  
Partner  
Membership No.: 510573  
UDIN: 24510573BKHHS1022

Place: New Delhi  
Date: 30-May-2024

## Balance Sheet as at 31-March-2024

[All amounts are in rupees lakh, except share data and earnings per share]

	Notes	As at 31-March-2024	As at 31-March-2023
		₹	₹
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment and intangible assets	3		
- Property, plant and equipment	(i)	535.85	173.26
- Other intangible assets	(ii)	1.23	-
- Right of use assets	(iii)	290.94	-
Financial assets	4		
- Investments	(i)	-	549.40
- Other financial assets	(ii)	21.24	2.00
Income tax assets	5	19.13	19.13
Deferred tax assets (net)	6	501.67	391.97
<b>Total non-current assets</b>		<b>1,370.06</b>	<b>1,135.77</b>
<b>Current assets</b>			
Financial assets	7		
- Investments	(i)	567.87	1,266.88
- Cash and cash equivalents	(ii)	191.47	289.34
- Bank balance other than cash and cash equivalents	(iii)	31.65	30.52
- Loans	(iv)	-	564.00
- Other financial assets	(v)	5,152.96	3,777.21
Other current assets	8	156.35	24.97
Current assets pertaining to discontinued operations	26	95.11	95.11
<b>Total current assets</b>		<b>6,195.41</b>	<b>6,048.03</b>
<b>TOTAL ASSETS</b>		<b>7,565.47</b>	<b>7,183.80</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	9	160.72	160.72
Other equity	10	4,264.78	3,267.98
<b>Total equity</b>		<b>4,425.50</b>	<b>3,428.70</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Financial liabilities	11		
- Borrowings	(i)	33.42	-
- Lease liabilities	(ii)	238.73	-
Long-term provisions	12	23.38	5.80
<b>Total non-current liabilities</b>		<b>295.53</b>	<b>5.80</b>
<b>Current liabilities</b>			
Financial liabilities	13		
- Borrowings	(i)	2,039.14	3,046.56
- Lease liabilities	(ii)	57.84	-
- Trade payables	(iii)	-	-
- total outstanding dues to micro and small enterprises		-	-
- total outstanding dues to other than micro and small enterprises		58.81	88.35
- Other financial liabilities	(iv)	209.58	75.94
Other current liabilities	14	43.71	67.69
Short-term provisions	15	0.82	5.35
Current tax liabilities (net)	16	152.62	143.20
Current liabilities pertaining to discontinued operations	26	281.92	322.20
<b>Total current liabilities</b>		<b>2,844.44</b>	<b>3,749.29</b>
<b>Total liabilities</b>		<b>3,139.97</b>	<b>3,755.10</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>7,565.47</b>	<b>7,183.80</b>

The accompanying summary of material accounting policies and other explanatory information are an integral part of the financial statements. This is the Balance Sheet referred to in our report of even date.

For O P Bagla & Co. LLP  
Chartered Accountants  
Firm Registration No : 000018N/N500091

For and on the behalf of the Board of Directors

Sd-  
Dhruv Gupta  
Director  
DIN: 06920431

Sd-  
Devansh Gupta  
Managing Director  
DIN: 06920376

Sd-  
Deepanshu Saini  
Partner  
Membership No : 510573

Sd-  
Yogesh Gusain  
Chief Financial Officer  
BGGPG8044R

Sd-  
Barkha Sipani  
Company Secretary  
LFOPS3524R

Place: New Delhi  
Date: 30-May-2024

## Statement of profit and loss for the year ended 31-March-2024

[All amounts are in rupees lakh, except share data and earnings per share]

	Notes	Year ended 31-March-2024	Year ended 31-March-2023
		₹	₹
<b>(A) Continuing operations</b>			
<b>Revenue from continuing operations</b>			
Revenue from operations	17	6,417.23	1,284.17
Other income	18	65.46	86.84
<b>Total income from continuing operations</b>		<b>6,482.69</b>	<b>1,371.01</b>
<b>Expenses from continuing operations</b>			
Trading and other charges	19	2,389.92	792.12
Employee benefits expense	20	2,207.65	928.18
Finance costs	21	441.00	158.93
Depreciation and amortisation	22	120.17	22.40
Other expenses	23	298.56	118.27
<b>Total expenses from continuing operations</b>		<b>5,457.30</b>	<b>2,019.90</b>
<b>Profit/(loss) before tax from continuing operations</b>		<b>1,025.39</b>	<b>(648.89)</b>
<b>Tax expense:</b>	24		
- Current tax		154.97	-
- Deferred tax credit		(109.97)	(355.80)
		<b>45.00</b>	<b>(355.80)</b>
<b>Profit/(loss) after tax for the year from continuing operations</b>		<b>980.39</b>	<b>(293.08)</b>
<b>(B) Discontinued operations</b>			
<b>Profit/(loss) before tax from discontinued operations (including exceptional items)</b>	26	15.00	(134.26)
Tax expense pertaining to discontinued operations		-	85.47
<b>Profit/(loss) after tax for the year from discontinued operations</b>		<b>15.00</b>	<b>(48.79)</b>
<b>Profit/(loss) for the year</b>		<b>995.39</b>	<b>(341.88)</b>
<b>Other comprehensive income for the year (net of tax)</b>			
- Items that will not be reclassified to profit or loss		0.01	429.82
- Income tax relating to items that will not be reclassified to profit or loss		1.38	(13.39)
		<b>1.39</b>	<b>416.43</b>
<b>Total comprehensive income for the year</b>		<b>996.78</b>	<b>74.55</b>
<b>Earnings per equity share</b>	25		
- from continuing operations (basic and diluted) (in ₹)		<b>12.20</b>	<b>(3.65)</b>
- from discontinued operations (basic and diluted) (in ₹)		<b>0.19</b>	<b>(1.67)</b>
- from continuing and discontinued operations (basic and diluted) (in ₹)		<b>12.39</b>	<b>(5.32)</b>

The accompanying summary of material accounting policies and other explanatory information are an integral part of the financial statements.

This is the Statement of Profit & Loss referred to in our report of even date.

For O P Bagla & Co. LLP  
Chartered Accountants  
Firm Registration No : 000018N/N500091

Sd-  
**Deepanshu Saini**  
Partner  
Membership No : 510573

Place: New Delhi  
Date: 30-May-2024

For and on the behalf of the Board of Directors

Sd-  
**Dhruv Gupta**  
Director  
DIN: 06920431

Sd-  
**Yogesh Gusain**  
Chief Financial Officer  
BGGPG8044R

Sd-  
**Devansh Gupta**  
Managing Director  
DIN: 06920376

Sd-  
**Barkha Sipani**  
Company Secretary  
LFOPS3524R

**Statement of changes in equity for the year ended 31-March-2024**

[All amounts are in rupees lakh, except share data and earnings per share]

**(A) Equity share capital**

Particulars	Amount (₹)
Equity shares of ₹ 2 each issued, subscribed & fully paid up	
Balance as on 01-April-2022	160.72
Changes in equity share capital during the year	-
<b>Balance as at 31-March-2023</b>	<b>160.72</b>
Equity shares of ₹ 2 each issued, subscribed & fully paid up	
Balance as on 01-April-2023	160.72
Changes in equity share capital during the year	-
<b>Balance as at 31-March-2024</b>	<b>160.72</b>

**(B) Other equity**

As at 31-March-2024

Particulars	Reserves and surplus				Total equity ₹
	Capital reserves ₹	Securities premium ₹	Other comprehensive income ₹	Retained earnings ₹	
As at 01-April-2023	7.52	73.28	1,416.28	1,770.89	3,267.98
- Profit for the year	-	-	-	995.39	995.39
- Other comprehensive income for the year	-	-	1.39	-	1.39
<b>Total comprehensive income for the year</b>	<b>-</b>	<b>-</b>	<b>1.39</b>	<b>995.39</b>	<b>996.78</b>
<b>As at 31-March-2024</b>	<b>7.52</b>	<b>73.28</b>	<b>1,417.67</b>	<b>2,766.29</b>	<b>4,264.78</b>

As at 31-March-2023

Particulars	Reserves and surplus				Total equity ₹
	Capital reserves ₹	Securities premium ₹	Other comprehensive income ₹	Retained earnings ₹	
As at 01-April-2022	7.52	73.28	999.86	2,112.78	3,193.44
- Profit for the year	-	-	-	(341.89)	(341.89)
- Other comprehensive income for the year	-	-	416.43	-	416.43
<b>Total comprehensive income for the year</b>	<b>-</b>	<b>-</b>	<b>416.43</b>	<b>(341.89)</b>	<b>74.54</b>
<b>As at 31-March-2023</b>	<b>7.52</b>	<b>73.28</b>	<b>1,416.28</b>	<b>1,770.89</b>	<b>3,267.98</b>

The accompanying summary of material accounting policies and other explanatory information are an integral part of the financial statements.

This is the Statement of changes in equity referred to in our report of even date.

For O P Bagla & Co. LLP  
Chartered Accountants  
Firm Registration No : 000018N/N500091

For and on the behalf of the Board of Directors

Sd-  
Dhruv Gupta  
Director  
DIN: 06920431

Sd-  
Devansh Gupta  
Managing Director  
DIN: 06920376

Sd-  
Deepanshu Saini  
Partner  
Membership No : 510573

Sd-  
Yogesh Gusain  
Chief Financial Officer  
BGGPG8044R

Sd-  
Barkha Sipani  
Company Secretary  
LFOPS3524R

Place: New Delhi  
Date: 30-May-2024

## Cash flow statement for the year ended 31-March-2024

[All amounts are in rupees lakh, except share data and earnings per share]

	Year ended 31-March-2024	Year ended 31-March-2023
	₹	₹
<b>(A) Cash flow from operating activities</b>		
<b>Profit/(loss) before income tax from</b>		
- Continuing operations	1,025.39	(648.89)
- Discontinued operations	15.00	(48.79)
<b>Profit/(loss) before income tax</b>	<b>1,040.39</b>	<b>(697.67)</b>
<b>Adjustments for:</b>		
<b>Continuing operations</b>		
Depreciation and amortisation	120.17	22.40
Finance cost	409.59	158.93
Interest on lease liability	19.14	-
Interest income	(46.47)	(59.92)
Dividend received	(2.66)	(0.15)
Provisions no longer required written-back	(11.34)	(24.56)
Changes on fair valuation of investments (measured at FVTOCI)	-	416.43
<b>Operating profit /(loss) before working capital changes (continued operations)</b>	<b>1,528.82</b>	<b>(135.76)</b>
Provisions no longer required written-back (discontinued operations)	(15.00)	-
<b>Operating profit /(loss) before working capital changes (total)</b>	<b>1,513.82</b>	<b>(135.76)</b>
<b>Change in operating assets and liabilities</b>		
<b>Trade receivables, advances and other assets</b>		
in other financial assets	(1,362.83)	(3,219.63)
in other non-current financial assets	(20.42)	-
in other current assets	(131.38)	7.14
<b>Trade payables, other liabilities and provisions</b>		
in trade payables	(28.34)	(27.37)
in other current liabilities	(18.97)	46.46
in other financial liabilities	128.27	(351.95)
in current tax liabilities	-	55.73
in short-term provisions	0.62	-
in long-term provisions	17.58	5.50
in restricted cash	(1.13)	(0.65)
Cash generated from/(used in) operations	97.22	(3,620.53)
- Income taxes paid	(155.21)	(100.72)
Cash flow used in operating activities (continued operations)	(58.00)	(3,721.25)
Cash flow (used in)/generated from operating activities (discontinued operations)	(25.29)	1.25
<b>Total net cash flow used in operating activities (total)</b>	<b>(83.29)</b>	<b>(3,720.00)</b>

**Cash flow statement for the year ended 31-March-2024**  
[All amounts are in rupees lakh, except share data and earnings per share]

	Year ended 31-March-2024	Year ended 31-March-2023
	₹	₹
<b>(B) Cash flows from investing activities</b>		
Purchase of property, plant and equipment	(438.57)	(81.57)
Sale/(Purchase) of financial assets [investments at FVTPL]	699.01	(996.33)
Sale of financial assets [investments at FVTOCI]	549.41	2,517.80
Loans recovered/(given)	564.00	(564.00)
Dividend received	2.66	0.15
Interest received	37.73	59.92
Cash flow generated from investing activities (continued operations)	1,414.24	935.97
Cash flow generated from investing activities (discontinued operations)	-	-
<b>Total net cash flow generated from investing activities (Total)</b>	<b>1,414.24</b>	<b>935.97</b>
<b>(C) Cash flow from financing activities</b>		
(Repayment)/Proceeds from short-term borrowings	(1,007.43)	3,046.56
(Repayment)/Proceeds from long-term borrowings	33.42	-
Lease liability paid	(50.59)	-
Interest paid	(404.23)	(130.05)
Cash flow (used in)/generated from financing activities (continued operations)	<b>(1,428.83)</b>	<b>2,916.51</b>
Cash flow (used in)/generated from financing activities (discontinued operations)	-	-
<b>Total net cash flow (used in)/generated from financing activities (Total)</b>	<b>(1,428.83)</b>	<b>2,916.51</b>
<b>Net increase/(decrease) in cash and cash equivalents (A+B+C)</b>	<b>(97.87)</b>	<b>132.47</b>
Cash and cash equivalents at the beginning of the financial year	289.34	156.88
<b>Cash and cash equivalents at end of the year</b>	<b>191.47</b>	<b>289.34</b>
<b>Components of cash and cash equivalents</b>		
Balance with banks		
- in current accounts	189.96	287.59
- in deposit accounts	0.37	0.32
Cash on hand	1.14	1.43
<b>Total cash and cash equivalents</b>	<b>191.47</b>	<b>289.34</b>

The accompanying summary of material accounting policies and other explanatory information are an integral part of the financial statements.

This is the Cash Flow Statement referred to in our report of even date.

For O P Bagla & Co. LLP  
Chartered Accountants  
Firm Registration No : 000018N/N500091

Sd-  
**Deepanshu Saini**  
Partner  
Membership No : 510573

Place: New Delhi  
Date: 30-May-2024

For and on the behalf of the Board of Directors

Sd-  
**Dhruv Gupta**  
Director  
DIN: 06920431

Sd-  
**Yogesh Gusain**  
Chief Financial Officer  
BGGPG8044R

Sd-  
**Devansh Gupta**  
Managing Director  
DIN: 06920376

Sd-  
**Barkha Sipani**  
Company Secretary  
LFOPS3524R

**Summary of material accounting policies and other explanatory information to the  
financial statements for the year ended 31-March-2024**

[All amounts are in rupees lakh, except share data and earnings per share]

**1. Corporate Information**

Algoquant Fintech Limited ("Algoquant" or the 'Company') was incorporated on 25-January-1962 and is engaged in the business of trading in financial instruments [w.e.f. 10-Feb-2021].

The Company was formerly engaged in the business of trading in metals, which was discontinued w.e.f. 01-April-2021.

The Company is domiciled in India and the address of its registered office of the Company is at Unit No. 705, 7th Floor of ISCON Elegance, developed at Plot No. 24, Prahaladnagar, Ahmedabad, Gujarat-380015, India. The equity shares of the Company are listed on BSE Limited ("BSE" or "the Stock exchange").

**2. Summary of material accounting policies**

This note provides a list of the material accounting policies adopted in the preparation of these financial statements. These policies have been consistent with those of the previous year unless otherwise stated.

**A) Basis of preparation**

**i) Statement of compliance**

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act. The Company has prepared these financial statements which comprise the Balance Sheet as at 31-March-2024, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Cash Flow Statement for the year ended 31-March-2024, and a summary of the material accounting policies and other explanatory information (together hereinafter referred to as "financial statements").

The financial statements have been prepared on going concern basis using a historical cost convention, except certain financial assets and financial liabilities which are measured at fair value as explained in relevant accounting policies.

The Company does not have any investment that is required to be consolidated. Therefore, the Company has presented these standalone financials only. Accordingly, there are no consolidated financial statements.

These financial statements are presented in Indian Rupees (₹) which is the functional currency of the Company. All amounts disclosed in the financial statements which also include the accompanying notes have been rounded off to the nearest lakh as per the requirement of Schedule III to the Companies Act, 2013, unless otherwise stated.



Summary of material accounting policies and other explanatory information to the financial statements for the year ended 31-March-2024

[All amounts are in rupees lakh, except share data and earnings per share]

## ii) Presentation of financial statements

### Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/non-current classification. All the assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013 and Ind AS 1 "Presentation of Financial Statements".

#### An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle of the Company
- Held primarily for the purposes of trading
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

#### A liability is treated as current when:

- It is expected to be settled in normal operating cycle of the Company
- It is held primarily for the purposes of trading
- It is due to be settled within twelve months from the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

## iii) Use of estimates and judgements

The preparation of the financial statements in conformity with Ind AS requires that management make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities and disclosures of contingent assets and liabilities as of the date of the financial statements and the income and expense for the reporting period. The actual results could differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and in any future periods affected.

In particular, information about significant judgements and areas of estimation uncertainty in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are discussed below:

### Significant management judgements

The following are significant management judgements in applying the accounting policies of the Company that have the most significant effect on the financial statements are as follows:

- **Recognition of deferred tax assets** - The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the Company's future taxable income against which the deferred tax assets can be utilized.

Summary of material accounting policies and other explanatory information to the financial statements for the year ended 31-March-2024

[All amounts are in rupees lakh, except share data and earnings per share]

- **Evaluation of indicators for impairment of assets** - The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.
- **Classification of leases** - The assessment (including measurement) of the lease is based on several factors, including, but not limited to, transfer of ownership of leased asset at end of lease term, lessee's option to extend/terminate etc. After the commencement date, the Company reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to extend or to terminate.
- **Defined benefit plans** - The liabilities and costs for defined benefit plans are determined using actuarial valuations. The actuarial valuation involves making assumptions about discount rates, future salary increases, mortality rates and future pension increases. Due to the long-term nature of these plans, such estimates are subject to significant uncertainty.
- **Provisions**  
At each balance sheet date basis the management judgment, changes in facts and legal aspects, the Company assesses the requirement of provisions against the outstanding contingent liabilities. However, the actual future outcome may be different from this judgement.
- **Contingencies**  
In the normal course of business, contingent liabilities may arise from litigation, taxation and other claims against the Company. A tax provision is recognized when the Company has a present obligation as a result of a past event; it is probable that the Company will be required to settle that obligation. Where it is management's assessment that the outcome cannot be reliably quantified or is uncertain the claims are disclosed as contingent liabilities unless the likelihood of an adverse outcome is remote. Such liabilities are disclosed in the notes but are not provided for in the financial statements. When considering the classification of a legal or tax cases as probable, possible or remote there is judgement involved.  
  
This pertains to the application of the legislation, which in certain cases is based upon management's interpretation of country specific tax law, in particular India, and the likelihood of settlement. Management uses in-house and external legal professionals to inform their decision.  
  
Although, there can be no assurance regarding the final outcome of the legal proceedings, the Company does not expect them to have a materially adverse impact on the Company's financial position or profitability.
- **Going concern**  
The management has made an assessment of the Company's ability to continue as going concern and is satisfied that the Company has resources to continue in business for the foreseeable future. Further, management is not aware of any material uncertainties that may cast significant doubt upon the Company's ability to continue as going concern.

Summary of material accounting policies and other explanatory information to the financial statements for the year ended 31-March-2024

[All amounts are in rupees lakh, except share data and earnings per share]

- **Estimation uncertainty**  
Information about estimates and assumptions that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses is provided below. Actual results may be substantially different.
- **Recoverability of advances/ receivables** – At each balance sheet date, based on discussions with the respective counterparties and internal assessment of their credit worthiness, the Management assesses the recoverability and expected credit loss of outstanding receivables and advances. Such assessment requires significant management judgement based on financial position of the counter-parties, market information and other relevant factor.
- **Classification of assets and liabilities into current and non-current** – The management classifies the assets and liabilities into current and non-current categories based on management's expectation of the timing of realization of the assets or timing of contractual settlement of liabilities.
- **Impairment of non-financial assets** – The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.
- **Impairment of financial assets** – The Company estimates the recoverable amount of trade receivables and other financial assets where collection of the full amount is expected to be no longer probable. For individually significant amounts, this estimation is performed on an individual basis considering the length of time past due, financial condition of the counterparty, impending legal disputes, if any and other relevant factors.
- **Fair value measurements** – Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available). This involves developing estimates and assumptions consistent with how market participants would price the instrument. Management bases its assumptions on observable data as far as possible, but this is not always available. In that case management uses the best information available.
- **Useful lives of Property, Plant and Equipment** - The Company uses its technical expertise along with historical and industry trends for determining the economic life of an asset/ component of an asset. The useful lives are reviewed by management periodically and revised, if appropriate. In case of a revision, the unamortised depreciable amount is charged over the remaining useful life of the asset.

## B) Financial instruments

### Recognition and initial measurement

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

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

### Classification and subsequent measurement

The Company has applied Ind AS 109 and classifies its financial assets in the following measurement categories: -

- Amortized cost

Summary of material accounting policies and other explanatory information to the financial statements for the year ended 31-March-2024  
 [All amounts are in rupees lakh, except share data and earnings per share]

- Fair value through other comprehensive income (FVOCI)
- Fair value through profit or loss (FVTPL)

**a) *Financial assets carried at amortized cost***

The Company classifies the financial assets at amortized cost, if the contractual cash flows represent solely payments of principal and interest on the principal amount outstanding and the assets are held under a business model to collect contractual cash flows. The gains and losses resulting from fluctuations in fair value are not recognized for financial assets classified in amortized cost measurement category.

Financial asset is measured at the amortized cost, if both the following conditions are met:

The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method.

**b) *Financial assets measured at FVOCI.***

The Company classifies the financial assets as FVOCI if the contractual cash flows represent solely payments of principal and interest on the principal amount outstanding and the Company's business model is achieved by both collecting contractual cash flow and selling financial assets. In case of debt instruments measured at FVOCI, changes in fair value are recognized in other comprehensive income.

Amounts recognized in OCI are not subsequently reclassified to the Statement of Profit and Loss. Dividend income on the investments in equity instruments are recognized as other income in the Statement of Profit and Loss.

In case of equity instruments irrevocably designated at FVOCI, gains / losses including relating to foreign exchange, are recognized through other comprehensive income. Further, cumulative gains or losses previously recognized in other comprehensive income remain permanently in equity and are not subsequently transferred to profit or loss on derecognition.

**c) *Financial assets measured at FVTPL***

The financial assets are classified as FVTPL if these do not meet the criteria for classifying at amortized cost or FVOCI. The Company makes such election on an instrument-by-instrument basis. Such financial assets are subsequently measured at fair value at each reporting date. In case of financial assets measured at FVTPL, changes in fair value are recognized in profit or loss.

***De-recognition of financial assets***

A financial asset (or, where applicable, a part of a financial asset or part of a Group of similar financial assets) is primarily derecognized (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired; or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (1) the Company has transferred substantially all the risks and rewards of the asset, or (2) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

***Financial liabilities Subsequent measurement***

Subsequent to recognition, all non-derivative financial liabilities are measured at amortized cost using the effective interest method.

***De-recognition of financial liabilities***

A financial liability is de-recognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit and loss.

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

***Offsetting***

Financial assets and financial liabilities are offset, and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

***Fair Value***

The Company measures financial instruments at fair value in accordance with the accounting policies mentioned above. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability
- In absence of principal market, in the most advantageous market for the asset or liability

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy that categorizes into three levels, described as follows, the inputs to valuation techniques used to measure value.

The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 inputs) and the lowest priority to unobservable inputs (Level 3 inputs).

- Level 1 – quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 – inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly
- Level 3 – inputs that are unobservable for the asset or liability

**C) Property, plant and equipment****Recognition and measurement**

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

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated

Summary of material accounting policies and other explanatory information to the financial statements for the year ended 31-March-2024

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costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on retirement from active use or disposal of an item of property, plant and equipment is recognized in statement of profit and loss.

All other repair and maintenance costs are recognised in the Statement of Profit and Loss as incurred.

#### **Subsequent expenditure**

Subsequent expenditure relating to property, plant and equipment is capitalized only when it is probable that future economic benefit associated with these will flow with the Company and the cost of the item can be measured reliably.

#### **De-recognition**

An item of property, plant and equipment or any significant part initially recognised of such item of property plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognised.

#### **Depreciation method and estimated useful lives**

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives using the straight-line method and is generally recognized in the statement of profit and loss.

Depreciation on property, plant and equipment is provided as per the guidance set out in the schedule II to the Companies Act, 2013. Depreciation is charged on straight-line method based on estimated useful life of the asset after considering residual value as set out in schedule II to the Companies Act, 2013. Depreciation on additions (disposals) is provided on a pro-rata basis i.e., from (up to) the date on which asset is ready for use (disposed of).

#### **Useful life of depreciable assets**

S.No.	Asset class	Useful life of asset
1	Buildings	3 - 60 years
2	Office equipment	5 years
3	Computers and data processing units	3 - 6 years
4	Furniture & fixtures	10 years
5	Leasehold improvements	Shorter of lease period or estimated useful lives
6	Motor vehicle	6 - 10 years

#### **Intangible assets**

An intangible asset is recognised only when its cost can be measured reliably, and it is probable that the expected future economic benefits that are attributable to it will flow to the Company. Software and system development expenditure are capitalised at cost of acquisition including cost attributable to readying the asset for use. Such intangible assets are subsequently measured at cost less accumulated amortisation and any accumulated impairment losses. The useful life of these intangible assets is estimated at 3 years with zero residual value. Any expenses on such software for support and maintenance payable annually are charged to the statement of profit and loss.



Summary of material accounting policies and other explanatory information to the financial statements for the year ended 31-March-2024

[All amounts are in rupees lakh, except share data and earnings per share]

The residual values, useful lives and methods of amortisation are reviewed at each financial year end and adjusted prospectively, if appropriate. Changes in the expected useful life are accounted for by changing the depreciation period or methodology, as appropriate, and treated as changes in accounting estimates.

The Management believes that the useful lives as given above represents the period over which the assets are likely to be used. Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

## D) Employee benefits

### (i) Short-term employee benefits

Short-term employee benefit includes salaries/short-term cash bonus and such obligations are measured at an undiscounted amount and are expensed as the related service is provided. A liability is under short-term cash bonus, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably. These costs are recognized as an expense in the Statement of Profit and Loss at the undiscounted amount expected to be paid over the period of services rendered by the employees to the Company.

### (ii) Long-term employee benefits

#### a) Defined contribution plan

Defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The Company makes monthly contributions to statutory provident fund (Government administered provident fund scheme) in accordance with Employees Provident Fund and Miscellaneous Provisions Act, 1952 which is a defined contribution plan. Obligations for contributions to defined contribution plans are recognized as an employee benefit expense in statement of profit or loss in the period(s) during which the related services are rendered by employees.

#### b) Defined benefit plan

Defined benefit plan is a post-employment benefit plan other than a defined contribution plan. Gratuity is a post-employment benefit and is in the nature of a defined benefit plan. The Company's liability is determined on the basis of an actuarial valuation using the projected unit credit method as at the Balance Sheet date. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using discount rate with reference to the market yield on government bonds at the end of reporting period. The Gratuity plan of the Company is un-funded.

Defined benefit costs are categorised as follows:

- i) The current service cost of the defined benefit plan, recognised in the Statement of Profit and Loss in employee benefits expense, reflects the increase in the defined benefit obligation resulting from employee service in the current period, benefit changes, curtailments and settlements. Past service costs, which comprise plan amendments and curtailments, as well as gains or losses on the settlement of benefits are recognised immediately in the Statement of Profit and Loss when they occur.
- ii) The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation. This cost is included in finance cost in the Statement of Profit and Loss.



Summary of material accounting policies and other explanatory information to the financial statements for the year ended 31-March-2024

[All amounts are in rupees lakh, except share data and earnings per share]

- iii) Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability, are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to the Statement of Profit and Loss in subsequent periods.

For discontinued operations, in view of closure of its operations in earlier years, the Company's net obligation in respect of defined benefit plans had been considered as current liability and has been calculated on actual basis as per the provisions of Payment of Gratuity Act, 1972. The same was discharged during the previous year.

#### E) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

#### F) Leases

For any new contracts entered into on or after 01-April-2019, the Company considers whether a contract is, or contains a lease. A lease is defined as 'a contract, or part of a contract, that conveys the right-of- use an asset (the underlying asset) for a period of time in exchange for consideration'. 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 recognizes right of use assets, measured at an amount equal to lease liability (adjusted for related prepayments/ accruals) and discounts lease payments using the incremental borrowing rate for measuring the lease liability.

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

Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance fixed), variable payments based on an index or rate, amounts expected to be payable under a residual value guarantee and payments arising from options reasonably certain to be exercised.

Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is remeasured to reflect any reassessment or modification, or if there are changes in in- substance fixed payments.

When the lease liability is remeasured, the corresponding adjustment is reflected in the right-of-use asset, or profit and loss if the right-of-use asset is already reduced to zero.

#### Short-term leases and leases of low-value assets

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

Summary of material accounting policies and other explanatory information to the financial statements for the year ended 31-March-2024

[All amounts are in rupees lakh, except share data and earnings per share]

## G) Revenue recognition

### Trading in financial instruments

Revenue from trading, primarily consists of trading in marketable financial instruments earned by the Company. Net Trading income represents trading gain net of losses. The profit or loss arising from all transactions entered into on account and risk of the Company are recorded on completion of trade date. The revenue is recorded at the gross value after net trading revenue.

Market Value for exchange traded derivatives, principally, futures and options, are based on quoted market prices. The gains or losses on derivatives used for trading purposes are included in revenue from trading. Purchase & Sales of derivatives financial instruments are recorded on trade date. The transactions are recorded on a net basis.

As per Ind AS 109 Financial Instruments, in respect of options contracts open as on the reporting date, the net premium paid or received is carried forward to the balance sheet as financial assets or financial liabilities. The unrealized gain or loss measured on fair valuation is shown as financial assets or financial liabilities.

### Consulting and advisory Income

Advisory income or service income is accounted for on an accrual basis in accordance with the terms of the respective agreements entered into between the Company and the counter party.

#### Interest income

Revenue is recognized on accrual basis using effective interest rate method.

#### Dividend income

Dividend on equity shares, preference shares and on mutual fund units is recognized income when the right to receive the dividend is established as at the reporting date.

## H) Income tax

Income tax comprises current and deferred tax incurred by the Company. It is recognised in Statement of Profit and Loss except to the extent that it relates to items recognised directly in equity or OCI, in which case the tax effect is recognised in equity or OCI.

### i. Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the period, using tax rates enacted by the reporting period and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes.

Current tax assets and current tax liabilities are off set when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and the liability on a net basis. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes.

### ii. Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is recognised for:

-deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong

evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Company recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

Minimum Alternative Tax ('MAT') credit is recognized as deferred tax asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

Current and deferred tax is recognised in the statement of profit and loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity and in this case, the tax is also recognised in other comprehensive income or directly in equity, respectively. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

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

#### **I) Cash and cash equivalents**

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

#### **J) Earnings per share**

The basic earning/loss per share is computed by dividing the net profit/(loss) before other comprehensive income attributable to owners of the Company for the period by the weighted average number of equity shares outstanding during reporting period.

The number of shares used in computing diluted earnings/(loss) per share comprises the weighted average shares considered for deriving basic earnings/(loss) per share and also the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

While computing basic and diluted earnings/loss per share the Company takes into account issue of ordinary shares during the period which can be in the form of fresh issue at fair value, bonus issue without any consideration, stock split, issue of shares to the existing holders in lieu of dividends, right issue to the existing holders of ordinary shares at a price which is equal to or less than the fair value and so on. Accordingly, restated comparative figures of earning/loss per share is presented in the financial statements.

Summary of material accounting policies and other explanatory information to the financial statements for the year ended 31-March-2024

[All amounts are in rupees lakh, except share data and earnings per share]

## K) Provisions and contingent liabilities

Provisions are recognized only when there is a present obligation (legal or constructive), as a result of past events and when a reliable estimate of the amount of obligation can be made at the reporting date. Provisions are determined based on management estimates required to settle the obligation at the balance sheet date, supplemented by experience of similar transactions. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Provisions are discounted to their present values, where the time value of money is material. Contingent liability is disclosed for:

- Possible obligations which will be confirmed only by future events not wholly within the control of the Company or
- Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are neither recognized nor disclosed except when realisation of income is virtually certain, related asset is disclosed.

## L) Impairment

### Impairment of non-financial assets

At each reporting date, the Company assesses whether there is any indication based on internal/external factors, that an asset may be impaired. If any such indication exists, the recoverable amount of the asset or the cash generating unit is estimated. If such recoverable amount of the asset or cash generating unit to which the asset belongs is less than its carrying amount. The carrying amount is reduced to its recoverable amount and the reduction is treated as an impairment loss and is recognized in the statement of profit and loss. If, at the reporting date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is re-assessed and the asset is reflected at the recoverable amount. Impairment losses previously recognized are accordingly reversed in the statement of profit and loss.

### Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss for financial assets.

ECL is the weighted-average of difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive, discounted at the original effective interest rate, with the respective risks of default occurring as the weights. When estimating the cash flows, the Company is required to consider:

All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets; and;

Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

### Other financial assets

In respect of its other financial assets, the Company assesses if the credit risk on those financial assets has increased significantly since initial recognition. If the credit risk has not increased significantly since initial recognition, the Company measures the loss allowance at an amount equal to 12-month expected credit losses, else at an amount equal to the lifetime expected credit losses.

Summary of material accounting policies and other explanatory information to the financial statements for the year ended 31-March-2024

[All amounts are in rupees lakh, except share data and earnings per share]

#### **M) Operating Segment**

The Company has only one business, being trading in financial instruments. The operations of the Company are in India and accordingly, there are no reportable geographical segments as per Ind AS 108 "Operating Segments".

#### **N) Dividends**

Being appropriately authorized and no longer at the discretion of the entity, provision is made for the amount of any dividend declared, on or before the end of the reporting period but not distributed at the end of the reporting period.

Final Dividend is recorded as liability on the date of approval by shareholders in their General Meeting. Interim Dividend is declared as liability on the date of declaration by Board of Directors.

#### **O) Events after Reporting Date**

Where events occurring after the Balance Sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the Balance Sheet date of material size or nature are only disclosed.

#### **P) Standards issued and effective**

Ministry of Corporate Affairs ("MCA") has notified the Companies (Indian Accounting Standards) Amendment Rules, 2023 dated 31-March-2023 to amend the following Ind AS which are effective from 01-April-2023. However, these amendments does not have an impact on Financial Statements and material accounting policy information.

**Ind AS 1 Presentation of Financial Statements** This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual periods beginning on or after 01-April-2023. The Company has evaluated the amendment, and the impact of the amendment is insignificant in the Company's financial statements.

**Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors** This amendment has introduced a definition of accounting estimates' and included amendments. to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after 01-April-2023. The Company has evaluated the amendment and there is no impact on its financial statements.

**Ind AS 12 Income Taxes** This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after 01-April-2023. The Company has evaluated the amendment and there is no impact on its financial statement.

#### **Q) Standards notified but not yet effective**

There are no standards that are notified and not yet effective as on the date.

Summary of material accounting policies and other explanatory information to the financial statements for the year ended 31-March-2024  
 [All amounts are in rupees lakh, except share data and earnings per share]

3(i) Property, plant and equipment

	Tangible assets					(Amount in ₹)
	Leasehold improvements	Computers and data processing units	Furniture and fittings	Motor vehicles	Office equipment	Total
<b>As at 31-March-2024</b>						
<b>Gross carrying amount</b>						
As at 01-April-2023	7.90	155.52	21.26	15.34	-	200.02
Additions	35.04	321.68	14.33	62.53	3.38	436.96
Disposals	-	-	-	-	-	-
<b>As at 31-March-2024</b>	<b>42.94</b>	<b>477.20</b>	<b>35.59</b>	<b>77.87</b>	<b>3.38</b>	<b>636.98</b>
<b>Accumulated depreciation</b>						
As at 01-April-2023	1.12	22.98	2.25	0.39	-	26.75
Depreciation charge	2.38	61.50	2.52	7.61	0.37	74.38
Disposals	-	-	-	-	-	-
<b>As at 31-March-2024</b>	<b>3.50</b>	<b>84.48</b>	<b>4.77</b>	<b>8.00</b>	<b>0.37</b>	<b>101.13</b>
<b>Net carrying amount</b>						
As at 31-March-2024	39.44	392.72	30.82	69.87	3.01	535.85
As at 31-March -2023	6.78	132.54	19.00	14.95	-	173.26
<b>As at 31-March-2023</b>						
<b>Gross carrying amount</b>						
As at 01-April-2022	7.90	93.15	17.39	-	-	118.44
Additions	-	62.37	3.86	15.34	-	81.57
Disposals	-	-	-	-	-	-
<b>As at 31-March-2023</b>	<b>7.90</b>	<b>155.52</b>	<b>21.25</b>	<b>15.34</b>	<b>-</b>	<b>200.01</b>
<b>Accumulated depreciation</b>						
As at 01-April-2022	0.37	3.84	0.14	-	-	4.35
Depreciation charge	0.75	19.14	2.11	0.39	-	22.40
Disposals	-	-	-	-	-	-
<b>As at 31-March-2023</b>	<b>1.12</b>	<b>22.98</b>	<b>2.25</b>	<b>0.39</b>	<b>-</b>	<b>26.75</b>
<b>Net carrying amount</b>						
As at 31-March-2023	6.78	132.54	19.00	14.95	-	173.26
As at 31-March-2022	7.53	89.31	17.25	-	-	114.09

Summary of material accounting policies and other explanatory information to the financial statements for the year ended 31-March-2024  
 [All amounts are in rupees lakh, except share data and earnings per share]

3(ii) Other intangible assets

	Intangible assets	
	Software	Total
<b>As at 31-March-2024</b>		
<b>Gross carrying amount</b>		
As at 01-April-2023	-	-
Additions	1.60	1.60
Disposals	-	-
<b>As at 31-March-2024</b>	<b>1.60</b>	<b>1.60</b>
<b>Accumulated amortisation</b>		
As at 01-April-2023	-	-
Amortisation charge	0.38	0.38
Disposals	-	-
<b>As at 31-March-2024</b>	<b>0.38</b>	<b>0.38</b>
<b>Net carrying amount</b>		
As at 31-March-2024	1.23	1.23
As at 31-March-2023	-	-

3(iii) Right of use assets

	Right of use assets	
	Right-of-use assets (Building)	Total
<b>As at 31-March-2024</b>		
<b>Gross carrying amount</b>		
As at 01-April-2023	-	-
Additions	336.34	336.34
Disposals	-	-
<b>As at 31-March-2024</b>	<b>336.34</b>	<b>336.34</b>
<b>Accumulated amortisation</b>		
As at 01-April-2023	-	-
Amortisation charge	45.41	45.41
Disposals	-	-
<b>As at 31-March-2024</b>	<b>45.41</b>	<b>45.41</b>
<b>Net carrying amount</b>		
As at 31-March-2024	290.94	290.94
As at 31-March-2023	-	-



Summary of material accounting policies and other explanatory information to the financial statements for the year ended 31-March-2024  
[All amounts are in rupees lakh, except share data and earnings per share]

	As at 31-March-2024	As at 31-March-2023
	₹	₹
<b>NON-CURRENT ASSETS</b>		
<b>4 Financial assets</b>		
<b>(i) Investments at fair value through other comprehensive income*</b>		
<b>Quoted equity shares</b>		
Easy Trip Planners Limited	-	549.40
[Nil (Previous year 12,65,031) equity shares of Rs. 1 each/- (Previous year Rs. 1 each/) fully paid up]	-	549.40
	-	549.40
<b>Aggregate amount of quoted investments and market value</b>	-	<b>549.40</b>
* The Company had made an irrevocable election at initial recognition for particular investments in equity instruments that would otherwise be measured at fair value through profit or loss to present subsequent changes in fair value in other comprehensive income.		
(a) Refer note 29 - Financial risk management for information about credit risk and market risk of other financial assets.		
(b) The carrying amounts of financial assets are considered to be a reasonable approximation of their fair values.		
<b>(ii) Other financial assets</b>		
Deposit with (carried at amortised cost)		
- others	21.24	2.00
	<b>21.24</b>	<b>2.00</b>
<b>5 Income tax assets</b>		
Income tax deposited [against matter under appeal]	19.13	19.13
	<b>19.13</b>	<b>19.13</b>
<b>6 Deferred tax assets (net)^</b>		
<b>Deferred tax assets arising on account of:</b>		
- Minimum alternate tax credit entitlement	198.72	56.07
- Revaluation loss (FVTPL)	-	50.03
- Unabsorbed business losses and depreciation (brought forward)	332.63	240.38
- Right-of-use assets and lease liabilities	1.57	-
- Security deposits measured at amortised cost	1.98	-
- Provision for compensated absences	0.05	-
- Employee benefit plan (Gratuity)	6.68	3.45
- Unabsorbed loss (FVTOCI)	53.14	53.14
- Short-term capital loss (FVTOCI)	18.44	-
	<b>613.20</b>	<b>403.07</b>
<b>Deferred tax liabilities arising on account of:</b>		
- Revaluation gain (FVTPL)	(76.92)	-
- Differences in the carrying value and tax base of property, plant and equipment	(34.61)	(11.10)
	<b>(111.53)</b>	<b>(11.10)</b>
<b>Total</b>	<b>501.67</b>	<b>391.97</b>

^ Refer note 24.1

Summary of material accounting policies and other explanatory information to the financial statements for the year ended 31-March-2024  
 [All amounts are in rupees lakh, except share data and earnings per share]

Movement in deferred tax assets during the year ended 31-March-2024	Opening Balance as at 1-April-2023	Utilisation of MAT credit	Recognised during the year through profit and loss	Closing Balance as at 31-March-2024
- Minimum alternate tax credit entitlement	56.07	-	142.65	198.72
- Revaluation loss (FVTPL)	50.03	-	(50.03)	-
- Unabsorbed business losses and depreciation (brought forward)	240.38	-	92.25	332.63
- Right-of-use assets and lease liabilities	-	-	1.57	1.57
- Security deposits measured at amortised cost	-	-	1.98	1.98
- Provision for compensated absences	-	-	0.05	0.05
- Employee benefit plan (Gratuity)	3.45	-	3.23	6.68
- Unabsorbed loss (FVTOCI)	53.14	-	-	53.14
- Short-term capital loss (FVTOCI)	-	-	18.44	18.44
	<b>403.07</b>	<b>-</b>	<b>210.14</b>	<b>613.20</b>

Movement in deferred tax liability during the year ended 31-March-2024	Opening Balance as at 1-April-2023	Utilisation of MAT credit	Recognised during the year through profit and loss	Closing Balance as at 31-March-2024
- Revaluation gain (FVTPL)	-	-	76.92	76.92
- Differences in the carrying value and tax base of property, plant and equipments	11.10	-	23.51	34.61
	<b>11.10</b>	<b>-</b>	<b>100.43</b>	<b>111.53</b>

Movement in deferred tax assets during the year ended 31-March-2023	Opening Balance as at 1-April-2022	Utilisation of MAT credit	Recognised during the year through profit and loss	Closing Balance as at 31-March-2023
- Minimum alternate tax credit entitlement	56.15	0.08	-	56.07
- Revaluation loss (FVTPL)	-	-	50.03	50.03
- Unabsorbed business losses and depreciation (brought forward)	-	-	240.38	240.38
- Employee benefit plan (Gratuity)	1.57	-	1.88	3.45
- Unabsorbed loss (FVTOCI)	-	-	53.14	53.14
- Differences in the carrying value and tax base of property, plant and equipments	9.14	9.14	-	-
	<b>66.87</b>	<b>9.22</b>	<b>345.42</b>	<b>403.07</b>

Movement in deferred tax liability during the year ended 31-March-2024	Opening Balance as at 1-April-2023	Utilisation of MAT credit	Recognised during the year through profit and loss	Closing Balance as at 31-March-2024
- Differences in the carrying value and tax base of property, plant and equipments	-	-	11.10	11.10
	<b>-</b>	<b>-</b>	<b>11.10</b>	<b>11.10</b>

Summary of material accounting policies and other explanatory information to the financial statements for the year ended 31-March-2024

[All amounts are in rupees lakh, except share data and earnings per share]

The Company has unused minimum alternate tax credit amounting to Rs. 198.72 lakh as on 31-March-2024 (previous year: Rs. 56.07 lakh). Such tax credit have been recognised on the basis that recovery is probable in foreseeable future.

Assessment year(A.Y.) to which MAT credit pertains	Expiry date	31-March-2024	31-March-2023
2024-25	2039-40	142.65	-
2021-22	2036-37	56.07	56.07

There are unused minimum alternate tax credits as mentioned below which have not been recognized as an asset in the books of account on a prudent basis

Assessment year(A.Y.) to which MAT credit pertains	Expiry date	31-March-2024	31-March-2023
2018-19	2033-34	938.66	938.66

**CURRENT ASSETS**

**7 Financial assets**

**(i) Investments**

[Measured at fair value through profit and loss (FVTPL), unless otherwise stated]

<b>(a) in equity instruments (quoted)</b>					
Particulars	Face value ₹	As at	As at	As at	As at
		31-March-2024 Number	31-March-2023 Number	31-March-2024 ₹	31-March-2023 ₹
Salasar Techno Engineering Limited(c)	1.00	1,000,000	-	200.00	-
Varun Beverages Limited(c)	5.00	10,000	-	139.81	-
GTL Limited(c)	10.00	900,000	900,000	84.15	44.10
JTL Industries Limited	2.00	40,000	-	73.29	-
Dhani Services Limited(c)	2.00	100,000	10,000	38.00	2.66
Sadbhav Infrastructure Project Limited(c)	10.00	170,000	170,000	11.78	5.13
Mankind Pharma Limited(c)	1.00	500	-	11.49	-
Tejnaksh Healthcare Limited(c)	5.00	26,442	13,221	6.12	9.11
Visagar Polytex Limited	1.00	197,746	197,746	2.02	1.50
Oxygenta Pharmaceutical Limited	10.00	3,250	3,250	0.94	1.19
Intellivate Capital Ventures Limited	1.00	267	89	0.12	0.01
Sintex Plastics Technology Limited	1.00	10,000	-	0.10	-
Apis India Limited	10.00	25	25	0.05	0.02
Visesh Infotechnics Limited	1.00	2	2	0.00	0.00
Coffee Day Enterprises Limited	10.00	-	60,000	-	17.15
D C M Limited.	10.00	-	9,322	-	6.54
Euro Panel Products Limited	10.00	-	10,000	-	10.75
Droneacharya Aerial Innovations Limited	10.00	-	10,000	-	12.26
Indiabulls Enterprises Limited	2.00	-	150,000	-	12.08
Servotech Power Systems Limited	2.00	-	90,000	-	32.40
Sumit Woods Limited	10.00	-	1,894	-	0.58
VIP Clothing Limited	2.00	-	326,836	-	131.36
Orient Green Power Company Limited	10.00	-	50,000	-	4.54
3I Infotech Limited.	10.00	-	10,000	-	2.75
Adani Green Energy Limited	10.00	-	5,000	-	44.09
Alok Industries Limited	1.00	-	100,000	-	11.59
Ansal Housing Limited	10.00	-	350,000	-	11.38
Brightcom Group Limited	2.00	-	50,000	-	7.32
Future Consumer Limited	6.00	-	5,100,000	-	25.50
Gtl Infrastructure Limited	10.00	-	2,500,000	-	17.75
Hazoor Multi Projects Limited *	10.00	-	51,500	-	11.65
Hazoor Multi Projects Limited	10.00	-	103,000	-	189.11
Hi-Tech Pipes Limited	1.00	-	62,400	-	50.14
IRB Infrastructure Developers Ltd	1.00	-	850,000	-	213.52
Uttam Value Steels Limited	10.00	-	25,000	-	4.49

Summary of material accounting policies and other explanatory information to the financial statements for the year ended 31-March-2024  
 [All amounts are in rupees lakh, except share data and earnings per share]

Particulars	Face value ₹	As at		As at	
		31-March-2024 Number	31-March-2023 Number	31-March-2024 ₹	31-March-2023 ₹
Motherson Sumi Wiring India Limited	1.00	-	10,000	-	6.71
Patron Exim Limited	10.00	-	40,000	-	3.03
PC Jeweller Limited	10.00	-	1,017,000	-	271.74
Rail Vikas Nigam Limited	10.00	-	10,000	-	6.86
Rattanindia Power Limited	10.00	-	500,000	-	14.75
SML Isuzu Limited	10.00	-	6,134	-	45.21
South Indian Bank Limited	0.05	-	50,000	-	7.31
Subex Limited	5.00	-	10,000	-	2.84
Tata Teleservices (Maharashtra) Limited	10.00	-	10,000	-	5.55
Trident Limited.	1.00	-	10,000	-	2.79
Tulsyan NEC Limited	10.00	-	6,000	-	3.43
Vodafone Idea Limited	10.00	-	1	-	0.00
WS Industries India Limited	10.00	-	3,020	-	1.01
<b>Investments at fair value through profit and loss</b>				<b>567.87</b>	<b>1,251.88</b>
<b>Aggregate value of quoted investments</b>				<b>567.87</b>	<b>1,251.88</b>
<b>Aggregate cost of quoted investments</b>				<b>317.62</b>	<b>1,279.79</b>

	As at		As at	
	31-March-2024 Number	31-March-2023 Number	31-March-2024 ₹	31-March-2023 ₹
<b>(b) in share warrants (un-quoted)</b>				
JTL Industries Limited [Warrants]	-	20,000	-	15.00
			<b>567.87</b>	<b>1,266.88</b>

\* Partly paid up shares

(a) Refer note 29 - Financial risk management for information about credit risk and market risk of other financial assets.

(b) The carrying amounts of financial assets are considered to be a reasonable approximation of their fair values.

(c) Under lien with clearing member towards margin for trading limit in FY 2023-24.

(d) During the year ended 31-March-2024, Share warrants of JTL Industries Limited were converted into equity shares and subsequently bonus shares has been issued in ratio of 1:1.

	As at	
	31-March-2024 ₹	31-March-2023 ₹
<b>(ii) Cash and cash equivalent</b>		
Balances with banks		
- in current accounts	189.96	287.59
- deposits with maturity of less than 3 months	0.37	0.32
Cash on hand	1.14	1.43
	<b>191.47</b>	<b>289.34</b>

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short-term deposits are made for varying periods of between one day and three months, depending on the immediate cash requirements of the Company, and earn interest at the respective short-term deposit rates.

(a) Refer note 29 - Financial risk management for information about credit risk and market risk of other financial assets.

(b) The carrying amounts of financial assets are considered to be a reasonable approximation of their fair values.

Summary of material accounting policies and other explanatory information to the financial statements for the year ended 31-March-2024  
 [All amounts are in rupees lakh, except share data and earnings per share]

	As at 31-March-2024	As at 31-March-2023
	₹	₹
<b>(iii) Bank balance other than cash and cash equivalents</b>		
- Deposits with maturity for more than 3 months but less than 12 months*	31.65	30.52
	<b>31.65</b>	<b>30.52</b>
<p>* The amount is pledged against bank guarantees issued by HDFC Bank Limited in favor of Haryana VAT department (refer note 26). However, the assessments proceedings of VAT have already closed. The Company was in the process of pre-closing the Bank Guarantee (BG) and encashing the undeluged Fixed Deposit (FD). Subsequent to the year ended 31-March-2024, the fixed deposits were unpledged and encashed.</p> <p>(a) Refer note 29 - Financial risk management for information about credit risk and market risk of other financial assets.                      (b) The carrying amounts of financial assets are considered to be a reasonable approximation of their fair values.</p>		
<b>(iv) Loans</b>		
Unsecured		
- to related parties (Refer note-27)	-	564.00
	-	<b>564.00</b>
<p>The Company has given unsecured loan to its Holding entity (refer note 27) at an interest rate of 10% per annum and the loan is repayable in full by the borrower within 15 days from the end of last day of 11 calender months from disbursement. These borrower can pre-pay principal and/or interest without any charges or penalties. The borrower has utilised the loans for its principal business activities only.</p> <p>(a) Refer note 29 - Financial risk management for information about credit risk and market risk of other financial assets.                      (b) The carrying amounts of financial assets are considered to be a reasonable approximation of their fair values.</p>		
<b>(v) Other financial assets</b>		
At amortised cost (Unsecured, considered good unless otherwise stated)		
Receivable from related parties	-	0.85
Balance with brokers/clearing agent		
- from related party (refer note 27)	168.01	76.93
- from clearing agent	1,362.21	2,187.93
- from others	3,600.00	1,500.00
Deposit with		
- others	1.24	-
Other recoverables	0.06	-
Accrued interest on deposits	21.44	11.51
	<b>5,152.96</b>	<b>3,777.21</b>
<p>(a) Refer note 29 - Financial risk management for information about credit risk and market risk of other financial assets.                      (b) The carrying amounts of financial assets are considered to be a reasonable approximation of their fair values.</p>		

Summary of material accounting policies and other explanatory information to the financial statements for the year ended 31-March-2024  
 [All amounts are in rupees lakh, except share data and earnings per share]

	As at 31-March-2024	As at 31-March-2023
	₹	₹
<b>8 Other current assets</b>		
(Unsecured, considered good unless otherwise stated)		
Advances other than capital advances:		
- Incentive receivable from government authorities	107.94	24.52
- Balance with government authorities	34.46	-
- Prepaid expenses	6.25	-
- To suppliers	1.10	-
- To employee	6.60	-
- Other recoverables	-	0.45
	<b>156.35</b>	<b>24.97</b>
	As at 31-March-2024	As at 31-March-2023
	₹	₹
<b>9 Equity share capital</b>		
<b>Authorised share capital</b>		
1,15,00,000 (Previous year 1,15,00,000) Equity Shares of Rs. 2/- each	230.00	230.00
20,000 (Previous year 20,000) Redeemable Cumulative Preference Shares of Rs. 100/- each	20.00	20.00
	<b>250.00</b>	<b>250.00</b>
<b>Issued, subscribed and paid up capital</b>		
80,36,000 (Previous year 80,36,000) Equity Shares of Rs. 2/- each fully paid up	160.72	160.72
	<b>160.72</b>	<b>160.72</b>
<b>(i) Movements in equity share capital</b>	<b>Number of shares</b>	<b>Equity share capital (par value)</b>
		₹
As at 01-April-2023	8,036,000	160.72
Add: Issued during the year	-	-
<b>As at 31-March-2024</b>	<b>8,036,000</b>	<b>160.72</b>
As at 01-April-2022	8,036,000	160.72
Add: Issued during the year	-	-
<b>As at 31-March-2023</b>	<b>8,036,000</b>	<b>160.72</b>

There are no securities which are convertible into equity shares.

**(ii) Terms/Rights attached to equity shares**

The Company has one class of equity shares having a par value of Rs.2 each [previous year Rs.2]. Each holder of equity shares is entitled to one vote per share. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of Interim dividend.

In the event of liquidation of the Company, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

The shareholders have all other rights as available to equity shareholders as per provisions of the Companies Act, 2013 read together with the Memorandum and Articles of Association of the Company, as applicable.

Summary of material accounting policies and other explanatory information to the financial statements for the year ended 31-March-2024  
[All amounts are in rupees lakh, except share data and earnings per share]

## (iii) Details of shareholders holding more than 5% equity shares in the Company

		As at 31-March-2024	
		Number of shares	% holding
Algoquant Financials LLP [Entity holding AIPL]		1,008,100	12.54%
Algoquant Investments Private Limited (the holding Company)		4,172,350	51.92%
<i>(As per the records of the Company, including register of members)</i>			
		As at 31-March-2023	
		Number of shares	% holding
Algoquant Financials LLP [Entity holding AIPL]		1,008,100	12.54%
Algoquant Investments Private Limited (the holding Company)		4,172,350	51.92%
<i>(As per the records of the Company, including register of members)</i>			

## (iv) Details of equity shares held by promoter

As at 31-March-2024

S. No.	Promoter's Name	No. of Shares at beginning of the year	Change during the year	No. of shares at the end of the year	% of total shares	% change during the year
1	Algoquant Financials LLP	1,008,100	-	1,008,100	12.54%	-
2	Algoquant Investments Private Limited	4,172,350	-	4,172,350	51.92%	-
3	Dhruv Gupta	54,500	-	54,500	0.68%	-
4	Devansh Gupta	61,125	-	61,125	0.76%	-

As at 31-March-2023

S. No.	Promoter's Name	No. of Shares at beginning of the year	Change during the year	No. of shares at the end of the year	% of total shares	% change during the year
1	Algoquant Financials LLP	1,004,045	4,055	1,008,100	12.54%	0.4%
2	Algoquant Investments Private Limited	4,172,350	-	4,172,350	51.92%	-
3	Dhruv Gupta	54,500	-	54,500	0.68%	-
4	Devansh Gupta	61,125	-	61,125	0.76%	-

(v) The Company has not issued/allotted any class of shares as fully paid up pursuant to contract(s) without payment being received in cash or by way of bonus shares during the period of five year immediately preceding the reporting date. Further, no shares of any class were bought back during the period of five year immediately preceding the reporting date. Further, no shares have been reserved to be issued against stock options.

	As at 31-March-2024	As at 31-March-2023
	₹	₹
Reserves and surplus		
Capital reserve	7.52	7.52
Securities premium	73.28	73.28
Retained earnings	4,183.97	3,187.19
<b>Total reserves and surplus</b>	<b>4,264.78</b>	<b>3,267.98</b>

## 10 Other equity

Reserves and surplus

Capital reserve

Securities premium

Retained earnings

**Total reserves and surplus**



Summary of material accounting policies and other explanatory information to the financial statements for the year ended 31-March-2024  
 [All amounts are in rupees lakh, except share data and earnings per share]

	As at 31-March-2024	As at 31-March-2023
	₹	₹
<b>Movement as below:</b>		
<b>(i) Capital reserve</b>		
Balance as at the beginning of the year	7.52	7.52
Add: changes during the year	-	-
<b>Balance as at the end of the year</b>	<b>7.52</b>	<b>7.52</b>
<b>(ii) Securities premium</b>		
Balance as at the beginning of the year	73.28	73.28
Add: changes during the year	-	-
<b>Balance as at the end of the year</b>	<b>73.28</b>	<b>73.28</b>
<b>(iii) Retained earnings</b>		
Balance as at the beginning of the year	3,187.19	3,112.64
Add: Profit/(loss) for the year	995.39	(341.88)
Add: Other comprehensive income	1.39	416.43
<b>Balance as at the end of the year</b>	<b>4,183.97</b>	<b>3,187.19</b>

(i) Capital Reserve: This Reserve represents the difference between value of the net assets transferred to the Company in the course of business combinations and the consideration paid for such combinations.

(ii) Securities Premium Reserve: This Reserve represents the premium on issue of shares and can be utilised in accordance with the provisions of the Companies Act, 2013.

(iii) Retained Earnings: Retained Earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders. Retained earnings includes re-measurement loss/(gain) on defined benefit plans, net of taxes that will not be reclassified to Profit and Loss. Retained earnings is a free reserve available to the Company.

	As at 31-March-2024	As at 31-March-2023
	₹	₹

**NON-CURRENT LIABILITIES**

**11 Financial liabilities**

**(i) Borrowings (measured at amortised cost)**

Term loan, secured		
- from bank [vehicle loan]	51.58	-
less: Current maturities of long-term borrowings	(18.16)	-
	<b>33.42</b>	-

**a) Security and terms of repayment of borrowing from bank:**

The aforesaid term loan from bank are secured by hypothecation of vehicles, repayable in 37 monthly instalments from the start of the loan. The rate of interest is 12.05% for the above borrowings.

**(ii) Lease liabilities (refer note-32)**

Less: Current portion of lease liabilities	296.57	-
	(57.84)	-
	<b>238.73</b>	-

**12 Long-term provisions**

Provision for defined benefit obligations (Gratuity)

- Non-current portion (refer note 35)	23.38	5.80
	<b>23.38</b>	<b>5.80</b>

Summary of material accounting policies and other explanatory information to the financial statements for the year ended 31-March-2024  
[All amounts are in rupees lakh, except share data and earnings per share]

	As at 31-March-2024	As at 31-March-2023
	₹	₹
<b>CURRENT LIABILITIES</b>		
<b>13 Financial liabilities</b>		
<b>(i) Borrowings</b>		
(Measured at amortised cost)		
<b>Secured</b>		
Marging trade funding		
- from Non-Banking Financial Company(NBFC)	70.98	416.56
<b>Unsecured</b>		
- from related parties	-	130.00
- from Non-Banking Financial Company(NBFC)	1,950.00	2,500.00
Current maturities of long-term borrowings	18.16	-
	<b>2,039.14</b>	<b>3,046.56</b>
<b>Terms and condition attached</b>		
<b>(a) SEBI Margin trade funding facility (SEBI MTF)</b>		
The Company has SEBI MTF facilities from two stock-brokers. The rate of interest ranges between 10.00% - 12.00%. The facilities are secured by the pledge of underlying investments acquired under such facilities. The borrowing facility is for a short-term and are repayable on demand. Margin requirement are as per SEBI norms. [refer note 7(i)]		
<b>(b) Revolving loan facility</b>		
<b>Nature of facility:-</b> Revolving Loan Facility- Loan amount of Rs. 2,000 lakh (previous year Rs. 2,500 lakh)		
<b>Rate of interest:-</b> 12-16% per annum (previous year 12-16% per annum), charged on calendar monthly basis on daily outstanding basis & payable within next calendar month along with interest thereon.		
<b>Security with haircut:-</b>		
1. Equitable Mortgage of Property bearing No. 11-B, Block-4, Asaf Ali Road, New Delhi along with construction build their upon, owned by M/s. Dhruv Devansh Investment & Finance LLP.		
2. Only lender approved/pre-approved scripts or any other security as acceptable to the lender will be considered for calculation of margin. Haircut of 52% to be maintained during the total loan tenure (calculated at closing price of end of the day at the lower of BSE/NSE; any deficit is to be provided before opening of the market on the next day).		
<b>(c) From related parties</b>		
- the loan (and interest thereon) is unsecured and repayable within 15 days from the end of last day of 11 calendar months from disbursement. The loan carries an interest of 10% per annum. The Company can pre-pay principal and/or interest without any charges or penalties.		
<b>(ii) Lease liabilities</b>	57.84	-
	<b>57.84</b>	-
<b>(iii) Trade payables</b>		
<b>(Undisputed)</b>		
- total outstanding dues to micro and small enterprises	-	-
- total outstanding dues to other than micro and small enterprises	58.81	88.35
	<b>58.81</b>	<b>88.35</b>

Ageing for trade payables from the due date of payment for each of the category as at 31-March-2024

	Outstanding for following periods from due date of payment			
	Unbilled dues	Less than 1 year	More than 1 year	Total
Undisputed dues - MSME	-	-	-	-
Undisputed dues - Others	22.14	36.68	-	<b>58.81</b>

Summary of material accounting policies and other explanatory information to the financial statements for the year ended 31-March-2024  
[All amounts are in rupees lakh, except share data and earnings per share]

Ageing for trade payables from the due date of payment for each of the category as at 31-March-2023

	Outstanding for following periods from due date of payment			
	Unbilled dues	Less than 1 year	More than 1 year	Total
Undisputed dues - MSME	-	-	-	-
Undisputed dues - Others	26.89	51.59	9.87	88.35

On the basis of confirmation obtained from vendors who have registered themselves under the Micro, Small and Medium Enterprise Development Act, 2006 (MSMED Act, 2006), there are no vendors to whom the Company owes dues, which are outstanding for more than 45 days during the year and also as at 31-March-2024. The same has been relied upon by the auditors.

Particulars	As at	As at
	31-March-2024	31-March-2023
	₹	₹
i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	-	-
ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
iii) The amount of interest paid by the buyer in terms of section 16, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
iv) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Act	-	-
v) The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
vi) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23.	-	-
	As at	As at
	31-March-2024	31-March-2023
	₹	₹
<b>(iv) Other financial liabilities</b>		
Interest accrued but not due on borrowings	23.51	28.87
Employee emoluments	186.07	47.07
	<b>209.58</b>	<b>75.94</b>
<b>14 Other current liabilities</b>		
Statutory dues (including interest thereon)	43.71	67.69
	<b>43.71</b>	<b>67.69</b>
<b>15 Short-term provisions</b>		
Provision for defined benefit plan		
- Gratuity (current portion) [refer note-35]	0.64	0.02
- Compensated absences (current portion)	0.18	5.33
	<b>0.82</b>	<b>5.35</b>
<b>16 Current tax liabilities (net)</b>		
Provision for income tax (net of tds and advance tax)	152.62	143.20
	<b>152.62</b>	<b>143.20</b>

\* Amount represent net of tax deducted at source and advance tax of Rs. 42.44 Lakh (previous year of Rs. 7.36 Lakh)

Summary of material accounting policies and other explanatory information to the financial statements for the year ended 31-March-2024  
 [All amounts are in rupees lakh, except share data and earnings per share]

	Year ended 31-March-2024	Year ended 31-March-2023
	₹	₹
<b>17 Revenue from operations</b>		
- Trading in financial instruments	5,875.73	1,439.79
- Gain/(loss) on fair valuation of financial assets	276.47	(179.83)
- Interest income on margin money	265.03	24.21
	<b>6,417.23</b>	<b>1,284.17</b>
<b>18 Other income</b>		
Interest income [carried at amortised cost]		
- on fixed deposits	1.40	37.18
- on loans	43.89	22.73
- on security deposits	1.19	-
Gain on sale of financial assets [measured at FVTPL]	-	2.17
Dividend income [on equity instruments measured at FVTPL]	2.66	0.15
Provisions no longer required written-back	11.34	24.56
Miscellaneous income	4.98	0.05
	<b>65.46</b>	<b>86.84</b>
<b>19 Trading and other charges</b>		
Trade charges	1,081.53	240.39
Securities transaction tax	1,220.98	127.18
Software and strategy charges	31.40	420.56
Clearing charges to custodian	54.86	3.66
Depository charges	1.15	0.33
	<b>2,389.92</b>	<b>792.12</b>
<b>20 Employee benefits expense</b>		
Salaries, wages and bonus	2,093.08	851.52
Director's remuneration	74.81	64.54
Gratuity expenses (refer note 35)	17.27	6.75
Recruitment and training	0.54	-
Staff welfare expenses	21.95	5.37
	<b>2,207.65</b>	<b>928.18</b>
<b>21 Finance costs</b>		
Interest		
- on delayed payment of statutory dues	12.27	9.22
- on lease liability	19.14	-
- on borrowings	409.59	149.71
	<b>441.00</b>	<b>158.93</b>
<b>22 Depreciation and amortisation</b>		
Depreciation on property, plant and equipment	74.38	22.40
Amortisation of intangible assets	0.38	-
Amortisation of right-of-use assets	45.41	-
	<b>120.17</b>	<b>22.40</b>

Summary of material accounting policies and other explanatory information to the financial statements for the year ended 31-March-2024  
[All amounts are in rupees lakh, except share data and earnings per share]

	Year ended	Year ended
	31-March-2024	31-March-2023
	₹	₹
<b>23 Other expenses</b>		
Legal and professional fees	170.12	55.71
Rent expense	55.69	42.00
Annual listing fee	4.84	3.65
Power and fuel	10.85	2.79
Bank charges	0.12	0.65
Rates and taxes	1.20	2.13
Margin shortfall/slb charges	1.12	-
Advertisement charges	9.58	0.69
Issuers fee	-	0.16
Processing fees	0.11	-
Repairs and maintenance		
- Electrical	14.55	0.72
- Building	0.94	0.28
Travelling expense	4.15	-
Printing and stationery	0.63	0.86
Donation	1.11	-
Leaseline charges	2.44	-
Auditors' remuneration		
- as statutory auditors	8.77	5.90
- as tax auditors	0.50	-
Miscellaneous expenses	11.84	2.72
	<b>298.56</b>	<b>118.27</b>
<b>24 Tax expense</b>		
<b>from continuing operations</b>		
<b>Current tax</b>		
Current tax for the year	154.97	-
	<b>154.97</b>	<b>-</b>
<b>Deferred tax</b>		
Deferred tax for the year	(111.35)	(355.80)
	<b>(111.35)</b>	<b>(355.80)</b>
	<b>43.62</b>	<b>(355.80)</b>

#### 24.1 Deferred tax on brought forward business loss and MAT credit

The Company, in line with requirements of Ind AS 12 has reviewed the un-recognised deferred tax assets on brought forward losses and MAT credits. The Company has recognised deferred tax asset on brought forward unabsorbed business losses. However the Company has not recognised DTA in respect of MAT credits prior to 31-March-2018. [refer note 6].

Summary of material accounting policies and other explanatory information to the financial statements for the year ended 31-March-2024  
 [All amounts are in rupees lakh, except share data and earnings per share]

	Year ended 31-March-2024	Year ended 31-March-2023
	₹	₹
<b>24.2 Effective tax reconciliation</b>		
<b>Profit before tax</b>	<b>1,040.39</b>	<b>(648.89)</b>
Tax rate	<b>27.82%</b>	<b>27.82%</b>
Tax on accounting profit	289.44	(180.52)
Tax impact on		
a) permanent differences	3.72	2.56
b) items taxed at preferential rate	(0.00)	79.89
c) losses set-off against income taxed at preferential rate	-	49.66
d) brought forward losses on which DTA was not recognised earlier	(180.62)	(240.38)
e) change in rate of tax used for deferred tax recognition*	(13.15)	75.64
g) utilisation of unrecognised MAT credit	-	(106.12)
h) Other miscellaneous differences	(54.39)	(36.54)
<b>Expected tax after adjustments</b>	<b>45.00</b>	<b>(355.80)</b>
*Portion of items expected to be taxed at LTCG were taxed as STCG		
<b>As per statement of profit and loss</b>		
Tax/(credit) charged to profit and loss		
- Current tax	154.97	-
- Deferred tax [MAT credit entitlement]	(109.97)	(355.80)
	<b>45.00</b>	<b>(355.80)</b>
<b>25 Earnings per equity share</b>		
<b>from continuing operations</b>		
Profit/(loss) before OCI attributable to equity shareholders'	980.39	(293.08)
Number of equity shares outstanding at the end of the year	8,036,000	8,036,000
Weighted average number of equity shares outstanding during the year	8,036,000	8,036,000
<b>Basic and diluted earnings per share (in ₹)</b>	<b>12.20</b>	<b>(3.65)</b>
<b>from discontinued operations</b>		
Profit/(loss) before OCI attributable to equity shareholders'	15.00	(48.79)
Number of equity shares outstanding at the end of the year	8,036,000	8,036,000
Weighted average number of equity shares outstanding during the year	8,036,000	8,036,000
<b>Basic and diluted earnings per share (in ₹)</b>	<b>0.19</b>	<b>(1.67)</b>
<b>from continuing and discontinued operations (basic and diluted)</b>	<b>12.39</b>	<b>(5.32)</b>
<b>26 Discontinued operations</b>		
<b>i) Discontinued operations</b>		
The Company had closed the only manufacturing facility in the year 2017. Results of the manufacturing operations that were discontinued are disclosed as discontinued operations. Further, during the quarter ended 31-Dec-2018, the Company had substantially completed the settlement of liabilities and realisation of assets, pertaining to its discontinued operations. The adjustments in the current period pertain to changes in the settlement of those liabilities. The figures for the discontinued operations have been separately disclosed.		
<b>ii) Financial position and financial performance</b>		
The financial position presented for the year ended 31-March-2024		

Summary of material accounting policies and other explanatory information to the financial statements for the year ended 31-March-2024  
[All amounts are in rupees lakh, except share data and earnings per share]

	As at 31-March-2024	As at 31-March-2023
	₹	₹
<b>(A) Current assets pertaining to discontinued operations</b>		
- <b>Financial assets</b> (Unsecured, considered good unless otherwise stated)		
Deposit with government department	9.48	9.48
Deposit with others	0.17	0.17
- <b>Deferred tax assets</b>		
On account of gratuity	85.47	85.47
<b>Total current assets pertaining to discontinued operations</b>	<b>95.11</b>	<b>95.11</b>
<b>(B) Current liabilities pertaining to discontinued operations</b>		
- <b>Other current liabilities</b>		
- Statutory dues	-	15.00
	-	<b>15.00</b>
- <b>Provisions</b>		
Provision for employee benefits:		
- for gratuity (defined benefit obligation and interest thereon) [refer note iii(a)]	281.92	307.21
	281.92	307.21
<b>Total current liabilities pertaining to discontinued operations</b>	<b>281.92</b>	<b>322.21</b>

**iii) Provision for gratuity**

The Hon'ble High Court of Punjab and Haryana at Chandigarh, in a matter relating to the gratuity claims of certain employees, decided in favour of the employees. Consequently, the Company had re-assessed the potential claims and recorded appropriate accruals in the financial statements for the year ended 31-March-2023 on a prudent basis. The Company is carrying a total provision of Rs.281.92 lakh (previous year Rs. 307.21 lakh) in the books of account. Based on the opinion of legal counsels the management believes the likelihood of any additional liability is low.

	Year ended 31-March-2024	Year ended 31-March-2023
	₹	₹
<b>Summary of profit and loss of discontinued operations</b>		
Income		
- Other income	15.00	24.18
Expenses		
- Finance cost	-	(8.44)
- Gratuity expense	-	(150.00)
<b>Profit/(loss) before income tax</b>	<b>15.00</b>	<b>(134.26)</b>
Tax expense (deferred tax)	-	85.47
<b>Profit/(loss) after tax</b>	<b>15.00</b>	<b>(48.79)</b>
Other comprehensive income for the year, net of tax	-	-
<b>Total comprehensive income for the year</b>	<b>15.00</b>	<b>(48.79)</b>

**iv) Loss before tax from discontinued operations**

**a) Income from discontinued operations**

**i) Other income**

Provisions no longer required written-back

15.00	24.18
<b>15.00</b>	<b>24.18</b>
<b>15.00</b>	<b>24.18</b>

**Total Income from discontinued operations**

**b) Expenses from discontinued operations**

**i) Finance cost**

Interest on gratuity

-	8.44
-	<b>8.44</b>
-	<b>8.44</b>

**Total expenses from discontinued operations**

**Profit before tax from discontinued operation**

<b>15.00</b>	<b>15.74</b>
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Summary of material accounting policies and other explanatory information to the financial statements for the year ended 31-March-2024  
 [All amounts are in rupees lakh, except share data and earnings per share]

**27 Related party disclosures**

**A) Name of related parties and nature of relationship**

**a) Ultimate holding entity**

Algoquant Financials LLP [w.e.f. 09-February-2021]

**b) Holding Company**

Algoquant Investments Private Limited

**c) Key Management Personnel**

Dhruv Gupta (Director)

Devansh Gupta (Managing Director)

Yogesh Gusain (Chief Financial Officer)

Ayushi Jain [upto 08-September-2022]

Barkha Sipani (Company Secretary) [w.e.f. 07-November-2023]

Atul Kaushal (Company Secretary) [upto 30-September-2023]

Amit Gupta (Independent Director)

Himanjal Jagdishchandra Brahmbhatt (Director)

Gyaneshwar Sahai (Independent Director)

Shubhangi Agarwal (Independent Director)

**d) Entities under control of Key management personnel**

Dhruv Devansh Investment & Finance LLP

Vardan Securities Private Limited

Growth Securities Private Limited

Algoquant LLP

**B) Details of transactions**

Transactions with related parties during the year	Year ended	Year ended
	31-March-2024	31-March-2023
	₹	₹
<b>Remuneration to key managerial personnel</b>		
Devansh Gupta	72.00	60.00
Yogesh Gusain	9.60	7.80
Ayushi Jain [upto 08-September-2022]	-	1.55
Atul Kaushal [upto 30-September-2023]	2.96	3.37
Barkha Sipani [w.e.f. 07-November-2023]	2.49	-
	<b>87.05</b>	<b>72.72</b>
<b>Rent (excluding GST)</b>		
Algoquant Financials LLP	3.00	3.00
Dhruv Devansh Investment & Finance LLP	30.00	30.00
	<b>33.00</b>	<b>33.00</b>
<b>Brokerage (excluding GST)</b>		
Growth Securities Private Limited	1,181.35	268.54
	<b>1,181.35</b>	<b>268.54</b>
<b>Reimbursement of expenses incurred by Director</b>		
Payment of taxes and statutory dues	-	14.61
Other expenses	3.51	1.30
	<b>3.51</b>	<b>15.91</b>
<b>Reimbursement of electricity expenses</b>		
Algoquant Financials LLP	-	2.79
	<b>-</b>	<b>2.79</b>

Summary of material accounting policies and other explanatory information to the financial statements for the year ended 31-March-2024  
 [All amounts are in rupees lakh, except share data and earnings per share]

Transactions with related parties during the year	Year ended	Year ended
	31-March-2024	31-March-2023
	₹	₹
<b>Director's sitting fee</b>		
Amit Gupta	1.25	1.25
Gyaneshwar Sahai	1.25	0.94
Shubhangi Aggarwal	1.25	0.94
	<b>3.75</b>	<b>3.13</b>
<b>Interest Income</b>		
Algoquant Financials LLP	29.42	17.40
Algoquant Investments Private Limited	0.49	-
Vardan Securities Private Limited	13.98	-
Algoquant LLP	-	5.33
	<b>43.89</b>	<b>22.73</b>
<b>Interest Expense</b>		
Algoquant Investments Private Limited	4.64	6.55
Algoquant Financials LLP	4.85	-
Devansh Gupta	3.98	0.68
	<b>13.47</b>	<b>7.23</b>
<b>Loans &amp; advances (given)</b>		
<b>Loans given during the year</b>		
Algoquant Financials LLP	4,792.48	2,323.00
Algoquant Investments Private Limited	102.00	-
Vardan Securities Private Limited	829.00	-
Algoquant LLP	-	2,060.00
	<b>5,723.48</b>	<b>4,383.00</b>
<b>Repayments received during the year</b>		
Algoquant Financials LLP	5,356.48	1,759.00
Algoquant Investments Private Limited	102.00	-
Vardan Securities Private Limited	829.00	-
Algoquant LLP	-	2,060.00
	<b>6,287.48</b>	<b>3,819.00</b>
<b>Short-term borrowings (taken)</b>		
Algoquant Financials LLP	1,618.07	-
Algoquant Investments Private Limited	51.00	130.00
Devansh Gupta	74.00	83.05
	<b>1,743.07</b>	<b>213.05</b>
<b>Repayment of short-term borrowings</b>		
Algoquant Financials LLP	1,618.07	-
Algoquant Investments Private Limited	181.00	-
Devansh Gupta	74.00	83.05
	<b>1,873.07</b>	<b>83.05</b>

Summary of material accounting policies and other explanatory information to the financial statements for the year ended 31-March-2024  
 [All amounts are in rupees lakh, except share data and earnings per share]

Balances outstanding at the year end	As at	As at
	31-March-2024	31-March-2023
	₹	₹
<b>Remuneration payable</b>		
Barkha Sipani	0.36	-
	<b>0.36</b>	-
<b>Balance receivable from broker</b>		
Growth securities Private limited	168.01	76.93
	<b>168.01</b>	<b>76.93</b>
<b>Director's sitting fee payable</b>		
Amit Gupta	0.28	-
Gyaneshwar Sahai	0.28	-
Shubhangi Aggarwal	0.28	-
	<b>0.84</b>	-
<b>Reimbursement of electricity expenses payable</b>		
Algoquant Financials LLP	-	3.01
Dhruv Devansh Investment & Finance LLP	-	3.25
	-	<b>6.26</b>
<b>Short-term borrowings</b>		
Algoquant Investments Private Limited	-	130.00
	-	<b>130.00</b>
<b>Loans and advances (given)</b>		
Algoquant Financials LLP	-	564.00
	-	<b>564.00</b>
<b>Reimbursement of expenses (payable)</b>		
Devansh Gupta	-	24.26
	-	<b>24.26</b>
<b>Interest receivable</b>		
Algoquant Investments Private Limited	0.38	-
	<b>0.38</b>	-

## 28 Financial Instruments

### (A) Fair value hierarchy

Some of the Company's assets and liabilities are measured at fair value for financial reporting purpose. 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. Financial assets and financial liabilities measured at fair value in the financial statements are grouped into three levels of a fair value hierarchy under Ind AS categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurement are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

**Level 1:** Quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company can access at measurement date

**Level 2:** The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data rely as little as possible on entity specific estimates; and

**Level 3:** Inputs for the asset or liability that are not based on observable market data (unobservable inputs) that the Company can access at measurement date.

Summary of material accounting policies and other explanatory information to the financial statements for the year ended 31-March-2024  
 [All amounts are in rupees lakh, except share data and earnings per share]

**(B) Financial assets and liabilities measured at**

Particulars	Carrying value as at					
	31-March-2024			31-March-2023		
	FVOCI	FVTPL	Amortised cost	FVOCI	FVTPL	Amortised cost
Financial assets (non-current)				₹	₹	₹
Investments [Level 1]						
- Quoted equity shares	-	-	-	549.40	-	-
- Other financial assets	-	-	21.24	-	-	2.00
<b>Financial assets (current)</b>						
Investments [Level 1]						
- Quoted equity shares	-	567.87	-	-	1266.88	-
Cash and cash equivalents	-	-	191.47	-	-	289.34
Bank balance other than above	-	-	31.65	-	-	30.52
Loans (Unsecured)	-	-	-	-	-	564.00
Other financial assets	-	-	5,152.96	-	-	3,777.21
<b>Total financial assets</b>	-	<b>567.87</b>	<b>5,397.32</b>	<b>549.40</b>	<b>1,266.88</b>	<b>4,663.07</b>
<b>Financial liabilities (non-current)</b>						
Borrowings	-	-	33.42	-	-	-
Lease liabilities	-	-	238.73	-	-	-
<b>Financial liabilities (current)</b>						
Borrowings	-	-	2,039.14	-	-	3,046.56
Trade payables	-	-	58.81	-	-	88.35
Other financial liabilities	-	-	209.58	-	-	75.94
Lease liabilities	-	-	57.84	-	-	-
<b>Total financial liabilities</b>	-	-	<b>2,637.52</b>	-	-	<b>3,210.85</b>

During the year, there were no transfers between level 1 and level 2, and no transfers into and out of level 3 fair value measurements.

**Fair value of financial assets and financial liabilities that are not measured at fair value (but fair value disclosures are required)**

Other financial assets and liabilities. The management consider the carrying values of Other Cash and cash equivalents, Bank balances other than cash and cash equivalents, trade receivables, trade payables and other financial liabilities (except derivative financial instruments) approximate their carrying amounts largely due to the short-term maturities of these instruments.

**29 Financial risk management**

**(A) Risk Management**

The Company has a system-based approach to risk management, anchored to policies and procedures and internal financial controls aimed at ensuring early identification, evaluation and management of key financial risks (such as market risk, credit risk and liquidity risk) that may arise as a consequence of its investing and financing activities. Accordingly, the Company's risk management framework has the objective of ensuring that such risks are managed within acceptable and approved risk parameters in a disciplined and consistent manner and in compliance with applicable regulation. It also seeks to drive accountability in this regard.

**Financial risk management**

Financial Risk Evaluation and Management is an ongoing process within the Company. The Company has a system based risk management framework to identify, monitor, mitigate and minimise risks arising from financial instruments. The Company is exposed to market, credit and liquidity risks. The Board of Directors ('Board') oversee the management of these risks through its Risk Management Policy. The Company's Risk Management Policy has been formulated and approved by the Board. The Policy articulates on the Company's approach to address uncertainties in its endeavour to achieve its stated and implicit objectives. It also prescribes the roles and responsibilities of the Company's management, the structure for managing risks and the framework for risk management. The framework seeks to identify, assess and mitigate risks in order to minimise potential adverse effects on the Company's financial performance. All derivative activities for risk management purposes are carried out by specialist teams that have the appropriate skills, experience and supervision. The Board of Directors reviews and agrees on policies for managing each of these risks, which are summarised below. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk.

## Summary of material accounting policies and other explanatory information to the financial statements for the year ended 31-March-2024

[All amounts are in rupees lakh, except share data and earnings per share]

**(I) Credit risk**

The Company's activities expose it to market risk, liquidity risk and credit risk. The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements. The Company's risk management is carried out as per the policies approved by the board of directors.

**(a) Credit risk management****(i) Credit risk rating**

The Company assesses and manages credit risk of financial assets based on following categories arrived on the basis of assumptions, inputs and factors specific to the class of financial assets.

A: Low credit risk

B: Moderate credit risk

C: High credit risk

Asset group	Basis of categorisation	Provision for expenses credit loss
A: Low credit risk	Cash and cash equivalents, bank balance other than cash and cash equivalents, other financial assets and loans	12 month expected credit loss
B: Moderate credit risk	Investment in equity shares	12 month expected credit loss
C: High credit risk	No such assets	Life time expected credit loss or fully provided for

Based on business environment in which the Company operates, a default on a financial asset is considered when the counter party fails to make payments within the agreed time period as per contract. Loss rates reflecting defaults are based on actual credit loss experience and considering differences between current and historical economic conditions.

Assets are written off when there is no reasonable expectation of recovery, such as a debtor declaring bankruptcy, advance not recoverable or a litigation decided against the Company. The Company continues to engage with parties whose balances are written off and attempts to enforce repayment. Recoveries made are recognised in statement of profit and loss.

**Assets under credit risk –**

Credit rating	Particulars	As at 31-March-2024	As at 31-March-2023
		₹	₹
A: Low credit risk	Cash and cash equivalents, bank balance other than cash and cash equivalents, other financial assets and loans	5,376.08	4,661.07
B: Moderate credit risk	Investment in equity shares	567.87	1,816.28

**(b) Liquidity Risk****(i) Continued operations**

The Company's current assets aggregate to Rs. 6,100.30 lakh (previous year- Rs.5,954.93 lakh) including current investments, cash and cash equivalents and other bank balances of Rs. 31.65 lakh (previous year- Rs.30.52 lakh) against an aggregate current liabilities of Rs. 2,562.52 lakh (previous year- Rs. 3,424.75 lakh).

Summary of material accounting policies and other explanatory information to the financial statements for the year ended 31-March-2024  
 [All amounts are in rupees lakh, except share data and earnings per share]

The table below summarises the maturity profile of the undiscounted cash flows of the Company's financial assets and liabilities as at 31-March-2024

Particulars	0 to 12 months	1 to 5 years	More than 5 years	Total Carrying Amount
<b>Financial assets</b>				
(a) Investments	567.87	-	-	567.87
(b) Cash & cash equivalents	191.47	-	-	191.47
(c) Bank balance other than cash and cash equivalent	31.65	-	-	31.65
(d) Loans (Unsecured)	-	-	-	-
(e) Other financial assets	5,152.96	-	-	5,152.96
(i) Accrued interest on deposits	21.44	-	-	21.44
(ii) Balance with brokers	1,530.22	-	-	1,530.22
(iii) Deposit with clearing agent	3,600.00	-	-	3,600.00
(iv) Deposit with others	1.24	-	-	1.24
<b>Total</b>	<b>11,096.85</b>	<b>-</b>	<b>-</b>	<b>11,096.85</b>
<b>Financial liabilities</b>				
(a) Borrowings				
(i) Secured	89.14	33.42	-	122.56
(ii) Unsecured	1,950.00	-	-	1,950.00
(b) Lease liabilities	57.84	140.51	98.22	296.57
(c) Trade payables	58.81	-	-	58.81
(d) Other financial liabilities	209.58	-	-	209.58
(i) Interest accrued and due	23.51	-	-	23.51
(ii) Employee emoluments	186.07	-	-	186.07
<b>Total</b>	<b>2,574.95</b>	<b>173.93</b>	<b>98.22</b>	<b>2,847.10</b>

The table below summarises the maturity profile of the undiscounted cash flows of the Company's financial assets and liabilities as at 31-March-2023

Particulars	0 to 12 months	1 to 5 years	More than 5 years	Total Carrying Amount
<b>Financial assets</b>				
(a) Investments	1,266.88	-	-	1,266.88
(b) Cash & cash equivalents	289.34	-	-	289.34
(c) Bank balance other than cash and cash equivalent	30.52	-	-	30.52
(d) Loans (Unsecured)	564.00	-	-	564.00
(e) Other financial assets	3,777.21	-	-	3,777.21
(i) Accrued interest on deposits	11.51	-	-	11.51
(ii) Balance with brokers	2,264.86	-	-	2,264.86
(iii) Deposit with clearing agent	1,500.00	-	-	1,500.00
(iv) Deposit with others	2.00	-	-	2.00
<b>Total</b>	<b>9,706.32</b>	<b>-</b>	<b>-</b>	<b>9,706.32</b>
<b>Financial liabilities</b>				
(a) Borrowings				
(i) Secured	416.56	-	-	416.56
(ii) Unsecured	2,630.00	-	-	2,630.00
(b) Lease liabilities	-	-	-	-
(c) Trade payables	78.48	9.87	-	88.35
(d) Other financial liabilities	-	-	-	-
(i) Interest accrued and due	28.87	-	-	28.87
(ii) Employee emoluments	47.07	-	-	47.07
<b>Total</b>	<b>3,200.98</b>	<b>9.87</b>	<b>-</b>	<b>3,210.85</b>

Summary of material accounting policies and other explanatory information to the financial statements for the year ended 31-March-2024

[All amounts are in rupees lakh, except share data and earnings per share]

**(ii) Discontinued operations**

The Company’s current assets aggregate to Rs.95.11 lakh (Previous year- Rs.95.11 lakh) against an aggregate current liability of Rs.281.92 lakh (Previous year- Rs.322.21 lakh);

Further, while the Company’s total equity stands at Rs.4,425.50 lakh (Previous year- Rs. 3,428.70 lakh). In such circumstances, liquidity risk or the risk that the Company may not be able to settle or meet its obligations as they become due, is low.

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities to meet obligations when due.

Management monitors rolling forecasts of the Company’s liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which the entity operates. In addition, the Company’s liquidity management policy involves projecting cash flows and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and evaluation of debt financing plans, if any required.

**(c) Market risk**

Market risk has been further classified into Foreign currency risk, Interest rate risk and Price risk

**(i) Foreign currency risk**

The Company does not have a significant foreign currency risk as it does not have any exposure in foreign currency as at the year end. The Company has no-hedge policy for its foreign currency items as these are insignificant. Therefore, the sensitivity to foreign currency fluctuation is not relevant.

**(ii) Price risk**

The Company holds investments and measures them at fair value through Profit and Loss/other comprehensive income. The fair value of investments of such equity instruments (FVTPL) as at 31-March-2024 is Rs. 567.87 lakh (previous year - Rs.1,266.88 lakh) and FVOCI is Rs. Nil (previous year - Rs. 549.40 lakh). Accordingly, fair value fluctuations arising from market volatility is recognised in statement of Profit and Loss/other comprehensive income. The sensitivity analysis has been presented as below:

	As at 31-March-2024	As at 31-March-2023
	₹	₹
Investments (FVTPL) + 10%	56.79	125.19
Investments (FVTPL) - 10%	(56.79)	(125.19)

**(iii) Interest rate risk**

The unsecured loans taken during the year were all fixed interest rate borrowings. Further, treasury activities, focused on managing investments in equity/debt instruments, are centralised and administered under a set of approved policies and procedures guided by the tenets of liquidity, safety and returns. This ensures that investments are only made within acceptable risk parameters after due evaluation.

**30 Capital management policies and procedures**

For the purpose of the Company’s capital management, capital includes issued capital and all other equity reserves attributable to the equity shareholders of the Company. The primary objective of the Company when managing capital is to safeguard its ability to continue as a going concern and to maintain an optimal capital structure so as to maximize shareholder value. As at 31-March-2024, the Company has only one class of equity shares. In order to maintain or achieve an optimal capital structure, the Company allocates its capital for the re-investment into business based on its long-term financial plans.

As stated in the below table, as of 31-March-2024 the Company has short-term borrowings of Rs. 2039.14 lakhs and long-term borrowings of Rs. 33.42 lakhs.

	31-March-2024	31-March-2023
	₹	₹
Total debt	2,072.55	3,046.56
Less: cash and cash equivalent	(191.47)	(289.34)
Total equity	4,425.50	3,428.71
Debt to equity ratio	0.43	0.80



Summary of material accounting policies and other explanatory information to the financial statements for the year ended 31-March-2024  
[All amounts are in rupees lakh, except share data and earnings per share]

### 31 Financial instruments and cash deposits

#### i) Continuing operations

31-March-2024

	Estimated gross carrying amount	Expected credit losses	Carrying amount
	₹	₹	₹
Investment in equity shares	567.87	-	567.87
Cash and cash equivalents	191.47	-	191.47
Bank balance other than above	31.65	-	31.65
Other financial assets	5,152.96	-	5,152.96

31-March-2023

	Estimated gross carrying amount	Expected credit losses	Carrying amount
	₹	₹	₹
Investment in equity shares	1,816.28	-	1,816.28
Cash and cash equivalents	289.34	-	289.34
Bank balance other than above	30.52	-	30.52
Other financial assets	3,777.21	-	3,777.21

#### ii) Discontinued operations

31-March-2024

	Estimated gross carrying amount	Expected credit losses	Carrying amount
	₹	₹	₹
Other financial assets (current)	9.65	-	9.65

31-March-2023

	Estimated gross carrying amount	Expected credit losses	Carrying amount
	₹	₹	₹
Other financial assets (current)	9.65	-	9.65

### 32 Leases:

Leases are shown as follows in the Company's balance sheet and statement of profit & loss

The Company has lease contracts for corporate office used in its operations. The Company's obligations under its leases are secured by the lessor's title to the leased assets.

Summary of material accounting policies and other explanatory information to the financial statements for the year ended 31-March-2024  
 [All amounts are in rupees lakh, except share data and earnings per share]

	As at 31-March-2024	As at 31-March-2023
<b>a) Right of use asset</b>		
Cost	336.34	-
Accumulated amortisation	45.41	-
Net carrying amount	<b>290.94</b>	-
<b>b) Lease liabilities</b>		
As at the beginning of the year	-	-
Additions during the year	328.02	-
Interest expenses on lease liabilities	19.14	-
Payment of lease liabilities (including interest)	(50.59)	-
<b>As at the end of the year</b>	<b>296.57</b>	-
<b>Current</b>	57.84	-
<b>Non-current</b>	238.73	-

	Year ended 31-March-2024	Year ended 31-March-2023
<b>Amounts recognised in the Statement of Profit and Loss</b>		
<b>Other income</b>		
- Interest income on financial assets	1.19	-
<b>Finance cost</b>		
- Interest expense on lease liability	19.14	-
<b>Depreciation and amortisation</b>		
- Amortisation of right-of-use asset	45.41	-

**Maturities of lease liability**  
 Future minimum lease payments are as follows:

**As at 31-March-2024**

Particulars	Lease payments	Interest expenses	Net present values
Not later than 1 year	82.20	24.36	57.84
Later than 1 year but not later than 5 years	194.67	54.17	140.50
Later than 5 years	113.59	15.37	98.22
<b>Total</b>	<b>390.46</b>	<b>93.90</b>	<b>296.56</b>

### 33 Financial Ratios#

Financial ratios are the tools used by investors to analyse and gain information about the finance of a Company's history or the entire business sector. Accordingly, for the purpose of calculation of the following financial ratios, numbers are taken from the Balance Sheet, Statement of Profit & Loss, and Cash Flow Statement.

Ratio	31/March/24	31/March/23	% change	Reason for variance
Current ratio <sup>(1)</sup>	2.18 times	1.61 times	34.89%	Increase in current ratio is primarily due to increase in other financial assets and there is decrease in short-term borrowings as compared to previous financial year.
Return on Equity ratio <sup>(2)</sup>	25.35%	-10.08%	351.44%	Increase in operational profits was majorly driven by performance of capital market during the year.

Summary of material accounting policies and other explanatory information to the financial statements for the year ended 31-March-2024  
 [All amounts are in rupees lakh, except share data and earnings per share]

Ratio	31/March/24	31/March/23	% change	Reason for variance
Net Capital Turnover ratio <sup>(3)</sup>	1.92 times	.56 times	243.45%	The Company's Revenue from operations have significantly increased during the year owing to which the Company was able to achieve better turnover of its working capital.
Net Profit ratio <sup>(4)</sup>	15.51%	-26.62%	158.26%	Increase in operational profits was majorly driven by performance of capital market during the year.
Return on Capital Employed <sup>(5)</sup>	33.14%	-14.29%	331.88%	Increase in operational profits was majorly driven by performance of capital market during the year.
Return on investment <sup>(6)</sup>	0.00%	14.01%	-99.99%	The Company did not hold any long-term investment during the year.
Debt-equity ratio <sup>(7)</sup>	.44 times	.8 times	-45.15%	The ratio has improved owing to reduction in overall debt of the Company un comparison to previous year.

Formula for calculating ratios

	Numerator	Denominator
(1) Current ratio	Current Assets	Current Liabilities
(2) Return on Equity ratio	Net Profits after taxes – Preference Dividend	Average Shareholder's Equity
(3) Net Capital Turnover ratio	Net sales = Total sales - sales return	Working capital = Current assets – Current liabilities
(4) Net Profit ratio	Net Profit	Net sales = Total sales - sales return
(5) Return on Capital Employed	Earnings before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability
(6) Return on investment	Income from investments	Time weighted average investments
(7) Debt-equity ratio	Non-current borrowings + Current borrowings - Cash and cash equivalents	Total equity

\* Average= (Opening+Closing)/2

# The discontinued operations of the Company are not material in nature. Therefore, the above stated financial ratios are calculated in totality and ratios of discontinuing operations are not separately presented.

Note: -

- a) The Company does not have any inventory. Therefore, inventory turnover ratio has not been given.
- b) The Company does trading on exchange traded instruments. The trades are on cash basis only. Therefore, trade payable turnover ratio has not been given.
- c) The Company does not have any trade receivables as at the year end. Therefore, debtor turnover ratio has not been given.

Summary of material accounting policies and other explanatory information to the financial statements for the year ended 31-March-2024  
[All amounts are in rupees lakh, except share data and earnings per share]

### 34 Other Statutory Information for the current and preceding financial year

- (i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (ii) The Company does not have any transactions with companies struck off except as disclosed below:

Name of struck off Company	Nature of transactions with struck-off Company	Balance outstanding	Relationship with the Struck off company, if any
Secure Traders Private Limited	Shares held by struck-off company	1,50,000 equity shares of Rs. 2/- each are held by the share holder.	None

- (iii) The Company has not traded or invested in Crypto currency or Virtual Currency.
- (iv) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (intermediaries) with the understanding that the intermediary shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries); or
  - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries;
- (v) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall:
- 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
- (vi) The Company does not have any such transactions which are not recorded in the books of account that have 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.
- (vii) The Company has borrowings from bank or financial institution. However, there is no charge on any assets of the Company that is required to be registerd with ROC. Accordingly, no disclosure is required with reference to wilful defaulter and registration/satisfaction of charges with registrar of companies.
- (viii) The Company does not have any investment in any downstream subsidiary, joint venture, associate. Therefore, compliance with number of layers of subsidiary is not applicable on the Company.
- (ix) The Company did not enter into any scheme of arrangements on terms of section 230 to 237 of the Companies Act, 2013 except as explained at note 36.

### 35 Employee benefit plan

Defined Benefit Plans – As per actuarial valuation on 31-March-2024

- i. The Company operates a Gratuity Plan which is unfunded. Every employee who has completed minimum five years of service is entitled to gratuity at 15 days salary for each completed year of service in accordance with Payment of Gratuity Act, 1972.

Summary of material accounting policies and other explanatory information to the financial statements for the year ended 31-March-2024  
 [All amounts are in rupees lakh, except share data and earnings per share]

	Year ended 31-March-2024	Year ended 31-March-2023
<b>A Expense recognised in the Statement of Profit and Loss</b>		
<b>1 Components recognised in the Statement of Profit and Loss</b>		
Interest cost	0.44	0.41
Current service cost	16.83	3.57
Past service cost	-	-
Expected return on plan asset	-	-
<b>Expenses to be recognized in P&amp;L</b>	<b>17.27</b>	<b>3.98</b>
<b>2 Components recognised in other comprehensive income (OCI)</b>		
<b>Other comprehensive (income) / expenses (Remeasurement)</b>		
Cumulative unrecognized actuarial (gain)/loss opening brought forward	(3.82)	-
Actuarial (gain)/loss - obligation	0.93	(3.82)
Actuarial (gain)/loss - plan assets	-	-
Total actuarial (gain)/loss	0.93	(3.82)
<b>Cumulative total actuarial (gain)/loss carried forward</b>	<b>(2.89)</b>	<b>(3.82)</b>
<b>3 Bifurcation of total actuarial (gain) / loss on liabilities</b>		
Actuarial gain / losses from changes in demographics assumptions (mortality)	Not applicable	Not applicable
Actuarial (gain)/ losses from changes in financial assumptions	0.18	(0.06)
Experience adjustment (gain)/ loss for plan liabilities	0.75	(3.75)
<b>Total amount recognized in other comprehensive Income</b>	<b>0.93</b>	<b>(3.82)</b>
<b>4 Net interest cost</b>		
Interest cost on defined benefit obligation	0.44	0.41
Interest income on plan assets	-	-
<b>Net interest cost (income)</b>	<b>0.44</b>	<b>0.41</b>
<b>5 Experience adjustment:</b>		
Experience adjustment (gain)/loss for plan liabilities	0.75	(3.75)
Experience adjustment gain/(loss) for plan assets	-	-

Summary of material accounting policies and other explanatory information to the financial statements for the year ended 31-March-2024  
 [All amounts are in rupees lakh, except share data and earnings per share]

	As at 31-March-2024	As at 31-March-2023
<b>B Change in present value of obligations</b>		
Present value of the obligation at the beginning of the year	5.82	5.66
Interest cost	0.44	0.41
Current service cost	16.83	3.57
Past Service Cost	-	-
Benefits paid (if any)	-	-
Actuarial (gain)/loss	0.93	(3.82)
<b>Present value of the obligation at the end of the year</b>	<b>24.02</b>	<b>5.82</b>
<b>Amount recognised in balance sheet</b>		
Present value of the obligation at the end of the year	24.02	5.82
Fair value of plan assets at end of year	-	-
Net liability/(asset) recognized in balance sheet and related analysis	24.02	5.82
<b>Funded status - surplus/ (deficit)</b>	<b>(24.02)</b>	<b>(5.82)</b>
<b>C Summary of membership data at the date of valuation and statistics based thereon</b>		
Number of employees	180.00	74.00
Total monthly salary	74.89	12.48
Average Past Service(Years)	1.00	0.80
Average Future Service (yrs)	25.60	22.50
Average Age(Years)	34.40	37.50
Weighted average duration (based on discounted cash flows) in years	23	25
Average monthly salary	0.42	0.17
<b>D Actuarial assumptions provided by the company and employed for the calculations are tabulated:</b>		
Discount rate	7.25 % per annum	7.50 % per annum
Salary Growth Rate	5.00 % per annum	5.00 % per annum
Mortality	IALM 2012-14	IALM 2012-14
Attrition/Withdrawal Rate (per Annum)	5.00% p.a.	5.00% p.a.
<b>E Benefits valued</b>		
Normal Retirement Age	60 Years	60 Years
Salary	Last drawn qualifying salary	Last drawn qualifying salary
Vesting Period	5 Years of service	5 Years of service
Benefits on Normal Retirement	15/26 *Salary *Past Service (yr)	15/26 *Salary *Past Service (yr)
Benefit on early exit due to death and disability	As above except that no vesting conditions apply	As above except that no vesting conditions apply
Limit	20	20

Summary of material accounting policies and other explanatory information to the financial statements for the year ended 31-March-2024  
[All amounts are in rupees lakh, except share data and earnings per share]

**F Current liability (\*Expected payout in next year as per schedule III of the Companies Act, 2013)**

Period	Year ended 31-March-2024	Year ended 31-March-2023
Current liability (Current portion)	0.64	0.02
Non-current liability (Non-current portion)	23.38	5.80
Total liability	24.02	5.82

**Funding arrangements and funding policy** Not applicable Not applicable

**Expected contribution during the next annual reporting period**

The Company's best estimate of Contribution during the next year 29.12 5.06

Maturity profile of defined benefit obligation:

Weighted Average

Weighted average duration 23 25

(based on discounted cash flows) in years

**Maturity Profile of Defined Benefit Obligation: Maturity analysis of benefit obligations**

01 Apr 2024 to 31 Mar 2025 0.64

01 Apr 2025 to 31 Mar 2026 0.18

01 Apr 2026 to 31 Mar 2027 0.19

01 Apr 2027 to 31 Mar 2028 0.23

01 Apr 2028 to 31 Mar 2029 0.41

01 Apr 2029 onwards 22.37

**Projection for next year:**

Best estimate for contribution during next year 29.12

**Sensitivity Analysis**

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate and expected salary increase rate. Effect of change in mortality rate is negligible. Please note that the sensitivity analysis presented below may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumption would occur in isolation of one another as some of the assumptions may be correlated. The results of sensitivity analysis are given below:



## Summary of material accounting policies and other explanatory information to the financial statements for the year ended 31-March-2024

[All amounts are in rupees lakh, except share data and earnings per share]

Period	31-March-2024
Defined Benefit Obligation (Base)	24,02,134 @ Salary Increase Rate: 5%, and discount rate: 7.25%
Liability with x% increase in Discount Rate	21,63,230; x=1.00% [Change (10)% ]
Liability with x% decrease in Discount Rate	26,87,266; x=1.00% [Change 12% ]
Liability with x% increase in Salary Growth Rate	26,90,944; x=1.00% [Change 12% ]
Liability with x% decrease in Salary Growth Rate	21,56,393; x=1.00% [Change (10)% ]
Liability with x% increase in Withdrawal Rate	23,83,403; x=1.00% [Change (1)% ]
Liability with x% decrease in Withdrawal Rate	24,10,186; x=1.00% [Change 0% ]

Period	31-March-2023
Defined Benefit Obligation (Base)	5.82 lakh @ Salary Increase Rate : 5%, and discount rate :7.5%
Liability with x% increase in Discount Rate	5,23,885; x=1.00% [Change (9)% ]
Liability with x% decrease in Discount Rate	6,51,874; x=1.00% [Change 11% ]
Liability with x% increase in Salary Growth Rate	6,52,940; x=1.00% [Change 11% ]
Liability with x% decrease in Salary Growth Rate	5,22,090; x=1.00% [Change (10)% ]
Liability with x% increase in Withdrawal Rate	5,78,267; x=1.00% [Change (2)% ]
Liability with x% decrease in Withdrawal Rate	5,82,564; x=1.00% [Change 2% ]

	Year ended 31-March-2024	Year ended 31-March-2023
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**G Reconciliation of liability in balance sheet:**

Opening gross defined benefit liability/(asset)	5.82	5.66
Expenses to be recognized in P&L	17.27	3.98
OCI- actuarial (gain)/ loss-total current year	0.93	-3.82
Benefits paid (if any)	-	-
<b>Closing gross defined benefit liability/ (asset)</b>	<b>24.02</b>	<b>5.82</b>

- 36** The Board of Directors of the Company in their meeting held on 10-March-2023, approved a draft Composite Scheme of Arrangement ("the Scheme") between the Algoquant Fintech Limited ("Company, Amalgamated, AFL, or Resulting Company""), Growth Securities Private Limited ("Growth Securities, GSPL, or Demerged Company") and Algoquant Investments Private Limited ("AIPL, Amalgamating Company") and their respective shareholders and creditors, whereby the stock broking business, DP Business of Growth Securities along with stock exchange membership (defined in detail in the Scheme of Arrangement) shall be demerged into the Company on a going concern basis and also Algoquant Investments Private Limited shall amalgamate in to the Company.

The Company had filed the Scheme with the National Company Law Tribunal (Ahmedabad) (NCLT) for its approval on 19-December-2023. After duly completing the pre-requisite formalities/approvals, the Company has filed the second motion application with Hon'ble NCLT (Ahmedabad) for final approval. The approval of the Scheme is awaited and consequently, no adjustments have been made to the financial statements of the Company for the year ended 31-March-2024 with respect to the Scheme."

- 37** The Company has only one business, being trading in financial instruments. The operations of the Company are in India and accordingly, there are no reportable geographical segments as per Ind AS 108 "Operating Segments".

Summary of material accounting policies and other explanatory information to the financial statements for the year ended 31-March-2024  
[All amounts are in rupees lakh, except share data and earnings per share]

**38** The financial statements for the year ended 31-March-2024 were authorized and approved for issuance by the Board of Directors on 30-May-2024.

As per our report of even date.

**For O P Bagla & Co. LLP**

**Chartered Accountants**

Firm Registration No : 000018N/N500091

sd/-

**Deepanshu Saini**

Partner

Membership No : 510573

**Place: New Delhi**

**Date: 30-May-2024**

**For and on the behalf of the Board of Directors**

sd/-

**Dhruv Gupta**

Director

DIN: 06920431

sd/-

**Devansh Gupta**

Managing Director

DIN: 06920376

sd/-

**Yogesh Gusain**

Chief Financial Officer

BGGPG8044R

sd/-

**Barkha Sipani**

Company Secretary

LFOPS3524R

**ALGOQUANT FINTECH LIMITED**

**(CIN: L74110GJ1962PLC136701)**

**Registered Office:** Unit No. 705, 07th Floor of ISCON Elegance, developed at  
Plot No. 24, Prahalad Nagar Ahmedabad City Gujarat 380015 India

**Corporate Office:** 4/11, 1st Floor Asaf Ali Road, New Delhi-110002

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